

Organization,
Management and
Control Model
pursuant to
Legislative Decree
no. 231, 8 June 2001

General Section

Approved by the Board of Directors on November 9th 2023

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Definitions

Sensitive Activities	activities of the Company in the context of which there is a risk of commission of the offences referred to in the Decree or relevant to the management of financial resources
CCNL	National Collective Labour Contract
Code of Ethics	Code of Ethics adopted by the Company
Employees	Individuals with an employment contract with the Company or individuals who work on an on-going and continuous basis for the Company but are self-employed, as well as temporary agency workers
Legislative Decree 231/2001 or Decree	Legislative Decree no. 231 of 8 June 2001
Crealis or Company	Crealis S.p.A.
Group	The Crealis group.
Confindustria Guidelines	Confindustria document (approved on 7 March 2002 and updated in March 2014) for the preparation of Organization, Management and Control Models pursuant to Legislative Decree 231/2001
Model	Organization, Management and Control Model adopted by the Company pursuant to Legislative Decree 231/2001
Supervisory body or SB	The body envisaged by article 6 of Legislative Decree 231/2001, which is entrusted with the task of supervising the functioning and observance of the Model and its updating
PA	“Public Administration”, which means collectively: - Public Bodies: bodies created by an act of the State to meet the organizational or functional needs of the State itself, such as, for example, Municipalities and Provinces, Chambers of Commerce, National social security institute

(INPS), Italian workers compensation authority (INAIL), Maritime welfare institution (IPSEMA), Regional Environmental Protection Agency (ARPA);

- Public Officials: persons exercising a legislative, judicial or administrative public function and who can form or express the will of the PA through the exercise of authoritative or certifying powers, such as, for example, members of state and territorial authorities, supranational authorities (e.g. the European Union), the Police and the Italian Finance Police, Chambers of Commerce, Building Commissions, judges, bailiffs, auxiliary bodies of the administration of justice (e.g., insolvency administrators), administrators and employees of public bodies, private individuals invested with powers that make it possible to form or express the will of the Public Administration;

- individuals performing a public service: individuals who, for any reason, provide a public service, intended as an activity regulated in the same forms as the public function, but characterized by a lack of the powers typical of the latter, with the exclusion of the performance of simple routine tasks and the performance of purely manual work. A private individual or an employee of a private company can also be considered as responsible for a public service when carrying out activities aimed at the pursuit of a public objective and the protection of a public interest.

Procedures

Procedures, policies, organizational instructions, work orders and all other provisions, regulations and documents of the Company or Group, including the set of procedures adopted in accordance with ISO 9001.

Structure of this document

This document consists of a General Section and a Special Section consisting of the Protocols governing Sensitive Activities.

The General Section deals with the following topics:

- the regulations referred to in Legislative Decree 231/2001;
- the Company's system of corporate governance;
- the methodology for preparing the Model;
- the individuals to whom the model applies;
- the structure and operations of the Supervisory Body;
- disciplinary system of sanctions to protect against violations of the Model;
- dissemination of the Model and training of personnel.

The Protocols which make up the Special Section contain, on the other hand, the regulations on Sensitive Activities and the control measures aimed at or in any case suitable for reducing the risk of commission of the offences covered by the Decree. These control measures are implemented in the Procedures.

The following are also an integral part of the Model:

- the document called "*Control & Risk Self-Assessment and Gap Analysis pursuant to Legislative Decree 231/2001*", which formalizes the results of the *Control and Risk Self-Assessment* activities aimed at identifying Sensitive Activities;
- the Code of Ethics which defines the principles and general rules of conduct of the Company;
- the Procedures.

This documentation is available according to the arrangements provided for its distribution to the Company's personnel.

General Section

1. Legislative Decree no. 231 of 8 June 2001

1.1. Liability of entities for offences

Legislative Decree no. 231 of 8 June 2001 introduced and regulates the administrative liability for collective entities resulting from offences. This form of liability combines aspects of both the criminal and administrative penalty systems. According to the Decree, an entity is subject to an administrative penalty, insofar as it is liable for an administrative offence, but the system of penalties is based on criminal proceedings: the competent authority contesting the offence is the Public Prosecutor and a criminal judge imposes the penalty. Therefore, the liability of entities for offences has formally an administrative nature but is essentially a criminal liability.

Moreover, this is distinct and independent from the natural person who commits the offence, so that it exists even when the perpetrator of the offence has not been identified, or when the offence is extinguished for a reason other than through amnesty. In all cases, the liability of the entity is in addition, and does not replace, the liability of the natural person committing the offence.

The Decree's scope of application is extremely broad and concerns all entities with legal personality (including, of course, companies), associations including those without legal personality, and economic public bodies. On the other hand, the legislation in question does not apply to the state, territorial public bodies, non-economic public bodies and bodies performing functions of constitutional importance (such as political parties and trade unions).

1.2. Categories of so-called predicate offences

The entity may be held liable only for the crimes or offences – so called predicate offences - indicated as a source of liability by the Decree or in any case by a law that came into force before the commission of the act constituting the offence.

At the date of approval of this document, predicate offences are included in the following categories:

- offences against the Public Administration (articles 24 and 25);
- computer crimes and unlawful data processing (art. 24-*bis*);
- offences committed by organized crime (art. 24-*ter*);
- forgery of money, instruments of public credit, revenue and other official stamps and identification instruments or marks (art. 25-*bis*);
- offences against industry and commerce (art. 25-*bis*.1);
- corporate crimes (art. 25-*ter*);
- crimes for the purposes of terrorism or subversion of the democratic order (art. 25-*quater*);

- female genital mutilation practices (art.25-*quater*.1);
- crimes against the individual (art. 25-*quinquies*);
- market abuse offences (art. 25-*sexies*);
- crimes of manslaughter or serious or very serious injury, committed in violation of the regulations on the protection of health and safety in the workplace (art. 25-*septies*);
- handling of stolen goods, money laundering and use of illegally derived money, goods or advantage, as well as self-laundering (art. 25-*octies*);
- crimes involving non-cash payment instruments (art. 25-*octies*.1)
- copyright infringement offences (art. 25-*novies*);
- inducement not to make statements or to make false statements to the judicial authorities (art. 25-*decies*);
- environmental offences (art. 25-*undecies*);
- employment of third-country (non-EU) citizens without regular residence permits (art. 25-*duodecies*);
- racism and xenophobia (art. 25-*terdecies*);
- offences of fraud in sports competitions and illegal gambling or betting activities (art. 25-*quaterdecies*);
- tax offences (art. 25-*quinquiesdecies*);
- smuggling-related crimes (art. 25-*sexiesdecies*);
- crimes against cultural heritage (art. 25-*septiesdecies*);
- laundering of cultural property, devastation and looting of property of cultural and landscape value (art. 25-*duodevicies*);
- transnational crimes (art. 10, Law no. 146, 16 March 2006)¹.

