ABSOLUTE ENERGY

Organisation, management and control model

(pursuant to Legislative Decree 231/2001)

Approved by the Board of Directors on 3 February 2025

COURTESY TRANSLATION

ABSOLUTE ENERGY

Model 231

Organisation, management and control model *pursuant to* Legislative Decree no. 231 of 8 June 2001
by Absolute Energy S.p.A.

(Text approved by the Board of Directors with resolution of [•])

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DEFINITIONS

- Absolute Energy S.p.A. or the Company: Absolute Energy S.r.l., with registered office in 00192 Rome, Via di Villa Emiliani, 10.
- *Asset Manager*: person appointed by Absolute Energy S.p.A., responsible for supervising renewable assets in the Operational Phase and coordinating and verifying the regulatory and contractual compliance of the asset with the third parties involved.
- Sensitive Activities: the activities carried out by Absolute Energy S.p.A. in the context of which there is a risk of committing Crimes and Offences.
- Environmental Code or env. Code: Legislative Decree no. 152 of 3 April 2006 containing "*Environmental regulations*" and subsequent amendments and additions.
- Consultants: persons acting in the name and/or on behalf of Absolute Energy S.p.A. by virtue of a mandate contract or other contractual collaboration relationship.
- Recipients: Absolute Energy's Employees, collaborators in any capacity, Corporate Bodies, Consultants, Suppliers and *Partners* .
- *Developers*: persons appointed by Absolute Energy S.p.A. to support it in the management of the Development Phase.
- Employees: Individuals who have an employment relationship with Absolute Energy or who work for Absolute Energy under a contract with Absolute Energy (including managers and interns).
- Legislative Decree 231/2001 or Decree or Decree 231: Legislative Decree no. 231 of 8 June 2001 and its subsequent amendments or additions.
- EPC *contractor*: person appointed by Absolute Energy S.p.A. for the construction and installation of plants owned by Absolute Energy S.p.A. and/or its subsidiaries.
- Representatives: the directors of Absolute Energy S.p.A. and the directors and employees of the Group who carry out activities on behalf of or in the interest of Absolute Energy S.p.A.
- Development Phase: the activity phase of Absolute Energy S.p.A., which consists of all the activities instrumental to the start-up of the Project and to the obtaining of the incontestability of the authorizations necessary for the construction and operation of the plants
- Construction Phase: the phase of activity of Absolute Energy S.p.A. concerning the construction and commissioning of the plants.

- Operational Phase: the activity phase of Absolute Energy S.p.A., concerning the management of the plants.
- Suppliers: all suppliers of goods and services of Absolute Energy S.p.A., including *Developers*, EPC *contractors*, O&M *contractors*.
- Copyright Law or L.A.: Law no. 633 of 22 April 1941 relating to the protection of copyright and other rights related to its exercise.
- Guidelines: the Guidelines for the construction of the organisational, management and control model *pursuant to* Legislative Decree 231/2001 approved by Confindustria on 7 March 2002 and subsequent amendments and additions.
- Model: the organisation, management and control model provided for by Legislative Decree 231/2001.
- Corporate Bodies: the board of directors of Absolute Energy and their respective members.
- Supervisory Body or SB: internal control body, responsible for supervising the operation and compliance with the Model as well as the opportunity to update it.
- O&M *contractors*: persons appointed by Absolute Energy S.p.A. for the operational management of the plants during the Operational Phase.
- P.A.: the public administration, including public officials and those in charge of a public service.
- *Partners*: the contractual counterparties of Absolute Energy S.p.A., both natural and legal persons, with whom the company enters into any form of contractually regulated collaboration (temporary business association, *joint ventures*, consortia, collaboration in general), where they are intended to cooperate with Absolute Energy S.p.A. in the context of Sensitive Activities.
- Project: construction of energy generation plants from renewable sources (photovoltaic and wind) and electrochemical energy storage, which is developed by Absolute Energy S.p.A. in all its phases, from design to operation and maintenance, including their construction, management and maintenance.
- Offences or Offences Predicate: the types of offences to which the discipline provided for by Legislative Decree 231/2001 applies, also following subsequent amendments and additions.

- TUSL: Legislative Decree no. 81 of 9 April 2008 on "*Implementation of Article 1 of Law no. 123 of 3 August 2007 on the protection of health and safety in the workplace*" (Consolidated Law on Health and Safety at Work).

