	<b>MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL OF ADMINISTRATIVE RESPONSIBILITY</b>	MOG - rev.8
		<b>ISAB S.r.l.</b>

**ISAB S.R.L.**

**ORGANIZATIONAL MODEL**

**Organization, Management and Control Model**  
***Pursuant to Legislative Decree No. 231 of June 8, 2001.***

**English courtesy translation**

*Model updated to July 2023*

Adopted by resolution of the Board of Directors on \_\_\_ / \_\_\_ / \_\_\_\_



**History of revisions to the Model**

<b>Review</b>	<b>Reason for revision</b>
Rev.0 - Mar-15	<ul style="list-style-type: none"> <li>• First issue following new risk assessment conducted in December 2014</li> </ul>
Rev.1 - mag-15	<ul style="list-style-type: none"> <li>• Transposition of the predicate offense of self-money laundering (Legislative Decree Dec. 15, 2014 No. 186)</li> </ul>
Rev.2 - Dec-15	<ul style="list-style-type: none"> <li>• Adaptation to the new risk assessment for transposition of predicate offenses: self-money laundering (Legislative Decree Dec. 15, 2014 No. 186), update corporate offenses (Law, 05/27/2015 No. 69) and update from Ecoreati (Law, May 22, 2015, No. 68),</li> <li>• Review risk assessment for gap closure following review of procedures and findings of 231 audit conducted in December 2014</li> </ul>
Rev.3 - Jun-16	<ul style="list-style-type: none"> <li>• Review gap analysis for transposition of organizational changes (Organizational chart, proxies/delegations, procedural body, etc.)</li> <li>• Revision of the Model Structure: revision of Annex A, elimination of Annexes B.1 to B.11, reissue of Annex B (formerly Annex C)</li> </ul>
Rev.4 - Feb-17	<ul style="list-style-type: none"> <li>• Updating the catalog of crimes 231</li> <li>• Review risk assessment for the purpose of incorporating organizational changes</li> <li>• Revision to the structure of the document</li> </ul>
Rev.5 - Sep-18	<ul style="list-style-type: none"> <li>• Updating the 231 Catalogue of Crimes to incorporate the following major crimes: <ul style="list-style-type: none"> <li>- Art.24 - Wrongful receipt of disbursements, fraud to the detriment of the state or a public entity or for the purpose of obtaining public disbursements, and computer fraud to the detriment of the state or a public entity - Article amended by Law No. 161/17</li> <li>- Art.25 - Employment of third-country nationals whose stay is irregular (added by Legislative Decree No. 109/12, amended by Law No. 161/17)</li> <li>- Art.25 undecies - Environmental crimes (added by Legislative Decree 121/11, amended by Law 68/15 and Legislative Decree 21/18)</li> <li>- Art.25I - Racism and xenophobia (added by L. 167/17, amended by L.D. 21/18)</li> </ul> </li> <li>• Update Risk Assessment and Gap Analysis, to incorporate intervening organizational changes, updates to the 231 Catalogue of Offenses, and changes to the body of corporate regulations</li> <li>• Update Sensitive Activities and Control Standards, in light of updates to the 231 Catalogue of Offenses</li> <li>• General revision of document structure (main change: revision of risk assessment and management methodology, para. 4)</li> </ul>
Rev.6 - Sep-19	<ul style="list-style-type: none"> <li>• Updating the Catalogue of Offenses 231 to incorporate the following major crimes: <ul style="list-style-type: none"> <li>- Undue receipt of disbursements to the detriment of the state (Article 316-ter of the Criminal Code) [amended by L.3/19]</li> <li>- Corruption for the exercise of function (Article 318 of the Criminal Code) [article amended by L. no. 190/12, L. no. 69/15 and L. no. 3/19]</li> <li>- Embezzlement, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states (Article 322-bis of the Criminal Code) [article amended by Law no. 190/12 and L no. 3/19]</li> <li>- Trafficking in unlawful influence (Article 346-bis of the Criminal Code) [Article amended by Law 3/2019].</li> <li>- Bribery among private individuals (art. 2635 civil code) [added by L. no. 190/2012; amended by L.D. no. 38/17 and L. no. 3/19]</li> <li>- Instigation of bribery among private parties (Article 2635-bis) [added by Legislative Decree No. 38/17 and amended by Law No. 3/19]</li> <li>- Article 25-quaterdecies - Fraud in sports competitions, abusive gaming or betting and games of chance exercised by means of prohibited devices [Article added by Law No. 39/19].</li> </ul> </li> <li>• Update Risk Assessment and Gap Analysis, to incorporate intervening organizational changes, updates to the 231 Catalogue of Offenses, and changes to the body of corporate regulations</li> <li>• Update Sensitive Activities and Control Standards, in light of updates to the 231 Catalogue of Offenses</li> <li>• Introduction of Annex D - Correlation Matrix: art. 30 Legislative Decree 81/08 - BS OHSAS 18001:2007 - MOG 231 - Corporate Regulatory Tools</li> </ul>



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Review	Reason for revision
Rev.7 - Nov-20	<ul style="list-style-type: none"> <li>• Transposition of regulatory updates that have occurred since the previous edition:               <ul style="list-style-type: none"> <li>- Article 24 - Wrongful receipt of disbursements, fraud to the detriment of the State, a public entity or the European Union or for the purpose of obtaining public disbursements, computer fraud to the detriment of the State or a public entity and fraud in public supplies [Article amended by Law No. 161/2017 and Legislative Decree No. 75/2020]</li> <li>- Article 25 - Embezzlement, extortion, undue inducement to give or promise benefits, bribery and abuse of office [Article amended by Law No. 190/2012, Law No. 3/2019 and Legislative Decree No. 75/2020].</li> <li>- Art. 25 quinquagesimes - Tax crimes Article added by Law no. 157/2019 and amended by Legislative Decree no. 75/2020</li> <li>- Article 25-sexiesdecies - Contraband [Article added by Legislative Decree no. 75/2020].</li> </ul> </li> <li>• Update Risk Assessment and Gap Analysis, to incorporate intervening organizational changes, updates to the 231 Catalogue of Offenses, as well as changes to the body of corporate regulations</li> <li>• Update Sensitive Activities and Control Standards, in light of updates to the 231 Catalogue of Offenses</li> </ul>
Rev. 8 – July 23	<ul style="list-style-type: none"> <li>• Update of the General Part of the Model, section 1, relating to the description of the Company and the change in the business model, following the acquisition of the G.O.I. Energy group;</li> <li>• Update of the General Part of the Model, section 6.3, relating to the management of reports, to implement the adjustments regarding whistleblowing made in implementation of Legislative Decree. no. 24 of 10 March 2023, no. 24;</li> <li>• Transposition of regulatory updates that have occurred since the previous edition               <ul style="list-style-type: none"> <li>- Art. 25 - octies 1. - Crimes regarding non-cash payment instruments [article added by Legislative Decree no. 184/2021]</li> <li>- Art. 25-septiesdecies - Crimes against cultural heritage [article added by L. no. 22/2022]</li> <li>- -rt. 25-duodecimes - Laundering of cultural property and devastation and looting of cultural and scenic heritage [article added by L. n. 22/2022]</li> <li>- Art. 25-ter - Corporate crimes [Article amended by L. D. no. 19/2023]</li> </ul> </li> <li>• Update Risk Assessment and Gap Analysis, to incorporate intervening organizational changes, updates to the 231 Catalogue of Offenses, as well as changes to the body of corporate regulations</li> <li>• Update Sensitive Activities and Control Standards, in light of updates to the 231 Catalogue of Offenses</li> </ul>

### History of model attachments

Attachment	Review	Reason for revision
<b>All. A</b> - Catalogue of Offenses 231	Rev. 5 – July 23	<ul style="list-style-type: none"> <li>• Update to incorporate new predicate offenses</li> </ul>
<b>All. B</b> - Sensitive activities and control standards	Rev. 5 – July 23	<ul style="list-style-type: none"> <li>• Review of sensitive activities and control standards</li> </ul>
<b>Attachment C</b> - Risk assessment summary grid.	Rev. 4 – July 23	<ul style="list-style-type: none"> <li>• Review of sensitive activities, key officers, and corporate regulatory tools to guard against risks</li> </ul>
<b>All. D</b> - Correlation matrix: art. 30 D. lgs. 81/08 - BS OHSAS 18001:2007 - UNI ISO 45001 - MOG 231 - corporate regulatory tools	Rev. 1 - Nov.20	<ul style="list-style-type: none"> <li>• Review for incorporation of newly introduced/revised corporate regulatory instruments</li> </ul>




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## 1. THE COMPANY

ISAB S.r.l. (hereinafter also referred to as "ISAB" or "the Company") is subject to the management and coordination of G.O.I. Energy LTD, which operates in the field of refining, gasification and cogeneration of electricity.

The company owns three production sites called "ISAB Impianti SUD," "Integrated Gasification Combined Cycle (IGCC) Plant Complex" and "ISAB Impianti NORD" interconnected by a oil pipeline system.

The complex, included in the petrochemical hub of Priolo Gargallo (Syracuse, Italy), represents one of the largest industrial sites in Europe.

With reference to the refining sites, raw materials are normally received by tankers and, through dedicated pipelines, sent to storage tanks on the North and South sites. Then, crude oil is sent to the refining plants where (through a series of processes such as distillation, desulfurization, and conversion) it is processed and transformed into finished products (such as LPG, green gasoline, kerosene, diesel, and fuel oil).

