



Administrative Headquarters, Production Plant, Offices and Warehouses

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Tax Code and P.I. IT02557980014, Share Capital I.V. Euro 51480,00



SOLID CARBIDE PRECISION TOOLS

ORGANISATIONAL MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE NO. 231/01

GENERAL PART

Purpose	The General Part aims to collect in a single document, easily shared with all the Recipients, the objectives and rationale of Legislative Decree no. 231/2001, describe the structure of the Organisational Model (<i>MOG</i>), establish the Supervisory Body (<i>ODV</i>), to structure an appropriate system for reporting infringements (<i>c.d. whistleblowing</i>) and establish a disciplinary system in the event of non-compliance with the <i>MOG</i> , the Code of Ethics or the commission of offences referred to in Article 24 et seq. of Legislative Decree no. 231/2001.
Validity	All Nuova C.U.M.E.T. S.r.l. plants and offices
Review	0 – First Issue
Publication	The only valid version of this document is the Italian version published on the company intranet of Nuova C.U.M.E.T. S.r.l.
Date of approval	14.01.2025
Approved by	Board of Directors _____ M. Padalino (<i>Chairman of the Board of Directors and Employer</i>)



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1. NUOVA C.U.M.E.T. S.R.L. (NUOVA C.U.M.E.T.)

The Company, founded in 1979, specializes in the design and production of solid carbide tools. Initially, production was carried out using semi-automatic machinery and precision manual machining. However, the growing demand for more complex materials and expansion into international markets have prompted the company to invest in cutting-edge technologies.

The administration of NUOVA C.U.M.E.T. is attributed to a Board of Directors (*BoD*) composed of 4 members, the Chairman of whom has the role of Chief Executive Officer who has been assigned all the powers not reserved by law to the Board of Directors or the Shareholders' Meeting, as well as the role of Employer with all the consequent powers and duties also in the field of health and safety at work.

The Board of Directors is completed by two additional members with the role of Chief Executive Officer and Representative of the company (*with the power to exercise, separately, the broader powers relating to ordinary administration and, jointly with the Chairman of the Board of Directors and the other members of the Board of Directors, the powers relating to extraordinary administration*) and a final member (*for a total of 4*) with the role of Director.

From a logistical point of view, NUOVA C.U.M.E.T. is divided into a single complex, the Company's registered office is located in Via Pomba n. 29 – 10123 Turin. The operational headquarters are in Via Torino 502-bis in Brandizzo (TO).

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The organization chart, in its essential functions, is structured as follows:

- Board of Directors

To which they report:

- Quality Manager;
- Administration;
- Commercial;
- Purchases;
- Design;
- Production planning;
- Production – which reports directly to Production Planning.

The organisational chart is an integral part of this Model and the Company will update it whenever necessary.



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2. INTRODUCTION

Legislative Decree no. 231 of 8 June 2001 (*hereinafter referred to as the "Decree"*), issued in execution of the delegation referred to in Law 300/00, introduced into the legal system the "*administrative liability of legal persons, companies and associations, including those without legal personality*".

This liability derives from the commission, by a person who holds a top position within the entity, or by an employee, of one of the crimes specifically listed in the Decree itself (*so-called predicate crimes*).

In order for the administrative liability of the entity to be established, it is also necessary that the crime is committed in its interest or advantage.

The establishment of this type of liability arises, in fact, from the consideration that frequently the unlawful conduct committed within the company, far from being the result of a private initiative of the individual, rather falls within the scope of a widespread company policy and follows decisions of the top management of the entity itself.

The Decree also marked the adaptation, by the Italian legal system, to a series of international conventions to which Italy had adhered at the time, among which the OECD Convention on the fight against international corruption stands out in particular.

Although liability is defined as "*administrative*", it comes into being as a result of the commission of a crime and is ascertained in the criminal process.

As for the subjects whose conduct is relevant pursuant to art. 5 d.lgs. 231/01, are divided into two categories:

- persons who hold representation, administration or management functions of the entity or of one of its organizational units with financial or functional autonomy as well as persons who exercise, even de facto, the management or control of the entity (*so-called "top management"*, art. 5 par. 1 letter a);
- persons subject to the direction or supervision of one of the above-mentioned subjects (*so-called "subordinates"*, art. 5 par. 1 letter b).

The liability of the entity does not exist if the aforementioned subjects have acted in their own exclusive interest or in the interest of third parties unrelated to the organizational structure and



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corporate structure (*Article 5, paragraph 2*) or if the crime has been committed by subjects other than those mentioned.

Therefore, if the offence is committed in the interest or to the advantage of both the Company and the natural person who committed the offence, NUOVA C.U.M.E.T. may be held liable for it since liability is excluded only if the offence is committed in the exclusive interest of the natural person, while remaining unchanged if the unlawful conduct was carried out even only in part in the interest or to the advantage of the entity.

In order for the crime to be attributable to the legal person, therefore, it must be objectively and subjectively linked to the latter and therefore derive from an expression of will or, at least, from a "fault of organization", understood as a lack or failure to adopt the necessary precautions to avoid the commission of predicate crimes.

Article 8 of the Decree provides that entities are liable even where the natural person who committed the act is not identified or is not imputable, or the crime is extinguished for reasons other than amnesty (*for example, the extinction of the crime by statute of limitations does not waive the liability of the entity*).

In any case, the administrative liability of the entity, if found, is added to the criminal liability of the natural person who committed the crime and to the civil liability for compensation for damages.

The administrative liability of entities can also be configured in relation to crimes committed abroad, provided that the State of the place where the crime was committed does not proceed for them (*Article 4 of Legislative Decree 231/01*), or provided that the foreign entity operates in Italy through a direct offer of services, an association of companies or through a secondary office.

The provisions of the Decree are also applicable to groups of companies for which the parent company or other companies in the group may be called upon to answer for the crime committed in the context of the activity of another company in the group, provided that a natural person acting on their behalf participates in its consummation, also pursuing the interest of the latter.

The Decree therefore provides for the application, against the entity that is held responsible, of a plurality of administrative sanctions (*Chapter I, Section II*):

- financial penalties according to the quota mechanism. For each predicate offence, the Decree imposes a financial penalty whose number of shares, within an edictal framework between a minimum of 100 and a maximum of 1000 shares, will be established by the Judge on a case-by-case basis. The Judge determines the number of quotas to be imposed,



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included in the edictal framework, on the basis of the seriousness of the fact, the degree of responsibility of the entity and what the entity has done to eliminate or mitigate the consequences of the fact and to prevent the commission of further offenses; subsequently, the Judge establishes the amount of the individual share (*between € 250.00 and € 1,500.00 approximately*) taking into account the economic capacity of the entity;

- disqualification sanctions, such as the prohibition from carrying out the activity, the suspension or revocation of authorizations, licenses or concessions, the prohibition to contract with the Public Administration, the exclusion from concessions, loans, contributions and the possible revocation of those already granted and finally the prohibition to advertise goods or services. This sanction is imposed when expressly provided for and if the entity has achieved a significant profit or in the event of repetition of the offences;
- confiscation of the price or profit of the crime;
- publication of the sentence.

In order to make legal persons more responsible, the Decree structures a system of liability whereby the entity may not be liable for the crime committed by the top management or subject in his interest or advantage if it proves that it has adopted an effective organizational model of management and control suitable for preventing crimes of the type that have occurred, that he has appointed a supervisory body with autonomous powers and that, therefore, the crime was committed because the Model was fraudulently evaded or the supervisory body did not correctly carry out its control tasks (*Article 6, paragraph 1 of the Decree*).

3. THE TYPES OF OFFENCES ENVISAGED

The Decree regulates the administrative liability of the entity following the commission by a top management or subordinate of one or more of the cases provided for by art. 24 et seq. (*so-called predicate crimes*) and which are reported below.

