



MODEL 231

***pursuant to* Legislative Decree no. 231/2001**

Approved by the Board of Directors on April 30th, 2024

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INTRODUCTION

The Legislative Decree of June 8, 2001, no. 231¹, entitled "*Discipline of the administrative liability of legal entities, companies, and associations, even without legal personality, pursuant to Article 11 of Law no. 300 of September 29, 2000*" introduced into the Italian legal system the administrative liability of entities for certain types of offenses, if committed in their interest or advantage by:

- individuals in top positions (i.e., those with functions of representation, administration, and management of the entity, as well as persons who exercise, even in fact, its management and control);
- individuals subject to others' direction or supervision.

The Decree identifies, as an exemption from the entity's liability, the adoption and effective implementation of an organizational, management and control model capable of preventing the commission of offenses contemplated by the Decree itself, as well as entrusting supervisory tasks on the functioning and compliance with the model to a body with autonomous powers of initiative and control.

If an offense referred to in the Decree is committed and the company cannot demonstrate that it has adopted and effectively implemented the organizational, management and control model, it exposes itself to the risk of pecuniary and interdictive sanctions.

An organizational, management and control model adopted pursuant to the Decree must be effectively implemented to prevent, as far as possible, the commission of offenses contemplated by the Decree.

Thaleia S.p.A.² has therefore proceeded to adopt, pursuant to the Decree, an organizational, management and control model³ and to appoint a Supervisory Body to oversee compliance, functioning, and updating of the Model itself.

For a complete examination of the regime of administrative liability of entities, including Thaleia's representation in court, reference is made to Annex 1 "Administrative Liability of Entities".

¹ Hereinafter also referred to as the "Decree." The measure, entitled "Discipline of the administrative liability of legal entities, companies, and associations, even without legal personality," and published in the Official Gazette no. 140 of June 19, 2001, was issued in implementation of the delegation to the Government under Article 11 of Law no. 300 of September 29, 2000. The latter finds its logical antecedent in a series of acts concluded at the international level, elaborated on the basis of Article K.3 of the Treaty on European Union: Convention on the protection of the financial interests of the European Communities, concluded in Brussels on July 26, 1995; its first Protocol concluded in Dublin on September 27, 1996; Protocol concerning the interpretation, by the Court of Justice of the European Communities, of the said Convention, with an attached declaration, concluded in Brussels on November 29, 1996; as well as the convention relating to the fight against corruption involving officials of the European Communities or of the Member States of the Union concluded in Brussels on May 26, 1997, and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, with attachment, concluded in Paris on December 17, 1997.

² Thaleia S.p.A., hereinafter also referred to as "Thaleia" or the "Company", tax code and VAT number IT02437370345, has its registered office in Milan, Via Santa Tecla n. 4, ZIP code 20122.

³ Hereinafter also referred to as the "Model".

The present Model is structured as follows:

- CODE OF ETHICS

- GENERAL PRINCIPLES - These are non-negotiable and fundamental principles for the correct formation of the Model and guidance for its effective implementation, including:

- Methodology of risk analysis;
- Establishment of the Supervisory Body and specification of its tasks;
- Scope of application of the Model, dissemination, and training activities;
- Provision of a disciplinary system;
- Monitoring of regulations, corporate evolution, and Model updates;

- SPECIAL PART - This part aims to illustrate the offenses potentially achievable through the activities carried out in Thaleia and to provide rules of conduct to prevent the occurrence of offenses that could entail the Company's liability.

- ANNEXES

- - Annex 1: Administrative Liability of Entities;
- - Annex 2: Catalog of underlying offenses;
- - Annex 3: Establishment Criteria of the Supervisory Body.

CODE OF ETHICS

INTRODUCTION

The Code of Ethics is the document that sets out the general principles of management, supervision, and control.

Thaleia guides its activities based on compliance with current laws and regulations, as well as adherence to the principles and rules of conduct expressed in this Code of Ethics, which must be followed by all those operating within the Company. The Company also commits to ensuring that the contents of the Code of Ethics are fully and effectively implemented in its business activities.

Recipients of the Code of Ethics.

This Code of Ethics applies to Thaleia and constitutes an integral part of the organizational, management and control model that the Company has decided to adopt to regulate internal decision-making processes. The recipients of the Code of Ethics are:

- Administrators, procurators, and all natural and/or legal persons who hold or exercise functions of representation, administration, or direction and control (even in fact) of the Company or one of its organizational units, as well as all those who operate to achieve its objectives;
- All corporate bodies and their members, entrusted with control and supervision functions;
- Employees and collaborators of the Company, as well as all those who, directly or indirectly, establish employment relationships or dealings with it.

Contractual Value of the Code of Ethics.

This Code of Ethics forms an integral part of the employment relationship established with Thaleia. All those who work for (or with) Thaleia are committed to observing and ensuring compliance with the principles of the Code of Ethics within the scope of their functions and responsibilities. Violation of the rules of the Code of Ethics may constitute a breach of the obligations of the employment relationship or disciplinary misconduct and may result in actions for damages.

REFERENCE PRINCIPLES

Legality, honesty and fairness Thaleia operates in compliance with current laws and regulations, professional ethics, internal procedures, and regulations, applying them with rectitude and loyalty. Practices of corruption, collusive behavior, solicitations, whether direct or through third parties, for personal or career advantages, for oneself or for others, are strictly prohibited.

Traceability and segregation Thaleia ensures the identification and reconstruction of sources, information elements and controls performed which contributed to the

formation and implementation of decisions, ensuring the activity of verification. For all business activities, Thaleia ensures the **segregation of roles** between the operator, the controller, and the subject with suitable authorization powers under formalized internal rules.

Professionality	Thaleia's activities must be carried out with commitment, professionalism, loyalty, mutual respect, and collaboration.
Quality of services	The Company promotes research and development of innovative solutions to improve and update its processes and services.
Transparency of activity and information	Every operation of Thaleia must be lawful, authorized, adequate, documented, and verifiable , also to determine the assumption of autonomous and informed decisions in awareness of the involved interests, alternatives, and relevant consequences. The Company assures proper corporate information and condemns any operation of alteration of corporate data.
Confidentiality of information	Thaleia protects the confidentiality of information and the processing of personal data. Thaleia's staff and collaborators are required to maintain confidentiality on any confidential information concerning the Company.
Respect for the person and equal opportunities	The Company operates respecting the rights of every individual, ensuring equal opportunities , valuing diversity , avoiding any form of discrimination, and ensuring individual dignity .
Respect for safety and the working environment	Thaleia recognizes the fundamental principle of protecting the health and safety of workers and work environment , adopting and updating all necessary measures for this purpose. The choice of those responsible for safety and hygiene in the workplace is based on recognized professionalism and experience criteria.
Protection of intellectual property	The Company respects intellectual and industrial property rights. The use of goods or services protected by third parties' rights without proper authorization or in violation thereof is not permitted.
Protection of competition	Thaleia recognizes that fair competition is a fundamental element for its development. Behaviors of abuse of dominant position or economic dependence and other conduct aimed at altering the loyal and competitive balance of the market are not allowed.
Environment	The Company's activities are managed in compliance with current environmental regulations, to which all employees, collaborators, suppliers, and commercial partners of the Company are required to comply. Thaleia S.p.A. is committed to assessing the environmental impacts of its activities,

as well as promoting and developing technical and scientific solutions that are environmentally sustainable.

RULES OF CONDUCT

TITLE I: COMMUNICATION

**Art. 1
Media.** The relationships between Thaleia and the mass media must be conducted in coherence with the communication policy and tools, and characterized by transparency, correctness, and timeliness. Any employee of the Company who receives a request for an interview or to release statements is required to inform the General Manager in advance.

TITLE II: EMPLOYEES AND COLLABORATORS

**Art. 2
Human
Resources.** Thaleia protects and promotes the value of its human resources and is committed to providing equal employment opportunities based on professional qualifications and performance capabilities. Any form of **discrimination** based on union affiliations, political beliefs, religious beliefs, race, ethnicity, language, nationality, gender, age, economic status, or health condition **is prohibited**. Employees are hired under regular employment contracts; irregular work relationships are not tolerated.

The assessment of personnel to be hired is carried out based on criteria of **objectivity, competence, and professionalism** in a formalized and transparent manner. Employees and collaborators of the Company must observe the following rules:

- Avoid any situation or activity that conflicts with the proper performance of their duties or with the interests of the Company, or that may harm the Company.
- Operate in accordance with the Company's security policies.

**Art. 3
Collaborators.** The relationships maintained by the Company with its collaborators are based on professionalism and on legal, organizational, logistical, strategic, financial, and administrative support. In the selection of its collaborators, the Company uses criteria of **quality and objective competitiveness** of the services and products offered. Every external collaborator must be informed of the existence of the Code of Ethics and its related commitments.

Art. 4
Use of Company assets.

Each individual is a **responsible custodian** of the Company's assets (both tangible and intangible) that are instrumental to the activities carried out⁴. No employee may make improper or illegal use of Thaleia's assets and resources. All collaborators/employees have the duty to promptly notify the relevant departments of any damage to Company assets. Personal use of some tools and company systems provided to employees for individual work use is allowed, provided that:

- It is reasonable and does not interfere with the proper performance of the work;
- It does not have a negative impact on the performance of Company systems;
- It complies with regulations and policies for the use of Company assets.

TITLE III: CUSTOMERS, SUPPLIERS AND CONSULTANTS

Art. 5
Relations with third parties.

Gifts, favors, and forms of hospitality are permitted only if their value is modest, appropriate, consistent with reasonable professional practice, and does not compromise the Company's image or exert undue influence on the decision-making process or the execution of acts related to one's work activities.

Any Company representative or collaborator who receives gifts or other forms of benefits outside of normal courtesy relations must decline such gifts or benefits and inform their superior.

Art. 6
Relations with Suppliers.

In supplier selection, Thaleia ensures adherence to principles of equal opportunities, fairness, impartiality, and transparency. Thaleia's purchasing policies for goods and services are aimed at ensuring **effective and efficient procurement processes** and product control.

Every collaborator and employee must promptly report to their respective superior and the Supervisory Body any behavior by a supplier that may appear contrary to the aforementioned principles or involve conflicts of interest.

Art. 7
Relations with Customers.

The Company establishes with its clients a relationship based on fairness, transparency, and efficiency. In dealings with clients, all collaborators are required to avoid conflicts of interest.

Art. 8
Relationships with consultants

In selecting its consultants, Thaleia adopts criteria of **merit, competence, and professionalism** while adhering to the principles of transparency, fairness, and cost-effectiveness. All fees and amounts paid to those assigned

⁴ Company assets also include intellectual property, proprietary information, corporate opportunities, sample materials possibly provided to agents, and funds belonging to the Company. Intellectual properties encompass patents, copyrights, trademark rights, the use of Company names/trademarks, and design rights.

– *Professional assignments.* tasks must be **documented and proportionate** to the activities performed, based on market conditions for similar services.

TITOLO IV: AUTHORITIES

*Art. 9
Relations with
the Public
Administration.* The relationships between members of Thaleia's corporate bodies, employees, and collaborators and Public Institutions, both Italian and foreign, must adhere to the principles of legality, loyalty, fairness, transparency, and collaboration. The Company **prohibits and condemns any act of corruption** or incitement to corruption towards the Public Administration. Members of the corporate bodies, employees, and collaborators of the Company are prohibited from promising or providing - directly or indirectly - cash donations, gifts, favors, or other benefits, even symbolic or of modest value, to officials or employees of the Public Administration to unduly promote or favor the interests of the Company. The assumption of commitments with Public Administrations and Public Institutions is reserved for designated and authorized functions. Any employee who receives, directly or indirectly, proposals for benefits from public officials, public service officers, or employees of the Public Administration or other Public Institutions must suspend all relationships with them and report to the General Manager and the Supervisory Body.

*Art. 10
Relations with
the Judicial
Authorities.* The management of relationships with the Judicial Authority and other institutional authorities is exclusively reserved for the Company's designated functions or their delegates, who provide maximum availability and collaboration during any inspections or controls. In the event that the commencement of a judicial proceeding, investigation, or inspection is foreseeable, it is prohibited to destroy or alter records, minutes, accounting records, and any type of document, or to provide false statements to the Authority. Recipients who are the subject of investigations and inspections or receive summons to appear, and/or are served with other judicial measures, must inform not only their function reference or the General Manager but also the Supervisory Body.

TITLE V: HEALTH AND SAFETY

*Art. 11
Health.* Thaleia is committed to ensuring a working environment compliant with current health and safety regulations, promoting responsible behaviors, and preserving the health and safety of all employees and collaborators through the monitoring, management, and prevention of risks associated with professional activities. Employees/collaborators participate in the risk prevention process, environmental protection, and health and safety protection for themselves, colleagues, and third parties by adhering to reference standards and internal

procedures and regulations. Thaleia also commits to protecting the moral and psychological integrity of its employees/collaborators from acts of psychological violence or bullying.

It is prohibited to:

- Possess, consume, offer, or transfer narcotics or substances with similar effects.
- Smoke in the workplace.

TITLE VI: TRANSPARENCY

Art. 12
Conflicts of interest. Situations of **conflict of interest**⁵ that may affect decisions in the best interest of the Company and in full compliance with the rules of the Code of Ethics **must be avoided**. Any situation that may constitute or lead to a conflict of interest must be promptly communicated by every employee or collaborator to their immediate superior or Company reference, or to the Supervisory Body.

Art. 13
Public contributions and funding. It is forbidden to deceive the State, a Public Entity, or the European Union through tricks or deceit to obtain unjust profit for the Company or cause harm to others. Unjust profit can be direct or indirect and may also include contributions, funding, or other grants provided by the State, a Public Entity, or the European Union. It is prohibited to allocate such contributions, funding, or other grants to initiatives other than those for which they were obtained.

TITLE VII: COLLECTIVITY

Art. 14
Relations with the community. Thaleia aligns its strategic choices and areas of intervention towards the community in coherence with its business objectives. The Company, also to strengthen its ties with the local community, may **support** the activities of entities pursuing **social, moral, scientific, and cultural purposes**.

Art. 15
Political parties. Thaleia does not provide direct or indirect contributions to political parties, both in Italy and abroad, nor to their representatives or candidates. Any involvement in political activities occurs on a personal basis, during personal time, at one's own expense, and in compliance with the applicable laws.

TITLE VIII: INTERNAL CONTROL SYSTEM

⁵ In accordance with current principles, a conflict of interest is understood as any situation, occasion, or relationship in which personal interests or those of other connected individuals or organizations with whom one is involved in various capacities, even potentially, may undermine impartiality. A potential conflict of interest arises when an employee finds themselves in a situation that could develop into an actual conflict.

Art. 16
Internal control system.

Thaleia aims to foster a culture internally that is conscious of the existence and utility of controls and the adoption of a mindset oriented towards exercising control. **Controls** refer to all necessary or useful tools to direct, manage, and verify Company activities, with the goal of **ensuring compliance with laws and Company procedures**, protecting Company assets, efficiently managing activities, and providing accurate and complete accounting and financial data. All managers and employees, within the scope of their roles, are responsible for defining and ensuring the proper functioning of the control system.

TITLE IX: ACCOUNTING

Art. 17
Transparency of accounting activity.

Thaleia is committed to ensuring accounting transparency, based on the **truthfulness, clarity, completeness, and reliability** of managerial facts and accounting records, while maintaining documentation of transactions and providing full cooperation to the board of statutory auditors and entities responsible for accounting review. **Management of financial resources** follows mechanisms of **approval and authorization**, with the integrity of the share capital and legally non-distributable reserves being ensured.

Any recipients who become aware of omissions, falsifications, alterations, or lack of accuracy in the information and supporting documentation are required to report them to their supervisor or the Supervisory Body. Thaleia endeavors to **prevent money laundering and the financing of terrorism** (or any other criminal activity) by verifying available information on business counterparts, employees, and consultants to ascertain their respectability and the legitimacy of their activities before engaging in business relationships with them.

Art. 18
Corporate Administration.

The Company provides truthful and accurate information about its economic, equity, and financial situation. It is prohibited to engage in behaviors that could harm the transparency and traceability of financial reporting. Accounting records are maintained according to principles of transparency, completeness, accuracy, and compliance with current regulations. Recipients of the Code of Ethics who become aware of omissions, falsifications, or neglect in the accounting or documentation upon which accounting records are based are required to report such matters to their supervisor or designated contact.

Additionally:

1. The Board of Directors (BoD) provides maximum support to oversight bodies for information and/or documentation regarding the Company's activities.
2. In conducting operations involving shares, contributions, profits, reserves, increases or decreases in share capital, mergers, or divisions, the corporate bodies act with prudence and transparency, conducting all

necessary checks, particularly regarding safeguarding the integrity of the Company's assets and protecting the interests of creditors.

3. The Company adheres to tax regulations, acting in compliance with requirements, obligations, and deadlines.
4. The Company identifies specific methods for managing financial resources to prevent the commission of crimes. Management of financial resources is conducted in accordance with established procedures and competencies, and each individual has organizational responsibilities.

Art. 19
Use of banknotes,
credit cards,
stamps.

The Company requires all Recipients to comply with current regulations regarding the use and circulation of currency, credit cards, and revenue stamps. It will penalize any behavior involving illegal use or counterfeiting of credit cards, revenue stamps, coins, and banknotes.

IMPLEMENTATION METHODS

Every employee or collaborator of Thaleia is required to **know the rules** contained in this Code of Ethics and **explicitly accept** their commitments arising from it at the time of establishing the employment relationship, the first dissemination of the Code of Ethics, or any relevant modifications or integrations. Further, employees and collaborators must:

- Refrain from behaviors contrary to the rules contained in the Code of Ethics.
- Address their superiors, or the Supervisory Body if clarification is needed on how to apply the rules.
- Promptly report to their superiors or the Supervisory Body any information, whether directly perceived or reported by others, regarding possible violations of the Code of Ethics, as well as any requests made to them to violate those rules, collaborating with the structures responsible for verifying possible violations.
- Adequately inform any third party with whom they come into contact in the course of their work about the existence of the Code of Ethics and the commitments and obligations imposed by it on external parties, internally reporting any violations by such parties.

Supervisory Body.

A Supervisory Body is established within Thaleia, which is responsible for the following tasks regarding the implementation of the Code of Ethics:

- Monitoring the application of the Code of Ethics by the relevant parties.
- Periodically reporting to the Board of Directors and the Board of Statutory Auditors on the results of its activities, highlighting any violations of the Code of Ethics.
- Receiving and analyzing reports regarding violations of the Code of Ethics.
- Providing opinions on any proposed revisions to internal processes, assessing their consistency with the Code of Ethics.

Communication and training.

The Code of Ethics must be made known to all relevant parties through **communication and training activities**. Senior management takes responsibility for implementing the Code of Ethics and disseminating it both internally and externally within the Company.

Code of Ethics violations and sanctions.

The recipients of this Code of Ethics are required to promptly inform the Supervisory Body of even potential violations of this Code of Ethics. Reports can be made through a specific platform provided by the Company or via email to the Supervisory Body (**odv@thaleia.it**). The Company is committed to protecting the confidentiality of those who make reports and to preventing them from being subjected to retaliation, discrimination, or penalties.

In the event of a verified **violation of the Code of Ethics**, compliance with which constitutes an essential part of the contractual obligations assumed by employees and/or collaborators and/or individuals who, in any capacity, provide their services to Thaleia, **disciplinary measures** will be adopted proportionate to the seriousness of the act or behavior and the damage caused.

In the case of an employment relationship, the Company undertakes to take any punitive measures in accordance with the provisions of Article 7 of the Workers' Statute.

Adoption and amendments to the Code of Ethics.

The present Code of Ethics is approved by the Board of Directors of the Company, together with the approval of the Organization, Management, and Control Model pursuant to Legislative Decree No. 231 of 2001.

The responsibility for updating the Model is assigned to the Chief Executive Officer.

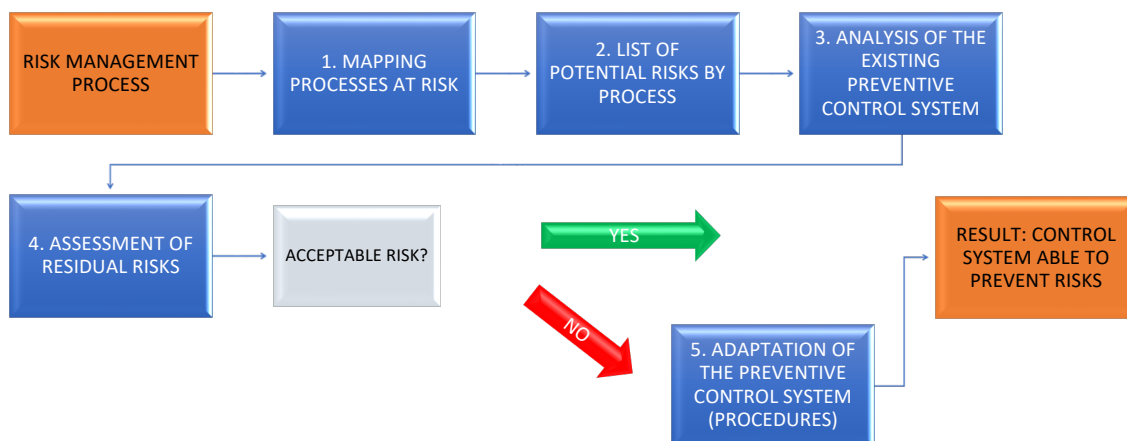
GENERAL PRINCIPLES

CHAPTER 1 METHODOLOGY OF RISK ANALYSIS

1.1. THALEIA S.P.A. AND THE ADOPTION OF THE MODEL

The development of the Model included **mapping out sensitive activities**, conducted through the analysis of relevant Company documentation and through interviews and questionnaires with individuals holding top and managerial positions within the Company structure, as well as with subordinate personnel. Once the risk profiles were identified, a gap analysis was conducted to assess the adequacy of existing controls. The results of the risk assessment activity were then incorporated into the Company's risk matrix.