With reference to the process of gasification and cogeneration of electricity, the latter is produced through a power plant that can use gas from the TAR gasification process (asphalt) or natural gas as fuel. The IGCC project was developed to minimize the impact on the environment of the ISAB industrial site.


The ISAB Refinery is characterized by a marked flexibility in the processing of raw materials, given its excellent geographical location and high conversion capacity. Due to this flexibility, each month, the Crude Oil to be processed is selected based on market and economic assessments. The Crude Oil processed comes mainly from the Black Sea, the Middle East from the United States and Africa.

The Refinery's production is mainly oriented toward Medium Distillates (Diesel and Gasoils in general), which account for the largest share of Products. Other main Products include Gasoline, Fuel Oils, Petrochemicals (mainly Cumene), LPG, and Vacuum Gases.

About 90% of the refinery's entire output is sold by sea through the trader TRAFIGURA.

A smaller volume of products is sold through Ground Cargo.

Other minor sales of products, transferred by sea or through pipelines, are made to ISAB's neighboring companies (Versalis, Achernar Assets, Air Liquide).

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## **2. LEGISLATIVE DECREE NO. 231/2001**

### **2.1 The administrative liability regime provided for Entities**

Legislative Decree No. 231 of June 8, 2001, in partial implementation of Delegated Law No. 300 of September 29, 2000, regulates the administrative liability of legal persons, companies and associations, including those without legal personality (entities).

Legislative Decree 231/2001 implemented international conventions such as:


- ✓ The *Brussels Convention of July 26, 1995* on the Protection of the Financial Interests of the European Communities;
- ✓ *Brussels Convention of May 26, 1997* on Combating Corruption;
- ✓ *OECD Ia Convention of December 17, 1997* on Combating Corruption;
- ✓ The *December 9, 1999 International Convention for the Suppression of the Financing of Terrorism*;
- ✓ *United Nations Convention of November 15, 2000 and May 31, 2001* against Transnational Organized Crime;
- ✓ The *November 23, 2001 Council of Europe Convention on Cybercrime*;
- ✓ the *October 31, 2003 United Nations Convention* against Corruption, enabling, as well, the alignment of the Italian regulatory system with that of many European countries.

Legislative Decree 231/01 has, therefore, established the responsibility of the *societas*, intended as an autonomous center of interests and legal relations, source of the decisions and activities of those who operate in the name of, on behalf of, or otherwise in the interest of the entity.

Liability under Legislative Decree 231/2001 is configured as criminal, as it provides effective sanctions of entrepreneurial freedom and can only be sanctioned within the framework and rules of the criminal process.

Specifically, Legislative Decree 231/2001 provides for a complex system of sanctions ranging from monetary penalties to the most impactful interdictory sanctions, including the banning of the entity from conducting business.

The administrative penalty for the company can be applied exclusively by the criminal court in the guarantor context of the criminal trial, in the presence of all the objective and subjective

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requirements set by the Legislature: the commission of a specific crime, in the interest or benefit of the company, by qualified individuals (apical<sup>1</sup> or subordinate to them ).<sup>2</sup>

Administrative liability follows from an offense committed in the interest of the corporation, i.e., whenever the unlawful conduct is carried out with the intention of benefiting the company; the liability is likewise ascribable to the company if it derives an indirect advantage (economic or otherwise) of any kind from the unlawful conduct, even though the perpetrator of the offense acted without the exclusive purpose of benefiting the company.

As for the subjects, Article 5 of Legislative Decree 231/2001, establishes that the company is liable when the crime is committed:

- a) "by persons who *hold positions of representation, administration or management of the entity or one of its organized units with financial and functional autonomy as well as by persons who exercise, including de facto, the management and control of the same*" (so-called top persons);
- b) "*by persons subject to the direction or supervision of one of the persons referred to in (a)*" (so-called subordinate persons).

For the purpose of asserting the liability of the entity, in addition to the existence of the requirements mentioned for objectively linking the crime to the entity, the legislature requires the establishment of the culpability of the entity.

Such subjective requirement is identified with the *fault of organization*, understood as a violation of rules self-imposed by the entity itself, in order to prevent the specific offenses.

The crimes from which administrative liability for the entity may result are expressly set forth in Legislative Decree 231/2001, as supplemented and amended by subsequent regulatory interventions.


**Annex A - "Catalogue of Offenses 231"** of this document contains an updated list of the "families of offenses" included in the scope of application of Legislative Decree 231/2001, as amended, with details of the individual cases included in each family.

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<sup>1</sup> Apical Subjects: Individuals who are at the top of the company. These are those individuals within the organizational structure who perform functions of direction, management, and administration, such as, but not limited to, directors and executives. They are all those who express top management functions within the company. According to the definition of Article 5, paragraph 1, letter a) of Decree 231, the top persons hold, "de jure" or "de facto," functions of representation, administration, management, within the company.

<sup>2</sup> Subordinates (subordinates): Individuals subject to the direction or supervision of senior persons. They are provided for in Article 5 paragraph 1 letter b). They are, by way of example, proxies, subordinate workers, collaborators who do not have a continuous working relationship (para-subordinate workers). As for external individuals who work continuously for the company (e.g., suppliers), they are configured as subordinates where it is ascertained that they actually perform company duties under the direction or control of top management, in accordance with the provisions of labor law.



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## 2.2 The penalties provided for Entities

The assessment of the entity's administrative liability (jurisdiction of the criminal court) may result in the application of sanctions, such as:

- a) financial penalties;
- b) Disqualifying sanctions<sup>3</sup> ;
- c) confiscation;
- d) Publication of the ruling.

These measures can also be applied to the Entity as a precautionary measure, i.e., prior to ascertaining the actual existence of the crime and the related administrative offense.

## 2.3 The exempting condition from administrative liability

Legislative Decree 231/2001 expressly provides, in Articles 6 and 7, for exemption from administrative liability if the entity has adopted an effective and efficient organization, management and control model, suitable for preventing crimes of the kind that have occurred.

Adequate organization is, therefore, the only tool that can exclude the "fault" of the entity and, consequently, the application of sanctions against it.


Liability is therefore excluded if the entity proves that:

- a) the management body has adopted and effectively implemented, prior to the commission of the act, organization, management and control models suitable to prevent crimes of the kind that occurred;
- b) the task of supervising the operation of and compliance with the models and ensuring that they are updated has been entrusted to a body of the entity with autonomous powers of initiative and control;
- c) the individuals (apical or subordinates) committed the act by fraudulently circumventing the organization, management models;
- d) there has been no failure or insufficient supervision by the body referred to in (b).

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<sup>3</sup> Disqualification penalties, in particular, apply in relation to the crimes for which they are expressly provided for and can result in major restrictions on the entity's exercise of its business activities, such as:

- Disqualification from practice;
- suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;
- Prohibition of contracting with the public administration, except for the performance of the public service;
- exclusion from facilitations, financing, contributions and subsidies, and/or revocation of any already granted;
- Ban on advertising goods or services.

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However, the mere adoption of the model by the management body - which is to be identified in the Board of Directors - is not a sufficient measure to determine the entity's exoneration from liability; rather, it is necessary for the model to be effective and efficient.


As for the effectiveness of the model, the legislature, in Article 6 paragraph 2 of Legislative Decree 231/2001, stipulates that the model must meet the following requirements:

- a) Identify the activities within the scope of which crimes may be committed (so-called "mapping" of the activities at risk);
- b) provide for specific control controls aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented;
- c) Identify ways of managing financial resources suitable for preventing the commission of crimes;
- d) Provide for information obligations to the body responsible for supervising the operation of and compliance with the models;
- e) Provide for an appropriate disciplinary system to punish the non-compliance with the measures specified in the model;
- f) provide for, pursuant to the legislative decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019, the internal reporting channels, the prohibition of retaliation, and the disciplinary system referred to in the preceding paragraph.

On the other hand, the characteristic of the effectiveness of the model is related to its effective implementation, which, according to Article 7 paragraph 4 of Legislative Decree 231/2001, requires:

- a) a periodic review of the model and its possible modification when significant violations of the requirements are discovered or when changes occur in the organization or activity (updating of the model);
- b) An appropriate disciplinary system to punish non-compliance with the measures specified in the model.

As a corollary to the above, in the event of a trial, the Entity's liability is presumed if the crime was committed by individuals in top positions, while the burden of proof lies with the Public Prosecutor or the Civil Party in the case of crimes committed by subordinates.

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### **3. ADOPTION OF THE ORGANIZATIONAL MODEL**

#### **3.1 Objectives pursued by the adoption of the Model**

The decision of the Company's Board of Directors to adopt an organization, management and control model is part of the broader business policy, which is expressed in interventions and initiatives aimed at raising the awareness of the personnel belonging to the company (from *management* to collaborators and subordinate workers) and external collaborators to the transparent and correct management of the company, compliance with the applicable legal regulations and the fundamental principles of business ethics in the pursuit of the corporate purpose.

The Company, therefore, sensitive to the need to ensure conditions of fairness and transparency in the conduct of business and corporate activities, to protect its own position and image and the work of its employees, has deemed it in accordance with its corporate policies to proceed with the implementation of the organization, management and control model pursuant to Legislative Decree 231/01 (hereinafter the "Model").


In the adopted organizational model, among other things:

- a) the scheme of operation of the Supervisory Board provided for in Article 6 of the Decree was outlined;
- b) the Company's internal disciplinary system has been established for conduct that does not comply with the requirements of the following model.