Crimes committed in relations with the Public Administration (art. 24 d.lgs. 231/

- Embezzlement of public funds (Article 316 bis of the Criminal Code);
- Undue receipt of public funds (Article 316 ter of the Criminal Code);
- Fraud in public procurement (Article 356 of the Criminal Code);



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- Fraud to the detriment of the State or other public body or of the European Communities (Article 640, paragraph 2, no. 1 of the Criminal Code);
- Aggravated fraud for the achievement of public disbursements (Article 640 bis of the Criminal Code);
- Computer fraud to the detriment of the State or other public body (Article 640 ter of the Criminal Code);
- Fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (Article 2 of Law 898 of 1986).
- Disturbed freedom of enchantments (Article 353 of the Criminal Code)
- Disturbed freedom of the procedure for choosing the contractor (Article 353bis of the Criminal Code).

Computer crimes and unlawful processing of data (Article 24 bis of Legislative Decree 231/2001):

- Electronic documents (Article 491 bis of the Criminal Code);
- Abusive access to a computer or telematic system (Article 615 ter of the Criminal Code);
- Illegal possession, dissemination and installation of equipment, codes and other means of access to computer or telematic systems (Article 615 quarter of the Criminal Code);
- Unlawful interception, impediment or interruption of computer or telematic communications (Article 617 quarter of the Criminal Code);
- Illegal possession, dissemination and installation of equipment and other means to block, prevent or interrupt computer or telematic communications (Article 617 quinquies of the Criminal Code);
- Damage to information, data and computer programs (Article 635 bis of the Criminal Code);
- Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (Article 635 ter of the Criminal Code);
- Damage to computer or telematic systems (Article 635 quarter of the Criminal Code);
- Illegal possession, dissemination and installation of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (Article 635-quarter.1 of the Criminal Code);
- Damage to computer or telematic systems of public utility (art. 635 quinquies);



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- Computer fraud of the electronic signature certifier (Article 640 quinquies of the Criminal Code);
- Violation of the rules on the National Cyber Security Perimeter (Article 1, paragraph 11, Legislative Decree No. 105 of 21 September 2019);
- Extortion (Article 629, paragraph 3, of the Criminal Code)

Organized crime offences (Article 24 ter of Legislative Decree 231/2001):

- Criminal conspiracy (Article 416 of the Criminal Code);
- Mafia-type associations, including foreign ones (Article 416 bis of the Criminal Code);
- Political and mafia electoral exchange (Article 416 ter of the Criminal Code);
- Kidnapping for the purpose of extortion (Article 630 of the Criminal Code);
- Association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 73 D.P.R. 9.10.1990, n. 309);
- All crimes, if committed using the conditions provided for by art. 416-bis of the Criminal Code to facilitate the activity of the associations provided for by the same article (Law 203/91);
- Illegal manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or open to the public of weapons of war or of the type of war or parts thereof, explosives, clandestine weapons as well as several common firearms except those provided for in Article 2, third paragraph, of Law No. 110 of 18 April 1975 (Article 407, co.2, lett. a), number 5), c.p.p.)

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Offences committed in relations with the Public Administration (Article 25 of Legislative Decree 231/01):

- Embezzlement – *limited to the first paragraph* (Article 314 of the Criminal Code);
- Undue allocation of money or movable property (Article 314-bis of the Criminal Code);
- Embezzlement by taking advantage of the error of others (Article 316 of the Criminal Code);
- Bribery (Article 317 of the Criminal Code);
- Corruption for the exercise of the function (Article 318 of the Criminal Code);
- Corruption for an act contrary to the duties of office (Article 319 of the Criminal Code);
- Aggravating circumstances (Article 319 bis of the Criminal Code);
- Corruption in judicial acts (Article 319 ter of the Criminal Code);



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- Undue inducement to give or promise benefits (Article 319quarter of the Criminal Code);
- Corruption of a person in charge of a public service (Article 320 of the Criminal Code);
- Penalties for the corruptor (Article 321 of the Criminal Code);
- Incitement to corruption (Article 322 of the Criminal Code);
- Embezzlement, bribery, undue inducement to give or promise benefits, corruption and incitement to corruption of members of the International Criminal Court or of the bodies of the European Communities and officials of the European Communities and of foreign States (Article 322 bis of the Criminal Code);
- Trafficking in illicit influence (Article 346 bis of the Criminal Code).

Offences of counterfeiting coins, public credit cards, revenue stamps and identification instruments or signs (Article 25bis of Legislative Decree 231/01):

- Counterfeiting of coins, spending and introduction into the State, after concert, of counterfeit coins (Article 453 of the Criminal Code);
- Alteration of coins (Article 454 of the Criminal Code);
- Spending and introduction into the State, without concert, of counterfeit coins (Article 455 of the Criminal Code);
- Spending counterfeit coins 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 falsified revenue stamps. (Article 459 of the Criminal Code);
- Counterfeiting of watermarked paper used 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 coins, revenue stamps or watermarked paper (Article 461 of the Criminal Code);
- Use of counterfeit or altered revenue stamps. (Article 464 of the Criminal Code);
- Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models or designs (Article 473 of the Criminal Code);
- Introduction into the State and trade in products with false signs (Article 474 of the Criminal Code).

Crimes against industry and commerce (art. 25 bis. 1 of Legislative Decree 231/01):



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- Disturbed freedom of industry and commerce (Article 513 of the Criminal Code);
- Unlawful competition with threat 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 false 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 quarter of the Criminal Code).

Corporate offences (Article 25ter of Legislative Decree 231/01):

- False corporate communications (Article 2621 of the Italian Civil Code);
- Minor facts (Article 2621 bis of the Italian Civil Code);
- False corporate communications of listed companies (Article 2622 of the Italian Civil Code);
- Impeded control (art. 2625 of the Italian Civil Code);
- Undue return of contributions (Article 2626 of the Italian Civil Code);
- Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code);
- Unlawful transactions on the shares or quotas of the company or of the parent company (Article 2628 of the Italian Civil Code);
- Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code);
- Failure to communicate the conflict of interest (Article 2629-bis of the Italian Civil Code);
- fictitious formation of capital (Article 2632 of the Italian Civil Code);
- Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code);
- Corruption between private individuals (Article 2635 of the Italian Civil Code);
- Incitement to corruption between private individuals (Article 2635 bis of the Italian Civil Code);
- Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code);
- Rigging (art. 2637 of the Italian Civil Code);



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- Obstruction of the exercise of the functions of public supervisory authorities (Article 2638 of the Italian Civil Code);
- Crime of false or omitted declarations for the issuance of the preliminary certificate (EU Directive 2019/2021.)

Offences with the purpose of terrorism or subversion of the democratic order provided for by the penal code and special laws (art. 25 quarter of Legislative Decree 231/01).

Practices of mutilation of female genital organs (art. 25 quarter-1 of Legislative Decree 231/01 and art. 583 bis of the Criminal Code).

- Practices of mutilation of the female genital organs (Article 583 bis of the Criminal Code)

Crimes against the individual personality (art. 25 quinquies of Legislative Decree 231/01):

- Reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code);
- Child prostitution (Article 600 bis of the Criminal Code);
- Child pornography (Article 600 ter of the Criminal Code);
- Possession of or access to pornographic material (Article 600 quarter of the Criminal Code);
- Virtual pornography (Article 600 quarter 1 of the Criminal Code);
- Tourist initiatives aimed at exploiting child prostitution (Article 600quinquies of the Criminal Code);
- Trafficking in persons (Article 601 of the Criminal Code);
- Purchase and alienation of slaves (Article 602 of the Criminal Code);
- Illegal intermediation and exploitation of labour (Article 603 bis of the Criminal Code);
- Solicitation of minors (Article 609 undecies of the Criminal Code).

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Offences of market abuse (Article 25 sexies of Legislative Decree 231/01) & Other cases of market abuse (Article 187-quinquies of the TUF):

- Misuse or unlawful disclosure of inside information. Recommendation or inducement of others to commit insider dealing (Legislative Decree no. 58 of 24.02.1998, art. 184);
- Market manipulation (Legislative Decree no. 58 of 24.02.1998, art. 185);
- Prohibition of market manipulation (Article 15 of EU Reg. No. 596/2014);



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- Prohibition of insider dealing and unlawful disclosure of inside information (Art. 14 EU Reg. No. 596/2014)

Crimes of manslaughter and serious or very serious culpable injuries, committed in violation of accident prevention regulations and on the protection of hygiene and health at work (art. 25 septies of Legislative Decree 231/01):

- Manslaughter (Article 589 of the Criminal Code);
- Culpable personal injury (Article 590 of the Criminal Code).

