Arvato Italia S.r.l.

Organisation and management model adopted pursuant to Legislative Decree No. 231/2001

"Organisational Model"

General Section

Approved by the Board of Directors

on 14/07/2025

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DEFINITIONS

a) **Risk analysis**: an activity of specific analysis of the entity/organisation aimed at detecting the Areas at risk and the ways in which significant aspects may be directly or indirectly connected in relation to the possible commission of the Crimes giving rise to the administrative liability of the entity/organisation;

b) **Areas at risk**: the areas or sectors of activity within the scope of which, in more concrete terms, there is a potential risk of commission of the Crimes;

c) **Sensitive Activities** or **Sensitive Processes**: the set of activities within the scope of which the risk of commission of Crimes could occur;

d) **Customer:** organisation or person who receives services or goods/products from the Company;

e) **Code of Conduct:** Bertelsmann's Code of Conduct, which applies to all Group companies worldwide (in the full version applicable to employees and other persons specified therein, and in the restricted version applicable to suppliers and other persons specified therein). Since the content of this Code of Conduct complies with the provisions of the Decree, the Code of Conduct constitutes the code of ethics adopted by the Company pursuant to the Decree, and is a document by which the Company sets out all the rights, duties and responsibilities of the Company with respect to all the subjects with which it enters into relations for the achievement of its corporate purpose. The Code of Conduct aims to set the ethical standards of reference and the rules of conduct that the Addressees must comply with in their relations with the Company in order to prevent and repress unlawful conduct. The Code of Conduct is an integral and substantial part of the Model and is attached to it (Annex A);

f) **Collaborators:** all those who - other than Employees and Professionals/Consultants - operate in the name and/or on behalf of the Company on the basis of a mandate or other collaboration relationship (by way of example but not limited to: agents, interns, contract and project workers, temporary workers);

g) **Consultants and/or Professionals:** self-employed workers who perform their intellectual work for the Company on the basis of contracts and/or agreements;

h) **Decree or D. Legislative Decree 231/01**: Legislative Decree no. 231 of 8 June 2001 and subsequent amendments and additions;

i) **Addressees**: shareholders; directors; the control body (where appointed) and/or the auditor or auditing company; members of the Supervisory Body; Employees; Collaborators; Consultants and/or Professionals; Customers, Suppliers, Partners and any other third parties contractually bound to the Company and operating on its behalf and anyone acting in the name of or on behalf of the Company under its direction and supervision;

j) **Employees:** workers who work for the Company by virtue of a subordinate employment relationship;

k) Healthcare Division: a division of the Company specialising in the provision of specific services to Clients in the healthcare sector, as better described in paragraph 2.1 of the General Section.

l) Entities: entities provided with legal personality or companies and associations, including those without legal personality;

m) Supplier: an organisation or person that provides the Company with services or goods/products;

n) *Four Eyes* Principle (Principle of dual control): Principle adopted by the parent company Bertelsmann SE & Co KGaA and the companies of the Group in all legal systems in which the Group is present as a legal entity. This system stipulates, as a general rule, that a person acting on behalf of a Group company may only perform acts binding on that company by joint signature with another person (director or attorney) having the appropriate powers, with the exception of acts falling within the so-called corporate routine and for which single signatures are exceptionally permitted in order to avoid paralysing the management of the company;

o) Group: group of companies directly or indirectly controlled by Bertelsmann SE & Co KGaA and to which the Company belongs;

p) Confindustria Guidelines: the guidelines for the construction of organisation and management models pursuant to Legislative Decree 231/01 issued by Confindustria on 3 November 2003 and subsequent additions (the latest version is dated June 2021, approved by the Ministry of Justice on 8 June 2021);

q) Organisational Model or Model 231 or Model: this Organisational and Management Model envisaged by Legislative Decree 231/01, adopted by the Company and encompassing the set of structures, responsibilities, methods of carrying out activities and protocols/procedures adopted and implemented by the Company and through which the related characteristic activities are carried out;

r) Supervisory Body (SB): an internal body of the entity, endowed with autonomous powers of initiative and control, responsible for supervising the operation of and compliance with the Model and its updating, pursuant to Article 6, paragraph 1, letter b) of Legislative Decree 231/01;

s) P.A.: Public Administration, including its officials and persons in charge of a public service;

t) *Partners*: AIT's contractual counterparties, with whom the Company enters into any form of contractually regulated collaboration, where intended to cooperate with the Company within the scope of the Sensitive Processes;

u) Procedure/Protocol: a document that describes the responsibilities, activities and how they must be performed. This document must be prepared, approved, implemented and updated;

v) Sensitive Processes or Sensitive Activities: set of activities within the scope of which the risk of commission of Crimes could occur;

w) **Process**: set of interconnected resources and activities;

x) **Professionals and/or Consultants:** self-employed workers who perform their intellectual work for the Company on the basis of contracts and/or agreements;

y) **Crimes**: the types of offences to which the regulations set forth in Legislative Decree 231/01 on the administrative liability of entities apply;

z) **Internal Control System or ICS**: the set of rules, procedures and organisational structures aimed at allowing, through an adequate process of identification, measurement, management and monitoring of the risks of Crimes identified in the Risk Analysis, a healthy, correct and coherent management of the company with the compliance objectives envisaged by the Model and the control protocols;

aa) **Disciplinary System**: a set of principles and procedures suitable for sanctioning non-compliance with the measures envisaged in the Model and in the Code of Conduct;

bb) **Company or AIT**: the company Arvato Italia S.r.l.;

cc) **Apical Subjects**: persons in positions of representation, administration or management of the entity/organisation or one of its organisational units with financial and functional autonomy, as well as persons who exercise, also de facto, the management and control of the entity/organisation;

dd) **Subordinates:** persons subject to the management or supervision of senior persons (apical subjects);

ee) ***Whistleblowing***: the system for reporting offences or violations of the Model.

1. The Administrative Responsibility of Entities

1.1. Legislative Decree No. 231/2001

On 8 June 2001, Legislative Decree No. 231/01 was issued - in execution of the delegated power referred to in Article 11 of Law No. 300 of 29 September 2000 - bringing domestic legislation on the liability of Entities into line with a number of international conventions, to which Italy had already adhered for some time.

Legislative Decree no. 231/01, entitled '*Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality*', introduced into the Italian legal system a regime of administrative liability for Entities for certain offences committed, in their interest or to their advantage, by their directors and/or employees.

This new form of liability, albeit definitively administrative, is ascertained within the scope of a criminal trial which, in the event that the Entity is found 'guilty', may conclude with a conviction that entails the application to the Entity of both pecuniary and prohibitory sanctions (also applicable as a precautionary measure), in addition to the confiscation of the price or profit of the Crime and the publication of the sentence.

The regulatory innovation, which brings our legal system into line with that of many other European countries, is to involve in the punishment of criminal offences the assets of Entities which, prior to this law, did not suffer any consequences from the commission of these Crimes, except for possible reputational damage; the principle of the personality of criminal liability left them, in fact, immune from punitive consequences other than possible compensation for damages.

Administrative liability also arises in relation to Crimes committed abroad, providing in such cases that Entities having their main place of business in Italy are liable for the offences indicated in the Decree, provided that the State of the place in which the Crime was committed does not prosecute for them.

Pursuant to Article 6 of Legislative Decree 231/01, liability does not derive automatically from the occurrence of the so-called 'offence-crime', but follows from the Entity's negligent failure to implement a series of measures to prevent the offence itself ('organisational fault').

With regard to the type of offences (the basis for the emergence of 'administrative' liability), the Decree - in its original text - referred exclusively to a series of offences committed in relations with the Public Administration. Subsequent legislative interventions considerably extended its scope of application.

The categories of offences to which the provisions of Legislative Decree 231/01 currently apply are:

a) undue receipt of funds, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public supply (Article 24);

b) computer crimes and unlawful processing of data (Article *24-bis*);

c) organised crime offences (Article *24-ter*);

d) embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits, bribery (Article 25);

e) counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (Article *25-bis*);

f) offences against industry and trade (Article 25-bis*.1*)*;*

g) corporate offences (Article *25-ter*);

h) offences with the purpose of terrorism or subversion of the democratic order provided for by the Criminal Code and special laws (Article *25-quater*);

i) female genital mutilation practices (Article 25-quater *1*);

j) offences against the individual (Article *25-quinquies*);

k) market abuse offences and other market abuse offences (Art. *25-sexies*);

l) offences of manslaughter and grievous or very grievous bodily harm, committed in violation of the rules on accident prevention and protection of hygiene and health at work (Article *25-septies*);

m) receiving, laundering and using money, goods or benefits of unlawful origin, as well as selflaundering (Article *25-octies*);

n) offences relating to non-cash payment instruments and fraudulent transfer of values and other offences relating to non-cash payment instruments (Article 25-octies*.1*)*;*

o) offences relating to violation of copyright (Article *25-novies*);

p) inducement not to make statements or to make false statements to the judicial authorities (Article *25-decies*);

q) environmental offences (Article *25-undecies*);

r) employment of third-country nationals whose stay is irregular (Article *25-duodecies*);

s) racism and xenophobia (Article *25-terdecies*);

t) fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (Article *25-quaterdecies*);

u) tax offences (Article *25-quinquiesdecies*);

v) smuggling (Article *25-sexiesdecies*);

w) offences against cultural heritage (Article *25-septiesdecies*);

x) laundering of cultural goods and devastation and looting of cultural and landscape heritage (Article *25-duodicies*);

y) transnational offences (Articles 3 and 10 of Law No. 146 of 16 March 2006);

z) adaptation of national legislation to Regulation (EU) 2023/1114 on cryptocurrency markets.

