Code of Ethics and Organisation, Management and Auditing Model

adopted by CIMOLAI S.P.A.

Foreword

0.1 Objectives

The company CIMOLAI S.p.A. intends to contribute with its actions, with a sense of responsibility and moral integrity, to the development process of the Italian economy and to the civil growth of the country.
The company believes in the value of work and considers legality, correctness and transparency of action to be essential prerequisites for the achievement of its economic, productive and social objectives.

0.2 Adoption

This Code of Ethics (as well as the subsequent M.O.G.) was adopted by the Company by resolution of the Board of Directors on 8 October 2009.
Through the adoption of the Code, the Company has given itself a set of rules

- of conduct in relations with external stakeholders, collaborators, the market and the environment, to which the Company informs its internal and external activities, requiring compliance by all collaborators, consultants and, to the extent of their competence, external stakeholders;
- of organisation and management of the Company, aimed at the creation of an efficient and effective system of planning, execution and checking of activities such as to ensure constant compliance with the rules of conduct and to prevent their violation by any person working for the Company.

0.3 Dissemination

The Code is widely disseminated internally and is available to any interlocutor of the Company. A copy of the Code is published on the Company's website.
Each Company collaborator is required to be familiar with and comply with the provisions of the Code; the Company carefully monitors compliance with the Code, setting up suitable information, prevention and checking tools and intervening, if necessary, with corrective actions.

0.4 Update

By resolution of the Board of Directors, the Code may be amended and supplemented, also on the basis of suggestions and indications from the Supervisory Body.

Rules of Conduct

Section I - External Relations

1.1 Competition

The Company believes in free and fair competition and directs its actions towards obtaining competitive results that reward capability, experience and efficiency.
The Company and its collaborators must behave correctly in the Company's business and in relations with the Public Administration.
Any action aimed at altering the conditions of fair competition is contrary to the Company's corporate policy and is forbidden for any subject acting on its behalf.
In no case can the pursuit of the Company's interest justify conduct by the Company's top management or collaborators that is not respectful of the laws in force and compliant with the rules of this Code.
In any communication with the outside world, information concerning the Company and its activities must be truthful, clear, verifiable.

1.2 Relations

1.2.1 With external stakeholders

The Company's relations with any interlocutor, public or private, must be conducted in accordance with the law and in compliance with the principles of fairness, transparency and verifiability.
In particular, relations with public employees must comply with the principles and disciplines dictated by the Presidential Decree no. 62 of 16.04.2013 ("Regulation containing the code of conduct for public employees, pursuant to art. 4 of Legislative Decree no. 165 of 30.03.2001"), and, in particular, art. 4 ("Gifts, remuneration and other benefits") and art. 14 ("Contracts and other negotiation acts").
No form of gift is allowed that may even appear as exceeding normal business practices or courtesy, or in any case aimed at acquiring favourable treatment in the conduct of any activity.
With regard to representatives or employees of public administrations, it is forbidden to seek and establish personal relationships of favour, influence, interference that could directly or indirectly condition the outcome of the relationship; it is also forbidden to offer goods or other benefits to representatives, officials or employees of public administrations, even through intermediaries, unless these are gifts of modest value and in line with customary practice and provided that they cannot be construed as being aimed at seeking undue favours.
The company does not provide contributions, advantages or other benefits to political parties and workers' trade union organisations, nor to their representatives, except in compliance with applicable regulations.

1.2.2 With customers and buyers

The company bases its activities on the criterion of quality, essentially understood as the objective of full customer satisfaction.
In its relations with customers and clients the company ensures fairness and clarity in commercial negotiations and in the assumption of contractual obligations, as well as faithful and diligent fulfilment of the contract.
In participating in tenders, the Company carefully evaluates the appropriateness and feasibility of the services requested, with particular regard to the technical and economic conditions, safety and environmental aspects, ensuring that any anomalies are promptly detected where possible.
Bids shall be formulated in such a way as to ensure compliance with adequate quality standards, appropriate salary levels for employees, and applicable safety and environmental protection measures.
The company resorts to litigation only when its legitimate claims do not find due satisfaction in the interlocutor.
In conducting any negotiation, situations in which the parties involved in the transactions are or may appear to be in conflict of interest must always be avoided.

1.2.3 .With Suppliers

Relations with the company's suppliers, including financial and consultancy contracts, are governed by the rules of this Code and are subject to constant and careful monitoring by the company.
The company uses suppliers, contractors or subcontractors who operate in accordance with the regulations in force and the rules set out in this Code.

1.3 Environment

The Company's production activities are managed in compliance with the environmental regulations in force. When promoting, planning or entrusting the design of building interventions, the Company carries out or ensures that all necessary investigations are carried out to verify the possible environmental risks deriving from the intervention and to prevent damage.

The Company is committed to spreading and consolidating among all its collaborators and subcontractors a culture of environmental protection and pollution prevention, developing risk awareness and promoting responsible behaviour by all collaborators

Section II - Relations with collaborators

2.1 Work

The company recognises the centrality of human resources as the main success factor of any business, within a framework of mutual loyalty and trust between employer and employee.
All personnel are hired by the company with a regular employment contract.
The employment relationship is conducted in compliance with the collective bargaining regulations of the sector and with social security, tax and insurance regulations.
The company encourages the continuous improvement of the professionalism of its employees, also through training initiatives.

2.2 Health and Safety

The Company guarantees the physical and moral integrity of its collaborators, working conditions that respect individual dignity and a safe and healthy working environment, in full compliance with the regulations in force on accident prevention and protection of workers in the workplace, including temporary and mobile construction sites.
The Company carries out its activities under technical, organisational and economic conditions that ensure adequate accident prevention and a safe and healthy working environment, complying with the "HSE Management System Manual - BS OHSAS 18001 - UNI EN ISO 14001" rev. 0 of 23/05/2014 for the occupational health and safety management system (SGSL) of 28/09/2001.
The Company is committed to spreading and consolidating a safety culture among all its collaborators, suppliers and contractors, developing risk awareness and promoting responsible behaviour by all.

Methods of implementation

3.1 Prevention

In compliance with current laws and regulations and with a view to planning and managing corporate activities aimed at efficiency, fairness, transparency and quality, the Company adopts organisational and management measures suitable to prevent unlawful conduct or in any case conduct contrary to the rules of this Code by any person acting for the Company.
Due to the articulation of activities and organisational complexity, the Company adopts a system of delegation of powers and functions, providing in explicit and specific terms for the assignment of tasks to persons with suitable skills and competence.
In relation to the extent of the delegated powers, the Company adopts and implements organisation and management models that provide for suitable measures to ensure that activities are carried out in compliance with the law and the rules of conduct of this Code, and to detect and promptly eliminate risk situations.

3.2 Verification

The Company adopts specific procedures for checking that the conduct of anyone acting for the Company or within its sphere complies with the provisions of the regulations in force and the rules of conduct of this Code.

3.3 Sanctions

Compliance by the Company's employees with the rules of the Code shall be considered an essential part of their contractual obligations pursuant to Article 2104 of the Civil Code. Violation of the rules of the Code by employees may constitute a breach of the primary obligations of the employment relationship or a disciplinary offence, with all legal consequences.
Violation of the rules of the code by members of the Supervisory and Auditing Body, by members of the Board of Auditors, the Auditor or by members of the Board of Directors shall be assessed and sanctioned by the Board of Directors or by the Shareholders' Meeting with a written warning or with revocation of the mandate.

CODE OF ETHICS AND

ORGANISATION, MANAGEMENT AND AUDITING MODEL

PURSUANT TO D. LGS. 8 JUNE 2001 N. 231

of CIMOLAI S.p.A.

– GENERAL PART –

Approved by the Board of Directors on 10/08/2021

CONTENTS

CHAPTER 1

THE ADMINISTRATIVE LIABILITY OF ENTITIES PURSUANT TO LEGISLATIVE DECREE NO. 231/2001

1.1 Foreword

Legislative Decree No. 231 of 8 June 2001, which contains the "Regulations on the administrative liability of legal entities, companies and associations, including those without legal personality" (hereinafter also referred to as the "Legislative Decree 231/2001" or, also just the "Decree"), which came into force on 4 July 2001 in implementation of art. 11 of Delegated Law no. 300 of 29 September 2000, introduced into the Italian legal system, in accordance with the provisions of the European Union, the administrative liability of entities, where 'entities' means commercial companies, joint stock companies and partnerships, and associations, including those without legal personality.

The Decree also aimed to bring domestic legislation on the liability of legal persons into line with certain international conventions to which the Italian Republic had already adhered for some time, and in particular:

- the Brussels Convention of 26 July 1995 on the protection of the financial interests of the European Communities
- the Brussels Convention of 26 May 1997 on Combating Bribery of Officials of the European Community or Member States;
- the OECD Convention of 17 December 1997 on Combating Bribery of Foreign Public Officials in International Business Transactions.

This new form of liability, although defined as 'administrative' by the legislator, has the characteristics of criminal liability, since the competent criminal judge is responsible for ascertaining the offences from which it derives, and the same guarantees of criminal proceedings are extended to the entity.

The administrative liability of the body derives from the commission of offences, expressly indicated in Legislative Decree 231/2001, committed, in the interest or to the advantage of the body itself, by natural persons who hold positions of representation, administration or management of the body or of one of its organisational units with financial and functional autonomy, or who exercise, even de facto, the management and checking of the body (the so-called 'senior persons'), or who are subject to the management or supervision of one of the above-mentioned persons (the so-called 'subordinates'). On the contrary, the existence of an exclusive advantage on the part of the person committing the offence excludes the liability of the Company, which is thus in a situation of absolute and manifest extraneousness to the offence committed.

In addition to the existence of the requirements described above, Legislative Decree No. 231/2001 also requires that the guilt of the entity be established, in order to be able to affirm its liability. This requirement is attributable to a 'fault of organisation', to be understood as a failure on the part of the entity to adopt adequate preventive measures to prevent the commission of the offences listed in the following paragraph, by the persons identified in the Decree.

Where the entity is able to prove that it has adopted and effectively implemented an organisation capable of preventing the commission of such offences, through the adoption of the organisation, management and checking model provided for in Legislative Decree No. 231/2001, it will not be held administratively liable.

It should be noted that the administrative liability of the legal person is in addition to, but does not cancel, the criminal liability of the natural person who materially committed the offence; both these responsibilities are subject to ascertainment before the criminal court.

The liability of the company may also arise if the predicate offence takes the form of an attempt (pursuant to Article 26 of Legislative Decree 231/01), i.e. when the agent performs acts that are unequivocally suitable for committing the offence and the action is not carried out or the event does not occur.

1.2 OFFENCES REFERRED TO IN THE DECREE

The offences, the commission of which gives rise to the administrative liability of the entity, are those expressly and exhaustively referred to by Legislative Decree 231/2001 and subsequent amendments and additions.
The "categories of offences" currently included in the scope of application of Legislative Decree No. 231/2001 are listed below, referring to ANNEX 1 to this document for details of the individual cases included in each category:

a) Crimes against the Public Administration (Articles 24 and 25);
b) Computer crimes and unlawful processing of data, introduced by Law 48/2008 (Article 24-bis);
c) Organised crime offences, introduced by Law 94/2009 (Article 24-ter);
d) Crimes relating to counterfeiting money, public credit cards, revenue stamps and identification instruments or signs, introduced by Law 409/2001 and amended by Law 99/2009 (Article 25-bis);
e) Crimes against industry and trade, introduced by Law 99/2009 (Article 25-bis 1);

f) Corporate offences, introduced by Legislative Decree 61/2002 and amended by Law 262/2005, Law 190/2012, Law 69/2015 and Legislative Decree 38 of 15 March 2017 (Article 25-ter);
g) Crimes for the purpose of terrorism or subversion of the democratic order, introduced by Law 7/2003 (Article 25-quater);
h) Female genital mutilation practices, introduced by Law 7/2006 (Article 25-quater 1);
i) Crimes against the individual, introduced by Law 228/2003 and amended by Law 38/2006, Legislative Decree 39/2014 and Law no. 199 of 29 October 2016 (Article 25 quinquies);
j) Market abuse, introduced by Law 62/2005 and amended by Law 262/2005 (Article 25-sexies);
k) Transnational offences, introduced by Law 146/2006;
l) Culpable offences committed in violation of accident-prevention regulations and the protection of hygiene and health at work, introduced by Law 123/2007 (Article 25-septies)
m) Offences relating to receiving, laundering and using money of unlawful origin introduced by Legislative Decree 231/2007, as well as selflaundering (Article 25-octies);
n) Copyright infringement offences, introduced by Law 99/2009 (Article 25-novies);
o) Offence of inducement not to make statements or to make false statements to the judicial authorities, introduced by Law 116/2009 (Article 25-decies);
p) Environmental offences, introduced by Legislative Decree 121/2011 and amended by Law 68/2015 (Article 25- undecies);
q) Offence of employing citizens of third countries whose stay is irregular, introduced into the Decree by Legislative Decree 109/2012 (Article 25-duodecies);
r) Crimes of racism and xenophobia, introduced into the Decree by Law no. 167 of 20 November 2017, Article 5, paragraph 2 (Article 25-terdecies);
s) Offence of fraud in sporting competitions, abusive gaming or betting and games of chance exercised by means of prohibited devices, introduced into the Decree by Law no. 401 of 13 December 1989 (art. 25 quaterdecies);
t) Tax offences, introduced into the Decree by Law No. 157 of 19 December 2019 (Article 25 quinquesdecies);
u) Smuggling offences, introduced into the Decree by Legislative Decree No. 75 of 14 July 2020 (Article 25 sexiesdecies).

1.3 SANCTIONS IMPOSED BY THE DECREE

The sanctions system defined by Legislative Decree 231/2001, against the commission of the offences listed above, provides for the application of the following administrative sanctions, depending on the offences committed

- pecuniary sanctions (currently up to a maximum of approximately EUR 1,549,000)
- prohibitory sanctions;
- confiscation;
- publication of the judgment.

Financial penalties

With regard to the pecuniary sanction, it is mandatory under Article 10(1) in all cases of administrative liability for offences, while the other sanctions are accessory to the pecuniary sanction and may be applied depending on the offence actually committed or attempted.

The criteria for the commensuration of the pecuniary penalty are of two types:

1) objective ones, linked to the seriousness of the offence and to the degree of the entity's liability, as well as to the activities put in place to eliminate or limit the harmful consequences of the offence and prevent the commission of further offences, which affect the determination of the number of quotas applied
2) subjective ones, linked to the economic and patrimonial conditions of the entity, which affect the determination of the pecuniary value of the quota, in order to ensure the effectiveness of the sanction.

Pursuant to Article 12 of Legislative Decree 231/2001:

1) the pecuniary sanction is reduced by half and cannot in any case exceed EUR 103,291 if:
   a) the offender has committed the offence in his own interest or in the interest of third parties and the entity has not gained an advantage or has gained a minimal advantage
   b) the pecuniary damage caused is of particular tenuousness;

2) The sanction is reduced by between a third and a half if, before the opening of the first-instance hearing:
   a) the entity has fully compensated for the damage and eliminated the harmful or dangerous consequences of the offence or has in any case taken effective steps to do so

b) an organisational model suitable for preventing offences of the kind committed has been adopted and made operational.

3) In the event of the concurrence of both conditions set out in point 2, the sanction is reduced by one half to two thirds.

In any case, the fine shall not be less than EUR 10,329.

Disqualifying sanctions

The prohibitory sanctions, which may be imposed only where expressly provided for and also as a precautionary measure, are the following

- disqualification from exercising the activity
- suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- prohibition to contract with the Public Administration, except to obtain the performance of a public service;
- exclusion from facilitations, financing, contributions and subsidies, and/or revocation of those already granted;
- ban on advertising goods or services.