The Company also has an Integrated Health, Safety, Environment, Energy and Quality Management System, certified by an independent third party, in accordance with UNI ISO 45001:2018, UNI EN ISO 14001:2015, UNI CEI EN ISO 50001:2011 and UNI EN ISO 9001:2015 standards.

With particular reference to the area of Health and Safety, it should be noted that, pursuant to Paragraph 1 of Article 30 of Legislative Decree 81/08, the requirements for the adoption and effective implementation of an organizational and management model suitable to be effective in exempting administrative liability are defined. It should also be noted that, pursuant to paragraph 5, these models, where defined in accordance with the standard BS OHSAS 18001:2007 (now replaced by the international standard UNI ISO 45001:2018), are presumed to comply with the requirements of the same art.30, for the corresponding parts.


With the aim of explicating the foundational elements of this Model whose adoption and effective implementation guarantees its effectiveness in exempting administrative liability with respect to health and safety crimes, a correlation matrix between Art. 30 of Legislative Decree 81/08, the

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BS OHSAS 18001:2007 and ISO 45001:2018 standards, the Organization, Management and Control Model and the current Corporate Regulatory Tools is provided in **Annex D**.

Through the adoption of the Model, the Board of Directors intends to pursue the following goals:

- ✓ Integrate and strengthen the corporate governance system, which presides over the management and control of the Company;
- ✓ to define a structured and organic system of tools for preventing and controlling the risk of committing the crimes provided for in the Decree (hereinafter also "predicate crimes");
- ✓ inform and train the Recipients of the said system and the need for their operations to comply with it at all times;
- ✓ to reiterate that the Company does not tolerate unlawful conduct, the purpose pursued or the mistaken belief of acting in the interest or to the advantage of the Company not mattering in any way, since such conduct is in any case contrary to the ethical principles and values that the Company is inspired by and intends to adhere to in the performance of its mission, and therefore contrary to the Company's interest;
- ✓ raise awareness and make all those who work in the name of, on behalf of, or otherwise in the interest of the Company, aware that the commission of a predicate offense in the misunderstood interest of the Company gives rise not only to the application of criminal sanctions against the agent, but also to administrative sanctions against the Company, exposing it to financial, operational, and image damage;
- ✓ to remark that all Recipients are required to strictly comply with current regulations and in any case, to conform their conduct to the highest standards of diligence, prudence and expertise with a view to safeguarding safety at work and environmental protection;
- ✓ inform all those who work in the name of, on behalf of or in any case in the interest of the Company that the violation of the prescriptions contained in the Model will entail, before and independently of the possible commission of facts constituting a crime, the application of disciplinary and/or contractual sanctions;
- ✓ to make known to all personnel and all those who collaborate or have business relations with the company that the company condemns in the most absolute manner conduct contrary to laws, regulations, or otherwise in violation of internal regulations and the principles of sound and transparent management of the business by which the company is inspired;
- ✓ informing the company's staff, collaborators, and external partners of the extremely negative consequences for the company in the event of the commission of the predicate offenses of Administrative Responsibility;

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- ✓ To ensure, as far as possible, the prevention of the commission of offenses, including criminal offenses, within the company through:
- The continuous monitoring of all areas of activity at risk;
  - The training of staff in the proper performance of duties;
  - The introduction of a penalty system for cases of violation of the Model itself.

The aforementioned Model is prepared taking into consideration, in addition to the requirements of the Decree, the Guidelines developed by Confindustria, the most widespread best practices, the history of the company and its specific activities.

### **3.2 Adoption of the Model**

The adoption of the Model is implemented according to the following criteria:

- a. Preparation and updating of the Model;
- b. Approval of the Model.

This Model is an act of issuance by the Board of Directors.

The approval of substantial amendments and additions to the Model is also referred to the company's Board of Directors.

### **3.3 Addressees of the Model**

The principles and contents of this Model are intended for the members of the corporate bodies, management and employees of the Company, as well as for all stakeholders<sup>4</sup> working to achieve the Company's objectives.


Therefore, the Model is addressed to those who find themselves performing the activities identified as "at risk."

Addressees of this Model and, as such, within the scope of their specific responsibilities and competencies, required to comply with it, as well as to know and observe it are:

- ✓ the members of the Board of Directors, in the pursuit of corporate action in all resolutions adopted and, in any case, those who perform (including de facto) functions of representation,

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<sup>4</sup> STAKEHOLDERS: The term Stakeholders indicates those individuals involved directly or indirectly in the Company's activities who have some interest in relation to the decisions, strategic initiatives and possible actions carried out by the Company itself. Stakeholders therefore include, but are not limited to: employees, customers, shareholders, citizens, proxies, collaborators in any capacity, suppliers, financial and/or business partners, municipal, provincial and national institutions, trade associations, environmental associations and, more generally, anyone who has an interest in the Company's activities.

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management, administration, direction or control of the Company or of an organizational unit thereof, endowed with financial and functional autonomy;

- ✓ the members of the Board of Statutory Auditors, in monitoring and verifying the formal correctness and substantive legitimacy of the Company's activities and the functioning of the internal control and risk management system;
- ✓ all employees and all collaborators with whom contractual relations are maintained, in any capacity, including occasional and/or only temporary;
- ✓ all those who, while not belonging to the Company, act on behalf of or in the interest of the Company;
- ✓ all those who have onerous or even free relationships of any kind with the Company (such as, but not limited to, consultants, suppliers and third parties in general).

Recipients of the Model, in carrying out their activities, must adhere to:


- To current and applicable legal provisions;
- to the provisions of the Articles of Association;
- to the Model and the Code of Ethics;
- to the provisions specifically provided for in the implementation of the Model;
- To the resolutions of the Administrative Body;
- to the internal regulations and procedures defined by the company's Management System.

Recipients are required to comply punctually with all the provisions of the Model, including in fulfillment of the duties of fairness and diligence arising from the legal relationships established with the Company.

The Company disapproves of and sanctions any conduct that differs not only from the law but also from the provisions of the Model, even if the conduct is carried out in the belief that it pursues the Company's interest or with the intention of bringing it an advantage.

Therefore, the provisions contained in the Model must be complied with by management personnel working on behalf of the company and subordinate workers, who are properly trained and informed of the contents of the Model, in the manner indicated below.

Compliance with the Model is also ensured through the provision of contractual clauses committing external collaborators and consultants to compliance with the principles contained in the Model itself (as well as in the Code of Ethics) and the procedures specifically pertaining to the activity carried out, failing which the Company may withdraw from the contract or terminate it.

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### 3.4 Structure of the Model


The Model in its entirety includes the following documents:

- The **General Part**, set out within this document, aimed at illustrating the function and principles of the Model as well as the contents of Legislative Decree 231/2001 and the main reference standards; it also reports on the methodology adopted in the creation of the Model, the characteristics and functioning of the supervisory body, the information flows to and from the SB, the disciplinary system and the periodic checks provided for;
- **Annex A - "Catalogue of Crimes 231,"** which contains the updated list of "families of crimes" included in the scope of application of Legislative Decree 231/2001, as amended, with details of the individual cases included in each family;
- **Annex B - "Sensitive Activities and Control Standards,"** within which are listed, for each type of crime, the identified sensitive activities and the control standards related to them;
- **Annex C - "Risk Assessment Summary Grid,"** which summarizes the results of the risk assessment of exposure to each crime.
- **Annex D - "Correlation Matrix: art. 30 Legislative Decree 81/08 - BS OHSAS 18001:2007 - ISO 45001:2018 - MOG 231 - corporate regulatory tools,"** which contains, for each point of art.30 of Legislative Decree 81/08, the correlation with:
  - The norm points of the international standards BS OHSAS 18001:2007 and ISO 45001:2018;
  - The reference documents of the OMC 231 (general part and its annexes);
  - MOG 231 control standards;
  - relevant corporate regulatory tools.

The results of the Risk Assessment and Gap Analysis, with reference to each category of crime, are contained in the "RISK ASSESSMENT GRIDS AND GAP ANALYSIS" (internal documents of the Company).

Finally, the Model is completed with the Code of Ethics, within which the general principles of behavior are indicated.


For the purposes of the provisions of this model, the so-called "General Principles of the Model" are represented by the following documented information:

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1. Ch. 2 "Legislative Decree 231/01" and Ch. 3 "Adoption of the organizational model" referred to in this document;
2. Ch. 4 " Design, implementation and updating of the Model " referred to herein (including risk analysis);
3. Supervisory Board (ch. 5);
4. Information flows to and from the SB (Ch. 6);
5. Disciplinary system (ch. 7);
6. General Control Standards (sec. 4.3);
7. Update and Adaptation of the Model (Ch. 8);
8. Code of Ethics.

The Model is addressed to all personnel and those who are involved in activities identified as "at risk."



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#### **4. DESIGN, IMPLEMENTATION AND UPDATING OF THE MODEL**

Article 6(2)(a) of Legislative Decree 231/2001 states that the organization and management model of the entity shall identify "the activities within the scope of which crimes may be committed."

The identification of corporate processes that are "sensitive" to the realization of the offenses indicated in the same articulation is therefore the starting point for the definition of the Model.

In particular, it is necessary to carry out an audit of the activities carried out by the Company in order to identify the "risks of crime" for each area of activity. Thereby, it is intended to "carve out" the Model on the specific operational areas and organizational structure of the company, with reference to the risks of crime concretely foreseeable.

The main objective of the methodology set out within this chapter is to guide the cyclical process - marked by continuous improvement - of *231 compliance* management. It is aimed at ensuring, as well as verifying and improving over time, the suitability and effective application of the Model in force at the Company, with the aim of proceeding to an appropriate revision of the Model itself (and the body of corporate regulations related to it), where areas of criticality/improvement are found).