Receiving stolen goods, laundering and use of money or utilities of illegal origin (art. 25 octies of Legislative Decree 231/01):

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

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Offences relating to non-cash payment instruments and fraudulent transfer of valuables (Article 25 octies.1 of Legislative Decree 231/01):

- Undue use and falsification of non-cash payment instruments (Article 493 ter of the Criminal Code);
- Possession and dissemination of equipment, devices or computer programs aimed at committing crimes concerning payment instruments other than cash (Article 493 quarter of the Criminal Code);
- Computer fraud aggravated by the transfer of money, monetary value or virtual currency (Article 640ter of the Criminal Code)
- Fraudulent transfer of values (Article 512bis of the Criminal Code).

Offences relating to copyright infringement (Article 25 nonies of Legislative Decree 231/01):

- Article 171, Law no. 633 of 22.4.1941 (protection of copyright and other rights related to its exercise);



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- Art. 171 bis, Law no. 633 of 22.4.1941 (protection of copyright and other rights related to its exercise);
- Art. 171 ter, Law no. 633 of 22.4.1941 (protection of copyright and other rights related to its exercise);
- Art. 171 septies, Law no. 633 of 22.4.1941 (protection of copyright and other rights related to its exercise);
- Art. 171 octies, Law no. 633 of 22.4.1941 (protection of copyright and other rights related to its exercise);
- Article 174 quinquies, Law no. 633 of 22.4.1941 (protection of copyright and other rights related to its exercise).

Inducement not to make declarations or to make false declarations to the judicial authority (Article 25 decies of Legislative Decree 231/01 and Article 377 bis of the Criminal Code).

- Inducement not to make statements or to make false statements to the judicial authority (Article 377 bis of the Criminal Code)

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Environmental crimes (art. 25 undecies of Legislative Decree 231/01):

- Environmental pollution (Article 452 bis of the Criminal Code);
- Death or injury as a result of the crime of environmental pollution (Article 452 ter of the Criminal Code);
- Environmental disaster (Article 452 quarter of the Criminal Code);
- Culpable crimes against the environment (Article 452 quinquies of the Criminal Code);
- Offences of trafficking and abandonment of highly radioactive material (Article 452 sexies of the Criminal Code);
- Aggravating circumstances (Article 452-octies of the Criminal Code);
- Killing, destruction, capture, removal, 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);
- Water discharge of hazardous substances in violation of the requirements contained in the authorisation (Article 137, paragraph 3 of Legislative Decree No. 152 of 3.4.2006) and of the



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tabular limits for certain substances (Article 137, paragraph 5 of Legislative Decree No. 152 of 3.4.2006);

- Discharge of prohibited substances into marine waters by ships or aircraft (Article 137, paragraph 13, Legislative Decree no. 152 of 3.4.2006);
- Water discharge of certain hazardous substances in the absence of authorisation or with authorisation suspended or revoked (Article 137, paragraph 2 of Legislative Decree no. 152 of 3.4.2006);
- Water discharge in violation of the tabular limits for certain particularly dangerous substances (art. 137 par. 5 second sentence of Legislative Decree 3.4.2006, no. 152);
- Discharge into the ground, subsoil or groundwater (Article 137, paragraph 11, Legislative Decree no. 152 of 3.4.2006);
- Illegal management of non-hazardous waste (Article 256, paragraph 1, letter a, Legislative Decree No. 152 of 3.4.2006) and temporary storage at the place of production of hazardous medical waste (Article 256, paragraph 6, Legislative Decree No. 152 of 3.4.2006);
- Abusive management of hazardous waste (Article 256, paragraph 1, letter b, Legislative Decree no. 152 of 3.4.2006); construction and management of illegal landfills of non-hazardous waste (Article 256, paragraph 3, first sentence, Legislative Decree no. 152 of 3.4.2006); mixing of waste (art. 256, para. 5, Legislative Decree no. 152 of 3.4.2006);
- Construction and management of illegal landfill of hazardous waste (Article 256, paragraph 3, second sentence, Legislative Decree No. 152 of 3.4.2006);
- Failure to remediate a site contaminated by non-hazardous (art. 257, par. 1, Legislative Decree no. 152 of 3.4.2006) and hazardous (art. 257, par. 2, Legislative Decree no. 152 of 3.4.2006);
- Preparation or use of a false waste analysis certificate (Article 258, paragraph 4 second sentence, Legislative Decree no. 152 of 3.4.2006);
- Illegal shipment of waste (Article 259, paragraph 1, Legislative Decree no. 152 of 3.4.2006);
- Organised activities for the illegal trafficking of waste (Article 260, Legislative Decree no. 152 of 3.4.2006);
- Violation of the provisions on SISTRI (art. 260-bis, Legislative Decree no. 152 of 3.4.2006);
- Air pollution (paragraph 5 of Article 279, Legislative Decree no. 152 of 3.4.2006);



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- Import, export, possession, use for profit, purchase, sale, exhibition or possession for sale or for commercial purposes of protected species (art.1, paragraphs 1 and 2, art. 2, paragraphs 1 and 2, art. 3bis and art. 6 of Legislative Decree no. 150 of 7.2.1992);
- Unlawful possession of endangered or captive specimens (art. 6, paragraph 4, Lg. 7.2.1992 n. 150);
- Falsification or alteration of certifications and licenses and use of false or altered certifications and licenses for the importation of animals (art. 3-bis, Lg. 7.2.1992 n. 150);
- Use of harmful substances (Art. 3, paragraph 6 of Legislative Decree 549/1993);
- Culpable pollution caused by ships (Article 9, paragraph 1, Legislative Decree 202/2007);
- Intentional pollution caused by ships (Article 8, paragraph 1, Legislative Decree 202/2007);
- Permanent damage from culpable pollution (Article 9, paragraph 2, Legislative Decree 202/2007);
- Permanent damage from intentional pollution (Article 8, paragraph 2, Legislative Decree 202/2007).

Employment of illegally staying third-country nationals (Article 25 duodecies of Legislative Decree 231/01):

- Provisions against illegal immigration (art. 12 par. 3, 3bis, 3ter, 5 of Legislative Decree 286/98);
- Employment of illegally staying third-country nationals (Article 22, paragraph 12, 12bis of Legislative Decree 286/98).

Racism and xenophobia (Article 25 terdecies of Legislative Decree 231/01 and Article 3 paragraph 3bis of Law 654/75, repealed by Legislative Decree 21/18 and merged into Article 604 bis of the Criminal Code).

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

Fraud in sports competitions, abusive exercise of gaming or betting and games of chance exercised by means of prohibited machines (Article 25 quaterdecies of Legislative Decree 231/01 in relation to Articles 1 and 4 of Law 401/89).



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- Fraud in sports competitions (art. 1, Law no. 401/1989)
- Abusive exercise of gaming or betting activities (Article 4, Law No. 401/1989)

Tax offences (Article 25 quinquiesdecies of Legislative Decree 231/01):

- Fraudulent declaration through the use of invoices or other documents for non-existent transactions (art. 2 of Legislative Decree 74/00);
- Fraudulent declaration by other artifices (art. 3 of Legislative Decree 74/00);
- Unfaithful declaration (art. 4 of Legislative Decree 74 of 2000);
- Failure to declare (Article 5 of Legislative Decree 74 of 2000),
- Issuance of invoices or other documents for non-existent transactions (Article 8 of Legislative Decree 74/00);
- Concealment or destruction of accounting documents (Article 10 of Legislative Decree 74/00)
- Undue compensation (Article 10 quarter of Legislative Decree 74 of 2000);
- Fraudulent evasion of the payment of taxes (art. 11 of Legislative Decree 74/00).