For further information, please refer to Annex B (*Complete catalogue of administrative offences and the Crimes underlying the administrative liability of entities under the Decree, with a focus on the Crimes considered abstractly applicable to the Company in the Special Section).*

The system of sanctions against the Entity for the commission of the Crimes listed above may provide for the application of the following sanctions:

- monetary sanctions

- prohibitory sanctions;
- confiscation of the price or profit of the Crime;
- publication of the conviction.

The pecuniary sanction is reduced in the event that:

a) the offender committed the offence primarily in his own interest or in the interest of third parties and the Entity did not derive an advantage or derived a minimal advantage from it

b) the pecuniary damage caused is of particularly limited amount;

c) before the declaration of the opening of the trial in first instance:

- the Entity has fully compensated for the damage and eliminated the harmful or dangerous consequences of the offence or has in any case taken effective steps to do so, and
- an Organisational Model has been adopted and made operational.

Disqualification penalties apply in relation to the Crimes for which they are expressly provided for, when at least one of the following conditions is met

a) the Entity has gained a significant profit from the Crime and the Crime was committed by persons holding a representative, administrative or management position within the Entity (so-called Senior Persons) or by persons subject to the management and control of the former and the commission of the Crime was determined or facilitated by serious organisational deficiencies

b) in the event of repetition of the offence.

The Decree provides for the following disqualification sanctions, which may last for a period of no less than three months and no more than two years (except for the provisions of Article 25(5) of the Decree, which will be discussed in the following paragraphs)

- disqualification from exercising the activity;
- suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- prohibition to contract with the Public Administration;
- exclusion from facilitations, financing, contributions and subsidies and/or revocation of those already granted;
- prohibition to advertise goods or services.

The Decree also provides that, if the conditions exist for the application of a disqualification penalty that requires the interruption of the company's activity, the judge, instead of applying the disqualification penalty, may order the continuation of the activity by a commissioner for a period equal to the duration of the disqualification penalty that would have been applied, when at least one of the following conditions is met:

- the Entity performs a public service or a service of public necessity, the interruption of which may cause serious harm to the community;
- the interruption of the activity may cause, taking into account its size and the economic conditions of the territory in which it is located, significant repercussions on employment.

The disqualification penalties, if the Entity is convicted of committing the offences set out in Article 25(2) and (3) (offences of extortion and some cases of corruption) are higher. In fact, Article 25(5) of Legislative Decree 231/01 provides for a term of not less than four years and not more than seven years for such cases, in cases where the perpetrator of the offence is a Senior Person, and of not less than two years and not more than four years if the offence was committed by Subordinates. At the same time, the disqualification penalties are reduced in the event that the Entity cooperates with the judicial authorities during the trial phase in which it is involved (Article 25 co. *5-bis* of Legislative Decree 231/01). More specifically, this reduction in the penalty may be applied if the Entity takes steps to prevent the criminal activity from having further consequences, or if it identifies the perpetrators of the Crime and eliminates the organisational deficiencies that led to the Crime.

Confiscation consists in the acquisition of the price or profit of the Crime by the State or in the acquisition of sums of money, goods or other utilities having a value equivalent to the price or profit of the Crime: it does not, however, concern that part of the price or profit of the Crime which can be returned to the injured party. Confiscation is always ordered with the conviction.

Publication of the sentence may be imposed when a disqualification sanction is applied to the Entity and is effected by posting it in the municipality where the Entity has its head office and by publishing it on the Ministry of Justice website.

1.2. The adoption of the "Organisation and management model"

Articles 6 and 7 of the Decree provide for a form of exemption from administrative liability for Entities. Adoption of the Model is optional, but becomes in fact necessary when Entities wish to benefit from the exemption system provided for by the regulation.

This occurs when the Entity is able to prove, in court and for one of the Crimes considered, that:

(a) Art. 6 D. Legislative Decree 231/01: for Crimes committed by so-called Senior Management (i.e., those who have functions of representation, administration or management of the Entity or of one of its organisational units with financial and functional autonomy, or by those who exercise even de facto management and control of the same), the Entity may exempt itself from administrative liability if it demonstrates that

- the management body of the Entity has adopted and effectively implemented, before the commission of the offence, organisational and management models capable of preventing offences of the kind committed;
- the task of supervising the functioning of and compliance with the Models, as well as ensuring that they are updated, has been entrusted to a body of the Entity, endowed with autonomous powers of initiative and control
- the persons have committed the offence by fraudulently evading the aforementioned Models
- there has been no omission or insufficient supervision by the Supervisory Body appointed for this purpose.

Therefore, in the case provided for in the aforementioned Article, the guilt of the Entity is presumed until proven otherwise. The Entity therefore bears the burden of proving the lack of guilt (so-called reversal of the burden of proof).

(b) Article 7 of Legislative Decree 231/01: for offences committed by non-managerial persons (so-called subordinate persons), the Entity is liable only "*if the commission of the offence was made possible by the failure to comply with management or supervisory obligations*" (paragraph 1). "*In any case, non-compliance with management or supervisory obligations is excluded if the Entity has adopted and effectively implemented an appropriate organisation and management model to prevent offences of the kind committed*" (paragraph 2).

In such a case, the onus is on the Public Prosecutor to prove the breach of management or supervisory obligations by non-managerial persons and the failure to adopt, or the ineffective implementation of, the Organisational Model.

In order to exempt the Entity from administrative liability, the Model, by express provision of the Decree (Article 6(2)), must meet the following requirements

- identify the activities within the scope of which offences may be committed
- envisage specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the offences to be prevented; and
- identify methods of managing financial resources suitable to prevent the commission of offences;
- provide for information obligations vis-à-vis the body in charge of supervising the operation of and compliance with the Models;
- introduce an internal disciplinary system capable of sanctioning non-compliance with the measures indicated in the Model.

The Organisational Model must, therefore, be drawn up on the basis of a process articulated in various stages and aimed at the creation of a control system capable of preventing and combating the commission of the offences set out in the Decree.

2. STRUCTURE OF THE COMPANY

2.1. The activity

The Company has its registered office in via Zanica 19K, 24050 - Grassobbio (BG) and several local units in the Italian territory.

The Company operates at a national and international level in the provision of services to its Clients:

- in the logistics sector, performing activities of packaging, handling, warehousing and shipment of goods and management of returns/returns;

- in relation to *customer service* and *call centre* activities;

- in the field of IT services relating to anti-fraud control in relation to loyalty programmes and management of activities connected to *on-line* payments and related reconciliations.

In addition, the Company, through the *Healthcare* Division, provides a series of specific services to its customers in the healthcare sector (including secondary packaging of medicines and other activities limited to the authorisations granted from time to time by the competent Authorities) as well as maintenance, verification and IT update services for Clients' medical devices (both at the Customer's premises and at third party premises or remotely).

2.2. The Organisation

The Company has adopted a traditional *governance* model, structured as follows:

- ✓ Shareholders' Meeting, competent to pass resolutions in ordinary and "extraordinary" session on matters reserved to it by law or by the Articles of Association.
- ✓ Board of Directors, the management body vested, as a collegiate body, with the broadest powers for the administration and management of the Company, with the power to perform all appropriate acts for the achievement of the corporate purposes, with the exclusion of acts reserved - by law and by the articles of association - to the Shareholders' Meeting.

Within the Company, specific powers of management and representation have been granted to the Managing Director and General Manager of the Company in particular, as well as to certain special attorneys for the performance of certain company activities (see updated Chamber of Commerce Excerpt). The granting of these powers is inspired by and complies with the *Four Eyes Principle*.

The Company, as permitted by Article 2477 of the Civil Code, has not appointed a control body, but has appointed an auditing company for accounting control.

The corporate organisational structure is represented in the function chart attached to this Model (Annex C). This document is periodically updated as a result of changes in the workforce and/or roles and related duties.

The Company has also *outsourced* some corporate activities to some Group companies or to some *Partners*. The Company requires, henceforth and for contracts to come, these subjects to comply with the Model and the Code of Conduct by providing, in the Model's Disciplinary System, sanctions against them in the event of violation of the principles or prescriptions contained therein.

The Company has also defined and formalised - pursuant to the *Four Eyes Principle* - a system of proxies and powers of attorney in favour of certain corporate functions.

The main organisational, *governance* and internal control instruments with which the Company is equipped and which were taken into account in the preparation of this Model can be summarised as follows

- the Articles of Association, which define the rules of governance, management and organisation of the Company;
- the current company organisational chart and the anonymous function chart, which represent the Company's organisational structure, defining the hierarchical reporting lines and functional links between the various organisational units of which the aforementioned structure is composed;
- the proxies and powers of attorney, which grant the necessary management and representation powers, in accordance with the defined organisational and management responsibilities and the *Four Eyes Principle* adopted;
- the Code of Conduct, which expresses the ethical principles and values that AIT recognises as its own and which it calls for compliance with by all those who work to achieve its corporate objectives.

3. ADOPTION OF THE ORGANISATION AND MANAGEMENT MODEL

3.1. The function and purpose of the Model

The Company, sensitive to the need to ensure conditions of fairness and transparency in the conduct of business and corporate activities, has deemed it appropriate to proceed with the design and implementation of this organisation and management model pursuant to Legislative Decree 231/01 also to protect its image and reputation on the market and to protect its property and its Employees.

The essential purpose of the Model (of which this document, accompanied by all its annexes, constitutes the representation) is the construction of a structured and organic system of operating rules and control activities aimed at preventing the commission of the relevant offences pursuant to Legislative Decree 231/01, through the identification of the activities and corporate processes considered most "sensitive" and their regulation, but also aimed at determining and increasing a culture of legality and *compliance* (*accountability*) in all those who work on behalf of the Company, emphasising, clearly, that all forms of unlawful behaviour are strongly condemned by AIT and are contrary to its values and *mission.*

The Model, therefore, represents a coherent set of principles, procedures and provisions that affect the internal functioning of the Company and the ways in which it relates to the outside world and regulates the diligent management of a control system of sensitive activities, aimed at preventing the commission or attempted commission of the offences referred to in Legislative Decree 231/01.