The purpose of the activity is therefore to ensure that the system of identifying, mapping and classifying risk activities, which are also relevant to supervisory activities, is maintained and updated.

The methodology, in particular, consists of the following macro-steps:

##### **1. Key Officer Interviews:**

- ▶ context analysis, definition of business areas, and identification of key officers (key figures in the organization who are responsible for carrying out activities for each business area) for Risk Assessment;
- ▶ Conducting *face-to-face* interviews with key officers (supported by analysis of corporate regulatory tools made available, such as powers of attorney, organizational charts, procedures, operating instructions, etc.).

##### **2. Ex-ante Exposure Risk Assessment (inherent risk):**

- ▶ estimation of the "inherent risk" of exposure to each crime, with reference to the activities supervised by the Key Officer (the risk estimation is carried out with the support of the Key Officer).

##### **3. Mapping of Sensitive Activities and Control Standards:**



- ▶ definition of the active "sensitive activities" for each type of crime, i.e., the activities in which there is - albeit theoretically - a risk of giving rise to one or more crimes falling into the given category (these are the activities for which, when interviewing key officers, a non-"negligible" inherent risk was estimated);
- ▶ definition, for each Sensitive Activity detected, of "control standards" for optimal risk management.

**4. Gap Analysis:**

- ▶ comparison, for each type of crime and with reference to the specific sensitive activity, of the control standards identified in the previous point with the safeguards actually put in place by the company;
- ▶ Identification of any GAPS between control standards and actual safeguards.

**5. Ex-post Exposure Risk Assessment (residual risk):**

- ▶ estimation of the "residual risk" of exposure to each crime, calculated by decreasing the "inherent risk" by a proportionate share of the "level of control" (estimated downstream from the analysis referred to in the previous point), meaning by the latter expression the "percentage of transposition" of each control standard within the existing body of corporate regulations.


**6. Corrective Actions and Action Plan:**

- ▶ definition-where a residual risk has been found to be not "negligible," i.e., in the presence of a GAP (understood as the failure/incorrect transposition of a control standard within the corporate regulatory body)-of the actions to be implemented in order to eliminate the intercepted criticality (actions consisting of the drafting/revision of the "missing"/"to be revised" corporate regulatory instruments and the resulting organizational interventions).
- ▶ definition of an Action Plan that, according to a priority of action consistent with the estimated "residual risk," defines-for each identified corrective action-responsibilities, methods and timing of implementation.

**4.1 Key Officer Interviews**

The first step toward careful risk management lies in identifying the processes that take place in the business context under analysis, as well as the relevant Key Officers overseeing each of them, with the aim of assessing which areas are those within which the risk of crimes being committed could potentially lurk.

To this end, a timely Risk Assessment is conducted by means of *face-to-face* interviews with key officers.

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The *focus* of this phase of the analysis lies in "mapping" the processes overseen by each key officer, checking from time to time the congruence of the activities described by the interviewees with the existing body of company regulations (procedures, operating instructions, job descriptions, delegation of authority, organizational charts, etc.).

Through this activity, the Company identifies and periodically verifies the areas exposed to the risk of the commission of predicate offenses (so-called "*risk assessment*"), understood as the organizational areas or processes in which the commission of such offenses could abstractly take place. The analysis is conducted through regulatory updates, analysis of the corporate context as well as the enhancement of experiences recorded in the context of past corporate operations (so-called "*historical analysis*" or "*case history*").

In accordance with the provisions of the Confindustria Guidelines, the *risk assessment* activities therefore identify the families or categories of predicate offenses that are considered relevant, as well as the areas that, also based on previous experience, have been identified as most exposed to the potential risk of predicate offenses being committed.

The interviews with key officers, appropriately supplemented with documented information made available by them, have as their main outputs:

- ▶ the identification of sensitive activities;
- ▶ the estimated "inherent risk" attributed to each of them;
- ▶ the identification of the controls put in place by the Company in order to prevent the risk of committing the predicate offenses.

#### **4.2 Exposure risk assessment ex-ante (inherent risk)**

The assessment of the "ex-ante risk of exposure" to crimes (inherent risk), during the performance of processes that typically take place in the company, is conducted as part of interviews with key officers.

In order to estimate ex-ante exposure risks, for the different categories of offenses and with reference to each of the activities overseen by the individual Key Officer, the following factors are assessed:

- ▶ probability: understood as an estimate of the exposure to the risk of a predicate offense being committed. The estimate of the probability of occurrence of a potential "predicate" offense in a specific *sensitive activity* takes into account the frequency (or numerosity) of execution of the activity itself (e.g., the probability is considered "low" not only when the commission of unlawful behavior during an activity is considered to be absolutely unlikely, but also in view of the low frequency with which the same activity at risk takes place).

- ▶ impact: understood as the "degree of importance" of the possible benefits and/or interests that the Company could derive from the occurrence of a predicate offense in the context of a sensitive activity.

The determination of inherent risk is made, by means of the "risk matrix" shown below (see Table 1).

The impact rating (I) of the potential benefit/interest associated with occurrence is set at four levels (Null, Low, Medium and High) (see Table 2), while the probability of occurrence (P) is set at three levels (Low, Medium and High) (see Table 3).

The magnitude of the inherent risk (R) of the sensitive activity, therefore, is calculated as the product of the value of the impact (I) and the value of the probability of occurrence (P) (see Table 4):

$$R = P \times I$$

**Table 1: Risk matrix**

<b>I3</b>	<b>3</b>	<b>6</b>	<b>9</b>
<b>I2</b>	<b>2</b>	<b>4</b>	<b>6</b>
<b>I1</b>	<b>1</b>	<b>2</b>	<b>3</b>
<b>I0</b>	<b>THE CRIME BRINGS NO BENEFIT/INTEREST TO THE COMPANY AND THEREFORE THE RISK IS CLOSE TO NULLITY FOR THE PURPOSE OF LEGISLATIVE DECREE 231/2001</b>		
/	<b>P1</b>	<b>P2</b>	<b>P3</b>

**Table 2: Index scale I (benefit/interest to the entity arising from the crime)**


Value	Level	Advantage/interest	Penalty impact
<b>0</b>	<b>Null</b>	The company can derive no interest/advantage from the crime. Failure to derive a de facto benefit renders the risk void for the purposes of the company's administrative liability	There is, for the entity, no punitive impact resulting from the commission of the crime
<b>1</b>	<b>Low</b>	The company may derive a minimal interest/advantage from the crime (in terms of profit, savings, etc.), however, extremely limited compared to the company's income	Low penalty impact resulting from the commission of the crime
<b>2</b>	<b>Medium</b>	The company may derive a concrete interest/benefit from the crime (in terms of profit, savings, etc.), however modest compared to the company's income	Medium penalty impact resulting from the commission of the crime
<b>3</b>	<b>High</b>	The company can derive from the crime a relevant interest/advantage (in terms of profit, savings, etc.) in relation to the company's income	High penalty impact resulting from the commission of the crime

**Table 3: P-index scale (Risk exposure-event probability).**

Value	Level	Risk exposure	Frequency of execution of the activity
<b>1</b>	<b>Low</b>	The exposure to risk is made extremely limited by the fact that there is a small chance that a person pertaining to the Company (apical or subordinate) will commit a predicate offense (situations of unfortunate accidentality or negligence). It is also possible to rule out the possibility that such a person and/or other stakeholders might gain any advantage from the commission of the offence.	Sporadic activity: Sensitive activity takes place with low frequency (less than or at most equal to once a semester)
<b>2</b>	<b>Medium</b>	Exposure to risk is assiduously present and can generate behavior that may lead to criminal offenses. It cannot be ruled out that the person pertaining to the Company (apical or subordinate) perpetrator of the predicate offense and/or other stakeholders may gain some advantage from the commission of the offense.	Frequent activity: Sensitive activity takes place with average frequency (more than once a semester but less than once a month)
<b>3</b>	<b>High</b>	The exposure is made high by the fact that individuals pertaining to the Company (apical or subordinate) often have the concrete possibility of committing a predicate offense. It is also possible that such individuals and/or other stakeholders may gain considerable advantage from the commission of the offense.	Highly recurrent activity: Sensitive activity takes place with a high frequency (at least once a month)

**Table 4: Risk Legend**

Value	Level	Description
<b>9</b>	<b>High</b>	Identify, plan and implement as quickly as technically possible improvements consisting of: preventive controls of activities, standardized company procedures, detailed information flows to the SB, employee training.
<b>6</b>	<b>Medium-High</b>	Identify, plan improvements with preventive controls of activities, standardized company procedures, detailed information flows to the SB, training of employees in the medium to short term.
<b>4</b>	<b>Medium</b>	Identify, plan and implement in the medium term improvements consisting of: preventive controls of activities, standardized company procedures, information flows to the SB, employee training.
<b>3</b>	<b>Medium-Low</b>	Identify, plan and implement long-term improvements consisting of: preventive controls of activities, standardized company procedures, minimum information flows to the SB, employee training
<b>2</b>	<b>Low</b>	Identify, plan and implement long-term improvements consisting of: standardized company procedures, only if deemed necessary, and minimal information flows to the SB
<b>1</b>	<b>Negligible</b>	Potential hazards are limited and/or sufficiently under control. Provide controls of activities to monitor their progress over time and minimum information flows to the Supervisory Board
<b>0</b>	<b>No Advantage</b>	Since no advantage can arise from the crime, the entity's liability lapses. However, preventive measures and controls for the prevention of illegal behavior may be undertaken.

