

Organization and Management Model according to Legislative Decree 231/01 General Part

Full version approved by the Board of Directors on 11/11/2021

Revision	Approved	Date
Rev. 00	A. Benacchio	November 2021

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1. INTRODUCTION

The Organization and Management Model of Benacchio S.r.l. fits into a company reality leader in the production of molds for cold deformation of sheet metal, with skills aimed at processing molded metal components and subsystems.

1.1 Recipients

The following are considered recipients of the Organization and Management Model:

- a) Top management: according to the provisions of art. 5, I comma, lett. a) of the Decree, there fall in the category of "Top Managers", persons "who hold representative functions, of administration or management of the entity or of one of its organizational units with financial and functional autonomy ", as well as the subjects who " exercise, even de facto, the management or the control "of the Entity. First of all, the position of the members of the Board of Directors of Benacchio S.r.l. is of relevance. In addition to the Directors, the position of the subjects who work for the auditing company (hereinafter also referred to only as "Auditor") gets abstractly relevance. While constituting a subject external to the Company, the Auditor is equivalent to Directors for the purposes of the provisions of the Disciplinary System.
- b) Employees: in the notion of "Employees" of Benacchio S.r.l. all related parties are included to the Company by an employment relationship, regardless of the contract applied, by the qualification and / or company organization recognized (for example, managers who are not "top", middle managers, employees, workers, fixed-term workers, workers with an insertion contract, etc .; hereinafter, also 'Employees'). Within this category, there fall also the Employees to whom are assigned, or who in any case perform, functions and / or tasks specific in the field of health and safety in the workplace (e.g. the Manager and the Employees at Prevention and Protection Service, First Aid Officers, Protection Fires Officers, Workers' Safety Representatives, etc.).
- c) Third party recipients: the category of "Third Party Recipients" includes, in particular, all subjects who do not hold a "top" position within the terms specified in the previous paragraphs and which in any case have to comply with the Model by virtue of the function

performed in relation to the company and organizational structure of the Company, for example as functionally subject to the management or supervision of a "top" person, or as operating for Benacchio S.r.l., directly or indirectly, (hereinafter, collectively also referred to as 'Third Party Recipients'). Within this category, the following may be included:

- all those who entertain with Benacchio S.r.l. an employment relationship of a non subordinate nature (e.g., project collaborators, consultants, temporary workers);
- collaborators in any capacity;
- attorneys, agents and all those who act in the name and / or on behalf of the Company;
- the subjects to whom are assigned, or who in any case perform, specific functions and tasks in occupational health and safety (e.g., the Competent Doctors and, if external to the company, the Managers and Employees of the Prevention and Protection Service);
- contractors and partners.

1.2 Purpose

The purpose of this Model is the preparation and activation of a structured and organic system of principles, functional processes aimed at preventing and deterring the commission of crimes envisaged by the Decree.

Benacchio S.r.l. is sensitive to the need to ensure conditions of fairness and transparency in conducting company activities, to protect its position and image, the work of its employees and the sector in which it operates. Starting from these premises, Benacchio considered in accordance with its policy to proceed with the implementation of the Organization and Management Model required by Legislative Decree 231/2001.

This initiative was taken in the belief that the adoption of the Model can:

- ✓ constitute a valid tool for raising awareness in all those who work in the name and on behalf of Benacchio, so that they follow, in carrying out their activities, correct and linear behaviors, such as to prevent the risk of commission of crimes contemplated in the Decree (and subsequent amendments and / or additions);
- ✓ affirm that Benacchio operates within the framework of certain rules that everyone must comply, from the Management to the last employee.

The Model is intended for members of the Bodies and employees, meaning all those who are linked to Benacchio by an employment relationship including managers, as well as in general to those who find themselves carrying out, in the name or on behalf of Benacchio, one or more of the activities identified as at risk.

Compliance with the Model is also guaranteed through the provision of contractual clauses which oblige external collaborators, consultants and commercial partners to comply with the principles contained

in this Model and in the Ethical Code, as well as the protocols specifically related to the activity carried out, under penalty of default, the possibility to withdraw from the contract or to terminate it and in any case to ask for compensation for any damage suffered.

The purpose of the Model is therefore the construction of a structured and organic system of procedures, protocols, codes of conduct, as well as control activities, in line with and in addition to the Control system already foreseen and existing, to be carried out also in a preventive way (so-called control ex ante) aimed at preventing the commission of the various types of crimes contemplated by the Decree.

In particular, by identifying the "areas of activity at risk" and the consequent definition of specific procedures, the Model aims to:

- ✓ determine in all those who work in the name and on behalf of Benacchio in the areas of activities at risk the awareness of being able to incur, in the event of violation of the provisions reported therein, in a crime subject to penal and administrative sanctions not only towards himself, but also towards the organization;
- ✓ confirm that these forms of illicit behavior are strongly condemned by Benacchio S.r.l., as they are absolutely contrary not only to the provisions of the law, but also to the ethical-social principles which Benacchio is inspired by;
- ✓ allow the organization to intervene promptly to prevent or oppose the commission of crimes themselves, thanks to a monitoring action on the areas of activity at risk.

1.3 Fundamental elements

This Organization and Management Model has been prepared in accordance with the provisions of Legislative Decree 231/01 on the subject of exemption for administrative liability of entities.

In preparing the MOG/OMM, the following were taken into consideration:

- the results of the mapping activity pursuant to Legislative Decree 231/01 performed at the Company;
- the guidelines of Confindustria 1 (1 Updated June 2021);
- the guidelines of Confcommercio 2 (2 updated March 2016);
- what has recently been underlined by jurisprudence and doctrine on the subject of application of Legislative Decree 231/01.

This Model integrates and accompanies the additional management and control systems present within the company (Procedures of the Safety, Environment and Quality Management System, security procedures, Administrative accounting control, internal circulars, etc ...).

1.4 General principles of the Model

In defining, constructing and applying its own Model, Benacchio observes the following regulatory principles:

- A clear and formalized assignment of powers and responsibilities, consistent with the duties attributed;
- The separation of duties, for which the authorization to carry out an operation must be under the responsibility of a different person from who accounts, executes or controls the operation (if the control is carried out by a single person). Such principle must in any case allow the efficient management of the business activity;
- The definition of behavioral rules suitable for guaranteeing the exercise of company activities in compliance with laws, regulations and integrity of company assets;
- The provision of regulatory documentation for individual company activities, divided into powers of attorney, powers and proxies, procedures.

In particular, the system of proxies, if any, provides that:

1. the proxies are consistent with the organizational position and updated as a result of organizational changes;

2. each delegation specifies the powers of the delegate and the person to whom the delegate reports;
3. the powers specified in the delegation are aligned and consistent with the objectives of the company;
4. the delegate has decision-making and spending autonomy appropriate to the conferred function and tasks.

The system of powers of attorney provides that:

- powers of attorney are assigned to subjects with internal delegation;
- the powers of attorney describe the conferred powers and, where necessary, are accompanied by a communication illustrating the extension limits, keeping budget constraints;
- the powers of attorney are assigned to natural persons.

The system of procedures also provides that:

- the methods and timing for carrying out the company activities at risk of crime are defined and regulated;
- where possible, the objectivity of decision-making processes is guaranteed (for example with the preparation of qualified supplier registers -P120-, the definition of objective criteria of selection and evaluation of personnel -P160-).
- The traceability of operations (both related to operational and control activities) aimed at ensuring that every operation, transaction and / or action is verifiable, documented, consistent and congruous - P030-.

The key points of the Model are, in addition to the principles already indicated:

- The dissemination of behavioral rules and established procedures at all company levels;
- The mapping of the areas of activity at risk, that is to say the activities within which there is a higher possibility to commit the crimes envisaged by Legislative Decree 231/01;

- The identification of areas of activity where the necessary procedures to prevent crimes is absent or insufficient and the consequent identification of necessary action plans so that also these areas reach an "acceptable" crime risk level;
- The attribution to the OdV/ Supervisory Body of specific control tasks on the effective and correct functioning of the Model;
- Verification of company conduct, as well as the functioning of the Model with consequent periodic updating (ex post control).

2. THE GOVERNANCE MODEL AND THE COMPANY'S ORGANIZATIONAL SYSTEM

2.1. The company reality

Benacchio S.r.l. was born in 1972 as a manufacturer of molds for the cold deformation of sheet metal, subsequently developing skills aimed at the machining of stamped metals components and subsystems. The company is organized into five production plants and one warehouse, differentiated by the type of work that is carried out. In particular, the company's production activity can be divided into: construction of mold components, assembly and series molding.

Benacchio S.r.l. is a company certified according to the UNI EN ISO 9001: 2015, UNI EN ISO 45001: 2018, UNI EN ISO 14001: 2015 and IATF 16949: 2016.

The Company constantly updates and improves its quality management and control system of production processes, in order to guarantee the customer the best possible service, both in terms of customization of the service, and of speed and punctuality of delivery of orders.

2.2. The company governance model

Benacchio's corporate governance system is currently structured as follows:

Shareholders: the Company is led by Benacchio family and the property is divided between the three brothers Ares, Paolo and Federica Benacchio.

Board of Directors: the Board of Directors is invested with the widest powers for the administration of the Company and for the implementation and achievement of the company purpose, in limits of what is allowed by law and by the Statute. Therefore, among other things, the Board of Directors is conferred the power to define the strategic guidelines of the Company, as well as to verify the existence and efficiency of the organizational and administrative structure of the same.

The Board of Directors can be composed of two to five councillors, on the basis of the provisions of the Statute. At the time of the adoption of this Document, the ruling councillors are four, that means the Chairman of the Board of Directors, a second Councillor who is also Chief Executive Officer and two other Councillors.

Chief Executive Officer: with minutes of the Board of Directors dated 12/01/2019 the role of Chief Executive Officer was conferred to Ares Benacchio giving him the broadest powers of ordinary and extraordinary administration excluding the acts for which the law or Statute expressly reserve the competence to the Board of Directors or the Assembly of the shareholders.

Auditing Firm: in compliance with the provisions of the Statute, a Legal Auditor was appointed (Experta Audit S.r.l.) with deed dated 11/05/2020, registered in the appropriate Register of Legal Auditors, who is therefore responsible for auditing and controlling the Company's accounts.

2.3. The organizational structure of Benacchio S.r.l.

a) The functions

As far as the organizational structure is concerned, Benacchio structure is divided into operational functions, which mainly ensure production and commercial activities, and in functions of controls that ensure the monitoring of company risks and the functioning of the prevention and mitigation measures.

In particular, this structure is composed as follows:

- CdA / BoD and Chairman of the Board of Directors;

- Chief Executive Officer (CEO Chief Executive Officer) to whom the following Bodies report:
 - QHSE (Quality Health Safety Environnement);
 - C.I. Continuous Improvement;
 - Sales;
 - Purchasing
 - PMO Project Manager Officer;
 - COO Chief Operating Officer;
 - CTO Chief Technology Officer;
 - HR Human Resource;
 - CFO Chief Financial Officer.
 - CSO Chief Strategy Officer

Below, the purposes to which each Role / Function is represented, as an example.