Legislative Decree No. 231/2001 also provides that, where the conditions exist for the application of a disqualification sanction ordering the interruption of the company's activity, the judge, in lieu of the application of said sanction, may order the continuation of the activity by a court-appointed administrator (Article 15) for a period equal to the duration of the penalty that would have been applied, where at least one of the following conditions is met

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

Moreover, disqualification penalties do not apply if, before the opening of the first instance hearing, the entity has remedied the consequences of the offence, pursuant to Article 17 of Decree No. 231. In particular, to this end, it is necessary that the entity has: i) fully compensated for the damage and eliminated the harmful or dangerous consequences of the offence, or has taken steps to do so; ii) adopted and implemented an organisational model capable of preventing offences of the kind committed; iii) made available the profit obtained.

Confiscation of the price or profit of the crime

Pursuant to Article 19 of Legislative Decree No. 231/2001, the confiscation of the price or profit of the offence is always ordered against the entity upon conviction, except for the part that can be returned to the injured party. This is without prejudice to the rights acquired by third parties in good faith. When it is not possible to confiscate assets directly constituting the price or profit of the offence, the confiscation may concern sums of money, assets, or other utilities of equivalent value to the price or profit of the offence.

As a precautionary measure, seizure may be ordered on things which, constituting the price or profit of the offence or their monetary equivalent, are liable to confiscation (Article 53 of Legislative Decree 231/2001).
As highlighted by case law (Court of Cassation, VI sez. pen., sentence no. 34505 of 2012), in order to order the preventive seizure, the judge must assess the concrete grounds of the accusation and recognise serious indications of liability of the entity.

Lastly, on the subject of preventive seizure, it is necessary to highlight the inclusion of paragraph 1- bis in Article 53 of Decree No. 231, added during the conversion of Decree Law No. 101 of 2013. The provision provides that, in the event of seizure for confiscation for equivalent purposes pursuant to Article 19, paragraph 2, of Decree No. 231, the judicial custodian shall allow the corporate bodies to use companies, businesses, securities, shares or liquid assets subject to seizure to ensure the continuity and development of the company.

As a rule, therefore, the management of such assets remains in the hands of the corporate bodies, while only in the event of breach of the allocation for the purposes of business development and continuity is the devolution of management powers to a judicial administrator. The latter, consequently, only exercises a power of supervision over the activity of the corporate bodies, acting as a link between the judicial authority and the company.

It should also be noted that Article 54 of Legislative Decree No. 231/2001, entitled precautionary seizure, provides that if there is good reason to believe that the guarantees for the payment of the pecuniary sanction, the costs of the proceedings and any other sum due to the State Treasury are missing or dispersed, the public prosecutor, at any stage and level of the proceedings on the merits, shall request the precautionary seizure of the movable and immovable property of the entity or of the sums or things due to the same.

The publication of the conviction

Finally, the judge, if he applies disqualification sanctions, may also order the publication of the conviction, a measure capable of having a serious impact on the image of the entity.
The publication of the conviction in one or more newspapers, either in excerpts or in full, may be ordered by the judge, together with posting in the municipality where the entity has its head office, when a disqualification sanction is applied. Publication is carried out by the registry of the competent judge and at the expense of the entity.

Lastly, for the sake of completeness, it should be noted that, pursuant to Articles 9 to 11 of Presidential Decree No. 313 of 14 November 2002, a national register of administrative sanctions imposed on companies or other bodies has been set up at the central criminal records office. This register collects the sanctions which have become irrevocable where they remain for five years from the application of the pecuniary sanction or for ten years from the application of the disqualification sanction, if no further administrative offence has been committed in the same periods.

1.4 EXEMPTING CONDITION OF ADMINISTRATIVE LIABILITY

Article 6 of Legislative Decree 231/2001 establishes that the entity shall not be held administratively liable if it proves that

- the management body has adopted and effectively implemented, before the offence was committed, organisation, management and checking models capable of preventing offences of the kind committed;
- 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 endowed with autonomous powers of initiative and checking (so-called Supervisory Board)
- the persons committed the offence by fraudulently evading the organisation, management and checking models;
- there has been no omission or insufficient supervision by the Supervisory Board.

Liability is excluded where the aforementioned conditions are met, in their entirety, at the time of the commission of the offence or offence; however, even the adoption and implementation of the Model at a time subsequent to the commission of the offence or offence nevertheless have a positive effect with regard to the penalties that can be imposed on the entity (Articles 12(2) and 17(1)(b) of the Decree).

In the case, on the other hand, of an offence committed by persons subject to the management or supervision of others, the company is liable if the commission of the offence was made possible by the violation of the management or supervision obligations with which the company is required to comply. In this regard, however, Article 7 of Legislative Decree No. 231/2001 states that the violation of management or supervisory obligations is excluded if the company, before the offence was committed, adopted and effectively implemented an organisational, management and checking model capable of preventing offences of the kind committed.

The adoption of the organisation, management and checking model, therefore, allows the entity to escape administrative liability. The mere adoption of such a document, by resolution of the administrative body of the entity, is not, however, sufficient in itself to exclude that liability, since it is necessary for the model to be effectively and effectively implemented.

With reference to the effectiveness of the organisation, management and checking model for preventing the commission of the offences provided for by Legislative Decree No. 231/2001, it is required to:

- identifies the corporate activities within the scope of which offences may be committed
- provides for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offences to be prevented; and
- identifies methods of managing financial resources suitable to prevent the commission of offences;
- provides for information obligations vis-à-vis the body in charge of supervising the functioning of and compliance with the models;
- introduces a disciplinary system capable of penalising non-compliance with the measures indicated in the organisation, management and checking model.

With reference to the effective application of the organisation, management and checking model, Legislative Decree 231/2001 requires:

- a periodical check and, in the event that significant violations of the provisions imposed by the model are discovered or changes occur in the organisation or activity of the entity or changes in the law, the modification of the organisation, management and checking model
- the imposition of sanctions in the event of violation of the requirements imposed by the organisation, management and checking model.

1.5 OFFENCES COMMITTED ABROAD

According to Article 4 of Legislative Decree No. 231/2001, an entity may be held liable in Italy for offences - relevant to the administrative liability of entities - committed abroad[1]. The Explanatory Report Legislative Decree No. 231/2001 emphasises the need not to leave a frequently occurring criminal situation without a sanction, also in order to avoid easy circumvention of the entire regulatory framework in question.

The prerequisites (set out in the regulation or inferable from the whole of Legislative Decree No. 231/2001) on which the liability of the entity for offences committed abroad is based are:

i. the offence must be committed abroad by a person functionally linked to the entity, pursuant to Article 5(1) of Legislative Decree 231/2001;
ii. the entity must have its head office in Italy, i.e. the actual location where administrative and management activities are carried out, which may also be different from the location of the company or registered office (entities with legal personality), or the location where the activity is carried out on a continuous basis (entities without legal personality)
iii. the body can only be held liable in the cases and under the conditions provided for in Articles 7, 8, 9, 10 of the Criminal Code (in cases where the law provides that the offender - a natural person - is punished at the request of the Minister of Justice, proceedings are brought against the body only if the request is also made against the body itself)[2]. The reference to Articles 7 to 10 of the Criminal Code is to be coordinated with the provisions of Articles 24 to 25-octies of Legislative Decree No. 231/2001, so that - also in accordance with the principle of legality set out in Article 2 of Legislative Decree No. 231/2001 - with regard to the series of offences mentioned in Articles 7 to 10 of the Criminal Code, the company will only be liable for those for which its liability is provided for by an ad hoc legislative provision;
iv. where the cases and conditions set out in the aforementioned articles of the criminal code exist, the State of the place where the offence was committed shall not prosecute the company.

These rules concern offences committed entirely abroad by senior or subordinate persons. For criminal conduct that has taken place even only in part in Italy, the principle of territoriality pursuant to Article 6 of the Criminal Code applies, under which 'the offence is deemed to have been committed in the territory of the State when the action or omission constituting the offence has taken place there in whole or in part, or when the event that is the consequence of the action or omission has occurred there'.

1.6 THE CONFINDUSTRIA GUIDELINES

Article 6, paragraph 3, of Legislative Decree No. 231/2001 provides that 'organisational and management models may be adopted, guaranteeing the requirements set out in paragraph 2, on the basis of codes of conduct drawn up by the associations representing the entities, communicated to the Ministry of Justice which, in agreement with the competent Ministries, may, within thirty days, formulate observations on the suitability of the models to prevent offences'.

In compliance with the provisions of Article 6(3) of Legislative Decree No. 231/2001, Confindustria issued the Guidelines for the construction of organisation, management and checking models pursuant to Legislative Decree No. 231/2001 of 8 June 2001, which were approved by the Ministry of Justice with Ministerial Decree of 4 December 2003. The subsequent update, published by Confindustria on 24 May 2004, was approved by the Ministry of Justice,

1 Article 4 of Legislative Decree No. 231/2001 provides as follows: "1. In the cases and under the conditions laid down in Articles 7, 8, 9 and 10 of the Penal Code, organisations having their head office in the territory of the State shall also be liable in respect of offences committed abroad, provided that the State of the place where the offence was committed does not take action against them. In cases where the law provides that the offender shall be punished at the request of the Minister of Justice, proceedings shall be brought against the entity only if the request is also made against the latter".

2 Art. 7 of the Penal Code Offences committed abroad - A citizen or a foreigner who commits any of the following offences on foreign soil is punishable under Italian law 1) offences against the personality of the Italian State; 2) offences of counterfeiting the seal of the State and the use of such a counterfeit seal; 3) offences of counterfeiting money that is legal tender in the territory of the State, or in revenue stamps or in Italian public credit cards; 4) offences committed by public officials in the service of the State, abusing their powers or violating the duties inherent in their functions; 5) any other offence for which special legal provisions or international conventions establish the applicability of Italian criminal law". Art. 8 of the penal code: "Political offence committed abroad - A citizen or a foreigner who commits a political offence on foreign soil that is not included among those indicated in number 1 of the previous article, is punishable under Italian law, at the request of the Minister of Justice. If it is a crime punishable on complaint by the offended person, the complaint is required in addition to this request. For the purposes of criminal law, a political offence is any offence, which offends a political interest of the State, or a political right of the citizen. A common crime determined, in whole or in part, by political motives is also considered a political crime." Art. 9 of the Penal Code: "Common crime committed by a citizen abroad - A citizen who, apart from the cases indicated in the two previous articles, commits on foreign soil a crime for which Italian law establishes life imprisonment, or imprisonment for a minimum of no less than three years, is punished in accordance with the same law, provided he is on State territory. If it is a crime for which a punishment restricting personal liberty of a lesser duration is established, the offender is punished at the request of the Minister of Justice or at the request or on complaint of the offended person. In the cases provided for in the preceding provisions, if it is a crime committed to the detriment of the European Communities, a foreign State or a foreigner, the guilty party is punished at the request of the Minister of Justice, provided that his extradition has not been granted, or has not been accepted by the Government of the State where he committed the crime." Art. 10 of the penal code: "Common offence committed by a foreigner abroad - A foreigner who, apart from the cases indicated in Articles 7 and 8, commits on foreign soil, to the detriment of the State or of a citizen, an offence for which Italian law establishes life imprisonment, or imprisonment of no less than a minimum of one year, is punishable in accordance with the same law, provided that he is on State territory, and there is a request from the Minister of Justice, or an application or a complaint from the offended party. If the offence is committed to the detriment of a foreign State or a foreigner, the offender shall be punished according to Italian law, at the request of the Minister of Justice, provided that 1) he is in the territory of the State.

which judged these Guidelines to be suitable for achieving the purposes set out in the Decree. These Guidelines were last updated by Confindustria in June 2021.

In defining the organisation, management and checking model, the Confindustria Guidelines provide for the following phases

- the identification of risks, i.e. the analysis of the corporate context to highlight in which areas of activity and in what ways the offences provided for by Legislative Decree 231/2001 may occur
- the preparation of an appropriate checking system to prevent the offence risks identified in the previous phase, through the assessment of the checking system existing within the entity and its degree of adaptation to the requirements expressed by Legislative Decree 231/2001;
- adoption of some general tools, the main ones being a code of ethics and a disciplinary system;
- identification of the criteria for selecting the checking body.

The most relevant components of the control system outlined in the Confindustria Guidelines to ensure the effectiveness of the organisation, management and checking model are as follows

- provision of ethical principles and rules of conduct in a Code of Ethics or Code of Conduct
- a sufficiently up-to-date, formalised and clear organisational system, particularly with regard to the allocation of responsibilities, hierarchical reporting lines and description of tasks with specific provision for checking principles
- manual and/or computerised procedures governing the performance of activities, with appropriate checks;
- authorisation and signature powers consistent with the organisational and management responsibilities assigned by the entity, envisaging, where appropriate, adequate expenditure limits;
- integrated checking systems which, taking into account all operational risks, are capable of providing timely warning of the existence and emergence of general and/or particular critical situations;
- information and communication to personnel, characterised by capillarity, effectiveness, authoritativeness, clarity and adequately detailed as well as periodically repeated, in addition to an adequate personnel training programme, modulated according to the levels of the recipients.

The Confindustria Guidelines also specify that the components of the control system described above must comply with a series of checking principles, including:

- verifiability, traceability, consistency and appropriateness of each operation, transaction and action
- application of the principle of separation of functions and segregation of duties (no one can independently manage an entire process);
- establishment, execution and documentation of checking activities on processes and activities at risk of offences.

1.7 EVENTS MODIFYING THE ENTITY

Legislative Decree No. 231/2001 regulates the regime of the body's patrimonial liability also in relation to events modifying the body, such as the transformation, merger, demerger and transfer of a business.

According to Article 27(1) of Legislative Decree No. 231/2001, the body is liable for the obligation to pay the pecuniary penalty with its assets. The provision in question also makes manifest the Legislature's intention to identify an entity's liability that is independent not only of that of the perpetrator of the offence (see, in this regard, Article 8 of Legislative Decree No. 231/2001)[3] but also of the individual members of the corporate structure.

Articles 28 to 33 of Legislative Decree No. 231/2001 regulate the impact on the liability of the entity of alterative events connected with transformation, merger, demerger and company sale operations. The Legislature has taken into account two opposing requirements:

- on one side, to prevent such operations from constituting a means of easily evading the administrative liability of the entity
- on the other, not to penalise reorganisation operations without evasive intent. The Explanatory Report to Legislative Decree No. 231/2001 states: 'The general criterion followed in this respect was that of regulating the fate of the pecuniary sanctions in accordance with the principles laid down by the Civil Code with regard to the generality of the other debts of the original entity, while maintaining, conversely, the connection of the disqualification sanctions with the branch of activity in the context of which the offence was committed'.

3 his extradition has not been granted or has not been accepted by the government of the State in which he committed the offence, or by the government of the State to which he belongs".

Art. 8 of Legislative Decree 231/2001: "Autonomy of the liability of the body - 1. The liability of the body exists even when: a) the author of the offence has not been identified or cannot be charged; b) the offence is extinguished for a reason other than amnesty. Unless the law provides otherwise, an entity is not prosecuted when an amnesty is granted for an offence for which it is responsible and the defendant has renounced its application. 3. The entity may waive the amnesty."

In the event of a transformation, Article 28 of Legislative Decree No. 231/2001 provides (in line with the nature of this institution, which implies a mere change in the type of company, without determining the extinction of the original legal entity) that the liability of the entity for offences committed prior to the date on which the transformation took effect remains unaffected.

In the event of a merger, the body resulting from the merger (including by incorporation) is liable for the offences for which the merging bodies were liable (Article 29 of Legislative Decree 231/2001). The entity resulting from the merger, in fact, assumes all the rights and obligations of the companies participating in the operation (Art. 2504-bis, para. 1, Civil Code)[4] and, by making the company's activities its own, also incorporates those within the scope of which the offences for which the companies participating in the merger were liable were committed[5].

Article 30 of Legislative Decree 231/2001 provides that, in the case of a partial demerger, the demerged company remains liable for offences committed prior to the date on which the demerger took effect.

The beneficiary companies of the demerger (whether total or partial) are jointly and severally obliged to pay the financial penalties owed by the demerged company for offences committed prior to the date on which the demerger took effect, up to the limit of the actual value of the net assets transferred to the individual company.

This limit does not apply to the beneficiary companies to which the branch of activity in the context of which the offence was committed is transferred, even in part[6].
Disqualification penalties relating to offences committed prior to the date on which the demerger took effect apply to the entities to which the branch of activity within which the offence was committed remained or was transferred, even in part.