¹ The amendments to the types of offences provided for in the Decree were made by the following regulatory acts: Law Decree no. 350 of 25 September 2001, which introduced art. 25-*bis* "Forgery of money, instruments of public credit and revenue and other official stamps", later amended and classified as "Offences of forgery of money, instruments of public credit, revenue and other official stamps and identification instruments or marks" by Law no. 99 of 23 July 2009; Legislative Decree no. 61 of 11 April 2002, which introduced article 25-*ter* "Corporate Crimes", later amended by Law no. 262 of 28 December 2005, Law no. 190 of 6 November 2012, Law no. 69 of 30 May 2015, Legislative Decree no. 38 of 15 March 2017 and Law no. 3 of 9 January 2019; Law no. 7 of 14 January 2003, which introduced art. 25-*quater* "Crimes for the purpose of terrorism or subversion of the democratic order"; Law no. 228 of 11 August 2003, which introduced article 25-*quinquies* "Crimes against the individual", later amended by Law no. 199 of 29 October 2016; Law no. 62 of 18 April 2005,

The entity may also be held liable in front of an Italian judge for predicate offences committed abroad according to the following conditions:

- the general conditions for prosecution provided for in Articles 7, 8, 9 and 10 of the Italian Criminal Code are met in order to be able to prosecute an offence committed abroad in Italy;
- the entity has its headquarters in Italy;
- proceedings are not brought against the entity in the country where the offence was committed.

which introduced art. 25-*sexies* "Market abuse"; Law no. 7 of 9 January 2006, which introduced art. 25-*quater*.1 "Female genital mutilation practices"; Law no. 146 of 16 March 2006, which provides for the liability of entities for transnational crimes; Law no. 123 of 3 August 2007, which introduced art. 25-*septies* "Manslaughter and serious or very serious bodily injury, committed in violation of the accident prevention regulations and the protection of hygiene and health at work" later amended and classified as "Manslaughter or serious or very serious injury, committed in violation of the regulations on the protection of health and safety in the workplace" by Legislative Decree no. 81 of 9 April 2008; Legislative Decree no. 231 of 21 November 2007, which introduced art. 25-*octies* "Handling of stolen goods, money laundering and use of illegally derived money, goods or advantage", later expanded and amended to "Handling of stolen goods, money laundering and use of illegally derived money, goods or advantage, as well as self-laundering" by Law no. 186 of 15 December 2014; Law no. 48 of 18 March 2008, which introduced article 24-*bis* "Computer crimes and unlawful data processing", later amended by Decree Law no. 105 of 21 September 2019, converted into Law no. 133 of 14 November 2019; Law no. 94 of 15 July 2009, which introduced art. 24-*ter* "Offences committed by organized crime"; Law 99/2009 - cited above - which introduced Article 25-*bis*.1 "Offences against industry and commerce" and Article 25-*novies* "Copyright infringement offences"; Law no. 116 of 3 August 2009, which introduced art. 25-*novies* (later renumbered art. 25-*decies* by Legislative Decree no. 121 of 7 July 2011) "Inducement not to make statements or to make false statements to the Judicial Authorities"; Legislative Decree 121/2011 - already mentioned - which introduced art. 25-*undecies* "Environmental offences", later amended by Law no. 68 of 22 May 2015; Legislative Decree no. 109 of 16 July 2012, which introduced Article 25-*duodecies* "Employment of third-country (non-EU) citizens without regular residence permits", later amended by Law no. 161 of 17 October 2017; Law 190/2012 - already mentioned - which amended Article 25; Law no. 167 of 20 November 2017, which introduced Article 25-*terdecies* "Racism and xenophobia"; Law 3/2019 - already mentioned - which amended art. 25; Law no. 39 of 3 May 2019, which introduced art. 25-*quaterdecies* "Fraud in sports competitions and illegal gambling or betting activities"; Law Decree no. 124 of 26 October 2019, converted into Law no. 157 of 19 December 2019, which introduced article 25-*quinquiesdecies* "Tax offences"; Legislative Decree no. 75 of 14 July 2020, which (i) increased the number of crimes committed in relations with the Public Administration by introducing, in Art. 24, the crimes of fraud in public supplies and fraud in agriculture and, in Art. 25, the crimes of embezzlement, embezzlement by profiting from the error of others, and abuse of authority to the detriment of the financial interests of the European Union; (ii) amended Article 25-*quinquiesdecies* by increasing the number of tax crimes; (iii) introduced Article 25-*sexiesdecies* "Smuggling"; Legislative Decree no. 184 of 8 November 2021, which introduced Article 25-*octies*.1 "Crimes relating to non-cash means of payment"; Legislative Decree no. 195 of 8 November 2021, which expanded the source-crimes of the cases of receiving, laundering, self-laundering and use of money, goods or utilities of unlawful origin referred to in Art. 25-*octies*; Law no. 22 of 9 March 2022, which introduced Art. 25-*septiesdecies* "Crimes against cultural heritage" and Art. 25-*duodevicies* "Laundering of cultural property and devastation and looting of cultural and scenic heritage."

1.3.Criteria for attribution of liability to the entity; exemption from liability

In addition to the commission of one of the predicate offences, other regulatory requirements must be included in order for the entity to be punishable under Legislative Decree 231/2001. These additional criteria for the liability of entities can be classified as "objective" and "subjective".

The first objective criterion consists of the fact that the offence is committed by a person linked to the entity by a specific relationship. In this regard, a distinction is made between:

- “top management”, i.e. people who hold positions of representation, administration or management of the organization, such as directors, general managers or directors of an autonomous organisational unit and in general the people who manage, also de facto, the entity or one of its autonomous organisational units;
- “subordinates”, i.e. all those who are subject to the management and supervision of people in top management. Employees and all those individuals who, even if not part of the personnel, have to perform a role under the direction and control of top management are included in this category.

The identification of individuals referred to above does not depend on their contractual position with the entity. In fact, individuals who are not part of the entity’s personnel when they act in the name, on behalf of and in the interests of the entity are also included.

A further objective criterion is represented by the fact that the offence must be committed in the interests of or for the benefit of the entity; the existence of at least one of the two alternative conditions is sufficient (in this regard, see Court of Cassation Criminal section, December 20, 2005, no. 3615):

- interest exists when the offender has acted with the intention of favouring the entity, regardless of whether this objective has actually been achieved;
- benefit exists when the entity has obtained – or could have obtained - a positive, economic result or other gain from the offence.

Regarding the subjective criteria for attributing liability to the entity, these relate to the preventive measures that the entity has adopted in order to prevent one of the predicate offences being committed when carrying out its business activity.

The Decree provides for exemption from liability for the entity in the event of commission of an offence by a person in top management if the entity can demonstrate that:

- the board of directors adopted and effectively implemented, prior to the commission of the offence, organisation, management and control models suitable for preventing such offences;
- the task of supervising the operation of and compliance with the models and ensuring they are up to date has been entrusted to a specific body with autonomous powers of initiative and control;

- an individual in top management has committed the offence by fraudulently circumventing the models;
- supervision by the abovementioned body was not omitted or insufficient.

In the case of offences committed by subordinates, the entity can instead be held liable only if it is ascertained that the commission of the offence was made possible by non-compliance with management or supervisory obligations, which is in any case excluded if, prior to the commission of the offence, the organization has adopted organisation, management and control models suitable for preventing offences of the type committed.

1.4. Information provided in the Decree regarding the characteristics of the organisation, management and control model

The Decree is limited to regulating certain general principles regarding the organisation, management and control model, providing for the following minimum content:

- identification of the entity's activities within which offences may be committed;
- inclusion of specific protocols on how to make and implement the entity's decisions, in relation to the offences to be prevented;
- identification of procedures for the management of financial resources suitable for preventing the commission of offences;
- adoption of a disciplinary system designed to punish non-compliance with the measures set out in the model;
- identification of information flows to the Supervisory Body;
- inclusion, in relation to the type and size of the organization, as well as the type of business carried out, of suitable measures to guarantee that the business is carried out in compliance with the law and to discover and promptly eliminate any risk situations.

The Decree requires that the model is periodically verified and updated, both when significant violations of the provisions emerge and when significant changes occur in the organization or the entity's business.

1.5. The penalties

As provided for by Legislative Decree 231/2001, in the event of conviction under the Decree, the entity may be subject to the following four types of penalties:

- fines: these are always applied when the judge considers the entity is liable and they are calculated by means of a system based on quotas, the number and amount of which are determined by the judge; the number of quotas, which are applied between a minimum and maximum based on the situation, depends on the seriousness of the offence, the degree of responsibility of the entity, the actions carried out to eliminate or mitigate the consequences of the offence or to prevent the commission of other offences; the amount of the individual quotas

is established between a minimum of € 258.00 and a maximum of € 1,549.00 depending on the economic and financial position of the entity;

- disqualification measures: these are applied, in addition to fines, only if expressly envisaged for the offence for which the entity is convicted and only if at least one of the following conditions is met:
 - the entity has made a significant profit from the offence and the offence was committed by a person in top management, or by a subordinate person if the commission of the offence was made possible by serious organisational shortcomings;
 - the offence is repeated.