The Chairman of the Board of Directors is the legal representative of the Company who ensures, having all the powers, the ordinary and extraordinary management of the Company, with the exclusion of

those reserved by law and by statute to the board of directors, as well as those reserved to CEO, within the terms specified by the Board of Directors, being able to exercise the powers of Chief Executive Officer in the case of his absence, vacancy or impediment.

The Chairman of the Board of Directors, while formally holding the role of Employer, has transferred, through formal delegation pursuant to Article 16 of Legislative Decree 81/08, the functions relating to health and workplace safety and accident prevention for all the operational offices of Benacchio S.r.l.

With a notarial deed dated 15/02/2021 the Board of Directors conferred to Simone Lievore the aforementioned delegation, which also provides for the transfer of functions for the fulfillment of environmental matter. In order to allow him adequate spending power for the functions to which he is delegated, the The Board of Directors assigned a budget of € 100,000 to the delegate.

The Chief Executive Officer (CEO): to whom the Board of Directors conferred the broadest powers of ordinary and extraordinary administration with free and disjoint signature except the cases where the Law or the Statute expressly reserve the competence of the Board of Directors or the Shareholders' Meeting.

The QHSE Manager deals with the management of the aspects of quality, safety and health of the workers, as well as environmental aspects. In particular, the role of Quality Manager is also assigned to the Head of this office. The Quality Manager performs the following tasks:

- supervises the company Quality Systems, through the drafting and distribution of the Manual and related Procedures to involved Entities and supports AD/CEO in planning the objectives and definition of the measurement methods and approval criteria;
- constantly monitors the methods of maintenance and the possibilities for improvement (in terms of effectiveness and efficiency) through the planning and conduct of Audits on all business processes;
- collaborates in the development and realization phases of the products / services for the aspects concerning the Quality and Improvement of Processes and Products / Services.

The Continuous Improvement Manager takes care of the control and coordination of the factory where the robotic welding of the pieces produced by Benacchio is carried out adopting techniques for the continuous improvement of plant performances.

The Sales Area, which also coordinates the Cost Control and Marketing function, deals with:

- implement commercial strategies to achieve the objectives,

- customer management, from the identification phase to the subsequent phase of negotiations and presentation of the technical offer.

The Project Management Office (PMO), deals with the development and coordination of Projects, dialoguing with the various business processes.

The Production Manager (COO) deals with:

- the management of the production process ensuring the achievement of the general objectives and of production;
- coordination of the assembly activities carried out at civic number 145, logistics and maintenance.

The HR office deals with personnel management and supports the QHSE office in monitoring some obligations regarding health and safety in the workplace.

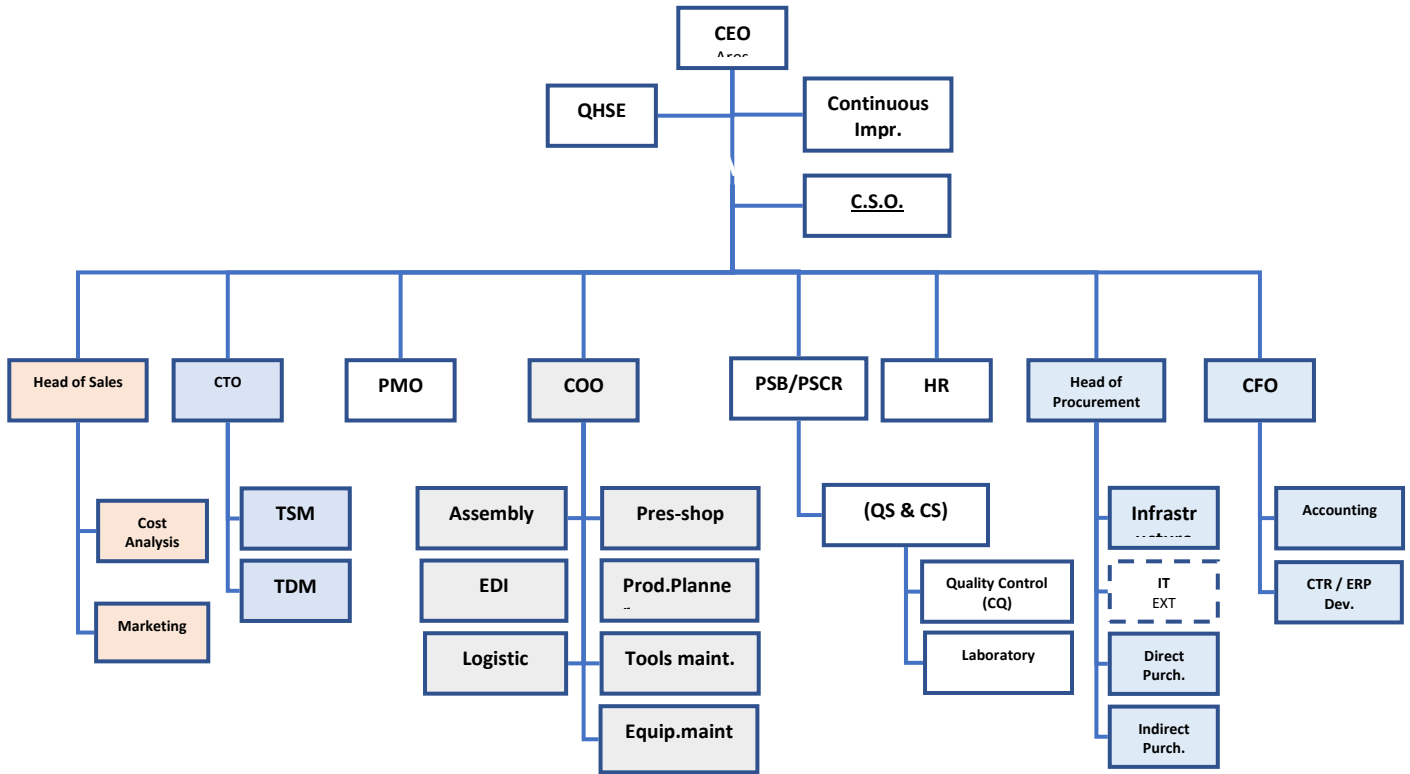
The CFO, who also oversees the Finance and Management Control areas, is responsible for:

- Manage and ensure the accounting and tax activities of the company in compliance with the current, legal, tax and currency provisions;
- Manage the administrative / financial relationship with customers and suppliers and related Credit Institutes;
- Supervise the administrative and accounting activities to ensure compliance with the legal, fiscal and currency rules;
- Verify that the company management is in line with the set objectives, monitoring the performance and ensuring company performance.

The Purchasing Manager, reporting to the CFO, deals with:

- the supply of goods necessary for company production;
- to research and select the most suitable suppliers for purchases based on the type of goods produced, the reliability of the company and compliance with delivery times;
- to negotiate the price and contractual conditions with the supplier.

ORGANIZATION CHART OF BENACCHIO S.R.L



b) The organizational structure regarding health and safety at work

With regard to health and safety in the workplace, the Company has an organizational structure for the purpose to observe the provisions defined by the preventive legislation in force, with a view to eliminate

or, where this is not possible, reduce - and, therefore, manage - occupational risks for workers.

As part of this organizational structure, therefore, the following subjects operate:

- the Employer;
- the Employer's Delegate pursuant to art. 16 Legislative Decree 81/08;
- the Head of the Prevention and Protection Service (hereinafter, also 'RSPP');
- the Executives;
- the Supervisors;
- First Aid Officers (hereinafter, also 'APS');
- the Fire Prevention Officers (hereinafter, also 'API');

-
- the Workers' Safety Representatives (hereinafter, also 'RLS');
 - the Company Doctor;
 - workers;
 - subjects external to the company who carry out relevant activities in the field of OSH, attributable mainly to: i) subjects who are entrusted with work under a procurement contract or work contract or supply contract; ii) suppliers; iii) installers and plant fitters, work equipment or other technical means and maintenance personnel.

The aforementioned figures are vested with their respective responsibilities through specific acts of appointment by part of the Employer following the preliminary verification of skills and accrued experiences, in accordance with the regulatory provisions in force.

In particular, the Employer has assigned the role of Chief Executive Officer pursuant to art. 16 of Legislative Decree 81/08 to the QHSE Manager, Dr. Lievore Simone, for all the offices of Benacchio S.r.l.

In this view, within the limits of hierarchical and functional powers appropriate to the nature of the assignment, the delegate will have the task to supervise the work and ensure the implementation of the directives received, checking the correct execution by the workers and exercising a functional power of initiative.

The delegation conferred concerns the general coordination of the entity with the spending autonomy equal to €100,000.

Generally speaking, the Chief Executive Officer, addressee of this provision, is delegated in his own area of relevance:

- to participate in the assessment and reassessment process of all the risks already identified in the DVR of his unit;
- to effectively implement all the specific prevention and protection measures - of technical, organizational and procedural nature - identified in the same DVR for health protection e job security;
- to participate in the meetings called by the Head of the Prevention and Protection Service and / or the Competent Doctor;

- to look after and check the state of implementation of the program of improvement interventions provided for in the DVR, also establishing the commitment of necessary resources when defining the budget.

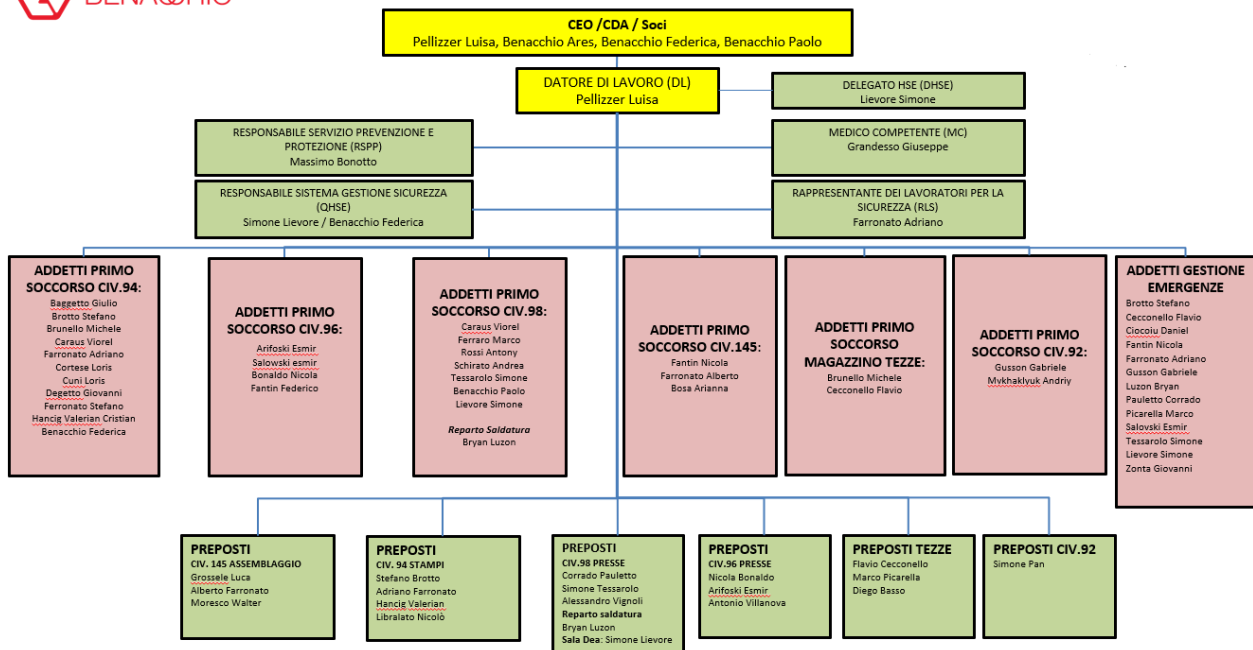
For details of further tasks and functions, please refer to the document signed by the Employer and by the Chief Executive Officer.