Article 31 of Legislative Decree No. 231/2001 lays down provisions common to mergers and demergers, concerning the determination of sanctions in the event that such extraordinary operations have taken place before the conclusion of the case. In particular, the principle is clarified whereby the judge must commensurate the pecuniary sanction, in accordance with the criteria laid down in Article 11(2) of Legislative Decree No. 231/2001[7], making reference in any case to the economic and asset conditions of the entity originally liable, and not to those of the entity to which the sanction should be imputed following the merger or demerger.

In the case of a disqualification sanction, the entity that will be held liable following the merger or demerger may ask the judge to convert the disqualification sanction into a fine, provided that (i) the organisational fault that made it possible for the offence to be committed has been eliminated, and (ii) the entity has compensated the damage and made available (for confiscation) the part of the profit that may have been made[8].

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4 Article 2504-bis of the Civil Code: "Effects of the merger - The company resulting from the merger or the incorporating company assumes the rights and obligations of the companies that have been extinguished." Legislative Decree 6/2003 amended the text of Article 2504-bis as follows: "Effects of the merger - The merging or acquiring company assumes the rights and obligations of the merging companies, continuing all their relationships, including those of a procedural nature, prior to the merger."

5 The Illustrative Report to Legislative Decree. 231/2001 clarifies that "To avoid that, with particular regard to prohibitory sanctions, the rule now set forth determines a "dilatation" of dubious appropriateness of the punitive measure - involving "healthy" companies in measures aimed at striking "sick" companies (think of the case in which a modest company, responsible for an offence punishable by a prohibition on contracting with the public administration, is taken over by a large company with shares listed on the stock exchange) - provide, indeed, on the one hand, for the general provision limiting disqualification sanctions to the activity or structures in which the offence was committed (Article 14(1) of the scheme) and, on the other hand, the (...) power of the merged entity to request, in appropriate cases, the replacement of such sanctions with pecuniary sanctions. " The legislator alludes, in this last regard, to Article 31(2) of Legislative Decree. The Legislature refers, in the latter respect, to Article 31(2) of Legislative Decree No. 231/2001, according to which "Without prejudice to the provisions of Article 17, the merged entity and the entity to which, in the case of a demerger, the disqualification sanction is applicable may apply to the judge for the replacement of the latter with the pecuniary sanction, if, following the merger or demerger, the condition set out in letter b) of paragraph 1 of Article 17 has been fulfilled, and the further conditions set out in letters a) and c) of the same Article are met. It is recalled that Article 17 provides as follows: "1. Without prejudice to the application of pecuniary sanctions, disqualification sanctions are not applied when, prior to the declaration of the opening of the first degree hearing, the following conditions are met a) the entity has fully compensated for the damage and eliminated the harmful or dangerous consequences of the offence or has in any case effectively taken steps to do so; b) the entity has eliminated the organisational deficiencies that caused the offence by adopting and implementing organisational models capable of preventing offences of the kind committed; c) the entity has made available the profit obtained for confiscation".

6 *This provision appears partially in line with the provisions of Article 2504-decies, paragraph 2, of the Italian Civil Code, pursuant to which "Each company is jointly and severally liable, within the limits of the actual value of the net assets transferred to it or remaining with it, for the debts of the company being divided that are not satisfied by the company to which they relate. Legislative Decree 6/2003 transferred this provision to Article 2506-quater of the Civil Code, amending it as follows: "Each company shall be jointly and severally liable, within the limits of the actual value of the net assets assigned to it or remaining with it, for the debts of the company being divided that are not satisfied by the company to which they are charged." According to Gennai-Traversi, op. cit., 175: 'As regards the total demerger, it is clear from the wording of Article 30(2) - albeit in the absence of an express provision - that administrative liability for offences dependent on crimes committed prior to the demerger does not refer to the demerged company, but exclusively to the companies benefiting from the demerger, since they are the subjects specified in the legislation as being jointly and severally liable among themselves for the payment of the pecuniary sanctions owed by the demerged entity. This is moreover consequential to the fact that, once the full demerger has taken place, the original company normally becomes extinct and, in any event, is deprived of its assets'.*

7 Art. 11 of Legislative Decree 231/2001: "Criteria for the commensuration of the pecuniary sanction - 1. In commensuring the pecuniary sanction, the judge determines the number of quotas, taking into account the seriousness of the offence, the degree of the entity's liability and the activity performed to eliminate or mitigate the consequences of the offence and to prevent the commission of further offences. 2. The amount of the quota is fixed on the basis of the economic and patrimonial conditions of the entity in order to ensure the effectiveness of the sanction (...)'.

8 The Explanatory Report to Legislative Decree No. 231/2001 clarifies: 'The merged entity and the entity which, in the event of a demerger, would be exposed to a disqualifying sanction can obviously avoid its application by making good the consequences of the offence, within the meaning and terms indicated in general by Article 17. However, it was

Article 32 of Legislative Decree No. 231/2001 allows the judge to take into account the convictions already imposed on the merging or demerged entities in order to configure recurrence, pursuant to Article 20 of Legislative Decree No. 231/2001, in relation to the offences committed by the merged or demerged entity in relation to offences subsequently committed[9]. For the cases of the sale and transfer of a business, unitary rules are laid down (Article 33 of Legislative Decree 231/2001)[10], modelled on the general provision of Article 2560 of the Civil Code[11]; the transferee, in the case of the transfer of the business in whose activity the offence was committed, is jointly and severally liable to pay the financial penalty imposed on the transferor, with the following limitations:

- the benefit of prior exoneration of the assignor shall be retained;
- the transferee's liability is limited to the value of the business transferred and to the pecuniary sanctions resulting from the mandatory books of account or due for administrative offences of which it was, in any event, aware.

On the contrary, the extension to the transferee of the disqualification sanctions imposed on the transferor is excluded.

1.8 PROCEDURE FOR ASCERTAINING THE OFFENCE

Liability for administrative offences resulting from a criminal offence is ascertained in criminal proceedings. In this regard, Article 36 of Legislative Decree No. 231/2001 provides: 'The jurisdiction to hear administrative offences committed by the entity belongs to the criminal court having jurisdiction over the offences on which the offences depend. The provisions on the composition of the court and the related procedural provisions relating to the offences on which the administrative offence depends shall be observed in the proceedings for the administrative offence committed by the entity'.

Another rule, inspired by reasons of effectiveness, homogeneity and procedural economy[12], is that of the mandatory joinder of proceedings: the proceedings against the body must remain joined, as far as possible, to the criminal proceedings instituted against the natural person who committed the offence underlying the body's liability (Article 38 of Legislative Decree No. 231/2001). This rule is counterbalanced by the wording of Article 38(2) of Legislative Decree No. 231/2001, which, conversely, regulates the cases in which the administrative offence is prosecuted separately[13]. The body participates in the criminal proceedings with its legal representative, unless the latter is

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considered appropriate to provide (...) that, where the effectiveness of the aforementioned provision is precluded by the fact that the time limit for the opening of the hearing has been exceeded, the entity concerned may in any case request the judge to replace the disqualification sanction with a pecuniary sanction of an amount equal to one to two times the amount imposed on the entity for the same offence. Substitution is permitted on condition that, following the merger or demerger, an organisational change has taken place which is suitable to prevent the commission of new offences of the same kind and that, in addition, the entity has compensated the damage or eliminated the consequences of the offence and made available for confiscation any profit made (i.e. for the part attributable to the entity itself). This is without prejudice, in any case, to the right to request conversion also in executivis pursuant to Article 78"

9 Art. 32 d.lgs. 231/2001: “Rilevanza della fusione o della scissione ai fini della reiterazione - 1. In cases of the liability of the entity resulting from the merger or benefiting from the division for offences committed after the date on which the merger or division took effect, the judge may consider that there has been a recurrence, in accordance with Article 20, also in relation to convictions pronounced against the merging entities or the divided entity for offences committed before that date. To this end, the judge shall take into account the nature of the offences and the activity in which they were committed as well as the characteristics of the merger or division. 3. With regard to the entities benefiting from the demerger, recurrence may be considered, pursuant to paragraphs 1 and 2, only if the branch of activity within the scope of which the offence for which the demerged entity was convicted was transferred, even partially, to them". The Explanatory Report to Legislative Decree No. 231/2001 makes it clear that 'Repetition, in this case, does not operate automatically, but is subject to discretionary assessment by the judge, in relation to the concrete circumstances. With regard to the entities benefiting from the demerger, it may also be recognised only when the entity to which the branch of activity in the context of which the previous offence was committed has been transferred, even in part".

10 Art. 33 of Legislative Decree 231/2001: "Transfer of business. - In the event of the transfer of the business in whose activity the offence was committed, the transferee shall be jointly and severally liable, subject to the benefit of prior execution of the transferring body and within the limits of the value of the business, to pay the pecuniary penalty. 2. The transferee's obligation is limited to the pecuniary sanctions resulting from the compulsory books of account, or due for administrative offences of which he was in any case aware. 3. The provisions of this Article shall also apply in the case of the transfer of a business". On this point, the Explanatory Report to Legislative Decree No. 231/2001 clarifies: "It is understood that such transactions are also susceptible to evasive manoeuvres of liability: and, however, the opposing requirements for the protection of trust and the safety of legal traffic are more pregnant than they are, since they are in the presence of hypotheses of succession in a particular capacity that leave the identity (and liability) of the transferor or transferee unchanged".

11 Art. 2560 of the Civil Code: "Debts relating to the business transferred - The transferor is not discharged from debts, inherent in the operation of the business transferred prior to the transfer, if it is not apparent that the creditors have consented thereto. In the transfer of a business, the purchaser of the business is also liable for such debts if they are apparent from the statutory books of account".

12 Thus, verbatim, is expressed in the Explanatory Report to Legislative Decree No. 231/2001.

13 Art. 38(2) of Legislative Decree No. 231/2001: 'Separate proceedings are brought for the administrative offence committed by the entity only when: a) the suspension of proceedings has been ordered pursuant to Article 71 of the Code of Criminal Procedure [suspension of proceedings due to the inability of the defendant, ed.]; b) the proceedings have been finalised with the abbreviated trial or with the application of the penalty pursuant to Article 444 of the Code of Criminal Procedure [application of the penalty on request, ed. note], or the criminal decree of conviction has been issued; c) compliance with the procedural provisions makes it necessary." For the sake of completeness, reference should also be made to Article 37 of Legislative Decree No. 231/2001, pursuant to which 'the administrative offence committed by the entity shall not be prosecuted when criminal proceedings cannot be commenced or continued against the perpetrator of the offence for lack of a condition of prosecution' (i.e. those provided for in Title III of Book V of the Criminal Code: lawsuit, complaint, action for damages, etc.), and the prosecution of the perpetrator of the offence for lack of a condition of prosecution (i.e. those provided for in Title III of Book V of the Criminal Code: lawsuit, action for damages, etc.). p.p.: complaint, application for proceedings, request for proceedings or authorisation to proceed, referred to, respectively, in Articles 336, 341, 342, 343 of the Code of Criminal Procedure).

charged with the offence on which the administrative offence depends[14]; when the legal representative does not appear, the body is represented by its defence counsel (Article 39(1) and (4) of Legislative Decree 231/2001)[15].

1.9 CHARACTERISTICS OF THE ORGANISATIONAL MODELS PURSUANT TO ART. 30 OF LEGISLATIVE DECREE NO. 81/2008 (THE SO-CALLED 'SAFETY CONSOLIDATION ACT')

The interpretation problem of the relationship between the organisation and checking models provided for by Legislative Decree No. 231/2001 and the specific existing precautionary rules on safety at work, which were already based on an articulated 'proceduralisation' aimed at containing the risks of accidents at work, immediately arose.

Coordination between the regulations on the administrative liability of companies (legislative decree 231/2001) and those on 'health and safety at work' is today achieved by Article 30 of the Consolidated Safety Act (legislative decree 81/2008), with which the legislator explicitly establishes the characteristics that the Model must have in order to be effective in exempting the administrative liability of legal persons under legislative decree 231/2001.

Article 30 is located within Section II of Chapter III of Legislative Decree 81/2008, where the specific risk assessment phase is regulated, demonstrating the close relationship between the risk assessment phase and the organisation and management models, confirming that only on the basis of a thorough risk assessment can a suitable 'risk governance' system be constructed.

The result of the risk assessment (as also provided for in Article 6, paragraph 2, letter a) and Article 7, paragraph 3 of Legislative Decree no. 231/2001) must also highlight those company activities in relation to which it is possible that the aforementioned offences may be committed in breach of accident prevention regulations ("sensitive activities"), and therefore the profiles of such activities that require the necessary compliance with the law, the preparation of precautionary measures aimed at promptly detecting risk situations, and consequently identifying the relevant prevention regulations.

It is clear, therefore, that the first requirement that the Organisational, Management and Checking Model must, in order to avoid the commission of accidents at work or, in any case, in order to be exempt from administrative liability of companies for offences in the field of accident prevention under Article 25-septies, ensure compliance with the regulations on accident prevention.
And therefore Paragraph 1 of Article 30 of Legislative Decree No. 81/2008 states that the Organisation and Management Model must ensure, as a priority and as a precondition, the regulatory compliance of the company with what are the prevention obligations in the field of safety and health and, in particular, the fulfilment of all legal obligations relating to:

a) *compliance with legal technical and structural standards relating to equipment, facilities, workplaces, chemical, physical and biological agents;*
b) *to risk assessment activities and the preparation of consequent prevention and protection measures;*
c) *activities of an organisational nature, such as emergencies, first aid, contract management, periodic safety meetings, consultation with safety representatives;*
d) *health surveillance activities;*
e) *worker information and training activities;*
f) *supervisory activities with reference to workers' compliance with safety procedures and work instructions;*
g) *the acquisition of documents and certifications required by law;*
h) *periodic checks on the application and effectiveness of the procedures adopted'.*

It is therefore necessary for the Company, on the basis of its business processes (normal, abnormal, including potential emergency situations) to prepare appropriate procedures to ensure the compliance of its conduct with the legislation in force, and to track, by means of a special record, the execution of the checking activity (Article 30(2)).
Similarly, it is necessary for the organisational model to provide for an articulation of functions capable of ensuring the safeguarding of protected interests.

Organising security - in fact - means ensuring a stable result, by means of the adoption of appropriate measures and their possible updating through the cooperation of several persons who - on the basis of the enhancement of the necessary differentiated skills - divide up the work by dividing the tasks.

14 "The ratio of the provision that excludes the possibility of the representative of the entity being the same person charged with the offence appears evident: given that the first person is responsible for ensuring the entity's defence prerogatives in proceedings relating to the offence, the potential conflict between the interests of the two figures could make the lines of defence irreconcilable. If this is the case, it does not appear doubtful that the same prohibition should also operate when the legal representative of the entity is charged with an offence connected or related to the one on which the administrative offence depends"; thus Ceresa- Gastaldo, Il "processo alle società" nel d.lgs. 8 giugno 2001, n. 231, Turin, 24.

15 "Where the entity's legal representative is also charged with the offence on which the administrative offence depends, the entity's participation in the criminal proceedings must necessarily take place through the appointment of a different legal representative for the trial" (Garuti, in AA.VV., Responsabilità degli enti, cit., 282 f.).

The company - therefore - in relation to the nature, size and type of activity carried out, must establish how to organise - from a functional point of view - the management activities, identifying which tasks are to be performed by each actor participating in the decision-making processes (Art. 30(3)).

The functional organisational structure, with tasks and responsibilities in the field of occupational health and safety, must be formally defined, starting from the employer and reaching each individual worker, paying particular attention to the specific figures envisaged by the reference legislation (e.g. head of the prevention and protection service, competent doctor, first aid officer, etc.).

This functional definition must ensure, for each figure identified, the technical competences and powers necessary for the verification, assessment, management and checking of the risk.

Moreover, the organisational model on health and safety at work must provide for an appropriate checking system on the implementation of the same model and on the maintenance over time of the conditions of suitability of the measures adopted (Article 30(4)).