Disqualification measures under the Decree are as follows:

- disqualification from carrying on the business;
- suspension or revocation of authorisations, licences or concessions instrumental to the commission of the offence;
- a ban on entering into contracts with the PA, except to obtain the performance of a public service;
- exclusion from concessions, financing, contributions or subsidies and the possible revocation of those already granted;
- a ban on advertising goods or services.

Disqualification measures are temporary (although as an exception they can apply permanently), with a duration ranging from three months to two years (up to seven years with regard to corruption allegations) and concern the specific activity of the entity to which the offence refers. They can also be applied as a precautionary measure, at the request of the Public Prosecutor, if there is serious evidence of the entity's liability and there are well-founded and specific elements that indicate that there is a real danger of further commission of offences of the same nature as the one being prosecuted;

- confiscation: confiscation of the amount or profit of the offence or of goods or other benefits of equivalent value is always included in the sentence given;
- publication of the sentence: this may be ordered when the entity is sentenced to a disqualification penalty, consisting of the publication of the sentence at the entity's expense, either as an excerpt or in full, in one or more newspapers indicated by the judge in the sentence as well as posting it in the municipality where the entity has its head office.

Administrative penalties against the entity are to be assessed within five years from the date on which the offence underlying the administrative offence was committed.

The final sentence against the entity is entered in the national register of administrative penalties for offences.

The Decree also governs the liability regime of the entity in the case of conversion, merger, demerger and divestment of a business.

In the case of an entity's transformation, liability for offences committed before the date on which the transformation took effect remains unaffected. The new entity will therefore be the recipient of the penalties applicable to the original entity, for acts committed before the transformation.

In the case of a merger, the entity resulting from the merger, also by incorporation, is liable for the offences for which the entities participating in the merger were responsible.

In the case of a demerger, the liability of the demerged entity for offences committed before the date on which the demerger took effect remains unaffected and the entities benefitting from the demerger are jointly and severally liable to pay the pecuniary sanctions imposed on the demerged entity within the limits of the value of the net assets transferred to each individual entity, except in the case of an entity to which the business unit in which the offence was committed was also partially transferred; disqualification measures apply to the entity (or entities) where the business unit in which the offence was committed has remained or was transferred.

In case of sale or transfer of a business in which the offence has been committed, except for the benefit of prior enforcement of the transferor, the transferee is jointly and severally liable with the transferor to pay the pecuniary penalty, within the limits of the value of the transferred business and within the limits of the pecuniary penalties resulting from the mandatory accounting records or due for offences of which the transferee was in any case aware.

2. Crealis S.p.A.: the Company and its system of corporate governance and internal control

2.1. The Company

Crealis is a leader in the processing of plastics and aluminium laminates, as well as in the production of screw caps, corks, capsules and guarantee closures for the most famous brands in the world of wine, sparkling wine, spirits, oil and vinegar. The Company also offers cutting-edge technical and aesthetic solutions, which meet the quality and customisation requirements of customers in the wine industry and related sectors.

The company, which was initially called Enoplastic S.p.A., subsequently Enoflex S.p.a, and currently Crealis S.p.a., is the leader of an international group consisting of eight brands for a total of 15 production plants in Italy, France, Spain, USA, Australia and New Zealand.

The Company's system of corporate governance is currently structured as follows:

- Board of Directors: it has the broadest powers for the ordinary and extraordinary management of the Company, with the power to carry out, without limitation, all acts deemed appropriate for the achievement of the corporate purpose, with the exclusion only of those strictly reserved by law for the General Meeting of the Shareholders and the Articles of Association;
- Board of Statutory Auditors: the management of the company is controlled by a collective body composed of three regular members and two alternate members;
- Independent Auditors: the audit of the Company's accounts is carried out by an auditing firm entered in the register established with the Ministry of Justice.

The Company's corporate governance system includes the Model and Procedures which are designed to make the control system as efficient as possible in addition to preventing the offences provided for in the Decree.

The essential foundation of the Model is the Code of Ethics adopted by the Company, which formalizes the ethical principles and values that guide it in conducting its business.

The Code of Ethics is an integral and essential part of the Model and gives legal relevance and mandatory effectiveness to the ethical principles and standards of conduct described in it, also with a view to the prevention of corporate crime, and is based on compliance with current regulations.

2.2. The internal control system

The internal control system of Crealis, especially all Sensitive Activities and in line with the provisions of Confindustria Guidelines, is based on the following principles:

- clear identification of roles, duties and responsibilities of the individuals involved in the implementation of company activities (internal or external to the organisation);
- segregation of duties between the person who performs an activity operationally, the person who checks it, the person who authorises it and the person who records it (where applicable);
- operations must be verifiable and can be demonstrated with documents *ex post*: the relevant activities carried out (above all in the context of Sensitive Activities) are adequately formalized, especially regarding documentation prepared during their implementation. The documentation produced and/or available in paper or electronic form is archived by the Functions/subjects involved;
- identification of manual and automatic preventive controls and *ex-post* checks: manual and/or automatic controls are in place to prevent the commission of offences or to detect irregularities *ex post* that could conflict with the purposes of the Model. These controls are more frequent, articulated, and sophisticated within those Sensitive Activities characterised by a higher risk profile of the commission of offences.

The components of the internal control system can be traced back to the following elements:

- a system of ethical principles aimed at preventing the offences included in the Decree;
- a sufficiently well-formalized and clear organisational system;
- a system of authorizing and signing powers that is in line with the established organizational and management responsibilities;
- a management control system capable of providing timely notification of the existence and occurrence of critical situations;
- a system of communication and personnel training concerning the elements of the Model;
- appropriate disciplinary system to impose penalties for violations of the rules in the Model;
- a system of manual and electronic operative procedures aimed at regulating the activities in business areas at risk with appropriate control measures;
- information systems for the performance of operational or control activities within or in support of Sensitive Activities.

For information regarding the system of ethical principles, the system of communication and training and the disciplinary system, please consult the Code of Ethics, as well as paragraphs 6 and 7 of this General Section.

The Company's organisational system is determined through the provision of a company organisational chart and a job description system that regulates the duties and areas of responsibility of the main organisational positions.

The authorization and decision-making system consists of a structured and consistent system of authorization powers and powers of attorney properly formalized, based on the following principles:

- delegations of authority combine each management power with the relevant responsibility and an appropriate position in the organisation chart, and are updated as a result of organisational changes;
- each delegation of authority precisely and clearly defines and describes the management powers of the person to whom authority is delegated and the individual to whom he or she reports hierarchically/functionally;
- management powers assigned with the delegations of authority and their implementation are consistent with the corporate objectives;
- the person to whom authority is delegated must have spending powers appropriate to the functions delegated to him or her;
- powers of attorney are granted exclusively to individuals with internal functional delegations of authority or specific appointments and include the extension of powers of representation and any necessary spending limits.

The management control system adopted by Crealis consists of the various stages involved in drawing up the annual budget, analysing periodic financial reports and drawing up forecasts.

The system ensures:

- multiple subjects are involved, in terms of the appropriate segregation of functions for the processing and transmission of information;
- the ability to provide timely reporting of the existence and occurrence of critical situations through an adequate and timely information flow and reporting system.

Article 6, paragraph 2, letter c) of the Decree explicitly states, in addition, that the Model must *«identify ways of managing financial resources suitable for preventing the commission of offences»*.

Accordingly, the management of financial resources is defined on the basis of principles which provide reasonable segregation of duties, ensuring that all payments are requested, made and checked by independent functions or individuals who are as distinct as possible and to whom, moreover, no other responsibilities likely to give rise to potential conflicts of interest are assigned.