Smuggling (art. 25 sexesdecies of Legislative Decree 231/01):

- Violation of the legislative provisions on customs (Decree of the President of the Republic 23 January 1973, no. 43).

Crimes against cultural heritage (art. 25 septiesdecies of Legislative Decree 231/01):

- Theft of cultural property (Article 518-bis of the Criminal Code);
- Misappropriation of cultural property (Article 518-ter of the Criminal Code);
- Receiving stolen cultural property (Article 518 quarter of the Criminal Code);
- Forgery in private deeds relating to cultural assets (Article 518 octies of the Criminal Code);
- Violations regarding the alienation of cultural property (Article 518 novies of the Criminal Code);
- Illegal importation of cultural goods (Article 518 decies of the Criminal Code);
- Illegal exit or export of cultural goods (Article 518 undecies of the Criminal Code);
- Destruction, dispersion, deterioration, disfigurement, soiling and illegal use of cultural or landscape property (Article 518 duodecies of the Criminal Code);



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- Counterfeiting of works of art (Article 518 quaterdecies of the Criminal Code).

Laundrying of cultural property and devastation and looting of cultural and landscape property (art. 25 duodevicies of Legislative Decree 231/2001):

- Money laundering of cultural property (Article 518 sexies of the Criminal Code);
- Devastation and looting of cultural and landscape property (Article 518 terdecies of the Criminal Code).

In the Special Parts of the Model, the individual cases or categories of crimes will be analyzed in detail, the risk of committing them as part of the activity of NUOVA C.U.M.E.T. will be analyzed and adequate management and control procedures will be prepared to prevent the risk that the aforementioned crimes may be committed in the interest or advantage of the company.

4. THE 231 MODEL

Article 6, paragraph 3 of the Decree, allows trade associations representing entities to draw up their own "*codes of conduct*" aimed at entities that decide to adopt Models, functional to promote their compliance with the principles established by the Decree.

NUOVA C.U.M.E.T. has taken as a reference the "*Guidelines*" drawn up by Confindustria, approved by the Ministry of Justice with a provision of 21 July 2018 and last updated in June 2021.

Consequently, NUOVA C.U.M.E.T. has based the preparation of its Model on the provisions of these Guidelines on the date of its issuance and intends to comply with them also in the event of any subsequent amendments and additions.

In fact, the Confindustria Guidelines provide member companies with methodological indications for the creation of an organizational model suitable for preventing the commission of the crimes provided for by the Decree and therefore acting as an exemption from liability and sanctions provided for by it.

These general indications require subsequent adaptation by the individual business realities taking into account the specific characteristics, size, the different geographical and economic markets in which they operate and the specific risks identified.

NUOVA C.U.M.E.T., in preparing the MOG, has taken into account the indications provided by Confindustria, adapting them to its specific needs.



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4.1. RECIPIENTS OF THE FORM

Depending on the involvement in the potential areas at risk of crime, the following subjects are identified as recipients of the Model:

- shareholders and directors;
- employees;
- Supervisory Body;
- third parties (*stakeholders*): *suppliers, customers, external collaborators, Public Administration, citizens.*

4.2. STRUCTURE OF THE ORGANISATIONAL MODEL

The Model consists of a General Part and individual and specific Special Parts.

The General Section, consisting of this document and its annexes, briefly describes the Decree with its possible repercussions on the Company; the general principles of conduct to be followed are also established and the general architecture of the Model is defined, clarifying its function, objectives, and operating methods, identifying the powers and duties of the Supervisory Body and introducing a disciplinary system suitable for sanctioning non-compliance with the provisions of the Model.

Each Special Section, on the other hand, describes the activities that may constitute the individual predicate offences, identifies the company areas in which these could be committed, and regulates the prescriptions and preventive measures to be followed in carrying out these activities/areas, which safeguard the legality of the Company's conduct.

4.3. PURPOSE OF THE 231 ORGANISATIONAL MODEL

The Company has deemed it appropriate to integrate the control system and corporate standards of conduct already in force, adopting its own MOG to implement and maintain a formalized and clear organizational system, suitable for ensuring correct, transparent and lawful conduct in the conduct of business and in the management of corporate activities with particular reference to the prevention of the crimes referred to in the Decree.

In particular, through the adoption of the Model, NUOVA C.U.M.E.T. intends to pursue the following purposes:

- identify the areas of activity in which offences referred to in the Decree may be committed and inform all those who work within the Company on the possible methods of committing such offences;



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- to point out that these forms of conduct are strongly condemned by the Company even if it is apparently in a position to benefit from them, because they are in any case contrary to the provisions of the law and the principles of good conduct that the entity intends to comply with in carrying out its activities;
- prevent the commission of the crimes referred to in the Decree through appropriate management of risky activities and the adoption of specific protocols and procedures;
- allow NUOVA C.U.M.E.T., through an adequate control system and continuous information flows, to intervene promptly to prevent and/or combat the commission of the offences referred to in the Decree, also through the constant verification of the correspondence between the conduct required by the procedures and requirements referred to in the Model and those implemented and the possible imposition of disciplinary sanctions for the perpetrators of non-compliant conduct;
- make the recipients of the Model aware that the conduct required in the performance of the relevant activities must always be based on compliance with the rules of conduct, both general and specific, provided for in the MOG and that, in the event of violation of the aforementioned provisions, they may incur offences such as to result in administrative sanctions against the Company and criminal sanctions against them.

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The preventive control system sealed with the Model must be based on the definition of a threshold of "acceptability" of the risk of committing the crimes contemplated by the Decree (*the threshold of the so-called "residual risk" as also indicated by the Confindustria Guidelines*).

This threshold is represented by a prevention system such that it cannot be circumvented except fraudulently so that, in this case, the Company cannot be held accountable.

The fraudulent avoidance referred to in art. 6 of the Decree is the conduct of those who evade the application of the precepts of the MOG with artifices and deceptions, so that the Company is exempt from liability only if the violation is not foreseeable with the diligence that can be expected from the entity itself, based on its structure, organization, size.

Hence, the need for the Company to adopt a precise MOG, complete in the mapping and management of risks and concretely implemented.

The Model, without prejudice to the purposes set out in the Decree, also allows the entity to add value to its *modus operandi*, to protect its position and image, the expectations of its shareholders, its employees and collaborators, including external ones.



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The Model must also be accompanied by a system of procedures aimed at ensuring, in the various activities, the achievement of the effectiveness and efficiency of processes, the safeguarding of the quality and value of the activity, as well as the reliability and integrity of accounting and management information.

This integrated system of processes allows the Company to define organisational standards based on the principles of fairness and sound and prudent management.

4.4. IMPLEMENTATION OF THE 231 ORGANIZATIONAL MODEL

NUOVA C.U.M.E.T. has intended to create a Model shared in content for an effective achievement of the objectives indicated in the previous paragraphs and, therefore, has involved the structure managers up to the highest company management in the implementation activities and has identified a dedicated working group within it for the management of the project.

The study, basic and detailed design phases up to the adoption of the Model were carried out over a reasonable period of time with the availability of adequate economic resources to achieve the objective.

The MOG was drawn up in order to provide an overall view of the organisational model adopted by the company.

The General Part consists of this document which contains: the general aspects of the model, the code of ethics, the mapping of corporate risks, the composition and powers of the Supervisory Body, the corporate information flows for the effective functioning of the Model, the disciplinary system for violations of the model, the dissemination and updating of the MOG.

The Special Sections refer to the categories of offences relating to processes considered sensitive and, for each category of offences, highlight the types of offences, the business activities at risk, and the closely related corporate principles of conduct.

The Company has drawn up its Model with the aim of meeting the "*specific needs*" referred to in the Decree, summarised in art. 7 par. 3 and more analytically defined in art. 6 co. 2 which then provided the working scheme for the creation of the model, namely:

- identify the activities in the context of which crimes may be committed;
- provide for specific protocols aimed at planning the formation and implementation of the decisions of the entity in relation to the crimes to be prevented;



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- identify methods of managing financial resources suitable for preventing the commission of crimes;
- provide for information obligations towards the body responsible for supervising the operation and compliance with the Model;
- introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model.