CHAPTER 1 LEGISLATIVE DECREE NO. 231/2001

1.1 Legislative Decree no. 231/2001 and the relevant legislation

On 8 June 2001 – in execution of the delegation referred to in art. 11 of Law no. 300 of 29 September 2000 – Legislative Decree 231/2001, which came into force on 4 July 2001, which intended to adapt the domestic legislation on the liability of legal persons to some international conventions to which Italy has adhered.

Legislative Decree 231/2001, containing the "*Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality*", introduced for the first time in Italy the criminal liability of entities for certain crimes committed in the interest or to the advantage of the same, by persons who hold representation, administration or management functions of the entity or one of its units organisational organisation with financial and functional autonomy, as well as by persons who exercise, even de facto, the management and control of the same and, finally, by persons subject to the management or supervision of one of the above-mentioned subjects. This liability is in addition to that of the natural person who materially carried out the act.

The new liability introduced by Decree 231 aims to involve in the punishment of certain criminal offences the assets of entities that have derived an interest or advantage from the commission of the offence. For all offences committed, a financial penalty is always applied; for the most serious cases, interdictory measures are also envisaged such as the suspension or revocation of licenses and concessions, the prohibition of contracting with the Public Administration, the prohibition from exercising the activity, the exclusion or revocation of funding and contributions, the prohibition of advertising goods and services.

As for the type of offences intended to entail the aforementioned regime of administrative liability for Entities, the Decree - in its original text - referred to a series of offences committed in relations with the Public Administration. Over the years, however, a series of legislative interventions has expanded the list of crimes to include numerous cases provided for in our legal system.

To date, therefore, the so-called predicate crimes include:

(i) crimes committed in relations with the Public Administration (Articles 24 and 25 of the Decree);

(ii) the offences of counterfeiting coins, public credit cards and revenue stamps and identification instruments or signs (Article 25-bis of the Decree);

(iii) certain types of so-called corporate crimes (Article 25-ter of the Decree*)*

(iv) crimes with the purpose of terrorism or subversion of the democratic order (Article 25-quarter of the Decree);

(v) the offences of mutilation of the female genital organs (Article 25 quarter-1 of the Decree);

(vi) crimes against the individual personality (art. 25-quinquies of the Decree);

(vii) crimes and administrative offences of market abuse (Article 25-sexies of the Decree);

(viii) transnational crimes (introduced by Law no. 146 of 16 March 2006);

(ix) the crimes of manslaughter and serious or very serious injuries committed in violation of the rules on the protection of health and safety at work (art. 25-septies of the Decree);

(x) the crimes of receiving stolen goods, laundering and use of money, goods or utilities of illegal origin as well as self-laundering (Article 25-octies of the Decree);

(xi) crimes relating to payment instruments other than cash (Article 25-octies.1 of the Criminal Code);

(xii) computer crimes and unlawful data processing (Article 24-bis of the Decree);

(xiii) crimes of organized crime (art. 24-ter of the Decree);

(xiv) crimes against industry and commerce (art. 25 bis-1 of the Decree);

(xv) crimes relating to copyright infringement (Article 25-novies of the Decree);

(xvi) the inducement not to make declarations or to make false declarations to the judicial authorities (art. 25-decies of the Decree);

(xvii) environmental crimes (art. 25-undecies of the Decree);

(xviii) the employment of third-country nationals whose residence permit is irregular (Article 25-duodecies of the Decree);

(xix) crimes of racism and xenophobia (art. 25-terdecies of the Decree);

(xx) the offences of fraud in sports competitions, abusive exercise of gaming or betting and games of chance exercised by means of prohibited machines (Article 25-quaterdecies of the Decree);

(xxi) tax crimes (art. 25-quinquesdecies of the Decree);

(xxii) smuggling offences (Article 25-sexiesdecies of the Decree);

(xxiii) crimes against cultural heritage (art. 25-septiesdecies);

(xxiv) laundering of cultural property and devastation and looting of landscape cultural property (art. 25-duodevicies).

1.2 Requirements for exclusion of liability of the entity

Articles 6 and 7 of Legislative Decree 231/2001 provide for a form of exemption from liability if the company demonstrates that it has adopted and effectively implemented an organisational, management and control model suitable for preventing the commission of the so-called predicate offences.