To carry out the tasks indicated above, the Chief Executive Officer avails himself of the competence and of the support from the RSPP and the QHSE office, also in order to identify and effectively implement all the measures - of a technical, organizational and procedural nature - in the field of health protection and work safety more appropriate and with priority.

SECURITY CHART



ORGANIGRAMMA della SICUREZZA/AMBIENTE



c) The organizational structure in environmental matters

Benacchio S.r.l. considers environmental protection an important objective for its business. For such reason, with Special Power of Attorney dated 15/02/2021, the function of Responsible for compliance with environmental legislation was conferred to Dr. Simone Lievore, with the task of looking after and carry out in full autonomy the obligations provided for by Legislative Decree

152/2016 with the related attachments, as amended by Legislative Decree 4/2008 and by Legislative Decree 128/2010 and any subsequent amendments.

2.4. Definition of the company organization chart and tasks

In order to make immediately clear the role and responsibilities of each in the context of company decision-making process, Benacchio S.r.l. has developed its own organization chart of synthesis.

In particular, the Organization chart specifies:

- the areas into which the business is divided;
- the hierarchical lines of dependence of the individual company bodies;
- the subjects who operate in the individual areas and their organizational role.

The organization chart is published on the company portal, which can be consulted by all staff of society.

This document is constantly and promptly updated according to changes actually intervened in the organizational structure. The changes are also subject of adequate organizational communications.

2.5. The system of proxies and powers of attorney

a) General principles

As required by good company practice and also specified in the Guidelines of Confindustria in the latest approved version, the Board of Directors of Benacchio S.r.l. is the responsible body for formally conferring and approving the proxies and powers of signature, assigned in consistency with the defined organizational and managerial responsibilities, with a precise indication of the approval thresholds for expenses.

The level of autonomy, the power of representation and the spending limits assigned to the various holders of proxies and powers of attorney within the Company are always identified. They are set in a consistent way with the hierarchical level of the recipient of the proxy or power of attorney within the limits of what strictly necessary for the performance of the tasks and duties to be delegated.

The powers thus conferred are periodically updated according to organizational changes that intervene in the structure of the Company.

The Company has also set up an information flow towards all functions and company subjects, for any reason concerned, including the OdV/Supervisory Body, in order to ensure the communication of powers and related changes.

b) The structure of the system of proxies and powers of attorney in Benacchio S.r.l.

The system of proxies and powers of attorney currently in force in Benacchio faithfully traces the picture that emerges from the company organization chart.

The Board of Directors of Benacchio has conferred on the CEO all the broadest powers of ordinary and extraordinary administration with free and separate signature, with exclusion of the powers that the Law or the Statute expressly reserve for the competence of the Board of Administration or at the Shareholders' Meeting.

Furthermore, the Board of Directors has attributed the role of Employer to the Chairman of Board of Directors pursuant to art. 2 of Legislative Decree 81/08, and has identified as Delegate of the Employer the Head of the QHSE Office, Dr. Simone Lievore pursuant to art. 16 Legislative Decree 81/08.

The proxies and powers of attorney, therefore, are always formalized through notarial deeds or, in the absence of these, are in any case made public in the appropriate ways, and communicated by means of letters of appointment drawn up on the Company's headed paper and signed "for acceptance" by the recipient. The powers of attorney are then registered by the Business Register of the relevant Chamber of Commerce.

Each of these deeds of delegation or awarding of signature powers therefore provides the following indications:

- a) delegating party and source of its proxy or power of attorney;
- b) delegated party or attorney with explicit reference to the function attributed to him and the link between the proxies and powers of attorney conferred and the organizational position held by the delegated subject;
- c) object, consisting of the list of activity types and deeds for which the proxy / power of attorney is conferred. These activities and acts are always functional and / or strictly related to the duties and functions of the appointed delegated party / attorney;

d) value limits within which the appointed delegate / attorney is entitled to exercise power conferred to him. This value limit is determined according to the role and position held by the appointed delegate / attorney within the company organization.

The system of proxies and signature powers, as outlined above, is applied in compliance with the company procedures, as well as regularly monitored as a whole and, where necessary, updated, due to the changes in the company structure, so as to be as consistent as possible with the hierarchical-functional organization and the needs of the Company. In addition, individual updates have been implemented, consequent to the change in function / role / task of the single subject or periodic updates involving the entire system.

3. DEFINITIONS

In order to have a more complete understanding of this Organization and Management Model, here is the list of the following definitions and / or abbreviations used in the same:

- **DECREE** or Legislative Decree n.231 / 01: it is the Legislative Decree n.231 of 8 June 2001 entitled "Discipline of the administrative responsibility of legal persons, companies and associations even without legal personality ". This abbreviation means all changes or additions occurred after its issue and current.
 - **COMPANY** or Benacchio: it means Benacchio S.r.l.
 - **MODEL** or **MOG**: it is the set of behavioral principles, operational processes (or protocols) and the rules adopted by the Company in order to prevent crimes, as envisaged by articles 6 and 7 of Legislative Decree 231/01.
 - **SUPERVISORY BODY** or **SB/OdV**: it is the Company's Body, provided for by Article 6 of Legislative Decree 231/01, which is entrusted with the task of supervising the functioning of the Model, its observance and any updating, in the manner and according to the formalities provided for in this Model.
 - **ETHICAL CODE**: it means the Ethical Code contained in this Model.
 - **OPERATIONAL PROCESS** or **PROTOCOL**: it means the specific procedure adopted by the Crime Prevention Group.

- **ADDRESSEES:** they are the subjects to whom the model is addressed, in particular employees, collaborators, members of the Bodies, consultants and suppliers.

4. REGULATORY REFERENCES

4.1. Legislative Decree 231/01

The Legislative Decree 8 June 2001, n. 231, which bears the "Discipline of administrative responsibility of legal persons, companies and associations, including those without juridical personality "(hereinafter also the " Decree "or "Legislative Decree no. 231/01 "), which entered into force on 4 July 2001 in implementation of art. 11 of Delegated Law 29 September 2000 no. 300, introduced the administrative responsibility of entities into Italian legal system, where "entities" must be understood as commercial, capital and personal companies, and associations, even without legal personality. This new form of responsibility, although defined as "administrative" by the legislator, has the characteristics of criminal responsibility, the verification being remitted to the criminal competent judge for the crimes from which it is derived, and being extended to the body the same precautions and guarantees of criminal trial. The administrative responsibility of the entity derives from the commission of crimes, expressly indicated in Legislative Decree 231/01, committed in the interest or to advantage of the entity by natural persons who hold representative, administrative or management functions of the entity or of one of its organizational units with financial and functional autonomy, or who exercise its management and control, even de facto (so-called "top management"), or who are subject to the direction or supervision of one of the above-mentioned subjects (so-called "subordinates"). Beyond the existence of the requirements described so far, the Decree also requires the verification of culpability of the entity, in order to be able to affirm its responsibility. This requirement is attributable to an "organization fault", to be understood as failure by the entity to adopt preventive measures suitable to prevent the commission of the envisaged crimes by the subjects expressly identified by the Decree.

The legislator intended to introduce a personal and autonomous responsibility of the Entity, distinguishing it from that of the physical person who is the material author of the crime, by virtue of which the Entity itself is liable for the consequences of the unlawful fact with one's own assets.

In essence, the administrative responsibility referred to in the Decree consists in the imputation of a crime also to subjects different from natural persons who perpetrated the crime itself.

However, it cannot be ruled out previously that certain crimes may also only potentially materialize in the Entity's operations so that this work intends to provide the basis for an adjustment on the matter by making this eventuality even more hardly achievable in practice.

The discipline (Article 5) provides that the Entity is responsible for crimes committed in its interest or at its advantage:

- by persons who hold representative, administrative or management functions of the Entity or of one of its organizational units with financial or functional autonomy as well as from persons who exercise, even de facto, the management and control of the same (so-called "top management");
- by persons subject to the management or supervision of one of the subjects referred to in the previous letter a) (so-called "subordinates").

It is also envisaged that the Entity is not liable for the offense when it is committed by a physical person who acted in his own interest or in the interest of third parties.

Having said that, the regulatory reference to the conditions of exclusion of the responsibility of the Entity is of fundamental importance (Articles 6 and 7 of Legislative Decree no. 231/01).

Well, in case of "crimes committed by persons in top positions", article 6, paragraph 1, provides that the Entity is not liable if it proves that:

- the management body adopted and effectively implemented, before the commission of the fact, organization and management models (hereinafter: MOG/OMM) suitable for preventing crimes of the type of that occurred;
 - the task of supervising the functioning and observance of the MOG/OMMs and of looking after their updating was entrusted to a body of the Entity with powers of initiative and control;
 - the persons committed the crime by fraudulently evading the MOG/OMMs;
 - there was no omission or insufficient supervision by the aforementioned body.

In case of crimes committed by "subordinates", Article 7 provides that the Entity is liable if the commission of the crime was made possible by failure to comply with management obligations or vigilance. In this case, non-compliance with management or supervision obligations is excluded if the Entity, before the commission of the crime, has adopted and effectively implemented

(presumption of exclusion) a MOG suitable for preventing crimes of the kind that occurred. When the offender is a subject "subordinate" to the direction or supervision of others, there will have the responsibility of the Entity not in presumptive way but only if a violation of management and vigilance obligations is demonstrated.

In any case, despite the distinctions described above, it can be concluded that the legislator refused a purely objective criterion (thus respecting the principle of guilt), constructing a particular model of indictment of the guilty, providing for the following procedural mechanism of reversal of the burden of proof, according to which the Entity must prove:

- the preparation of MOG/OMMs;
- the suitability of MOG/OMMs to prevent crimes of the same kind as the one that occurred;
- the assignment to an independent control body (OdV/Supervisory Body);
- the commission of the crime by fraudulently evading the MOG/OMMs;
- sufficient supervision of the control body.

4.2. Crimes provided for by Legislative Decree no. 231/2001

The Legislative Decree no. 231/2001 indicates the following types of crime involving administrative responsibility of the Entity.

The Decree, at the time of entry into force, governed the administrative responsibility of entities in relation only to the crimes against the Public Administration provided for in Articles 24 and 25.

Subsequent legislative interventions have progressively expanded the catalogue of predicate crimes of the administrative responsibility of the Entity. The types of crime that can configure today the administrative liability of the Company, if committed in its interest or to its advantage by subjects mentioned above, are expressly referred to in articles 24, 24-bis, 24-ter, 25, 25-bis, 25-bis.1, 25-ter, 25-quater, 25-quater.1, 25-quinquies, 25-sexies and 25-septies, 25-octies, 25-novies, 25-decies, 25-undecies, 25-duodecies, 25-terdecies, 25-quaterdecies, 25-quinquiesdecies and 25-sexiesdecies of Legislative Decree 231/01, as well as by Law 146/2006 and by Legislative Decree 58/1998 (TUF).