The fundamental elements of the Model are as follows:

- definition of ethical principles and rules of conduct in relation to conduct that may constitute the offences referred to in the Decree;
- identification of activities in the context of which crimes may be committed (*so-called mapping of areas at risk*);
- verification, in potential risk areas, of the suitability of the existing organisational system for the prevention of the crimes identified for each activity and simultaneous detection of deficiencies;
- provision of specific management methods for financial resources, in harmony with the controls already in place;
- consequent improvement and integration of the internal control system and existing company procedures;
- introduction of a methodology for the constant detection and management of sensitive processes according to organisational changes and/or legislative changes, with the help of appropriate tools, including IT tools;
- establishment of the Supervisory Body, definition of the Body's regulations, its powers and responsibilities, its reporting guidelines and information flows towards it;
- information on the contents of the Model to all recipients, ensuring its constant updating and effectiveness over time;
- introduction of a disciplinary system;
- verification of the potential relevance of illegal conduct carried out by parties outside the company and possible preparation of suitable measures to sanction such conduct;
- definition of the roles and responsibilities related to the adoption and effective implementation of the Model.



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4.5. COMMUNICATION AND DISSEMINATION OF THE MOG

Communication and staff training are important requirements for the implementation of Model 231. The Company is committed to facilitating and promoting knowledge of the 231 Model by management, shareholders and employees, with a degree of in-depth study diversified according to position and role, with a view to customising the paths and truly responding to the needs of individual resources.

The Model 231 is communicated and made available through publication on the company intranet.

The principles and contents of Model 231 are brought to the attention of all those with whom the Company has contractual relations.

The commitment to comply with the law and the reference principles of Model 231 by third parties having contractual relations with the Company is provided for in a specific clause of the relevant contract and is subject to acceptance by the third party contractor.

4.6. REVISION AND UPDATING OF THE MODEL

The revision and updating of the Model 231 is functional to maintaining the effectiveness of the model over time and is necessary on the occasion of:

- legislative innovations with reference to the regulation of the liability of entities for administrative offences dependent on crime;
- significant changes in the Company's organisational structure or business sectors;
- significant violations of Model 231 that highlight the ineffectiveness of the model;
- checks or controls that highlight the need for adjustments.

The MOG is reviewed following a report by the SB which, at least once a year, is required to draw up a report on the adequacy or otherwise of the MOG.

5. PRINCIPLES OF CONDUCT

NEW C.U.M.E.T. operates and pursues its objectives in compliance with applicable regulations.

Compliance with legal regulations and ethical rules is of fundamental importance for the optimal functioning and good reputation of the Company towards institutions, recipients of the Model and third parties.

The principles set out above constitute the basis on which the corporate code of ethics was drawn up, which is an integral part of Model 231 as it contains the set of values, rights and duties to which corporate subjects are called to conform.



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5.1. EMPLOYEE CONDUCT

All employees of the Company must operate, in the pursuit of corporate objectives and in the conclusion of any operation, with professionalism and dedication, in harmony with company policies as well as with a spirit of social responsibility.

With this in mind, employees, in addition to complying with the laws and regulations in force, must base their actions on the principles of the Code of Ethics and those set out in the Model, the contents of which they must be fully aware of and promote compliance by third parties who have relations with the Company.

The rules contained in the Model supplement the conduct that the employee is required to observe, also in accordance with the rules of ordinary diligence governed by art. 2104 and 2105 of the Italian Civil Code.

5.2. CONDUCT OF MANAGERS AND DIRECTORS

The conduct of the directors and internal managers must be an example for the personnel assigned to them, both hierarchically and functionally, and such as to make them understand that compliance with the rules of the Model constitutes, for everyone, an essential aspect of the quality of work performance.

Strict compliance with the rules contained in the Model integrates the obligations of sound and prudent management by the Directors.

Particular care must be taken by them in the selection of employees, external collaborators and third parties in general, so that the hiring of employees and the stipulation of contracts with external parties is always justified, not only by the actual existence of concrete business needs, but also on the basis of criteria of competence and professionalism.

5.3. CONDUCT IN RELATIONS WITH PUBLIC INSTITUTIONS

The Company works in a variety of economic and institutional contexts that are constantly and rapidly evolving, and this implies the need to act with efficiency and transparency, as well as in accordance with the rules aimed at ensuring that the conduct of those involved in business processes is always inspired by principles of honesty, integrity, and fair competition.

All persons who work for the pursuit of company objectives must avoid any situation and activity in which a conflict of interest may arise between their personal economic activities and the tasks they perform within or on behalf of the cooperative.



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Relations with the Institutions and other companies in the sector, put in place in the pursuit and implementation of the Company's programmes, are held exclusively by the persons in charge of the functions assigned to them: these subjects must not seek to improperly influence, through acts of corruption and/or collusive behaviour, the decisions of the other party, including those of the officials who deal with or make decisions on its behalf.

5.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS

In its relationship with its customers and customers, the Company pursues not only compliance with contractual requirements, but also the provision of services tending to excellence in terms of price, quality, safety, respect for people, safety and the environment. Therefore, all those involved in the management and implementation of the company's activities are required to contribute with determination and commitment to obtaining this added value.

Any information or communication to users, including potential users, concerning the services offered by the Company must always be truthful, complete and correct.

For these purposes, the Company undertakes, as far as it can, to bind its commercial counterparts to compliance with the general principles of the NUOVA C.U.M.E.T. and, more generally, of the provisions of Legislative Decree no. 231/01, providing for *ad hoc contractual clauses* that provide for the dissolution of the contractual obligation in the event of serious violations of the Code of Ethics, the MOG and the Decree.

5.5. RELATIONS WITH THE MARKET AND COMPETITORS

NEW C.U.M.E.T. operates in compliance with the regulations in force applicable to its sector of reference, especially with reference to safety measures to prevent accidents at work and suitable measures to avoid the risk that the environment is polluted or that the waste treated or transported by the Company is not managed in accordance with legal requirements.

The Company's position in its reference market is therefore based on fair competition, always in compliance with the general rules of good faith, fairness and social responsibility.

In no way will the Company compete with its *competitors* through savings on the adoption of adequate safety measures in the field of accidental, labor and environmental protection.

5.6. INTERNAL CONTROL SYSTEM



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The Company's organization is based on internal control principles aimed at ascertaining the adequacy of business processes in terms of effectiveness and efficiency of operations, compliance with laws and regulations, reliability and integrity of accounting and financial data and protection of company assets.

In this regard, the internal control system is based on the principle of prevention, i.e. on the identification and analysis of risks, as well as on the preparation of effective tools, suitable for dealing with any anomalies and critical issues.

The constant achievement of these objectives is made possible by a company policy aimed at maintaining a management and operational context in which people, at all levels, feel responsible and participate in the definition and optimal functioning of the control system.

The Company has therefore adopted tools and methodologies to combat corporate risks, identifying, assessing and managing them with appropriate corrective action plans.

6. SUPERVISORY BODY (SB)

The mechanism for exempting the administrative liability of the entity, as governed by art. 6 paragraph 1 of the Decree, provides, in addition to the adoption and effective implementation of an Organization and Management Model (letter a), the establishment of a Supervisory Body (letter b), "*a body of the entity, endowed with autonomous powers of initiative and control*" with the task of supervising the operation and compliance with the Model and taking care of its updating.

Having analysed its business reality, the Company deemed it appropriate to establish a monocratic body in a position independent of the top management of the entity and not involved in any decision-making and management process of the Company.

The Supervisory Body (*hereinafter also* referred to as the "SB") has the task of supervising, with continuity and independence from top management, the functioning and effective compliance with the Model, in order to verify the compliance with it of concrete conduct, as well as to verify any need to update the Model and formulate the related proposals.

The powers and duties of the Supervisory Body, its responsibilities and its relations with the other bodies of the Company are governed by a specific Founding Regulation of the Supervisory Body (*hereinafter also the "Supervisory Body Regulations"*), which are an integral part of the Model.

The general aspects of the regulation and the information flows with regard to it are explained below.