In particular, the Model pursues the following aims:

- identifying and mapping the potential sensitive company activities and the consequent risks of offences referred to in Legislative Decree no. 231/01 impacting on the Company and identifying the possible safeguards applicable in order to mitigate the risk of occurrence of the predicate offence
- identify the functions that are most involved in the aforementioned Areas at risk and the activities that may concretely carry out the Crime from which the administrative liability of the Entity derives
- determine in all those who work in the name and on behalf of the Company the awareness that they may incur, in the event of violation of the provisions contained therein, not only in disciplinary and/or contractual consequences, but also and above all in an offence liable to penal and administrative sanctions, not only against themselves but also against AIT
- reiterate that such forms of unlawful conduct are strongly condemned by the Company as they are contrary to legal provisions and the ethical-social principles with which the Company intends to comply in the exercise of its business activities
- increasingly promote a corporate culture oriented towards ethicality, correctness and transparency of activities
- enable the Company, through control and monitoring of the most exposed Processes, to intervene preventively in order to combat the commission of Crimes and to sanction any conduct contrary to the law and company rules

- allow and stimulate, through the system of reporting offences and violations (so-called *whistleblowing*), the emergence of any conduct, acts or omissions that harm the public interest or the integrity of the Company, encouraging Employees and Collaborators to calmly report news of Crimes, offences or violations of regulations in force or of the Model and guaranteeing them the utmost confidentiality.

It should be noted, for the sake of completeness, that as of the date of approval of the Model, the Company has not been charged with any administrative offence under the Decree.

3.2. The Confindustria Guidelines

As provided for in the Decree, organisation and management models may also be adopted on the basis of codes of conduct drawn up by trade associations. In fact, Article 6, paragraph 3 of Legislative Decree 231/01 provides that *'organisational and management models may be adopted, guaranteeing the requirements set out in paragraph 2, on the basis of codes of conduct drawn up by the associations representing the entities, communicated to the Ministry of Justice which, in agreement with the competent Ministries, may, within thirty days, formulate observations on the suitability of the models to prevent offences'.*

In preparing this Model, AIT was therefore inspired by the "Confindustria Guidelines" for the construction of organisation, management and control models, in which general methodological indications are provided on how to identify the areas of risk and structure the relevant prevention and control measures, since each company must then adapt them to its own company reality (business, economic sector of reference, organisational and dimensional complexity, geographical area of operation, etc.).

In particular, the Guidelines provide interested organisations with indications and measures, essentially drawn from company practice, for the preparation of Organisational Models. In short, they give an overview of the regulatory system outlined in Legislative Decree 231/01, hints for assessing risks and preparing internal protocols, for drafting the company's code of ethics and disciplinary system, for identifying the Supervisory Body, as well as illustrating a list of the predicate offences relevant for the purposes of the administrative liability in question.

In particular, Confindustria in the Guidelines considers that controls must take place in the presence of

- a sufficiently clear organisational system
- procedures regulating the activities and identifying the control points;
- authorisation and signatory powers assigned in accordance with defined company criteria and with appropriate spending limits;
- a control and management system capable of promptly reporting critical situations to the Supervisory Body;
- a communication, education and training system for personnel.

It is also clarified that it is of fundamental importance, in order for the Model to be recognised as having exempting efficacy, that the Entity carries out a serious and concrete work of implementation and enforcement of the measures adopted in its organisational context.

The Confindustria's "*Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree no. 231/2001*" were circulated for the first time on 7 March 2002, supplemented on 3 October 2002 with an appendix relating to so-called corporate offences (introduced into Legislative Decree no. 231/01 under Legislative Decree no. 61/2002) and subsequently updated in March 2008.

On 2 April 2008, the Ministry of Justice announced the conclusion of the examination procedure of the new version of the Confindustria Guidelines. These were approved as the update was deemed '*on the whole adequate and suitable for achieving the purpose set out in Article 6, paragraph 3 of Legislative Decree no. 231/2001*'.

In 2014, at the outcome of an extensive and thorough review, Confindustria completed the work on updating the Guidelines. The new version has adapted the previous 2008 text to the legislative, jurisprudential and application practice changes that have occurred in the meantime, maintaining the distinction between its two Parts, general and special. In particular, the main changes and additions to the General Section concerned: the new chapter on the lineaments of liability for Crimes and the summary table of predicate Crimes, the disciplinary system and sanction mechanisms, the Supervisory Body, with particular reference to its composition and the phenomenon of groups of companies. The Special Part has undergone significant revision, aimed not only at dealing with the new predicate offences added in the meantime, but also at introducing a schematic method of analysis that is more user-friendly for the operators concerned. The document was submitted to the Ministry of Justice, which on 21 July 2014 announced its final approval.

Lastly, Confindustria prepared a new update of the Guidelines, published in June 2021 and approved by the Ministry of Justice on 8 June 2021, with which it provided further clarifications and implemented practices in the management of risks and control systems that are now well-established. In particular, the General Section of the Guidelines highlighted or clarified: the principle of the peremptory nature of the predicate offences referred to in Legislative Decree 231/01; the concepts of interest and advantage of the Entity; the principles of integrated *compliance* and integrated management of risks and related controls (e.g. in the area of *tax compliance*); the new *whisteblowing* regulations. In the Special Part of the Guidelines, on the other hand, the controls and protocols have been integrated in relation to the new types of offences introduced after 2014 (e.g. trafficking in unlawful influence and tax offences).

3.3. The construction of the 'exemption system' pursuant to Legislative Decree 231/01

In February 2024, AIT launched an internal project aimed at defining and subsequently implementing this Model as a management system for the prevention of Crimes pursuant to Legislative Decree no. 231/01, carrying out the following operational activities in accordance with Article 6 of Legislative Decree no. 231/01 and with the proposals of the Confindustria Guidelines:

1. Identification of Sensitive Processes and identification of activities at risk of Crimes: in the first phase of the project's development, a risk analysis was carried out, i.e. a systematic survey and examination of all the Company's Processes and activities with the precise intent of defining the sensitive ones, within which activities potentially exposed to the risk of Crimes under Legislative Decree no. 231/01 may be carried out. This activity was carried out through an examination of the

Company's *business* model, the collection and examination of relevant Company documentation, interviews with Company personnel and analysis of the relevant activities and existing controls;

2. Adaptation of the existing control system: after taking a snapshot of the company organisation (existing activities, controls and procedures/practices in relation to Sensitive Processes and activities at risk of Crime) and in relation to the express purposes set forth in the Decree, the appropriate improvement actions to be made to the current company management and control system were defined in order to align it with the requirements of Legislative Decree 231/01. Consequently, the behavioural rules and control protocols and controls concerning the planning, formation and implementation of the Company's decisions were identified, defined and formalised in certain relevant areas, which were considered insufficiently supervised as a result of the activities described above, necessary to ensure compliance with the requirements of the Decree, suitable to prevent the commission of predicate offences and to ensure the proper management of financial resources, according to an integrated approach aimed at enhancing and coordinating existing procedures and controls, compliance with which is also ensured through the provision of a disciplinary system of sanctions;

3. Preparation of the "Organisational Model": this document was then drafted, which constitutes the representation of the *governance* and control system prepared by the Company as its own internal regulations and also as a system exempting it from administrative - criminal liability pursuant to Legislative Decree 231/01, and which in fact summarises the activities carried out above and their results (in terms of mapping and identification of activities at risk of Crime and the consequent definition of operational and control protocols aimed at preventing or mitigating the risks detected). The Model can therefore be defined as the set of activities, resources and documents required by Legislative Decree 231/01 in order to prevent the commission of Crimes by the Company. The actions necessary for the effective implementation and application of the Model, as well as for any necessary amendments or additions thereto, have also been defined (see Section 3.10).

4. Supervisory Body: at the same time as the formalisation and approval of the Model, the Supervisory Body was appointed and entrusted with the task of supervising the operation of and compliance with the Model and of updating it. This body was endowed with autonomous powers of initiative and control and an expenditure *budget* and is the recipient of specific information flows.

3.4. The structure of AIT's Organisational Model

The Model consists of the following parts:

- General Section, which describes the contents of the Decree, briefly illustrates the Company's corporate governance and organisation and management models, the function and general operating principles of the Model, as well as the mechanisms for its concrete implementation;
- Special Sections, which describe the corporate processes and activities considered sensitive pursuant to Legislative Decree 231/01 (i.e. at risk of the commission of the crimes considered), the relevant offences that AIT considers possible to commit in the conduct of such activities and list the behavioural principles and Protocols to be complied with, as well as the control measures to be ensured to prevent the risks identified.

The Special Sections are in particular the following

- Special Section 1 - Control Protocol relating to the Direction, Coordination and Operation process
- Special Section 2 - Control protocol relating to the Administration, Finance and Control process
- Special Section 3 - Control protocol relating to the process of managing company taxation (management of tax obligations and relations with the competent public authorities)
- Special Section 4 - Control protocol relating to the Human Resources process
- Special Section 5 - Control protocol relating to the *Procurement* process
- Special Section 6 - Control protocol concerning the Sales process (*Sales & Business Development*)
- Special Section 7 - Control protocol concerning the Health and safety at work process
- Special Section 8 - Control protocol relating to the Environment process
- Special Section 9 - Control protocol relating to the *Information Technology* process

Although the Special Sections are an integral part of this document, they have their own revision status and index. This is in order to be able to make independent updates with respect to the General Section of the Organisational Model.