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### 4.3 Sensitive activities and control standards


Based on the results of the "Risk Assessment" activity ("Key Officer Interviews" and "Ex-ante Exposure Risk Assessment"), the formalization of:

- ▶ **"Sensitive Activities"**: among the activities that take place within the business context under analysis, those in which there is a present and concrete (i.e., not negligible) risk of giving rise to one or more crimes falling under each category of crime are intercepted;
- ▶ **"Control Standards"**: for each sensitive activity detected, the control standards for optimal risk management are indicated, i.e., those ideal control garrisons potentially capable of preventing the occurrence of the offenses contemplated within Legislative Decree 231/01.

With reference to the identification of sensitive activities, it should be noted that the analysis also considers any indirect relationships, i.e., those that the Company has, or could have, through third parties. It is appropriate, in fact, to specify that the risk profiles related to the activities carried out by the Company are also evaluated having regard to the hypotheses in which corporate representatives concur with persons outside the Company, either in an occasional and temporary form (so-called concurrence of persons), or in an organized form and aimed at the commission of an indefinite series of offenses (associative crimes).

With reference to the definition of control standards, it should be noted that they are defined on the basis of the principles and guidelines provided by legal regulations, Confindustria guidelines, the most widespread best practices, as well as the codes to date published by the main trade associations. They are structured on two levels:

- ▶ General Control Standards: i.e., those safeguards that must be complied with at all times for each of the intercepted sensitive activities; they are divided into:
  - a) Segregation of activities: there must be segregation of activities between those who *execute*, those who *control*, and those who *authorize* (this condition is understood to be achieved when individual steps of each activity/process are consistently identified and regulated, discretion in decision-making processes is limited, and decisions made are adequately tracked);
  - b) Standards: there must be *corporate provisions* that can provide at least general principles for the regulation of sensitive activity;
  - c) Powers: there must be *formalized rules* for the exercise of internal authorization and signature powers, the definition of which is consistent with the current organizational structure;

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d) Traceability: the reconstruction of sources, information and controls to support decision-making processes must be ensured (including by means of appropriate information systems).

- ▶ Specific Control Standards: specific provisions designed to regulate the peculiar aspects of each sensitive activity, with reference to each category of offense.

The control standards must be incorporated into the corporate regulatory instruments referable to each sensitive activity.

The instruments that make up the company's regulatory system must be officially approved, communicated and disseminated by the relevant corporate functions of the company; they bind management and employees to comply with them.

Within **Annex B - Sensitive Activities and Control Standards**, sensitive activities and specific control standards related to them are listed for each type of offense.

#### 4.4 Gap Analysis

Having identified the sensitive activities and their control standards, an analysis is carried out to understand the actual adequacy of the body of procedures in place in the company, in light of the estimated level of "inherent risk."

Specifically, for each type of crime and with reference to the specific sensitive activity intercepted, a connection is made between:

- ▶ **"control standards,"** i.e., the ideal safeguards potentially capable of preventing the occurrence of the crimes covered within Legislative Decree 231/2001;
- ▶ **"effective control safeguards,"** i.e., the safeguards actually put in place in the organizational and control system (through transposition into the corporate body of regulations).

The effective application of the individual "control standard" is assessed by means of a punctual analysis of the body of corporate regulations: first by identifying the "effective control principals" (corporate regulatory/organizational tools) and then by comparing the same principals with the "control standards" provided by the model and highlighting the possible presence of GAP (i.e., significant deviations between the "control standards" and the "effective control principals").

Within the "Gap Analyses" developed for each type of crime are:

- ▶ Sensitive activities active in the business environment, coded by alphanumeric code;
- ▶ The control standards related to each sensitive activity, associated with a given category of crime by alphanumeric code.

#### 4.5 Ex-post Exposure Risk Assessment (residual risk)

In light of the outcomes of the *gap analysis* activity mentioned in the previous point, the "control level" (LC) of each risk is assessed; this value is estimated according to the degree of implementation of the generic control standard, in accordance with the following scale:

**Table 5: control level scale**

Value	LC	Description
1	0 %	There are no corporate regulatory instruments or unformalized best practices that incorporate (even partially) the control standard
2	5 %	There are non-formalized good practices that partially transpose the control standard
3	10 %	There are good practices that are not formalized and totally transpose the control standard
4	15 %	There are formally existing corporate regulatory instruments that incorporate a minimal part of the control standard
5	35 %	There are formally existing corporate regulatory instruments that incorporate a modest portion of the control standard
6	55 %	There are formally existing corporate regulatory instruments that incorporate much of the control standard
7	75 %	There are formally existing corporate regulatory instruments that incorporate much of the control standard
8	95 %	There are formally existing corporate regulatory instruments that fully incorporate the control standard*

\* control level classification methodology takes into account a share of residual risk that cannot be eliminated (set as 5%)

Estimation of the "residual risk" (R') related to each sensitive activity is made by decreasing the "inherent risk" (R) by a proportionate share of the "level of control" (estimated downstream from the analysis in the previous point), i.e., of the "percentage of transposition" of each control standard within the existing body of corporate regulations<sup>5</sup> :


$$R' = R \times (1 - LC)$$

#### 4.6 Corrective Actions and Action Plan

Where, downstream of the estimation referred to in the previous point, an "acceptable" residual risk is found - that is, less than or equal to 1 (a value that on the inherent risk scale corresponds to a "negligible" risk) -, the control safeguards in place are deemed sufficient in order to ensure adequate mitigation of the risk of commission of the generic crime (in any case, the option of

<sup>5</sup> The overall control level of the sensitive activity is equal to the average of the control levels estimated with reference to each control standard applicable to it.



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formalizing appropriate observations, aimed at pursuing further improvement of the risk control methods, remains unaffected).


Conversely, if residual risk is estimated to be greater than 1 ("to be improved"), there is a *GAP* (understood as the failure/incorrect transposition of a control standard within the corporate body of regulations).

Any improvement actions are agreed upon and formally shared with the key officers responsible for their implementation as well as the timeframe in which they are expected to be fully implemented.

#### **4.7 Summary of results**

The results of the analysis, with reference to each crime category, are summarized within the "**Risk Assessment Summary Grid**" (**Annex C**). The purpose of the annex lies in defining the causal links between the offenses, sensitive activities, control standards and existing control safeguards. Within the document, in particular, there is a summary listing of:

- ▶ type of crime;
- ▶ sensitive activities;
- ▶ Ex-ante exposure risk (inherent risk);
- ▶ Existing regulatory tools.

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## **5. INTERNAL CONTROL BODY: THE SUPERVISORY BODY**

### **5.1 Appointment of the SB**

The Board of Directors appoints a Supervisory Board pursuant to Article 6 of the decree, with the task of supervising the operation, effectiveness and compliance with the provisions contained in this document, as well as ensuring that it is continuously updated, as better described in the following paragraphs.

The composition of the Supervisory Board and subsequent amendments and additions to it are approved by resolution of the Board of Directors.

Considering the organizational structure and size of the Company, it is appropriate that a collegial body, composed of three members, should assume the functions of the Supervisory Board, which possesses adequate requirements of autonomy, independence, professionalism, operational efficiency and continuity of action.

It is entrusted to the SB to carry out the supervisory and control functions provided for in the Model.

In carrying out this task, the SB may be supported by a dedicated *staff* used, even on a part-time basis, for such specific tasks.


The criteria for the functioning of the aforementioned *staff*, *the personnel who* will be used within it, and the specific role and responsibilities given by the SB to the staff itself will be established through appropriate internal organizational documents.

### **5.2 Requirements of the Supervisory Board**

In implementation of the provisions of Legislative Decree 231/2001 in Art. 6, letter b), it is a necessary condition, for the granting of exemption from administrative liability, that a Supervisory Board (SB), endowed with autonomous powers of initiative and control, be entrusted with the task of supervising the operation of and compliance with the Model as well as ensuring that it is updated.

The Model adopted by the Company intends to strictly implement the requirements of the Decree in relation to the requirements that the SB must possess and maintain over time. In particular:

- ✓ *autonomy and independence*, which are fundamental so that the SB is not directly involved in the management activities that are the subject of its control activities. The SB - precisely as a guarantee of its autonomy and independence - will carry out *reporting* directly to the top management. In addition, the SB must possess characteristics such as to ensure, both objectively and subjectively, the absolute autonomy of its evaluations and determinations; these requirements are guaranteed with the inclusion in a position

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reporting to the Chairman of the Board of Directors<sup>6</sup> ; the Supervisory Board is also placed in a position reporting to the for censurable facts that might involve the directors; the requirement of autonomy is also guaranteed by not assigning to the SB operational tasks relevant to 231/2001;

- ✓ *professionalism*, necessary for the performance of the delicate and incisive functions recognized to it; this requirement is guaranteed by the experience and specialized skills of the Supervisory Board. In particular, the Supervisory Board must be, among other things, equipped with:
  - legal skills: adequate mastery in the interpretation of legal regulations with specific preparation in the analysis of criminal offenses identifiable within the company's operations and identification of possible sanctionable behavior;
  - skills in organization: adequate training in the analysis of organizational business processes and related procedures, as well as general principles on "*compliance*" legislation;
  - Audit skills: adequate expertise in internal controls in the corporate environment;
- ✓ *continuity of action*, to this end the SB must:
  - Continuously monitor compliance with the Model, with the necessary powers of investigation;
  - overseeing the implementation of the Model and suggesting to the Board of Directors (i.e., the relevant departments) any updates that become necessary (as a result of regulatory changes or changes to the organizational structure, in light of the results of audits conducted, or the occurrence of events with potential implications for the company pursuant to and for the effects of Legislative Decree 231/01);
  - represent a constant point of contact for all personnel of the Society.