6.1. COMPOSITION AND APPOINTMENT OF THE SUPERVISORY BODY



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The SB operates with autonomy, professionalism and continuity of action.

Those who hold the position of SB must in fact meet the requirements of:

- integrity, autonomy and independence, understood as authoritativeness and autonomy of judgment and powers of initiative and control. To this end, in addition to specific integrity and eligibility requirements, a mechanism for reporting to directors, the autonomous availability of resources, the absence of subordination constraints in inspection activities and in the additional functions assigned, as well as specific guarantees of stability (*protections for the revocation of the office*) have been provided;
- professionalism, understood as a set of skills suitable for the purpose. Therefore, it is necessary for the members of the SB to have significant expertise in business law and corporate criminal law, especially with reference to the regulation of the liability of entities, in the field of corporate control and risk management activities, as well as in the organizational field;
- continuity of action, understood as constant activity. The SB may operate directly and autonomously within the Company and may make use of the corporate or external structures identified from time to time. It meets constantly, except for the possibility of calling further meetings by a member of the Supervisory Body or by the directors to deal with specific features that arise.

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6.2. ROLE AND FUNCTIONS OF THE SB

The SB reports at least annually to the Board of Directors on the results of the activities carried out, on the operation and compliance with the Model, in accordance with the attached SB Regulations.

The functions and powers of the SB are as follows:

- issue organisational provisions aimed at regulating its activities and the management of interfaces with the company areas in order to obtain from them all types of information relevant to the effective implementation of the Model;
- within its own expenditure limits, to ensure the dissemination of knowledge of the Model and ensure the performance of the necessary training activities and to propose to the administrators the activities necessary for the dissemination of the MOG and the training of the recipients;



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- implement and document inspections to verify compliance with the procedures and requirements of the Model (*internal and/or external auditing*);
- analyse reports relating to significant offences pursuant to Legislative Decree 231/2001, violations of the Model and the Code of Ethics that have been received by the Whistleblowing Manager (*appointed pursuant to Legislative Decree 24 of 2023*) and shared by the latter with the Supervisory Body;
- in the case referred to in the previous point, carry out joint preliminary activities with the Operator itself;
- communicate the results of the investigation carried out on violations of the procedures and/or requirements of the Model, or file with reasons in the event of an unfounded report (*as well as, on request, make additions to the preliminary activity*);
- provide an advisory opinion when ascertaining and assessing violations, as well as contesting and imposing sanctions;
- carry out the activities necessary to keep the mapping of the areas of activity at risk updated according to changes in the Company's operating conditions and any legislative updates;
- formulate, without delay, to the Board of Directors the proposals for updating the Model deemed urgent and, in specific half-yearly reports, proposals for other updates;
- report on the activities carried out to the competent bodies;
- where requested, provide explanations on the functioning of the Model to the recipients of the same.

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The activity carried out by the SB is documented, even in summary form, and the related documentation must be kept in such a way that its confidentiality is ensured.

In compliance with current privacy legislation, the SB has access to all the documentation relating to the processes defined as sensitive in the Model and in any case to all the corporate documentation that, at its sole discretion, is relevant for the performance of its duties.

The SB may also obtain any information useful for the purposes of supervision from anyone operating on behalf of the Company.

6.3. INFORMATION FLOWS TO THE SUPERVISORY BODY

There is an obligation to inform the SB on compliance with the requirements and procedures of the Model so that the latter can concretely supervise the operation and compliance with the Model.



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In fact, the Body must be informed by the parties required to comply with the MOG of events that could generate liability for the Company pursuant to Legislative Decree no. 231/01.

In this regard:

- The Board of Directors may communicate to the Supervisory Body at least annual information on the state of implementation of Model 231, reporting the most significant situations that emerged during the period with reference to the problems inherent in the Decree;
- the Board of Directors or the individual directors shall promptly notify the Supervisory Body of changes in the structure, operating methods of management, the system of delegations and other aspects that may require changes to the organisational, management and control model;
- the Company appoints a contact person for the SB who prepares reports at least every six months relating to events and situations of relevance for Legislative Decree 231/01 (*but not limited to: accesses, inspections, inspections, accidents, events with an environmental impact, training courses, internal or external audits, etc.*). The reports must be sent to the SB on a regular basis;
- each manager or employee must report conduct that is not in line with the principles and contents of the Model, using the appropriate reporting channels made available by the Company in accordance with Legislative Decree 24 of 2023 (*the so-called "whistleblowing decree"*).

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7. REPORTING (WHISTLEBLOWING)

On 15 March 2023, Legislative Decree no. 24/2023, the so-called "whistleblowing decree", was published in the Official Gazette, which applies to all private entities with an Organisational Model pursuant to Legislative Decree no. 231/2001.

The decree provides for minimum standards of protection that must be guaranteed to whistleblowers for violations of the MOG, the Code of Ethics as well as the commission of offences referred to in art. 24 et seq. of Legislative Decree no. 231/2001.

In the absence of the safeguards indicated by the regulatory text, the company can be sanctioned by ANAC with a fine ranging from € 10,000.00 to € 50,000.00.



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All recipients of the Model have the opportunity to report information relating to the occurrence or alleged violation of the procedures and/or requirements of the Model and/or the commission or reasonable danger of committing the crimes referred to in the Decree.

The procedures and indications that follow in the following paragraphs govern the protection of persons who report violations (also) of the Organizational Management Model (MOG) and the Code of Ethics of NUOVA C.U.M.E.T., of which they have become aware in a public or private work context. The Company has approved a specific **PROCEDURE FOR MANAGING REPORTS** (so-called "Procedure for the management of reports"). "Whistleblowing Procedure" New C.U.M.E.T.), which describes the reporting channels and the methods for managing reports pursuant to Legislative Decree 24/2023 and the EU Whistleblowing Directive 2019/1937. The Company has appointed a Referral Manager external to the Company.

7.1. WHERE AND TO WHOM TO MAKE REPORTS

In compliance with Legislative Decree no. 24/2023, reports can be made in writing through special channels made available to the Company.

Reports are managed by an internal or external department specifically appointed by the Company.

7.2. WHAT CAN BE REPORTED

Information (*or well-founded suspicions*) concerning violations committed or which, on the basis of concrete elements, could be committed in the organization with which the whistleblower has a legal relationship relating to:

1. administrative offences (*e.g., consumption of drugs for personal use*), *accounting offences* (*e.g., alteration of the financial statements*), civil offenses (*e.g., mobbing*) or criminal offenses (*e.g., defamation*);
2. predicate offences referred to in Articles 24 et seq. of Legislative Decree 231/2001 or the violation of the MOG and the Code of Ethics (*e.g., safety at work, corruption, tax crimes, etc.*);
3. offences falling within the scope of EU or national acts set out in the Annex to this Decree or national acts implementing EU acts set out in the Annex to Directive (EU) 2019/1937, even if not set out in the Annex to this Decree, relating to the following areas: public procurement; financial services, products and markets and the prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health



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and welfare; public health; consumer protection; protection of privacy and protection of personal data and security of network and information systems (*e.g., environmental offences, etc.*);

4. acts or omissions affecting the financial interests of the EU (*e.g. fraud, aggravated fraud against the State or the EU, etc.*);
5. acts or omissions concerning the EU internal market, including infringements of EU competition and State aid rules, as well as internal market infringements related to acts that infringe corporate tax rules or mechanisms designed to obtain a tax advantage that defeats the object or purpose of the applicable corporate tax rules. *e.g., cartels, abuses of dominant position, etc.*);
6. acts or conduct which frustrate the object or purpose of the provisions of Union acts (*e.g. tax avoidance and evasion, non-payment of taxes, etc.*).

7.3. WHAT CANNOT BE REPORTED

The following are outside this procedure and cannot be reported:

- issues relating to disputes, claims or requests related to a personal interest of the reporting person or of the person who has filed a complaint with the A.G. or accounting that relate exclusively to their individual employment relationships, also with reference to relations with superiors (*e.g., non-payment of salaries, transfers, working hours, etc.*);
- rumors or suspicions;
- information already in the public domain;
- security issues, national defence, unless they fall within the competence of the EU.