These types of crime can be included, for the sake of convenience, in the following categories:

- Crimes in relations with Public Administration (such as for example corruption, undue induction to give or promise benefits³, extortion, embezzlement to the detriment of the State, fraud against the detriment

of the State, computer fraud⁴ to the detriment of the State, referred to in Articles 24 and 25⁵ of Legislative Decree 231/01) ⁶;

³ Heading thus amended by n. 1) of letter a) of paragraph 77 of art. 1, L. 06/11/2012, n. 190.

⁴The conversion law of 15 October 2013 n. 119 which converted into law, with modifications, the decree-law 14 August 2013, n. 93, containing "urgent provisions on security and for contrasting violence, as well as on the subject of civil protection and the commission of the provinces "(GU General Series n.242 of 15-10-2013) introduced art. 640-ter paragraph 3 of the penal code governing the case of "computer fraud with theft or improper use of digital identity ", which concerns computer fraud, that is the alteration of the functioning of an IT or telematic system or intervention on data, information or programs contained in a computer system or telematic through the theft or improper use of digital identity to the detriment of one or more subjects. Digital identity is commonly understood as the set of information and resources granted by a computer system to a particular user under an identification process which consists, as defined by art. 1, lett. u-ter of Legislative Decree N. 82/2005, in the validation, carried out through appropriate technologies, which allow the identification in the Informative systems. The purpose of the regulatory intervention is to implement the protection of digital identity, in order to increase the confidence of citizens in the use of online services and thus put a halt to the phenomenon of fraud carried out through identity theft, which the jurisprudence of legitimacy (Cass. no. 9891 of 11 March 2011) precisely affirmed to integrate the crime provided for by art. 640-ter and not the one referred to in art. 615-ter of the Criminal Code ("Unauthorized access to an IT or telematic system ").

⁵ Art. 25 as most recently amended by Law no. 3/2019, which introduced in the crimes art. 246bis Penal Code, entitled "Traffic of illicit influences".

⁶ Articles 24 and 25 amended by Legislative Decree 14 July 2020 n. 75 - Implementation of the PIF Directive, with the introduction of new crimes, such as: art. 356 penal code - Fraud in public supplies; art. 2 Law 898/1986 - Fraud in the agricultural sector; art. 314 of the penal code - Peculation; art. 316 of the penal code Peculation by profit from the error of others; art. 323 penal code -Office Abuse.

- Computer crimes and unlawful data processing (referred to by Article 24-bis of Legislative Decree 231/01) ⁷;
- Offenses of organized crime, both on a "transnational" scale (referred to by the Law of 16 March 2006 n. 146), and national (referred to by Article 24-ter of Legislative Decree 231/01);
- Crimes against public faith (forgery of coins, public credit cards and revenue stamps, and in identification tools or signs), referred to in art. 25-bis of Legislative Decree 231/01) ⁸;
- Crimes of disturbed freedom of industry and trade (referred to in Article 25-bis.1 of Legislative Decree 231/01) ⁹;

⁷ Law 48/08 ratifying the Council of Europe Convention on Cybercrime of Budapest (23 November 2001) provided for the introduction of art. 24-bis in Legislative Decree 231/01, extending the administrative responsibility of legal persons to the so-called "cybercrime" offenses: falsification in a computer public or private document (491-bis of the penal code), unauthorized access to a computer or telematic system (615-ter of the penal code), detention and unauthorized dissemination of access codes to IT or telematic systems (615-quater of the penal code), dissemination of equipment, computer devices or programs aimed at damaging or interrupting a computer or telematic system (615-quinquies of the penal code), interception, impediment or unlawful interruption of computer or telematic communications (617-quater of the penal code), installation of equipment designed to intercept, prevent or interrupt computer or telematic communications (617-quinquies of the penal code), damage to information, data and computer programs (635-bis of the penal code), damage to information, data and computer programs used by the State or other public body or in any case of public utility (635-ter of the penal code), damage to IT or telematic systems (635-quater of the penal code), damage to computer or telematic systems of public utility (635-quinquies of the penal code), computer fraud of the subject that provides electronic signature certification services (640-quinquies of the penal code).

⁸ Art. 25-bis was introduced into Legislative Decree 231/01 by art. 6 of the Legislative Decree 350/2001, converted into law, with amendments, by art. 1 of Law 409/2001. These are crimes of counterfeiting money, spending and introduction of counterfeit money into the State, without agreement (art.453 of the penal code), alteration of money (art.454 of the penal code), spending and introduction of counterfeit money into the State, without agreement (art.455 of the penal code), spending of counterfeit money received in good faith (art.457 of the penal code), forgery of revenue stamps, introduction into the State, purchase, possession or circulation of counterfeits revenue stamps (Article 459 of the penal code), counterfeiting of watermarked paper used for the manufacture of public credit cards or revenue stamps (Article 460 of the penal code), manufacture or possession of watermarks or instruments intended for the falsification of coins, revenue stamps or watermarked paper (Article 461 of the penal code), use of counterfeit or altered revenue stamps (Article 464 of the penal code). Law 99/2009, which entered into force on August 15, 2009, entailed the new formulation of art. 25-bis ("falseness in coins, public credit cards, revenue stamps and identification instruments or signs ") which provides the introduction of offenses not covered by the old wording. The changes in the body of the article provide for the introduction of letter f-bis) and the administrative liability of entities for the crimes of: counterfeiting, alteration or use of distinctive signs of intellectual property or industrial products (Article 473 of the penal code), introduction of products into the State and trade with false signs (Article 474 of the penal code).

⁹ The same law 99/2009 also entailed the introduction of art. 25-bis.1 in Legislative Decree 231/01, that is the provision of the responsibilities of entities with respect to the commission of crimes against industry and trade. In particular, among the offenses relevant under this article there are: disturbed freedom of industry or trade (art.513 penal code), fraud in the exercise of trade (art.515 penal code), sale of non-genuine food substances as genuine (Article 516 of the penal code), sale of industrial products with misleading signs (Article 517 of the penal code), manufacture and trade of goods made by usurping industrial property rights (Article 517-ter of the penal code), counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quater of the penal code), illicit competition with threats or violence (Article 513-bis. of the penal code), fraud against national industries (Article 514 of the penal code).

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- Company crimes (such as false company communications, corruption between private individuals¹⁰ referred to by art. 25-ter Legislative Decree 231/01) ¹¹;
 - Crimes with the purpose of terrorism and subversion of democratic order (referred to in art. 25-quer of Legislative Decree 231/01);
 - Crimes against the person (such as for example the traffic of persons, the reduction and maintenance in slavery, referred to in art. 25-quer.1 and by art. 25-quinquies¹² of Legislative Decree 231/01);
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¹⁰ This type of crime was introduced into Legislative Decree 231/2001 by letter b) of paragraph 77 of art. 1, L. 06/11/2012, n. 190, which amended art. 25-ter providing that "1. Unless the fact constitutes a more serious offense, the directors, general managers, managers in charge of preparing company accounting documents, mayors and liquidators, who, following the bestowal or promise of money or other benefits, for themselves or for others, perform or omit acts, in violation of the obligations inherent to their office or the obligations of loyalty, causing harm to the Company, they are punished with imprisonment from one to three years. 2. The penalty of imprisonment of up to one year and six months is applied if the offense is committed by whoever is subject to the management or supervision of one of the subjects indicated in the first paragraph. 3. Anyone who gives or promises money or other benefits to the persons indicated in the first and second paragraphs is punished with the penalties therein expected. 4. The penalties established in the preceding paragraphs are doubled in case of companies with listed securities in markets regulated of Italy or of other European Union states or disseminated to the public to a significant extent pursuant to Article 116 of the consolidated act of the provisions on financial intermediation, referred to in the legislative decree February 24, 1998, n. 58, and subsequent amendments. 5. A complaint is made by the injured party, except for the fact there is a distortion of competition in the acquisition of goods or services ". The new letter s-bis of article 25-ter essentially provides that pursuant to Legislative Decree 231/01 the Company to which the corrupting subject belongs can be sanctioned, as only this Company can benefit from the corruptive conduct. On the contrary, the Company to the which the corrupt person belongs, by regulatory definition, suffers damage as a result of the violation of office duties or loyalty.

¹¹ Art. 25-ter was introduced into Legislative Decree 231/01 by art. 3 of Legislative Decree 61/2002. These are crimes of false social communications and false company communications to the detriment of shareholders or creditors (articles 2621 and 2622 of the Civil Code), prevented

control (Article 2625, 2nd paragraph, of the Italian Civil Code), fictitious capital formation (Article 2632 of the Italian Civil Code), undue return of contributions (Article 2626 of the Civil Code), illegal distribution of profits and reserves (Article 2627 of the Civil Code), illegal operations on shares or company shares or of the controlling company (Article 2628 of the Italian Civil Code), operations to the detriment of creditors (Article 2629 of the Italian Civil Code), failure to communicate a conflict of interests (Article 2629 bis of the Italian Civil Code), undue distribution of company assets by liquidators (Article 2633 of the Civil Code), unlawful influence on the assembly (Article 2636 of the Civil Code), stock manipulation (Article 2637 of the Civil Code), obstacle to the exercise of the functions of public supervisory authorities (Article 2638 of the Italian Civil Code), for crimes of corruption between private individuals (Article 2635, paragraph 3 of the Italian Civil Code), in cases of instigation (Article 2635bis, paragraph 1 of the Italian Civil Code). The crime of falsehood in reports or in communications from the independent auditors, governed by art. 2624 of the Italian Civil Code and referred to in art. 25-ter of Legislative Decree 231/01, was repealed by art. 37, paragraph 34 of Legislative Decree 39/2010. The new formulation introduced by the aforementioned regulatory article is now provided for in Article 27 of the same Legislative Decree 39/2010, not referred to by Legislative Decree 231/2001. Therefore, the offense of falsehood in the reports or communications of the independent auditors is no longer considered relevant for the purposes of administrative responsibility pursuant to Legislative Decree 231/2001. Furthermore, with Legislative Decree 38/2017 it has been introduced the new crime of "Incitement to corruption between private individuals" (Article 2635bis of the Italian Civil Code) which introduces a case divided into two hypotheses of conduct: offering or promising money or other benefits not due to senior managers or managers in the Company or private entities aimed at carrying out or omitting an act in violation of the obligations inherent to the office or of the loyalty obligations, when the offer or promise is not accepted; solicit for oneself or for others, even through a third person, a promise or donation of money or other benefits, to perform or to omit an act in violation of the obligations inherent to the office or loyalty obligations, if the solicitation is not accepted.

¹² Art. 25-quinquies was amended following Law 199/2016 which entirely innovated art. 603bis of the penal code titled "illegal intermediation and exploitation of labor". In particular, the new formulation of the penal case, punished with imprisonment from one to six years and a fine from 500 to 1,000 Euros for each worker recruited:

- rewrites the unlawful conduct of the corporal, or of those who recruit labor to employ it for third parties in conditions of exploitation, taking advantage of the state of need (the reference to the state of "need" is

cancelled); compared to the current case, a basic case has been introduced that is independent of violent, threatening or intimidating behavior (the call to carry out an organized activity of intermediation nor the reference to the organization of work characterized by exploitation appears anymore);

- sanctions the employer who uses, hires or employs labor also recruited through the activity of intermediation (or also - but not necessarily - with the use of corporal) with the modalities indicated above (i.e. exploiting workers and taking advantage of their state of need).