The activity of identifying and analyzing sensitive activities should be promoted whenever organizational or regulatory changes occur. When there are changes in the organizational structure or in the evolution of business needs and underlying offenses, the Company evaluates the opportunity to update the Model.



1.2. THE INTEGRATED RISK MANAGEMENT SYSTEM

In order to ensure integrated compliance management, Thaleia establishes mechanisms for coordination and collaboration among the key corporate entities involved, including the Employer, Board of Statutory Auditors, auditing firms, and the Supervisory Body.

The Supervisory Body defines information flows from the functions to provide reports on the existence or emergence of critical situations and enable continuous monitoring based on the analysis of potential red flags.

CHAPTER 2 TASKS OF THE SUPERVISORY BODY

2.1. THE SUPERVISORY BODY

The Decree establishes, as a condition for granting the exemption from the entity's administrative liability, the requirement that the entity appoint a specific body (endowed with autonomous powers of initiative and control⁶) tasked with overseeing the functioning and compliance of the Model, as well as updating it.

The Supervisory Body is established by resolution of the Board of Directors.

The Supervisory Body of Thaleia is collegial.

For anything not provided for herein, reference is made to Annex 3 (Establishment Criteria of the Supervisory Body).

2.2. FUNCTIONS AND POWERS

The Supervisory Body is tasked with overseeing:

- The effectiveness of the Model, to ensure that behaviors within the Company correspond to what is provided for in it;
- The efficacy of the Model, in order to verify that it is suitable for preventing the crimes envisaged by the Decree;
- The need for updating the Model.

Tasks of the Supervisory Body:

- Periodically verify the map of risk-crime areas (or "sensitive activities"), to adapt it to changes in the activity and/or corporate structure. The Supervisory Body must be informed, by management and employees, of situations that may expose Thaleia to risk-crime;
- Ensure that procedures, protocols, and controls are implemented and documented in a compliant manner, and that ethical principles are respected, while control activities are primarily the responsibility of the heads of individual functions;
- Verify the adequacy and effectiveness of the Model in preventing the crimes referred to in the Decree;
- Periodically carry out targeted checks on specific operations or acts, especially within the scope of sensitive activities;

⁶ Article 6, paragraph 1, letter b) stipulates, with reference to the action of top management, that "the task of supervising the functioning and observance of the models and ensuring their updating" must be entrusted "to a body of the entity endowed with autonomous powers of initiative and control". Although there is no explicit legislative reference regarding the action of those subject to the direction of others, for the effective implementation of the adopted model, Article 7, paragraph 4, letter a) requires periodic verification and possible modification of the same when significant violations of the provisions are discovered or when changes occur in the organization or in the activity; this activity is typically the responsibility of the Supervisory Body. The Supervisory Body is therefore the corporate function responsible for supervising the Model in terms of control over ethical, organizational, and managerial procedures.

- Envisage an exchange of information with the responsible parties of individual corporate areas in order to update the map of sensitive activities;
- Promote timely exchange of information for integrated risk management;
- Ensure that corrective actions necessary to make the Model adequate and effective are promptly taken;
- Collect, process, and retain all relevant information received in the performance of oversight activities;
- Oversee aspects of the activity that may expose the Company to the consequences of committing one of the crimes envisaged by the Decree;
- Supervise training and communication activities on the Model and promote initiatives to disseminate knowledge and understanding of the Model and the Decree, staff training, and awareness of compliance with the principles contained in the Model;
- Verify the initiatives taken by the Company regarding communication and training on the contents of the Decree, the impacts of the legislation on the Company's activities, and behavioral standards;
- Report periodically to the Board of Directors and the Board of Statutory Auditors on the implementation of the Model.

The verification activity must be directed in two directions:

1. If it emerges that the implementation status of operational standards is deficient, it is the responsibility of the Supervisory Body to:
 - a. Prompt the responsible units to comply with the Model;
 - b. Indicate corrections and modifications to be made to ordinary actions;
 - c. Report the most serious cases of non-compliance with the Model to the responsible parties and control personnel.
2. If there is an inadequacy in avoiding the risk-crime, the Supervisory Body must take action to ensure its update.

2.3. REPORTING TO MANAGEMENT

The Supervisory Body has the responsibility, towards the Board of Directors and the Board of Statutory Auditors, to communicate:

- Semi-annually, a report on the activities carried out and the plan of activities it intends to carry out to fulfill its assigned tasks;
- Immediately, any significant issues arising from its activities.

The Supervisory Body must also, considering individual circumstances:

- Communicate the results of its assessments to the heads of functions and/or processes, if relevant to the Company's activities;
- Report behaviors/actions not in line with the Model, the Code of Ethics, and Company procedures/protocols.

2.4. REPORTING TO THE SUPERVISORY BODY

Information flows encompass all significant information and documentation regarding sensitive activities conducted by the Company, changes in its structure, power system, or business developments that should promptly be brought to the attention of the Supervisory Body to enable control and verification activities.

The information flows to the Supervisory Body are distinguished as follows:

a) Event-driven information flows: These are transmitted upon the occurrence of a specific event. For example:

- Criminal and disciplinary proceedings regarding violations or alleged violations of the Model;
- Imposed sanctions (including measures taken against employees), or the closure of such proceedings with reasons provided;
- Inspections or initiatives by public supervisory or judicial authorities, or by the Judicial Police;
- Requests for legal assistance forwarded by members of corporate bodies, managers, or other employees in the event of judicial proceedings for offenses specified by the Decree, directly or indirectly concerning the Company;
- Violations or alleged violations of the provisions of the Model or the Code of Ethics;
- Conduct that suggests the commission or attempted commission, in the interest or to the advantage of the Company, of offenses specified by the Decree;
- Any other circumstance exposing the Company to the risk of the commission or attempted commission, in its interest or advantage, of one of the offenses specified by the Decree.

b) Periodic information flows: These are transmitted at intervals established by the Supervisory Body and the responsible functionaries.

Information flows are governed by a specific procedure approved by the Supervisory Body, which defines roles and timing. They are transmitted to the email address of the Supervisory Body (odv@thaleia.it).

2.5. WHISTLEBLOWING

On December 14, 2017, Law No. 179 of November 30, 2017, concerning "*provisions for the protection of authors of reports of crimes or irregularities that have come to light in the context of a public or private employment relationship*" (hereinafter referred to as the "**Whistleblowing Law**"), was published in the Italian Official Gazette. This law intervened on Article 54 bis of Legislative Decree No. 165/2001 and Article 6 of Legislative Decree No. 231/2001. The legislator introduced specific provisions for the entities subject to the Decree

by inserting three new paragraphs within Article 6, namely paragraphs 2 bis, 2 ter, and 2 quater.

This legislation was amended by Legislative Decree No. 24 of March 10, 2023, "*Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019, concerning the protection of persons who report violations of Union law and provisions on the protection of persons reporting violations of national laws*" (hereinafter the "**Whistleblowing Decree**"), which entered into force on March 30, 2023. This decree mandated the establishment of an internal reporting channel for receiving reports concerning:

- a) Administrative, accounting, civil, or criminal offenses;
- b) Unlawful conduct relevant under Legislative Decree No. 231/01 or violations of the Organizational, Management, and Control Model;
- c) Offenses falling within the scope of application of EU acts relating to certain sectors;
- d) Acts or omissions prejudicing the financial interests of the Union;
- e) Acts or omissions concerning the internal market;
- f) Acts or behaviors undermining the purpose or objective of the provisions of Union acts.

In the case of an entity equipped with a Model pursuant to Legislative Decree No. 231/01 with less than fifty employees, the violations subject to whistleblowing reports are those referred to in letter b).

The reporting channel must ensure, also through the use of encryption tools, the **confidentiality of the whistleblower's identity**, as well as the content of the report and its documentation. This obligation applies to entities with an Organizational, Management, and Control Model and an average of subordinate workers equal to or less than 249, with effect from December 17, 2023.

To ensure the effectiveness of the whistleblowing system, the Company adopts a management system for potential violation reports to protect the whistleblower's identity and their right to confidentiality. Specifically, the Company adopts appropriate and effective measures to ensure the confidentiality of those transmitting reports provided for by the Whistleblowing Decree, provided that legal obligations are respected as well as the protection of the Company's rights or persons falsely or maliciously accused.

Any form of retaliation, discrimination, or penalty against those making good faith reports is prohibited. The Company reserves the right to take action against anyone making false reports in bad faith.

Reports can also be anonymous and must describe in detail the facts and individuals subject to the report. The Company, through a specific procedure in line with the aforementioned decree, regulates the transmission methods and management of reports, providing adequate information to its employees, collaborators, or business partners to inform them about the

existence of specific communication channels for submitting reports according to the specified criteria.

Additionally, the Company provides specific information on reporting channels on its website. Reports are transmitted through a dedicated platform indicated in the "Whistleblowing Policy" procedure and on the Company's website, allowing reports to be submitted (i) in written form with the option to upload attachments or (ii) orally through a voice recording.

The management of the channel is entrusted to an independent and specifically trained entity identified by Thaleia's Supervisory Body, which handles reports in accordance with the provisions of the Whistleblowing Decree.

2.6. SAFEGUARD MEASURES

The first measure designed to protect the whistleblower is the obligation of confidentiality. Article 12 of the Decree provides, in particular, that:

- Reports cannot be used beyond what is necessary to give adequate follow-up to them.
- The identity of the whistleblower and any other information from which the identity can be directly or indirectly inferred cannot be disclosed without their express consent to persons other than those competent to receive or follow up on the reports, expressly authorized to handle such data.
- In the context of criminal proceedings, the identity of the reporting person is covered by secrecy in the manner and within the limits provided for by Article 329 of the Code of Criminal Procedure (Obligation of secrecy regarding investigative acts carried out by the public prosecutor and the judicial police, on requests from the public prosecutor regarding acts of the judge that decide on such requests).
- In the context of disciplinary proceedings, the identity of the reporting person cannot be disclosed if the disciplinary charge is based on separate and additional findings from the report, even if resulting from it. If the charge is based, in whole or in part, on the report and knowledge of the identity of the reporting person is essential for the defense of the accused, the report can be used for disciplinary proceedings purposes only with the express consent of the reporting person to disclose their identity; the reporting person is informed of the reasons for the disclosure of the reserved data.
- The identities of the persons involved and mentioned in the report are also protected until the conclusion of the proceedings initiated due to the report, in compliance with the same guarantees provided in favor of the whistleblower.
- The involved person can be heard, or, upon request, is heard, even through a written procedure by acquiring written observations and documents.

It is also specified that the protections provided by the decree extend to (i) the whistleblower who makes a public disclosure if, at the time of such disclosure, one of the specific conditions

listed in Article 15 exists, and (ii) anonymous reports or complaints to the judicial or accounting authorities or to public disclosures, if the whistleblower has been subsequently identified and has suffered retaliation (Article 16).

CHAPTER 3

RECIPIENTS AND EXTENSION OF THE 231 MODEL

3.1. RECIPIENTS OF THE MODEL

The recipients of the Model⁷ obliged to comply with it, include all those who operate for the Company. Among the Recipients of the Model are the members of Thaleia's corporate bodies, the individuals involved in the functions of the Supervisory Body, executives, employees, as well as those who, although not belonging to the Company, operate on its behalf or are linked to the Company through collaboration or work relationships.

The Supervisory Body oversees the communication activities of the Model to the members of the corporate bodies and all employees of Thaleia, who are required to sign a declaration of knowledge and adherence to the principles and contents of the Model. These declarations are kept on file by the Supervisory Body. The Model is also posted on the Company notice boards and published on the Company's website.

3.2. STAFF TRAINING

For the Model to be effectively implemented, it must be made known to senior management and employees through a training program. It is necessary to ensure training activities in case of new hires or following changes or additions to the Model.

The training and communication plan aims to disseminate to all stakeholders the rules and provisions outlined in the Code of Ethics and the Model, with the purpose of raising awareness about the proper adherence to the provisions of the Code of Ethics and the Model, as well as the risk of committing offenses under the current regulations. Attendance at these courses is mandatory.

3.3. COMMUNICATION TO THIRD PARTIES

Negotiation tools are also adopted for other parties (suppliers, consultants, partners, etc.) who are external to the Company but have relationships with it, to ensure they adhere to the principles of the Code of Ethics, the Decree, and the Company's Model.

The commitment to compliance with the aforementioned is stipulated in a contractual clause accepted by the contracting party.

The communication and training activities are supervised by the Supervisory Body, which is tasked with promoting initiatives to disseminate knowledge and understanding of the Model and the contents of the Decree, as well as the impacts of regulations on the Company's operations and behavioral norms.

⁷ The “Recipients”

3.4. EXTENSION OF THE MODEL TO SUBSIDIARIES

The Model also represents a collection of principles and serves as a reference point for defining the model of companies controlled by Thaleia, which must align with Thaleia's principles, control standards, and Model contents, identifying measures related to their own corporate entity.

Each controlled company establishes an autonomous and independent Supervisory Body.

CHAPTER 4 STRUCTURE OF THE DISCIPLINARY SYSTEM

4.1. THE DISCIPLINARY SANCTIONING SYSTEM

The implementation of the Model requires a sanctioning system. According to articles 6(2)(e) and 7(4)(b) of the Decree, the Model can be considered effectively implemented only if it includes a disciplinary system capable of sanctioning non-compliance with the indicated measures.

Essential requirements of the sanctioning system are:

- **Specificity and autonomy:** specificity involves the establishment of a system aimed at sanctioning any violation of the Model, regardless of the commission of a crime. Autonomy means that the internal disciplinary system operates independently of external systems (e.g., criminal proceedings). The Company is required to sanction the violation regardless of the outcome of any criminal proceedings.
- **Compatibility:** the procedure for determining and applying the sanction, as well as the sanction itself, must not contradict the legal norms and contractual provisions governing the employment relationship with the Company.
- **Adequacy:** the system must be efficient and effective in preventing the crime.
- **Proportionality:** the sanction must be proportionate to the observed violation and the type of employment relationship with the worker (subordinate, self-employed, managerial, etc.), taking into account the specific discipline existing on a legislative and contractual level.
- **Written drafting and adequate dissemination:** the sanctioning system must be drafted in writing and subject to information and training for the Recipients.

In any case, the right to defense must be ensured for the subject to whom the charge has been contested.

4.2. DEFINITION AND LIMITS OF DISCIPLINARY LIABILITY

The Company, aware of the need to comply with legal norms and current provisions, ensures that the sanctions imposed under the disciplinary system comply with the provisions of the national collective labor agreements applicable to the sector. It also ensures that the procedural process for contesting the offense and imposing the related sanction complies with the provisions of Article 7 of Law No. 300 of May 30, 1970 (Workers' Statute).

For Recipients who are bound by contracts of a nature different from an employment relationship (administrators and external subjects in general), the applicable measures and sanctioning procedures must be carried out in compliance with the law and contractual conditions.

4.3. DISCIPLINARY OFFENCES

The behaviors of workers in violation of the individual behavioral rules outlined in this Model are defined as disciplinary offenses. Relevant disciplinary offenses include:

- Non-compliance with the rules contained in the Code of Ethics.
- Failure to adhere to the procedures and/or prescriptions of the Model.
- Violation and/or circumvention of internal control systems by misappropriating, destroying, or altering procedure documentation, or by obstructing control or access to information and documentation by authorized individuals, including the Supervisory Body.
- Failure to provide information to the Supervisory Body and/or the direct hierarchical superior.
- Neglectful supervision, in the capacity of "hierarchical superior," of the adherence to the procedures and prescriptions of the Model by subordinates, functional to verifying their conduct in areas at risk of crime and in the performance of activities instrumental to risk-prone operational processes.
- Failure to communicate, in the role of "functional manager," to the hierarchical superior and/or the Supervisory Body regarding the failure to comply with the procedures and prescriptions of the Model by individuals functionally assigned to them.
- Non-compliance with behavioral obligations regarding health and safety at work as regulated by law (Article 20 of Legislative Decree 81/2008), regulations, and/or other Company provisions.
- Violation or omission, through gross negligence, incompetence, or recklessness, of directives aimed at preventing pollution or environmental damage.
- Violation of measures to protect those who report illicit conduct, as relevant under the Decree.
- Making unfounded reports, whether through intent or gross negligence.
- Violation of the provisions outlined in Article 21, paragraph 1, Legislative Decree No. 24/2023.

4.3. RECIPIENTS AND THEIR DUTIES: PROCEDURE

The Recipients are obliged to align their conduct with the principles of the Code of Ethics and all principles and measures of organization, management and control of business activities.

Every violation of principles, measures, and procedures, if ascertained:

- In the case of employees and executives, constitutes a contractual breach in relation to the obligations arising from the employment relationship under Article 2104 of the Civil Code, with consequent application of Article 2106 of the Civil Code.
- In the case of directors, constitutes non-compliance with the duties imposed on them by law and bylaws under Article 2392 of the Civil Code.

- In the case of external parties, constitutes a contractual breach that could justify the termination of the contract, subject to compensation for damages.

The Supervisory Board verifies that specific procedures are adopted to inform all the identified parties, from the inception of their relationship with the Company, about the existence and content of the disciplinary measures.

Upon receiving a report of a Model violation, the Supervisory Board must immediately conduct the necessary investigations, while maintaining confidentiality regarding the subject under investigation, and inform the holder of the disciplinary power about the investigations' findings so to start – if necessary – the sanctioning procedure.

The Supervisory Board must be informed of every decision to archive disciplinary proceedings described in the following paragraphs.

4.4. GENERAL PRINCIPLES RELATING TO SANCTIONS

The sanctions imposed for violations must respect the principles of graduality and proportionality relative to the seriousness of the violations committed.

The determination of the type, as well as the extent of the sanction imposed following the commission of violations, must consider:

- The seriousness of the breach;
- The position held by the subject within the organizational structure, especially considering the responsibilities associated with its duties;
- Any aggravating and/or mitigating circumstances that may be relevant to the behavior of the Recipient (such as the commission of offenses and/or the imposition of previous disciplinary sanctions against the same individual).

4.5. SANCTIONS AGAINST EMPLOYEES

The sanctions applicable to employees fall within those provided for by the Company's disciplinary system and/or the sanctioning system under the National Collective Labor Agreement (CCNL) for employees of companies in the tertiary, distribution, and services sectors, in compliance with the procedures provided for by Article 7 of the Workers' Statute and any applicable special regulations.

With regard to employees, the National Collective Labor Contract foresees the following sanctions:

- **Verbal reprimand:** in cases of negligent violation of Company procedures and/or Model prescriptions, and/or procedural errors due to negligence of the employee having external relevance; recurrence of the same violations of procedures and prescriptions, not having external relevance;
- **Written reprimand:** in case of recurrence of negligent violation of Company procedures and/or Model prescriptions having external relevance, and/or procedural errors due to negligence of the employee having external relevance;

- **Fine not exceeding 4 hours of normal remuneration under Article 206:** in addition to cases of recurrence in the commission of infractions that could result in the application of written warning, in cases where, due to the hierarchical or technical level of responsibility, or in the presence of aggravating circumstances, the negligent behavior could potentially undermine the effectiveness of the Model (failure to inform the Supervisory Board and/or the direct hierarchical or functional superior; repeated failure to fulfill the obligations provided by the procedures and prescriptions indicated in the Model, in case of relationship and/or proceeding where one of the parties is the Public Administration);
- **Suspension from work and remuneration for up to a maximum of 10 days:** in addition to cases of greater seriousness or recurrence in the commission of infractions that could result in the application of fines, in cases of serious violation of Company procedures and/or Model prescriptions, exposing the Company to the risk of sanctions and liabilities (failure to comply with provisions regarding signing powers and the delegation system attributed with regard to acts and documents relating to relationships with the Public Administration and/or the activities of corporate bodies; failure to supervise hierarchical and/or functional superiors regarding compliance with the procedures and prescriptions of the Model by their subordinates, aimed at verifying their conduct in areas at risk of crime and, in any case, in carrying out activities instrumental to processes at risk of crime; groundless reports of violations of the Model and the Code of Ethics, made with malice; commission of retaliatory acts, obstruction – including attempted – or violations of the confidentiality obligation or other violations provided for by Article 21 of Legislative Decree No. 24/2023; failure to comply with provisions on workplace health and safety imparted by the employer, managers, and persons in charge for individual protection or inappropriate use of protective devices or failure to participate in training programs organized by the employer);
- **Disciplinary dismissal without notice for faults:** in case of repeated serious violation of Company procedures and/or Model prescriptions having external relevance in the performance of activities in areas at risk of crime identified in the Special Part of the Model, as well as in case of behavior aimed at committing an offense sanctioned by the Decree or in the case of those who report to the Supervisory Board the commission of crimes not corresponding to the truth, having also disseminated such report to third parties, causing serious financial or reputational damage to the Company.

4.6. SANCTIONS AGAINST MANAGERS

The managerial relationship is characterized by its fiduciary nature. The behavior of managers spreads effect not only within the Company but also externally; the compliance by Company managers with what is provided in this Model and the obligation to enforce it is considered an essential element of the managerial employment relationship, as it serves as a stimulus and example for all those hierarchically dependent on them.

Any infractions committed by Company managers, by virtue of the trust relationship existing, may be sanctioned with the disciplinary measures deemed most suitable for the individual case. Without prejudice to the right of termination, even for just cause, any sanctions will be applied in accordance with the general principles previously identified in the "General principles relating to sanctions" section, compatibly with the legal and contractual provisions provided for by the National Collective Labor Agreement (CCNL).