This checking system must be able to

- verify the adequacy of the Model with regard to its actual capacity to prevent offences in the field of accident prevention
- monitor the effectiveness of the Model (checking the consistency between the actual conduct and the model established)
- analysing the maintenance over time of the conditions of suitability of the preventive measures adopted;
- update the Model when 'significant violations of the rules on the prevention of accidents and hygiene at work are discovered or when there are changes in the organisation and activity in relation to scientific and technological progress' (Article 30, paragraph 4, second sentence).

It should also be noted that Article 30(5) states that: *'Upon first application, the company organisation models defined in accordance with the UNI-INAIL Guidelines for an occupational health and safety management system (SGSL) of 28 September 2001 or the British Standard OHSAS 18001:2007 are presumed to comply with the requirements of this article for the corresponding parts (...)'.*

Finally, of particular relevance is the amendment of Article 51 of Legislative Decree 81/2008 by Article 30, paragraph 1, letter a), of Legislative Decree no. 106 of 3 August 2009, containing *'Supplementary and corrective provisions of Legislative Decree no. 81 of 9 April 2008, concerning the protection of the health and safety of workers in the workplace'. 81 of 9 April 2008, concerning the protection of health and safety in the workplace', which, with the introduction of paragraph 3-bis, provided for the possibility for companies to request the asseveration of the adoption and effective implementation of models of organisation and management of health and safety in the workplace by joint bodies set up on the initiative of one or more associations of employers and employees that are comparatively more representative at national level'*.

CHAPTER 2

ORGANISATION, MANAGEMENT AND AUDITING MODEL OF CIMOLAI S.p.A.

2.1 THE COMPANY

CIMOLAI S.p.A. (hereinafter also referred to as the 'Company') is a company operating internationally mainly in the design, supply and erection of complex steel structures, diversifying its activities in the field of Industrial, Civil, Military, Naval and Oil & Gas engineering. It also operates in the field of curtain walling, special cladding and oversized element handling systems.

The Company has its registered office in Rome, Viale Pasteur No. 49, is registered in the Company Register of Rome at REA No.: RM - 1574490, and has the following VAT No. and Tax No.: 01507200937.

More precisely, the company's object is to carry out the following activities, both in Italy and abroad

a) the production and trade of manufactured and semi-finished metal products, their installation and the installation of metal carpentry, the construction of plants, buildings, public or private infrastructures of any type and nature and the execution of complementary works and works;
b) the exercise of design activities and the provision of technical, administrative and commercial services with the exclusion of any reserved activity under Law no. 1815 of 23.11.39 and other provisions of law
c) the production and trade of goods, equipment and components to be used in the construction of industrial plants, in general, and those intended to generate energy, in particular
d) the manufacture of large structural tubes;
e) the construction of metal structures and artefacts of all kinds;
f) the execution of works and works under contracts for the construction of public or private infrastructure of any kind;
g) the construction, assembly, modification, repair, on one's own account or on behalf of third parties, of hulls, parts thereof, superstructures, in steel or light alloy, of ships and boats or vessels in general
h) piping and mechanical work that is complementary to the activity under (f);
i) forestry and forestry work as an activity complementary to that referred to in points (a) and (f) above
j) the hiring out of construction and civil engineering machinery and equipment with or without an operator, for steel construction and for metal carpentry
k) the hiring without driver of agricultural machinery and equipment including tractors and/or machines for green maintenance
l) the rental without driver of vehicles and motor vehicles;
m) the hire of scaffolding, work platforms, formwork, containers for housing or offices;
n) the purchase, sale and subscription of shares, bonds, units of collective investment organisms and any other financial instrument, including derivative financial instruments, listed or unlisted, as identified on the basis of the laws and/or regulations in force at the time.

In compliance with the limits and prohibitions set forth in the laws in force, for the sole purpose of pursuing the corporate purpose, the Company may carry out all real estate, securities, industrial, commercial and financial transactions deemed necessary or useful for the achievement of the corporate purpose, including the provision of guarantees of any kind, also for third party commitments and the assumption, purchase, holding and of participations, interests and similar in other enterprises, associations, consortia and companies, it being understood that any type of financial activity carried out pursuant to Article 106 of Legislative Decree no.
385 of 1 September 1993 and subsequent amendments, must not constitute the main activity, nor must it be exercised vis-à-vis the public, according to the provisions in force from time to time.

2.2 THE GOVERNANCE AND ORGANISATIONAL STRUCTURE OF CIMOLAI S.p.A.

General Rules

I. Administrative Body

Pursuant to the Articles of Association, the Company is administered by a Board of Directors or a Sole Director.

The appointment of the Administrative Body, the Chairman of the Board of Directors, in the event of a Collegiate Administrative Body, and the prior determination of the number of directors is the responsibility of the Ordinary Shareholders' Meeting, which may vary it whenever it deems it appropriate.

The duration of their term of office is established by the Ordinary Shareholders' Meeting; in any case, their term of office cannot exceed three financial years and ends on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their office.

The members of the Administrative Body may also be chosen from among non-members and may be re-elected. The non-competition clause of Article 2390 of the Civil Code does not apply to the Directors.

The remuneration of the members of the Administrative Body and of the Executive Committee is established at the time of appointment or by the Shareholders' Meeting.

The remuneration of directors holding special offices is determined by the Board of Directors, after hearing the opinion of the Board of Statutory Auditors.

The Shareholders' Meeting may determine an overall amount for the remuneration of all Directors, including those holding special offices.

Powers of the Administrative Body

The Board of Directors or the Sole Director have all powers for the ordinary and extraordinary management of the Company, with the authority to perform all acts they deem appropriate for the implementation and achievement of the corporate purpose, with the sole exception of those that by law are peremptorily reserved to the shareholders' meeting. In addition, the Administrative Body may pass resolutions on mergers in the cases provided for in Articles 2505 and 2505-bis of the Civil Code, the establishment, transfer and closure of secondary offices and local units (including branches, subsidiaries and administrative offices) both in Italy and abroad, the reduction of capital in the event of shareholder withdrawal, adjustments to the articles of association to comply with legal provisions, and the transfer of the registered office within Italy.

Managing Directors, Executive Committee, Directors and Attorneys

The Board of Directors, pursuant to Articles 2381 and 2389 of the Civil Code, may delegate its powers to one or more of its members or to an executive committee composed of some of its members.

The Board of Directors has the power to appoint general managers, general and special attorneys, defining their powers and competences.

In this regard, it should be noted that several special attorneys have been appointed, some of whom represent of the company, a technical director and a technical supervisor pursuant to Ministerial Decree 37/2008.

Company Representation

The corporate signature and the legal representation of the Company, also in court, are vested in the Chairman of the Board of Directors or the Sole Director. In addition, the Board of Directors or the Sole Director may also delegate the use of the corporate signature and the representation of the Company, provided that for specific acts and in accordance with the law, to one or more directors and attorneys, or to one or more directors, either jointly or separately.

II. Checking and Auditing Body

Pursuant to the Articles of Association, the Company appoints a checking body (Board of Statutory Auditors), consisting of three regular members and two alternate members, who remain in office for three financial years and may be re-elected.

The Board of Statutory Auditors performs the functions set forth in Article 2403 of the Italian Civil Code, i.e., it monitors compliance with the law and the Articles of Association, compliance with the principles of proper administration and, in particular, the adequacy of the organisational, administrative and accounting structure adopted by the Company and its actual functioning, and it also carries out the checking of the accounts, if the Company is not required to prepare consolidated financial statements

The Company, by resolution of the Ordinary Shareholders' Meeting, may entrust the checking of the accounts to the Board of Statutory Auditors, to an Auditor or to an Auditing Company, registered in the Register established at the Ministry of Justice, in compliance with the provisions of the law. The Auditor or the Auditing Firm shall hold office for three years and may be re-elected.

Current organisational set-up

I. Board of Directors

As of the date of adoption of this document, the Company is administered by a Board of Directors composed of four members, three of whom are also company representatives, with specific powers delegated to them by the Board of Directors.

II. Board of Auditors

As at the date of adoption of this document, the Company's checking body is represented by a Board of Statutory Auditors consisting of three regular members and two alternates.

III. Auditing the Accounts

Pursuant to Article 2409 bis of the Civil Code, the statutory auditing of the Company's accounts is performed by a statutory auditing firm registered in the appropriate register.

IV. Internal Checking - Management Systems

The company has obtained certification for the following certified management systems:
- ISO 9001 - Quality Management System;
- ISO 14001 - Environmental Management System;
- ISO 45001 - Occupational Health and Safety Management System

whose procedures, like the internal management procedures and operational work instructions, are to be considered an integral part of this Model, for the purposes of preventing the predicate offences covered in the Special Section.

IV. Company Organisation Chart

In order to define the roles and responsibilities of each individual within the corporate decision-making process, the Company has prepared a general organisational chart (Management Team) in which its first-level organisational structures (so-called organisational chart) are outlined.

The organisation chart specifies
- the areas into which the company's activities are divided;
- the hierarchical reporting lines of the individual company representatives;
- the functions and tasks of the persons operating in the individual areas. The organisational chart is constantly checked and updated.

The organisational chart is circulated within the Company by the Administrative Office.
The current general organisation chart of the Company is attached to this General Section as Annex 2.

2.3 INTRODUCTION TO THE MODEL OF CIMOLAI S.p.A.

This document, in implementation of Articles 6 and 7 of the Decree, regulates the Organisation, Management and Checking Model of the Company, aimed at preventing the commission of offences under the Decree and related laws by its top management and subordinates as well as its collaborators (hereinafter, for the sake of brevity, the 'Model').

The adoption of an Organisational, Management and Checking Model pursuant to the Decree, in addition to contributing - together with other circumstances - to the exclusion of the Company's liability with reference to the commission of certain types of offences, represents an act of social responsibility on the part of the Company, from which benefits flow for a multiplicity of subjects: shareholders, managers, employees, creditors and all other subjects whose interests are linked to the life of the company.

The existence of a system for checking entrepreneurial actions, together with the setting and dissemination of ethical principles, improving the standards of conduct adopted by the Company, in fact, increase the trust and excellent reputation they enjoy with third parties and, above all, perform a regulatory function in that they regulate the conduct and decisions of those who are called upon to work in favour of the Company on a daily basis, in accordance with the aforementioned ethical principles and standards of conduct.

In this context, the Company has, therefore, intended to initiate a series of activities aimed at making its Organisational Model compliant with the requirements of the Decree and consistent with the reference legislative and regulatory context, with the principles already rooted in its own governance culture and with the indications contained in the category guidelines issued by the most representative associations (including, first and foremost,

Confindustria).

With reference to the current standards of conduct adopted by the Company, it should be noted that the rules it has adopted to regulate its operations, as well as the principles to which the actions of all those who operate in its interest must conform, are contained, inter alia, in the following documents

- articles of association
- code of ethics;
- operating procedures.

2.4 METHODOLOGY FOLLOWED FOR THE PREPARATION OF THE MODEL

The process of activities functional to the study, elaboration and drafting by the Company of its own Model was structured in the following phases

a) identification of the areas of risk through the identification within the company organisation of the subjects that could potentially be involved in the risk of commission of offences, in the performance of their activities. To this end, the following corporate functions were identified: Board of Directors, Technical and Commercial Management, Executive Management - Technical Office, Purchasing, Operations Management (to which area also Quality, Production, IT Services, HSE,), Human Resources, Administration, Finance and Management Checks, whose Heads were interviewed in order to understand how the Company's activities are organised;
b) interviews with the persons identified pursuant to point a) above. This activity consisted of a series of questions on the Company's processes and any problems detected;
c) verification of the relevant company documentation, with particular reference to company documents (chamber of commerce view, bylaws, system of delegated powers, etc.), company organisation charts, the presence of procedures and certifications for the performance of company activities, the contracts most frequently used by the company in its business, etc.; subsequent examination of the documentation produced
d) risk assessment on the basis of the elements acquired.

2.4.1 Identification of risk areas

Article 6(2)(a) of the Decree indicates, among the requirements of the Model, the identification of the processes and activities within the scope of which offences relevant to the administrative liability of entities may be committed. In other words, these are those company activities and processes that are commonly defined as 'sensitive' (so-called 'risk areas').

Propaedeutic to the identification of sensitive activities was the analysis, mainly documentary, of the Company's corporate and organisational structure (organisational chart, contracts, operating procedures), carried out in order to better understand the Company's activities and to identify the corporate areas at risk. The collection of relevant documentation and its analysis from both a technical-organisational and legal point of view allowed the identification of sensitive processes/activities and a preliminary identification of the functions responsible for such processes/activities.

The activities carried out were as follows

- identification of the company areas subject to intervention and preliminary identification of sensitive processes/activities;
- identification of the persons responsible for the sensitive processes/activities, i.e. the resources with in-depth knowledge of the sensitive processes/activities;
- interview of the persons identified pursuant to the preceding points: interview characterised by targeted questions on the company processes in relation to the sensitive activities previously identified, in order to establish which of the offences contemplated in the Decree may in abstract terms be committed by the Company and with what probability of occurrence.

2.4.2 Risk assessment and purpose of the Model

Once the interviews were completed, the relevant offences contemplated by the Decree, which could abstractly be committed by the Company in the performance of sensitive activities, were identified.

The Model prepared by CIMOLAI S.p.A. is based on a structured and organic system of procedures to guard against the identified risks that

- identify the company areas and processes most exposed to risk, i.e. those activities in the scope of which the possibility of offences being committed is considered the highest
- regulate governance processes;

- they determine a coherent organisational structure aimed at inspiring and checking the correctness of conduct, guaranteeing a clear and organic allocation of tasks, applying a fair segregation of duties, ensuring that the desired structures of the organisational structure are actually implemented;
- identify the processes for managing and checking financial resources in activities at risk;
- assign to the Supervisory Board the task of supervising the operation of and compliance with the Model and proposing its updating.

Therefore, the Model aims to

- improve the Corporate Governance system
- set up a structured and organic system of prevention and checking aimed at reducing and managing the risk of commission of offences related to the company's activities; and
- provide for adequate dissemination of the Model and the Code of Ethics, so that all those who operate in the name and on behalf of CIMOLAI S.p.A. are aware of the consequences to which they are exposed in the event of violation of the provisions of the Model and the Code of Ethics
- inform all those who work in any capacity in the name of, on behalf of or in any case in the interest of CIMOLAI S.p.A. that the violation of the provisions contained in the Model shall entail the application of appropriate sanctions or the termination of the contractual relationship
- make it known that CIMOLAI S.p.A. does not tolerate unlawful behaviour, of any kind and regardless of any purpose, since such behaviour (even if the Company was apparently in a position to take advantage of it) is in any case contrary to the ethical principles to which the Company intends to adhere.

2.5 ADOPTION OF THE MODEL AND ITS IMPLEMENTATION

2.5.1 General

This Model, drafted and prepared as described above, was adopted by resolution of the Company's administrative body, in accordance with Article 6, paragraph 1, letter a) of the Decree.

The Model represents a coherent set of principles, procedures and provisions that: i) affect the internal functioning of the Company and the ways in which it relates to the outside world; and ii) regulate the diligent management of a checking system of sensitive activities, aimed at preventing the commission, or attempted commission, of the violations relevant for the purposes of the administrative liability of entities that the Company has established to be taken into consideration due to the characteristics of its business.

Under its sole responsibility, the Company shall ensure the implementation of the Model in its organisational framework in relation to its own characteristics and the activities it actually performs in areas at risk.

2.5.2 Amendments and additions to the Model

Since this Model is an "act of issuance by the management body" (in compliance with the provisions of Article 6, paragraph 1, letter a) of the Decree), subsequent amendments and additions of a substantial nature of this Model are the responsibility of the Company's administrative body, which also has the power to make any amendments or additions of a formal nature to the text of this Model (such as, for example, those necessary to adapt the text of this Model to any future changes in regulatory references).

2.6 CONTENT, STRUCTURE AND FUNCTION OF THE MODEL

This Model has been prepared on the basis of the rules contained in the Decree and the guidelines drawn up by the most representative trade associations (including, first and foremost, Confindustria) and also incorporates the relevant legal guidelines and developments.