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- Crimes and administrative offenses of "market abuse" (abuse of privileged information and market manipulation, referred to in art. 25-sexies of Legislative Decree 231/01 and of Legislative Decree 58/1998) 13;
 - Crimes relating to health and safety in the workplace (manslaughter and serious personal injury referred to in art. 25-septies of Legislative Decree 231/01) 14;
 - Crimes of receiving stolen goods, laundering and use of money, goods or benefits of illicit origin, as well as self-laundering (referred to in Article 25-octies of Legislative Decree 231/01) 15;
 - Crimes relating to violation of copyright (referred to in Article 25-novies of Legislative Decree 231/01) 16;

13 Art. 25-sexies was introduced into Legislative Decree 231/01 by art. 9, paragraph 3, of law 62/2005. These are the crimes of abuse of privileged information (Article 184 of Legislative Decree 58/1998) and market manipulation (Article 185 of Legislative Decree 58/1998). The discipline (including penal) of market abuse was then extended with Legislative Decree 101/2009 (which amended Legislative Decree no. 58/98 - Consolidated Finance Act) also to financial instruments "admitted to trading in an Italian multilateral negotiation system" (art. 180 co. 1 lett. a) n. 2). In particular, for similar conduct relating to the aforementioned instruments have been introduced crimes of a contraventional nature: abuse of privileged information (art. 184 co. 3 bis Legislative Decree 58/98) and market manipulation (art. 185 co. 2 bis Legislative Decree 58/98). By virtue of the provisions of art. 187-quinquies of Legislative Decree 58/98, on the administrative side are also to be considered offenses - assumption of the entity's liability: abuse of privileged information (Article 187-bis of Legislative Decree 58/98) and market manipulation (Article 187-ter of Legislative Decree 58/98). Also for these administrative offenses there is the extension of applicability to the facts concerning the financial instruments referred to in art. 180 co. 1 letter a) n. 2.

14 Art. 25-septies of Legislative Decree 231/01 was introduced by law 123/07. These are offenses of manslaughter and serious or very serious unpremeditated injury committed with the violation of accident prevention and hygiene protection and occupational health regulations (articles 589 and 590, par. 3, penal code).

15 Legislative Decree 231/07 implementing Directive 2005/60 / EC of the European Parliament on anti-money laundering provided, among other things, for the introduction of art. 25-octies in the Legislative Decree 231/01, that is the provision of the responsibilities in the head to entities with respect to the crimes of receiving, laundering and use of money, goods or benefits of illicit origin. The offenses of money laundering and use of money, goods or benefits of illicit origin, already relevant pursuant to Legislative Decree 231/01 when connoted by the requirement of "transnationality", they have therefore been classified differently by virtue of the new legislative provision, being now relevant to the liability of the entity even if committed only on Italian territory. The law 15 December 2014, n. 186 then introduced the crime of self-laundering pursuant to art. 648 -ter.1 among the offenses sanctioned pursuant to Legislative Decree 231/2001 in order to "sterilize" the economic implications of the predicate offense committed up-river by the offender and to oppose such conduct carried out through or through the cover of a legal person. There follows the possibility of sanctioning the entities whose employees (top or not), after having committed or assisted in committing a crime without negligence, employ, replace, transfer, in financial, entrepreneurial or speculative the money, goods or other benefits deriving from the commission of the previous crime, in order to hinder concretely the identification of the criminal origin.

16 Introduced in Legislative Decree 231/01 with Law 99/2009, art. 25-novies provides for the responsibilities in headed by the entities with respect to the commission of crimes provided for by Law 633/1941 to protect copyright (and, in particular, of the articles 171, 171-bis, 171-ter, 171-septies and 171-octies).

- Crime of induction not to make statements or to make false statements to the judicial authorities (Article 377-bis of the penal code, referred to by Article 25-decies of Legislative Decree 231/01) 17;
- Environmental crimes (referred to by art. 25-undecies of Legislative Decree 231/01) 18;
- Employment of illegally staying third-country citizens (Article 25-duodecies) 19;
- Racism and xenophobia (Article 25-terdecies) 20;
- Fraud in sports competitions, abusive gambling or betting and gambling exercised by means of prohibited devices (Article 25-quaterdecies) 21;
- Tax offenses (Article 25-quinquiesdecies) 22;
- Smuggling offenses (Article 25-sexiesdecies) 23.

¹⁷ With the subsequent law 116/2009 - which also entered into force on 15 August 2009 and subsequently amended in Legislative Decree 121/2011, the liability of entities was introduced (article 25-decies of the Decree) for the commission of the crime of inducing not to make declarations or to make false declarations to the judicial authority (Article 377-bis penal code), thus extending the liability of the entity even if the crime is committed only on Italian territory (previously, in fact, the offense was already relevant pursuant to Legislative Decree 231/01 provided that it was characterized by the requirement of "Transnationality").

¹⁸ Art. 25-undecies Legislative Decree 231/01 was introduced by Legislative Decree 121/2011, in implementation of Directive 2008/99 / EC on penal protection of environment, as well as Directive 2009/123 / EC. The responsibility of Entities is therefore extended to the crimes committed pursuant to art. 727-bis and 733-bis of the Penal Code, as well as for some crimes referred to in Legislative Decree 152/06 (Environmental Single Text, arts. 29,107,108,137, 137 paragraph 2-3-5, 137 paragraph 11, 182, 256, 257,257 paragraph 1-2, 258, 258 paragraph 4, 259, 259 paragraph 1, 260-bis, 279, 279 paragraph 5), as well as for the offenses provided for by the law of 7 February 1992, n. 150 (articles 1 paragraph 1-2,2 paragraph 1-2, 3-bis paragraph 1, 6 paragraph 4), by art. 3, 3bis paragraph 1 of the law of 28 December 1993 n. 549, and by Legislative Decree 202/07 (articles 8 and 9). These types of offenses have been updated with the Law of 22 May 2015 n.68 containing Provisions relating to crimes against the environment (Official Gazette General Series no.122 of 28-5-2015), which, in addition to having significantly modified Legislative Decree 152/2006 (for example by integrating an entire dedicated section to the Sanctioning Discipline), introduced a long list of environmental crimes in the penal code (placed in the new Title VI-bis entitled "Crimes against the environment", articles 252 bis, 452 quater, 452 quinquies, 452 sexies), a large part of which is configured by the Law itself as a supposed offense capable of starting administrative liability of the company, with consequent modification and integration of article 25-undecies of the legislative decree 231 of 8 June 2001 n.231. Lastly, with Legislative Decree no. 21/2018 the case provided for by art. 260 of Legislative Decree 152/2006 was included in art. 452quaterdecies of Penal Code (Activities organized for illicit trafficking of waste).

¹⁹ These types of offenses were introduced into Legislative Decree 231/2001 by art. 2 paragraph 1 of Legislative Decree 16/07/2012, n. 109. Furthermore, following the changes made to the Anti-Mafia Code on 27/09/2017 (Law 161/2017), the article 25duodecies just issued establishes the pecuniary sanction from 400 to 1,000 quotas and from 100 to 200 quotas for crimes related to illegal immigration referred to, respectively, in Article 12, paragraphs 3, 3-bis, 3-ter, and in Article 12, paragraph 5, of Legislative Decree 286/1998. Crimes relating to the conduct of whoever directs, organizes, finances, carries out the transport of foreigners to Italy or favors their stay in order to derive an unfair profit from their condition of illegality.

²⁰ Crimes provided for and punished by Art. 604bis Penal Code titled "Propaganda and incitement to commit a crime for reasons of racial, ethnic and religious discrimination".

²¹ Article introduced by art. 5 of Law 3 May 2019, n. 39, published on 16/05/2019.

²² Article introduced by Law 19 December 2019 no. 157 of conversion to the Law Decree 26 October 2019 n. 124 "Urgent provisions on tax matters and for non-postponable needs" and updated by Legislative Decree 14 July 2020 n. 75.

²³ Article introduced by Legislative Decree 14 July 2020 n. 75, implementation of the PIF Directive.

Annex 1, called "Relevant offenses pursuant to Legislative Decree 231/2001", contains a summary description of the offenses envisaged by the Decree and is constantly updated.

The sanctions provided for by Legislative Decree 231/2001 payable by the company as a result of the commission, or attempted commission, of the crimes mentioned above are:

- pecuniary sanction up to a maximum of € 1.549.370,69 (and conservative seizure in precautionary way);
- disqualification sanctions (also as precautionary measures) lasting not less than three months and not over two years:
 - disqualification from exercising the business;
 - suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;
 - prohibition of contracting with public administration;
 - exclusion from concessions, loans, contributions or subsidies and the possible revocation of those granted;
 - ban on advertising goods or services;
 - confiscation (and preventive seizure as a precautionary measure);
 - publication of the sentence in case of application of a disqualification sanction.

Administrative sanctions for the company and precautionary measures can be applied exclusively by the penal judge in the guaranteed context of the penal trial and only on condition that all the objective and subjective requirements established by the same Legislator exist.

5. STRUCTURE OF THE MODEL

The Company's Model was developed taking into account the activity actually carried out by itself, its structure, as well as the nature and size of its organization. It is however understood that the Model will be subjected to any updates that will become necessary, based on the future evolution of the Company and the context in which it will operate.

The Company carried out a preliminary analysis of its business context and, subsequently, to an analysis of the areas of activity that present potential risk profiles, in report on the commission of the offenses indicated in the Decree. In particular, the following were analyzed: the history of the Company, the company context, the sector to which it belongs, the company organizational

structure, the existing internal control system, the system of powers of attorney and delegations, the juridical relationships existing with third parties, the operational reality, formalized practices and procedures disseminated within the Company for the performance of operations.

For the purposes of preparing this document, consistently with the provisions of the Decree, with the Confindustria Guidelines and with the indications that can be inferred today from the jurisprudence, the Company therefore proceeded:

- to the identification of the processes, sub-processes or business activities in which the supposed offenses indicated in the Decree may be committed, through interviews with the Managers of company functions;
- to the self-assessment of the risks (so-called risk self assessment) of the commission of crimes and of the internal control system suitable for preventing unlawful conduct;
- to the identification of adequate control measures, already existing or to be implemented in the operating procedures and company practices, necessary for the prevention or mitigation of the risk of committing the offenses referred to in the Decree;
- to the analysis of its system of delegations and powers and the attribution of responsibilities.

In relation to the possible commission of the crimes of manslaughter and serious or very serious injuries committed in violation of accident prevention regulations (Article 25-septies of the Decree), the Company proceeded to analyze its business context and all the specific activities carried out, as well as the assessment of the risks connected to this on the basis of the results of the checks carried out in compliance with the provisions of Legislative Decree 81/2008 and the special legislation connected to it.