Given that the disciplinary system applies to managers regardless of the establishment or outcome of any criminal investigation or proceeding, in cases where infractions of the Model by managers may constitute a criminally relevant offense, the Company, at its discretion, reserves the right to apply the following alternative interim measures against those responsible and pending criminal judgment:

- Provisional suspension of the manager from the employment relationship with full remuneration;
- Provisionally and temporarily for a period not exceeding three months, the assignment of the manager to different duties, in accordance with Article 2103 of the Civil Code.

The Company, if it deems that the facts ascertained constitute just cause for termination of the employment relationship, may proceed with the dismissal of the manager regardless of the closure of the ongoing criminal proceedings.

4.8. MEASURES AGAINST TOP MANAGEMENT MEMBERS OF THE MANAGEMENT BODY

The Company rigorously evaluates violations of this Model carried out by those who represent the top management of the Company and project its image towards employees, customers, creditors, and supervisory authorities. The responsibility of the directors towards the Company is regulated by Article 2392. c.c.⁸.

⁸ Article 2392 of the Civil Code. Liability towards the company.

1. Administrators must fulfill the duties imposed on them by law and by the articles of association with the diligence required by the nature of the position and their specific skills. They are jointly liable to the company for damages resulting from the breach of these duties, unless they involve tasks assigned to the executive committee or functions specifically attributed to one or more administrators.

In case of violation of the Model by the Company's Administrators, the Supervisory Board will inform the Board of Statutory Auditors, which will take appropriate actions as provided by the regulations.

The sanctions applicable to the administrators are the revocation of any mandates or the removal from office, and in case the administrator is bound to the Company by an employment relationship, dismissal.

4.9. MEASURES AGAINST STATUTORY AUDITORS AND EXTERNAL AUDITORS

In case of confirmed violation of the Code of Ethics by the Statutory Auditors or the Auditor of the Company, the Supervisory Board will immediately inform the Board of Directors.

The governing body will assess, based on the severity or recurrence of the violation, whether to inform the Shareholders' Meeting for appropriate measures.

4.10. MEASURES AGAINST EXTERNAL PARTIES

Every behavior exhibited by external parties (collaborators, consultants, freelancers, as well as suppliers and partners, including in the form of temporary associations of companies or joint ventures) that contradicts the guidelines outlined in this Model and poses the risk of committing an offense provided by the Decree, may lead - according to the specific contractual clauses inserted in engagement letters or contracts - to the termination of the contractual relationship or the right to withdraw from it.

To this end, contracts entered into by the Company with such external parties must include a declaration of acknowledgment of the existence of the Code of Ethics and the obligation to adhere to it. In the case of foreign entities or those operating abroad, they must commit to respecting international and local regulations for the prevention of risks that may lead to the Company's liability for offenses.

The Supervisory Board, in coordination with the Board of Directors, ensures that procedures are in place to communicate to external parties the principles and guidelines contained in the Code of Ethics.

Contracts with external parties will include a specific clause for withdrawal and/or termination related to the failure to comply with these obligations, while the Company retains the right to seek compensation for any damages resulting from such conduct.

4.11. PROTECTION MEASURES FOR WHISTLEBLOWERS UNDER THE WHISTLEBLOWING LAW

In order to ensure the effectiveness of the whistleblowing management system in compliance with the Whistleblowing Law, the Company prohibits any form, direct or indirect, of retaliation, discrimination, or penalization (application of punitive measures, demotion, dismissal, transfer, or imposition of another organizational measure having direct or indirect

2. In any case, administrators, notwithstanding the provisions of the third paragraph of Article 2381, are jointly liable if, being aware of prejudicial facts, they have not done what they could to prevent their commission or to eliminate or mitigate their harmful consequences.

3. The liability for the acts or omissions of the administrators does not extend to one among them who, being free from fault, has promptly recorded his dissent in the book of meetings and resolutions of the board, giving immediate written notice thereof to the chairman of the board of statutory auditors.

negative effects on working conditions) for reasons connected, directly or indirectly, to the report made by the whistleblower in good faith. The Company also commits to ensuring the protection of whistleblowers against such acts.

The adoption of discriminatory measures against individuals who make reports in good faith may be reported to the National Anti-Corruption Authority (ANAC), which informs the National Labor Inspectorate for adoption of measures within its competence.

In case of disputes related to the imposition of disciplinary sanctions, demotions, dismissals, transfers, or imposition of other organizational measures having negative effects on working conditions, it is the employer's responsibility to prove that such measures were based on reasons unrelated to the report.

Retaliatory or discriminatory dismissal of the reporting individual is void. Changes in job duties under Article 2103 of the Civil Code are also void, as well as any other retaliatory or discriminatory measures taken against the whistleblower. The misuse of the disciplinary system may result in measures being taken against the perpetrator of the abuse.

Under the Whistleblowing Law, the protection of the whistleblower described above is not guaranteed in the case of reports made with intent or gross negligence, which prove to be unfounded. In such circumstances, the whistleblower may be subject to disciplinary measures.

4.12. SANCTIONING PROCEDURE

The principles governing the sanctioning procedure are based on the following criteria:

- Legality and specificity: the sanctions that can be applied are those specified by the Model, and the charge that justifies them must correspond to the charge contested, ensuring compliance with laws and contractual provisions.
- Integrability: the sanctioning system of the Model integrates with the disciplinary system established by the applicable National Collective Bargaining Agreement (CCNL) for the various categories of workers in Thaleia, ensuring coherence and uniformity in disciplinary practices.
- Publicity: the Company must ensure maximum and adequate knowledge of the sanctioning system, making its contents and application methods known to all relevant Recipients.
- Contradictory: charges must be contested in writing and specifically, ensuring the right to defense and the opportunity for the Recipients to present their own counterarguments.
- Timeliness: the disciplinary procedure and the possible application of the sanction must occur within a reasonable timeframe, ensuring promptness and efficiency in the decision-making process.
- Gradualness: sanctions are provided to different degrees to adequately correspond to the varying severity of the action or inaction committed, ensuring proportionality and fairness in disciplinary consequences.

CHAPTER 5 PRINCIPLES OF CONDUCT

5.1. CONTROL SAFEGUARDS

The measures aimed at preventing the risk of committing offenses as provided by the Decree are complementary to the observance of the Code of Ethics. These measures are based on specific control standards related to sensitive activities carried out by the Company, which are contained in the Company's reference procedures.

For each category of offense identified by the Decree, following risk assessment activities, the Company has identified the offenses, processes, and sensitive activities considered "at risk," namely those areas of the company where the risk of committing offenses has been abstractly deemed to exist, as outlined in the Special Part of the Model.

Principles governing the activities under review are then identified, and, if necessary, corporate procedures are established. Thaleia's management and employees are required to adhere to the Company's procedures as communicated by the relevant corporate functions.

5.2. PRINCIPLES FOR PROCESS MANAGEMENT

In managing processes, sensitive activities, and in preparing operational procedures, the Company ensures:

- **Traceability:** the formation of acts must be identifiable, and every operation must be documented in all phases so that verification and control activities are always possible.
- **Archiving:** documents related to the activity must be archived and preserved by the person in charge of the relevant function or by the individual delegated by them.
- **Separation of duties and functions:** the separation of roles between those who authorize an operation, those who carry it out, and those who control it must be ensured.
- **Assignment of responsibilities:** the levels of hierarchical dependence are formalized, and the duties of each employee are defined.
- **Signing powers and authorization powers:** internal signing powers and authorization powers must be assigned based on formalized rules, consistent with organizational and managerial responsibilities, and with clear indication of spending limits.

In the event that the Model's Recipients find themselves having to manage sensitive activities different from those identified, they must still conduct them in accordance with the principles identified in the Code of Ethics and expressed in this Model, as well as with legal provisions and Company procedures.

CHAPTER 6 RULES FOR THE UPDATING OF THE MODEL

It is necessary to proceed with the updating of the Model on the occasion of:

- a) legislative novelties concerning the discipline of entity liability for administrative offenses resulting from crime,
- b) the periodic review of the Model also in relation to significant changes in the organizational structure or sectors of activity of the Company,
- c) significant violations of the Model and/or outcomes of checks on its effectiveness. The activity is functional to maintaining the effectiveness of the Model over time.

The task of arranging the update of the Model is entrusted to the Chief Executive Officer, in coherence with the methodology and principles provided for in the Model. More specifically:

- The Supervisory Body communicates to the Chief Executive Officer any information of which it is aware that determines the opportunity to proceed with updates to the Model;
- The Chief Executive Officer initiates, with the support of the competent functions, the activities necessary for the preparation of the updated Model;
- The results and findings of these activities and any actions to be taken are submitted to the Supervisory Body for the reception of any observations, and subsequently to the Chief Executive Officer who approves the results and actions to be taken as appropriate, informing the Board of Directors, and proposes to the Board of Directors the approval of the results and actions to be taken.

The Supervisory Body monitors the progress and results of the updating process, as well as the implementation of the actions taken, and informs the Chief Executive Officer of the outcome of the activities.

SPECIAL PART

INTRODUCTION

In the special part that follows, for each category of crime identified by the Legislative Decree. 231/01, following the *risk assessment activities*, the crimes, processes and sensitive activities considered "at risk" are specified, i.e. those company areas in relation to which the risk of committing crimes has been deemed to exist in abstract terms.

In particular, a distinction was made between:

- Areas at risk of "direct" crime, i.e. areas where activities are strictly connected to the types of crime under analysis;
- "Instrumental" areas, i.e. areas where activities can be classified as instrumental for the commission of crimes.

It should be noted that, where an area presents both characteristics above (direct and instrumental”, it has been classified under the first typology.

Further, the principles that must regulate the activities under review and the Company procedures have been identified.

For the analysis of the individual types of crime, please refer to Annex 2 – “Catalog of undelying offences”.

For anything not specified in this Special Part, reference is made to the text of the Decree and the articles of law referred to therein.

PRINCIPLES FOR PROCESS MANAGEMENT

In the management of processes, sensitive activities and in the preparation of operating procedures, the Company guarantees:

- **traceability**: the formation of the documents must be reconstructable and each operation must be documented in all phases, so that verification and control activities are always possible;
- **archiving**: the documents relating to the activity must be archived and stored by the Manager of the function concerned or by the person delegated by him;
- **separation of tasks and functions**: separation of roles must be ensured between those who authorize an operation, those who carry it out and those who control it;
- attribution of **responsibilities** the levels of hierarchical dependence are formalized and the tasks of each employee are defined;
- **signature powers** and **authorization powers**: signature powers and internal authorization powers must be assigned on the basis of formalized rules, consistently with organizational and management responsibilities and with a clear indication of spending limits.

In the event that the recipients of the Model find themselves having to manage sensitive activities other than those identified, they must in any case be conducted in compliance with the principles identified in the Code of Ethics and expressed in this Model, the provisions of the law and in the company procedures.

RECIPIENTS OF THE SPECIAL PART

This Special Part refers to the conduct carried out by directors, managers and employees of Thaleia SpA in the areas of activity at risk.

The communication of the contents and principles of the Model must also be addressed to third parties who maintain contractual relationships with the Company, including suppliers and consultants, with particular reference to those who operate in the context of activities deemed sensitive pursuant to the Decree..

This Special Part of the Model has the dual objective of illustrating the types of crimes potentially achievable through the activity carried out in Thaleia and of providing rules of conduct to guide the operations of the Recipients of the Model, in order to prevent the occurrence of crimes that may result in Thaleia 's liability.

1. CRIMES AGAINST THE PUBLIC ADMINISTRATION

THE TYPES OF CRIME

Pursuant to **article 24** of the Decree « **Undue receipt of funds, fraud to the detriment of the State or a public body or of the European Union or to obtain public funds, computer fraud to the detriment of the State or a public body and fraud in public supplies** », based on the *risk assessment activity*, the following potential crimes are concerned:

- art. 316 *bis* Criminal Code: Embezzlement of public funds;
- art. 316 *ter* Criminal Code: Undue receipt of public funds;
- art. 353 Criminal Code: Disturbed freedom of enchantments;
- art. 353 *bis* Criminal Code: Disturbing the freedom of the procedure for choosing the contractor;
- art. 356 Criminal Code: Fraud in public supplies;
- art. 640, paragraph 2, n. 1, Criminal Code: Fraud against the State or other public body or the European Communities;
- art. 640 *bis* Criminal Code: Aggravated fraud to obtain public funding;
- art. 640 *ter* Criminal Code: Computer fraud.

For the entire catalog of crimes provided for by the Decree and for further information please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 24 of the Decree, the **sanction** applies **administrative** fine up to 600 quotas and the application of the following disqualifying sanctions is foreseen:

- Prohibition on contracting with the Public Administration (hereinafter also "PA");
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

Definitions

public interests in mind and which carries out legislative, jurisdictional or administrative activities pursuant to public law provisions and authorization acts, such as:

- Central and peripheral administrations, State Agencies (Ministries, Departments, Chamber, Senate, Presidency of the Council of Ministers, Revenue Agencies, etc.);
- Authorities (Authority for competition and the market, Authority for communications guarantees, Authority for electricity and gas, Authority for the protection of personal data, etc.);
- Regions, Provinces, Municipalities;
- Chambers of Commerce, Industry, Crafts and Agriculture and their associations;
- Non-economic public bodies;
- Community public institutions (Commission of the European Communities, the European Parliament, the Court of Justice and the Court of Auditors of the European Communities).

Public Officials:

Art. 357 Criminal Code - Concept of public official: « *For the purposes of criminal law, public officials are those who exercise a public legislative, judicial or administrative function. For the same purposes, the administrative function governed by rules of public law and authoritative acts and characterized by the formation and manifestation of the will of the public administration or by its carrying out through authoritative or certifying powers is public* ».

It is specified that:

- Public law provisions are those which are aimed at pursuing a public purpose and protecting a public interest.
- Authoritative power is that power that allows the PA to achieve its goals through actual commands, with respect to which the private individual is in a position of subjection. This is the activity in which the so-called imperial power is expressed, which includes both the powers of coercion (arrest, search, etc.) and of contesting violations of the law (detection of contraventions, etc.), and the powers of supremacy. hierarchical within public offices.
- The certification power is that which gives the certifier the power to certify a fact proving up to the point of a complaint of forgery.

The qualification of public official must be recognized to those subjects who, whether public employees or simple private individuals, whatever their subjective position, can or must, within the scope of a power regulated by public law, form and express the will of the public administration, or exercise, independently of formal investitures, authoritative, deliberative or certifying powers.

By public function we mean the complex of thought, will and action, which is expressed, with attributes of authority, in the spheres of legislative, administrative and judicial bodies.

Persons in charge of a public service :

Art. 358 Criminal Code - Notion of the person in charge of a public service: « *For the purposes of criminal law, those who, for any reason, provide a public service are in charge of a public service. By public service must be understood an activity regulated in the same forms as the public function, but characterized by the lack of the powers typical of the latter, and with the exclusion of the performance of simple orderly tasks and the provision of merely material work* ».

It is specified that:

- "in any capacity" must be understood as meaning that a person exercises a public function, even without a formal or regular investiture (in charge of a "de facto" public service). In fact, the existing relationship between the PA and the person providing the service is not relevant.
- "Public Service" means an activity governed by public law and authoritative acts, but characterized by the lack of authoritative and certification powers.

“De facto” official:

We speak of a *de facto* official when:

- the formal act of appointment of the public office exists in the legal world, but is flawed, and therefore voidable or void;

or:

- the legal system attributes to the PA, through strictly foreseen hypotheses, the effects of the actions of subjects who interfere in the exercise of public functions, thus remedying, at the origin, what would otherwise be a situation of lack of power in abstract and, therefore, usurpatory.

Pursuant to **article 25** of the Decree, entitled "**Embezzlement, extortion, undue inducement to give or promise benefits, corruption and abuse of office**", on the basis of the *risk assessment* the following potential crimes are concerned:

- art. 314, paragraph 1, Criminal Code: Embezzlement;
- art. 316 of the Criminal Code: Embezzlement by profiting from the error of others;
- art. 317 Criminal Code: Extortion;
- art. 318 Criminal Code: Corruption for the exercise of the function;
- art. 319 Criminal Code: Corruption for an act contrary to official duties;
- art. 319 *bis* Criminal Code: Aggravating circumstances;
- art. 319 *ter* Criminal Code: Corruption in judicial documents;
- art. 319 *quater* Criminal Code: Undue inducement to give or promise benefits;
- art. 320 Criminal Code: Corruption of a person in charge of a public service;
- art. 321 Criminal Code: Penalties for the corruptor;
- art. 322 Criminal Code: Incitement to corruption;
- art. 322 *bis* Criminal Code: Embezzlement, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or bodies of the European Communities or of international parliamentary assemblies and of officials of the European Communities and foreign states;
- art. 323 Criminal Code: Abuse *ex officio* ;
- art. 346 *bis* Criminal Code Trafficking in illicit influence.

For the entire catalog of crimes provided for by art. 25 Legislative Decree. n. 231/01 and for further information please refer to Annex 2 "Catalogue of underlying offenses ".

For the crimes provided for by art. 25 of the Decree, the pecuniary **administrative sanction** of up to 800 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

If before the first instance sentence the entity has effectively worked to prevent the criminal activity from leading to further consequences, to ensure proof of the crimes and to identify those responsible or to seize the sums or other benefits transferred and has eliminated the organizational deficiencies that led to the crime through the adoption and implementation of organizational models suitable for preventing crimes of the type that occurred, the disqualification sanctions have a duration of no more than two years.

It should be noted that the criterion for distinguishing extortion from corruption is that of the relationship between the will of the subjects. In particular:

- in corruption the relationship is equal and implies the free convergence of wills towards a common illicit objective to the detriment of the PA;
- in extortion the public agent expresses a coercive or inductive will which conditions the free expression of that of the private individual, who, to avoid greater prejudice, must submit to the unjust demands of the former.

An element necessarily common to the two figures is the existence of an undue contribution from the private sector to the public agent.

In consideration of the fact that in some activities the Company could be qualified as a Public Service Representative, in addition to the normal hypotheses of participation of the private party in the crime itself, for some cases of crime envisaged by the art. 25 of the Decree, the possibility of commission as an active subject is also configurable.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ARTICLES. 24 AND 25 OF DECREE 231/2001

The following main sensitive activities emerged from the *risk assessment carried out*:

- Management of public funding;
- Request and obtain public funding or state subsidies;
- Relations with the Public Administration and Public Bodies;
- Submission of declarations to the Public Administration, Public Bodies and Public Authorities, regulatory or supervisory authorities;
- Management of relationships with public entities, for obtaining and maintaining concessions connected to the Company's *core business*;
- Management of relationships with public entities, also for obtaining authorizations, concessions, licenses, certificates or permits;
- Management of administrative, fiscal, social security and welfare obligations for staff;
- Cost accounting for the Public Administration;
- Submission of requests for administrative measures necessary for the start of construction works (e.g. building permit);
- Participation in Public Administration tenders;
- Relations with the PA, public bodies, regulatory or supervisory authorities, companies providing public services or public needs;

- Management of relationships with public or private entities;
- Negotiation of contracts in which the Company acts as a public service representative;
- Management of relationships with public officials or public service providers;
- Relationships with the relevant parliamentary commissions or with other institutional, national or territorial entities;
- Management of environmental obligations for the renewal or issuing of authorizations;
- Management of workplace health and safety obligations;
- Management of relationships with commercial counterparts;
- Relations with public officials in case of audits;
- Management of relations with the Judicial Authority;
- Access and use of computer systems.

Furthermore, the following instrumental sensitive activities have been detected:

- Management of monetary and financial flows;
- Management of project reporting activities;
- Relations with the PA for communications required in compliance with legal regulations;
- Collection of information and preparation of documentation to be sent to public bodies;
- Personnel Management;
- Selection, hiring and management of personnel;
- Technology infrastructure management;
- Execution of contracts with the PA or public bodies or with companies providing public services or public needs;
- Commercial relationship management;
- Selection and qualification of suppliers and consultants;
- Management of purchases of goods, services and consultancy;
- Entertainment expenses;
- Management of expense reports;
- Management of credit positions;
- Dispute management;
- Sponsorships.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Management of public funding

- Request and obtain public funding or state subsidies;

- Collection of information and preparation of documentation to be sent to public bodies;
- Management of project reporting activities;
- Cost accounting for the Public Administration.

The management of requests for public funding must be characterized by the **segregation of roles** between the subjects who fill out the application and collect the data to be transmitted to the public body, the subjects who verify them and the subject who signs the application, equipped with the appropriate powers thus to guarantee the correctness and truthfulness of the information communicated to the Public Administration.

The project *owner* takes care of the conservation of the requests made, the documentation provided and the reporting of the operations.

The use of any disbursement obtained from the Public Administration must be brought to the attention of the Board of Directors, which verifies the correct intended use of the sums. In the management of public funding, formalized and substantial controls of the financial flows are envisaged by the Administration and Finance Manager, aimed at ascertaining the correct destination of the contributions received.

Relations with the Public Administration and Public Bodies

- Management of relationships with the PA;
- Submission of declarations to the Public Administration, Public Bodies and Public Authorities, regulatory or supervisory authorities;
- Management of relationships with public entities, for obtaining and maintaining concessions connected to the Company's *core business* ;
- Management of relationships with public entities, also for obtaining authorizations, concessions, licenses, certificates or permits;
- Submission of requests for administrative measures necessary for the start of construction works;
- Relations with the PA for communications required in compliance with legal regulations;
- Participation in Public Administration tenders;
- Relations with the PA, public bodies, regulatory or supervisory authorities, companies providing public services or public needs;
- Management of environmental obligations for the renewal or issuing of authorizations;
- Management of workplace health and safety obligations;
- Management of relationships with public officials or public service providers.