This requirement is also ensured through the proper definition, planning, execution and recording of the activities of the SB, including periodic audits of sensitive processes and the production/analysis of information flows "from" and "to" the Supervisory Board.

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<sup>6</sup> The activities put in place by the SB cannot be syndicated by any function, body or corporate structure, without prejudice to the power-duty of the Board of Directors to supervise the adequacy of the intervention put in place by the SB in order to ensure the updating and implementation of the Model. In addition, the SB must have free access to all functions of the company - without the need for any prior consent - in order to obtain any information or data deemed necessary for the performance of its duties under Decree 231.

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### **5.3 Causes of ineligibility and/or disqualification of the Supervisory Board**


The following constitute grounds for ineligibility and/or disqualification from holding the position of SB:

1. the circumstances set forth in Article 2382 of the Civil Code;
2. relationships of spouse, kinship or affinity within the fourth degree with Directors, Auditors or managers of the Company;
3. any situation of conflict of interest, even potential, with the Company;
4. the pendency of criminal proceedings in relation to crimes under the Decree or other crimes of the same nature;
5. the conviction, even if not final, or plea bargaining for committing one of the crimes under the Decree;
6. the conviction, including non-final conviction, or plea bargaining to a penalty that results in disqualification, including temporary disqualification, from public office, or disqualification, including temporary disqualification, from the executive offices of legal persons and enterprises;
7. being in situations that seriously impair the autonomy and independence in carrying out the control activities proper to the SB.

Each member of the SB is obliged to promptly report to the Body - which shall inform the Company - the existence or occurrence of any of the above conditions, as soon as they become aware of them.

The following constitute simple causes for revocation of the appointment of the SB:

- the establishment of a serious breach by the Supervisory Board in the performance of its duties;
- the failure to disclose a conflict of interest that would prevent the continuation of the role of the SB;
- the Company's conviction, which has become final, or a judgment of application of the penalty at the request of the parties pursuant to Article 444 of the Code of Criminal Procedure (so-called plea bargaining), where it appears from the records that the Supervisory Board has failed or insufficiently supervised;
- the violation of confidentiality obligations with regard to news and information acquired in the performance of the functions proper to the Supervisory Board.

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If revocation occurs without a fair cause, the revoked SB may apply for immediate reinstatement in office.

The Supervisory Board may withdraw from the appointment at any time with at least 30 days' written notice to the Administrative Body.

In order to ensure the continuity of action of the SB and to protect the legitimate performance of the functions and position held from unjustified removal, both the revocation of the mandate given to one or more members of the SB - which can only take place for "fair cause," upon the occurrence of one of the conditions mentioned above – and the forfeiture of the mandate, are ordered by a special resolution of the Board of Directors, after consultation with the Sole Auditor and the other members of the SB.

In the event of the resignation, disqualification or removal of a member of the SB, the Board of Directors must promptly arrange for his or her replacement. The member so appointed shall remain in office until the natural expiration of the entire SB.

In the event of the resignation, disqualification, or removal of the Chairman of the SB, the chairmanship shall be assumed pro tempore by the most senior member in office or, in case of equal seniority, by the oldest member in age, who shall remain in office until a new Chairman of the SB is appointed.


If revocation from office is ordered against all or the majority of the members of the SB, the Board of Directors, having consulted with the Sole Auditor, will promptly appoint a new SB. Pending the appointment of the new SB, the functions and duties assigned to it shall be temporarily exercised by the Single Mayor, pursuant to Article 6, Paragraph 4 bis, of the Decree.

#### **5.4 Duties and powers of the Supervisory Board**

The SB, in compliance with Article 6 of the Decree, verifies and supervises the adequacy and effective compliance of the Model and its updating.

In particular, the SB is assigned the following **tasks**:

- to verify the effectiveness of the Model over time and related procedures, in relation to the corporate structure and the effective ability to prevent the commission of the offenses referred to in Decree 231, proposing to the Administrative Body any updates to the Model, with particular reference to any critical issues detected, the evolution and changes in the organizational structure or business operations and/or current legislation;
- to supervise the effective implementation of the Model, verifying its dissemination and observance by Recipients and monitoring activities in order to detect any behavioral deviations;


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- to arrange and carry out periodic or extraordinary audits, including unscheduled and surprise audits and/or targeted investigations of specific areas;
- to promote and monitor the use, in order to be able to concretely verify the effectiveness and implementation of the Model, of suitable information and control tools, having particular regard to:
  - the provision of effective and timely information flows that enable the Supervisory Board to be constantly updated by the relevant corporate structures on activities assessed as at risk of crime;
  - to the provision of adequate methods of reporting any misconduct or violations of the Model and procedures;
  - to the prediction, planning and execution of audits (scheduled, unscheduled and surprise) of activities assessed as at risk of crime;
  - to the constant exchange of information with those responsible for overseeing the activities deemed to be at risk (Key Officers);
- to verify compliance with the Model of acts performed by individuals with signatory powers;
- to periodically review the system of proxies in place, recommending changes where deemed necessary;
- to implement an effective flow of information to the Administrative Body regarding the effectiveness of and compliance with the Model;
- to promote an adequate personnel training process through appropriate initiatives to disseminate knowledge and understanding of the Model;
- to periodically verify the validity of contractual clauses aimed at ensuring compliance with the Model by Recipients;
- to communicate any unlawful conduct or violations of the Model to the relevant bodies under the Disciplinary System, for the purpose of taking any sanctioning measures and monitor the outcome.

In order to carry out the duties listed above, the SB is granted the following **powers**:

- to access to any company documents and/or information relevant to the performance of their duties;
- to make use of external consultants of proven professionalism in cases it is necessary for the performance of activities within their competence;
- to proceed, if necessary, to request information or direct hearing of the Company's employees, the Control Body and the Administrative Body, as well as, more generally, of all Recipients of the Model.

## **5.5 Rules of operation and financial autonomy of the SB**

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The Supervisory Board shall carry out:

- the scheduling of activities under their jurisdiction,
- the regulation of information flows (storage, access to documents),
- the identification of analysis criteria and procedures.

The activity of the Supervisory Board is also formalized with the preparation of minutes suitable for documenting the control activities carried out and the actions taken in the presence of the risk of the commission of a predicate offense or in the presence of critical issues in one of the sensitive areas.

The Supervisory Board must have sufficient financial resources to ensure the performance of the activities of control, verification and updating of the Model, including, where necessary, the acquisition of consultancy.

In carrying out its assigned tasks, the Supervisory Board has unrestricted access to company information for its own investigation, analysis and control activities carried out directly or indirectly, through other internal company functions or third-party professionals/companies. It is the obligation of any corporate function, employee and/or member of the corporate bodies to provide information, in response to requests from the Supervisory Board, or upon the occurrence of events or circumstances relevant to the performance of the Supervisory Board's activities.

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## 6. INFORMATION FLOWS TO AND FROM ODV

### 6.1 Information flows from the Supervisory Board to top management

The SB reports on its activities periodically to the Board of Directors and the Single Mayor.


*The reporting* lines and timeline that it is obligated to comply with are as follows:

- a) on an ongoing basis directly to the Chairman of the Board on particular at-risk situations detected during its monitoring activities and requiring the Board's intervention in order to take any corrective/concussive action to be taken;
- b) on a periodic basis (semi-annually with a written *report*) to the Board of Directors on the effective implementation of the Model with regard to:
  - Activities carried out during the semester;
  - compliance with the requirements set forth in the Model, in relation to the identified areas of risk;
  - exceptions, news, information and deviations from the behaviors contained in the code of ethics;
- c) *one-time* to the Board of Directors regarding ongoing monitoring activities and the timeliness of risk area mapping at:
  - occurrence of major events;
  - Changes in the company's operations;
  - changes in the organization;
  - regulatory changes;
  - other events or circumstances that would substantially change the Entity's risk areas, reporting the outcomes to the Chairman of the Board.
- d) directly to the Sole Auditor in case of acts sanctionable under Legislative Decree 231/2001 committed by members of the Board of Directors.

The Supervisory Board may be convened by the Chairman of the Board of Directors at any time, or may itself submit a request to that effect, to report on the functioning of the Model or on specific situations detected in the course of its activities.

### 6.2 Information flows to the SB



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In order to carry out its functions to the best of its ability, the Supervisory Board is the recipient of any information, documentation and communications pertaining to the implementation of the Model that may be useful for the prevention of crimes.

Some of the corporate activities for the performance of which it is necessary to inform the Supervisory Board are listed below, by way of example only:

- information regarding any changes in the company's operational and governance structure;
- news about the implementation of the Organizational Model and internal sanctions that, as a result of non-compliance with it, have been imposed;
- atypicalities or anomalies found by the various responsible bodies and control bodies;
- measures/sanctions and requests for information from any public authority, relating to or pertaining to the crimes covered by Legislative Decree 231/2001;
- occurrence of public disbursements, issuance of new licenses, permits or other relevant administrative measures;
- financial transactions that are particularly significant in terms of value, manner, risk, atypicality;
- participation in and awarding of tenders and generally establishing contractual relations with the P.A;
- assessments by the Ministry of Labor, Social Security Agencies and any other Supervisory Authority;
- communications from the Single Mayor in relation to any offenses, acts or facts pertaining to the prevention of crimes;
- extraordinary corporate transactions (mergers, establishment of new companies, etc.) including with regard to related meetings of the administrative body;
- work-related injuries;
- environmental accidents.