Article 6, paragraph 2, letter b) of the Decree explicitly states that the Model must *«provide for specific protocols aimed at organizing how the company makes and implements decisions in relation to the offences to be prevented»*.

Accordingly, the Company has adopted Procedures to manage Sensitive Activities and, therefore, to guide and guarantee the implementation and enforcement of the controls provided for by the Model. In particular, the Procedures guarantee the application of the following principles:

- clear formalization of roles, responsibilities, methods and timings for implementing regulated operational and control activities;
- representation and discipline of the separation of tasks between the person who makes the decision (decision impulse), the person who authorizes its implementation, the person who carries out the activities and the person who is entrusted with control activities;
- traceability and formalization of each relevant activity in the process included in the procedure in order to ensure that the activities carried out and records of the principles and control activities applied can be retraced after the event;
- suitable level of archiving of relevant documentation.

Adequate security measures are also envisaged to protect against the risk of loss and/or alteration of documentation referring to Sensitive Activities or unwanted access to data/documents to safeguard the company's wealth of documents and information.

In order to protect the integrity of data and the effectiveness of information systems and/or computer applications used to perform operational or control activities within or in support of Sensitive Activities, the presence and operation of the following elements are guaranteed:

- user profiling systems for access to modules or environments;
- rules for correctly using company computer systems and equipment (hardware and software);
- automated systems access control mechanisms;
- automated access blocking or prevention mechanisms;
- automated mechanisms for the management of authorization workflows.

3. Methodology for preparing the Model; changes and amendments to the Model

For the purposes of preparing this document, in accordance with the provisions of the Decree, Confindustria Guidelines and indications derived from case law, the Company has carried out the so-called control and risk self-assessment.

Control and risk self-assessment activities were carried out and coordinated by a Project Team made up of external consultants, together with the direct involvement of Company Management.

The activities were structured in the following stages:

- obtaining and analysing documentation relevant to the company's governance and internal control system (e.g. organisation charts, codes of conduct, structure of delegations of authority and powers of attorney, internal procedures, reports and minutes);
- preliminary identification of Sensitive Activities falling within the responsibility of the various organisational structures concerned, with particular reference to those most relevant within the scope of Legislative Decree 231/2001, also considering the identification of potential new offence risks;
- identification of key officers to be involved in interviews;
- conducting interviews aimed at:
 - identifying/confirming Sensitive Activities, operating procedures for these and the individuals involved;
 - identifying the potential risks (inherent) of commission of the predicate offences attributable to the individual Sensitive Activities;
 - analysing and evaluating the existing control measures/systems in place to mitigate the abovementioned risks and identifying possible improvement areas;
- sharing the findings that emerged with Management and formalizing them in a summary report ("Control & risk self-assessment and Gap analysis pursuant to Legislative Decree 231/2001") which is an integral part of this document.

This activity led to the identification of suitable control measures to be implemented in the control system in order to reduce the risk of offences being committed, as well as the effective implementation of the abovementioned control measures in the control system by the individual key officers involved from time to time.

The Company adopted the first version of its Organization, Management and Control Model with a resolution of the Board of Directors on June 26th 2020; subsequently, the Model was updated in light of newly-introduced regulatory framework and organizational changes. The new updated version of the Model was adopted by resolution of the Board of Directors on 29 March 2023.

The Model must always be changed or amended promptly, exclusively via resolution of the Board of Directors, in the event that:

- significant changes have occurred in the relevant regulations (e.g. introduction in the Decree of new predicate offences), as well as in the organization or business of the Company;
- violations or evasion of the provisions contained in the Model have been detected, showing it to be ineffective for preventing the offences.

Changes to the Procedures are made by the Heads of the Functions concerned.

4. Recipients of the Model and rules governing relations with third parties

The Model applies to:

- Company Directors, including de facto Directors, and the Board of Statutory Auditors;
- Employees of the Company;
- those who, in any case, operate under mandate and/or on behalf of the Company (e.g. under a contract, such as consultants, or by a specific power of attorney, such as defence counsel in court); these subjects are bound to comply with the Model by means of specific contractual clauses.

In addition, all agreements entered into by the Company with suppliers of goods or services must include the commitment on the part of the supplier, or in the event the supplier is a legal person, the guarantee that its directors and employees undertake:

- to comply with the applicable rules and not to commit offences;
- to comply with the principles of the Code of Ethics and the Model (which will be made known to the supplier in the manner deemed most appropriate by the Company, e.g. by publication on its website);
- to comply with any requests for information made by the Company's SB,

as well as the right for the Company to proceed with the application of forms of protection (e.g. termination of the agreement, application of penalties, etc.), if a violation of these commitments and guarantees is identified.

5. Supervisory Body

5.1. Function

In compliance with the Decree, the Company entrusts to its Supervisory Body the task of continuously supervising:

- compliance with the Model by the subjects to whom the Model applies, as identified in the previous paragraph, and implementation of the provisions of the Model in the performance of the Company's activities;
- effectiveness of the Model in preventing the commission of offences referred to in the Decree;
- updating of the Model.

5.2. Requirements and composition of the Supervisory Body

Case law and best practices concerning Legislative Decree 231/2001 have identified the following requirements of the Supervisory Body as indispensable:

- autonomy and independence: the concepts of autonomy and independence do not have a valid definition in absolute terms but must be interpreted and defined in the operational framework in which they are to be applied. Since the Supervisory Body is responsible for verifying compliance, in the company's operations, with the control measures applied, its position within the organisation must guarantee its autonomy from any form of interference and conditioning by any component of the organisation and in particular top management, especially considering that the function performed includes supervising the activities of people in top positions. Therefore, the Supervisory Body is accountable only to the Board of Directors when carrying out its functions.

In addition, to ensure the Supervisory Body's autonomy, the Board of Directors makes company resources available to the same (the number and skills of these is in proportion to the tasks entrusted to the SB), and approves, as part of creating the company budget, an adequate allocation of financial resources, proposed by the SB, which the latter can use for anything required to properly perform its tasks (e.g. specialist advice, travel, etc.).

The autonomy and independence of the individual members of the Supervisory Body must be established on the basis of the function performed and the tasks assigned to him/her, identifying from whom and from what this person must be autonomous and independent to be able to perform these tasks. Consequently, no member may hold decision-making, operational and management roles such as to compromise the autonomy and independence of the entire SB.

In all cases, the requirements of autonomy and independence assume that the members are not in a position, even potentially, of personal conflict of interest with the Company.

Moreover, the members of the Supervisory Body must not:

- hold operational positions in the Company;
 - be a spouse, relative or similar (including up to fourth-degree relatives) of Company directors;
 - be in any other situation of actual or potential conflict of interest;
- professional expertise: the Supervisory Body must possess technical and professional skills among its members which are appropriate to the functions it is called upon to perform. The SB must therefore include individuals with adequate professional expertise in economic and legal matters and analysis, control and management of business risks. In particular, the Supervisory Board must possess specialist technical skills required to perform control and advisory activities.

A specific expense budget is allocated to the Supervisory Body to ensure the necessary or useful skills for the Supervisory Body's activity and guarantee the Body's professional expertise (in addition, as already shown, to its autonomy). This budget is intended to enable it to acquire additional skills to its own outside the organization, when required. In this way, the Supervisory Body can also make use of external experts to provide itself with skilled resources, for example in legal matters, company organisation, accounting, internal controls, finance and safety in the workplace, etc.;

- continuity of activity: the Supervisory Body carries out its activities on an on-going basis.
- Continuity of activity must not be understood as "unceasing operation", since such an interpretation would necessarily require a Supervisory Body to be exclusively internal to the organization, when such a circumstance would lead instead to a decrease in the indispensable autonomy that must characterize the SB. Continuity of activity means that the SB's activities must not be limited to periodical meetings of its members, but must be organized on the basis of a plan of activity and constant monitoring and analysis of the organization's preventive control system.