The Model must meet the following requirements:

- identify the activities in which there is the possibility of committing crimes;
- provide for specific protocols aimed at planning the formation and implementation of the company's decisions in relation to the crimes to be prevented;
- 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 (including a *whistleblowing system*);
- introduce a private disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model.

For the purposes of exemption from liability, Legislative Decree 231/2001 also provides that:

1. the company has set up an internal control body within the entity with the task of supervising the functioning, effectiveness and compliance with the Model as well as ensuring that it is updated (the so-called Supervisory Body);
2. the control body is not guilty of omitted or insufficient supervision of the implementation and compliance with the Model;
3. the company has set up a system for periodic verification and possible updating of the Model;

4. the offender has acted fraudulently circumventing the provisions of the Model.

The same Decree provides that the Model may be adopted, guaranteeing the above requirements, on the basis of codes of conduct (*i.e.* "Guidelines") drawn up by representative trade associations, communicated to the Ministry of Justice.

CHAPTER 2 – CONFINDUSTRIA'S GUIDELINES

2.1 Risk identification and protocols

In preparing this Model, the Company has been inspired by the principles set out in the Guidelines prepared by Confindustria in their latest version of June 2021.

The elements that the Guidelines indicate as fundamental in the construction of the Model can be traced back to the following activities:

- identification of Sensitive Activities, aimed at verifying in which area/sector of the company it is possible to commit Crimes;
- preparation of a control system capable of preventing risks through the adoption of appropriate procedures.

The most relevant components of the control system are identified in the following tools:

- code of ethics (or code of conduct);
- organizational system;
- company procedures;
- authorization and signature powers;
- control and management systems;
- communication and training.

The components of the control system must be based on the following principles:

- verifiability, documentability, consistency and congruence of each operation;
- documentation of controls;
- provision of an adequate sanctioning system;
- identification of the requirements of the Supervisory Body, which can be summarised as follows:
  a) autonomy and independence;
  b) professionality;
  c) continuity of action.
- information obligations of the Supervisory Body.

2.2 The *"preventive control system"*

The main components of the preventive control system for the purposes of exemption from liability *pursuant to* Legislative Decree 231/2001 identified by Confindustria are:

a) for crimes of an intentional nature:

- the adoption of an organizational model;
- the existence of a sufficiently formalized and clear organizational system, especially in the definition of the attribution of responsibilities;
- the existence of a *corpus* of manual and computerized procedures such as to regulate the performance of activities by providing the appropriate control points;
- the provision of specific authorization and signing powers assigned in line with the organizational and management responsibilities defined;
- the presence of a management control system capable of providing timely reporting of the existence and occurrence of general and/or particular critical situations;
- communication to staff must be capillary, effective, authoritative (i.e. issued from an adequate level), clear and detailed, periodically repeated;
- the performance of training activities for the personnel involved in the areas most exposed to the risk of committing the so-called predicate crimes.

b) for the offences of manslaughter and culpable bodily injury committed in violation of the rules on the protection of health and safety at work;

In addition to those already mentioned above, the components of the control system must include:

- the performance of training and training activities appropriate to the tasks of each worker/operator;
- communication and involvement of all stakeholders to allow adequate awareness and commitment at all levels;
- the harmonization of the operational management of occupational health and safety risks with the overall management of company processes;

- the provision of a safety monitoring system whose methods and responsibilities must be established at the same time as the definition of the methods and responsibilities of operational management.

The components described above must be integrated into a single complex system that complies with the following control principles:

- verifiability, documentability, consistency and congruence of each operation and transaction;
- application of the principle of separation of functions ("no one can manage an entire process independently");
- documentation (also through the drafting of written reports) of the checks carried out.

CHAPTER 3 – ADOPTION OF THE MODEL BY ABSOLUTE ENERGY S.P.A.

3.1 The Company

Absolute Energy S.p.A.'s main object is to invest in the energy transition, through the development of energy projects from renewable sources, solar and wind, and electrochemical storage systems, from design to construction, operation and maintenance.

Absolute Energy S.p.A. is controlled by Venus Holdco Limited, a company incorporated under English law owned by I Squared Capital, an important *private equity* fund specializing in the management of infrastructure investments at a global level.