### **6.3 Management of reports**

With the dissemination of this Model within the company, the convergence of any report to the Supervisory Board regarding the feared commission of crimes provided for in the Decree or behavior not in line with the rules of conduct established in the Model and the Code of Ethics is authorized.

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The Supervisory Board is required to ensure due confidentiality on the origin of the information received (*whistleblowing*), as to ensure that those involved are not subject to retaliation, discrimination or penalization. Reports must all be retained by the Supervisory Board; in this regard, the Company activates appropriate dedicated communication channels capable of ensuring the confidentiality of the whistleblower<sup>7</sup>.

Specifically, the Company has adopted a reporting system, consisting of the following channels: (i) a cloud application, (ii) a recorded voicemail box, and (iii) a direct meeting with the person responsible for reporting, a role held by the Chairman of the Supervisory Board.

This system is accessible by Recipients and third parties interested in making a report and is structured to ensure the highest levels of confidentiality with regard to the identity of the reporter and the person being reported, as well as the security, non-traceability and integrity of the data related to the report.

These reporting channels ensure, including through the use of encryption tools, the confidentiality of the identity of the reporting person, the person involved and the person otherwise mentioned in the report, as well as the content of the report and related documentation.

The system for managing reports of wrongdoing makes possible to protect the identity of the reporter and the relative right to confidentiality also through the introduction within the disciplinary system of specific sanctions imposed in the event of any acts of retaliation and discriminatory attitudes against the reporter for having reported, in good faith and on the basis of reasonable elements of fact, unlawful conduct and/or irregularities that constitute a violation of the Model, of the Code of Ethics or actions or omissions, committed or attempted, better specified in the "*Policy on the management of reports*".


Reports received by the SB will be collected and kept in a special file to which access is permitted only by the SB. The SB discretionally and under its responsibility evaluates the reports received and the cases in which it is necessary to take action, requesting any additional information from the reporter. Determinations regarding the outcome of the assessment will be justified in writing.

The reporter is obliged to provide all elements known to him or her that are useful to verify, with due verification, the reported facts.

If the report is clearly unfounded and/or made with malice or gross negligence and/or with the purpose of harming the person reported, the Company and the person reported will be

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<sup>7</sup> While it is the responsibility of the entity to set up the dedicated communication channel capable of protecting the identity of the reporter, the SB, as the recipient of the reports, is primarily responsible for safeguarding the integrity of the entity and protecting the reporter.

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legitimized, respectively, to take action to protect the propriety of conduct in the company and its own reputation.

Reports, even when anonymous, must always have relevant content under the "*Policy on Handling of Reports*". Anonymity may in no way be the means of giving vent to disagreements or disagreements between employees. The following are likewise prohibited: the use of insulting expressions; the submission of reports for purely defamatory or slanderous purposes; and the submission of reports that relate exclusively to aspects of private life, without any direct or indirect connection with company business. Such reports will be considered even more serious when referring to sexual, religious, political and philosophical habits and orientations.

Each report must have as its sole purpose the protection of the Company's integrity or the prevention and/or suppression of unlawful conduct and must be substantiated and based on precise and concordant facts.

In any case, the requirements for reports, the process of their transmission and management, and the roles and responsibilities of the individuals involved in this process are defined within the "*Guideline for Reports of Offenses and Irregularities*."

#### **6.4 Procedure for managing information flows and reports to the SB**

In accordance with the principles and requirements contained in the preceding paragraphs of this chapter, the Company establishes an appropriate corporate regulatory instrument in order to detail the roles, responsibilities and operating procedures for managing information flows and reports to the SB.


#### **6.5 Key Officer**

In the organizational logic of autonomous line and staff controls, so-called "Key Officers" are identified as managers with in-depth knowledge of a given area, certain sensitive processes/activities, and related control mechanisms in place.

These individuals are identified, based on the sensitive processes identified within the Company's organization, as the heads of corporate functions operating in areas of activity at risk, taking into account the responsibilities that the Company itself has formally assigned through the definition of the organizational structure.

They, therefore, by virtue of the organizational position they hold consistent with the system of delegation of powers in force at the Company, govern and supervise their own activities and those of their executive lines; consequently, these individuals represent the direct contacts of the SB for all information and control activities.

Key officers generally have the following main duties:

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1. collaborate in the mapping/updating of risks in their area (*risk assessment*), informing the SB, as appropriate, of any relevant organizational/process changes;
2. Ensure oversight over the smooth running of the processes/activities/operations for which they are responsible;
3. guaranteeing appropriate information flows to the Supervisory Board, in compliance with the relevant procedures in force (see par. 6.10), preparing and storing relevant documentation for each transaction related to sensitive activities and communicating any anomalies encountered as well as the commission of relevant facts pursuant to Legislative Decree 231/01.

## **6.6 Training and information**

In relation to the regulatory provisions and in accordance with case law, in order for the Model to be effective as a tool of prevention and control, it is necessary that the following be adopted:

- appropriate training plans addressed to personnel in-house aimed at identifying and preventing possible crimes, as well as promoting awareness of the Model, Code of Ethics and the company's regulatory system among all employees who are required to know its contents, observe it and contribute to its implementation.
- appropriate communicative actions aimed at those who, on the basis of their relationships with the Entity, may engage in behavior at risk of committing 231 offenses.

### **6.6.1 Information internal**


The Company undertakes to communicate the contents of Model 231, the Code of Ethics and its internal regulatory system to all personnel through appropriate information with which:

- is informed that the Administrative Body has approved the Model pursuant to Legislative Decree 231/01;
- you are invited to consult a copy of the same in electronic format on the company intranet or hard copy kept on the Company's bulletin boards;
- knowledge of the standard in its essential contents and the crimes referred to by it is required.

In addition, newly hired personnel are distributed a copy of the Code of Ethics and Model 231 at the time of their induction into the Company, with a signature attesting to their receipt of the documents and their commitment to knowledge of and compliance with their requirements.

### **6.6.2 External information**

The Company promotes awareness of the contents of the Model and the principles in its Code of Ethics to its main suppliers, external collaborators and third parties in general, through the

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dissemination of an official communication on the existence of the Model and the Code of Ethics with an invitation to consultation on its website.

In addition, the Company shall ensure that contracts with counterparties include special contractual clauses that provide for the counterparty's commitment to knowledge of and compliance with the Code of Ethics and the Model; these clauses also provide that the third party's failure to comply with the principles established in the Code of Ethics and/or the Model constitutes a serious breach of contract and, as such, entitles the Company to automatically terminate the contract by sending a registered letter containing a brief indication of the factual circumstances proving the non-compliance. Finally, the Company reserves the right to require that counterparties self-certify that they have not been convicted and/or have no pending trials in relation to the crimes covered by Legislative Decree 231/01.

### **6.6.3 Training in-house**

All internal Recipients of the Model and the Code of Ethics should be instructed on how to behave in identified crime-risk situations, as well as on the contents of the aforementioned documents and their implementation.

The training plan is prepared, also at the instigation of the Supervisory Board, and approved by the Company, in accordance with current corporate regulatory instruments on human resource management.

The minimum contents of the training plan are listed below:


- An initial seminar that includes an explanation of Legislative Decree 231/01, the Code of Ethics and the Model;
- refresher courses, in connection with regulatory additions, organizational and/or procedural changes.

Training may be differentiated in content depending on whether it is aimed at management personnel and those with representative functions, or at other employees, and also depending on the existence and extent of risk in the area in which they work.


The Company will make it known in the course of these activities that the users of the training are expected to be familiar with the contents of the Model and the Code of Ethics and to contribute, in relation to their role and responsibilities, to their proper implementation, reporting any deficiencies.

Participation in training initiatives is mandatory, and failure to attend training courses without due cause is considered punishable behavior.

In particular, the Company monitors that the training provided for each resource is actually enjoyed by all personnel. Traceability of participation in training sessions on the provisions of the Decree and/or the Model is implemented by requesting the signature of attendance on specific forms or equivalent operational mode.

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Periodically, the corporate key officer responsible for human resources management prepares and transmits to the Supervisory Board appropriate reports on the status of implementation of training initiatives undertaken by the Company (this information flow is to be understood as mandatory under the provisions of Section 6.2).

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## 7. DISCIPLINARY SYSTEM

### 7.1 General principles

The establishment of a disciplinary system for violation of the requirements contained in the Model is an essential condition for ensuring the effectiveness of the Model.

In this regard, in fact, Article 6 paragraph 2 letter e) of the Decree stipulates that Organization and Management Models must "introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model."

Compliance with the rules of the Code of Ethics and the requirements contained in the Model adopted by the company should be considered an essential part of the contractual obligations of the "recipients" of this disciplinary system.

Violation of the aforementioned rules damages the relationship of trust established with the Company and may lead to disciplinary, legal or criminal action. In cases judged to be more serious, the violation may result in termination of employment, if an employee is involved, or termination of the contract, if a third party is involved.

For this reason, it is required that each recipient be familiar with the norms contained in the Code of Ethics and the Organizational Model, as well as the reference norms that govern the activity carried out within the scope of his or her function.

In this regard, it should be noted that it is a violation of the Model to fail to comply with the relevant corporate regulatory instruments in which the control standards indicated within **Annex B - "Sensitive Activities and Control Standards"** are incorporated.