In compliance with the abovementioned principles, and considering the structure and operations of Crealis, the Company's Supervisory Body is composed collectively of three members, at least one of whom is not part of the Company's personnel.

5.3. Eligibility requirements for members of the Supervisory Body

The role of member of the Supervisory Body cannot be entrusted to a person who is:

- accused or convicted, even if the sentence is not yet final or the sentence is conditionally suspended, save the effects of rehabilitation:
- of one or more offences among those provided for by Legislative Decree 231/2001;

- of any offence committed intentionally;
- disqualified, incapacitated, bankrupt or sentenced, even if the sentence is not yet final, to a disqualification measure, also temporary, from public office or incapacity to exercise managerial functions;
- subject or has been subjected to preventive measures ordered pursuant to Legislative Decree no. 159 of 6 September 2011 («*Code of anti-mafia laws and preventive measures, as well as new provisions on anti-mafia documentation, pursuant to Articles 1 and 2 of Law no. 136 of 13 August 2010*»);
- subject to the additional administrative penalties referred to in Article 187-quater of Legislative Decree no. 58 of 24 February 1998.

5.4.Appointment, removal, replacement, forfeiture and withdrawal

The Board of Directors appoints the Supervisory Body, stating the reasons for choosing each member, after having verified the existence of the requirements set out in the preceding paragraphs, basing its decision not only on the curriculum vitae but also on the official and specific statements collected directly from the candidates. Furthermore, the Board of Directors shall receive from each candidate a declaration certifying the absence of reasons for ineligibility referred to in the previous paragraph.

After formal acceptance from those being appointed, the appointment is communicated to all levels of the Company through internal communication.

The Supervisory Body has its own Operating Regulation which it approves and presents to the Board of Directors.

The Supervisory Body remains in office for three years. Members of the SB may be re-elected at the end of their term of office.

Removal from office as a member of the SB can only take place by resolution for one of the following reasons:

- loss of the requirements mentioned in the previous paragraphs;
- failure to comply with the obligations relating to the appointment;
- lack of good faith and diligence in the exercise of his or her duties;
- lack of collaboration with the other members of the SB;
- the unjustified absence from more than two meetings of the SB.

Each member of the SB is obligated to notify the Board of Directors, through the Chairman of the SB, the loss of the requirements referred to in the paragraphs above.

The Board of Directors shall revoke the appointment of a member of the SB who is no longer suitable and, after adequate justification, shall immediately replace him/her.

Any incapacity or impossibility to perform the duties, before the expiry of the term of office, shall constitute grounds for forfeiture of the office.

Each member of the SB may withdraw from the appointment at any time, in accordance with the procedures which will be established in the SB's regulations.

In the event of forfeiture or withdrawal by one of the members of the SB, the Board of Directors shall promptly replace the member who has become ineligible.

5.5. Activities and powers

The Supervisory Body meets at least twice a year and whenever one of the members has asked the Chairman to call a meeting, justifying the need for the meeting. Furthermore, it may delegate specific functions to the Chairman. Each meeting of the SB is recorded in minutes.

In order to carry out the assigned tasks, the Supervisory Board is vested with all powers of initiative and control over all company activities and staff levels and reports exclusively to the Board of Directors through its own Chairman.

The duties and powers of the SB and its members cannot be examined by any other company body or structure, without prejudice to the fact that the Board of Directors may verify the conformity between the activity actually carried out by the Body and the mandate assigned to it. In addition, the SB, except for the prevailing provisions of the law, has free access - without the need for any prior consent - to all Functions and Bodies of the Company, in order to obtain any information or data deemed necessary for the performance of its duties.

The Supervisory Body performs its functions by coordinating with other control Bodies and Functions existing in the Company. The SB also coordinates with company Functions involved from time to time for all aspects relating to implementation of the Procedures. The SB may also avail itself of the help and support of employees and external consultants, especially for problems that require specialist skills.

The Supervisory Body organizes its activities based on an annual action plan, which includes planned initiatives to be carried out to evaluate the efficacy and effectiveness of the Model as well as its updating. This plan is presented to the Board of Directors.

The Supervisory Body establishes its own annual budget and submits it to the Board of Directors for approval.

When monitoring the effective implementation of the Model, the Supervisory Body has powers and duties, which it exercises in compliance with the law and the individual rights of workers and subjects involved, to:

- carry out inspection activities, also through other parties (e.g. their own consultants);

- access all documentation or in any case information regarding the Company's activities, which it may request from all Company personnel as well as the Board of Directors, the Board of Statutory Auditors and the suppliers of goods and services;
- report serious and urgent matters to the Board of Directors, as well as any events that make it necessary to amend or update the Model;
- propose to the individual with disciplinary authority the adoption of disciplinary measures related to violations of the Model, as referred to in paragraph 6;
- coordinate with the Human Resources Function, in order to define the training programmes relating to Legislative Decree 231/2001 and the Model, referred to in paragraph 7;
- prepare an annual written report to the Board of Directors with the following minimum content:
 - summary of the activity, the checks carried out by the SB during the period and their results;
 - any discrepancies between the Procedures and the Model;
 - disciplinary procedures activated upon proposal of the SB and any sanctions applied;
 - general evaluation of the Model and its effective functioning, with any proposals for additions and improvements;
 - any changes to the reference regulatory framework;
 - statement of any expenses incurred;
- report to the Board of Statutory Auditors, at least annually, on the application of the Model, its functioning, updating and relevant facts or events identified. In particular, the SB:
 - shall report any shortcomings found with regard to the organisational structure and the effectiveness and functioning of the Procedures to the Board of Statutory Auditors;
 - shall report on violations of the Model and on facts that may constitute offences.

The Board of Directors has the right to convene the Supervisory Board at any time. Likewise, the SB has, in turn, the right to request, through the Functions or relevant persons, the convening of the Board of Directors for urgent reasons. Meetings with bodies to which the SB reports must be recorded in minutes and a copy of the minutes must be kept by the SB and the bodies from time to time involved.

5.6. Information flows towards the SB

The SB must promptly obtain, by way of example and without limitation, the following information:

- critical issues, anomalies or anything considered abnormal as detected by the Company Functions in the implementation of the Model;

- measures and/or information emanating from court police bodies, or from any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons, for offences referred to in the Decree committed within the scope of the Company's activities;
- internal and external communications regarding any matter which may be connected with possible offences referred to in the Decree (for example, disciplinary measures started/implemented against employees);
- requests for legal assistance made by employees in the event of the initiation of legal proceedings for offences referred to in the Decree;
- news relating to changes in the organizational structure;
- updates in the organizational system and the system of delegations of authority and powers of attorney (including therein those relating to the system of powers concerning workplace health and safety and the environment);

This information must be provided to the SB by the Function Heads according to their area of responsibility.

The Supervisory Body may propose to the Board of Directors further types of information which the managers involved in handling Sensitive Activities must transmit together with the frequency and manner in which such communications are forwarded to the Supervisory Body, also through the definition of a specific operating procedure and/or the integration of existing procedures.

Finally, the SB shall receive from the Reporting Manager, as identified in Section 5.7.2 "Reporting System" below, timely information on:

- receipt of Reports of unlawful conduct under Legislative Decree 231/2001 or breaches of the Model
- follow-up to these Reports
- the outcome of the investigations and assessments of Reports that turned out to be made on reasonable grounds
- the type and subject matter of all Reports received, even if not of unlawful conduct as defined by Legislative Decree 231/2001 or breaches of the Model, and the outcome of the relevant investigations.

The SB in office shall receive from the members of previous SBs the documentation relating to the activities carried out by them during their respective mandates. This documentation, together with that produced by the SB in office, is managed and stored by the SB in a special hard copy or electronic archive for the full duration of their mandate. Access to this archive is granted to the members of the

Board of Directors, the Board of Statutory Auditors, the members of the successive SBs over time, as well as parties authorized by the SB in office from time to time.