In managing relations with the PA, including participation in tenders, the Company, aware of the importance that commitments towards Public Bodies, Regulatory Authorities and Public Institutions are undertaken in strict compliance with the legislative and regulatory provisions in force, exclusively reserves the carrying out of the aforementioned activity to specifically

authorized parties in consideration of the scope of operation, together with another party in order to avoid conduct and attitudes aimed at illegitimately influencing the behavior and decisions of the Public Administration.

During meetings (formal and informal) it is forbidden to induce the Public Administration to favor the interests of the Company.

It is mandatory to collect and keep the documentation relating to any contact with the Public Administration.

The declarations made to the institutions, to the public administration, for the maintenance of concessions, as well as for obtaining authorizations or certificates, must contain only truthful elements, must be complete and based on valid documents, in order to guarantee their correct evaluation by part of the public entity.

In managing the process, the Company identifies preventive controls aimed at guaranteeing the correctness and truthfulness of the information communicated to the Public Administration, providing for the involvement of multiple functions.

The traceability of the declarations presented must always be guaranteed, also through the collection and conservation of the documentation transmitted.

Relations with the relevant parliamentary commissions or with other institutional, national or territorial entities

In the management of institutional relations, the guidelines are established by the company's top management, which formally identifies the subjects (even external to the corporate structure) who can represent the interests of the Company.

Meetings with institutional *stakeholders* must be presided over by at least two individuals appointed to carry out the activity of representing the interests of the Company, as identified by the company's top management.

Meetings with institutional entities whose purpose is the representation of corporate interests entail the responsibility of the individuals who participated to draw up a *report* suitable for tracing the participants and their contents.

The response to the requests received is structured according to a process characterized by the following main phases:

- Taking charge of requests;
- Involvement of company functions or consultants according to the principle of competence who must contribute to the definition of the content of the response, sharing the information available to them;
- Drafting of the response text;
- Signing of the text by the General Director;
- Transmission of the document to the stakeholders who made the requests.

Management of relations with the Judicial Authorities and Disputes

Relations with the Judicial Authorities are maintained by specifically delegated personnel, authorized to act in the name and on behalf of the Company.

The Legal and Corporate Affairs Manager who is entrusted with the management of the process monitors the status of the proceedings, also requesting periodic *reports* from the *ad*

hoc external lawyers , promptly updating the General Director, also in order to allocate the necessary reserves in the *budget* .

The main phases relating to the process in question, including the choice of the consultant to whom the task of managing the dispute will be assigned, must be appropriately documented. In particular, all the documentation supporting the activity underlying the dispute management process (including any settlement agreements) is archived, for a period of no less than 10 years, by the Head of Legal and Corporate Affairs with a prohibition on deleting or destroy archived documents.

Relations with Public Officials in the event of inspections

On the occasion of inspections (Ministry, ATS, INAIL, Revenue Agency, Guardia di Finanza, Fire Brigade, Municipalities, Provinces, Regions, etc.) the reports must be kept by the General Director or by a person expressly appointed by the latter authorized based on the scope of the visit. Where possible, the presence of two people must be guaranteed during the operations. The subject can also be delegated at the moment via communication sent by email from the General Director.

The company representative who followed the visit must keep track of the subjects present, the requests made and the documentation provided, possibly also by preparing adequate reports.

The internal *report* or the minutes issued by the operators must be sent to the Legal and Corporate Affairs Manager who takes care of their conservation. The documentation is also shared with the function that presides over the process being verified which communicates any remedial actions identified which must be subject to control by the General Director.

Technology infrastructure management

- IT infrastructure management;
- Access and use of computer systems.

The Company provides, also through the use of external suppliers, that control over access to information systems is guaranteed and that access to the server and company documents, as well as the possibility of making changes, is permitted on the basis of concrete operational needs. in order to guarantee that the data is protected from improper access and that the information is protected both in the transmission phase and in the storage/conservation phase. The use of the IT or telematic systems of the Public Administration is permitted only to certain corporate entities previously identified and authorized by the system administrator, having received input *from* the General Director.

The segregation of powers must be guaranteed between those who upload any information to the IT systems of the Public Administration and those who check the truthfulness of such information.

Management of monetary and financial flows

- Management of monetary and financial flows;
- Management of credit positions.

In the management of financial flows, formalized and substantial controls of financial flows and adequate tools are envisaged to guarantee the traceability of movements.

The corporate procedures define the functions involved in the flow management activity and the related responsibilities, providing control mechanisms that guarantee:

- that each cost/income item and each cash flow can be linked to an invoice or other documentation certifying the existence of the transaction;
- that payments are made to current accounts in the supplier's name;
- checks on the veracity of the documentation.

In accounting management it is necessary:

- guarantee the implementation of the principle of segregation of roles between the management activities of the company accounting and the subsequent transposition into the tax returns, as well as between the activities of determining the taxes, carrying out the accounting records and paying the taxes due, even if necessary with the help of external consultants;
- ensure rigorous accounting transparency;
- that all company functions collaborate, in carrying out their functions, in the archiving and keeping of all documentation whose conservation is mandatory;
- promptly record every accounting entry that reflects a corporate transaction, keeping adequate supporting documentation that allows identifying the reason for the operation that generated the entry and the related authorization;
- use accounting systems that guarantee the traceability of individual operations and the identification of users who enter data into the system or modify its contents;
- ensure the conservation/archiving of the accounting records and documentation whose conservation is mandatory using digital methods or services that guarantee their availability and integrity;
- regulate the methods of reporting to the competent bodies in the event of accidental events that have led to the deterioration of the records;
- carry out periodic checks on the accounting records.

Furthermore, roles, responsibilities and authorization methods for issuing credit or debit notes must be defined.

Personnel Management

- selection, hiring and management of personnel;
- management of administrative, fiscal, social security and welfare obligations for staff.

Hiring is carried out in compliance with the *budget* approved by the Board of Directors where the need to hire a new resource is expressed, even by a function manager.

The personnel selection process is carried out according to criteria of objectivity, impartiality and compliance with staff interests, ensuring the involvement of multiple subjects in the selection phase. Candidates carry out an initial *screening* with the manager of the function to which they will be dedicated and, in the case of top functions, also with the General Director.

Where possible, at least two candidates must be assessed for each position. If it is not possible to proceed with the evaluation of multiple candidates (for example, due to the uniqueness of the application), the reasons for this impossibility must be kept track of.

The evaluation process of the candidates and the subjects who participated in it must be kept track of.

The assessment to be carried out on the candidate must also concern the existence of any relationships with the PA, as well as possible conflicts of interest.

The reward system involves the General Manager and the Resource Manager and is based on pre-arranged and realistic objectives consistent with the tasks and responsibilities entrusted to the employee.

Management of entertainment expenses and expense reports

The employee or representative of the Company who, in carrying out his duties, incurs entertainment expenses, reports them, supported by adequate justifications, to the Administration and Finance Manager who, on a monthly basis, if deemed in line with company standards, approves *them*.

The reimbursement takes place through inclusion in the pay slip or through use of petty cash, use which is duly recorded by the Administration and Finance Manager.

Each employee must provide the Company with supporting documentation of entertainment expenses incurred and if, during a trip, they have brought a guest with them for work purposes, they must also indicate the accompanying person's identification data and the reasons for the expense incurred.

The expenses included in the expense report must be in line with company objectives and such as not to compromise the integrity or reputation of the Company and not to be interpreted as aimed at acquiring improper advantages or preferential treatment.

Sponsorships

The Company keeps track of the sponsorships carried out, regulates them through the stipulation of specific contracts and verifies their effectiveness by preserving proof, including through photographic documentation.

The subjects and entities benefiting from the sponsorship are identified taking into consideration the affinity with the *business* pursued by Thaleia, the territory in which it operates and the principles which inspire its Code of Ethics.

The Company keeps track of the relationships with the beneficiary, even in the phase prior to the contractualization, and qualifies the subject in advance.

Sponsorships are carried out in compliance with the *budget* approved *ad hoc* by the Board of Directors.

Supply management

- Management of purchases of goods, services and consultancy;
- Selection and qualification of suppliers and consultants.

The *process* of choosing a supplier or consultant must be aligned with the procedures in force within the Company which guarantee the traceability of the decision-making process, including the definition of the price, and, where the task is not entrusted *intuitu personae* or fungible performance traits, the criteria within which supplier selection through a competitive process is necessary.

Company procedures regulate the cases in which contracts must contain specific clauses regarding conflicts of interest.

The selection of the supplier and the consultant involves a preliminary qualification activity, as well as the monitoring of the supplier throughout the relationship.

The stipulation of contracts and the disbursement of sums of money must be reserved exclusively to subjects with specific signing and spending powers.

The disbursement of payments must take place following the following checks: i) congruity between the purchase order and the good or service received; ii) effectiveness of the services received; iii) correspondence between the person issuing the invoice and the recipient of the payment.

In the contracts for goods or services stipulated, the Company must insert specific 231 clauses.

Management of relationships with commercial counterparts

- Negotiation of contracts in which the Company acts as a public service representative;
- Execution of contracts with the PA or public bodies or with companies providing public services or public needs;
- Management of relationships with public or private entities.

The information provided by the Company, whether it operates as a private entity or as a Public Service Representative, to commercial counterparties, be they public or private entities, must be prepared by the competent company functions and transmitted following the approval of the General Manager.

The company procedures ensure the identification of the function responsible for carrying out negotiations with the customer and the tracking of the negotiation phases, including the determination of the cost to be applied and the discount to be recognized.

Relationships with customers must be formalized through contractual documentation that clearly defines the obligations of both parties. The contracts are signed by individuals with a specific corporate power of attorney.

The relationships pending the contract, as regards the technical and operational aspects, are held by the Technical Director with the help, where necessary, of the Legal and Corporate Affairs Manager and the General Manager for questions relating to the economic aspects or the guarantees provided.

Written records must be kept of the meetings held and telephone conversations, even with competing companies.

In commercial relationships, in the execution of contracts and in participation in private tenders or tenders, the Company must operate in accordance with the obligations of good faith.

DOING AREA

In carrying out the sensitive activities identified, the Company:

- guarantees that the decision formalization phase can be reconstructed;
- adopts communication tools for the signing powers conferred;
- to guarantee the transparency of the choices made, it ensures that decisions are taken in accordance with the powers conferred;
- ensures that decisions are taken in compliance with the principles of the Code of Ethics, the provisions contained in the legal provisions and company procedures;
- keeps track of all communications and meetings held with the Public Administration.

AREA OF DON'T DO

In relations with Public Officials or Public Service Representatives or with employees in general of the Public Administration or other Public Institutions, it is prohibited to:

- promise or offer them (or their relatives, in-laws or related parties) money;
- promise or offer them (or their relatives, in-laws or related parties) gifts or freebies;
- accept gifts or freebies or other benefits susceptible to economic evaluation;
- promise or grant them (or their relatives, in-laws or related parties) employment opportunities and/or commercial opportunities or any other kind that may benefit them in a personal capacity;
- promise or provide them (or their relatives, in-laws or related parties), including through third-party companies, works or services of personal utility;
- make unjustified expenses and for purposes other than the mere promotion of the company image;
- use company credit cards for personal expenses or gifts;
- favor, in purchasing processes, suppliers and sub-suppliers or consultants in general indicated by them as a condition for the subsequent carrying out of activities relating to the performance of their duties;
- engage in deceptive conduct that may mislead them;
- request or induce them to receive preferential treatment or omit required information, in order to illicitly influence the actions or behavior of the PA;
- produce or provide untrue or altered documents or data or omit information due in order to maintain concessions, obtain contributions, subsidies, financing or other benefits of various kinds, provided by the State or other public bodies or by the European Community, in favor of Thaleia;
- allocate the disbursements received from the State, from other public bodies or from the European Community to purposes other than those for which they were obtained;
- access in an unauthorized manner the information systems used by the Public Administration or other Public Institutions, alter their functioning in any way or intervene in any way to which one is not entitled on data, information or programs to obtain and/or unduly modify information for the benefit of the Company or third parties;

- during civil, criminal or administrative proceedings, it is prohibited to undertake (directly or indirectly) any illicit action that could favor or damage one of the parties involved.

In the cases in which the Company can be qualified as a Public Service Representative, it is also prohibited to:

- force a person to give or promise unduly money or other benefits, abusing the qualification of public service representative, in order to obtain unjustified privileges in favor of the Company;
- receive or retain money or other benefits without entitlement, abusing the error of others, to obtain an unfair advantage for the Company.

2. COMPUTER CRIMES AND ILLICIT DATA PROCESSING

THE RELEVANT TYPES OF CRIME

In accordance with **Article 24 bis** of the Decree ("**IT crimes and illicit data processing**") on the basis of the *risk assessment* the following potential crimes are concerned:

- art. 491 *bis* Criminal Code: IT documents;
- art. 615 *ter* Criminal Code: Illegal access to a computer or telematic system;
- art. 615 *quater* Criminal Code: Illegal possession, dissemination and installation of equipment, codes and other means for accessing computer or telematic systems;
- art. 615 *quinquies* Criminal Code: Illegal possession, dissemination and installation of equipment, devices or IT programs aimed at damaging or interrupting an IT or telematic system;
- art. 635 *bis* Criminal Code: Damage to information, data and computer programs;
- art. 635 *quater* Criminal Code: Damage to computer or telematic systems.

For the entire catalog of crimes provided for by art. 24 *bis* of the Decree and for further information, please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 24 *bis* of the Decree, the pecuniary administrative sanction of up to 500 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 24 BIS OF DECREE 231/2001

The following sensitive activities emerged from the *risk assessment carried out*:

- Technology infrastructure management;
- Use of the IT infrastructure and company IT and telematic systems;
- Access to computer systems;
- Management of computer tools, devices and programs;
- Management of relationships with the Public Administration and Public Bodies.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Technology infrastructure management

- Technology infrastructure management ;
- Use of the IT infrastructure and company IT and telematic systems;
- Access to computer systems;
- Management of computer tools, devices and programs;

In the management of the technological infrastructure it is ensured that:

- access to information residing on company *servers* and databases is limited by authentication tools;
- staff access the company IT system solely through the identification profile assigned via *user ID* and *password* structured on the basis of an adequate level of complexity and periodically updated;
- access rights are removed at the end of the employment relationship;
- the processes of saving company information are carried out through the application of automatic *backup procedures*;
- servers and *laptops* are adequately protected via *antivirus* and the *e-mail service includes an anti-spam system in order to reduce the risks of damage to IT or telematic systems and to guarantee data integrity*;
- there are controls on the company network and on the information that passes through it.

Management of relationships with the Public Administration and Public Bodies

The IT declarations made to the Institutions and the Public Administration in the management of concessions, as well as for obtaining authorizations or certificates, must contain only truthful elements, must be complete and based on valid documents in order to guarantee their correct evaluation by of the public entity.

In managing the process, the Company identifies preventive controls aimed at guaranteeing the correctness and truthfulness of the information communicated, also providing for the use of qualified suppliers and external consultants for the verification of sector regulations and for the issuing of certificates.

DOING AREA

All recipients of this Model are required to comply with the following specific rules of conduct for their respective activities:

- company IT tools must be used in compliance with traditionally shared company rules;
- the use of email on company IT systems, both through fixed machines and mobile devices (*laptop PCs , Smart phones , tablets)* must occur exclusively for carrying out one's work activity;
- the assigned identification codes must be kept and not communicated to third parties who, in this way, could illegally access confidential company data.

AREA OF DON'T DO

Recipients of the Model are prohibited from:

- carry out any conduct that may compromise the confidentiality, availability and integrity of company and third party information and data;
- leave your *personal computer* unlocked and unattended;
- carry out any conduct aimed at overcoming or circumventing the protections of the company's or other people's IT systems;
- implement conduct, also with the help of third parties, aimed at accessing other people's information systems with the aim of:
 - illegally acquire information contained in the aforementioned information systems;
 - alter, damage, destroy data contained in the aforementioned information systems;
 - illegally use access codes to computer and telematic systems as well as proceed with their dissemination;
- carry out any conduct that may compromise the confidentiality and integrity of the information and data of the Company and third parties;
- spread illicit programs or *viruses through the company network* with the aim of damaging public or private entities;
- intercept communications from public or private entities in order to acquire information;
- install devices for telephone and radio interception of public or private entities;
- illegally possess, disseminate and install equipment, codes or other means suitable for accessing the IT or telematic systems of third parties or public bodies;
- make unauthorized changes to programs in order to damage public or private entities;
- enter the company network and programs with a user identification code different from the one assigned;
- alter, through the use of another person's electronic signature or in any way, computer documents.

3. ORGANIZED CRIME CRIMES

THE RELEVANT TYPES OF CRIME

In accordance with **Article 24 ter** of the Decree (“**Organized crime**”), on the basis of the *risk assessment* the following potential crimes are concerned:

- Art. 416 Criminal Code: Criminal association;

For the entire catalog of crimes provided for by art. 24 *ter* of the Decree and for further information please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 24 *ter* of the Decree, the pecuniary administrative sanction of up to 1000 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 24 TER OF DECREE 231/2001

The following sensitive activity results from the *risk assessment carried out*:

- Waste management.

Furthermore based on *risk assessment*, the following sensitive instrumental activities have been detected:

- Supplier selection and qualification;
- Management of relationships with the waste disposal service provider.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Waste management

- Waste management;
- Management of relationships with the waste disposal service provider;
- Selection and qualification of suppliers.

The Company regulates the collection, transport, recovery, disposal and intermediation activities of the waste produced so that they are carried out in compliance with current regulatory and authorization requirements.

The *process* of choosing a supplier or consultant must be aligned with the procedures in force within the Company which guarantee the traceability of the decision-making process and a careful preliminary and ongoing qualification phase of the relationship.

In particular, waste management takes place in compliance with the following principles:

- identify the types of waste and attribute the CER and any dangerous characteristics, also through the use of laboratory analyses;
- comply with the obligations established by the legislation or by the authorization documents of the producer of the waste;
- manage the collection and temporary storage of waste at the place of production in order to ensure compliance with:
 - the requirements for temporary storage;
 - the ban on mixing hazardous waste with non-hazardous waste;
- carry out initial and periodic checks of the possession of the registrations/communications/authorisations required by the legislation for waste management by third parties to whom the waste produced is conferred.

The company procedures identify cases in which the qualification also concerns economic solidity and ethical-reputational requirements.

The stipulation of contracts and the disbursement of sums of money must be reserved exclusively to subjects with specific signing and spending powers.

DOING AREA

In carrying out the sensitive activities identified, the Company:

- to guarantee the transparency of the choices made, it ensures that decisions are taken in accordance with the powers conferred;
- guarantees maximum compliance with current laws and applicable company procedures, as well as with the principles of correctness, transparency, good faith, separation of roles and responsibilities and traceability of documentation;
- carries out periodic checks on its suppliers.

AREA OF DON'T DO

In interacting with suppliers it is forbidden to:

- promise or offer them (or their relatives, in-laws or related parties) money, gifts or other benefits susceptible to economic evaluation;
- produce or provide untrue or altered documents or data or omit information required for the purpose of obtaining certifications;
- perform services in favor of third parties that are not adequately justified in the context of the contractual relationship established with them and/or in relation to the type of task to be carried out.

4. FAKES OF MONEY, PUBLIC CREDIT CARDS, STAMPS AND INSTRUMENTS OR SIGNS OF RECOGNITION

THE RELEVANT TYPES OF CRIME

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by **article 25 bis** of the Decree « **Counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs** » does not have particular relevance for the purposes that the Model aims to achieve since the potentially relevant conduct takes the form of activities distant from the *business* corporate and the characteristics of the Company.

From a prudential perspective, based on the *risk assessment activity* conduct, the following crimes were deemed potentially applicable:

- Art. 457 Criminal Code: Spending of counterfeit coins received in good faith;
- Article 464 Criminal Code: Use of counterfeit or altered revenue stamps.

For the entire catalog of crimes provided for by art. 25 bis of the Decree and for further information, please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 25 bis of the Decree, the pecuniary administrative sanction of up to 800 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 BIS OF DECREE 231/2001

The following sensitive activities emerged from the *risk assessment carried out*:

- Use of cash;
- Requests for certificates that require the application of revenue stamps.

From *risk assessment* Furthermore, the following sensitive instrumental activities have been carried out:

- Management of monetary and financial flows;
- Preparation of documentation requiring stamp duty.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Management of monetary and financial flows

- Management of monetary and financial flows;
- Using cash.

In the management of financial flows, formalized and substantial controls of financial flows and adequate tools are envisaged to guarantee the traceability of movements.

The company procedures define the functions involved in the flow management activity and the related responsibilities.

The corporate function that uses cash must adopt the basic precautions to avoid spending counterfeit money.

If the person notices, or suspects, that he/she also has some counterfeit pieces among the cash available, he/she must deliver them to the nearest bank branch or post office.

When the bank or postal operator proceeds to collect the money, he draws up a report to be delivered to the exhibitor. A copy of this report must be delivered to the Administration and Finance Manager.

Certificate management

- Requests for certificates that require the application of revenue stamps;
- Preparation of documentation requiring stamp duty.

Where the affixing of revenue stamps to the documents is envisaged, the company function that affixes the revenue stamp to the certificate must take care that it is not counterfeited or altered.

DOING AREA

Those who, when carrying out their duties, spend coins in good faith or use false or altered revenue stamps must:

- check the authenticity of the banknotes received;
- immediately notify the Authorities of the occurrence of recognition;
- advise the Administration and Finance Manager not to proceed with the distribution or use of coins or stamp duty until an internal control has been carried out or by the relevant authorities.