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7.4. WHAT THE REPORT MUST CONTAIN

The report must contain:

- the description of the fact;
- the time and place where the event occurred;
- personal details or other elements that allow the identification of the person to whom the reported facts can be attributed;
- the personal details and contact details of the whistleblower;
- any documents supporting the report;
- any persons informed of the facts.



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Anonymous reports may also be processed where they are sufficiently precise and detailed to allow the reporting manager to carry out the investigation.

7.5. HOW REPORTING IS HANDLED

The report manager assigns an internal protocol number to each report.

The report can be immediately archived if:

- clearly concerns issues that are excluded from the scope of this procedure;
- is manifestly unfounded;
- it is not sufficiently circumscribed and it is impossible to instruct it.

If the report is not immediately archived, the manager:

1. within 7 days of receiving the report, it informs the whistleblower of the taking charge and the protocol number;
2. within 3 months from the date of the acknowledgement of receipt or, in the absence of the notice, from the expiry of the term of 7 days from the submission of the report, it concludes the investigation and summarily communicates the results to the whistleblower.

The internal investigation is deliberated at the discretion of the manager and may consist of:

- hearing, including by means of video linking, of potentially informed persons;
- oral hearing, including through video connection tools, or through written statements by the whistleblower;
- request and examination of documentation;
- inspection where necessary;
- possible external audit where necessary.

At the end of the investigation, the operator shall deliberate on the report received by adopting the following measures:

1. Archiving: the alert has not been found or concerns issues that are outside the scope of this procedure;
2. archiving with prescriptions: the report was only partially verified and no illegal facts were ascertained but critical issues were found that should be resolved;
3. Confirmation of the report: the report has been acknowledged and:
 - if the investigation has identified an offender, the Operator proposes to the competent function (*DL, CDA, etc.*) the adoption of disciplinary sanctions,



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- if the investigation has not identified a violator, the Operator may propose to the competent function (*DL, CDA, etc.*) the adoption of suitable internal measures to prevent further violations of the same type from being committed.

All the activities of the Operator and the decisions taken by the same are documented in writing and oral statements, also by video link, are recorded.

With regard to the reports referred to in Legislative Decree no. 231/2001:

- the manager sends the report in writing to the SB within 24 hours of receiving it;
- the management of reports is handled by the SB in compliance with the provisions of Legislative Decree no. 24/2023 and this section of the MOG;
- at the end of the preliminary activities, the SB informs the manager in writing who, in turn, within 7 days, informs the whistleblower in writing.

7.6. WHISTLEBLOWER PROTECTIONS AND CONFIDENTIALITY

The protection of the confidentiality of the whistleblower and his protection in the event of a well-founded report are fundamental aspects for the correct implementation of this procedure.

From a general point of view, the protection of the whistleblower is guaranteed through:

- Personal data are processed in accordance with the provisions of art. 12 of Legislative Decree no. 21/2023 as well as by the information pursuant to art. 13 GDPR;
- the manager and the Supervisory Body are designated as Data Processors.

More specifically:

- the manager and the SB may not disclose to anyone (*including the employer*) either the identity of the whistleblower or any other element that serves to identify him/her;
- if, for investigative reasons, other parties must also be made aware of the content of the report or the related documentation, the identification data of the whistleblower will be obscured;
- where it is necessary to involve other parties who have knowledge of the facts reported, the Manager and the SB shall transmit to them only the results of any checks conducted and, if necessary, carefully anonymised extracts of the report, taking the utmost care to prevent the identity of the whistleblower from being traced back to the information and facts described;



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- the reports and the related documentation are kept for the time strictly necessary and in any case no longer than five years from the date of communication of the final outcome of the reporting procedure;
- In the context of any disciplinary proceedings, the identity of the whistleblower cannot be revealed but, if the complaint is based, in whole or in part, on the report and knowledge of the identity of the whistleblower is essential for the defence of the accused, the report will be usable for the purposes of the disciplinary proceedings only in the presence of the whistleblower's consent to the disclosure of his identity. In the event that the identity of the whistleblower is indispensable for the defence of the person who has been charged with the disciplinary charge, the Company may not proceed with disciplinary proceedings if the whistleblower does not expressly consent to the disclosure of his or her identity;
- If the report results in criminal or accounting proceedings, the identity of the whistleblower is protected by the laws governing such proceedings.

The whistleblower is also protected from any retaliatory measures (*in the form of behaviour, acts or omissions*), implemented or threatened, adopted following and as a consequence of the report, so that any sanctions, demotion, transfers, proceedings or disciplinary sanctions imposed on the whistleblower for having submitted the report are null and void.

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The protections do not apply and indeed the whistleblower is disciplined in the event that the latter:

- has been the recipient of a criminal sentence, even if not final, which ascertains his responsibility for the crimes of defamation or slander;
- has been the recipient of a criminal sentence, even if not final, which ascertains his responsibility for the crimes covered by the report itself,
- the civil liability of the whistleblower, for wilful misconduct or gross negligence, has been ascertained, even if not definitively, with regard to the facts being reported.

The protections provided for by law are extended, in addition to the whistleblower, also to the following subjects:

- facilitator, i.e. the person who helps the whistleblower to submit the report;



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- people from the same work context as the whistleblower and linked by friendships, family members within the fourth degree of kinship, stable emotional relationship (*e.g., former colleagues from other offices, colleague married to the whistleblower, etc.*);
- colleagues who have a habitual and existing relationship with the whistleblower at the time of the report;
- legal persons for which the whistleblower works or provides advice or of which he or she is the owner.

7.7. EXTERNAL REPORTING

The reporting person may make an external report to ANAC (*National Anti-Corruption Authority*) if:

1. the company has not made available a suitable internal reporting channel;
2. the whistleblower has already made an internal report and the same has not been followed up;
3. there are reasonable grounds to believe that, if it were to make an internal report, it would not be followed up effectively or that the same report could lead to the risk of retaliation;
4. the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

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8. DISCIPLINARY SYSTEM

The disciplinary system, provided for by art. 6 co. 2 lett. e d.lgs. 231/01, represents the set of sanctions provided for the violation of the rules of the MOG and the Code of Ethics and constitutes an indispensable tool to ensure the effectiveness and implementation of the Model itself.

To ensure maximum awareness and the greatest possible compliance with the requirements of the MOG and the Code of Ethics, the disciplinary system is accessible to all.

Disciplinary sanctions apply regardless of the outcome of any criminal proceedings instituted for the fact that it also constitutes a violation of the measures of the MOG and the Code of Ethics.

The disciplinary sanction must be proportionate to the charge, taking into account both the objective circumstances and the subjective manner of the conduct of the person responsible.

In imposing the sanction, it is also considered to the extent of the damage caused to the company, to the possible repetition of offences as well as to the commission of further labour law offences by the recipient of the sanction. For example, the protection of health and safety at work as well as the protection of the environment and compliance with the regulatory requirements regarding the



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management of waste are fundamental values for the Company. Therefore, the violation of the precepts of the MOG and the Code of Ethics involving the compromise of the aforementioned fundamental values justifies the application to the offender of the maximum disciplinary sanction provided for by this Model in conjunction with the provisions of the applicable CCNL and the Workers' Statute.

Any disciplinary sanction for violation of the Code of Ethics or this MOG is applied by the directors, subject to the mandatory advisory opinion of the Supervisory Body.

The directors are required to justify in writing the reasons why they wish to decide in the opposite direction with respect to the opinion of the Supervisory Body.

Disciplinary sanctions for violation of the Code of Ethics or this MOG committed by the directors are ordered by the shareholders' meeting.

The procedure for the application of disciplinary sanctions for violation of the precepts of the MOG and the Code of Ethics is the same as that for the application of disciplinary sanctions to employees referred to in art. 7 L. 300/70.