5.7. Reports of wrongdoing or breaches of the Model.

5.7.1 General principles

The Company is aware that, to encourage reports of potential wrongdoing or breaches of the Model, an appropriate system is required for handling them, which protects – through appropriate technical and organizational measures – the confidentiality of some information, such as the identity of the reporting person, the reported person and any other person mentioned in a report, as well as the content of the report and relevant documentation, and is managed by an independent and specifically trained person or entity.

The Company, therefore, pursuant to Legislative Decree 24/2023, has implemented specific reporting channels, managed by a special internal committee (hereinafter the "Whistleblowing Manager") and defined by a specific procedure (hereinafter the "Whistleblowing Procedure"), published on the Company's website, the whistleblowing process and responsibilities for receiving, assessing, managing and closing reports.

5.7.2 Reporting system

Pursuant to Article 6, Paragraph 2-bis of Legislative Decree 231/2001, as amended by Legislative Decree 24/2023, the Company has implemented the internal reporting channels (hereinafter the "Channels") referred to in Article 4 of the aforementioned decree (hereinafter the "Whistleblowing Decree"), which are managed by an external law firm appointed pursuant to the aforementioned Article 4, Paragraph 2 (hereinafter the "Whistleblowing Manager") specifically trained and appointed as a data processor pursuant to Article 28 of the GDPR.

In particular, using the reporting Channels, the persons referred to in Legislative Decree 24/2023 and the Whistleblowing Procedure (including, but not limited to employees, non-employees, contractors, shareholders, consultants, etc., hereinafter referred to as "Whistleblowers"), can report – in order to protect the integrity of the Company – unlawful conduct under Legislative Decree 231/2001 or breaches of the Model, as well as breaches of Union law and national transposing legislation referred to in the Whistleblowing Decree², of which they may become aware in a work-related context (hereinafter referred to as the "Reports"):

- in written form - via the EQS Integrity Line platform (hereinafter the "Platform"), for which adequate security measures (in particular, data encryption) have been implemented to protect

² See Article 2(1)(a)(3), (4), (5) and (6) of Legislative Decree 24/2023.

⁴ Pursuant to Articles 4(1) and 12 of Legislative Decree No. 24/2023, as well as the corresponding provisions of the ANAC Guidelines (Resolution No. 311 of 12 July 2023).

the confidentiality of the identity of the reporting persons, the reported persons and any other person mentioned in the Report, as well as the content of the Reports and relevant documentation³, or

- orally, via the Platform voice messaging system, and/or in a meeting with the Reporting Manager (video call through the same Platform).

All information concerning the definition of Whistleblowers and reportable breaches, the Channels available and how to access them, the prerequisites for making internal and external Whistleblowing Reports, and the process for handling Whistleblowing Reports are specified in the Whistleblowing Procedure, which is published on the Company's website and posted in the workplace and otherwise made available to Whistleblowers.

5.7.2 Disciplinary system

Moreover, the Company, to protect the right of Whistleblowers to make Reports – although exclusively under the conditions set forth in the Whistleblowing Decree and the Whistleblowing Procedure – expressly prohibits any form of retaliation against Whistleblowers.

Retaliation is defined as any conduct, act or omission occurring in a work-related context following a report (also to the Judiciary and public disclosures) and which causes the reporting person detriment, including attempts and threats of retaliation.

By way of example, reference is made to the cases in Art. 17(4) of Part D and the specifications of the Whistleblowing Procedure.

This protection also applies to:

- natural persons assisting a reporting person in the reporting process ("facilitators");
- persons belonging to the same work-related context and are close to the reporting person, or even relatives within the fourth degree of consanguinity;
- colleagues and coworkers of the reporting person who have a relationship with the latter;
- legal entities that the reporting persons own, work for or are otherwise connected with in a work-related context.

³ Pursuant to Articles 4(1) and 12 of Legislative Decree 24/2023 and the applicable requirements of ANAC Guidelines (Resolution No. 311 of July 12, 2023).

6. Disciplinary system

6.1. General principles

The Decree requires that a “*disciplinary system suitable for imposing sanctions for non-compliance with the measures shown in the model*” is put in place both for individuals in top management positions and for individuals subject to the direction and supervision of others.

The existence of a system of sanctions applicable in the event of non-compliance of the rules of conduct, the provisions and internal procedures laid down in the Model is, in fact, essential to ensure the effectiveness of the Model.

The application of the sanctions under discussion must remain completely independent from the development and outcome of any criminal or administrative proceedings initiated by judicial or administrative authorities, in the event the conduct to be censured also constitutes a relevant offence within the meaning of the Decree or a criminal or administrative offence within the meaning of the legislation on the protection of workplace health and safety. In fact, the rules imposed by the Model are adopted by the Company in full autonomy, regardless of whether any conduct may constitute a criminal or administrative offence and whether the judicial or administrative authorities intend to prosecute such offence.

The applicable disciplinary measures and sanctions are posted in a place accessible to all Employees and otherwise made available to all Recipients.

The SB is responsible for verifying the adequacy of the disciplinary system and the constant monitoring of any proceedings for the imposition of sanctions against employees, as well as any actions taken against external parties, also reporting any infringements of which it becomes aware whilst performing its duties.

6.2. Violations of the Model

The following are violations of the Model:

- conduct which constitutes the types of offences contemplated in the Decree;
- conduct which, although not constituting one of the types of offence included in the Decree, are unequivocally directed towards their commission;
- conduct that does not comply with the Procedures referred to in the Model and the Code of Ethics;
- conduct that does not comply with the provisions set out in the Model or referred to in the Model and, in particular, does not comply with the controls in the Special Section and the Procedures referred to in the Model itself;

- non-cooperative conduct towards the SB, consisting, by way of example and without limitation, in refusing to provide the information or documentation requested, failure to comply with the SB's general and specific directives to obtain information considered necessary to perform its duties, failure to participate without justified reason in the inspection visits planned by the SB, failure to participate in training meetings;
- breaches of the reporting system referred to in Section 6 above, "Reporting wrongdoing or breaches of the Model"; regarding these breaches and the applicable disciplinary measures, please refer to Section 6.7 below, "Disciplinary measures for breaches of the reporting system."

The seriousness of violations of the Model will be assessed based on the following circumstances:

- the presence and intensity of intent;
- the presence and intensity of negligent, reckless or incompetent conduct;
- the extent of the danger and/or consequences of the violation for the individuals to whom the legislation on the protection of health and safety in the workplace is applicable, as well as for the Company;
- the predictability of the consequences;
- the timing and manner of the violation;
- the circumstances in which the violation took place;
- recidivism, consisting of the repeated imposition of disciplinary sanctions for violations of the Model, as well as the repetition of relevant disciplinary conduct, assessing both their occasional nature and collectively (even if not punished with sanctions).

6.3. Measures against employees

Violation of the individual rules of conduct set out in this Model by employees subject to the CCNL applied by the Company constitutes a disciplinary offence.

Any type of violation of the rules of conduct contained in the Model authorizes the SB to request the relevant company Function to initiate disciplinary proceedings and to impose one of the sanctions listed below, if applicable, determined on the basis of the seriousness of the violation committed in light of the criteria listed in paragraph 6.2 and the conduct adopted before (e.g. any previous violations committed) and after the fact (e.g. notification to the SB of the irregularity) by the offender.

The disciplinary measures that may be imposed against said workers – in compliance with the procedures provided for in article 7, paragraphs 2 and 3, Law no. 300 of 30 May 1970 (Workers' Statute) and any applicable special regulations, as well as the applicable CCNL – are those provided by the following system of sanctions:

- verbal warning;

- written reprimand;
- a fine not exceeding three hours' pay;
- suspension from work and pay for a period not exceeding three days;
- dismissal for disciplinary reasons with the right to notice pursuant to the aforementioned CCNL and dismissal with cause without notice.