This Model consists of:

- 1- General Part, aimed at illustrating the contents of Legislative Decree 231/2001 as well as the founding elements of the organization, management and control model adopted by the Company: the organizational structure, the system of proxies and powers of attorney, the functioning and functions of the OdV/Supervisory Body, information flows to and from the

Body, the disciplinary system, training and information activities and the criteria for updating the Model itself;

2 - Special Part, prepared following the identification of "sensitive" processes and activities, where potential risk profiles associated with the offense classes mentioned by the Decree have been identified. The special part is, in turn, divided into:

- Special Part A, dedicated to all crimes not described in special parts B and C;
- Special Part B, dedicated to crimes committed in violation of the rules on protection of occupational health and safety;
- Special Part C, dedicated to environmental crimes;

3 - Specific protocols, aimed at the management and organization of the specific activities of the Company subject to greater risk of crime pursuant to Legislative Decree 231/2001.

Finally, included to the Model there are the annexes to the specific protocols and Annex 1_ Relevant offenses pursuant to Legislative Decree no.Lgs. 231/2001.

a) Procedures for sensitive activities

In relation to the risk of committing both crimes relevant for the purposes of Legislative Decree 231/2001 and crimes penally relevant even if not provided for by the aforementioned decree, the procedures and estimated controls include:

- a training and information activity, aimed at department heads, having as object the main risks of commission of crimes in the activities for which they are responsible;
- a list of information and notifications that must be provided by the Managers of function for the purposes of drafting company documents;
- an agenda of company obligations;
- periodic supervisory activity by the appointed OdV/Supervisory Body;
- periodic reporting by the OdV/SB to the administrative body.

Furthermore, the prevention of the possible commission of relevant crimes pursuant to Legislative Decree 231/2001 is ensured by the fundamental principles of the decision-making processes inherent to the sensitive activities, which are:

A. Identification of an Internal Manager.

The department Manager involved in a sensitive activity is identified as "Internal Manager ". In particular situations, the President or a Manager appointed by him can appoint an Internal Manager for operations deemed relevant.

The Internal Manager, as defined above, must prepare, manage and maintain the documentation for the OdV/SB checks, showing:

- an indication of the relevant elements and circumstances relating to the sensitive activity (movements of money, appointment of consultants, establishment of ATI, consortia, joint ventures, checks made on any Partners, commitments and guarantees, etc.);
- an indication of the reasons that led to the management choices adopted.

In any case, the traceability of the decisions taken must be safeguarded, also through the drafting of minutes of the meetings from which decisions with legal effects for the Company appear, concerning sensitive activities.

B. Alignment of authorization and signature powers with company responsibilities.

The OdV/SB will check the system of proxies in force, recommending the appropriate changes when the qualification does not correspond to the powers of representation of the examined subject.

C. Inclusion in contracts of specific clauses relating to both compliance with Legislative Decree 231/2001 and in compliance with the general laws in force.

The component organizational units must ensure that in the finalized contracts specific clauses are included, finalized:

- to the observance, by the counterparties and their possible appointees or consultants, both of the provisions of Legislative Decree 231/2001, and of the general laws in force;
- to the insertion of sanctionative mechanisms, such as the termination of the contract, in case of violation of both Legislative Decree 231/2001 and the general laws in force.

b) Methods for managing economic and financial resources

The management systems of economic and financial resources, both incoming and outgoing, are founded on:

- a system of clearly defined powers of attorney / delegations;
- a system of procedures that regulate the entire passive cycle from the issue of purchase requests to payment of invoices;
- a company organization based on the principle of separation of duties;
- a budget process that provides for appropriate preventive evaluations on investments and on company costs, the necessary authorizations and specific control mechanisms on deviations.

c)Information flows to control bodies

The obligation to provide information applies to all personnel who come into possession of information relating to the commission of crimes within Benacchio or to conduct that is not in line with the rules adopted by Benacchio.

The reports to the OdV/Supervisory Body, relating to any violation or suspected violation of the Model, may be in written form, or may be made verbally.

The OdV/Supervisory Body will act in such a way as to guarantee the whistleblowers against any form of retaliation, guaranteeing the confidentiality of the identity of the whistleblower, without prejudice to legal obligations. In particular, pursuant to and for the effects referred to in Law 179/2017, whoever makes reports to any authority (in this case to the OdV/Supervisory Body), concerning illegal or abusive conduct of which he has become aware due to his employment relationship, cannot be - for reasons related to the report - subject to sanctions, demotion, fired, transferred or subjected to other organizational measures that have negative effect on working conditions.

Information and reports relating to acts, facts or events relevant both for the purposes of Legislative Decree 231/2001 and to general legislation, including those of an unofficial nature from employees, consultants, partners, are centralized towards the OdV/SB.

The OdV/SB will evaluate the reports received and any consequent measures, in its own reasonable discretion and responsibility, possibly listening to the author of the report and / or the responsible

for the alleged violation and giving reasons for any choices not to proceed with an internal investigation.

d) Protection of the authors of reports of crimes or irregularities of which they have become aware in the context of employment relationship (whistleblowing)

In particular, pursuant to Law 179/2017, the Organizational Model expressly provides for the presence of one or more channels for reporting illegal conduct - relevant pursuant to Legislative Decree

231/2001 and based on precise and consistent factual elements - or of violations of the organization model and management of the entity, of which the reporting parties have become aware due to the functions performed. These channels must guarantee the confidentiality of the identity of the whistle-blowers in the activities reporting management. The procedures prepared for this purpose also provide for the taking into account and subsequent evaluation of the reports only:

- Delivered using the methods established by the internal whistleblowing procedure;
- Adequately detailed in such a way as to bring out facts and situations related to specific contexts (indication of names or qualifications, of specific offices, of specific events, etc.).

For the purposes of compliance with the law, Benacchio:

- Establishes suitable transmission channels for the reports - as specified above – of unlawful conduct, relevant pursuant to Legislative Decree 231/2001 and of which they have become aware due to the functions performed by: a) persons holding functions of representation, administration or management of the entity or one of its organizational units endowed with financial and functional autonomy as well as by persons who exercise, also de facto, its management and control; b) persons subject to management or to the supervision of one of the subjects referred to in letter a);
- Guarantees that these channels ensure the confidentiality of the identity of the whistleblower in the activities of the report management, of which at least one with IT methods;
- Prohibits the carrying out of retaliation or discriminatory acts, direct or indirect, against the reporting for reasons connected, directly or indirectly, to the report;

- Provides, within the disciplinary system, suitable sanctions against: a) those who violate the measures to protect the whistleblower; b) whoever makes reports that prove to be unfounded with willful misconduct or gross negligence.

The Whistleblowing system is defined in a specific 231 Protocol.

6. THE ETHICAL CODE

The Benacchio Ethical Code, as approved by the Board of Directors, and subsequent modifications, additions and updates, is an integral part of this Model.

7. OdV/ SUPERVISORY BODY

Based on the provisions of Legislative Decree 231/2001, the task of supervising the operation and compliance of the Organization and Management Model is entrusted to an independent Body, continuity of action and professionalism and endowed with the related powers of initiative and control. The same Body is responsible for updating the MOG/OMM.

As required by paragraph 1 letter. b) of Article 6 of Legislative Decree no. 231/01, Organismo di Vigilanza/the Supervisory Body is characterized by autonomy and independence from the Company.

Therefore, the Body must carry out specialized activities that require knowledge of instruments and ad hoc techniques and its work must be characterized by continuity of action, at the same time guaranteeing, as a collegial body, characteristics of independence.

7.1 Composition, appointment and duration

The members of the Supervisory Body must have a consolidated experience in the field of controls and adequate preparation in the administrative or legal or managerial field as well as, a senior level of autonomy, independence and continuity of action.

In compliance with the principles indicated above, the OdV/Supervisory Body of Benacchio is a collegial body consisting of n. 2 members:

- An external member with expertise in health and safety in the workplace, environment, administrative and skills in the area of application of control systems and management (pursuant to Legislative Decree 231/01 or ISO standards or Internal Audit, etc ...)
- an internal member to guarantee the continuity of action of the Body, as a link direct with the company.

The external member will be assigned the function of Chairman of the OdV/SB.

These skills were assessed in the light of:

- a. of the crime risk mapping carried out in the application of the system pursuant to Legislative Decree no. 231/01, as able to intervene on the main crime risks;
- b. of the main control and supervisory functions attributed to the Body.

In choosing the member of the OdV/SB, due consideration is given to the knowledge of Legislative Decree 231/01 and the related penal legislation.

In order to ensure autonomy and independence from the Company, the member of the OdV/Supervisory Body cannot have:

- I. relationships of kinship or affinity within the third degree with the members of the Board of Directors of the companies and / or with their legal representatives;
- II. convictions, even if not final, for one of the offenses provided for by Legislative Decree 231/2001;
- III. convictions with a final judgment to a penalty that involves interdiction, even temporary, from public offices, or even temporary disqualification from executive offices of legal persons or companies.

For the purposes of this provision, the application of a penalty on request of the parties is considered equivalent to condemnation.

The members of the Body are not subject, in the performance of their duties, to hierarchical and disciplinary power of any body or function.

The members of the Supervisory Body remain ruling for 3 years from the date of acceptance of the appointment.

7.2 Revocation, suspension and resignation

The revocation and suspension of the members of the OdV/SB are attributed to the BoD.

The revocation of the OdV/SB can take place:

1. for just cause (negligence, infidelity, inefficiency, etc.);
2. for supervening impossibility;
3. due to the lack of subjective requisites of integrity, absence of conflict of interest;
4. due to the lack of the requisites provided for by the previous point 6.1, points I, II and III;
5. due to the lack of objective requirements of impartiality, autonomy, professionalism, continuity of action;
6. for the so-called "external" member, due to the lack of relations of dependence, consultancy or membership in bodies of the same Company.

In case of conviction for one of the offenses provided for by Legislative Decree 231/01 or conviction with final judgment to a penalty involving the interdiction, even temporary, from public offices, or even temporary disqualification from the management offices of legal persons or companies, there is immediate forfeiture of the role and status of member of the OdV/SB.

In particularly serious cases, the suspension of one or more members of the OdV/Supervisory Body is ordered even before the judgment.

Members can resign from office at any time. The aforementioned resignations will have effect only with the appointment of the substitute.

In case of resignation, revocation or forfeiture, the replacement of the member, revoked, lapsed or resigned, is immediate.

7.3 Functioning

Taking into account the peculiarity of the OdV/Supervisory Body's powers and specific professional contents required by them in carrying out the control tasks, the OdV/Supervisory Body is assisted by the individual functions of the Company and may be supported by a dedicated staff (selected, even part-time, for specific tasks) also by delegation to external consultants.

The rules relating to the internal organization and operation of the OdV/Supervisory Body can be adopted by the same with specific regulation. This regulation must be communicated to the top management and approved by the OdV/SB.

The OdV/SB has independent spending power on the basis of a proposed annual budget by the Body and approved by the Board of Directors. Expenses must be used exclusively for carrying out its own verification and control activity or to update of the MOG/OMM. Any extraordinary expenses, not contemplated in the forecast document, must also be subject to prior approval.

The relative minutes of the OdV/SB meetings must be drawn up.

7.4 Attributions and powers

The OdV/SB has the task of supervising:

- a) the suitability of the Model to prevent the crimes envisaged by the Decree in relation to the company structure;
- b) the actual implementation of the MOG/OMM and compliance with the prescriptions and principles of the MOG/OMM itself by the recipients;
- c) the effectiveness and dissemination of the adopted MOG/OMM;
- d) updating the MOG/OMM where it needs to be adapted to ensure its effectiveness.