The Model, structured as a complex set of documents, consists of the following elements

- identification of the corporate activities within the scope of which the violations relevant for the purposes of the administrative liability of entities may be committed, which the Company has decided to take into consideration due to the characteristics of its activity
- provision of checking protocols in relation to the sensitive activities identified;
- identification of the methods for managing financial resources suitable for preventing the commission of offences;
- existence of a Code of Ethics containing the fundamental principles inspiring the organisational, administrative and accounting system and - as part of it - the Model;
- establishment of a Supervisory Board entrusted with the functions provided for by the Decree;
- definition of information flows to and from the Supervisory Board and specific obligations to inform the Supervisory Board;
- disciplinary system to punish the violation of the provisions contained in the Model;

- provision for adequate dissemination of the Model and the Code of Ethics to employees and other persons interacting with the Company;
- criteria for updating and adapting the Model.

The Model consists of:

i. a General Section, illustrative of the reference regulatory context, objectives, structure and methods of implementation of the same; and
ii. a Special Part concerning the types of offences relevant to the Decree that the Company has decided to take into consideration due to the characteristics of its activity.

The Model identifies the sensitive activities in relation to which the risk of commission of offences is highest, and introduces systems for the proceduralisation and checking of activities, to be carried out also as a preventive measure.
The identification of areas at risk and the proceduralisation of activities allows

i. to make employees and management aware of the areas and respective aspects of company management that require greater attention;
ii. to make explicit the firm condemnation of all conduct that constitutes an offence
iii. subject these areas to a constant monitoring and checking system, functional to immediate intervention in the event of offences being committed.

2.7 PERIODICAL CHECKS AND UPDATING

This Model is subject to constant monitoring by the Company's Supervisory Body (as defined and identified in Chapter 3 below), which, also by ascertaining violations, verifies its functionality, highlighting any shortcomings and pointing out opportunities for amendment.

In particular, the Company "s Supervisory Board

- formulates proposals for amendments to the Model, to be submitted to the approval of the Company's administrative body
- verifies the implementation and effectiveness of the Model at the Company following the amendments made to it.

Further competences of the Supervisory Board in the matter of updating the Model are specified in Chapter 3 below.

2.8 RELATIONSHIP WITH THE CODE OF ETHICS

The Model constitutes a legally distinct and autonomous document with respect to the Code of Ethics, adopted by the Company, together with the Model of which it is an integral part, by resolution of the Company's administrative body. This Code of Ethics is an integral part of the organisation, management and checking and prevention system adopted by the Company.

In particular:

- the Code of Ethics represents an instrument adopted by the Company, which contains the set of rights, duties and responsibilities of the entity with respect to employees, customers, suppliers, the Public Administration, the financial market (in general, therefore, with reference to stakeholders with an interest in the Company); the Code of Ethics thus aims to recommend, promote or prohibit certain behaviours, regardless of and even beyond the provisions of the Decree or the regulations in force
- this Model is an instrument adopted on the basis of the precise regulatory indications contained in the Decree, oriented towards reducing the risk of the commission of the offences contemplated by the Decree by the Company's senior management and their subordinates, as well as its collaborators and the recipients of the Model in general.

2.9 DEFINITIONS

In this Model, in addition to the further expressions defined from time to time in the text and not referred to in this paragraph, the following expressions shall have the meanings indicated below:

"**Code of Ethics**"	the code of ethics adopted by the Company, together with any annexes, as supplemented or amended from time to time;
"**Clients**"	companies, or other public or private entities, and individuals with which the Company enters into contractual agreements for the purpose of carrying out works referred to in the corporate purpose of CIMOLAI S.p.A.;

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"Collaborators" persons who have employment relationships with the Company without any subordination obligation (such as, by way of example but not limited to, project work, temporary work; placement; orientation traineeships), or any other relationship contemplated by Article 409 of the Code of Civil Procedure, occasional work, as well as any other person subject to the direction or supervision of any person in a senior position within the Company pursuant to Legislative Decree No. 231/2001.

"Consultants" external consultants appointed to assist the Company in the performance of its activities, on an ongoing or occasional basis;

"Recipients" subjects to whom the provisions of this Model apply and, in particular, the Employees, Managers, Collaborators and Company Representatives and, in the cases specifically referred to in this Model, Consultants, as well as all those who work to achieve the Company's purpose and objectives;

"Employees" persons who have an employment relationship with the Company (including executives and Heads of Departments), including temporary or part-time workers (as well as seconded workers);

"**Company Representatives**" as from time to time in office, the Board of Directors and the Sole Director, the Special Prosecutor, the members of the Board of **Statutory** Auditors or the Single Statutory Auditor, as well as any other person in an apical position, by which is meant any person who holds functions of representation, administration or management of the Company, pursuant to Legislative Decree No. 231/2001;

"Body" o 'Supervisory Board', the Company's Supervisory Board endowed with autonomous powers of initiative and checking in compliance with Legislative Decree No. 231/2001, defined and established pursuant to Chapter 3 of this General Section of the Model;

"**Model**" Organisation, Management and Checking Model of the Company pursuant to Legislative Decree 231 of 2001 and in particular this **document** with its annexes and subsequent amendments and additions, together with all the procedures, instructions, circulars, and other documents referred to therein;

"Managers" each head of an organisational unit with financial and/or functional autonomy of the Company, in accordance with the Company's **organisational** chart as in force from time to time.

CHAPTER 3

THE SUPERVISORY BODY OF CIMOLAI S.p.A.

3.1 THE SUPERVISORY BODY OF CIMOLAI S.p.A.

Pursuant to Article 6(1)(a) and (b) of the Decree, in the event of the commission of an offence by the persons qualified under Article 5, the liability of the entity may be excluded if the management body has, inter alia

- adopted and effectively implemented organisation, management and checking models capable of preventing offences of the kind that have occurred
- entrusted the task of supervising the operation of and compliance with the Model and ensuring that it is updated to a Body of the entity endowed with autonomous powers of initiative and checking.

A similar provision is provided for, with regard to the specific area of health and safety in the workplace, by Article 30(4) of Legislative Decree No. 81/2008, pursuant to which the organisational model must provide for '[...] an appropriate checking system on the implementation of the model and the maintenance over time of the conditions of suitability of the measures adopted'.

The entrusting of the aforementioned tasks to a Body endowed with autonomous powers of initiative and checking, together with the correct and effective performance of the same, are therefore indispensable prerequisites for exemption from the liability of the entity under the Decree.

The Confindustria Guidelines, which represent the first code of conduct for the drafting of organisation, management and checking models under the Decree drawn up by a trade association, identify autonomy and independence, professionalism and continuity of action as the main requirements of the Supervisory Board.

In particular, according to Confindustria

i. the requirements of autonomy and independence require: the inclusion of the Supervisory Board "as a staff unit in as high a hierarchical position as possible", the provision of a "report" of the Supervisory Board to the highest operational corporate management, the absence, at the head of the Supervisory Board, of operational tasks which - by making it a participant in operational decisions and activities - would jeopardise its objectivity of judgment
ii. the connotation of professionalism must refer to the "baggage of tools and techniques" necessary to effectively perform the activity of the Supervisory Board
iii. continuity of action, which guarantees an effective and constant implementation of the organisational Model that is particularly articulated and complex in large and medium-sized companies, is fostered by the presence of a structure exclusively dedicated to the activity of supervising the Model and "devoid of operational tasks that could lead it to take decisions with economic-financial effects".

With regard to the identification of the Supervisory Board and its composition, the Decree only provides that:

- In small entities, the duties of the Supervisory Board may be performed directly by the management body (Article 6(4));
- in corporations, the board of statutory auditors, supervisory board and management checking committee may perform the duties of the Supervisory Board (Article 6(4-bis)).

The Confindustria Guidelines indicate as possible options for the entity, when identifying and configuring the Supervisory Board

i. (i) entrusting the functions of the Supervisory Board to the Board of Statutory Auditors;
ii. (ii) entrusting the role of Supervisory Board to the Internal Control Committee, where it exists, provided that it is composed exclusively of non-executive or independent directors;
iii. (iii) the assignment of the role of Supervisory Board to the internal auditing function, where it exists;
iv. (iv) the creation of an ad hoc Body, with a single- or multi-subject composition, made up, in the latter case, of persons within the entity (e.g. head of internal auditing, the legal department, etc., and/or non-executive and/or independent director and/or statutory auditor) and/or external persons (e.g. consultants, experts, etc.)
v. (v) for small entities, it would be possible to assign the role of Supervisory Board to the management body.

In compliance with the provisions of the Decree and taking into account the peculiar characteristics of its organisational structure, CIMOLAI S.p.A., by resolution of its administrative body, entrusts the function of Supervisory Body in charge of overseeing the functioning and compliance of this Model and of updating it, to a multi-subjective Body composed in compliance with the above.

The Supervisory Board, as set up above, is endowed, as required by the Decree, with autonomous powers of initiative and checking and operates in a position of independence and autonomy.

The independence and autonomy that the Supervisory Board must necessarily have are guaranteed by the position acknowledged to the Supervisory Board, as well as by the reporting lines to the operational top management assigned to the Supervisory Board pursuant to the Model.

Professionalism is ensured by the specific skills accrued with reference to the sector in which the Company operates, as well as by the power granted to the Surveillance Body to avail itself of the specific professionalism of both the heads of the various corporate functions and of external consultants for the performance of the technical operations necessary for the performance of its functions.
Continuity of action is guaranteed by the constant periodic supervisory activity performed by the Supervisory Board.

In consideration of the specificity of the tasks assigned to the Body and of the professionalism required from time to time, in the performance of its supervisory, checking and updating functions, the Body avails itself of the cooperation of the internal functions of the Company competent from time to time.

Moreover, where specialisations are required that are not present within the above-mentioned functions, the Body may make use of external consultants, who shall be appointed by resolution of the Company's administrative body, upon specific request and indication of the Body itself.

It is the duty of the Company's Supervisory Board to ensure the implementation of this Model at the Company.

3.2 APPOINTMENT AND REQUIREMENTS

The Supervisory Board is established by resolution of the Company's administrative body.

The Supervisory Board remains in office for the number of financial years established by the administrative body of the Company at the time of appointment.

The appointment of the Supervisory Board, or of each of its members in the case of a Supervisory Board with a multi-subjective composition, is conditional on the presence of the subjective eligibility requirements listed and described below.

In particular, at the time of appointment, the person appointed to hold the office of Supervisory Board (or, in the case of a multi-subjective Body, each of its members) must issue a declaration, substantially compliant with the one under Annex 3, in which he/she certifies the absence of

- relationships of kinship, marriage (or de facto cohabitation situations comparable to marriage) or affinity within the fourth degree of kinship with the members of the administrative body or with the persons entrusted with the statutory audit of the company, where appointed, as well as with the senior management of the Company
- conflicts of interest, including potential ones, with the Company such as to jeopardise the independence required by the role and duties of the Supervisory Board, as well as coincidences of interest with the Company itself beyond the ordinary ones based on the possible relationship of employment or intellectual work;
- administrative functions with executive powers at the Company or companies controlled by it;
- administrative functions - in the three financial years preceding the appointment as member/exponent of the Supervisory Board - of companies subject to bankruptcy, compulsory administrative liquidation or other insolvency procedures;
- public employment relationship with central or local administrations in the three years preceding the appointment as member/executive member of the Surveillance Body;
- a conviction, even if not final, or a measure which in any case establishes their responsibility, in Italy or abroad, for the offences referred to in the Decree or similar offences
- conviction, with a sentence, even if not final, or with a measure which in any case establishes their responsibility, to a punishment entailing disqualification, even temporary, from public offices, or temporary disqualification from the executive offices of legal persons and companies.

If any of the above-mentioned reasons for ineligibility should arise against the Body or one of its members, he/she shall inform the Company's administrative body and the Company's checking body, and shall automatically fall from office.

3.3 RESIGNATION AND REPLACEMENT

The Supervisory Board (or, in the case of a multi-member Board, each of its members) that renounces its office must give written notice thereof to the Company's administrative body and checking body.

Renunciation has immediate effect. The administrative body of the Company shall replace it, appointing a new Body (or, in the case of a Body established in a multi-member form, each of its members) as soon as possible.

The members of the Supervisory Board appointed shall remain in office for the time for which the persons they replace should have remained in office.

3.4 INDEPENDENCE AND REVOCATION

The adoption of disciplinary sanctions as well as of any act modifying or interrupting the Company's relationship with the Supervisory Board (or, in the case of a Body set up on a multi-subjective basis, each of its members) is decided by the Company's administrative body.

Without prejudice to the foregoing, in order to guarantee the necessary stability to the Supervisory Board, the revocation of the Supervisory Board (or, in the case of a Body constituted on a multi-subjective basis, of one or more of its members), or of the powers attributed to it within the scope of the relevant office, may take place only for a just cause.

The assignment to the person holding the office of Supervisory Board of operational functions and responsibilities within the corporate organisation that are in any case incompatible with the requirements of "autonomy and independence" and "continuity of action" proper to the Supervisory Board entails the incompatibility of such person with the office of Supervisory Board. Such incompatibility must be promptly notified to the Company "s administrative body and ascertained by resolution, with the consequent forfeiture and replacement of such person.

3.5 CONFLICTS OF INTEREST AND COMPETITION

In the event that, with reference to a given risk operation or category of risk operations, the Supervisory Board (or, in the case of a multi-member Board, one of its members) finds itself, or believes it finds itself or may find itself, in a situation of potential or current conflict of interest with the Company in the performance of its supervisory functions, such person must immediately inform the Company's administrative body (as well as the other members of the Supervisory Board, if applicable).

The existence of a situation of potential or current conflict of interest determines, for such person, the obligation to refrain from performing acts connected with or related to such transaction in the performance of his supervisory duties; in this case, the Supervisory Board shall

- solicit the appointment of another person as his substitute for the exercise of the supervisory functions in relation to the transaction or category of transactions in question or,
- in the case of a Supervisory Board with a multi-member composition where the conflict of interest concerns only one of its members, delegate the supervision relating to the transaction or category of transactions in question to the other members of the Supervisory Board.

By way of example, a situation of conflict of interest in a given transaction or category of transactions constitutes the fact that a person is linked to one or more other persons involved in a transaction or category of transactions due to corporate offices, relationships of spouse, kinship or affinity within the fourth degree, employment, consultancy or remunerated work, or other relationships of a financial nature that compromise their independence pursuant to Article 2399 letter c) of the Civil Code.

3.6 FUNCTIONS AND POWERS

The Body is entrusted with the following functions:

a) Updates:

- proposing to the competent corporate bodies to issue procedural provisions implementing the principles and rules contained in the Model;
- interpreting the relevant regulations and verifying the adequacy of the Model to these regulatory prescriptions, reporting possible areas of intervention to the Board of Directors or the Managing Director
- assessing the need to update the Model, soliciting possible amendments to the Model aimed at (i) correcting any dysfunctions or gaps, as may emerge from time to time; (ii) adapting the Model to significant changes in the Company's internal structure and/or the way in which the business activity is carried out, or (iii) incorporating any regulatory changes;

b) Checks and controls:

- Periodically check, at least every four months and in any case in the event of changes in legislation and/or in the Company's activity and/or structure, the map of areas at risk of offences (so-called sensitive activities), in order to adapt it to the aforementioned changes. To this end, any situations that may expose the Company to the risk of offences must be reported to the Body by the management and the persons in charge of checking activities within the various corporate functions, as well as by workers. Such communications shall be made in writing, for instance to an e-mail address specifically created for the members of the Supervisory Board;

- carry out periodic checks, if necessary also through the use of external professionals, aimed at ascertaining the provisions of the Model, in particular by ensuring that the procedures and checks provided for are put in place and possibly documented, and that the ethical principles are complied with
- periodically carrying out targeted checks on specific operations or acts performed, selected on a sample basis or according to the particularities of the operation;
- ensure that the corrective actions necessary to make the Model adequate and effective are taken promptly;
- document all the checks and controls carried out and then collect, process and store the information and periodically report to the administrative body on the results of its checks.

c) Training:

- Urge the promotion of initiatives for the training and proper dissemination of the Model.

d) Violations and sanctions:

- report any violations of the Model and of Legislative Decree No. 231/2001 detected to the Company's administrative body, as well as reporting them to the latter's checking body as part of the mutual exchange of information;
- coordinating with the company management to assess the adoption of any disciplinary sanctions, suggesting the measures deemed most appropriate to remedy the violations.