In all cases, the company Function shall keep the SB informed of sanctions imposed and/or the violations verified.

With reference to violations of the Model committed by workers, it is provided that:

- a verbal warning or written warning according to the seriousness of the violation shall be issued to an employee who violates the Procedures provided for in the Model or who adopts, in the performance of activities in the Sensitive Activities, conduct in violation of the provisions of the Model itself, provided that such conduct does not lead to the application of the measures provided for in the Decree;
- a fine of no more than three hours' pay shall be incurred by an employee who adopts recidivist behaviour in any of the offences that provide for a verbal warning or written warning, referred to in the previous point, more than twice in a two-year period, or who violates the Procedures provided for in the Model several times or who adopts conduct in violation of the provisions of the Model several times in the performance of activities in the Sensitive Activities, provided that such conduct does not lead to the application of the measures provided for in the Decree;
- suspension from work and pay for a period not exceeding three days shall be imposed on an employee who:
 - causes damage to the Company or exposes it to an objective situation of danger by violating the Procedures provided for by the Model or by adopting, in the performance of activities in Sensitive Activities, conduct in violation of the prescriptions of the same, provided that such conduct is not in any case unequivocally directed towards the commission of an offence or does not result in the application of the measures provided for in the Decree;
 - adopts recidivist behaviour involving any of the offences which give rise to the fine referred to in the previous point, more than twice in a two-year period;
- disciplinary dismissal with right to the notice period pursuant to the applicable CCNL shall be imposed on an employee who adopts recidivist behaviour in any of the offences which involve suspension referred to previously more than twice in a two-year period, after a formal written warning;
- dismissal with cause without notice shall be imposed on an employee who:

- adopts conduct that does not comply with the provisions of the Model and is unequivocally aimed at committing an offence punishable by the Decree;
 - adopts conduct which is clearly in violation of the provisions of the Model, such as to determine the effective application against the Company of the measures provided for by the Decree;
- one the aforementioned disciplinary measures and sanctions may be imposed – depending on the severity – on an employee who commits one of the breaches of the reporting system listed in Section 6.7 below.

In addition, with specific reference to violations of the provisions of the Model concerning protection of workplace health and safety in compliance also with the provisions of the Circular of the Ministry of Labour no. 15816 of 11 July 2011, concerning the "*Organization and management model pursuant to art. 30, Legislative Decree 81/2008*":

- a written warning shall be issued to an employee who does not comply with the Model, in the event that the violation leads to a situation of possible danger for the physical integrity of one or more people, including the offender and provided that one of the situations envisaged in the following points is not included;
- a fine not exceeding three hours' pay shall be incurred by the employee who adopts recidivist behaviour in any of the offences which result in a written warning referred to in the point above more than twice in a two-year period or who does not comply with the Model, if the violation causes injury to the physical integrity of one or more individuals, including the offender, and provided that one of the situations envisaged in the following points is not included;
- suspension from service and pay for a period not exceeding three days shall be imposed on an employee who:
 - does not comply with the Model, if the violation causes injury, qualifying as serious pursuant to Article 583, paragraph 1 of the Italian Criminal Code, to the physical integrity of one or more individuals, including the offender, and provided that one of the situations envisaged in the following points is not included;
 - adopts recidivist behaviour in any of the offences which involve a fine, as specified in the previous point, more than twice in a two-year period;
- disciplinary dismissal with the right to notice shall be imposed on an employee who adopts recidivist behaviour in any of the offences which involve the suspension from service and pay, as specified in the previous point, more than twice in a two-year period; dismissal with cause without notice shall be imposed on the worker who does not comply with the Model, if the violation causes injury, qualifying as serious pursuant to Article 583, paragraph 2 of the Italian Criminal Code, to the physical integrity or death of one or more people, including the offender.

It shall be understood that the provisions of the Model cannot be interpreted in such a way as to constitute an exception to the provisions on penalties for unjustified dismissals, set forth in Article 18, Law 300/1970 as amended by Law no. 92 of 28 June 2012 and Legislative Decree no. 23 of 4 March 2015.

6.4. Violations of the Model by managers and related measures

Violations of the individual rules set out in this Model by Company personnel in management positions also constitute a disciplinary offence.

Any type of violation of rules of conduct contained in the Model authorizes the SB to request the measure deemed most appropriate in compliance with the provisions of the Civil Code, the Workers' Statute and the applicable National Collective Labour Contract, determined on the basis of the seriousness of the offence committed in light of the criteria in paragraph 6.2 and the conduct adopted before (e.g. any previous violations committed) and after the fact (e.g. notification to the SB of the irregularity) by the offender.

The disciplinary measures that may be imposed against managers are those provided by the following system of sanctions:

- written reprimand;
- disciplinary suspension from work and pay for a maximum period of three days;
- justified dismissal with right of notice;
- dismissal with cause.

The Supervisory Body may also propose the suspension of any powers of attorney granted to the manager as a specific disciplinary measure.

In all cases, the company function shall keep the SB updated on sanctions imposed and/or violations verified.

With reference to violations of the Model by Company managers, it is provided that:

- in the event of a non-serious violation of one or more rules of conduct or procedures provided for in the Model, the manager shall receive a written reprimand consisting of a warning to comply with the Model, which is a necessary condition for maintaining the fiduciary relationship with the Company;
- in the event of a non-serious but repeated violation of one or more rules of conduct or procedures provided for in the Model, the manager is subject to disciplinary suspension from work and pay for a maximum period of three days;
- in the event of a serious violation of one or more rules of conduct or procedures provided for in the Model such as to constitute a significant violation, or in the event of recidivism in any of the

offences that involve disciplinary suspension more than twice in a two-year period, the manager shall be dismissed with the right of notice;

- where a violation of one or more rules of conduct or procedures provided for in the Model is so serious as to irreparably damage the relationship of trust, not allowing the continuation of the employment relationship, even temporarily, the manager shall be dismissed with cause;
- the manager will be subject to one of the sanctions above, depending on the seriousness, in the event of one the aforementioned disciplinary measures and sanctions may be imposed – depending on the severity – on a manager or director who commits one of the breaches of the reporting system listed in Section 6.7 below

In addition, the following constitute serious violations of the provisions of the Model for Company workers with manager status:

- failure to comply with the obligation to manage or supervise employees with regard to the correct and effective application of the Model;
- failure to comply with the obligation of management and supervision of other workers who, although not linked to the Company by an employee contract (for example, self-employed workers, Consultants, Independent contractors, etc.), are in any case subject to management and supervision by the manager pursuant to Article 5, paragraph 1, letter b) of Legislative Decree 231/2001, without prejudice to the status of the contract with such workers.

It shall be understood that the provisions of the Model cannot be interpreted in such a way as to constitute an exception to the provisions on penalties for unjustified dismissals, set forth in Article 18, Law 300/1970 as amended by Law no. 92 of 28 June 2012 and Legislative Decree no. 23 of 4 March 2015.

6.5. Measures against members of the Board of Directors and the Board of Statutory Auditors

In the event that one or more members of the Board of Directors of the Company violates the Model, the SB will inform the Board of Statutory Auditors, so that it may call a General Meeting of the Shareholders without delay for the appropriate measures to be taken in accordance with the seriousness of the violation committed, in light of the criteria indicated in paragraph 6.2 and in accordance with the powers provided for by law and/or the Articles of Association (statements in minutes of the meetings, request to call or calling a General Meeting of the Shareholders with appropriate measures against the individuals responsible for the violation on the agenda, etc.).

The disciplinary measures that may be imposed against one or more members of the Board of Directors, subject to a resolution of the Board of Directors to be adopted with the abstention of the person concerned and, where provided for by law and/or the Articles of Association, by resolution of a General Meeting of the Shareholders, are those provided for by the following system of sanctions:

- written reprimand;
- removal from office.