AREA OF DON'T DO

IT IS forbidden to:

- receive cash payments;
- hold, spend or put into circulation counterfeit or altered coins or revenue stamps.

5. CRIMES AGAINST INDUSTRY AND COMMERCE

THE RELEVANT TYPES OF CRIME

In accordance with the art. **25 bis.1** of the Decree (“**Crimes against industry and commerce**”) on the basis of the *risk assessment* the following potential crimes are concerned:

- Art. 513 Criminal Code: Disturbed freedom of industry or commerce;
- Art. 513 *bis* Criminal Code: Illegal competition with threats or violence.

For the entire catalog of crimes provided for by art. 25 *bis.* 1 of the Decree and their further information, please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 25 *bis.1* of the Decree, a pecuniary administrative sanction of up to 800 quotas is applied and, pursuant to articles. 513 *bis* and 514 cp provides for the application of the following disqualifying sanctions:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 BIS.1 OF DECREE 231/2001

The following sensitive activities emerged from the *risk assessment carried out*:

- Customer management;
- Competition management;
- Commercial negotiation management.

Furthermore, the following sensitive instrumental activities have been detected:

- Identification and definition of the tariffs to be applied;
- Management of site technical characteristics communications;
- Management of relationships with the PA;
- Management of relationships with Certification Bodies;
- Selection and qualification of consultants.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Customer Management

- Customer management;
- Commercial negotiation management;
- Competition management;

- Identification and definition of the tariffs to be applied.

The company identifies and define the methods of application and traceability of the price list, discounts and authorizations for sales conditions with reduced margins on the basis of adequate approval levels, guaranteeing the traceability of the decision-making *process*.

The management of relationships with customers is entrusted to certain company functions in compliance with the assigned tasks. Written records are kept of meetings with customers. Relationships with customers are regulated by specific contracts, also drawn up with the aid of legal consultants, including external ones, in which the price and further conditions of sale are defined.

the Company must always qualify its customer, also verifying the economic solidity and ethical-reputational requirements and the composition of the corporate structure in order to exclude granting storage spaces in violation of rules or regulations.

Management of relationships with the Public Administration and Public Bodies

- Management of site technical characteristics communications;
- Management of relationships with the PA;
- Management of relationships with Certification Bodies;
- Consultant selection and qualification.

The declarations made to public bodies and public officials during checks regarding the characteristics of the site must contain only absolutely truthful elements, be complete and based on valid documents in order to guarantee their correct evaluation by the verifying body. The consultant selection *process must be aligned with the procedures in force within the Company which guarantee the traceability of the decision-making process*.

The selection of the consultant must, where possible, involve multiple functions and include a rigorous preliminary qualification activity.

The stipulation of contracts and the disbursement of sums of money must be reserved exclusively to subjects with specific signing and spending powers.

In the contracts for goods or services stipulated, the Company must insert specific 231 clauses.

DOING AREA

In managing relationships with third parties, the recipients of the Model must:

- keep track of meetings with competitors and customers, public or private;
- inform top management of suspected violations of anti-competitive legislation;
- maintain conduct that guarantees the free and correct performance of the activity carried out, as well as lawful competition.

AREA OF DON'T DO

Recipients of the Model are prohibited from:

- obtaining information about competitors through illicit or inappropriate means;
- providing untrue information about the characteristics of the site.

6. CORPORATE CRIMES

THE RELEVANT TYPES OF CRIME

In accordance with **article 25 *ter*** of the Decree ("**Corporate Crimes**"), on the basis of the *risk assessment* the following potential corporate crimes are concerned:

The falsehoods

- articles 2621 and 2621 *bis* of the Civil Code (also "cc"): False corporate communications;

The criminal protection of share capital and assets

- art. 2626 cc: Undue return of contributions
- art. 2627 cc: Illegal distribution of profits and reserves
- art. 2628 cc: Illegal transactions on one's own shares or shares or those of the parent company
- art. 2629 cc: Operations to the detriment of creditors
- art. 2632 cc: Fictitious formation of capital
- art. 2635 cc: Corruption between private individuals
- art. 2635 *bis* cc: Incitement to corruption between private individuals.

Other offences

- art. 2625 cc: Prevented control
- art. 2636 cc: Unlawful influence on the meeting
- art. 54 Legislative Decree. 19/2023: False or omitted declarations for the issuance of the preliminary certificate.

For the entire catalog of crimes provided for by art. 25 *ter* of the Decree and for further information please refer to Annex 2 "Catalogue of underlying offenses ".

For the crimes provided for by art. 25 *ter* of the Decree, a pecuniary administrative sanction of up to 1000 quotas is applied.

Only for the crimes referred to in the articles. 2635 and 2635 *bis* of the Civil Code, the application of the following disqualifying sanctions is foreseen:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

DEFINITIONS

- **Relations**

The term "report" is used in the civil law of joint-stock companies to indicate particular information reports of qualified subjects characterized by the written form and mandatory in the occurrence of legally established situations.

In particular, the following are envisaged: the directors' report (art. 2428 cc) and that of the auditors (art. 2429 cc) which accompany the ordinary financial statements; the directors' half-yearly report on the management performance of companies with shares listed on the stock exchange (art. 2428, paragraph 3, of the civil code); the directors' report necessary in the procedure envisaged for the distribution of advances on dividends (art. 2433 *bis*, paragraph five of the Civil Code); the directors' report in which the proposed capital increase with exclusion or limitation of the option right must be illustrated (art. 2441, paragraph six of the civil code); the directors' report and the observations of the board of auditors on the financial situation for the reduction of capital following losses (art. 2446 of the civil code); the auditors' report on the final liquidation balance sheet (art. 2453, paragraph 2, cc) and the directors' report on the merger or demerger plan (art. 2501 *quater* cc and 2504 *novies* cc).

The preceding list is aimed at underlining how the reading of the term "relationships" must be restrictive: in essence, it indicates only "typical relationships" (*id est*, the written relationships relating to social activities expressly provided for by law).

- **The budgets**

As for the category of "financial statements", it certainly includes the financial statements or ordinary financial statements (articles 2423 ff. of the Civil Code), intended as a tool for asset, financial and economic information of the company in operation, i.e. of a company characterized by operational continuity; the consolidated financial statements, i.e. the accounting document intended to provide a picture of the economic and financial situation of the group considered together and all the financial statements whose nature is extraordinary, as they serve to express the financial situation of the company on the occasion of events other than the closure of the normal corporate financial year or on the occasion of particular judicial or administrative events such as, for example: the accounting statement required (*ex art.* 2433 *bis*, paragraph 5, civil code) for the purposes of the distribution of advances on dividends; the final liquidation budget referred to in articles. 2311 and 2453 cc, the financial situation drawn up in compliance with the regulations on the financial statements (art. 2501 *ter*, paragraph 1, cc) which must accompany the merger project (art. 2501, paragraph 3, cc) or demerger (art. 2504 *novies* cc) and the financial statements that must be filed together with the company's bankruptcy petition (art. 14 Bankruptcy Law); balance sheet which must be filed together with the request for access to a crisis and insolvency regulation instrument or to an insolvency procedure (art. 39 CCII – *Code of Company Crisis and Insolvency*).

- **Other social communications**

In order to identify which should be considered social communications, the following three requirements must be kept in mind:

- 1) **Officiality:** an essential requirement of the communication (criminally relevant) is the integrated official character whenever the same is issued by qualified subjects in the exercise and by virtue of the specific functions attributed to them within a company already established or to be established. Therefore, the so-called confidential or

private information is devoid of the official requirement, the falsity of which cannot integrate the details of the crime in question, but could, in combination with the relevant details, be the cause of criminal liability by way of fraud or corporate manipulation. .

- 2) Inherence to the corporate purpose: the second requirement concerns the content of the declaration and postulates that the social attribute can be assigned to those communications that have a generic relevance to the existence of the company's affairs. Thus, the declaration of the competent bodies of the entity intended to inform on the performance of the stock market in the country or abroad, or that which communicates that a power of attorney has been granted to a specific person, cannot be considered social.
- 3) Public direction: with the third requirement we finally want to attribute criminal relevance only to that information, official and inherent to the corporate object, which potentially refers to a plurality of recipients; the character of public discretion would be the external relevance that would materialize whenever the communication is intended for an indeterminate number of subjects or for members, company creditors and third parties (potential members or creditors) protected not as individuals, but as open categories.

Regarding the form, even the purely verbal form could constitute a hypothesis of false communication. Think for example of the false statements made to the directors or by the auditors at the shareholders' or bondholders' meeting, or by the promoters of the subscribers' meeting. Thus, neither the communications that individual members of collegial bodies (board of directors and board of auditors) make to the bodies themselves, nor those made by administrators to the internal control body, will be strictly social.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 TER OF DECREE 231/2001

The following sensitive activities emerged from the *risk assessment carried out*:

- Financial and treasury management;
- Preparation of financial statements, reports and other corporate communications;
- Management of relationships with members;
- Management of relationships with supervisory bodies;
- Distribution of operating profits, reserves and return of contributions;
- Transactions on company shares and transactions to the detriment of creditors;
- Share capital increase operations;
- Corporate accounting management;
- Management of monetary and financial flows;
- Preparation of the documentation that will be the subject of discussion and resolution in the Assembly and management of relations with this Corporate Body;
- Stipulation of commercial agreements with customers;
- Competition management;
- Management of purchases of goods, services and consultancy;
- Management of relationships with consultants and suppliers;

- Request and management of management or quality certifications;
- Management of relationships with credit institutions;
- Management of extraordinary operations.

Furthermore, the following sensitive instrumental activities emerged from the *risk assessment carried out*:

- Accounting;
- Collection, aggregation and evaluation of the accounting data necessary for the preparation of the draft financial statements of the Company, as well as the reports attached to the economic-financial statements of the financial statements to be submitted to the resolution of the Board of Directors;
- Collaboration and support to the Administrative Body for the preparation of financial situations functional to the realization of:
 - extraordinary operations;
 - share capital increase/reduction operations;
 - other transactions on shares or shares of the company;
- Drafting, keeping and conservation of documents subject to the exercise of control;
- Collaboration and support to the administrative bodies;
- Selection, hiring and management of personnel;
- Financial flow management;
- Expense reports;
- Entertainment expenses;
- Selection and qualification of suppliers and consultants.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Management of monetary and financial flows, including management of company accounting

- Financial and treasury management;
- Management of relationships with members;
- Management of relationships with supervisory bodies;
- Transactions on company shares and transactions to the detriment of creditors;
- Management of monetary and financial flows;
- Management of relationships with credit institutions;
- Corporate accounting management.

In keeping the accounts, the Company guarantees that:

- any changes to the accounting data are agreed with the company function that generated them;

- the roles and responsibilities of the company functions in the management of general accounting, evaluation and estimation of budget items are defined;
- the process is conducted in accordance with the principle of separation of duties between the functions involved in authorisation, executive and control activities;
- the main phases are appropriately documented and that there are provisions regarding roles and responsibilities and methods of archiving the relevant documentation at the competent offices.

Companies specialized in providing these services and other external consultants are also involved in keeping the accounts and drafting the financial statements.

In carrying out operations on shares or company quotas, in order to ensure compliance with the Articles of Association and the relevant legislation, it is ensured the correct management of the process divided into:

- study of the operation and preparation of documentation;
- management of obligations and preparation of documentation to support the operation;
- authorization;
- accounting.

The Company also guarantees that the process is conducted in accordance with the principle of segregation of duties between the subjects involved and that the phases are adequately traced.

In managing relations with supervisory bodies and shareholders, the functions involved in verification activities ensure full collaboration and assistance.

In order to guarantee the correct exercise of control activities, the requests for documentation received are appropriately documented and the documentation produced is archived at the organizational structures identified as competent.

The Administration and Finance Manager manages all the activities connected to the preparation of the calendar of corporate events in compliance with the provisions of the relevant legislation, ensuring the provision of all the documentation, received from the individual structures, necessary for the holding of the meeting.

Preparation of the budget, reports and other corporate communications

- Preparation of the budget, reports and other corporate communications;
- Preparation of the documentation that will be the subject of discussion and resolution in the Assembly and management of relations with this corporate body;
- Distribution of operating profits, reserves and return of contributions;
- Collection, aggregation and evaluation of the accounting data necessary for the preparation of the draft financial statements of the Company, as well as the reports attached to the economic and financial statements of the financial statements to be submitted to the resolution of the Board of Directors;
- Drafting, keeping and conservation of documents subject to the exercise of control.

In the activity of drafting the Company's financial statements, the sustainability report and in the reporting activities of the data aimed at drawing up the financial statements, in the activity of social relations and communications in general, as well as in the execution of the mandatory information obligations based on the legislation by law, the Company guarantees that:

- any changes to the accounting data are agreed with the company function that generated them;
- the draft budget and other accounting documents are made available well in advance of the meeting for the approval of the draft budget and other accounting documents;
- the roles and responsibilities of the company functions in the management of general accounting, evaluation and estimation of budget items, drafting of the financial statements and interim accounting situations are defined;
- the process is conducted in accordance with the principle of separation of duties between the functions involved in authorisation, executive and control activities;
- the main phases are appropriately documented and that there are provisions regarding roles and responsibilities and methods of archiving the relevant documentation at the competent offices.

The Company guarantees the constant updating of the training of the functions involved in the training and drafting of the financial statements and related documents.

Management of extraordinary operations

- management of extraordinary operations;
- share capital increase operations;
- collaboration and support to the Administrative Body for the preparation of financial situations functional to the realization of:
 - extraordinary operations;
 - share capital increase/reduction operation;
 - other transactions on shares or shares of the company.

In carrying out operations on shares or company quotas, in order to ensure compliance with the Articles of Association and the relevant legislation, the correct management of the process is guaranteed which is divided into:

- study of the operation and preparation of documentation;
- management of obligations and preparation of documentation to support the operation;
- authorization;
- accounting.

The Company also guarantees that the process is conducted in accordance with the principle of segregation of duties between the subjects involved and that the phases are adequately traced.

The Company undertakes to provide the Board of Statutory Auditors with complete and exhaustive information relating to the extraordinary operation and/or intervention on the share capital that it intends to carry out.

Stipulation of commercial agreements with customers

The company procedures identify and define the methods of application and traceability of price lists, discounts and authorizations for sales conditions with reduced margins on the basis of adequate approval levels, guaranteeing the traceability of the decision-making *process*.

The management of relationships with customers is entrusted to certain company functions in compliance with the assigned tasks. Written records are kept of meetings with customers. Relationships with customers are regulated by specific contracts, also drawn up with the aid of legal consultants, including external ones, stipulated exclusively by individuals with specific signature powers.

In the contracts for goods or services stipulated, the Company undertakes to insert specific 231 clauses.

Personnel Management

- Selection, hiring and management of personnel;
- Expense reports;
- Entertainment expenses.

Hiring is carried out in compliance with the *budget* approved by the Board of Directors where the need to hire a new resource is expressed, even by a function manager.

The personnel selection process is carried out according to criteria of objectivity, impartiality and compliance with staff interests, ensuring the involvement of multiple subjects in the selection phase. Candidates carry out an initial *screening* with the manager of the function to which they will be dedicated and, in the case of top functions, also with the General Director. Where possible, at least two candidates must be assessed for each position. If it is not possible to proceed with the evaluation of multiple candidates (for example, due to the uniqueness of the application), the reasons for this impossibility must be kept track of.

The evaluation process of the candidates and the subjects who participated in it must be kept track of.

The assessment to be carried out on the candidate must also concern the existence of any relationships with the PA, as well as possible conflicts of interest.

The reward system involves the General Manager and the Resource Manager and is based on pre-arranged and realistic objectives consistent with the tasks and responsibilities entrusted to the employee.

Each employee must provide the Company with supporting documentation of entertainment expenses incurred and if, during a trip, they have brought a guest with them for work purposes, they must also indicate the accompanying person's identification data and the reasons for the expense incurred.

The employee or representative of the Company who, in carrying out his duties, incurs entertainment expenses, reports them, supported by adequate justifications, to the Administration and Finance Manager who, on a monthly basis, if deemed in line with company standards, approves *them* .

The reimbursement takes place through inclusion in the pay slip or through use of petty cash, use which is duly recorded by the Administration and Finance Manager.

Each employee must provide the Company with supporting documentation of entertainment expenses incurred and if, during a trip, they have brought a guest with them for work purposes, they must also indicate the accompanying person's identification data and the reasons for the expense incurred.

The expenses included in the expense report must be in line with company objectives and such as not to compromise the integrity or reputation of the Company and not to be interpreted as aimed at acquiring improper advantages or preferential treatment.

Supply management

- Management of purchases of goods, services and consultancy;
- Selection and qualification of consultants.

The *process* of choosing a supplier or consultant must be aligned with the procedures in force within the Company which guarantee the traceability of the decision-making process, including the definition of the price, and, where the task is not entrusted *intuitu personae* or fungible performance traits, the criteria within which supplier selection through a competitive process is necessary.

The company procedures identify cases in which the qualification also concerns economic solidity and ethical-reputational requirements.

Relationships with suppliers are formalized in written agreements, contracts or in any case the signing of specific price lists/purchase orders.

The stipulation of the agreement and the disbursement of sums of money must be reserved exclusively to subjects with specific signing and spending powers.

The disbursement of payments must take place following the following checks: i) congruity between the purchase order and the good or service received; ii) effectiveness of the services received; iii) correspondence between the person issuing the invoice and the recipient of the payment.

DOING AREA

The Recipients of this Special Part must:

- maintain correct, transparent and collaborative behavior, in compliance with the law and company procedures, in all activities identified as sensitive;
- ensure that every operation and transaction is correctly recorded, authorised, verifiable, legitimate, coherent and appropriate;
- maintain correct and transparent behavior in the execution of all activities aimed at preparing the financial statements and other corporate communications, in order to provide members and third parties with truthful and correct information on the economic, equity and financial situation of the company;
- promptly transmit periodic communications to the supervisory bodies and promptly acknowledge the requests/requests received from them;
- use cash and company credit cards only with prior authorization from the relevant function and in compliance with the specific limits and procedures;

- use the goods provided by the Company for business purposes;
- on the basis of company procedures, identify collaborators and suppliers following a careful check regarding the requirements of professionalism, integrity, honesty and reliability;
- in relations with customers, ask for the company's title and balance sheet and carefully check that the person carrying out the transfer is the beneficiary of the service and the recipient of the invoice;
- in the contractualization phase, use the general purchase and sales conditions prepared and made available by the Company. The economic conditions must be defined with reference to the average market prices applied to the purchased service;
- ensure the archiving of contracts under its responsibility;
- periodically check users with access to the accounting system and orders;
- carry out audits of the general accounting;
- resort to bank reconciliation;
- verify the processing of requests for information;
- provide the Company with supporting documentation of entertainment expenses incurred.

AREA OF DON'T DO

In any case, it is prohibited to:

- represent or transmit for processing and representation in financial statements, reports and prospectuses or other corporate communications, false, incomplete or, in any case, data that does not correspond to reality, data on the economic, equity and financial situation of the Company;
- omit data and information required by law;
- hinder control and/or audit activities;
- illustrate, where necessary, the data and information in such a way as to provide a representation that does not correspond to reality;
- engage in deceptive conduct that could lead the supervisory bodies to make errors in the technical-economic evaluation of the documentation presented;
- implement illegal or collusive practices or behaviors, illicit payments, favoritism or attempts at corruption, solicitations directly or through third parties for advantages for the Company contrary to the law, regulations or provisions and rules provided for in this Model;
- offer or receive gifts, complimentary gifts or other benefits for various reasons;
- make donations of money or otherwise or any form of special treatment to anyone engaged in a business relationship with a third party company;
- in relations with third-party companies (customers or suppliers), incur unjustified entertainment expenses;
- hire personnel for the sole purpose of ensuring undue advantages for the Company;
- use the company credit card in an unjustified way.

7. CRIMES WITH THE PURPOSE OF TERRORISM OR SUBVERSION OF THE DEMOCRATIC ORDER

THE RELEVANT TYPES OF CRIME

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by article **25 quater** of the Decree " **Crimes with the aim of terrorism or subversion of the democratic order** " is not relevant for the purposes that the Model aims to achieve as the potentially relevant conduct they take the form of activities distant from the corporate *business* and the characteristics of the Company.

For the entire catalog of crimes provided for by art. *25 quater* of the Decree and for further information, please refer to Annex 2 "Catalogue of underlying offenses ".

For the crimes provided for by art. *25 quater* of the Decree, the pecuniary administrative sanction of up to 1,000 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

GENERAL PRINCIPLES OF BEHAVIOR

In any case, the current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as the existing corporate procedures must be respected.

8. PRACTICES OF MUTILATION OF FEMALE GENITAL ORGANS

THE RELEVANT CRIME TYPE

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by article **25 quater 1** of the Decree " **Practices of mutilation of female genital organs** " is not relevant for the purposes that the Model aims to achieve since the potentially relevant conduct takes the form of distant from the corporate *business* and the characteristics of the Company. For the crime provided for by art. 25 *quater* 1 of the Decree and its further information, please refer to Annex 2 "Catalogue of underlying offenses ".

For the crime provided for by art. 25 *quater* 1 of the Decree, the pecuniary administrative sanction of up to 700 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

GENERAL PRINCIPLES OF BEHAVIOR

In any case, the current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as the existing corporate procedures must be respected.

9. CRIMES AGAINST THE INDIVIDUAL PERSONALITY

THE RELEVANT TYPES OF CRIME

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by **article 25 quinquies** of the Decree ("**Crimes against the individual personality**") does not have particular relevance for the purposes that the Model aims to achieve since the potentially relevant conduct takes the form of activities distant from the corporate *business* and the characteristics of the Company.