In order to perform the aforementioned tasks, the Supervisory Board shall have free access to the workplace and to all company documentation and the possibility of acquiring the relevant data and information from the responsible and/or interested parties, maintaining, within the scope of the performance of the aforementioned activities, the utmost confidentiality with regard to the information and news acquired.

The Company's administrative body shall ensure adequate and timely communication to the corporate structures of the powers and functions of the Supervisory Board

3.7 OBLIGATIONS TO INFORM THE SUPERVISORY BODY OF CIMOLAI S.p.A.

3.7.1 General Obligations

The correct and efficient performance of its functions by the Supervisory Board is based on its availability of all information relating to the areas at risk, as well as of all data concerning conduct functional to the commission of offences. For this reason, the Supervisory Board must be given access to all data and information relating to the Company.

Within the Company, persons in top positions and their subordinates shall be required to inform the Supervisory Board of:

- all conducts that are in conflict or inconsistent with or in any case not in line with the provisions of this Model;
- measures and/or information from judicial police bodies, or any other authority, from which it can be inferred that investigations are being conducted, even against unknown persons, for offences under the Decree
- requests for legal assistance made by employees in the event of legal proceedings being initiated for offences under the Decree;
- reports prepared by the heads of other corporate functions as part of their checking activities and from which facts, acts, events or omissions may emerge with profiles of criticality with respect to compliance with the rules of the Decree;
- checks carried out by checking bodies on administrative, fiscal, environmental and workers' health and safety issues;
- all useful information in relation to the effective implementation of this Model, at all company levels;
- any other news or information relating to the Company's activities in the areas at risk, which the Body deems, from time to time, to acquire.

Obligations to inform about any conduct contrary to the provisions contained in the Model fall within the broader duty of diligence and duty of loyalty of the employee under Articles 2104 and 2105 of the Civil Code. The correct fulfilment of the duty to inform by the employee cannot, therefore, give rise to the application of disciplinary sanctions.

Reports of conduct that does not comply with this Model must concern any violation or suspected violation of the Model. The Supervisory Board shall act in such a way as to guarantee whistleblowers against any form of retaliation, discrimination or penalisation, also ensuring the confidentiality of the whistleblower's identity, without prejudice to legal obligations and the protection of the rights of the Company or of persons wrongly accused and/or in bad faith.

The aforementioned reports shall be made exclusively through one or more 'dedicated information channels' to be set up by the Company, in the manner established and communicated from time to time, with the function of facilitating the flow of reports and information to the Body and of receiving any clarifications from the Body in a timely manner.

In this regard, in compliance with the provisions of Article 2 of Law no. 179 of 30.11.2017, which introduced paragraphs 2-bis, 2-ter and 2-quater to Article 6 of the Decree, a special procedure called "Procedure for reporting violations of principles and prescriptions of the Organisation, Management and Checking Model and/or the Code of Ethics of CIMOLAI S.p.A. ("WHISTLE BLOWING")", attached to this Model (Annex 4), aimed at guaranteeing the receipt, analysis and processing of reports, also in anonymous form, made by those who perform functions of representation, administration or management of the company or one of its organisational units with financial and functional autonomy as well as those who exercise, also de facto, the management and checking of the same, as well as persons subject to the management or checking of one of these subjects (e.g. employees), based on precise and concordant factual elements and relating to violations of the principles and prescriptions of the Organisation, Management and Checking Model and/or of the Code of Ethics of CIMOLAI S.p.A. This procedure also defines the activities necessary for the correct management of the reports by the Supervisory Body.

Consultants, collaborators and business partners, as far as their activity towards CIMOLAI S.p.A. is concerned, may report directly to the Supervisory Board.

The Supervisory Board shall assess the reports received and the activities to be implemented; any consequent measures shall be defined and applied by the company in compliance with the provisions concerning the disciplinary system and/or the adoption of civil law sanctioning remedies up to the termination of the contract.
Reports received by the Supervisory Board must be collected and kept in a special file to which only members of the Supervisory Board or persons expressly authorised by them may have access.

Bona fide whistleblowers are guaranteed against any form, direct or indirect, of retaliation, discrimination or penalisation for reasons directly or indirectly connected to the whistleblowing and, in any case, the confidentiality of the identity of the whistleblower shall be ensured, without prejudice to the legal obligations and the protection of the rights of CIMOLAI S.p.A. or of the persons wrongly or in bad faith accused.

In the event of breach of confidentiality obligations and/or retaliatory and/or discriminatory acts against the reporter, as well as in the event of malicious or grossly negligent reporting that turns out to be unfounded, CIMOLAI S.p.A. will adopt disciplinary sanctions.

3.7.2 Specific Obligations

In addition to the reports relating to violations of a general nature described above, the Company's Managers and Company Representatives are required to provide the Body with full information in relation to the following facts, whether relating to themselves or to other Addressees, of which they are in any case aware (together with a copy of the supporting documentation, if available or accessible to them)

- measures and/or news from judicial police bodies, or from any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons, for offences under the Decree
- reports prepared by the heads of other corporate functions as part of their checking activities and from which facts, acts, events or omissions may emerge with critical profiles with respect to compliance with the provisions of the Decree.

The Collaborators and Employees of the Company shall be required to communicate to the Supervisory Board full information (with a copy of the documentation in their possession) in relation to the above-mentioned facts, if relating to themselves or to other Addressees.

The competent corporate functions of the Company shall promptly transmit to the Supervisory Board full information in relation to the proceedings conducted and any sanctions imposed or other measures adopted (including disciplinary measures against Employees), including any measures to dismiss such proceedings with the relevant reasons.

CHAPTER 4

DISCIPLINARY SYSTEM

4.1 In General

The definition of a disciplinary system, applicable in the event of violation of the provisions of this Model, constitutes a necessary condition to guarantee the effective implementation of the Model itself, as well as an essential prerequisite to allow the Company to benefit from the exemption from administrative liability.

The application of disciplinary sanctions is irrespective of the imposition of a criminal conviction on the employee, the manager or the apical subject or of the institution of criminal proceedings and even of the commission of an offence relevant under Legislative Decree 231/2001.

For the purposes of the application of the disciplinary system, any action or behaviour, even of an omissive nature, carried out in violation of the rules contained in this Organisation, Management and Checking Model, constitutes relevant conduct, which determines the application of possible sanctions.

The application of disciplinary sanctions shall be inspired by the principle of proportionality and gradualness and, in particular, the objective and subjective aspects of the relevant conduct shall be taken into account when identifying the related sanction.

In particular, under the objective profile and in terms of gradualness, account shall be taken of the following

- violations of the Model that did not entail exposure to risk or entailed a modest exposure to risk
- violations of the Model that entailed appreciable or significant exposure to risk;
- violations of the Model that entailed a criminal offence.

Relevant conduct also takes on greater or lesser seriousness in relation to the circumstances in which the act was committed and to the following subjective aspects

- commission of several violations with the same conduct;
- recidivism of the offender;
- level of hierarchical and/or technical responsibility of the person to whom the alleged conduct relates;
- sharing of responsibility with other persons involved in the violation of the procedure.

The sanctioning procedure is in any case referred to the competent corporate function and/or bodies.

4.2 SANCTIONS AGAINST EMPLOYEES

Compliance with the provisions and behavioural rules provided for by the Model constitutes fulfilment by the Company's employees of the obligations provided for in Article 2104, paragraph 2, of the Civil Code; obligations of which the content of the Model represents a substantial and integral part.

The conduct of employees in breach of the provisions of this Model therefore constitutes disciplinary offences; the commission of disciplinary offences is sanctioned by the Company through the application of sanctions, in compliance with the procedures laid down in Article 7 of Law no. 300 of 20 May 1970 (Workers' Statute) and the provisions of the applicable collective labour agreement, in particular when a more serious sanction than a verbal warning is imposed.
Since the rules of conduct provided for by this Model are assumed by the Company in full autonomy with respect to the profiles of unlawfulness that may result from the conduct itself, the application of the disciplinary sanctions is independent of the outcome of any criminal proceedings initiated against employees.

The Company refers, for the regulation of relations with its employees, to the national collective labour agreement in force and applicable from time to time.

Disciplinary measures shall be taken by the employer in relation to the extent of the misconduct and the accompanying circumstances, in full compliance with the principle of gradualness and proportionality between the offence committed and the sanction imposed, in accordance with the provisions of Article 7 of the Workers' Statute.

In the event of recidivism, sanctions of a degree immediately higher than those applied for previous offences may be applied.

In any case, this is without prejudice to the Company's prerogative to claim compensation for damages resulting from an Employee's breach of the Model. Any damages claimed shall be commensurate with

- to the level of responsibility and autonomy of the Employee, author of the disciplinary offence

- the existence of any previous disciplinary record against the same;
- to the degree of intentionality of his conduct
- the seriousness of its effects, by which is meant the level of risk to which the Company reasonably considers that it has been exposed - pursuant to and for the purposes of Legislative Decree No. 231/2001 - as a result of the conduct complained of.

This Model (or the relevant parts thereof for the purposes of this Chapter 4) must be permanently posted in workplaces accessible to all, pursuant to and for the purposes of Article 7 of the Workers' Statute.

A worker affected by a disciplinary measure, who intends to challenge the legitimacy of the measure itself, may also avail himself of the conciliation procedures provided for by Article 7 of the Workers' Statute or those provided for by the CCNL.

4.3 SANCTIONS AGAINST MANAGERS

In the event of violation, by Managers, of the internal procedures and instructions provided for by this Model or the adoption, in the performance of sensitive or instrumental activities, of a conduct that does not comply with the prescriptions of the Model itself, the most appropriate measures will be applied against those responsible, in accordance with the provisions of the applicable national collective labour contract for managers.

If the violation of the Model determines the supervening lack of trust between the Company and the manager, the sanction is dismissal for just cause.

4.4 SANCTIONS AGAINST OTHER PERSONS

4.4.1 Members of the Board of Directors and the Board of Auditors

In the event of a breach of this Model by any of the directors or the sole director and/or any member of the Company's checking body, the Body shall inform the board of directors (or the sole director), the board of statutory auditors (or the sole auditor) and the shareholders of such breach for the adoption of appropriate measures, which may consist, depending on the seriousness of the conduct, in

- written censure on the record
- suspension, in whole or in part, of the right to the office indemnity;
- other measures deemed appropriate in relation to the seriousness of the breach (revocation for just cause, liability action, other).

4.4.2 Consultants and Partners

In the event of violation of this Model by self-employed workers, suppliers, Consultants, Partners or any other subject having contractual relations with the Company, such as to determine the risk of commission of an offence sanctioned by the Decree, the competent corporate functions shall take the appropriate measures, such as the termination of contractual relations with them or the application of penalties, in accordance with the laws governing relations with such subjects and the specific contractual clauses that will be included in the relevant contracts, without prejudice to any claim for damages if such conduct results in concrete damage to the Company.

These clauses, making explicit reference to compliance with the provisions and rules of conduct provided for by the Model, may provide, for example, for an obligation on the part of these third parties, not to adopt acts or engage in conduct that may result in a violation of the Model and/or the Decree by the Company. In the event of violation of this obligation, the termination of the contract shall be envisaged, with the possible application of penalties.

ATTACHMENT 1

PREDICATE OFFENCES

1) **Crimes against the Public Administration (artt. 24 e 25):**
   - Misappropriation to the detriment of the State or other public body or the European Union (Article 316 bis of the Criminal Code);
   - Misappropriation of funds to the detriment of the State or other public body (Article 2(2)(1) of the Criminal Code);
   - Aggravated fraud for the obtainment of public funds (Article 640 bis of the Criminal Code);
   - public or European Union funds (Article 316 ter of the Criminal Code);
   - Fraud to the detriment of the State or a public body (Article 640,
   - Computer fraud to the detriment of the State or other public body (Article 640 ter of the Criminal Code); Crimes against the Public Administration
   - Fraud in public procurement (Article 356 of the Criminal Code)
   - Fraud to the detriment of the European Agricultural Fund (Article 2. L. 23/12/1986, no. 898)
   - Extortion (Article 317 of the Criminal Code);
   - Bribery (Articles 318, 319, 319-bis, 320, 321, 322-bis of the criminal code);
   - Incitement to corruption (Article 322 of the Criminal Code);
   - Bribery in judicial proceedings (Article 319-ter of the Criminal Code);
   - Undue inducement to give or promise benefits (Article 319-quater of the Criminal Code);
   - Trafficking in unlawful influence (Article 346 bis of the Criminal Code);
   - Embezzlement (limited to the first paragraph) (Article 314 of the Criminal Code)
   - Embezzlement by profiting from the error of others (Article 316 of the Criminal Code)
   - Abuse of office (Article 323 of the criminal code).

2) **Computer crime and unlawful data processing offences introduced into the Decree by Law 48/2008 (art. 24 bis):**
   - Forgery concerning a computer document (Article 491 bis of the criminal code)
   - Unauthorised access to a computer or telematic system (Article 615 ter of the Criminal Code)
   - Unauthorised possession and distribution of access codes to computer or telematic systems (Article 615c of the Criminal Code);
   - Dissemination of computer equipment, devices or programmes aimed at damaging or interrupting a computer or telematic system (Article 615 quinquies of the criminal code);
   - Illegal interception, obstruction or interruption of computer or telematic communications (Article 617 quater of the criminal code);
   - Installation of equipment designed to intercept, impede or interrupt computer or telematic communications (Article 617 quinquies of the criminal code);
   - Damage to computer information, data and programmes (Article 635 bis of the criminal code);
   - Damage to computer information, data and programmes used by the State or other public body or in any case of public utility (Article 635 ter of the Criminal Code);
   - Damage to computer and telecommunications systems (Article 635c of the Criminal Code);
   - Damage to computer and telecommunication systems of public utility (Article 635 quinquies criminal code);
   - Computer fraud by the person providing electronic signature certification services (Article 640 quinquies of the Criminal Code);
   - Violation of the rules on the National Cyber Security Perimeter (Article 1, paragraph 11, Decree-Law No. 105 of 21 September 2019.).

3) **Organised crime offences introduced into the Decree by Law 94/2009 (art. 24 ter):**
   - Criminal conspiracy (Article 416 of the criminal code);
   - Mafia-type associations, including foreign ones (Article 416 bis of the criminal code);
   - Mafia-type political electoral exchange (Article 416 ter of the criminal code);
   - Kidnapping for the purpose of robbery or extortion (Article 630 of the Criminal Code);
   - Association for the purpose of illegal trafficking in narcotic or psychotropic substances (Article 74, Presidential Decree No. 309 of 9 October 1990);
   - All offences if committed by availing oneself of the conditions provided for in Article 416-bis of the Criminal Code in order to facilitate the activities of the associations provided for in the same Article (Law 203/91);

- Crimes of unlawful manufacture, introduction into the State, sale, transfer, possession and carrying in a public place or place open to the public of weapons of war or war-like weapons or parts of them, explosives, clandestine weapons as well as more common firing weapons, excluding those provided for in Article 2, third paragraph, of Law No. 110 of 18 April 1975 (Article 407, paragraph 2, lett. a), number 5) of the criminal code).

4) Crimes relating to counterfeiting money, public credit cards, revenue stamps and identification instruments or signs, introduced into the Decree by Law 409/2001 and amended by Law 99/2009 (art. 25 bis):

- Counterfeiting of money, spending and introduction into the State of counterfeit money in concert (Article 453 of the criminal code);
- Counterfeiting of currency (Article 454 of the Criminal Code);
- Spending and introduction into the State, without concert, of counterfeit money (Article 455 of the Criminal Code);
- Spending counterfeit money received in good faith (Article 457 of the Criminal Code);
- Counterfeiting of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps (Article 459 of the Criminal Code);
- Counterfeiting watermarked paper in use for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code);
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of money, revenue stamps, or watermarked paper (Article 461 of the Criminal Code);
- Use of counterfeit or altered revenue stamps (Article 464(1) and (2) of the Criminal Code);
- Counterfeiting, alteration, use of trademarks or distinctive signs or of patents, models and designs (Article 473 of the Criminal Code);
- Introduction into the State and trade of industrial products with false signs (474 of the Criminal Code).