8.1. SANCTIONS AGAINST EMPLOYEES

Non-compliance and conduct by employees in violation of the rules identified by this Model will result in the imposition of disciplinary sanctions imposed according to the proportionality criterion provided for by art. 2106 of the Italian Civil Code and taking into account – with reference to each case at hand – the objective gravity of the fact constituting an infringement, the degree of fault, the possible repetition of the same conduct, as well as the intentionality of the conduct itself. The disciplinary system identifies infringements of the principles, conduct and control points contained in the Model, and identifies the sanctions provided for employees in accordance with current laws and the National Collective Labour Agreements.

In the event of non-compliance with the requirements indicated in the Model, the following penalties will be applied:

- verbal reprimand in the event of: slight non-compliance with the procedures set out in the Model or adoption of conduct that does not comply with the requirements of the Model itself; tolerance or failure by the supervisors to report slight irregularities committed by other members of the staff;



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- written reprimand in the event of: shortcomings punishable by verbal reprimand but which, due to specific consequences or recidivism, are of greater significance (*repeated violation of the internal procedures provided for by the Model or repeated adoption of conduct that does not comply with the provisions of the Model itself*); failure to report or tolerate, by the supervisors, non-serious irregularities committed by other members of the staff; repeated omission reporting or tolerance, by the supervisors, of minor irregularities committed by other members of the staff; violation of the duties of confidentiality regarding the identity of the whistleblower pursuant to Legislative Decree no. 24/2023;
- suspension from service and remuneration for a period not exceeding 10 days in the event of: failure to comply with the procedures set out in the MOG or negligence in the implementation of the provisions of the Model; failure to report or tolerance of serious irregularities committed by other members of the staff that are such as to expose the company to an objective situation of danger or to cause negative repercussions for it; serious and repeated violations of the duties of confidentiality pursuant to Legislative Decree no. 24/2023 and this MOG;
- dismissal for justified reason in the event of violation of the provisions of the Model with conduct such as to constitute a possible offence among those provided for by Articles 24 et seq. of Legislative Decree 231/01; serious and repeated violations of the duties of confidentiality regarding the identity of the whistleblower; repeated submission of reports to colleagues or top management archived because they were not verified by the Manager or the Supervisory Body;
- dismissal for just cause in the event of conduct in clear violation of the provisions of the Model and such as to entail the possible application to the Company of one of the sanctions provided for by Legislative Decree 231/01, attributable to shortcomings of such seriousness as to undermine the trust on which the employment relationship is based and not to allow the continuation in any case, not even provisional, of the relationship itself.

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8.2. SANCTIONS AGAINST TOP MANAGEMENT AND MANAGERS

Violation of the measures provided for by the Model and the Code of Ethics by top management or in any case responsible persons may constitute, in proportion to the seriousness of the fact and the extent of the damage caused to the Company, cause for the application of disciplinary measures



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provided for by the laws and contracts in force, as well as – *for managers hired under an employment contract* – cause for dismissal for just cause when the relationship of trust is terminated.

The managerial relationship is based on an element of trust, also in consideration of the fact that the manager's behavior is reflected not only within the company but also externally in terms of image with respect to all users and the community.

With regard to liability towards third parties deriving from violation of the measures provided for by the Model and the Code of Ethics, the Company's liability remains unaffected in accordance with the provisions of the laws and CCNL in force.

In addition to violations of the requirements established by the MOG, managers and directors are also subject to disciplinary sanctions for failure to comply with the duties of reporting to the SB, the duties of training staff and working members, the duty to control the work of the subjects subject to their management (regardless of *their formal classification*), the duty of care regarding the choice of the responsible parties of the various sectors, the duty to make available to the managers resources and means to carry out their task.

In the event of violation of the Model by the directors, it is up to the SB to identify the appropriate measures provided for by law.

The disciplinary sanctions applicable to top management and function managers are:

- verbal reprimand in the event of: slight non-compliance with the procedures set out in the Model or adoption of negligent conduct that does not comply with the provisions of the Model itself; tolerance or failure to report slight irregularities committed by personnel;
- written reprimand in the event of: shortcomings punishable by verbal reprimand but which, due to specific consequences or recidivism, are of greater significance (*repeated violation of the procedures provided for by the Model or repeated adoption of conduct that does not comply with the provisions of the Model itself*); failure to report or tolerance, by the supervisors, of irregularities committed by other members of the staff; repeated failure to report or tolerance, on the part of the supervisors, of minor irregularities committed by other members of the staff; violation of the duties of confidentiality regarding the identity of the whistleblower pursuant to Legislative Decree no. 24/2023;
- dismissal pursuant to Article 2118 of the Italian Civil Code. in the event of non-compliance with the internal procedures provided for by the Model or negligence in adopting the provisions of the Model; failure to report or tolerance of serious irregularities committed



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by other personnel; violation of the provisions of the Model with conduct such as to constitute a possible hypothesis of crime sanctioned by the Decree of such seriousness as to expose the company to an objective situation of danger or such as to determine negative repercussions for the company, thus meaning a significant breach of the obligations to which the worker is bound in the performance of his or her employment relationship; serious and repeated violations of the duties of confidentiality regarding the identity of the whistleblower; repeated submission of reports to colleagues or top management archived because they were not verified by the Manager or the Supervisory Body; implementation or attempt to implement retaliatory conduct against the whistleblower and other subjects protected by Legislative Decree 24/2023;

- dismissal for just cause in the event of the adoption of conduct that is clearly in violation of the provisions of the Model and such as to determine the possible and concrete application to the Company of the sanctions provided for by Legislative Decree 231/01, attributable to shortcomings of such seriousness as to undermine the trust on which the employment relationship is based and not to allow the continuation in any case, not even provisional, of the relationship itself; serious and repeated violations of the duties of confidentiality regarding the identity of the whistleblower; repeated presentations of serious reports against colleagues or top management archived because they were not verified by the Manager or the SB; implementation of retaliatory behaviour against the whistleblower and other subjects protected by Legislative Decree no. 24/2023.

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8.3. SANCTIONS AGAINST DIRECTORS AND STATUTORY AUDITORS

In the event of a violation of the Model by one or more members of the Board of Directors or the Board of Statutory Auditors of the Company (*if any*), the SB shall inform the shareholders who, on the basis of their respective competences, will proceed to take the most appropriate and appropriate initiatives in line with the seriousness of the violation and in accordance with the powers provided for by law and/or by the Articles of Association, such as:

- statements in the minutes of the meetings;
- formal warning;
- reduction of emoluments or consideration;
- revocation of the appointment;



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- request to call or convene the Shareholders' Meeting with the discussion of violations of the MOG carried out by the corporate bodies on the agenda.

8.4. PENALTIES FOR THIRD PARTIES

Third parties with respect to the Company's shareholder, managerial or working structure may also be considered violators of the principles identified by the MOG and the Code of Ethics.

This essentially refers to the Company's external collaborators, consultants or regular suppliers who, by maintaining continuous and constant relations with the company, are required to observe its fundamental principles and values.

Third parties must be informed of the consequences deriving from the violation of the Model and the Code of Ethics and the contracts between them and the Company may provide for express termination clauses, clauses conferring the right of withdrawal or penalty clauses to deal with any violations of the Model and the Code of Ethics by third parties.

Violation by third parties of the rules set out in this Model constitutes a breach of contractual obligations which may lead, in the most serious cases, to the termination of the contract.

In any case, the right to compensation for damages caused to the Company as a result of the violation of the measures provided for by the MOG and the Code of Ethics remains unaffected.

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9. ANNEXES TO THE GENERAL PART OF THE MODEL

In order to avoid burdening the reading of this MOG for all recipients, the Company has chosen to introduce the following documents as attachments that are intended to be referred to in full:

1. organization chart, appointments and proxies;
2. Code of Ethics;
3. regulation of the SB;
4. periodic reports Company / Supervisory Board;
5. Quality Management System (QMS)
6. Annex - Information flows to the SB
7. PROCEDURE FOR MANAGING REPORTS (*so-called "Notification Procedure"*). "*Whistleblowing Procedure" New C.U.M.E.T.*),

It will be the responsibility of the SB to monitor the update of the Model also with reference to the aforementioned annexes, proposing to the board of directors to update the MOG in the event of a change in the attached documentation.



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