The documents attached to the Model are also an integral and substantial part of the Model.

3.5. The features of AIT's Organisational Model

The elements that characterise the Model are: effectiveness, specificity and topicality.

Effectiveness

The efficacy of the Model consists in its suitability in concrete terms to develop mechanisms and decision-making and control tools such as to eliminate - or at least reduce - the risks of incurring in the commission of a Crime and therefore in the liability of company personnel and the Company. Such suitability is ensured by the existence of control mechanisms, both preventive and subsequent, capable of identifying sensitive operations or operations with anomalous characteristics or any critical conduct falling within the areas of risk or any violations of Company regulations, so as to activate instruments for prompt intervention in the event of the identification of such anomalies, criticalities or violations.

Specificity

The specificity of the Model is one of the elements that connotes its effectiveness and consists in the elaboration of a Model (and thus in the definition of protocols and control measures) calibrated and contextualised on the Company, its organisation, its *business* and related risk areas.

Up-to-date

A model is suitable for reducing the risks of Crimes if it is constantly updated and adapted over time to the characteristics of the Entity's structure and activity, also upon the suggestion or impulse of the Supervisory Body.

Article 7 of the Decree establishes that the effective implementation of the Model entails periodic verification, as well as its possible amendment when significant violations of the provisions are discovered or when changes occur in the Company's activity or organisational structure.

3.6. Identification of activities 'at risk'

Article 6(2)(a) of the Decree expressly provides that the Entity's Model should identify the corporate activities in the context of which the Crimes referred to in the Decree may potentially be committed.

An analysis of AIT's corporate activities was therefore carried out, with the specific aim of identifying the Processes and areas of activity at risk, i.e. those Processes and areas within the scope of which the Crimes may be committed.

In particular, the risk of possible commission of Crimes has been identified in the Processes and areas of company activities specifically dealt with in the respective Special Sections of the Model, i.e. :

- Special Section 1 - Management, Coordination and Corporate Activity Process;
- Special Section 2 - Administration, Finance and Control Process;
- Special Section 3 - Company Taxation Management Process (management of tax obligations and relations with the competent Public Bodies);
- Special Section 4 - Human Resources Process
- Special Section 5 - *Procurement* Process;
- Special Section 6 - Sales Process (*Sales & Business Development*);
- Special Section 7 - Health and Safety at Work Process;
- Special Section 8 - Environment Process;
- Special Section 9 - *Information Technology* Process.

3.7. General principles of conduct and control

Without prejudice to what is specified and defined in the individual Special Sections of the Model and in the introduction to the Special Section of the Model, AIT and, to the extent necessary to their respective functions and competences, the Addressees shall in general base their activities on criteria of maximum transparency and correctness, according to principles of maximum responsibility. In particular:

i. all activities must be carried out in full compliance with the legal provisions, the Articles of Association and the applicable corporate regulations as well as in full compliance with the Code of Conduct, the protocols of the Model and the corporate provisions and procedures (including the existing system of proxies and powers of attorney, adopted pursuant to the *Four Eyes Principle*, and the defined authorisation processes), avoiding to engage in conduct that, directly or indirectly, may favour, in terms of consummation or attempt, even one of the potential Crimes provided for by Legislative Decree no. 231/01. In particular, the directors of the Company shall ensure that the Model, including the Code of Conduct, and the relevant procedures, are made known and are correctly complied with and applied by the Addressees, also after adequate dissemination and training activities. To this end:

a) the corporate and control bodies shall ensure that all procedures and related controls are effectively implemented and applied;

b) each person in charge of controls, each within the scope of his or her competence, shall verify the proper performance of the activities, reporting to his or her hierarchical superiors and, where necessary, to the Board of Directors, the Supervisory Body and the other control bodies, the results of the aforesaid checks and, in particular, any criticalities found that may lead to the presumption that an Crime has been committed;

c) the corporate bodies and control bodies shall provide, or ensure that others provide, for the preparation (or amend or supplement) of any further procedures or protocols that may be appropriate or necessary in the light of any negative findings (e.g. non-compliance or lack of regulation);

ii. a manager is usually formally identified for each corporate activity, typically coinciding with the head of the organisational structure responsible for managing the activity itself, within an organisational system (current organisational chart and anonymous function chart) in which the roles and responsibilities of the departments, functions and organisational units are clearly specified in compliance with appropriate principles of segregation of duties and functions (as far as possible, with separation of activities between those who authorise, those who execute and those who control the activity or operation, at least in relation to the most critical aspects of each Process) and ensuring that no one is granted unlimited powers or is entrusted with the management of an entire process in total autonomy;

iii. where necessary, a system of powers of attorney and proxies is formalised, complying with the following requirements (i) compliance with the adopted *Four Eyes Principle*; (ii) consistency of the delegate's qualifications and professional skills with the organisational and management responsibilities assigned and with the actual responsibilities entrusted and performed; (iii) express acceptance by the delegate and consequent assumption of the relevant obligations; (iv) clear definition of the powers and duties assigned, with specification of the limits of any spending powers conferred and the nature of the same; (v) knowability of the delegations and powers of attorney issued within the Company and publicity towards external stakeholders;

iv. every operation and/or transaction, understood in the broadest sense of the term, carried out by the Company and the Addressees must be legitimate, authorised, consistent, congruous, documented, recorded and verifiable at all times, in order to allow controls to be carried out on the characteristics of the operation and/or transaction, on the relative decision-making process and on the reasons for each operational choice, on the authorisations to carry it out and on the relative execution (e.g.: the operation and/or transaction must be carried out by the Company and by the Addressees, in order to make clear who carried out the activity and who carried out the monitoring/control and to allow a third person to retrace the salient phases of the process). In order to make it clear who performed the activity and who carried out the monitoring/control and to allow a third person to retrace the salient stages of the process). To this end, in order to ensure maximum traceability and transparency of operations, computer systems are adopted as far as possible to ensure the correct and truthful attribution of each operation to the person who is responsible for it and to the persons involved in it, and the impossibility of (untraceable) modification of the records made in the system;

v. periodic operational controls and monitoring activities are carried out by the person in charge of each sensitive activity, with evidence of the subject, frequency, results of the control or monitoring activity and any anomalies or criticalities encountered;

vi. the documentation relating to sensitive activities and controls carried out is suitably formalised and archived in compliance with the confidentiality of the data, on paper or on a computer medium, by the competent organisational structure, in such a way as not to allow subsequent modification, unless specifically evidenced, and to avoid damage, deterioration and loss. Access to archived documents must be allowed only to authorised persons according to internal rules.

3.8. Code of Conduct

The rules of conduct contained in the Model are integrated with those of the Code of Conduct, which is an integral and substantial part of it, although the Model, in terms of the purposes it intends to pursue in implementing the provisions of the Decree, has a different scope from the Code of Conduct itself. In this respect, in fact:

- The Code of Conduct represents an instrument adopted autonomously by the Company and the Group and susceptible of general application for the purpose of expressing principles of "corporate ethics" that the Company - as well as the Group - recognises as its own and on which it calls for compliance by all Addressees;
- The Model instead responds to specific prescriptions contained in the Decree, aimed at preventing the commission of particular types of Crimes.

3.9. Addressees of the Model and the Code of Conduct

Legislative Decree no. 231/01 provides that the Entity shall be held liable for offences committed on the territory of the State (or abroad, provided that the State of the place where the offence was committed does not prosecute for such offences) by its own personnel who perform, even de facto, functions of representation, administration, management or control in the Company or in one of its independent organisational units (Senior Executives), as well as by all the persons subject to the management or supervision of the aforementioned Senior Executives.

Therefore, the following are Addressees of this Model (and of the Code of Conduct that forms an integral and substantial part of it)

a) the corporate bodies (including the shareholders, the directors, the control body - where appointed - and/or the auditor or the independent auditing firm, the members of the Supervisory Body) as well as the holders of formal qualifications and functions (of management, management and control of the Company or of one of its organisational units) that can be defined as “Apical Subjects”

b) persons exercising the functions referred to in letter a) above (direction, management and control) even if only *de facto*;

c) all Company personnel (managers, Employees and Collaborators), under any type of contractual relationship (including workers hired by cooperatives or temporary employment companies on behalf of the Company)

d) Suppliers, Customers, Consultants and/or Professionals, *Partners* and any other third parties contractually bound to the Company and operating on its behalf and anyone acting in the name of or on behalf of the Company under its direction and supervision. From these subjects, the Company requires compliance with the provisions of the Model and the applicable Code of Conduct, through the signing of specific contractual clauses or declarations of commitment.

All the Addressees are adequately informed by means of an adequate dissemination of the Model and the Code of Conduct, which may be performed in different ways depending on the nature of the relationship that binds the aforementioned subjects to AIT.

3.10. Approval, updating, amendment and integration of the Model

The Model is an act of emanation of the executive body (in compliance with the provisions of Article 6, paragraph 1, letter a of the Decree).

Its adoption is therefore the responsibility of the AIT Board of Directors.

Subsequent amendments and additions (e.g. in the event of changes to the Company's organisational structure and/or the way in which business activities are carried out; regulatory changes; audit findings; significant violations of the provisions of the Model) are always adopted by the Board of Directors or, after granting the necessary powers, directly by the Managing Director, after hearing the opinion of the Supervisory Body, with subsequent ratification by the Board of Directors, in the event of changes of an ordinary or merely formal or descriptive nature.

In particular, it is always the task of the Board of Directors to decide on the integration of the Model as a result of the introduction of new offences in Legislative Decree 231/01 that are relevant for the Company.