In particular, the activity of the Companies is developed in three phases:

1. the Development Phase, the implementation of which is carried out internally or by external companies (the so-called "developers" or "*Developers*");
2. the Construction Phase, which is contracted out to EPC *contractors*;
3. the Operational Phase, which is carried out through the use of third parties (*O&M contractors*) under the supervision of the *Asset Managers*.

3.2 The Code of Ethics

The Company has adopted a code of ethics (the "Code of **Ethics**").

The Code of Ethics, an integral part of the Model, forms a *body* of internal rules that formally define the set of ethical values, integrity and transparency that inspire the Company in all its relationships as well as in the exercise of its rights, duties and responsibilities.

The Company's Code of Ethics, which is intended to be referred to in full herein, is also an essential foundation of the Model, the provisions of which are integrated with the provisions of the Model.

3.3 Adoption of the Model

With a view to adapting its organisational system to the *best practice* in place in this area and to prevent the risk of committing offences within the Company, the Company adopted this Model on **[●]** by resolution of the Board of Directors.

The Company has also established a Supervisory Body which has been assigned the task of supervising the operation, effectiveness and compliance with the Model itself, as well as ensuring that it is updated.

3.4 Function and purpose of the Model

The Company is sensitive to the expectations of its shareholder and *stakeholders* as it is aware of the value that can derive to them from an internal control system suitable for preventing the commission of the offences referred to in the Decree.

The adoption and effective implementation of the Model improve the Company' *s corporate governance* system , as they limit the risk of committing crimes and allow it to benefit from the exemption provided for by Legislative Decree 231/2001; therefore, the purpose of this Model is to set up a structured and organic system of prevention, deterrence and control aimed at reducing the risk of committing crimes through the identification of Sensitive Activities and the principles of conduct that must be respected by the Recipients.

The Model also aims to:

- raise awareness among all Recipients and disseminate the rules of conduct contained therein at all levels of the Company;
- determine, in all those who operate in the name and on behalf of the Company in Sensitive Activities, the awareness of being able to incur, in the event of violation of the provisions contained therein, an offence punishable by disciplinary, criminal and administrative sanctions, as well as the awareness of being able to determine – in the event of conduct that does not comply with the requirements of the Model and other company rules and procedures/rules (as well as the law) – offences liable to criminally relevant consequences not only for themselves, but also for the Company;
- reiterate that these forms of unlawful conduct are strongly condemned by the Company as (even if it were apparently in a position to take advantage of them) they are in any case contrary not only to the provisions of the law, but also to the ethical and social principles to which the Company intends to comply in carrying out its activities;
- allow the Company, thanks to monitoring of Sensitive activities, to intervene promptly to prevent or combat the commission of the Crimes themselves.

3.5 Model Features

The characteristics of this Model are its effectiveness, specificity and topicality.

Effectiveness

The effectiveness of the Model depends on its suitability in practice to develop decision-making and control mechanisms such as to eliminate – or at least significantly reduce – the risk of liability

for crime. This suitability is guaranteed by the existence of both control mechanisms suitable for identifying anomalies in the system and timely intervention tools to effectively combat such anomalies.

Specificity

The specificity of the Model determines its effectiveness:

1. specificity of Sensitive Activities *pursuant to* Article 6, paragraph 2, letter a), Legislative Decree 231/2001, which requires a "mapping" of the activities in which crimes may be committed;
2. specificity of the processes of formation of the decisions of the entity and of the implementation processes in the Sensitive Activities *pursuant to* Article 6, paragraph 2, letter b), Legislative Decree 231/2001.

Current events

The Model is suitable for reducing the risks of crime only if it is constantly adapted to the structure and activity of the company, for this reason the provision of art. 6, Legislative Decree 231/2001 assigns the Supervisory Body the task of updating the Model.

Art. Article 7 of the Decree, on the other hand, establishes that a periodic verification of the Model is necessary for its effective implementation; likewise, it must be amended when violations are discovered or changes occur in the activity or organizational structure of the company/entity.

3.6 The construction of the Model and its structure

The phases in which the work of identifying the Sensitive Activities was divided are briefly described below, on the basis of which this Model was then prepared.