5) Crimes against industry and trade, introduced into the Decree by Law 99/2009 (art. 25-bis 1):

- Disturbing the freedom of industry or trade (Article 513 of the criminal code);
- Unlawful competition with threats or violence (Article 513 bis of the criminal code);
- Fraud against national industries (Article 514 of the criminal code);
- Fraud in the exercise of trade (Article 515 of the criminal code);
- Sale of non-genuine foodstuffs as genuine (Article 516 of the criminal code);
- Sale of industrial products with misleading signs (Article 517 of the Criminal Code);
- Manufacture and trade of goods made by usurping industrial property rights (Article 517 ter of the Criminal Code);
- Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quater of the Criminal Code).

6) Corporate offences, introduced by Legislative Decree 61/2002 and amended by Law 262/2005, Law 190/2012, Law 69/2015 and Legislative Decree 38 of 15 March 2017 (art. 25 ter):

- False corporate communications (Article 2621 of the Civil Code);
- Minor offences (Article 2621 bis of the Civil Code);
- False corporate communications to the detriment of the company, shareholders or creditors (Article 2622 of the Italian Civil Code);
- Obstruction of checking (Article 2625 of the Civil Code);
- Unlawful restitution of contributions (Article 2626 of the Civil Code);
- Illegal distribution of profits and reserves (Article 2627 of the Civil Code);
- Illegal transactions involving shares or quotas of the company or the parent company (Article 2628 of the Italian Civil Code);
- Transactions to the detriment of creditors (Article 2629 of the Civil Code);
- Failure to disclose a conflict of interest (Article 2629 bis of the Civil Code);
- Fictitious capital formation (Article 2632 of the Civil Code);
- Improper distribution of corporate assets by liquidators (Article 2633 of the Civil Code);
- Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code);
- Market rigging (Article 2637 of the Civil Code);
- Obstructing the exercise of the functions of public supervisory authorities (Article 2638(1) and (2) of the Civil Code);
- Bribery among private individuals (Article 2635 of the Civil Code);
- Incitement to bribery (Article 2635-bis of the Civil Code).

7) **Crimes for the purpose of terrorism or subversion of the democratic order, introduced into the Decree by Law 7/2003 (art. 25 quater):**
   - Subversive associations (Article 270 of the criminal code)
   - Associations for the purpose of terrorism, including international terrorism or subversion of the democratic order (Article 270-bis of the Criminal Code)
   - Aggravating and mitigating circumstances (Article 270-bis.1 of the Criminal Code) [introduced by Legislative Decree No. 21/2018].
   - Assistance to associates (Article 270 ter of the Criminal Code)
   - Enlisting for the purpose of terrorism, including international terrorism (Article 270c of the Criminal Code)
   - Organisation of transfer for the purposes of terrorism (Article 270-quater.1) [introduced by Law Decree no. 7/2015, converted, with amendments, by Law no. 43/2015]
   - Training for activities with the purpose of terrorism, including international terrorism (Article 270-quinquies of the Criminal Code)
   - Financing of conduct with the purpose of terrorism (Law No. 153/2016, Article 270 quinquies.1 of the Criminal Code)
   - Subtraction of seized goods or money (Article 270 quinquies.2 of the Criminal Code)
   - Conduct for the purposes of terrorism (Article 270 sexies of the Criminal Code)
   - Attacks for the purposes of terrorism or subversion (Article 280 of the Criminal Code)
   - Acts of terrorism with deadly or explosive devices (Article 280 bis of the Penal Code)
   - Acts of nuclear terrorism (Article 280 ter of the Penal Code)
   - Kidnapping for the purpose of terrorism or subversion (Article 289 bis of the Penal Code)
   - Kidnapping for the purpose of coercion (Article 289-ter of the Criminal Code) [introduced by Legislative Decree 21/2018].
   - Incitement to commit any of the offences envisaged by Chapters 1 and 2 (Article 302 of the Criminal Code)
   - Political conspiracy by agreement (Article 304 of the Criminal Code)
   - Political conspiracy by association (Article 305 of the Criminal Code)
   - Armed band: formation and participation (Article 306 of the Criminal Code)
   - Assistance to participants in conspiracy or armed band (Article 307 of the Criminal Code)
   - Possession, hijacking and destruction of an aircraft (L. no. 342/1976, art. 1)
   - Damage to ground facilities (Law No. 342/1976, Article 2)
   - Penalties (Law No. 422/1989, Art. 3)
   - Involuntary repentance (L. D. No. 625/1979, Art. 5)
   - New York Convention of 9 December 1999 (Art. 2)

8) **Female genital mutilation practices, introduced into the Decree by Law 7/2006 (art. 25 quater 1) – art. 583-bis c.p.**

9) **Crimes against the individual, introduced into the Decree by Law 228/2003 and amended by Law 38/2006, Legislative Decree 39/2014 and Law 199 of 29 October 2016 (art. 25 quinquies):**
   - Reduction to or maintenance in slavery or servitude (Article 600 of the criminal code);
   - Child prostitution (Article 600a of the criminal code);
   - Child pornography (Article 600b of the criminal code);
   - Possession of pornographic material (Article 600c of the criminal code);
   - Virtual pornography (Article 600 quater 1 of the criminal code, 609 undecies of the criminal code);
   - Solicitation of minors (Article 609 undecies of the criminal code);
   - Tourism initiatives aimed at the exploitation of child prostitution (Article 600 quinquies of the criminal code)
   - Trafficking in persons (Article 601 of the Criminal Code);
   - Purchase and sale of slaves (Article 602 of the criminal code);
   - Illegal intermediation and exploitation of labour (Article 603-bis of the criminal code).

10) **Market abuse, introduced into the Decree by Law 62/2005 and amended by Law 262/2005 (art. 25 sexies):**
   - Insider trading (Article 184 of Legislative Decree 58/1998);
   - Market manipulation (Article 185 of Legislative Decree 58/1998);
   - Other cases of market abuse (Article 187 of Legislative Decree 58/1998)

11) **Culpable offences committed in violation of accident prevention regulations and the protection of hygiene and health at work, introduced into the Decree by Law 123/2007 (art. 25 septies):**
   - Manslaughter (Article 589 of the Criminal Code)
   - Grievous or very grievous bodily harm (art. 590 c.p.).

12) Offences relating to receiving, laundering and using money of unlawful origin introduced by Legislative Decree 231/2007, as well as self-laundering (art. 25-octies):

- Receiving stolen goods (Article 648 of the criminal code);
- Money laundering (Article 648 bis of the criminal code);
- Use of money, goods or benefits of unlawful origin (Article 648 ter of the criminal code);
- Self laundering (Article 648 ter.1 of the Criminal Code).

13) Copyright infringement offences, introduced into the Decree by Law 99/2009 (art. 25- novies):

- Placing on computer network systems available to the public, through connections of any kind, of a protected intellectual work or part of it (Article 171, paragraph 1, lett. a- bis), Law 633/41)
- Offences referred to in the previous paragraph committed in relation to a work of others not intended for publication, or with usurpation of the authorship of the work, or with deformation, mutilation or other modification of the work, if this causes offence to the honour or reputation of the author (Article 171, third paragraph, Law 633/41);
- Unauthorised duplication, for profit, of computer programs; import, distribution, sale, possession for commercial or entrepreneurial purposes or rental of programs contained in media not marked by the SIAE; preparation of means intended solely to allow or facilitate the arbitrary removal or functional circumvention of devices applied to protect a computer program (Article 171-bis, paragraph 1, Law 633/41);
- Reproducing, transferring to another medium, distributing, communicating, presenting or demonstrating in public the contents of a database in violation of the provisions of Articles 64-quinquies and 64-sexies of Law 633/41, in order to make a profit and on media not bearing the SIAE mark; extracting or reusing the database in violation of the provisions of Articles 102-bis and 102-ter of Law 633/41; distributing, selling and leasing the database (Article 171-bis, second paragraph, Law 633/41)
- Unauthorised duplication, reproduction, transmission or dissemination in public by any process, in whole or in part, of an original work intended for the television, film, sale or rental circuit, discs, tapes or similar supports or any other support containing phonograms or videograms of musical, cinematographic or audiovisual works assimilated or sequences of moving images unlawful reproduction, transmission or dissemination in public, by any process, of literary, dramatic, scientific or educational, musical or dramatic-musical, multimedia works, or parts of works, even if they are included in collective or composite works or databases introduction into the territory of the State, while not having contributed to the duplication or reproduction, possession for sale or distribution, distribution, marketing, rental or transfer for any reason, public projection, broadcasting by means of television by any process whatsoever, broadcasting by means of radio, broadcasting for listening to the public, of the unauthorised reproductions referred to in this point possession for the purpose of sale or distribution, distribution, putting on the market, renting or otherwise disposing of for any reason, public projection, broadcasting by means of television by any process whatsoever, broadcasting by means of radio, broadcasting for listening to the public, of the above-mentioned duplications or abusive reproductions possession for sale or distribution, marketing, sale, rental, transfer for any reason whatsoever, broadcasting by radio or television by any process whatsoever, of video cassettes, music cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images, or any other medium for which, pursuant to Law 633/41, the affixing of the SIAE mark is prescribed, without the SIAE mark or with a counterfeit or altered mark re-transmission or broadcasting by any means, in the absence of an agreement with the lawful distributor, of an encrypted service received by means of apparatus or parts of apparatus suitable for decoding conditional access transmissions introduction into the territory of the State, possession for sale or distribution, distribution, sale, rental, assignment for any reason, commercial promotion, installation of special decoding devices or elements that allow access to an encrypted service without the payment of the fee due; manufacture, import, distribution, sale, rental, assignment for any reason, advertising for sale or rental, or possession for commercial purposes, of equipment, products or components, or provision of services that have the prevalent purpose or commercial use of circumventing effective technological measures referred to in Article Article 102-quater of Law 633/41, or are primarily designed, produced, adapted or performed for the purpose of enabling or facilitating the circumvention of the aforesaid measures; unlawful removal or alteration of the electronic information referred to in Article 102- quinquies, or distribution, importation for distribution purposes, broadcasting by radio or television, communication or making available to the public of works or other protected material from which the electronic information itself has been removed or altered (Article 171- ter, paragraph 1 Law 633/41);
- Reproduction, duplication, transmission or unauthorised dissemination, sale or placing on the market, transfer for any reason or unauthorised importation of more than fifty copies or specimens of works protected by copyright and related rights; communication to the public, for profit, of an original work protected by copyright, or part of it, by entering it into a system of telematic networks, through connections of any kind; commission of one of the offences referred to in the preceding point by carrying out in an entrepreneurial form activities of reproduction, distribution, sale or marketing, import of works protected by copyright and related rights; promotion or organisation of the unlawful activities referred to in the preceding point (Article 171-ter, paragraph 2 Law 633/41);

- Failure to communicate to the SIAE, by producers or importers of the supports not subject to the marking referred to in Article 181-bis of Law 633/41, within thirty days of the date of placing on the market in the national territory or of importation, the identification data of the supports not subject to the marking or false declaration of such data (Article 171-septies Law 633/41);
- Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment for the decoding of audiovisual transmissions with conditional access made over the air, via satellite, via cable, in both analogue and digital form (Article 171-octies Law 633/41).

14) Offence of inducement not to make statements or to make false statements to judicial authorities (art. 377 bis c.p.), introdotto nel Decreto dalla Legge 116/2009 (Art. 25-decies)

15) Environmental offences, introduced by Legislative Decree 121/2011 and amended by Law 68/2015 (art. 25- undecies):

- Environmental pollution (452-bis c.p.);
- Environmental disaster (452-quater of the criminal code);
- Culpable offences against the environment (452-quinquies penal code)
- Trafficking and abandonment of highly radioactive material (452-sexies of the criminal code);
- Aggravating circumstances (452-octies c.p.)
- Killing, destruction, capture, taking or possession of specimens of protected wild animal or plant species (Article 727-bis of the Criminal Code)
- Destruction or deterioration of habitats within a protected site (Article 733-bis of the Criminal Code);
- Import, export, possession, use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (L. no. 150/1992, art. 1, art. 2, art. 3-bis and art. 6)
- Discharges of industrial waste water containing hazardous substances, in the absence of authorisation or after the authorisation has been suspended or revoked and discharges into the sea, by ships or aircraft, of substances or materials for which there is an absolute prohibition on discharges (Article 137(2), (3), (5), (11) and (13) of Legislative Decree No. 152/2006)
- Unauthorised waste management activities (Article 256 paragraphs 1, 3, 5 and 6 second sentence of Legislative Decree 152/2006);
- Failure to remediate sites in accordance with the project approved by the competent authority (Article 257 paragraphs 1 and 2 Lgs.D. 152/2006);
- Violation of the obligations of communication, keeping of compulsory registers and forms (Article 258 paragraph 4 second sentence Lgs.D. 152/2006);
- Illegal trafficking of waste (Article 259 paragraph 1 Legislative Decree 152/2006);
- Organised activities for the illegal trafficking of waste (Article 452 quaterdecies of the Criminal Code, which repealed Article 260 paragraphs 1 and 2 of Legislative Decree 152/2006);
- Ideological falsity of the waste analysis certificate, also used within the scope of the SISTRI - Handling Area, and ideological and material falsity of the SISTRI - Handling Area form (Article 260-bis of Legislative Decree 152/2006). Article repealed by Law No 12 of 11 February 2019, with effect from 1 January 2019;
- Exceeding emission limit values that lead to exceeding the air quality limit values (Article 279 paragraph 5 Legislative Decree 152/2006);
- Falsification or alteration of certificates, licences, import notifications, declarations, communications of information provided for in Article 16(1)(a), (c), (d), (e), and (l) of EC Regulation
- No 338/97 of 9 December 1996, as amended and supplemented. (Article 3 Law no. 150/1992);
- Cessation and reduction of the use of harmful substances (Article 3 Law no. 549/1993);
- Malicious pollution of ships flying any flag (art. 8 Legislative Decree no. 202/2007);
- Negligent pollution of ships flying any flag (art. 9 Legislative Decree no. 202/2007).

16) Employment of third-country nationals whose stay is irregular, introduced by Legislative Decree 109 of 16 July 2012 (art. 25 duodecies):

- Provisions against illegal immigration (Article 12(3), (3a), (3b) and (5), Legislative Decree no. 286/1998)
- Employment of third-country nationals whose stay is irregular (Article 22, paragraph 12-bis, Legislative Decree No. 286/1998)

17) 17) Racism and xenophobia, introduced into the Decree by Law no. 167 of 20 November 2017, art.5 paragraph 2 (art. 25 terdecies):

- Propaganda and incitement to commit racial, ethnic and religious discrimination (Article 604-bis of the Criminal Code).