From an operational point of view, the activities under the responsibility of the OdV/SB are:

- a) supervision and control of compliance with the principles of the MOG/OMM and the application of procedures envisaged therein. The activity in question may take place through fact-finding internal investigations, targeted checks on deeds, operations, transactions with particular regard to the operations at risk, access to all necessary company documentation, rather than through all the documents deemed suitable for the checks, in compliance with the law and by informing the functions involved. The checks will be subject to specific reporting to the subjects recipients.
- b) control of the application and compliance with the ethic principles.
- c) periodic verification of the adequacy of the MOG/OMM in relation to its real ability to prevent unlawful conduct, for example through the periodic review of risk areas, the

verification of the completeness of company procedures, analysis of changes in processes, etc..

d) the elaboration of proposals for adjustment of the MOG/OMM according to the natural evolution of the company and regulatory context, for example by periodically reviewing the mapping of risks.

e) proposing and consulting activities on risk prevention measures against company bodies or company functions able to guarantee their application.

f) coordination with other company functions or with corporate bodies in order to allow a transversal partnership of the whole company in ensuring the effectiveness of the MOG/OMM applied.

g) monitoring of periodic training activated in the company in relation to the subjects subject of Legislative Decree 231/01 and the clarity of the information, for example by verifying the dissemination through online publication of the Model, agreeing on the related training plan and controlling its periodic execution, monitoring the adequate disclosure of organization chart, function chart, penalty system, etc., and informing and updating the corporate bodies as specified in more details in the paragraph "Reporting activities of the OdV/Supervisory Body to the other corporate bodies".

h) initiation of internal investigations in case that the violation of the Model is highlighted or suspected, or the commission of crimes, or the violation of the principles of protection of the whistleblower (whistleblowing).

i) coordination with the Head of Prevention and Protection Services pursuant to current regulations on hygiene and safety at work, in order to ensure a constant connection and a progressive integration of their respective skills.

j) coordination with the heads of the various functions present in the Company to control activities in the risk areas and discussing with them all related issues to the implementation of the Model.

k) the collection, processing and storage of all relevant information received on the compliance with the Model.

To carry out its activities, the OdV/SB can:

- ✓ have free access, without prior authorization, to any company document, information or data relevant to the performance of the functions assigned to it by Decree and by the MOG/OMM;
- ✓ arrange that managers of the company departments, and in any case all the Recipients, promptly provide the information, data and / or news requested from them to identify aspects connected to the various company activities relevant pursuant to the MOG/OMM and to verify its effective implementation by company organizational structures;
- ✓ define periodic and specific meetings with members of the bodies, employees, collaborators and / or suppliers, where it deems it necessary in relation to the possible non-application of the MOG/OMM or the eventuality of commission of one of the offenses provided for by the Decree.

All activities, information, reports acquired or produced must be documented and kept by the OdV/Supervisory Body in a special archive, access to which is allowed to the members of the Board of Directors and to the subjects expressly authorized by the same BoD, as well as to the OdV/Supervisory Body itself.

7.5 Information obligations towards the OdV/SB

In order to facilitate the supervisory activity of the Model, as well as ascertaining the causes or disfunctions that had made possible the occurrence of crimes, any information, communication and documentation must be forwarded to the Supervisory Body, even if coming from third parties.

To this aim, the Body will prepare a summary table of the flow of information requested, with indication of the frequency and of the company representatives required.

Periodically, the OdV/Supervisory Body will propose, if necessary, to the Administrative Body any changes to the indicated list.

The Supervisory Body will evaluate the information received with discretion and responsibility e will activate all the investigations deemed necessary.

The system of information flows to the OdV/Supervisory Body is defined within a specific 231 protocol.

7.6 Methods of communication with the OdV/Supervisory Body

All communications and information addressed to the OdV/Supervisory Body must be sent to the e-mail address odv@benacchiosrl.it.

All members of the OdV/Supervisory Body can access this address through the identification of their own ID and their PASSWORD.

The members of the OdV/SB must obligatorily notify the sender of the message of the confirmed reading of the content of the e-mail message received; this confirmation certifies the occurrence of receiving and reading the content of the message.

The periodic and official communications required by the MOG/OMM must be sent directly to the OdV/Supervisory Body through the e-mail address highlighted above.

7.7 Reporting activities

The OdV/SB is required to report:

a) on an ongoing basis - also verbally - to the Management of Benacchio;

b) at least annually by written report to the BoD:

- ✓ the summary of the activities carried out;
- ✓ the checks carried out and their outcome;
- ✓ the most important aspects that emerged;
- ✓ any proposals to adapt the Model, including the revision of the map of areas at risk;
- ✓ the inspection plan planned for the following year.

The BoD has the right to call the OdV/SB at any time, as well as the OdV/SB may request to be heard by the General Management or by Board of Directors, for particularly serious and urgent reasons.

The meetings between the OdV/Supervisory Body and the aforementioned Bodies must be the subject of minutes.

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The meetings between the OdV/Supervisory Body and the aforementioned Bodies must be the subject of minutes.

7.8 Confidentiality obligations

The members of the Body are bound to secrecy with regard to the news and information acquired in the exercise of their functions.

The members of the Body ensure the confidentiality of the information they receive, in particular if relating to the reports that may receive regarding alleged violations of the Model.

Furthermore, the members of the Body refrain from seeking and using confidential information for purposes that do not comply with the functions of the Body.

In any case, any information held by the members of the Body is treated in compliance with current legislation on the subject and in particular in compliance with EU Regulation 2016/679 ("General Data Protection Regulation" - GDPR).

8. TRAINING, INFORMATION AND DISSEMINATION OF THE MODEL

The Company promotes the widest dissemination, inside and outside the structure, of the principles and the provisions contained in the Model and in the protocols connected to it.

The Model is formally communicated to all top management (including the Directors and the Auditor) and to personnel of the Company by delivery of a complete copy, also on computerized support or in a telematic way, as well as by publication on the company intranet net and posting in a place accessible to all.

Documentary trace is kept in the acts of the OdV/SB of the delivery and the commitment by the Recipients to comply with the rules set out therein.

For third party recipients required to comply with the Model, a summary of the same is made available on the Company's website, as regards the aspects relevant to them.

In this last aspect, in order to formalize the commitment to comply with the principles of the Model, as well as the protocols connected to it by third party recipients, the inclusion is provided in the reference contract of a specific clause, or, for existing contracts, the signing of a specific supplementary agreement to this effect.

In addition to the activities related to the information of the recipients, the OdV/Supervisory Body has the task of taking care of it with periodic and constant training, or to promote and monitor the implementation by

of the Company of the initiatives aimed at promoting adequate knowledge and awareness of Model and related protocols, in order to increase the culture of ethics within the Society.

In particular, it is envisaged that the principles of the Model are illustrated to company resources through specific training activities (eg. courses, seminars, questionnaires, etc.), which are required to participate and whose execution methods are planned by the OdV/Supervisory Body through preparation of specific plans, approved by the Board of Directors and implemented by the Company.

The courses and other training initiatives on the principles of the Model are, moreover, differentiated on the basis to the role and responsibility of the concerned resources, or through the provision of a more intense training and characterized by a higher degree of in-depth study, for the subjects qualifiable as "top" according to the Decree, as well as for those operating in areas qualifying as "at risk" pursuant to the Model.

9. DISCIPLINARY SYSTEM

9.1 General principles

An essential aspect for the effectiveness of the Model is the preparation of an adequate disciplinary system for the violation of the rules of conduct imposed for the purpose of preventing the crimes referred to in the decree and, in general, the internal procedures envisaged by the Model itself.

The application of disciplinary sanctions is regardless of the outcome of any penal proceedings, as the rules of conduct imposed by the Model are adopted by Benacchio in full autonomy and regardless of the type of offense that the violations of the Model may cause.

The principles on which this Disciplinary System is based are:

- Legality: art. 6, paragraph 2, lett. e), of Legislative Decree no. 231/01 requires that the organizational and management model must introduce a disciplinary system suitable for sanctioning the failure to comply with the measures indicated in the Model itself; it is therefore a burden of the Organization: i) to prepare in advance a set of Rules of Conduct and procedures for implementing the Model; ii) to specify sufficiently the disciplinary cases and the related sanctions;
- Complementarity: the disciplinary system provided for by the Organizational Model, Management and Control is complementary, and not alternative, to the disciplinary system established by the CCNL in force and applicable to the various categories of employees under the Organization;
- Advertising: maximum and adequate advertising, for workers through posting in a place accessible to all (e.g. company bulletin board), by hand delivery or by e-mail and publication on the company intranet, for third parties through publication on the company internet site;
- Contradictory: the contradictory guarantee is satisfied, not only with the preliminary advertising of the Organizational Model, but also with the written complaint in a specific, immediate and immutable way for charges (Article 7, paragraph 2, Workers' Statute);
- Graduality: disciplinary sanctions have been developed and will be applied according to the severity of the infringement, taking into account all the circumstances, objective and subjective aggravating and not, which characterized the contested conduct and the intensity of the damage to the protected company property;
- Typicality: The contested conduct must be expressly provided for and there must exist correspondence between the contested charge and the one placed at the basis of the disciplinary sanction;
- Timeliness: the disciplinary procedure and the possible imposition of the sanction must take place within a reasonable and certain time from the opening of the procedure itself (Article 7, paragraph 8, Workers' Statute);

- Relevance of attempted violation: in order to make the disciplinary system suitable and therefore effective, the sanctionability of mere conduct will also be assessed, conduct that poses at risk the rules, prohibitions and procedures envisaged by the Model or even only the preliminary acts aimed at their violation (Article 6, paragraph 2, letter e), Legislative Decree 231/01).

The sanctioning system is also object of training for employees, parasubordinate workers, interns and members of the Corporate Bodies through targeted sessions and specifications.

9.2 Recipients

The liable persons are divided into four different categories:

- employees (office workers, managers and workers);
- senior executives;
- members of the bodies (Directors and OdV/SB members);
- third parties (suppliers, agents, consultants, business partners, etc.).

9.3 Sanctionable behaviours

The attribution of a violation to one of the subjects referred to in the previous paragraph constitutes a legitimate circumstance of sanctioning – regardless from the circumstance that such conduct constitutes an offense from which a penal proceeding arises against the company. To this aim, relevant behavior constitutes non-compliance:

- of principles and obligations established by the Ethical Code;
- of the provisions envisaged in a penal-preventive perspective by the Model (general part and special parts) and integrated protocols;
- of general reporting obligations, of specific disclosure obligations and more general duty of maximum collaboration with the OdV/SB in the exercise of its functions of supervision and control;
- for top management, of the management or supervision obligations referred to in art. 7 paragraph 1 of the decree and in art. 2392 of the Civil Code, as well as for the failure to promptly intervene to eliminate violation of the Model and / or prevent the carrying out of supposed offenses.

9.4 Sanctions

9.4.1 Sanctions for employees (middle managers, white-collar workers and blue-collar workers)

The Model constitutes an expression of the employer's power to issue provisions for the execution and for the regulation of work (Article 2104 of the Civil Code) to its employees and, consequently, failure to comply with them by employees of the Company constitutes non-fulfillment of the obligations deriving from the employment relationship and disciplinary offense (art.2106 of the Civil Code) and, as such, may entail the consequences envisaged by current legislation and by collective bargaining.