In any case, any events that make it necessary to amend or update the Model shall be reported in writing by the Supervisory Body to the Board of Directors or, as the case may be, to the Managing Director, so that the consequent resolutions can be taken.

On the other hand, amendments to the company rules and procedures necessary for the implementation of the Model are defined and approved by the functions or bodies concerned.

The Supervisory Body is constantly informed of the updating of the Model and/or the implementation of new company operating procedures or their amendment and integration, and is entitled to express its opinion on the proposed changes.

3.11. Dissemination and knowledge of the Model

3.11.1. Training and information of company personnel

Adequate training and constant information of the Addressees on the principles and prescriptions contained in the Model, in its annexes and in the operating procedures referred to represent factors of great importance for the correct and effective implementation of the Model itself.

The information, communication and training activities are supervised by the Supervisory Body, which may propose any additions deemed useful.

AIT, with the intention of ensuring the constant effectiveness of this Organisational Model and of the Code of Conduct, therefore sets itself the objective of guaranteeing a correct knowledge of the rules of conduct contained therein both to the resources already present in the company and to future ones, using a different degree of detail in relation to the different level of involvement of those resources in the Processes considered sensitive.

In order to achieve the above objectives, AIT organises information activities (and also training for internal staff) which are directed

a) to those who perform, even de facto, management, administration, direction or control functions in the Company or in one of its independent organisational units (Senior Management)

b) to Employees of the Company, even if seconded abroad for the performance of activities (so-called Persons subject to the direction or supervision of others)

c) to Collaborators and to all those who collaborate with the Company and/or work on its behalf;

d) to members of the Supervisory Body.

- Initial communication

This Model (and each updated version thereof) is communicated to the members of corporate bodies (where not directly involved in the approval of the Model itself) and to all managerial and non-managerial personnel by means of: i) e-mail to which an electronic copy of the Model and its annexes is attached; ii) posting of a copy of the general section of the Model on company notice boards; iii) posting of the full version of the Model and its annexes on the Sharepoint website.

Communication of the adoption of the Model also takes place through the organisation of targeted information meetings during which the defined exemption system, the Organisational Model, the Code of Conduct and any related management procedures prepared by AIT to implement the Model are illustrated.

All newly hired personnel are also given the following documentation as a basic document, unless otherwise decided by top management:

- Organisational Model (available in the shared folder mentioned above);
- Code of Conduct (available in the above-mentioned shared folder).

All company personnel, new employees and third parties working on behalf of the Company are required to sign specific contractual clauses or declarations of adherence to, and commitment to comply with, the Model (and Code of Conduct).

- Ongoing training

The training activity, aimed at disseminating knowledge of the regulations set forth in the Decree and of the prescriptions contained in the Organisational Model and in the Code of Conduct, is carried out according to the criteria of compulsoriness, continuity and diversification. Therefore, all the resources present in AIT, whether they hold an "apical" position or one "subject to the direction or supervision of others", are obliged to attend and participate in the training courses organised on the subject of the administrative liability of entities pursuant to Legislative Decree no. 231/01, courses that may be

diversified according to the role held in the company and in relation to the Processes considered sensitive.

These meetings are organised in order to facilitate Employees' understanding of the regulations set forth in the Decree and the Model, and are provided by the Company, with modalities and contents where deemed appropriate diversified according to the different roles held in the Company and the degree of involvement in the activities identified as sensitive pursuant to Legislative Decree no. 231/01, with a frequency suitable to ensure the knowledge and dissemination of the Decree, the Model and the Code of Conduct.

Participation in training programmes is documented and attendance and learning checks are provided for.

Specific courses may also be scheduled for the members of the Supervisory Body, who are thus ensured continuous and necessary updating, both to keep up with the rapidly evolving legislation in question and to better perform their supervisory and control activities.

Training is organised and managed by AIT's human resources (HR) department, which, in agreement with the Supervisory Body, prepares an annual basic training plan that takes into account the various training needs of personnel. The Supervisory Body, with the support of the competent functions, verifies compliance with the obligation to participate and attend training courses by all persons present in the company, as well as the effectiveness of the training activities. Failure to comply with the aforementioned obligation on the part of the Addressees will be liable to disciplinary sanctions.

The tools through which AIT ensures an adequate level of training are:

- the aforementioned Sharepoint website, updated in cooperation with the Supervisory Body (continuously accessible);
- institutional courses (e-learning, remote or classroom);
- communications to all company staff (update e-mails, circulars, etc.).

3.11.2. Informing Suppliers, Customers, Consultants and/or Professionals, Partners and any other third parties

AIT also promotes knowledge of and compliance with the Model among its Suppliers, Customers, Consultants and/or Professionals, *Partners*, as well as any other third parties contractually bound to the Company and operating on its behalf and anyone acting in the name of or on behalf of the same under its direction and supervision.

The latter shall be informed about the Model at the beginning of or during the professional or business relationship, possibly also by viewing it on the company *website* and/or by means of a communication via PEC or e-mail confirming that they have read the General Section of the Organisational Model and the Code of Conduct. Letters of appointment and agreements shall also provide for specific contractual clauses or declarations in which the signatories undertake to comply with the applicable rules of conduct expressed in the Model and in the Code of Conduct, accepting, moreover, that their transgression may be grounds for termination of the contract.

4. SUPERVISORY BODY

4.1 Identification of the Supervisory Body

In compliance with the provisions of art. 6, para. 1, letter b) of the Decree, a body with supervisory and control functions, called the "Supervisory Body" or "SB", is established at AIT with regard to the functioning, effectiveness, adequacy and observance of the Model.

In exercising its functions, the SB shall be guided by principles of autonomy and independence, professionalism, honourableness and continuity of action.

a) Autonomy: the SB is endowed with decision-making autonomy. It is autonomous vis-à-vis the Company, has no operational tasks and is not involved in management activities. Moreover, the Supervisory Body performs its role without being influenced by the Company's management and its activities cannot be reviewed by any other body or structure of the Company. Therefore, to guarantee the principle of autonomy, the SB reports directly to the Company's management body (Board of Directors).

b) Independence: the members of the SB must possess the requirement of independence, which corroborates and completes that of autonomy referred to above. In fact, the requirement for the autonomy of the SB would be worthless if the persons appointed to it were in a condition of dependence or involvement of interests vis-à-vis the Senior Management.

c) professionalism and honourability: the SB must be professionally capable and reliable. Taken as a whole, the Body must possess the technical and professional skills appropriate to the functions it is called upon to perform. Legal, accounting, corporate, organisational and auditing skills are required.

e) continuity of action: in order to provide a guarantee of effective and constant implementation of the Model, the SB guarantees a commitment, albeit not necessarily exclusive, suitable to effectively fulfil the commitments undertaken.

The SB has the power to adopt its own "Rules of Procedure" in order to regulate the aspects inherent to the operating procedures of its functioning, including the procedures for convening and holding meetings, the validity of those meetings, the planning of activities, the determination of the time intervals for checks and the identification of controls and analysis procedures.

4.2 Composition, appointment and duration

The Supervisory Body is appointed by a resolution of the Board of Directors which, in the same resolution, decides on the composition, number and qualification of its members, the duration of the appointment and determines the financial resources (annual *budget*) of which the Supervisory Body may avail itself in order to perform its functions autonomously and without the obligation of prior authorisation by top management. Every year, the Supervisory Body prepares and submits to the Board of Directors for approval a statement (also in the context of the reports referred to in section 4.6 below) containing a summary of any financial resources spent, as well as an indication of the resources it deems necessary for the coming year.

Legislative Decree 231/01 does not provide specific indications as to the composition of the Supervisory Body. In the absence of such indications, the Company assesses and adopts the solution (monocratic or collegial composition) which, taking into account the purposes pursued by the law and

the guidelines derivable from published case law, is capable of ensuring, in relation to its size, its activity and its organisational complexity, the effectiveness of the controls to which the Supervisory Body is assigned. Where the Supervisory Body is composed of two members, one internal and one external, in order to ensure the requirements of continuity of action and independence, the external member shall be identified from time to time as Chairman of the Supervisory Body and, in the event of disagreement, the vote *cast* by the Chairman of the Supervisory Body shall prevail (so-called *casting vote*). This rule shall also be reflected in the Regulation indicated in paragraph 4.1 above, where adopted by the Supervisory Body.

4.3 Appointment requirements and causes of ineligibility

Persons with proven corporate knowledge and special professionalism may be appointed as members of the Supervisory Body. In the latter regard, the members of the SB are chosen from among qualified individuals and experts in legal matters as well as in the subjects of corporate organisation and management, inspection and control activities, risk analysis and assessment techniques and interview and questionnaire processing techniques.

The individual members must also meet the requirements of autonomy, independence, honourableness and morality laid down by current and applicable regulations and on the basis of reference case law interpretations.

Therefore, no person may be appointed as a member of the Supervisory Body, and if appointed, shall forfeit his office:

(a) whoever finds himself in any of the circumstances referred to in Article 2382 of the Civil Code

(b) those who find themselves in situations of conflict of interest or which may compromise their autonomy and independence, or who hold, directly or indirectly, shareholdings of such a size as to allow them to exercise control or significant influence over the Company

(c) who is the spouse, relative or similar within the second degree, or business partner, of any person subject to his/her control and supervision, as well as having interests in common or in conflict with the same

(d) anyone who is the subject of an investigation into Crimes mentioned in the Decree or who has been convicted, even with a non-definitive sentence or by application of the penalty at the request of the parties, for the same Crimes

(e) anyone who has served as a member of the Supervisory Body in a company against which the sanctions provided for in Article 9 of the Decree have been imposed, due to the inadequacy of the control activities of the Supervisory Body itself, or who has served as a director - in the three financial years preceding his appointment as a member of the Supervisory Body - of companies subject to bankruptcy, compulsory administrative liquidation or similar procedures while in office.