From a prudential perspective, art. was considered potentially applicable. 603 *bis* of the Criminal Code "Illicit intermediation and exploitation of labour".

For the entire catalog of crimes provided for by art. 25 *quinquies* of the Decree and for further information please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 25 *quinquies* Legislative Decree. n. 231/01, the pecuniary administrative sanction of up to 1,000 quotas is applied and the application of the following disqualification sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ARTICLES. 25 QUINQUIES OF DECREE

From a prudential perspective, the crime referred to in art. 603 *bis* of the Criminal Code was considered potentially applicable with reference to the following sensitive activities:

- Management of counterparties, with particular reference to the assignment of activities that involve the use of third-party manpower;
- Management of contracts and subcontractors.

From *risk assessment* Furthermore, the following sensitive instrumental activity was carried out:

- Selection and qualification of suppliers.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Supply management

- Management of counterparties, with particular reference to the assignment of activities that involve the use of third-party manpower;
- Management of contracts and subcontractors;
- Selection and qualification of suppliers

The *process* of choosing a supplier must be aligned with the procedures in force within the Company which guarantee the traceability of the decision-making process, including the definition of the price, and, where the assignment is not entrusted *intuitu personae* or is a fungible service, the criteria within which the selection of the supplier through a competitive process is necessary.

The company procedures identify cases in which the qualification also concerns economic solidity and ethical-reputational requirements.

In the management of contractual relationships with suppliers of labor services, the company procedures guarantee that suitable documentation is always provided to certify the payment of contributions, remuneration, social security, insurance and welfare charges to its employees; as well as the regularity of the contractor's social security and insurance contributions and the validity of the documentation attesting this.

In relation to the monitoring activities of the counterparty who provides labor services, the following control measures are guaranteed:

- periodic checks carried out by the Company's organizational structures competent in the matter which verify compliance by the employees of the contracting companies with the mandatory safety measures;
- operational measures aimed at guaranteeing the security of access to the sites through constant monitoring control of the personnel present, as defined within the reference regulatory instruments;
- document control activities carried out by the competent organizational structures which verify that the contractor transmits for the entire duration of the contract the certification suitable to attest to the payment of contributions, remuneration, social security, insurance and welfare charges to its employees, subsequently communicating it to the administrative functions before proceeding with the payment of the service;
- suspension of all payments in favor of the contractor until the regularity of contributions, social security and insurance is restored;
- in the contracts for goods or services stipulated, the Company must insert specific clauses 231.

DOING AREA

The Recipients of this Special Part must:

- guarantee employee remuneration in accordance with national and territorial collective agreements and in any case proportionate to the quality and quantity of the work;

- ensure compliance with the regulations relating to working hours, rest periods, weekly rest, compulsory leave and holidays;
- guarantee the application of health and safety regulations in the workplace;
- ensure adequate working conditions, surveillance methods and non-degrading housing situations;
- monitor the working conditions of the Company's employees and the employees of the third-party companies it uses for the provision of labour, in relation to working hours, remuneration conditions, health and safety impacts and working conditions in the broadest sense;
- ensure that suppliers use manpower in compliance with current legislation on social security matters also through verification of the DURC and the certifications they possess;
- carry out periodic monitoring to ensure that its suppliers meet the requirements necessary for qualification;
- provide contractual clauses that allow the employment relationship to be immediately terminated if any signs of exploitation of gangmastering are identified;
- process all requests from public security authorities promptly, correctly and in good faith;
- in general, maintain correct, friendly and helpful behavior towards public security authorities in any situation.

AREA OF DON'T DO

It is forbidden to:

- carry out, collaborate or cause the implementation of conduct such as to integrate, individually or collectively, directly or indirectly, the types of crime envisaged by article 25 *quinquies* of the Decree;
- subjecting workers to degrading working conditions, surveillance methods or housing situations;
- violate the regulations relating to working hours, rest periods, weekly rest, compulsory leave and holidays;
- pay wages that do not comply with national or territorial collective agreements;
- violate the principles set out in the Code of Ethics, the operational protocols referred to in this Special Part.

10. MARKET ABUSE

THE RELEVANT TYPES OF CRIME

The category of crime envisaged by **article 25 *sexies*** of the Decree ("**Market abuse crimes**") has no relevance for the purposes of the Model as the Company is not listed.

For the entire catalog of crimes provided for by art. 25 *sexies* of the Decree and their further details can be found in Annex 2 "Catalogue of underlying offenses ".

For the crimes provided for by art. 25 *sexies* of the Decree applies a pecuniary administrative sanction of up to 1000 quotas. If the product or profit achieved by the entity is of a significant amount, the sanction is increased up to 10 times that product or profit.

The art. 187 *quinquies* of the Unified Text of Finance ("TUF") also provides for the following additional cases regarding market abuse capable of generating liability for the entity:

- Art. 14 EU Reg. n. 596/2014: Prohibition of abuse of privileged information and illicit communication of privileged information;
- Art. 15 EU Reg. n. 596/2014: Prohibition of market manipulation.

In such cases, the entity is punished with a pecuniary administrative sanction ranging from twenty thousand euros up to fifteen million euros, or up to fifteen percent of the turnover, when this amount exceeds fifteen million euros and the turnover can be determined pursuant to of article 195, paragraph 1 *bis*.

GENERAL PRINCIPLES OF BEHAVIOR

In any case, they must be carried out in accordance with the legislative and regulatory provisions in force, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

11. MANSAID MURDER OR SERIOUS OR VERY SERIOUS INJURIES COMMITTED IN VIOLATION OF THE RULES ON THE PROTECTION OF HEALTH AND SAFETY AT WORK

THE RELEVANT TYPES OF CRIME

In accordance with the art. 25 *septies* of the Decree " **Manslaughter or serious or very serious injuries committed in violation of the regulations on the protection of health and safety at work**", based on the *risk assessment activity* conduct, note:

- art. 589 Criminal Code: Manslaughter;
- art. 590 Criminal Code: Negligent personal injury.

For further information on the crimes envisaged by the art. 25 *septies* of the Decree, please refer to annex 2 "Catalogue of underlying offenses ".

For the crimes provided for by art. 25 *septies* of the Decree, the pecuniary administrative sanction of up to 1000 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

It should be noted that the crimes cited are negligent in nature.

Legislative Decree 9 April 2008, n. 81, commonly known as the "Consolidated Work Safety Act" (to which reference is made for the definition of the acronyms and terms used in this chapter), innovated the previous version of the art. 25 *septies*, and has graduated the sanctions, pecuniary and disqualifying, applicable to the entity depending on the type of crime committed and has also defined, in art. 30, the methods for establishing and implementing a Model capable of exempting entities from administrative liability - criminal *rectius* - with regard to the matter of workplace safety.

DEFINITIONS

Negligent personal injury can be:

- mild: if it results in an illness or an inability to carry out ordinary occupations that does not exceed 40 days;
- serious (art. 583, paragraph 1, criminal code):
 - if the fact results in an illness that endangers the life of the injured person, or an illness or inability to carry out ordinary occupations for more than 40 days;
 - the result is the permanent weakening of a sense or an organ

- very serious (art. 583, paragraph 2 , criminal code):
 - if the fact results in an illness that is certainly or probably incurable;
 - if the loss of meaning results from the fact;
 - if the fact results in the loss of a limb, a mutilation that makes it useless, the loss of the use of an organ or the ability to procreate or a permanent and serious inability to speak
 - the deformation or permanent disfigurement of the face.

It should be noted that the injuries that are relevant for the establishment of a liability on the part of the entity are serious or very serious ones.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 SEPTIES OF DECREE

The following sensitive activities emerged from the *risk assessment carried out*:

- Health and safety management;
- Management of procurement and maintenance activities on the site;
- Risk assessment activities and preparation of consequent prevention and protection measures.

From *risk assessment* Furthermore, the following sensitive instrumental activities have been carried out:

- Planning and management of the health and safety system, including identification of tasks and responsibilities;
- Management of information and training on health and safety;
- Surveys, recording and management of accidents and *near misses* ;
- Preparation and updating of risk assessment documents, also with reference to related risks;
- Management of fire prevention activities.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

In the management of sensitive processes in relation to the commission of murder crimes negligent and serious or very serious negligent injuries, committed in violation of the regulations on accident prevention and the protection of hygiene and health at work, the Company takes into due consideration the provisions dictated by Legislative Decree 81/2008, as well as the more specific ones contained in the Legislative Decree. Legislative Decree 624/1996, where applicable to the Company in relation to mining activities.

HEALTH AND SAFETY MANAGEMENT

Planning and management of the health and safety system, including identification of tasks and responsibilities.

The Company defines the general guidelines and objectives regarding health and safety, also identifying the annual *budget* and preparing an investment plan which contains a clear identification of the deadlines, responsibilities and availability of the resources necessary for implementation.

In compliance with the applicable regulations, roles and responsibilities are identified and formalised, including in the management of documentation and its archiving methods.

A formalized periodic information flow is also provided between the subjects involved in health and safety management.

Risk assessment activities regarding health and safety and preparation of consequent prevention and protection measures.

Preparation and updating of risk assessment documents, also with reference to related risks

Company rules:

- identify the roles, authorities, competence requirements and training needs of the personnel responsible for conducting the identification of dangers, risks and their control;
- identify the methods and criteria for reviewing hazard identification or risk assessment processes;
- provide, where necessary, the traceability of the involvement of the Competent Doctor in the process of identifying dangers and assessing risks;
- provide for the evaluation of the different types of risk sources;
- provide for the census and characterization of the chemical agents and the equipment and machines present;
- provide for the identification and evaluation of the procedures and work instructions adopted for the safe conduct of work activities;
- guarantee the existence of a DSSC and/or a DVR that contains:
 - the evaluation procedure, with the specification of the criteria adopted;
 - the identification of prevention and protection measures for PPE, following the evaluation;
 - the program of measures deemed appropriate to guarantee the improvement of safety levels over time;
- identify the criteria and methods defined for the assignment of tasks to workers by the Employer;
- regulate the management, distribution and maintenance of PPE efficiency through:
 - the definition of the methods for verifying the necessary requirements;
 - tracking of delivery activities and verification of functionality.

Management of procurement and maintenance activities on the site

The Company also relies on external companies for the maintenance activities of the sites and systems, identifying the Technical Director as the person responsible for monitoring the needs for interventions and what has been carried out.

The subjects involved in health and safety management ensure:

- the methods and contents of the information that must be provided to external companies regarding the set of rules and regulations that they must know and undertake to respect and to ensure respect for their employees and any subcontractors;
- the roles, responsibilities and methods of processing the DSSC and/or the DUVRI;
- the roles, responsibilities and methods of monitoring compliance with health, safety and hygiene regulations by suppliers as well as the activities carried out by them towards sub-contractors regarding compliance with the aforementioned regulations;
- the supplier qualification methods taking into account the technical-professional requirements;
- standard contractual clauses regarding issues relating to compliance with health and safety regulations and related safety costs in supply, procurement and subcontracting contracts.

Information activities on health, safety and hygiene at work

A calendar of periodic meetings of all the competent figures is provided to verify the situation in the management of health and safety issues and the adequate dissemination of the results of the meetings within the organization.

Training activities on health, safety and hygiene at work

Company rules:

- define the methods for providing training to each worker on: company risks, prevention and protection measures, specific risks and safety standards, characteristics of dangerous substances, emergency procedures, names and roles of the delegate, managers, supervisors, of RSPP and the Competent Doctor and, where applicable, instructions for use of work equipment and personal protective equipment;
- define the criteria for providing training to each worker in the event of hiring, transfer or change of duties, introduction of new equipment, technologies or dangerous substances;
- provide information, training and periodic updating activities also depending on the role assumed within the organizational structure (e.g. Managers, Supervisors, RLS, RSPP, ASPP, Emergency Management Officers);
- define the times for providing training to workers through the definition of a Training Plan on an annual basis, which allows the fulfillment of all legal obligations relating to the training activity;
- ensure that temporary workers are also adequately trained in relation to the activities they will be asked to carry out.

Control and corrective actions

The Company ensures that employees and third parties are adequately trained on the methods of reporting accidents, *near misses* and professional illnesses which are taken care of by the Prevention and Protection Service Manager in order to identify any corrective actions.

A special register of accidents and *near misses* is established.

The RSPP promptly reports to the Employer the accidents that have occurred and the corrective actions identified, the implementation of which is monitored by the Employer.

Management of fire prevention activities

The Company defines the measures necessary for fire prevention, also providing indications on how to inform workers about the rules in the event of fire, as well as periodic checks of adequately traced fire prevention devices.

DOING AREA

In compliance with current legislation, the Company undertakes to:

- allocate an adequate *budget* for staff training and health and safety management;
- ensure that training is actually carried out;
- adequately bring the DSSC and/or the DVR to the attention of employees;
- equip employees with adequate personal protective equipment and verify that these tools are always functioning correctly;
- periodically carry out maintenance on the site;
- maintain a register of incidents and *near misses*.

AREA OF DON'T DO

It is forbidden to:

- behave in ways that are dangerous to one's own health and safety and that of others;
- omitting reports of accidents and *near misses* or concealing facts and events whose occurrence constituted a potential danger to the health and safety of workers;
- ask workers to resume their work in a work situation in which a serious and immediate danger persists, such as a seismic event or the start of a fire;
- remove or modify safety, signaling or control devices without authorization;
- underestimating expenditure items with an impact on health and safety at work.

12. RECEIVING, LAUNDERING AND USE OF MONEY, GOODS OR UTILITIES OF ILLICIT ORIGIN, AS WELL AS SELF-LAUNDERING

THE RELEVANT TYPES OF CRIME

In accordance with **Article 25g** of the Decree " **Receiving, laundering and use of money, goods or benefits of illicit origin, as well as self-laundering** ", on the basis of the *risk assessment activity* conduct note:

- Art. 648 Criminal Code: Receiving stolen goods;
- Art. 648 *bis* Criminal Code: Recycling;
- Art. 648 *ter* of the Criminal Code: Use of money, goods, benefits of illicit origin;
- Art 648 *ter* 1 Criminal Code: Self-laundering.

For the entire catalog of crimes provided for by art. 25 *octies* of the Decree and their further details can be found in Annex 2 "Catalogue of underlying offenses ".

For the crimes provided for by art. 25 *octies* of the Decree applies the pecuniary administrative sanction of up to 1000 quotas and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 OCTIES OF DECREE

The following sensitive activities emerged from the *risk assessment carried out*:

- Accounting, budget drafting, reports and social communications in general;
- Financial resources management;
- Customer management;
- Sales management;
- Management of supplies of goods, services and consultancy;
- Management of monetary and financial flows;
- Corporate tax management;
- Management of accounting and movement of current accounts;
- Financial guarantees and/or sureties.

Furthermore the following sensitive instrumental activities have been detected:

- Supplier qualification activities;
- Management of cash accounting operations;
- Customer qualification activities.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Supply management

- Management of supplies of goods and services.
- Supplier qualification activities.

The *process* of choosing a supplier or consultant must be aligned with the procedures in force within the Company which guarantee the traceability of the decision-making process, including the definition of the price, and, where the task is not entrusted *intuitu personae* or fungible performance traits, the criteria within which supplier selection through a competitive process is necessary.

The company procedures identify cases in which the qualification also concerns economic solidity and ethical-reputational requirements.

Relationships with suppliers are formalized in written agreements, contracts or in any case through specific price lists/purchase orders.

The stipulation of contracts and the disbursement of sums of money must be reserved exclusively to subjects with specific signing and spending powers.

The disbursement of payments must take place following the following checks: i) congruity between the purchase order and the good or service received; ii) effectiveness of the services received; iii) correspondence between the person issuing the invoice and the recipient of the payment.

In the contracts for goods or services stipulated, the Company must insert specific 231 clauses.

Sales management

- Customer management;
- Financial guarantees and/or sureties;
- Customer qualification activities.

The company procedures identify and define the methods of application and traceability of price lists, discounts and authorizations for sales conditions with reduced margins on the basis of adequate approval levels, guaranteeing the traceability of the decision-making *process*.

The client must be qualified in advance (quality, reputation and financial checks).

The requirements subject to verification during the qualification phase are also monitored during the contractual relationship by the relevant company functions, in compliance with what is defined by the company procedures.

The Company may request the user to issue a financial guarantee, to cover the obligations deriving from the assignment and consequent provision of the service, in compliance with the principle of non-discrimination and transparency, thus identifying the criteria upstream.

Management of monetary and financial flows, including management of company accounting

- Accounting, drafting of financial statements, reports and social communications in general;
- Financial resources management;
- Corporate tax management;
- Management of monetary and financial flows;
- Management of accounting and movement of current accounts;
- Management of cash accounting operations.

In the management of financial flows, formalized and substantial controls of financial flows and adequate tools are envisaged to guarantee the traceability of movements as well as verify the origin of the financial resources used by the Company.

For the management of incoming and outgoing flows, exclusively the channels of banks and other accredited financial intermediaries subject to European Union regulations or credit/financial institutions located in a non-EU country, which imposes obligations equivalent to those envisaged by the laws on money laundering and provides for monitoring compliance with these obligations.

The corporate procedures define the functions involved in the flow management activity and the related responsibilities, providing control mechanisms that guarantee:

- that each cost/income item and each cash flow can be linked to an invoice or other documentation certifying the existence of the transaction;
- that payments are made to current accounts in the supplier's name;
- checks on the veracity of the documentation.

In accounting management it is necessary:

- guarantee the implementation of the principle of segregation of roles between the company accounting management activities and the subsequent transposition into the tax returns, as well as between the tax determination activities, the carrying out of the accounting records and the payment of the taxes due, even if necessary with the help of external consultants;
- ensure rigorous accounting transparency;
- that all company functions collaborate, in carrying out their functions, in the archiving and keeping of all documentation whose conservation is mandatory;
- promptly record every accounting entry that reflects a corporate transaction, keeping adequate supporting documentation that allows identifying the reason for the operation that generated the entry and the related authorization;
- use accounting systems that guarantee the traceability of individual operations and the identification of users who enter data into the system or modify its contents;
- regulate the methods of keeping and custody of accounting records;
- ensure the conservation/archiving of the accounting records and documentation whose conservation is mandatory using digital methods or services that guarantee their availability and integrity;
- regulate the methods of reporting to the competent bodies in the event of accidental events that have led to the deterioration of the records;
- carry out periodic checks on the accounting records.

The methods of access, use and movement of the petty cash are defined, the use of which is foreseen only in the cases provided for by the company procedures, in compliance with the company procedures adopted, only for expenses of modest value.

DOING AREA

The Company undertakes to:

- Verify the commercial and professional reliability of suppliers and customers;
- Verify compliance with internal procedures for evaluating bidders and offers and ensure that it is possible to reconstruct the decision-making chain;
- Ensure the traceability of the phases of the decision-making process relating to financial and corporate relationships with third parties;
- Maintain documentation to support economic-financial operations;
- Provide for financial movements, taking care to verify that they always take place through authorized financial intermediaries;
- Do not accept goods, services or other benefits for which there is no adequately authorized order/contract;
- Avoid, although not expressly exempted by law, payments or cash collections exceeding the limits identified by law.

AREA OF DON'T DO

In any case, it is prohibited:

- Maintain relationships with individuals who are known or suspected to belong to criminal organizations or in any case operating outside of the law;
- Use anonymous tools to carry out transfer operations of significant amounts;
- Make payments to and/or receive receipts from parties other than the holders of the commercial relationship with the transferability clause or of illicit origin;
- Receive payment for the service rendered in cash;
- Receive or transfer money from customers knowing that it comes from criminal activity or participation in such activity.

13. CRIMES RELATING TO PAYMENT INSTRUMENTS OTHER THAN CASH

THE TYPES OF CRIME

In accordance with the art. 25 *octies.1* of the Decree «Crimes relating to payment instruments other than cash», on the basis of the *risk assessment* the following potential crimes are concerned:

- Art. 512 *bis* of the Criminal Code: Fraudulent transfer of values.

For the entire catalog of crimes provided for by art. 25 *octies 1* of the Decree and their further information, please refer to Annex 2 "Catalogue of underlying offense".

For the crimes provided for by art. 25 *octies 1* of the Decree, the pecuniary administrative sanction of up to 800 quotas is applied and the application of the following disqualification sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 OCTIES.1 OF DECREE 231/2001

The following sensitive activities emerged from the *risk assessment carried out*:

- Accounting, budget drafting, reports and social communications in general ;
- Financial resource management;
- Management of monetary and financial flows;
- Corporate tax management;
- Management of accounting and movement of current accounts;
- Management of extraordinary operations;
- Sales management;
- Customer management.

Furthermore, the following sensitive instrumental activities have been detected:

- Management of cash accounting operations;
- Customer qualification activities.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Management of monetary and financial flows, including management of company accounting

- Accounting, drafting of financial statements, reports and social communications in general;
- Financial resources management;
- Corporate tax management;
- Management of monetary and financial flows;
- Management of accounting and movement of current accounts;
- Management of cash accounting operations.

In the management of financial flows, formalized and substantial controls of financial flows and adequate tools are envisaged to guarantee the traceability of movements as well as verify the origin of the financial resources used by the Company.

For the management of incoming and outgoing flows, exclusively the channels of banks and other accredited financial intermediaries subject to European Union regulations or credit/financial institutions located in a non-EU country, which imposes obligations equivalent to those envisaged by the laws on money laundering and provides for monitoring compliance with these obligations.

The corporate procedures define the functions involved in the flow management activity and the related responsibilities, providing control mechanisms that guarantee:

- that each cost/income item and each cash flow can be linked to an invoice or other documentation certifying the existence of the transaction;
- checks on the veracity of the documentation.