In application of the above, infringements of the Model by the employee may give rise to the adoption, depending on their severity, of one of the following disciplinary measures provided for by the CCNL:

- verbal warning (The verbal warning will in any case be tracked through internal documentation or email);
- written warning;
- fine up to amount of three hours of hourly wages calculated on the minimum table;
- suspension from work and from wages for up to maximum three days;
- dismissal for deficiencies pursuant to art. 10 of the CCNL applied:
- dismissal with notice for infringements of the discipline and diligence of work which are not so serious to make the sanction of dismissal applicable without notice, although of greater importance than those contemplated in art. 9;
- dismissal without notice in case the worker causes the company serious moral or material harm, or does actions that constitute a crime pursuant to the law, in connection with the performance of the employment relationship.

The sanctions will be imposed in accordance with the provisions of Procedure PR231-02 Sanctions. The sanctions set out below, ascertained for all in compliance with the procedures provided for by art. 7 of the Workers' Statute and the relevant CCNL/ National Collective Labor Agreement, will be applied within the Company as follows:

Typology	Relevant behavior pursuant to Model 231
Warning (documented written)	a) Behaviors that do not require the delivery of disciplinary sanctions provided for by CCNL in consideration of their insignificance for the purposes of the commission of criminal hypotheses provided for by Legislative Decree 231/01
Verbal warning (documented written)	a) First infringement, assessed as minor or committed with negligence, imprudence or inexperience, to the directives provided for by the Model 231, by the Ethical Code and by the internal rules system (regulations, procedures, guidelines, work instructions) b) First violation, assessed as minor or committed with negligence, imprudence or inexperience, of the general information obligations and unconditional collaboration with the OdV/SB
Written warning	a) Reiteration of an infringement already sanctioned with a verbal warning over two years b) First infringement, voluntary and / or in agreement with others, to the directives provided for by Model 231, by the Ethical Code and by the system of internal rules (regulations, procedures, guidelines, work instructions) c) First violation, voluntary and / or in agreement with others, of the general information obligations and unconditional collaboration with the OdV/SB as well as foreseen by par. 7.5 d) First infringement of the reporting obligations towards the OdV/SB provided for by specific information flows referred to in par. 7.5.1 (applicable only to the figures responsible for the flows) e) First infringement of the duties imposed by the Whistleblowing procedure f) Failure to comply with accident prevention measures and related provisions issued by the company, when the lack may cause slight damage to things and no damage to people (i.e. that has determined certain "near-accident" situations)
Fine not higher than 3 hours	a) Reiteration of an infringement already sanctioned with a written warning over two years b) Violation of the measures to protect the confidentiality of the whistleblower c) Failure to comply with accident prevention measures and related provisions issued by the company, where there is slight damage to the people d) Insulting, defamatory or openly in bad faith report to OdV/SB e) Violation of the prohibition of retaliation or discriminatory acts, direct or indirect, towards the reporting person for related reasons, directly or indirectly, to reporting
Suspension from work and from salary for maximum 3 days	a) Reiteration of an infringement already sanctioned with a fine within two years b) Behavior (even not previously contested) directed in an unequivocal way to commit one of the offenses provided for by Legislative Decree 231/2001, if the action is not carried out or the event does not occur (attempt) c) Infringements of safety provisions or obligations of control and verification of the actions of others that have resulted in serious, very serious injuries or manslaughter d) Failure to report or tolerate serious irregularities committed by others belonging to personnel that are such as to expose the company to an objective situation of danger or to determine negative reflections for it
Dismissal	a) Non-compliance with the model with contextual perpetration of the crime from which derives the opening of penal proceedings against the company regardless of the application of any disqualification prevention measures against the company or even in case of a process that has ended with the acquittal of the company b) he is recidivist in at least two suspension measures in two years

For any news of violation of the Model, a final disciplinary action will be initiated to ascertain the violation itself. In particular, in the verification phase the employee will in advance be challenged with the charge and an appropriate response period will also be guaranteed in order to defend him. Once the violation has been ascertained, a disciplinary penalty will be imposed on the author proportionate to the seriousness of the violation committed and to any recidivism.

It is understood that the procedures, provisions and guarantees provided for by art. 7 of the Workers' Statute and the pact legislation on disciplinary measures will be respected.

Any sanction must be applied directly by Society, following the investigation carried out in collaboration with the OdV/SB and as completion of the procedure provided for by the appropriate procedure.

9.4.2 Sanctions for managers

Although the provisions of art. 7, Law n. 300/1970 (so-called "Workers' Statute") not apply to Executives, it is appropriate to provide for the same dispute methodologies and charge provided for by the aforementioned regulatory provision.

The identified sanctions are:

- a) the verbal warning (The verbal warning will in any case be tracked through internal documentation or email)
- b) a written warning;
- c) the pecuniary sanction, suspension from service and salary for a period not exceeding three days and / or the total or partial revocation of any powers of attorney and / or proxies;
- d) dismissal for non-fulfillment of the obligations of the employee (in this case those of the Model and / or the Ethical Code);
- e) dismissal for a failure so serious as not to allow the prosecution even provisional of the relation pursuant to and for the purposes of art. 2119 of the Civil Code.

By way of example, the following constitute infringements:

- the commission (even in the form of an attempt) of any criminal offense for which the Legislative Decree 231/2001 is applicable;
- non-compliance with the rules prescribed by the Model;
- failure to supervise subordinates regarding compliance with the Model and the rules it contains;
- tolerance or failure to report irregularities committed by other employees or partners of the Company.

Compliance with the provisions of this Model constitutes a fundamental fulfillment of managerial contract, therefore, any violation of the Model committed by a Manager company will be considered as a serious breach, for all purposes.

Where the manager has a power of attorney with the power to represent the Company externally, the imposition of the disciplinary sanction also involves the automatic revocation of the power of attorney itself.

In any case, the Company may cautiously suspend the Manager from working, up to the moment of the imposition of any sanction.

Any act relating to the sanctioning procedure must be communicated to the OdV/Supervisory Body for the assessments and monitoring of its competence.

9.4.3 Sanctions for the members of the Bodies (CdA/BoD, Chief Executive Officer and OdV/SB)

In case of violation by the members of the Corporate Bodies, the following sanctions can be inflicted:

- statements in the minutes of the meetings;
- formal warning, in case of a minor violation;
- reduction of emoluments or of the expected consideration up to 50%;
- total or partial revocation of any powers of attorney.

If the violation is serious and such as to undermine trust in him, the Presidency calls the Management, proposing the revocation of the office.

9.4.4 Sanctions against third parties (collaborators, self-employed workers, consultants, suppliers)

Failure to comply with the requirements and procedures established or referred to in the Model and in the Ethical Code by third parties can determine the following sanctions, in relation to them and in accordance with what governed in the specific contractual relationship:

- a) For violations of one or more procedural and / or behavioral rules provided for in the Model configurable as minor shortcomings, the sanction of the warning will be applied;

- b) For violations of one or more procedural and / or behavioral rules provided for in the Model configurable as more serious deficiencies, if they result in damage to normal business activity, as well as for the violations referred to in point a) if recurring, the sanction of the warning or that of the penalty will be applied, according to the seriousness of the violation;
- c) For violations capable of integrating the materiality of one of the offenses indicated in the Model and in any case for violations of one or more procedural and / or behavioral rules provided for in the Model, which cause financial damage to the Company or expose it to one objective situation of danger for the integrity of company assets, the sanction of the penalty will be applied or that of termination;
- d) For violations aimed at committing one of the offenses indicated in the Model or however suitable to generate the danger that the responsibility of the Company is contested or in any case for violations of one or more procedural and / or behavioral rules provided for in the Model, such as to irreparably damage the relationship of trust by not allowing the continuation of the contractual relationship, the sanction of termination will be applied.

9.5 Criteria for applying sanctions

Taking for granted what is already governed by the applied CCNL and by the relevant regulations, in individual cases, the sanctions will be applied in proportion to the following general criteria:

- a) subjective element of the conduct;
- b) relevance of the violated obligations;
- c) extent of damage or danger as a consequence of the infringement for the company, for employees or stakeholders of the same company;
- d) timing and concrete methods of carrying out the infringement;
- e) level of responsibility, working autonomy and organizational hierarchy;
- f) possible sharing of responsibilities with other subjects who have participated in determining the violation.

The recidivism constitutes an aggravating circumstance and involves the application of a more serious sanction.

The eventual outpayment of the sanction must be timely, fair and verified in its actual application, regardless of the establishment of the penal proceedings and / or from the outcome of the same.

9.6 Procedure for imposing sanctions

If the Model is violated by a senior / subordinate person, the OdV/Supervisory Body transmits to the Administrative Body (or to the Personnel Manager in case an employee is challenged) a report containing:

- the description of the contested conduct;
- the indication of the provisions of the Model that appear to have been violated;
- the details of the person responsible for the violation;
- any documents proving the violation and / or other evidence.

Following the acquisition of the report of the OdV/Supervisory Body, the Administrative Body (or the Personnel Manager in case an employee is challenged) convenes the Body and the senior / subordinate subject to whom the violation is contested.

The convocation must:

- be made in writing;
- contain the indication of the contested conduct and the provisions of the Model object of violation;
- communicate the date of the meeting to the interested party, with the notice of the right to formulate any remarks and / or deductions, both written and verbal.

The Administrative Body (or the Personnel Manager in case an employee is challenged), on the basis of the obtained elements, evaluates the contested conduct and possibly determines the sanction to be applied.

In case the violation committed by a Director is such as to harm, cease or compromise the trust of the Company towards the same, the Administrative Body, in accordance with articles 2392 and following of the Civil Code, convenes the Assembly, proposing the appropriate measures, pursuant to art. 2383 par. 3 of the Civil Code.

The resolution of the Board of Directors and / or that of the Assembly, as the case may be, is communicated in writing by the Administrative Body to the interested party as well as to the OdV/Body of Supervision.

As for the imposition of sanctions against third parties, after having received the report by the OdV/SB, the Chairman of the BoD or the Chief Executive Officer decides on the contestation of the

violation. The latter then sends a written communication to the interested party containing the indication of the contested conduct and the provisions of the Model or the Ethical Code object of violation, as well as the contractually provided remedy. Within the next 10 days from receipt, the third party can present his own deductions. Any provision of application of the sanction is communicated in writing to the concerned person by the Chairman of the BoD or by the Chief Executive Officer, who also provides for the application of the sanction itself.

If the Chairman of the BoD or the Chief Executive Officer decides not to impose any sanctions, he is required to justify the reason.

The OdV/SB, to which the communication is sent for information, verifies the application of the contractual applied remedy.

10. UPDATING AND ADAPTATION OF THE MODEL

The Administrative Body decides on the updating of the Model and its adaptation in relation to changes and / or additions that may become necessary as a result of:

- I. changes to the internal structure of the Company and / or the methods of carrying out the business activity;
- II. changes in business areas;
- III. regulatory changes;
- IV. results of controls;
- V. significant violations of the provisions of the Model.

In any case the Model will be subject to periodic review procedures falling due every three years.

Updates and adjustments to the Model, or to the Protocols connected to it, are communicated through specific communications sent by e-mail and published on the company intranet as well as on the website and, if necessary, through the preparation of information sessions illustrative of the most significant updates and adjustments.