4.4 Renunciation, revocation and replacement

Members of the Supervisory Body may renounce their appointment.

Renunciation may be exercised at any time, with at least two months' notice, upon written notice to the Board of Directors of the Company, containing the reasons for renunciation. A copy of the notice shall be notified to the other members of the Supervisory Body and to the control body (where appointed).

The members of the Supervisory Body may be dismissed by the Board of Directors if any of the following circumstances occur

(a) repeated non-compliance or unjustified inactivity in the performance of his duties;

(b) imposition of disqualification sanctions on the Company due to the inactivity of the members of the Body;

(c) loss of the requirements or supervening cause of ineligibility referred to in paragraph 4.3 above;

(d) serious breach of the mandate conferred, with regard to the functions indicated in the Model, including breach of confidentiality obligations;

(e) failure to attend, without a justified reason, two or more meetings of the Body within a period of twelve consecutive months.

In the event of resignation, supervening incapacity, death or revocation of the Supervisory Body, the Board of Directors, promptly informed, shall take the appropriate decisions without delay.

4.5 Activities falling within the mandate of the Supervisory Body

The Supervisory Body, in the performance of its duties, carries out supervisory activities

(a) on the observance of the Model by the corporate bodies, Employees and Collaborators, and, to the extent provided for, by Suppliers, Customers, Consultants and/or Professionals, Partners and any other third parties contractually bound to the Company and operating on behalf of the same Company and anyone acting in its name or on its behalf under its direction and supervision

(b) on the effectiveness and adequacy of the Model, in preventing Crimes, in relation to the Company's structure and activities;

(c) on the appropriateness of updating the Model by proposing to the Board of Directors any amendments resulting from changes in corporate, regulatory and/or socio-environmental conditions;

(d) on the *Whistleblowing* Procedure (as defined below) and on respect for the guarantees of confidentiality of the identity of the reporting person, the person involved and the person in any case mentioned in the report, as well as the content of the report and the relevant documentation, and on respect for the guarantees against any form of retaliation or discrimination against the reporting person and in general against any breach of the measures provided for the protection of the reporting person by Legislative Decree no. 24 of 10 March 2023 and the *Whistleblowing* Procedure.

Within the scope of the aforementioned tasks, the Supervisory Body carries out the following activities

- collect, process, file and update the relevant information concerning the operation of and compliance with the Model, including the documentation that makes up the Model itself and the mapping of the company areas deemed to be at risk of offences, the relevant updates and the reports on supervisory activities
- periodically carry out internal inspections on the company's activities in general, including the *Whistleblowing* Procedure, and on the processes considered at risk of Crime, including surprise checks;

- periodically carry out checks on the map of areas at risk of offences, in order to verify its adequacy with respect to exogenous and/or endogenous changes in the Company
- verify and check that the documentation concerning the activities identified in the Model is effective and regularly kept
- set up specific information channels in addition to those already provided for by the Model, which make the exchange of information to and from the Supervisory Body and the flow of any reports of commission of Crimes to the Supervisory Body by the Addressees quick and easy;
- promptly notify the Board of Directors of ascertained violations of the Model;
- promptly inform the Board of Directors of any change/update considered relevant to the performance of the activities of the Supervisory Body, as well as to the proper fulfilment of the provisions of the Decree;
- coordinating the activities falling within its competence with those of the other corporate control functions and bodies, envisaging, where appropriate, special meetings, in order to better monitor corporate activities from an integrated perspective of the control systems.

The SB has, as provided for by law, autonomous powers of initiative and control in order to supervise the operation of and compliance with the Model. It does not, however, have coercive powers or powers to intervene to modify the corporate structure or to impose sanctions on corporate bodies, Employees, Collaborators, Consultants and/or Professionals, Partners, Customers, Suppliers or any other third parties contractually bound to the Company and operating on its behalf and anyone acting in its name or on its behalf under its direction and supervision; these powers are vested in the corporate bodies or competent corporate functions.

Furthermore, in order to carry out the inspection activities falling within its competence, the Supervisory Body has access, within the limits set by the Privacy legislation (Legislative Decree 196/2003 as amended by Legislative Decree 10 August 2018, no. 101, containing "*Provisions for the adaptation of national legislation to the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation*)"), to all company documentation that it deems relevant as well as to IT and information tools relating to activities classified or classifiable as at risk of Crime.

In the performance of its duties, the Supervisory Body may avail itself of the assistance of all the structures and functions of the Company, but under its direct supervision and responsibility, as well as of external consultants with specific professional skills for the performance of activities requiring specific knowledge. These consultants will report on their work directly to the Supervisory Body.

By way of example only, the Supervisory Body may make use of

- of the persons in charge of selecting and managing human resources, e.g. with regard to the implementation of the personnel communication and training plan, the implementation of the disciplinary system and the management of disciplinary proceedings
- the administration, finance and control function (Finance Manager), e.g. with regard to the control of budget, accounting and tax activities and treasury and cash flow management activities;
- the Safety Prevention and Protection Manager (RSPP) with regard to issues concerning the

management of health and safety in the workplace.

The verification and surveillance activities on the Company's Model may therefore be

- performed directly by the SB
- commissioned by the OdV to other internal and/or external subjects of the Company (in the latter case using the OdV's *budget*).

The Supervisory Body independently schedules on an annual basis the checks it intends to carry out on the Company processes/activities deemed sensitive to the risk of commission of the offences referred to in Legislative Decree 231/01, on the basis of a plan agreed between its members, unless other needs arise in the course of the activities.

The audits performed on the Model may be planned and announced in advance to the personnel subject to the audit or carried out by surprise, i.e. without prior communication to the personnel concerned.

Once the audit has been carried out, the Supervisory Body draws up a *report/verbal of* the audit itself (filed, with the relevant documentation, by the Supervisory Body itself), reporting on all the criticalities, if any, found (by the Supervisory Body itself or by the persons appointed for the purpose) during the audit and proposing any corrective actions to remedy the criticalities found. The Managing Director and the Board of Directors shall be informed of the results of the audit, so that any necessary measures and corrective actions may be assessed and adopted.

The Supervisory Body shall assess in subsequent verifications (*follow-up*) the proper implementation of any corrective actions proposed and/or any other actions taken by the Company in this regard.

4.6 Reporting by the Supervisory Body to senior management i

The Supervisory Body is obliged to immediately report in writing to the Board of Directors

- any ascertained breach of the Model or alleged commission of offences;
- important issues that have emerged in the course of its analysis and control activities.

The Supervisory Body also has the obligation to immediately inform the Board of Directors in writing, requesting that the Shareholders' Meeting be convened, if the violation or alleged Crime concerns Company directors.

Without prejudice to the obligation of immediate communication, the Supervisory Body prepares, at least once a year, a descriptive report for the Board of Directors, on the activity carried out during the reference period, on the controls performed and their outcome, on any reports received and on the possible need to implement corrective actions and adapt the Model.

The following aspects are dealt with in the framework of the *reporting* activity

- controls and checks carried out by the Supervisory Body and their outcome
- any critical issues that have emerged
- state of progress of any corrective and improvement measures to the Model;
- any legislative innovations or organisational changes requiring updates in the identification of risks or changes to the Model;

- any disciplinary sanctions imposed by the competent bodies and functions as a result of violations of the Model;
- any reports received directly or indirectly from internal and external parties during the reference period concerning alleged violations of the Model or the Code of Conduct, offences or other violations of regulations in force;
- the activity plan envisaged for the following year;
- other information deemed significant.

However, the Supervisory Body has the right to request a hearing with the Board of Directors, should it deem it necessary. Likewise, the Board of Directors has the power to convene the Supervisory Body if it deems it appropriate. Meetings with corporate bodies to which the Supervisory Body reports must be documented. The Supervisory Body takes care of the archiving of the relevant documentation.

4.7 Reporting to the Supervisory Body

A) Whistleblowing and reporting offences or violations

AIT has a system for reporting offences and violations (so-called *whistleblowing*) *pursuant* to Legislative Decree 24/2023, governed by a specific procedure called "***Whistleblowing*** Procedure", which is an integral part of the Model (Annex D); at the date of approval of the Model, the *Whistleblowing* Procedure provides that such reports are sent to, and are managed by, the so-called *Whistleblowing* Committee, composed of the corporate functions identified from time to time in the *Whistleblowing* Procedure ("***Whistleblowing Officer***").

The members of the corporate bodies, Employees, Collaborators, Consultants and/or Professionals of the Company, and any other person identified in this regard by the Company in the *Whistleblowing* Procedure, shall directly report to the *Whistleblowing Officer* any news concerning the commission, or reasonable belief of the commission, of offences relevant to the Decree and violations of the Model or of the laws in force (as better provided for in the *Whistleblowing* Procedure) in relation to the activities carried out by the Company of which they have become aware during the performance of work activities on behalf of the Company. Such reports must be circumstantiated and based on precise and concordant elements of fact.

When the *Whistleblowing Officer* is a person other than the Supervisory Body, the Company shall ensure that an adequate and timely flow of information is indirectly guaranteed to the Supervisory Body (e.g. through the *Whistleblowing Officer* identified) concerning the relevant news subject to the report and its outcome.

The Supervisory Body is therefore informed, either directly if it is identified by the Company as the recipient of the reports (thus assuming the role of *Whistleblowing Officer*) or indirectly through the different *Whistleblowing Officer* identified by AIT, of events reported that could give rise to the administrative liability of AIT pursuant to Legislative Decree 231/01.

The reports (and their outcomes) will be adequately preserved and filed and will also be subject to periodic *reporting* to the corporate bodies.