In accounting management it is necessary:

- ensure rigorous accounting transparency;
- that all company functions collaborate, in carrying out their functions, in the archiving and keeping of all documentation whose conservation is mandatory;
- promptly record every accounting entry that reflects a corporate transaction, keeping adequate supporting documentation that allows identifying the reason for the operation that generated the entry and the related authorization;
- use accounting systems that guarantee the traceability of individual operations and the identification of users who enter data into the system or modify its contents.

Management of extraordinary operations

In carrying out operations on shares or company quotas, in order to ensure compliance with the Articles of Association and the relevant legislation, it is guaranteed the correct management of the process which is divided into:

- study of the operation and preparation of documentation;
- management of obligations and preparation of documentation to support the operation;
- authorization;

- accounting.

The Company also guarantees that the process is conducted in accordance with the principle of segregation of duties between the subjects involved and that the phases are adequately traced.

All operations on the Company's share capital, as well as the establishment of companies, the purchase and sale of shareholdings, mergers and demergers must be carried out in compliance with the provisions of the civil code and tax legislation. The Company ensures the following safeguards in the management of extraordinary operations and non-routine transactions:

- preventive acquisition of opinions from specialized consultants who are responsible for analyzing the tax treatment and reporting any tax risk indicators of the operation;
- information on tax risks from consultants and related mitigation actions to the General Manager;
- archiving of documentation and evidence to support the analysis of the tax treatment of the operation and the mitigation of any related risks.

Sales management

- Customer management;
- Customer qualification activities.

The company procedures identify and define the methods of application and traceability of price lists, discounts and authorizations for sales conditions with reduced margins on the basis of adequate approval levels, guaranteeing the traceability of the decision-making *process*.

The traceability of sales operations and the negotiation phase are also guaranteed through the preservation of the relevant documentation.

The client must be qualified in advance (quality, reputation and financial checks).

The requirements subject to verification during the qualification phase are also monitored during the contractual relationship by the relevant company functions, in compliance with what is defined by the company procedures.

DOING AREA

The Company undertakes to:

- Verify the commercial and professional reliability of customers;
- Ensure that all operations or transactions are authorised, correctly recorded, verifiable, consistent and appropriate;
- Ensure the traceability of the phases of the decision-making process relating to financial and corporate relationships with third parties;
- Maintain the documentation to support economic-financial operations and ensure their traceability.

AREA OF DON'T DO

In any case, it is prohibited to:

- Receive payments from parties who do not have commercial relationships with the Company or in the absence of an actual transaction;

- Set up simulated contracts;
- Create situations of discrepancy between formal ownership and de facto ownership of an asset;
- Fictionally attributing ownership or availability of money, goods or other benefits to third parties.

14. CRIMES RELATING TO COPYRIGHT INFRINGEMENT

THE RELEVANT TYPES OF CRIME

In accordance with the art. **25 novies** of the Decree " **Crimes relating to infringement of copyright** ", on the basis of the *risk assessment* the following potential crimes are concerned:

- Art. 171 Law 633/1941;
- Art. 171 *bis* Law 633/1941;

For the entire catalog of crimes provided for by art. 25 *novies* of the Decree and their further information, please refer to Annex 2 "Catalogue of underlying offenses ".

For the crimes provided for by art. 25 *novies* of the Decree, the pecuniary administrative sanction of up to 500 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 NOVELS OF DECREE 231/2001

The following sensitive activities emerged from the *risk assessment carried out*:

- Technology infrastructure management;
- *software* management;
- *Marketing* management.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Technology infrastructure management

- Technology infrastructure management;
- *software* management.

The Company provides, also through the use of external suppliers, that control is guaranteed over access to company IT systems and the use of *software* subject to licenses and that they are permitted on the basis of concrete operational needs following verification of the existence of actual needs deriving from the company duties that pertain to the role held by the individual.

software management activity, track of the payment of fees due for the use of the *software* is kept.

The Company provides, also through the use of external suppliers, that control over access to information systems is guaranteed and that access to the server and company documents, as well as the possibility of making changes, is permitted on the basis of concrete operational needs. In order to guarantee that the data is protected from improper access and that the information is protected both in the transmission phase and in the storage/conservation phase. The use of the IT or telematic systems of the Public Administration is permitted only to certain corporate entities previously identified and authorized by the system administrator, having received input *from* the General Director.

The segregation of powers must be guaranteed between those who upload any information to the IT systems of the Public Administration and those who check the truthfulness of such information.

Marketing management

Marketing management is carried out through the use of consultants, in compliance with legislation and copyrights held by third parties.

AREA OF DOING

The Company guarantees that:

- The purchase of *software* is regulated by specific contracts signed by the main manufacturer or with authorized suppliers;
- Roles and responsibilities are defined for carrying out checks on the existence of copyright and their correct use in compliance with the limitations on use defined by the author;
- The status of the licenses purchased by the Company is monitored annually;
- If any anomalies emerge regarding the installation of *software* not previously authorized on company devices, the immediate deletion of the *software must be ordered*;
- Copyrights are respected in the implementation of *marketing* activities

AREA OF DON'T DO

It is forbidden to:

- Install works protected by copyright;
- Reproduce, translate, adapt, transform, distribute *software* owned by third parties without prior authorization;
- Reproduce images, contents, objects protected by copyright without having paid the related rights or having otherwise agreed on their use with the legitimate owners.

15. INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITY

THE RELEVANT TYPES OF CRIME

In accordance with **Article 25 *decies*** of the Decree «**Inducement not to make statements or to make false statements to the judicial authority**», the art. 377 *bis* of the Criminal Code “Inducement not to make statements or to make false statements to the judicial authority” is concerned.

Among the crimes against the administration of justice, art. 378 of the Criminal Code referred to for the purposes of punishability *pursuant to the* Decree by art. 10, Law 16 March 2006 n. 146. For the purposes of this law, personal aiding and abetting is only relevant when a transnational crime is committed.

For the crimes in question and their further information, please refer to Annex 2 "Catalogue of underlying offenses".

For these crimes, a pecuniary administrative sanction of up to 500 quotas is applied.

SENSITIVE PROCESSES AND ACTIVITIES *PURSUANT TO ART. 25 DECIES OF DECREE*

The following sensitive activities emerged from the *risk assessment carried out*:

- Representation of the Company in court;
- Relations with the Judicial Authority and with the authorities functionally linked to it;
- Management of relationships with directors, employees or third parties involved in legal proceedings;
- Management of inspection visits;
- Dispute management.

Furthermore, the following sensitive instrumental activities have been detected:

- Treasury management;
- Management of the incentive and human resources development system.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

DISPUTE MANAGEMENT

- Representation of the Company in Court;

- Relations with the Judicial Authority and with the authorities functionally linked to it;
- Management of relationships with directors, employees or third parties involved in legal proceedings;
- Management of inspection visits.

Relations with the Judicial Authorities are maintained by specifically delegated personnel, authorized to act in the name and on behalf of the Company.

The Legal and Corporate Affairs Manager who is entrusted with the management of the process monitors the status of the proceedings, also requesting periodic *reports* from the *ad hoc external lawyer*, promptly updating the General Director, also in order to allocate the necessary reserves in the *budget*.

The main phases relating to the process in question, including the choice of the consultant to whom the task of managing the dispute will be assigned, must be appropriately documented. In particular, all the documentation supporting the activity underlying the dispute management process (including any settlement agreements) is archived, for a period of no less than 10 years, by the Head of Legal and Corporate Affairs with a prohibition on deleting or arbitrarily destroy archived documents.

The Company undertakes to guarantee full freedom of expression to those called upon to make statements before the Judicial Authority.

During checks by the Judicial Authority, the reports must be kept by the General Director or by a person expressly authorized by the latter based on the scope of the visit. Where possible, the presence of two people must be guaranteed during the operations.

The subject can also be delegated at the moment via communication sent by email from the General Director.

The company representative who followed the visit must keep track of the subjects present, the requests made and the documentation provided, possibly also by preparing adequate reports.

The internal *report* or the minutes issued by the operators must be sent to the Legal and Corporate Affairs Manager who takes care of their conservation. The documentation is also shared with the function that presides over the process being verified which communicates any remedial actions identified which must be subject to control by the General Director.

PERSONNEL MANAGEMENT

- Management of the incentive and human resources development system;
- Treasury management.

Personnel management takes place according to employee evaluation criteria that respond to principles of objectivity and transparency.

The reward system involves the General Manager and the Resource Manager and is based on pre-arranged and realistic objectives consistent with the tasks and responsibilities entrusted to the employee.

DOING AREA

The Recipients of this Special Part must:

- maintain correct, transparent and collaborative behavior, in compliance with the law and company procedures, in all activities identified as sensitive;
- maintain confidentiality of any statements made to the Judicial Authority;
- promote the value of loyal collaboration with the Judicial Authority;
- promptly, correctly and in good faith process all requests from the Judicial Police bodies and the investigating and judging Judicial Authority, providing all potentially useful information, data and news.

AREA OF DON'T DO

In any case, it is prohibited to:

- exert pressure on those who are called to make statements before the Judicial Authority;
- carry out retaliatory behavior against those who have already made statements to the Judicial Authority;
- summon the subjects called to make statements that can be used in criminal proceedings in order to suggest their contents or induce them not to make statements or to make false statements;
- use violence or threats against a person called upon to make statements that can be used in criminal proceedings so that he/she does not make statements or makes false statements;
- implement, collaborate or cause the implementation of conduct such that, taken individually or collectively, constitutes, directly or indirectly, the type of crime envisaged by article 25 *decies* of the Decree;
- adopt behaviors which, although they do not in themselves constitute the type of crime envisaged by article 25 *decies* of the Decree, may potentially become suitable for the commission of the same;
- offer or promise to offer money or other benefits to a person called upon to make statements before the Judicial Authority that can be used in criminal proceedings so that the same person does not make statements or make false statements.

16. ENVIRONMENTAL CRIMES

THE RELEVANT TYPES OF CRIME

In accordance with **Article 25 *undecies*** of the Decree ("**Environmental crimes**") on the basis of the *risk assessment* the following potential crimes are envisaged:

- Art. 452 *bis* of the Criminal Code: Environmental pollution;
- Art. 452 *quater* Criminal Code: Environmental disaster;
- Art. 452 *quinquies* Criminal Code: Negligent crimes against the environment;
- Art. 452 *octies* Criminal Code: Environmental crimes committed in association pursuant to articles. 416 and 416 *bis* Criminal Code;
- Art. 137 Legislative Decree 152/2006: Discharges of industrial waste water containing dangerous substances; discharges onto the ground, into the subsoil and into groundwater; discharge into sea waters by ships or aircraft.

In the waste sector, the following crimes are the basis of the organisation's liability:

- Art. 256 Legislative Decree 152/2006: Illegal waste management;
- Art. 257 Legislative Decree 152/2006: Failure to remediate a site contaminated by waste;
- Art. 258, paragraph 4, second sentence, Legislative Decree 152/2006: Transport of dangerous waste without a form and failure to record the relevant data in the form;
- Art. 259, paragraph 1, Legislative Decree 152/2006: Illicit trafficking of waste;
- Art. 260 Legislative Decree 152/2006: Organized activities for the illicit trafficking of waste⁹;
- Art. 260 *bis* Legislative Decree 152/2006: Violation of the provisions regarding "SISTRI" (*Computerized waste traceability control system*).

In the air pollution sector, the liability of the entity is based on the following crime:

- Art. 279 Legislative Decree 152/2006: Exceeding the emission limit values and air quality limit values established by sector regulations;
- Art. 3, paragraph 6, L. 549/1993: Violation of the provisions that provide for the cessation and reduction of the use (production, use, marketing, import and export) of substances harmful to the ozone layer.

For the entire catalog of crimes provided for by art. 25 *undecies* of the Decree and for further information please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 25 *undecies* of the Decree, the pecuniary administrative sanction of up to 1,000 quotas is applied and the application of the following disqualification sanctions is envisaged:

- Ban from carrying out the activity;

⁹The reference to the art. is still present in the Decree. 260 TU environment. This rule, however, was repealed by Legislative Decree 21/2018 (so-called "Code reserve") and its content was merged into the art. 452 *quaterdecies* penal code

- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 UNDECIES OF DECREE

The following sensitive activities emerged from the *risk assessment carried out*:

- Management of environmental impacts deriving from company activities and processes;
- Management of water discharges;
- Management and verification of environmental authorizations;
- Management of controls regarding emissions into the atmosphere and the use of substances harmful to the ozone layer;
- Collection, transport and disposal of waste;
- Carrying out reclamation operations;
- Management of construction site activities;
- Management of the waste collection, transport, recovery, disposal and intermediation process;
- Supplier selection and management.

Furthermore, based on risk assessment the following sensitive instrumental activities have been detected:

- Management of inspection visits;
- Selection and qualification of suppliers;
- Verification of the environmental authorizations of the suppliers to whom the Company entrusts waste collection, transport, recovery and disposal activities.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Management of environmental impacts deriving from company activities and processes

- management of the environmental impacts deriving from company activities and processes;
- management and verification of environmental authorizations.

The Company identifies the environmental delegate on the basis of specific assessments of the technical and professional requirements possessed and assigning him adequate spending power.

The Delegate is responsible for:

- the identification of the relevant current regulatory requirements and authorization requirements, also through the preparation of regulatory schedules and registers;
- the identification of the activities subject to authorization, of those subject to any derogation from the title itself and, in the latter case, of the requirements necessary for the exercise in derogation;
- the management of relationships with the Competent and Control Authorities;
- of the periodic verification activity of regulatory updates;
- verifying compliance and correct management of site and plant maintenance activities.

The Environmental Delegate defines the criteria and issues the reference documents to be used to carry out the assessment of environmental aspects and impacts as well as environmental risks and opportunities.

Waste management

- Management of the waste collection, transport, recovery, disposal and intermediation process;
- Carrying out reclamation operations;
- Management of construction site activities.

The Company regulates the management activities of waste produced on construction sites so that they are carried out in compliance with current regulatory and authorization requirements. In particular, waste management takes place in compliance with the following principles:

- identify the types of waste and assign the “CER” code and any dangerous characteristics, also through the use of laboratory analyses;
- comply with the obligations established by the legislation or by the authorization documents of the producer of the waste;
- manage the collection and temporary storage of waste at the place of production in order to ensure compliance with:
 - the requirements for temporary storage;
 - the ban on mixing hazardous waste with non-hazardous waste;
- preliminarily qualify and periodically monitor the possession of the registrations/communications/authorisations required by waste management legislation by suppliers of waste management and disposal services.

In the event that it is necessary to proceed with remediation activities, the Environmental Delegate periodically reports to the General Director on the progress of the project, promptly reporting any deviations from the project approved by the competent bodies.

Management of discharges and emissions

- management of water discharges;
- management of controls regarding emissions into the atmosphere and commitment of substances harmful to the ozone layer.

In the management of water discharges and atmospheric emissions, continuous monitoring of emissions and discharges deriving from production activities is ensured by relying on qualified third-party laboratories for analyses.

Supplier selection

- Selection and management of suppliers;
- Verification of the environmental authorizations of the suppliers to whom the Company entrusts waste collection, transport, recovery and disposal activities.

The *process* of choosing the supplier to whom the management of waste disposal services is entrusted must be conducted in accordance with the general principles of behavior envisaged for the choice of any other supplier.

The traceability of the decision-making process must be guaranteed, including the definition of the price, and the criteria within which the selection of the supplier through a competitive process is necessary.

The selection of the supplier and the consultant must always involve multiple functions and include a rigorous preliminary qualification activity, as well as periodic monitoring of the supplier throughout the relationship, also with regard to environmental authorizations.

The Company requires that initial and periodic checks be carried out on the possession of the registrations/communications/authorisations required by waste management legislation by third parties to whom the waste produced is conferred.

In qualifying its commercial counterpart, the Company verifies that it and its representatives have not been convicted of crimes covered by catalog 231, with particular reference to those relating to environmental protection, and that the counterpart is in possession.

The company procedures identify cases in which the qualification also concerns economic solidity and ethical-reputational requirements.

The stipulation of contracts and the disbursement of sums of money must be reserved exclusively to subjects with specific signing and spending powers.

In the contracts for goods or services stipulated, the Company must insert specific 231 clauses.

Management of inspection visits

During inspections, the reports must be kept by the General Manager or by a person expressly authorized by the latter based on the scope of the visit. Where possible, the presence of two people must be guaranteed during the operations.

The subject can also be delegated at the moment via communication sent by email from the General Manager.

The company representative who followed the visit must keep track of the subjects present, the requests made and the documentation provided, possibly also by preparing adequate reports.

The internal *report* or the minutes issued by the operators must be sent to the Legal and Corporate Affairs Manager who takes care of their conservation. The documentation is also

shared with the function that presides over the process being verified which communicates any remedial actions identified which must be subject to control by the General Director.

DOING AREA

The recipients of the Model must:

- provide complete and truthful information in the preparatory activity for subsequent waste disposal;
- dispose of waste correctly using third-party transporters;
- carry out initial and periodic checks on third-party transporters in order to verify the constant possession of registrations/communications/authorisations required by waste management legislation.

AREA OF DON'T DO

Recipients of the Model are prohibited from:

- release vapors or gases into the atmosphere that may cause or contribute to causing the concrete danger of a lasting and significant compromise of the air for the life or safety of people and/or wildlife;
- dispose of or store large quantities of waste without the necessary authorizations or through subjects who are unable to demonstrate their authorizations and the locations and methods of disposal or storage;
- remove or damage minerals or plants, causing or contributing to causing the concrete danger of lasting or significant damage to the flora or natural heritage;
- dispose of water into the environment that may cause or contribute to causing a concrete danger of a lasting or significant impairment of the soil, subsoil or water for the life or safety of people, wild fauna or flora;
- falsify the required documentation in whole or in part, materially or in content, or make use of false documentation;
- manage waste disposal activities without the necessary authorizations;
- violate the obligations of communication, keeping of mandatory registers and forms;
- deny or prevent or hinder the control activity of one's settlement or part of it, setting up obstacles or artificially modifying the state of the places.

17. EMPLOYMENT OF FOREIGN COUNTRIES CITIZENS WHOSE STAY IS IRREGULAR

THE RELEVANT TYPES OF CRIME

In accordance with **Article 25 duodecies** of the Decree " **Employment of foreign-countries nationals whose residence is illegal** ", on the basis of the *risk assessment* the following potential crimes are concerned:

- Art. 22, paragraph 12 *bis*, Legislative Decree 25 July 1998, n. 286.

For the entire catalog of crimes provided for by art. 25 *duodecies* of the Decree and their further information, please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 25 *duodecies* of the Decree, the pecuniary administrative sanction of up to 1000 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 DUODECIES OF DECREE

The following sensitive activity emerged from the *risk assessment carried out*:

- Selection, hiring and management of non-EU employee personnel.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Selection, hiring and management of non-EU personnel

In the case of hiring non-EU personnel, the pre-employment checks also include a check on the regularity and validity of the residence permit or similar document.

The contract, if for a fixed term, cannot last longer than that of the residence permit.

It is guaranteed, also through the use of *alerts* pre -set, periodic checks regarding the regular validity of the aforementioned documents, taking care to archive the documentation received.

DOING AREA

The Company undertakes to:

- maintain correct, transparent and collaborative behavior, in compliance with the law and company procedures, in all activities aimed at the selection/management/administration of personnel;
- maintain collaborative behavior also with the administration agencies it uses in order to facilitate the continuous exchange of information;
- request and acquire, during the hiring phase, a copy of the worker's residence permit, if required by law;
- monitor the *status* of the worker near the expiry of the residence permit in view of any contractual renewals which cannot be separated from measures to renew the residence permit.

AREA OF DON'T DO

It is forbidden to:

- violate existing hiring principles, protocols and procedures;
- hire foreign workers without a residence permit or with an irregular residence permit;
- stipulate fixed-term contracts with a duration following the expiry of the residence permit;
- communicate data or information that does not correspond to the truth;
- provide collaboration or support, even indirect, to dishonest or potentially illicit conduct by merchants and in particular provide collaboration in cases where there is reasonable doubt that they may engage in conduct that constitutes crimes referred to in this special part.

18. RACISM AND XENOPHOBIA

THE RELEVANT TYPES OF CRIME

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by **article 25 *terdecies*** of the Decree "**Racism and xenophobia**" is not relevant for the purposes that the Model aims to achieve since the potentially relevant conduct takes the form of activities distant from the corporate *business* and the characteristics of the Company.

As to the crime provided for by art. 25 *terdecies* of the Decree, please refer to Annex 2 "Catalogue of underlying offenses".

For the crime provided for by art. 25 *terdecies* of the Decree, the pecuniary administrative sanction of up to 800 quotas is applied and the application of the following disqualification sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

GENERAL PRINCIPLES OF BEHAVIOR

In any case, the current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as the existing corporate procedures must be respected and the Company undertakes to censure, even in disciplinary matters, any type of racist and xenophobic carried out by employees and collaborators.

19. FRAUD IN SPORTS COMPETITIONS, ABUSIVE GAMBLING OR BETTING AND GAMBLING USING PROHIBITED DEVICES

THE RELEVANT TYPES OF CRIME

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by **article 25 quaterdecies** of the Decree " **Fraud in sports competitions, abusive exercise of gaming or betting and games of chance carried out using prohibited devices** " is not relevant for the purposes that the Model aims to achieve since the potentially relevant conduct takes the form of activities distant from the corporate *business* and the characteristics of the Company.

As to the crimes provided for by art. 25 *quaterdecies* of the Decree and their further details can be found in Annex 2 "Catalogue of underlying offenses ".