*1. Identification of Sensitive Activities and Execution of the "*Gap Analysis*"*

The objective of this phase was the analysis of the business context, in order to identify in which area/sector of activity and in what way the crimes can be committed.

The identification of the so-called Sensitive Activities, in order to manage them correctly, was implemented through the prior examination of the relevant company documentation *ratione* materia (bylaws, minutes of the Board of Directors, system of proxies and powers of attorney, main contracts with suppliers and consultants, etc.) and a series of interviews with key subjects within the company structure.

From the performance of this analysis process, it was possible to identify, within the company structure, a series of Sensitive Activities most exposed to the abstract risk of committing one of the Crimes.

Following this investigation phase, the management and control methods of the Sensitive Activities and their compliance with the commonly accepted internal control principles were verified, and the improvement actions to be implemented were identified in order to arrive at the definition of the Model for the Company *pursuant to* Legislative Decree 231/01.

2. Preparation of the Model.

This Model consists of the following documents:

i. a "General Part", containing the set of rules and general principles dictated by the Model;

ii. 11 "Special Parts" prepared for some different categories of offences contemplated in Legislative Decree 231/2001 and considered theoretically conceivable in relation to the activity carried out by the Company downstream of the risk analysis, namely:

- Special Part A – Crimes committed in relations with the Public Administration and the crime of inducement not to make statements or to make false statements to the judicial authority;
- Special Part B – Corporate crimes (excluding corruption crimes between private individuals subject to a specific Special Part);
- Special Part C – Crimes of corruption between private individuals;
- Special Part D – Offences of receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin and financing of terrorism;
- Special Part E – Crime of self-laundering;
- Special Part F – Crimes of manslaughter or serious or very serious injuries committed with violation of the rules on the protection of health and safety at work, Crimes against the individual personality and Crime of employment of illegally staying third-country nationals;
- Special Part G – Environmental crimes;
- Special Part H – Computer crimes and crimes in violation of copyright;
- Special Part I – Crimes of organized crime;

- Special Part L – Tax crimes;
- Special Part M – Smuggling offences;
- Special Part N - Crimes against cultural heritage and crimes of laundering cultural property and devastation and looting of cultural and landscape property.

In particular, each of the aforementioned Special Parts has the function of:

a) identify the specific principles of conduct that the Recipients are required to observe for the purposes of the correct application of the Model and, in particular, the limitation of the risk of committing the specific type of Offences considered by each of them;

b) provide the Supervisory Body and the heads of the other corporate functions that cooperate with it, the executive tools to carry out the control, monitoring and verification activities envisaged.

3.7 The inspiring principles of the Model

In preparing this Model, account has been taken of the content of the procedural system, company practice and control systems in place at the Company, where considered suitable also as measures for the prevention of crimes and tools for controlling Sensitive Activities. The Model is therefore an additional component of the internal control system adopted by the Company.

This Model does not constitute a "*quid novi*": the business activity carried out by the Company, in fact, has been characterized since its establishment by its own system (a model), as well as by a consolidated organizational structure. For the Company, therefore, it was a matter of carrying out an analysis of the internal organisational structures already active and operating, as well as the presidia already in place, to verify their compliance with the provisions of the Decree and possibly strengthen them.

In particular, as specific tools already existing and aimed at planning the formation and implementation of the Company's decisions also in relation to the Crimes to be prevented, the Company has identified the following:

1. the *corporate governance* principles generally followed by the Company;
2. the documentation and provisions relating to the Company's hierarchical-functional corporate and organisational structure;
3. the company regulations that the Company has prepared as part of Sensitive Activities (for example, company documentation on safety at work);

4. staff training;
5. the sanctioning system referred to in the CCNL.

The rules, procedures and principles referred to in the tools listed above – even where not detailed in this Model – are part of the broader system of organisation and control that the same intends to integrate.