The Company guarantees that the authors of the reports will not be subjected to any form of retaliation, discrimination or penalisation and ensures the utmost confidentiality regarding their identity, without prejudice, of course, to legal obligations and the protection of the rights of the

Company itself or of persons wrongly accused and/or in bad faith.

The procedures for sending, receiving, analysing, processing and managing reports of unlawful conduct, regulatory violations as well as violations of the Model, as well as the possible *whistleblowers*, the reporting channels and the forms of protection of the confidentiality and protection of the *whistleblower* are better defined and regulated within the *Whistleblowing* Procedure.

It is also mandatory to transmit to the Supervisory Body information concerning, inter alia

- measures and/or information from the judicial police, or any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons, for offences under Legislative Decree no. 231/2001, if such investigations involve the Company or its corporate bodies, Employees, Collaborators, Consultants and/or Professionals, Suppliers, Customers, *Partners* or any other third parties contractually bound to the Company and operating on behalf of the same Company and anyone acting in the name of or on behalf of the same under its direction and supervision;
- requests for legal assistance forwarded by managers and/or Employees in the event of legal proceedings being commenced for the Crimes provided for by Legislative Decree No. 231/2001, as well as requests for legal assistance proposed by shareholders, directors, managers for the commission of the Crimes provided for by Legislative Decree No. 231/2001
- reports prepared by the heads of other functions or corporate bodies of the Company as part of their control activities and from which facts, acts, events or omissions may emerge with critical profiles with respect to compliance with the rules set out in Legislative Decree 231/2001
- news concerning disciplinary proceedings brought for violations of the Model and any sanctions imposed (including measures against Employees) or measures to dismiss such proceedings with the relevant reasons, if they are related to the commission of Crimes or violation of the rules of conduct or procedures of the Model.

B) <u>Other reports or informative communications</u>

In addition to the above-mentioned reports, the following shall also be forwarded to the Supervisory Body, for the purpose of the latter performing its supervisory and monitoring activities on the adequacy, updating and correct application of the Model

- reports on changes in the organisational structure and in the system of delegations and powers;
- minutes containing the resolutions of the Board of Directors of interest with respect to Legislative Decree 231/01 and the related Model;
- any changes in the risk areas and any new operating procedures;
- any new operating activities or any changes in the Company's *business* and any circumstances of the Company's business that may expose the Company to the risk of commission of the Crimes referred to in Legislative Decree 231/01;
- information concerning relations with Suppliers, Clients, Consultants and/or Professionals and *Partners* (or any other third parties contractually bound to the Company and operating on its behalf and anyone acting in its name or on its behalf under its direction and

supervision), who operate on behalf of the Company in the context of sensitive activities

- any extraordinary operations carried out by the Company;
- in general, any information or documentation that may affect the Company's organisation and the Model or is in any case relevant to the operations carried out by the Company itself, especially in areas of activity at risk.

The information flow directed towards the Supervisory Body is also represented by the documents and/or reports that, periodically, the various offices of the Company must transmit to the Supervisory Body itself, in accordance with what is specifically provided for in each special section of the Model.

The transmission of the periodic document flow can be carried out in the following ways

- to the Supervisory Body's e-mail box: odv231@arvato.com;
- by ordinary mail addressed to the Supervisory Body of AIT at its registered office or to the address of the members of the Supervisory Body.

In this regard, the Company identifies, in agreement with the Supervisory Body, one or more internal managers (so-called "231 Contacts") for each area or activity at risk of Crime or for each corporate area, with the task of providing and ensuring the Supervisory Body with the above-mentioned information flows.

The Supervisory Body has the power to propose additions and changes to the aforementioned system of information flows, just as it can, within the scope of its autonomous powers of initiative and control and in line with the provisions of this Model, define and summarise the aforementioned system of information flows in a specific procedure or in a specific prospectus, containing the subject of the information flows, the corporate functions concerned and the relevant methods and timing of sending them.

Furthermore, the Supervisory Body may be consulted for clarifications on the provisions of the Model itself.

4.8 Collection and storage of information

The information, notifications and reports provided for in the Model in favour of the SB are stored by the Supervisory Body itself in a special archive, in computerised and/or paper form. Access to the archive is only allowed to the SB, which is obliged to maintain the confidentiality of all facts and circumstances of which it becomes aware during its term of office, with the exception of communications to which it is obliged by law.

5. DISCIPLINARY SYSTEM

5.1 General principles

Article 6, paragraph 2, letter e) and Article 7, paragraph 4, letter b) of the Decree expressly establish (with reference both to persons in top management positions and to persons subject to the direction of others) that the Entity's exoneration from liability is subject, inter alia, to proof of the introduction of a disciplinary system capable of sanctioning the failure to comply with the measures indicated in the Model.

AIT, therefore, in order to ensure the effective implementation of the Model, has defined a system of sanctions that can be applied in the event of violation of the behavioural and procedural rules

established therein.

The definition of disciplinary measures that can be applied in the event of violation of the rules set forth in the Model makes the action carried out by the Supervisory Body efficient and aims to ensure the effectiveness of the Model itself.

The application of this disciplinary system and of the relevant sanctions is independent of the conduct and outcome of the criminal proceedings that the judicial authorities may have initiated in the event that the conduct to be sanctioned has also carried out one of the predicate offences provided for by Legislative Decree no. 231/01.

In the case of the application of a disciplinary sanction against the recipients of the Model, AIT must *first of all* carry out a graduation of the applicable sanctions with reference to the different degree of dangerousness and/or seriousness that the conduct put in place may present with respect to the commission of the Crimes provided for by the Decree.

The type and extent of the sanction will vary depending on the following factors

- subjective element of the conduct, i.e. depending on whether the latter was characterised by wilful misconduct, negligence or inexperience;
- relevance of the breached obligations or possible repetition of the non-compliant conduct;
- level of hierarchical and/or technical responsibility held by the author of the conduct subject to sanction;
- any sharing of responsibility with other persons who participated in the violation of the rules laid down in the Model;
- presence of aggravating or mitigating circumstances, with particular regard to professionalism, previous work performance, disciplinary record, the circumstances in which the offence was committed;
- level of risk to which the Company may be deemed to be exposed as a result of the irregular conduct ascertained.

Sanctionable conduct

Pursuant to the combined provisions of Articles 5(b) and 7 of Legislative Decree no. 231/2001, the sanctions provided for in the following paragraphs shall be applied, depending on their severity, to Company staff who commit the following violations (hereinafter 'Violations' or "Breach")

a) failure to comply with the provisions set out in the Model, in the relevant Protocols and Procedures or in the Code of Conduct and in the law;

b) failure to comply with the methods of documentation, storage and control of the documents provided for by the Protocols and Procedures

c) violations and/or circumvention of the internal control system, carried out by removing, destroying or altering the documents provided for by the Protocols and Procedures or by preventing control or access to information and documents by the persons in charge, including the Supervisory Body.

The ascertainment of disciplinary offences and the consequent proceedings and sanctions are the responsibility of the competent corporate bodies and functions, which must promptly notify the Supervisory Body.

Sanctions *for whistleblowing*

Without prejudice to what is set out above in general terms, pursuant to Article 6, para. 2-bis of the Decree, the Model, in relation to the implementation of the so-called *whistleblowing* system, provides in its disciplinary system for appropriate sanctions against the following Violations, in compliance with and under the conditions set out in Legislative Decree 24/2023 and in the *Whistleblowing* Procedure

a) reports that prove to be libellous, defamatory, false and/or unfounded;[1]
b) breaches of the obligation to protect confidentiality;
c) retaliatory or discriminatory conduct, whether direct or indirect, against the whistleblower for reasons directly or indirectly linked to the whistleblowing, as well as activities obstructing (or attempted obstruction of) the whistleblowing;
d) unlawful conduct and/or violations committed by the persons reported;
e) the failure to implement (or maintain) *whistleblowing* channels, the failure to adopt (or maintain) *whistleblowing* procedures that comply with the legislation or the omissions in the activities of verification and analysis of the reports received by the person in charge of receiving and handling the reports.

In this regard, in the event of a breach being ascertained, the Board of Directors, the Managing Director and/or the company department appointed for this purpose will initiate the disciplinary actions provided for (i) for Employees, by the Regulations for employees adopted by the Company, (ii) for Executives by the Collective Bargaining Agreement for Industry Executives (which expressly provides that for all matters not governed by it, the provisions of the collective bargaining agreement applied in the company to the highest level of employees and therefore, in the case of AIT, the provisions of the Regulations for employees applicable to the highest level of employees, i. e. executive managers), ore. middle management), or by the contracts in force and the applicable law, and also, if the conditions or reasons are met, to criminal charges against the author of the breach (in the event of abuse or falsity of the report, this is without prejudice to any liability of the reporter for slander, defamation, ideological falsehood, moral damage or other civil or criminal damage).

The sanctions imposed by the ANAC (National Anti-Corruption Authority) pursuant to Article 21 of Legislative Decree 24/2023 (on *whistleblowing*) also remain unaffected.

However, a *whistleblower* who discloses or disseminates information on violations covered by the obligation of secrecy (with the exception of national or European Union provisions on classified information; forensic and medical professional secrecy; secrecy of the deliberations of judicial bodies) or relating to the protection of copyright or the protection of personal data, or discloses or disseminates information on breaches offending against the reputation of the person involved or

[1] The measures to protect whistleblowers are not applied in the event that the whistleblower is found, by a judgment, even if not final at first instance, to be (i) criminally liable for the offences of slander or defamation or in any case for the same offences committed with the report, or (ii) criminally liable for having reported false information intentionally with malice or gross negligence, with the consequent possible imposition of disciplinary sanctions (Article 16(3) of Legislative Decree 24/2023).

reported, where, at the time of disclosure or dissemination, there are reasonable grounds for believing that the disclosure or dissemination of the same information was necessary to disclose the breach and the report was made pursuant to Art. 16 (concerning "*Conditions for the protection of the reporting person*") of Legislative Decree 24/2023. In such cases, any further liability, including civil or administrative liability, is also excluded.