In more detail, with reference to violations of the Model carried out by one or more members of the Board of Directors, it is provided that:

- in the event of a non-serious violation of one or more rules of conduct or procedures provided for in the Model, the member of the Board of Directors shall receive a written reprimand to comply with the Model, which is a necessary condition for maintaining the fiduciary relationship with the Company;
- in the event of a serious violation of one or more rules of conduct or procedures provided for in the Model such as to irreparably damage the relationship of trust, the member of the Board of Directors shall be removed from office.

In addition, violation of the obligation to manage or supervise subordinates with regard to the correct and effective application of the provisions of the Model will also constitute a violation of the Model subject to sanctions for members of the Board of Directors.

In the event of violation of the Model by the entire Board of Directors of the Company, the SB will inform the Board of Statutory Auditors so that it can call the General Meeting of Shareholders without delay for appropriate action.

In the event of a violation by the Board of Statutory Auditors, relating to the function of controlling the adequacy of the organisational, administrative and accounting structure adopted by the Company and its effective operation, as required by law, the SB will inform the Board of Directors, which will take the appropriate measures in line with the seriousness of the violation and in accordance with the powers provided for by law and/or the Articles of Association (statements in the minutes of meetings, request to call or calling a General Meeting of the Shareholders with appropriate measures against the individuals responsible for the violation on the agenda, etc.).

6.6. Measures against members of the SB and third parties

For measures against members of the SB, please refer to the rules for revoking their appointment (paragraph 5.4).

For measures against third parties, please refer to the regulations governing relations with them (paragraph 4).

6.7. Disciplinary measures for breaches of the reporting system

The Company also applies disciplinary measures to the following breaches of the reporting system:

- a) Retaliation.

- b) Obstruction of reporting.
- c) Breach of confidentiality obligations aimed at protecting the identity of reporting persons, reported persons, persons otherwise named in the Report, and Facilitators, as well as the content of Reports and any relevant documents.
- d) Failure to analyze and process the Reports received.
- e) Unsubstantiated reports, complaints, disclosures for which willful misconduct and gross negligence have been established.
- f) Implementation of procedures that do not comply with those set forth in Articles 4 and 5 of the Whistleblowing Decree.

The sanctions and measures specified in the previous paragraphs shall apply to these categories of disciplinary infractions, depending on the nature of the relationship with the Company and according to the progressive correlation between infraction and the applicable type (or types) of sanction or measure. Based on this general system, the sanction applied shall take into specific consideration, on a case-by-case aggravating or mitigating basis according to the principle of proportionality, the severity of the objective case; the type and intensity of the subjective element (willful misconduct or gross or ordinary negligence); the fact that the infraction or offence has been committed or attempted; the harmful consequences that may have been caused; whether or not the offender has repented; the existence of any precedents falling under the aforementioned disciplinary categories, even where they do not constitute repeated offence; the diligence and trust demanded by reason of the duties and/or professional qualification and/or corporate role of the perpetrator; and any other concrete circumstance however relevant to the selection of the appropriate sanction or measure among those considered as applicable. In any case, disciplinary sanctions shall be applied regardless of: - whether or not damages are determined as a consequence of the perpetration of the corresponding disciplinary infractions; - whether or not ANAC applies the administrative pecuniary sanctions provided for by Article 21, paragraph 1, of the Whistleblowing Decree. On the other hand, except for other relevant particularities of each specific case, if the infraction has resulted in the application to the Company of a pecuniary administrative sanction pursuant to Article 21, paragraph 1, of the Whistleblowing Decree it shall be considered a significant aggravating factor. Moreover, in all cases of breach of confidentiality, the fact that the breach of confidentiality has resulted in sanctions by the Data Protection Authority shall be considered a major aggravating factor. Finally, in cases of unsubstantiated reports, complaints or disclosures for which willful misconduct or gross negligence have been established, any damage to the Company shall be considered a major aggravating factor. In such cases, moreover, the Company reserves the right to claim consequent compensation from the responsible party. From a procedural point of view, disciplinary sanctions and measures shall be applied in compliance with Article 7 of Law No. 300 of May 20, 1970, and the relevant provisions of the applicable national collective bargaining agreement (CCNL). Where the perpetrators of the infractions or offences categorized above are

seconded or agency employees, the exercise of disciplinary power against them will take place in the form and with the employer's distribution of powers peculiar to the corresponding employment relationship.

7. Communication of the Model and training of the recipients

External communication of the Model is handled by the Communication function and is carried out through the means deemed most appropriate (e.g., the Company's website).

Training relating to the Model and the relevant regulations is carried out by the Human Resources function, which coordinates with the Supervisory Body for this purpose.

The Company formalizes and implements specific training plans, with the aim of ensuring effective knowledge of the Decree, the Code of Ethics and the Model; the contents of the training are differentiated according to whether it is addressed to employees in general, employees operating in specific risk areas, members of the Board of Directors, etc.

Participation in the training is mandatory and the presence of participants is tracked.

The training can also take place using IT tools (e.g. in "e-learning" mode) and is carried out with the support of experts on the reference regulations.

8. Introduction to the Special Section

As already highlighted in paragraph 3, pursuant to the provisions of article 6, paragraph 1, letter *a*) of the Decree, the Company carried out the identification of Sensitive Activities (Control and Risk Self-Assessment).

The Company consequently identified and effectively implemented adequate control measures in the control system to make it suitable for reducing the risk of offences being committed.

The Protocols include the following:

- the Sensitive Activities with reference to each of the categories of offences identified as relevant for the Company;
- the controls in place, aimed at or, in any case, suitable to reduce the risk of commission of the predicate offences for each Sensitive Activity. These control measures are contained and implemented in the Procedures and other components of the internal control system.

9. Predicate offences relevant for the Company

In consideration of the structure and activities carried out by the Company, the following categories of predicate offences have been identified by the Company as relevant through the Control and Risk Self-Assessment:

- offences against the Public Administration (articles 24 and 25);
- computer crimes and unlawful data processing (art. 24-*bis*);
- offences committed by organized crime and transnational crimes (art. 24-*ter* and art. 10, Law no. 146 of 6 March 2006);
- forgery of money, instruments of public credit, revenue and other official stamps and identification instruments or marks (art. 25-*bis* of the Decree);
- offences against industry and commerce (art. 25-*bis*.1);
- corporate crimes, including the offence of bribery between private individuals (art. 25-*ter*);
- crimes against the individual, with specific reference to the offence of illegal intermediation and exploitation of labour (art. 25-*quinquies*);
- manslaughter and serious or very serious bodily injury, committed in violation of the regulations on the protection of health and safety in the workplace (art. 25-*septies*);
- handling of stolen goods, money laundering and use of illegally derived money, goods or advantage, as well as self-laundering (art. 25-*octies*);
- crimes involving non-cash payment instruments (art. 25-*octies*.1);
- copyright infringement offences (art. 25-*novies*);
- inducement not to make statements or to make false statements to the judicial authorities (art. 25-*decies*);
- environmental offences (art. 25-*undecies*);
- employment of third-country (non-EU) citizens without regular residence permits (art. 25-*duodecies*);
- tax offences (art. 25-*quinquesdecies*);
- smuggling (art. 25-*sexiesdecies*).

10. General control measures

In addition to the Code of Ethics, the following control measures are applied in the management of all Sensitive Activities:

- it is not permitted to engage in conduct:
 - which constitutes the types of offences considered above;
 - which although not constituting the types of offences considered above, may potentially become so;
 - which in any case is not in line or in compliance with the principles and prescriptions contained in the Model and the Code of Ethics;
- the management of Sensitive Activities must be carried out exclusively by the responsible Company Functions;
- Company employees must scrupulously comply with, and respect, any limits set forth in the organizational delegations of authority or powers of attorney granted by the Company;
- Company employees must comply with the company procedures applicable to the Sensitive Activities, appropriately updated and disseminated within the organization.

Annex 1

Table of Sensitive Activities/Offences/Protocols