For the crimes provided for by art. 25 *quaterdecies* of the Decree, the pecuniary administrative sanction of up to 500 quotas is applied and the application of the following disqualification sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

GENERAL PRINCIPLES OF BEHAVIOR

In any case, the current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as the existing corporate procedures must be respected.

20 . TAX CRIMES

THE RELEVANT TYPES OF CRIME

In accordance with **Article 25 *quinquiesdecies* "Tax crimes"** of the Decree, on the basis of the *risk assessment* the following crimes are potentially involved:

- art. 2 Legislative Decree 74/2000: Fraudulent declaration through use of invoices or other documents for non-existent transactions;
- art. 3 Legislative Decree 74/2000: Fraudulent declaration through other devices;
- art. 4 Legislative Decree 74/2000: Unfaithful declaration;
- art. 5 Legislative Decree 74/2000: Failure to declare;
- art. 8 Legislative Decree 74/2000: Issue of invoices or other documents for non-existent operations;
- art. 10 Legislative Decree. 74/2000: Concealment or destruction of accounting documents;
- art. 10 *quater* Legislative Decree. 74/2000: Undue compensation;
- art. 11 Legislative Decree. 74/2000: Fraudulent subtraction from the payment of taxes.

For the entire catalog of crimes provided for by art. 25 *quinquiesdecies* of the Decree and for further information, please refer to Annex 2 "Catalogue of underlying offenses".

It is specified that the articles. 4, 5 and 10 *quater* are relevant if the facts are committed as part of cross-border fraudulent systems and with the aim of evading value added tax for a total amount of no less than ten million euros.

For the crimes provided for by art. 25 *quinquiesdecies* of the Decree, the pecuniary administrative sanction of up to 500 quotas is applied¹⁰ and the application of the following disqualifying sanctions is envisaged:

- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

A further effect of the extension of the entity's liability to some tax crimes is represented by the entity's exposure to confiscation - direct or by equivalent - of the price or profit of the tax crime which, pursuant to art. 19 of the Decree, is always ordered in the event of conviction of the entity.

SENSITIVE PROCESSES AND ACTIVITIES PURSUANT TO ART. 25 QUINQUIESDECIES OF DECREE

The following sensitive areas emerged from the *risk assessment carried out*:

- Submission of the declaration relating to income or value added taxes;

¹⁰Pursuant to the second paragraph of the art. 25 *quinquiesdecies* of the Decree if the entity has achieved a significant profit, the financial penalty is increased by one third.

- Drafting of tax returns based on the accounting documentation and related obligations;
- Accounting and tax management;
- Procurement of goods and services;
- Personnel Management;
- Management of entertainment expenses;
- Management of expense reports;
- Collection and aggregation of accounting data;
- Relationships with customers;
- Sales management;
- Management of inspection visits;
- Keeping of accounting records and corporate books;
- Extraordinary operations;
- Entertainment and travel expenses;
- Tax credit management.

Furthermore, based on *risk assessment*, the following sensitive instrumental activities have been detected:

- Administrative-accounting management;
- Management of monetary and financial flows;
- Relationships with consultants;
- Acquisition of invoices or recording them in the accounting records;
- Selection and qualification of suppliers/consultants;
- Collection, aggregation and evaluation of the accounting data necessary for the preparation of the draft financial statements of the Company, as well as the reports attached to the economic-financial statements of the financial statements to be submitted to the resolution of the Board of Directors;
- Contribution/credit beneficiary process.

GENERAL PRINCIPLES OF BEHAVIOR

All sensitive activities must be carried out in accordance with current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as existing corporate procedures.

Supply Management

- Procurement of goods and services;
- Selection and qualification of suppliers/consultants;
- Relationships with consultants;
- Acquisition of invoices or recording them in the accounting records.

The *process* of choosing a supplier or consultant must be aligned with the procedures in force within the Company which guarantee the traceability of the decision-making process, including the definition of the price, and, where the task is not entrusted *intuitu personae* or

fungible performance traits, the criteria within which supplier selection through a competitive process is necessary.

The selection of the supplier and the consultant involves a preliminary qualification activity, as well as the monitoring of the supplier throughout the relationship.

The company procedures identify cases in which the qualification also concerns economic solidity and ethical-reputational requirements.

The stipulation of contracts and the disbursement of sums of money must be reserved exclusively to subjects with specific signing and spending powers.

The company procedures guarantee:

- checks regarding the adequacy of the price of the supply or service, verifying that this is consistent with that averagely charged for goods and services of the same or similar type, in conditions of free competition and at the same marketing stage;
- that the disbursement of the payment occurs after verification of the documentation proving the underlying transaction and of the correspondence between the entity issuing the accounting document and the recipient of the payment;
- that the disbursement of payments must take place following a process of verifying the congruity between the purchase order and the goods or services received;
- that each purchase is traceable to an invoice or other documentation certifying the existence of the transaction;
- that payments are made to current accounts in the supplier's name;
- checks on the veracity of the documentation;
- checks on the correct VAT treatment applied;
- checks on compliance with the obligation of self-invoicing/integration of the invoice on the acquisition and archiving of the documentation relating to foreign and intra-community purchases;
- monitoring of the *ceiling* foreseen for the receipt of invoices under the non-taxable regime as a habitual exporter and verification of the transmission of the letters of intent to the Revenue Agency.

Management of monetary and financial flows, including management of company accounting

- Management of monetary and financial flows;
- Extraordinary operations;
- Tax credit management.

In the management of financial flows, formalized and substantial controls of financial flows and adequate tools are envisaged to guarantee the traceability of movements.

The corporate procedures define the functions involved in the flow management activity and the related responsibilities, providing control mechanisms that guarantee:

- that each cost/income item and each cash flow can be linked to an invoice or other documentation certifying the existence of the transaction;
- that payments are made to current accounts in the supplier's name and via traceable means of payment;
- checks on the veracity of the documentation;

- that the payment is made following verification of the documentation proving the underlying transaction;
- checks on the correspondence between the entity issuing the accounting document and the recipient of the payment.

All operations on the Company's share capital, as well as the establishment of companies, the purchase and sale of shareholdings, mergers and demergers must be carried out in compliance with the provisions of the civil code and tax legislation. The Company ensures the following safeguards in the management of extraordinary operations and non-routine transactions:

- preventive acquisition of opinions from specialized consultants who are responsible for analyzing the tax treatment and reporting any tax risk indicators of the operation;
- information on tax risks from consultants and related mitigation actions to the General Manager;
- archiving of documentation and evidence to support the analysis of the tax treatment of the operation and the mitigation of any related risks;
- in case of participation in a tax transaction procedure, the documentation certifying the active and passive elements prepared for the procedure is prepared by the Administration and Finance Manager and approved by the Board of Directors, following review by the tax consultant.

In accounting management it is necessary:

- guarantee the implementation of the principle of segregation of roles between the company accounting management activities and the subsequent transposition into the tax returns, as well as between the tax determination activities, the carrying out of the accounting records and the payment of the taxes due, even if necessary with the help of external consultants;
- ensure rigorous accounting transparency;
- that all company functions collaborate, in carrying out their functions, in the archiving and keeping of all documentation whose conservation is mandatory;
- promptly record every accounting entry that reflects a corporate transaction, keeping adequate supporting documentation that allows identifying the reason for the operation that generated the entry and the related authorization;
- use accounting systems that guarantee the traceability of individual operations and the identification of users who enter data into the system or modify its contents;
- regulate the methods of keeping and custody of accounting records;
- ensure the conservation/archiving of the accounting records and documentation whose conservation is mandatory using digital methods or services that guarantee their availability and integrity;
- regulate the methods of reporting to the competent bodies in the event of accidental events that have led to the deterioration of the records;
- carry out periodic checks on the accounting records and accounting data by extracting the trial balance and reconciling the amounts relating to the main balance sheet items

(including fixed assets) compared to the data of the previous period and the movements that occurred in the period;

- prior to the start of operations for the disposal of company assets (real estate, movable property of any type, including intangible property relating to the company's assets or available to the Company), is subject to verification, also with the support of the Legal and Corporate Affairs Manager, the existence of compulsory collection procedures by the Administration and Finance Manager and/or the presence of fiscal transaction procedures for the payment of income or value added taxes or interest or penalties deriving from the payment of the aforementioned taxes;
- ensure the correct management of the activities of preparing the documents necessary for the preparation of the statutory financial statements, according to correct principles of documentation, traceability and archiving, allowing access and consultation to the documentation only to previously authorized subjects;

Furthermore, roles, responsibilities and authorization methods for issuing credit or debit notes must be defined.

In keeping the accounts, the Company also guarantees that:

- any changes to the accounting data are agreed with the company function that generated them;
- the roles and responsibilities of the company functions in the management of general accounting, evaluation and estimation of budget items are defined;
- the process is conducted in accordance with the principle of separation of duties between the functions involved in authorisation, executive and control activities;
- the main phases are appropriately documented and that there are provisions regarding the methods of archiving the relevant documentation at the competent offices.

Consultants specialized in providing these services are also involved in bookkeeping and budget preparation.

In carrying out operations on shares or company's quotas, in order to ensure compliance with the Articles of Association and the relevant legislation, it is ensured a correct management of the process which is divided into:

- study of the operation and preparation of documentation;
- management of obligations and preparation of documentation to support the operation;
- authorization;
- accounting.

The Company also guarantees that the process is conducted in accordance with the principle of segregation of duties between the subjects involved and that the phases are adequately traced.

It is contemplated the monitoring of available tax credits and the limits for the setting off with tax debts relating to taxes of a different nature. In the case of compensation of tax credits for

which the issuance of a compliance visa is required, the activity is entrusted to the tax consultant who carries out the checks required by law.

As part of the management of transactions with foreign counterparts or with transnational elements, the corporate entities involved in this process comply with the following control principles:

- preventive verification of foreign counterparts in terms of the existence and adequacy of the organizational structure with respect to the performance of the economic activity, archiving the supporting evidence;
- control by the Administration and Finance Manager of the validity of the VAT number of foreign counterparts in the archive of subjects authorized to carry out intra-community operations;
- collection and archiving of documentation to support the effectiveness and genuineness of the relationships maintained with foreign counterparts or with elements of transnationality in order to be able to document the authorization *process* and the preventive assessments carried out by the relevant functions on the adequacy of the economic value of the transactions, as well as the effective performance of the service/supply within the contractual terms by the relevant functions;
- the Administration and Finance Manager collects, verifies and archives, in the case of purchases and sales of *intra* -EU and *extra* -EU goods, the documents proving that the goods have actually entered/exited the national territory.

Corporate tax management

- Accounting and tax management;
- Submission of the declaration relating to income or value added taxes;
- Drafting of tax returns based on the accounting documentation and related obligations;
- Collection and aggregation of accounting data;
- Keeping of accounting records and corporate books;
- Administrative-accounting management;
- Collection, aggregation and evaluation of the accounting data necessary for the preparation of the draft financial statements of the Company, as well as the reports attached to the economic-financial statements of the financial statements to be submitted to the resolution of the Board of Directors;
- Management of inspection visits.

The Company defines the roles and responsibilities of the company functions involved in the collection and processing of data relevant for tax purposes and identifies the subjects entitled to submit tax returns.

In managing taxation, the Company also guarantees that:

- tax deadlines are scheduled and compliance with them is monitored;
- any changes to the accounting data are agreed with the company function that generated them;

- checks and analyzes of the estimative and evaluation items are envisaged;
- the process is conducted in accordance with the principle of separation of duties between the functions involved in authorisation, executive and control activities;
- the main phases are appropriately documented and that there are provisions regarding the methods of archiving the relevant documentation at the competent offices;
- periodic checks are envisaged on the regular conservation of accounting records.

In the management of taxation and tax obligations, including declarations for income tax and VAT purposes, payments and compensation of tax credits, the Administration and Finance Manager ensures the following controls, also through the of external tax consultants:

- monitoring of national and international tax news, as well as documents interpreting practices and jurisprudence, which may have an impact on the management of the Company's taxation and implementation of appropriate actions involving the functions directly affected by the news;
- preparation of the F24 forms and timely payment of taxes with the supervision of the tax consultant and acquisition of the F24 receipts certifying the payments;
- compilation of tax returns by the tax consultant on the basis of the tax calculation statement and the related supporting documentation drawn up with the head of the function;
- verification by the auditing firm of the compilation of the corporate income tax return which carries out specific control activities for the purpose of signing the same;
- preparation of the VAT declaration by the tax consultant based on the summary printouts for VAT purposes and the data balancing statements provided by the Administration and Finance Manager;
- acquisition of the signature by subjects with the powers to authorize the electronic sending of tax returns and verification of the timely transmission of the same by the tax consultant, with acquisition of the sending receipts;
- that the increases and/or decreases reported in the tax returns are supported by adequate documentation and motivation compliant with the applicable tax legislation;
- checks regarding the correctness and truthfulness of the data and documentation in tax matters, as well as the accuracy of the process for determining taxes and duties.

In the event of audits or access by the tax authorities, the required documentation is prepared by the functions involved in the audit and provided to the auditors by the Administration and Finance Manager, following verification.

Personnel Management

- Personnel Management;
- Entertainment and travel expenses;
- Management of expense reports.

Hiring of employees is carried out in compliance with the *budget* approved by the Board of Directors where the need to hire a new resource is expressed, even by a function manager.

When calculating personnel costs, the Company identifies preventive controls aimed at guaranteeing the correctness and truthfulness of the information recorded in the financial statements.

The employee or representative of the Company who, in carrying out his duties, incurs entertainment expenses, reports them, supported by adequate justifications, to the Administration and Finance Manager who, on a monthly basis, if deemed in line with company standards, approves *them*.

The reimbursement takes place through inclusion in the pay slip or through use of petty cash, use which is duly recorded by the Administration and Finance Manager.

The Company guarantees the correct calculation of tax withholdings relating to employees. Each employee must provide the Company with supporting documentation of the entertainment expenses incurred and if, during a trip, they have brought a guest with them for work purposes, they must also indicate the personal data of the guest and the reasons for the accompaniment.

Sales management

- Sales management;
- Relationships with customers.

The company procedures identify and define the methods of application and traceability of price lists, discounts and authorizations for sales conditions with reduced margins on the basis of adequate approval levels.

The customer must be qualified in advance (qualitative, reputational and financial checks).

The requirements subject to verification during the qualification phase are also monitored during the contractual relationship by the relevant company functions, in compliance with what is defined by the company procedures.

The traceability of the negotiation phase (including the reasons that led to concluding the transaction at a different price than the one normally applied) and of the decision-making process through documentation and archiving are also guaranteed.

During the accounting registration phase of the invoice, the Administration and Finance Manager carries out a verification of correspondence between the invoice and the contract and a consistency check on the correct insertion of the VAT rate.

In the case of intra-community sales, the Administration and Finance Manager guarantees specific checks aimed at guaranteeing proof of the exit of the goods and the customer is asked to certify the receipt of the goods.

DOING AREA

In carrying out the sensitive activities identified, the Company undertakes to:

- verify the commercial and professional reliability of suppliers and customers;
- verify compliance with internal procedures for the evaluation of bidders and offers and ensure that it is possible to reconstruct the decision-making chain;
- ensure that all operations or transactions are authorised, correctly recorded, verifiable, consistent and appropriate;
- maintain documentation to support economic-financial operations;

- submit tax returns within the legal deadlines;
- keep the accounting records and other documents whose conservation for tax purposes is mandatory in a correct and orderly manner, preparing physical and/or IT defenses that prevent any acts of destruction and/or concealment;
- record economic, patrimonial and financial items only in relation to company events that actually occurred and were duly documented;
- guarantee compliance with the obligations required by legislation on direct and indirect taxes;
- ensure that tax and declaration obligations are carried out only by expressly authorized functions, in compliance with the principle of separation of duties;
- guarantee that the signing of the declaration forms, the payment of taxes, as well as any relationships with the tax authorities take place in compliance with the system of delegations and powers of attorney in place;
- ensure that the truthfulness and completeness of the data displayed are guaranteed in all accounting and tax declarations;
- provide for financial movements, taking care to verify that they always take place through authorized financial intermediaries;
- do not accept goods, services or other benefits for which there is no adequately authorized order/contract;
- guarantee the traceability and effectiveness of sponsorships and donations;
- collaborate transparently with the tax authorities, providing them, where necessary for carrying out checks or collection activities, with all the information requested, truthfully and completely.

AREA OF DON'T DO

In any case, it is prohibited to:

- use anonymous payment instruments to carry out transfer operations of significant amounts;
- make any type of payment in the interest of the Company in the absence of adequate supporting documentation;
- receive payments from parties who do not have commercial relationships with the Company;
- issue invoices or issue documents for non-existent transactions in order to allow third parties to commit tax evasion;
- indicate active elements for an amount lower than the actual one or fictitious passive elements using invoices or other documents having probative value similar to invoices for non-existent transactions;
- make payments to suppliers in a third country, other than that of the parties or of execution of the contract;
- make payments to third parties not included in the contractual relationship between the Company and the counterparty holder of the contract itself;
- carry out operations aimed at making it difficult to collect taxes due following a declaration or following an assessment in order to escape in whole or in part from a

procedure for the compulsory collection of income or value added taxes or interest or administrative sanctions relating to them;

- indicate in the documentation presented for the purposes of the tax transaction procedure active elements for an amount lower than the actual one or fictitious passive elements;
- record bank transactions, whether active or passive, in the accounts which do not have an actual correspondence in the accounting documentation proving the actual receipt or implementation of the service rendered or received;
- failing to submit the declarations required by the relevant legislation;
- omit the payment of taxes due;
- hide or destroy the mandatory accounting records or other fiscally relevant documents, also through access to their computer archiving tools, with the aim of making it impossible for the Financial Administration to reconstruct the taxable income;
- carry out false operations of alienation or other fraudulent acts on one's own or others' assets with the aim of making the compulsory collection procedure activated by the Financial Administration completely or partially ineffective;
- carry out transactions that involve the Company in fraudulent conduct within international systems with the aim of evading VAT, including through the omission of the annual VAT declaration;
- carry out operations of a transnational nature, with the aim of evading VAT, which may involve the indication in tax returns of asset elements for an amount lower than the actual amount or of non-existent passive elements;
- offset non-existent tax credits, for which the constituent and justifying elements do not exist;
- offset tax credits which are not due, i.e. which arose due to incorrect attribution of costs relating to the business activity, or corrected but not yet due because they were not registered in the declaration, or existing but not usable because the maximum amount threshold was exceeded compensable;
- during civil, criminal or administrative proceedings, it is prohibited to undertake (directly or indirectly) any illicit action that could favor or damage one of the parties involved.

21. SMUGGLING

THE RELEVANT TYPES OF CRIME

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by **article 25 *sexiesdecies*** of the Decree ("**Smuggling**") is not relevant for the purposes that the Model aims to achieve since the potentially relevant conduct takes the form of activities distant from the corporate *business* and the characteristics of the Company.

For the entire catalog of crimes provided for by art. 25 *sexiesdecies* of the Decree and for further information, please refer to Annex 2 "Catalogue of underlying offenses" ¹¹.

For the crimes provided for by art. 25 *sexiesdecies* of the Decree, the pecuniary administrative sanction of up to 400 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

GENERAL PRINCIPLES OF BEHAVIOR

In any case, the current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as the existing corporate procedures must be respected.

¹¹The cases *in question* (with the exception of articles 291 bis, 291 quater and 295) had been decriminalized by Legislative Decree 8/2016 ('Provisions regarding decriminalisation, pursuant to article 2, paragraph 2, of the law of 28 April 2014, no. 67'). However, Article 4 of Legislative Decree 75/2020 has inserted, in Article 1, paragraph 4, of Legislative Decree. 8/2016, among the crimes excluded from decriminalization, also "the crimes referred to in the decree of the President of the Republic of 23 January 1973, n. 43, when the amount of border fees exceeds ten thousand euros".

22. CRIMES AGAINST CULTURAL HERITAGE

THE RELEVANT TYPES OF CRIME

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by **article 25 septiesdecies** of the Decree ("**Crimes against cultural heritage**") is not relevant for the purposes that the Model aims to achieve since the potentially relevant conduct takes the form of activities distant from the corporate *business* and the characteristics of the Company.

For the entire catalog of crimes provided for by art. 25 *septiesdecies* of the Decree and for further information, please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 25 *septiesdecies* of the Decree, the pecuniary administrative sanction of up to 900 quotas is applied and the application of the following disqualifying sanctions is envisaged:

- Ban from carrying out the activity;
- Suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- Prohibition on contracting with the Public Administration;
- Exclusion from concessions, financing, contributions or subsidies and possible revocation of those already granted;
- Prohibition on advertising goods or services.

GENERAL PRINCIPLES OF BEHAVIOR

In any case, the current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as the existing corporate procedures must be respected.

23. LAUNDERING OF CULTURAL ASSETS AND DEVASTATION AND LOOTING OF CULTURAL AND LANDSCAPE ASSETS

THE RELEVANT TYPES OF CRIME

From the *risk assessment* carried out, it is believed that the category of crimes envisaged by **article 25 *duodevicies*** of the Decree "**Recycling of cultural assets and devastation and looting of cultural and landscape assets**" is not relevant for the purposes that the Model aims to achieve since the potentially relevant conduct takes the form of activities distant from the corporate *business* and the characteristics of the Company.

For the entire catalog of crimes provided for by art. 25 *duodevicies* of the Decree and for further information, please refer to Annex 2 "Catalogue of underlying offenses".

For the crimes provided for by art. 25 *duodevicies* of the Decree, a pecuniary administrative sanction of up to 1,000 quotas is applied.

GENERAL PRINCIPLES OF BEHAVIOR

In any case, the current legislative and regulatory provisions, the general reference principles, the rules of the Code of Ethics, as well as the existing corporate procedures must be respected.