Unless the act constitutes a criminal offence, the *whistleblower* shall also incur no liability, including of a civil or administrative nature, for acquiring or accessing information on breaches.

In any case, criminal liability and any other liability, including of a civil or administrative nature, is not excluded for conduct, acts or omissions not related to the whistleblowing or which are not strictly necessary to disclose the breach.

5.2 Measures against directors and the control body (where appointed)

In the event of a breach by a member of the Board of Directors or the controlling body (where appointed), as well as in particular in the event of a breach of the *Whistleblowing* Procedure (i.e. in the event of sending false reports with wilful misconduct or gross negligence or in the event of threats, adoption or implementation of discriminatory or retaliatory measures against the whistleblower, obstruction of reports or breach of the whistleblower's duty of confidentiality), the Supervisory Body must inform the control body (where appointed) and the entire Board of Directors, which must take the necessary measures, also pursuant to the applicable company law.

In the event of inaction by the competent bodies, it will be the task of the Supervisory Body to request the intervention of the shareholders' meeting.

5.3 Measures against the members of the Supervisory Body

In the event of a breach by a member of the Supervisory Body, as well as in particular in the event of a breach of the *Whistleblowing* Procedure (i.e. in the event of sending false reports with wilful misconduct or gross negligence, or in the event of threats, adoption or implementation of discriminatory or retaliatory measures against the whistleblower, obstruction of reports or breach of the whistleblower's duty of confidentiality), the Supervisory Body itself, by a resolution passed in accordance with the provisions of the Model, must inform the Supervisory Body (where appointed) and the entire Board of Directors which must also take the appropriate measures in relation to the provisions for the respective category to which the various members belong and in compliance with the rules governing the functioning of the Body and the criteria for the term of office and replacement of its members, as provided for by the Model and in the letters of appointment or in the agreements governing the relevant relationship.

5.4 Measures against Employees classified as executives

In the event of a breach by executives, as well as in particular in the event of a breach of the *Whistleblowing* Procedure (i.e. in the event of sending false reports with wilful misconduct or gross negligence or in the event of threat, adoption or implementation of discriminatory or retaliatory measures against the whistleblower, obstruction of reports or breach of the whistleblower's duty of confidentiality), the Supervisory Body must ensure that all sanctioning procedures are activated.

With regard to executives, the confirmation of the breach may entail the application of the measures and remedies deemed most appropriate in compliance with the provisions of the law, of the contract and of the company governing the matter, in relation to the seriousness of the breach and of any repetition thereof, as well as in consideration of the particular fiduciary bond characterising the relationship between the Company and the executive himself/herself.

If the breach is actually ascertained, the sanctions indicated below will be applied, in proportion to the relevance factors set out in paragraph 5.1 above:

a) Written warning or reprimand

This sanction may be applied in the case of:

1) Non-serious breach with respect to the provisions of the Protocols provided for by the Model or adoption of a negligent conduct that does not comply with the requirements of the Model itself (including failure to carry out control activities or failure to report or tolerate irregularities committed by other Employees);

2) Breach of the *Whistleblowing* Procedure, in the event of threats of discriminatory or retaliatory measures against the *whistleblower*, obstruction of reports or breach of the whistleblower's duty of confidentiality.

The executive may be required to pay damages, if any, and pecuniary sanctions may be applied, in addition, depending on the seriousness of the non-compliance and/or failure to report and tolerance.

b) Dismissal pursuant to Article 2118 of the Civil Code:

This sanction may be applied in the event of:

1) serious breach with respect to the provisions of the Protocols provided for by the Model or adoption of a seriously negligent conduct that does not comply with the requirements of the Model itself (including failure to carry out control activities or failure to report or tolerate serious irregularities committed by other Employees);

2) Infringement of the *Whistleblowing* Procedure, in the event of sending false or unfounded reports with wilful misconduct or gross negligence;

3) Serious or repeated (during the year) Breach of the whistleblower's duty of confidentiality, in the event of serious or repeated obstruction of the whistleblowing or in the event of Breach of the *Whistleblowing* Procedure, by adopting and implementing discriminatory or retaliatory measures against the whistleblower.

c) Dismissal for just cause:

This sanction may be applied in the case of:

1) blatant and serious Breach such as to entail the possible concrete application against the Company of the measures provided for by Legislative Decree no. 231/2001, attributable to misconduct of such gravity as to undermine the trust on which the employment relationship is based and not to allow the continuation, even temporary, of the relationship itself;

2) serious breach such as to constitute a possible offence sanctioned by Legislative Decree no. 231/01, which exposes the Company to an objective situation of danger, thus constituting a significant breach of the obligations to which the worker is bound in the performance of his employment relationship;

3) serious or repeated (during the course of the year) breach of the *Whistleblowing* Procedure, in the event of sending false or unfounded reports with wilful misconduct or gross negligence, causing damage to the Company;

4) serious or repeated (during the year) Breach of the *Whistleblowing* Procedure, in the event of the adoption and implementation of discriminatory or retaliatory measures against the whistleblower, to the detriment of the Company.

AIT, pending the decision on the final disciplinary sanction, applies any precautionary measures provided for by the applicable labour laws.

Reference is made here to all the provisions, provided for by law and by the CCNL for Industry Executives applied to managers (which expressly provides that for all matters not covered by it, the provisions of the collective contract applied in the company to the highest level employees and therefore, in the case of AIT, the provisions of the Regulations for employees applicable to the highest level employees, i.e. middle managers), relating to the procedures and obligations to be observed in the application of sanctions.

5.5 Measures against employees and middle managers

The Model is an integral part of the Company's regulations and therefore any substantial violations of the individual rules of conduct contained in the Model and in the related documents and related Company Procedures by Employees, as well as in particular Violation of the *Whistleblowing* Procedure (i.e. sending false reports with wilful misconduct or gross negligence or the threat, adoption or implementation of discriminatory or retaliatory measures against the whistleblower, obstruction of reports or breach of the whistleblower's duty of confidentiality), constitute (a) breach of the obligations arising from the employment relationship, and (b) a disciplinary offence in accordance with the provisions of the Regulation for Employees adopted by the Company and the relevant laws.

The commission of the disciplinary offence gives rise to the initiation of disciplinary proceedings at the end of which, if the Employee is found to be liable, a disciplinary measure is issued with sanctioning content and effects.

In this respect, a verbal reprimand may be decided when, in the employee's diligence in observing the rules of conduct laid down in the Model or in the *Whistleblowing* Procedure, as well as in his/her conduct towards superiors and colleagues, shortcomings are found which are not attributable to deliberate failure to perform his/her duty. The written reprimand, which shall be of a more specific admonitory nature, or a fine not exceeding four hours' pay, or suspension from work and from pay for up to seven days may be resorted to in the event of more serious misconduct or if the misconduct, even if minor, tends to be repeated and it is therefore necessary to give prior notice, in a less labile form than a verbal reprimand, of more serious sanctions.

On the other hand, the sanction of dismissal for just cause or objective reason, and therefore termination of the employment relationship or contract of employment, could be adopted against a worker who (i) commits a serious breach of discipline or diligence at work, in relation to the requirements of the Model, thereby causing serious moral or material harm to the company, or who (ii) commits criminal acts connected with the employment relationship.

The proceedings and disciplinary measures referred to above are governed by Article 7 of Law No. 300/1979 (Workers' Statute), by the Regulations for Employees adopted by the Company and by the applicable labour legislation.

5.6 Measures against Collaborators and Consultants and/or Professionals

Violation by Collaborators and Consultants and/or Professionals of the Company as well as in particular Violation of the *Whistleblowing* Procedure (i.e. sending false reports with wilful misconduct or gross negligence or the threat, adoption or implementation of discriminatory or retaliatory measures against the whistleblower, obstruction of reports or breach of the whistleblower's duty of confidentiality), may result, in accordance with the provisions of the specific contractual clauses contained in the letters of appointment or in the agreements, in the early termination of the contractual relationship, pursuant to Article 1456 of the Italian Civil Code, without prejudice to the right to claim compensation if the aforementioned Breaches may cause concrete damage to the Company.

To this end, all Collaborators and Consultants and/or Professionals of the Company are required to sign specific contractual clauses or declarations of adherence to, and commitment to comply with, the Model and the Code of Conduct.

5.7 Measures against Suppliers, Customers, *Partners* and any other third parties

Violation (e.g. Violation of the applicable Code of Conduct) by Suppliers, Customers, Partners or any other third parties contractually bound to the Company and operating on its behalf and anyone acting in its name or on its behalf under its direction and supervision, shall be sanctioned by the competent corporate bodies and functions on the basis of the provisions of the contractual clauses included in the relevant contracts, and in any case with the application of conventional penalties, which may also include the automatic termination of the contract (pursuant to art. 1456 of the Civil Code), without prejudice to compensation for damages.

To this end, all Suppliers, Customers, Partners or any other third parties contractually bound to the Company and operating on behalf of the same Company, and anyone acting in the name or on behalf of the same under its direction and supervision, are required to sign specific contractual clauses or declarations of adherence to, and commitment to comply with, the applicable Model and Code of Conduct.

ATTACHMENTS

A) Code of Conduct

B) Complete catalogue of the administrative offences and the Crimes underlying the administrative liability of entities pursuant to the Decree, with *focus* on the Crimes considered abstractly applicable to the Company in the Special Part

C) Functional Chart

D) *Whistleblowing* Procedure