The key principles that inspire the Model, in addition to the above, are:

1. the Confindustria Guidelines and best *practices* on the subject, on the basis of which the mapping of **Absolute Energy's** Sensitive Activities has been prepared;
2. the requirements indicated by Legislative Decree no. 231/2001, including:
   - the assignment to a **supervisory body** within the Company of the task of implementing the Model effectively and correctly, including through the monitoring of corporate conduct and the right to constant information on activities relevant for the purposes of Legislative Decree no. 231/2001;
   - the provision to the Supervisory Body of **company resources** of a reasonable number and value and proportionate to the tasks entrusted to it and to the expected and reasonably achievable results;
   - the activity of **verifying the functioning** of the Model with consequent periodic updating (*ex-post control*);
   - the activity of **raising awareness and disseminating** the rules of conduct and procedures established at all company levels;
3. the general principles of an adequate internal control system and in particular:
   - the **verifiability and documentability** of each transaction relevant for the purposes of Legislative Decree no. 231/2001 to allow the identification of precise "points" of responsibility and the "motivation" of the choices themselves (the so-called "*traceability of choices*");
   - compliance with the principles of **segregation of duties** (segregation of duties*);*
   - the provision that, in making decisions, merely subjective evaluations are dispensed with, referring instead, where possible, to **pre-established criteria** (the so-called "*objectification of decision-making processes*");
   - the definition of **authorization powers** consistent with the responsibilities assigned;

- the provision of **specific information flows to the Supervisory Body** and **by the latter to the Corporate Bodies**;

4. the internal control system, which monitors the areas where the risk of committing crimes is greater.

3.7.1. The system of delegations and powers of attorney

In principle, the system of delegations and powers of attorney must be characterized by elements of "security" for the purpose of preventing crimes and, at the same time, still allow the efficient management of company activities.

"Delegation" is understood as the internal act of assigning functions and tasks, reflected in the system of organizational communications.

"Power of *attorney*" means the unilateral legal transaction by which the Company assigns powers of representation towards third parties.

The holders of a corporate function who require, in order to carry out their duties, powers of representation are granted a "*power of attorney*" of adequate extension and consistent with the functions and management powers attributed to the holder through the "*delegation*".

(a) Essential requirements of the delegation system

The essential requirements of the delegation system, for the purposes of effective crime prevention, are the following:

a) all those (Employees and Corporate Bodies) who maintain relations with the Public Administration on behalf of the Company must be formally identified (through formal delegation, *job description*, etc.); the proxies must combine each management power with the relative responsibility and an adequate position in the organization chart and be updated as a result of organizational changes;

b) Each delegation must specifically and unequivocally define:

   - the powers of the delegate;
   - the subject (body or individual) to whom the delegate reports hierarchically or functionally or *by law* or by statute;

c) the management powers assigned with the delegations and their implementation must be consistent with the company's objectives;

d) The delegate must have spending powers appropriate to the functions conferred on him.

(b) Essential requirements of the system of powers of attorney

The essential requirements of the system of attribution of **prosecutors' offices**, for the purposes of effective prevention of crimes, are the following:

a) functional powers of attorney are conferred in accordance with the role held by the person procured within the Company and – where the content of the same is not exhaustive – are accompanied by a letter of instructions indicating the specific activities in relation to which the power of attorney is conferred;

b) the powers of attorney must be promptly updated in the event of the assumption of new responsibilities, transfer to various tasks incompatible with those for which it was assigned, resignation, dismissal, etc.;

c) powers of attorney that grant a single power of signature set spending limits; they are also accompanied by a specific provision that establishes, in addition to the expenditure limits, the area in which the power of representation can be exercised.

3.8 Recipients of the Model

The rules contained in this Model are addressed to the following subjects:

a) persons who hold representation, administration or management functions of the Company, including members of the Corporate Bodies;

b) persons who exercise, even de facto, the management and control of the Company itself;

c) the Employees and, in any case, the persons subject to the management or supervision of the aforementioned subjects;

d) limited to what is specifically indicated in the relevant contractual agreements, to Consultants, Suppliers, *Partners* and, in general, to all those who operate in the name or on behalf of or in any case in the interest of the Company (including the Representatives of other Group companies controlled by Absolute Energy S.p.A.

The contents of the Model are communicated to the Recipients in a manner suitable for ensuring effective knowledge of them, as indicated in Chapter 5 of this General Part. The Recipients are required to comply with all its provisions in a timely manner, also in fulfilment of the duties of correctness and diligence deriving from the legal relationship they have established with the Company.

3.9 Organisational structure and intra-group service contracts

For the purposes of implementing the Model, the Company's organisational structure is of fundamental importance, on the basis of which the essential organisational structures, the respective areas of competence and the main responsibilities assigned to them are identified.