This disciplinary system - adopted pursuant to Article 6, paragraph two, letter e) of Legislative Decree 231/2001 - is to be considered complementary and not alternative:

- to the disciplinary systems established by the C.C.N.L. in force and applicable to the different categories of employees in the Company's workforce;
- To the company's bylaws.

The Company may not take any disciplinary action against the employee without compliance with the provisions of the applicable collective bargaining agreement for individual cases.

The Company may not take any disciplinary action against Corporate Bodies without compliance with the provisions of the Bylaws.

The imposition of disciplinary sanctions for violations of the Model and the Code of Ethics is irrespective of whether or not criminal proceedings have been instituted for the commission of one of the offenses under the Decree.

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The Supervisory Board must be informed of the initiation of each disciplinary proceeding.


The disciplinary system applies to the following recipients:

- EMPLOYEES: The disciplinary system has as its recipients those linked to the company by a fixed-term and open-ended employment relationship, including managers, middle managers, clerks and workers. In other words, this system of sanctions is framed within the broader context of the disciplinary power held by the employer, pursuant to Articles 2106 of the Civil Code and 7 of Law 300/70, although the decree itself does not contain specific prescriptions regarding the sanctions to be adopted, limiting itself to general prescriptions.
- Parasubordinate workers: The disciplinary system is also intended for persons linked to the Company by "parasubordinate" employment contracts, i.e., employment contracts provided for by Legislative Decree 10.09.2003 No. 276, bearing "Implementation of the delegations of authority on employment and the labor market, referred to in Law No. 30 of February 14, 2003," who cannot be subject to the Company's disciplinary power and the consequent imposition of sanctions that are properly disciplinary. It will be appropriate, therefore, to adopt specific contractual clauses with such individuals that commit them not to adopt acts and/or procedures that involve violations of the Model or the Code of Ethics, in compliance with fairness and good faith in the execution of the contract. In this way, the Company will be able to sanction non-compliance with the principles contained in the Code of Ethics, as well as with the general norms and standards of behavior set forth in the Model, pursuant to Articles 2222 et seq. of the Civil Code.
- Self-employed workers - collaborators and consultants: The disciplinary system must also have, as recipients, external collaborators in various capacities, as well as external parties working in the interest of the Company. Even in this case, in order to avoid non-compliant behavior, it is advisable to agree with their consultants and collaborators, specific contractual clauses that bind third parties to comply with the Code of Ethics and the Organizational Model.
- Other recipients: Directors, auditors and all Stakeholders who, in various capacities, have relations with the Company are also subject to sanctions.

## **7.2 Criteria for the application of sanctions**

Upon receiving a report from the Supervisory Board about an alleged violation of the Model or the Code of Ethics, the Company must activate the process aimed at ascertaining alleged wrongdoing.



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If a violation of the Model or the Code of Ethics is ascertained, the disciplinary sanction provided for in the applicable contract shall be imposed against the perpetrator; the sanction shall be proportionate to the seriousness of the violation, it being understood, in any case, that the conduct will be considered a disciplinary offence if it is actually capable of producing damage to the Company. In the event that more than one infraction is committed by a single act, the most serious sanction shall be applied.

In imposing the penalty, the Company shall give due consideration to:

- The intentionality of the behavior or the degree of the perpetrator's guilt;
- The overall behavior of the violator, with particular regard to whether or not there is any previous disciplinary record (recidivism);
- The level of responsibility and autonomy of the perpetrator;
- the severity of the effects of the violation (i.e., the degree of risk to which the Company may reasonably be exposed - pursuant to Legislative Decree No. 231 of 2001);
- The presence of aggravating or mitigating circumstances,
- The other special circumstances accompanying the disciplinary offense.

### **7.3 Measures for employees**


The disciplinary sanctions applied to employees who violate the Model or the Company's Code of Ethics are those provided for in the collective bargaining agreement applied to the employment relationship of the employee concerned, as well as those in any case resulting from the application of the general legal provisions on termination (with or without notice) of the employment contract.

The Company is obliged to notify the Supervisory Board of the imposition of the sanction (i.e., dismissal with reasons), in compliance with all legal and contractual procedural requirements related to the imposition of the sanction.

### **7.4 Measures for managers**

Upon receiving notice of a violation of the Model or the Code of Ethics communicated by the Supervisory Board, in the event that a violation of the Model by one or more managers is ascertained, the Company shall take against the perpetrator of the conduct what is provided by law and applicable by contract. If the violation breaks the relationship of trust, the sanction is identified as dismissal for just cause.

### **7.5 Measures against Directors**

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In the case of an alleged violation of Model 231 or the Code of Ethics committed by a member of the BoD, the SB shall provide appropriate notice to the Single Mayor and the Chairman of the BoD. Carrying out the necessary investigations as well as taking the appropriate measures are the responsibility of the BoD, with the abstention of the person involved and after hearing the Single Mayor. The measures may include the precautionary revocation of delegated powers, as well as the possible replacement of the member of the BoD (arranged by convening the Assembly).

### **7.6 Measures against the Single Mayor**

In the case of an alleged violation of Model 231 or the Code of Ethics committed by the Sole Auditor, the Supervisory Board shall provide appropriate notice to the Board of Directors. The Assembly, having heard the Board of Directors and carried out the necessary investigations, takes appropriate measures.

### **7.7 Measures against the SB**

In the case of an alleged violation of Model 231 or the Code of Ethics committed by a member of the SB, the other members of the same SB, or any of the directors, shall immediately inform the Sole Auditor and the Board of Directors. These bodies, shall carry out the necessary investigations and take appropriate measures, including the revocation of the appointment.


### **7.1 Measures against parties with contractual, commercial, associative or partnership relationships**

The violation of the prescriptions and principles established in the Code of Ethics and the Model by parties having contractual, commercial, associative or partnership agreements with the Company, determines in accordance with what is regulated in the specific contractual relationship, the termination of the relative contract, or the right to withdraw from it, without prejudice to the Company's right to claim compensation for damages that are a consequence of said conduct, including damages caused by the application of the sanctioning measures provided for in Legislative Decree 231/2001.

To this end, contracts, even in the form of letters of assignment, should be supplemented with appropriate termination clauses.

Termination of the contract will result in the assessment of any damages suffered by the Company, as well as subsequent action for compensation.

Anyone who detects the violation must report it to the corporate entity that signed the contract; the Company will consider whether to proceed with the termination of the contract, if it believes that the complaint is well-founded. In any case, the whistleblower is obliged to inform the

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Supervisory Board of the circumstance detected (appropriate information, duly justified, must also be provided in cases where, for justified reasons, the contract is not terminated).

Each contract in which between the Company and the counterparty, must explicitly state the counterparty's obligation to ensure compliance with the Company's Model or Code of Ethics.


In particular, a special contractual clause, subject to express acceptance and an integral part of the contractual agreements, will be required, whereby the third party contractor declares that he/she is aware of, accepts and undertakes to comply with the Code of Ethics and Organizational Model adopted by the Company, that he/she may have also adopted a similar Code of Ethics and Organizational Model, and that he/she has never been implicated in legal proceedings related to the offenses under Legislative Decree 231/2001.

## **7.2 Measures in application of *whistleblowing* regulations**

In accordance with the provisions of Article 2-bis, paragraph 1, letter d) of the Decree, the sanctions referred to in the preceding paragraphs, in compliance with the principles and criteria set forth therein, are also applied against those who violate the measures for the protection of the reporter, as well as those who make with malice or gross negligence reports that are found to be unfounded.

It is the employer's burden, in the event of disputes related to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or subjecting the reporter to other organizational measures having direct or indirect adverse effects on working conditions, subsequent to the submission of the report, to prove that such measures are based on reasons unrelated to the report itself.

Any abusive use of reporting channels is also prohibited. Protection of the identity of the whistleblower is lost, in the case of reports that turn out to be manifestly unfounded and deliberately preordained with the aim of harming the whistleblower or the company. Again, such behavior constitutes a serious disciplinary violation and is sanctioned according to the above procedures.


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## **8. UPDATING AND ADJUSTING THE MODEL**

The Supervisory Board has precise duties and powers regarding the care, development and promotion of constant updating of the Model. To this end, it formulates observations and proposals, pertaining to the organization and the control system, to the relevant corporate structures or, in cases of particular importance, to the Board of Directors.

It remains, in any case, the exclusive responsibility of the Board of Directors to decide on updates and/or adjustments to the Model due to the following factors:

- The intervention of regulatory changes in the area of administrative liability of entities;
- The formulation of comments by the Ministry of Justice on the Guidelines pursuant to Article 6 of Legislative Decree No. 231/2001, as amended, and Articles 5 et seq. of Ministerial Decree No. 201, June 26, 2003, as amended;
- Periodic review of the Model also in relation to significant changes in the organizational structure or business sectors of the company;
- The identification of new sensitive activities, or variation of those previously identified, including possibly related to the start-up of new business activities;
- The finding of deficiencies and/or gaps in the provisions of the Model as a result of audits of its effectiveness;
- The finding of significant violations of the Model and/or experience in the public domain in the industry;
- The commission of the crimes referred to in Legislative Decree No. 231/2001 by the recipients of the provisions of the Model or, more generally, significant violations of the Model.

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## 9. ATTACHMENTS

Annex A - Catalogue of Offences 231

Annex B - Sensitive Activities and Control Standards

Annex C - Risk Assessment Summary Grid.

Annex D - Correlation matrix: art. 30 D. lgs. 81/08 - BS OHSAS 18001:2007 - ISO 45001:2018 - MOG 231 - corporate regulatory tools