18) **Offence of fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices, introduced into the Decree by Law No 401 of 13 December 1989 (art. 25 quaterdecies):**
- Fraud in sporting competitions (art. 1, L. n. 401/1989)
- Unlawful gaming or betting activities (art. 4, L. n. 401/1989)

19) **Tax offences, introduced by Law no. 157/2019 and Legislative Decree no. 75/2020 (Art. 25-quinquesdecies):**
- Fraudulent declaration using invoices or other documents for non-existent transactions (Article 2 Legislative Decree 74/2000)
- Fraudulent declaration by means of other devices (Article 3 Lgs. Decree no. 74/2000)
- Issuing invoices or other documents for non-existent transactions (Article 8 Lgs. Decree no. 74/2000)
- Concealment or destruction of accounting documents (Article 10 Lgs. Decree 74/2000)
- Fraudulent evasion of tax (Article 11 Lgs. Decree 74/2000)
- Untrue declaration (Article 4 Lgs. Decree no. 74/2000)
- Failure to make a declaration (Article 5 Lgs. Decree no. 74/2000)
- Undue compensation (art. 10-quater D.Lgs. n. 74/2000)

20) **Contraband offences, introduced by Legislative Decree No. 75/2020 (Art. 25-sexiesdecies):**
- Smuggling in the movement of goods across land borders and customs areas (Article 282 Presidential Decree no. 43/1973)
- Smuggling in the movement of goods across border lakes (Article 283 Presidential Decree no. 43/1973)
- Smuggling in the maritime movement of goods (Article 284 Presidential Decree 43/1973)
- Smuggling in the movement of goods by air (Article 285 Presidential Decree 43/1973)
- Smuggling in non-customs zones (Article 286 Presidential Decree 43/1973)
- Smuggling for undue use of goods imported with customs facilities (Article 287 Presidential Decree 43/1973)
- Smuggling in customs warehouses (Article 288 Presidential Decree 43/1973)
- Smuggling in cabotage and circulation (Article 289 Presidential Decree 43/1973)
- Smuggling in the export of goods eligible for duty drawback (Article 290 Presidential Decree 43/1973)
- Smuggling on temporary import or export (Article 291 Presidential Decree 43/1973)
- Smuggling of foreign tobacco products (Article 291-bis of Presidential Decree 43/1973)
- Aggravating circumstances of the offence of smuggling of foreign processed tobacco (Article 291-ter of Presidential Decree No. 43/1973)
- Criminal association for the purpose of smuggling foreign tobacco products (Article 291-quater of Presidential Decree No. 43/1973)
- Other cases of smuggling (Article 292 of Presidential Decree No. 43/1973)
- Aggravating circumstances of smuggling (art. 295 DPR n. 43/1973)

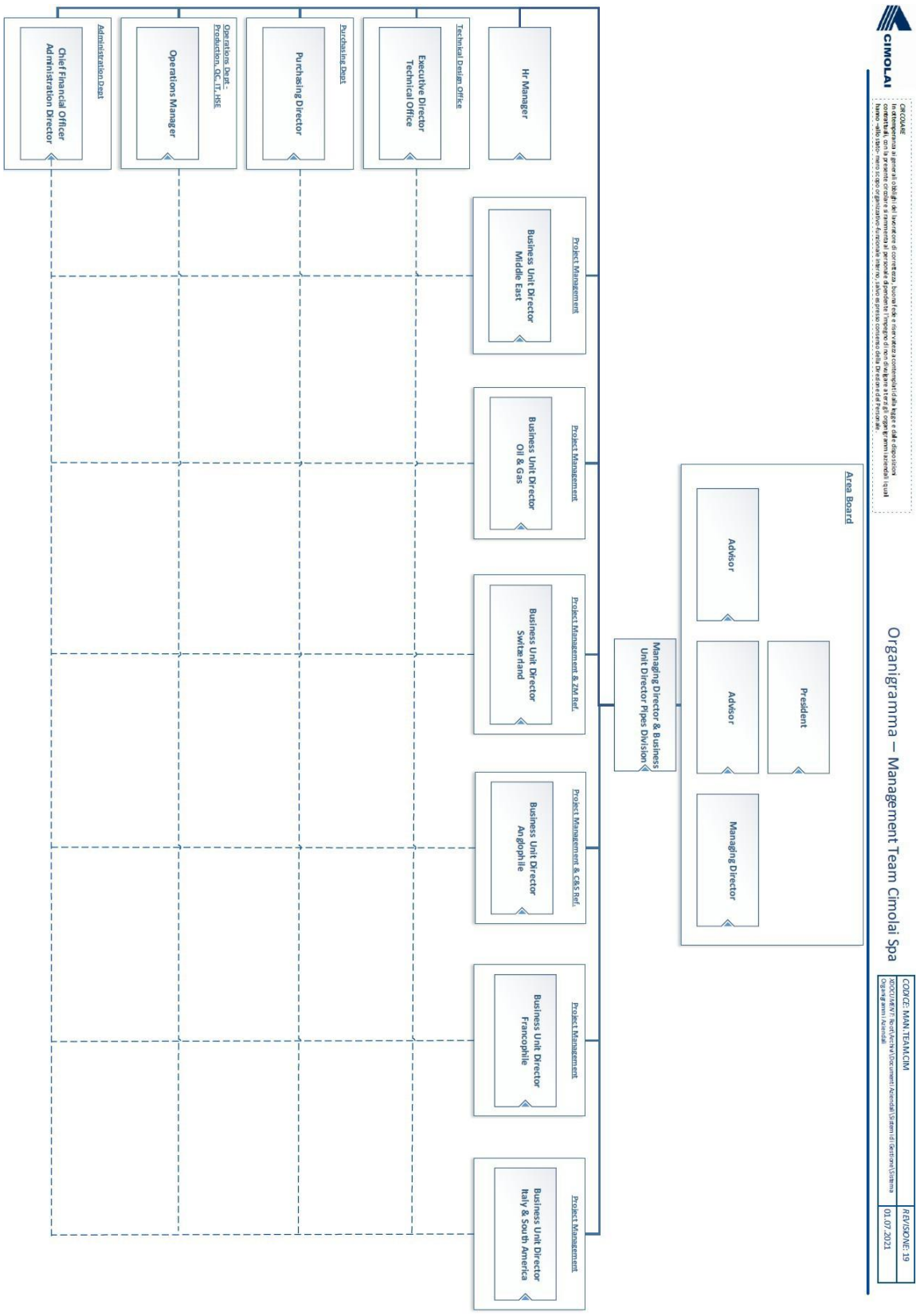
21) **The following constitute predicate offences for entities operating in the virgin olive oil sector pursuant to Article 12, Law No. 9/2013:**
- Adulteration and counterfeiting of foodstuffs (Article 440 of the criminal code)
- Trade in counterfeit or adulterated foodstuffs (Article 442 of the Criminal Code)
- Trade in harmful food substances (Article 444 of the Criminal Code)
- Counterfeiting, alteration or use of distinctive signs of original works or industrial products (Article 473 of the criminal code)
- Introduction into the State and trade of products with false signs (Article 474 of the criminal code)
- Fraud in the exercise of trade (Article 515 of the criminal code)
- Sale of non-genuine foodstuffs as genuine (Article 516 of the Criminal Code)
- Sale of industrial products with misleading signs (Article 517 of the Criminal Code)
- Counterfeiting of geographical indications designations of origin of agri-food products (art. 517-quater c.p.)

22) **Transnational Crimes (L. n. 146/2006):**
- Provisions against illegal immigration (Article 12(3), (3-bis), (3-ter) and (5) of the Consolidated Text of Legislative Decree No 286 of 25 July 1998)
- Association for the purpose of the illegal trafficking of narcotic or psychotropic substances (Article 74 of the Consolidated Text referred to in Presidential Decree No 309 of 9 October 1990)

- Criminal association for the purpose of smuggling foreign processed tobacco (Article 291-quater of the Consolidated Act referred to in Presidential Decree No. 43 of 23 January 1973)
- Inducement not to make statements or to make false statements to the judicial authorities (Article 377-bis of the Criminal Code)
- Aiding and abetting (Article 378 of the Criminal Code)
- Criminal conspiracy (Article 416 of the Criminal Code)
- Mafia-type association (art. 416-bis c.p.)

ATTACHMENT 2

ORGANIZATION CHART



ATTACHMENT 3

DECLARATION BY THE SUPERVISORY BODY OF CIMOLAI S.p.A.

Organisation, Management and Auditing Model pursuant to Legislative Decree 231/2001

The undersigned, [name and surname], born in [place of birth] on [date of birth], in relation to the proposal of appointment as member/exponent of the Supervisory Board of CIMOLAI S.p.A. (the "Company") pursuant to the current Organisational, Management and Checking Model ex. legislative decree no. 231/2001 of the Company (the "Model"),
Declares

(i) to be fully aware of the duties to be performed and the obligations to be observed as a member of the Supervisory Board
(ii) that he has the necessary professionalism and technical skills to perform the functions assigned by law to the Supervisory Board
(iii) not to have any relationship of kinship, marriage (or de facto cohabitation situations comparable to marriage) or affinity up to the fourth degree with members of the Company's administrative body, statutory auditors and/or auditors appointed by the statutory auditing firm, as well as senior persons of the Company currently in office
(iv) that he/she does not hold administrative functions with executive powers at the Company;
(v) that he/she has not held administrative functions - in the three financial years preceding his/her appointment as member/exponent of the Supervisory Board - of companies subject to bankruptcy, compulsory administrative liquidation or other insolvency procedures
(vi) not to exercise signatory powers and not to perform operational tasks in the risk areas identified in the Model
(vii) that he/she does not hold, nor has held, public employment relationships with central or local administrations in the three years preceding his/her appointment as member/exponent of the Supervisory Board
(viii) that he/she has not been convicted of any offence referred to in Legislative Decree no. 231/2001 or similar offences, in Italy or abroad, even if such conviction has not been finalised, or measures which in any case establish his/her liability
(ix) that he/she has not been convicted, by a judgment, even if not final, or by a measure which in any event establishes his/her responsibility, of a penalty involving disqualification, even temporary, from public offices, or temporary disqualification from the executive offices of legal persons and companies.

All the above being stated, the undersigned declares that he/she accepts the above appointment.

.

Place, date: _____ Signature: _____

ATTACHMENT 4

PROCEDURE FOR REPORTING VIOLATIONS OF PRINCIPLES AND REQUIREMENTS OF THE ORGANISATION, MANAGEMENT AND CONTROL MODEL AND/OR THE CODE OF ETHICS OF CIMOLAI S.p.A.

("WHISTLE BLOWING")

Article 6(2-bis) of Legislative Decree no. 231 of 2001 provides that the models referred to in subparagraph (a) of paragraph 1 shall provide for:

"a) one or more channels enabling the persons indicated in Article 5(1)(a) and (b) to submit, in order to protect the integrity of the entity, circumstantiated reports of unlawful conduct, relevant under this decree and based on precise and concordant factual elements, or of breaches of the entity's organisational and management model, of which they have become aware by reason of the functions performed; these channels guarantee the confidentiality of the identity of the reporting person in the activities of managing the report

b) at least one alternative reporting channel capable of guaranteeing, by computerised means, the confidentiality of the identity of the reporter;

c) the prohibition of retaliatory or discriminatory acts, whether direct or indirect, against the whistleblower for reasons directly or indirectly linked to the report

d) in the disciplinary system adopted pursuant to paragraph 2(e), sanctions against those who breach the measures for the protection of the reporter, as well as against those who make, with wilful misconduct or gross negligence, reports that turn out to be unfounded.

2-ter. The adoption of discriminatory measures against persons making the reports referred to in paragraph 2-bis may be reported to the National Labour Inspectorate, for the measures falling within its competence, not only by the person making the report, but also by the trade union organisation indicated by the same.

2-quater. Retaliatory or discriminatory dismissal of the reporting person is null and void. A change of job within the meaning of Article 2103 of the Civil Code, as well as any other retaliatory or discriminatory measure taken against the whistleblower shall also be null and void. In the event of disputes concerning the imposition of disciplinary sanctions, or concerning demotions, dismissals, transfers, or subjecting the whistleblower to other organisational measures having a direct or indirect negative impact on working conditions, following the submission of the report, the employer shall have the burden of proving that such measures are based on reasons extraneous to the report."

Purpose

The purpose of this procedure is therefore to establish clear and identified information channels suitable to guarantee the receipt, analysis and processing of reports, also in anonymous form, concerning violations of the principles and prescriptions of the Organisation, Management and Checking Model and/or of the Code of Ethics of CIMOLAI S.p.A. and to define the activities necessary for their proper management by the Supervisory Board.

Scope of application

These regulations apply to the addressees of the Model and/or the Code of Ethics, namely:

- partners;
- Administrative Body;
- members of the Board of Statutory Auditors;
- members of the Supervisory Board;
- employees;
- those who, although not falling within the category of employees, work for CIMOLAI S.p.A. and are under the checking and management of the company (trainees, contract and project workers)
- those who, though external to the company, work directly or indirectly for CIMOLAI S.p.A. or with CIMOLAI S.p.A. (e.g. professionals, consultants, agents, suppliers, business partners, customers, etc.).

Subject of the report

The subject of the report is the commission or attempted commission of one of the offences provided for in Legislative Decree no. 231/2001 or the violation or fraudulent evasion of the principles and prescriptions of the Organisation and Management Model and/or of the ethical values and behavioural rules of the Code of Ethics of CIMOLAI S.p.A.

Guarantee of anonymity and protection

Bona fide whistleblowers are guaranteed against any form, direct or indirect, of retaliation, discrimination or penalisation for reasons directly or indirectly related to the report and, in any case, the confidentiality of the identity of the whistleblower is ensured, without prejudice to the legal obligations and the protection of the rights of CIMOLAI S.p.A. or of the persons wrongly or in bad faith accused.

CIMOLAI S.p.A. will sanction any form of threat or retaliation against the reporting person.

The reporting person remains, in any case, personally responsible for any defamatory content of his/her communications and CIMOLAI S.p.A., through its Supervisory Body, reserves the right not to take into consideration reports produced in evident "bad faith".
The Supervisory Board and the persons it may use for any further investigations undertake not to disclose to the outside world any information they may have learnt in the performance of their duties.

Anonymity

Although the Surveillance Body considers preferable reports transmitted non-anonymously, anonymous reports are also admissible.

In such a case, the Supervisory Board shall first assess the grounds and relevance of the report in relation to its tasks; anonymous reports containing facts relevant to the tasks of the Supervisory Board shall be taken into account, and not facts with generic, confusing and/or clearly defamatory content.

Reporting modalities

Reports shall be communicated by ordinary mail to the attention of the Supervisory Board at the registered office of CIMOLAI S.p.A..

In the detailed description of the conduct giving rise to the report, no information not strictly related to the subject of the report shall be provided.

All communications from the reporting party to the Supervisory Board may be made, alternatively and without preference, by means of

1) electronic mail to the following address (e-mail: odv@cimolai.com).

Handling of reports by the Supervisory Board

The Supervisory Board assesses the reports received and takes any consequent action at its reasonable discretion and responsibility, hearing, if necessary, the author of the report and/or the person responsible for the alleged breach, and gives reasons in writing for any refusal to proceed with an internal investigation.

Depending on their nature, the Supervisory Board makes use of the internal structures of the company to carry out in-depth investigations into the reported facts.

At the end of the investigative activity, the Supervisory Board takes the consequent decisions, giving its reasons, archiving, where appropriate, the report or requesting the company to proceed with the assessment for disciplinary and sanctioning purposes of what has been ascertained and/or with the appropriate interventions on the Model.

Any consequent measures shall be defined and applied by the company in compliance with the provisions concerning the disciplinary system and/or the adoption of civil law sanctioning remedies up to the termination of the contract.

If the investigations carried out reveal situations of serious violations of the Model and/or of the Code of Ethics, or if the Supervisory Board has developed a well-founded suspicion that an offence has been committed, the Supervisory Board shall promptly notify the administrative body and the Board of Statutory Auditors of the report and its assessments.

At least once a year, the Supervisory Board submits to the administrative body and the Board of Auditors a written report highlighting the reports received in the reporting period and their outcome. The Supervisory Board also ensures that the persons who have submitted the report are adequately informed of the outcome of the investigation.

Documentation archiving

The Supervisory Board is required to document, by means of computerised and/or paper documents, the reports received, in order to ensure the complete traceability of the actions taken to perform its institutional functions.
In the event of reports made in obvious bad faith in accordance with the above, the Supervisory Board reserves the right to file them, deleting the names and elements that may allow the identification of the persons reported.

The reports received by the Surveillance Body are collected and stored in a special archive to which only members of the Surveillance Body or persons expressly authorised by them may have access.

The processing of the data of the persons involved and/or mentioned in the reports is protected in accordance with the law in force and the company's privacy procedures.

Publication of this procedure

To ensure the dissemination and maximum knowledge of this Procedure, it shall be made available and communicated to all employees of CIMOLAI S.p.A.

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