If the Company uses services provided by other companies in the Group, these services must be governed by a written contract.

Outsourcing contracts must include:

1) a detailed description of the outsourced activities;
2) adequate verification and control powers vested in the Company;
3) the methods of pricing for the services rendered;
4) the obligation of the *outsourcer*, as the Recipient of the Model, to carry out the activity in compliance with the provisions of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 adopted by the Company;
5) the right to terminate the contract between the parties in the event of violation of the obligation to carry out the activity in compliance with the provisions of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 adopted by the Company.

3.10 Procedural Structure

In order to further and more effectively implement the principles and rules of conduct set out in the Model, the Company also adopts a series of procedures aimed at regulating in greater detail certain aspects of the operation and management of certain business processes.

These procedures are to be understood as an integral part of the Model, of which they constitute operational protocols to all intents and purposes.

CHAPTER 4 – THE SUPERVISORY BODY

4.1 Identification of the Supervisory Body

Pursuant to art. 6, letter b) of Legislative Decree 231/2001, an indispensable condition for the granting of exemption from administrative liability is the attribution to a body of the Company, with autonomous powers of initiative and control, of the task of supervising the operation and compliance with the Model, as well as taking care of its updating.

On this subject, the Guidelines, interpreting the provisions of the Decree, suggest the identification of the SB as a body within the structure of the company, characterized by autonomy, independence, operational efficiency and continuity of action, as well as possessing professionalism and integrity appropriate to the role.

The individual requirements that must characterize the Supervisory Body are as follows.

a) Autonomy and independence

The requirement of autonomy and independence presupposes that the SB responds, in the performance of this function, only to the highest hierarchical level (e.g. the Board of Directors).

When setting up the SB, its independence is ensured by the obligation of the administrative body to approve an adequate annual allocation of financial resources, also on the proposal of the Supervisory Body itself, which the latter may have at its disposal for any need necessary for the proper performance of its duties (e.g. specialist advice, travel, etc.).

Finally, independence presupposes that the members of the Supervisory Body are not in a position, not even potentially, of conflict of interest with the Company, nor do they hold operational functions within the Company that would undermine their objectivity of judgment at the time of checks on compliance with the Model.

(b) Good repute and grounds for ineligibility

The following persons may not be elected members of the Supervisory Body and, if they are, necessarily and automatically lose their office:

i. those who find themselves in the conditions provided for by art. 2382 of the Italian Civil Code, i.e. those who are incapacitated, disqualified, bankrupt or sentenced to a penalty that involves the interdiction, even temporary, from public offices or the inability to exercise managerial offices;

ii. those who have been subjected to preventive measures ordered by the judicial authorities pursuant to Law no. 1423 of 27 December 1956 (so-called "*Law on prevention measures against persons dangerous to safety and public morality*") or Law no. 575 of 31 May 1965 (so-called "*Anti-Mafia Law*");

iii. those who have been convicted following a sentence even if not yet final, or issued *pursuant to* art. 444 et seq. of the Code of Criminal Procedure or even if with a conditionally suspended sentence, without prejudice to the effects of rehabilitation:

1) for one of the offences provided for in Title XI, Book V, of the Italian Civil Code (Criminal provisions on companies and consortia) and in Royal Decree no. 267 of 16 March 1942, as subsequently amended or supplemented;

2) to a prison sentence, not less than one year, for one of the offences provided for by the rules governing banking, financial, securities and insurance activities and by the rules on markets and transferable securities, of payment instruments (among these, by way of example but not limited to, the offences of banking and financial abuse referred to in Articles 130 et seq. of the Consolidated Banking Act, the offences of counterfeiting coins, spending and introducing into the State, after concert, counterfeit coins referred to in art. 453 of the Criminal Code, the crimes of fraudulent damage to insured property and fraudulent mutilation of one's person referred to in art. 642 of the Criminal Code);

3) for an offence against the public administration, or imprisonment for a period of not less than one year for a offence against public faith, against property, against public order, against the public economy or for a crime in tax matters;

4) imprisonment for a period of not less than two years for any non-culpable crime;

5) in any case and regardless of the extent of the penalty, for one or more offences among those exhaustively provided for by Legislative Decree 231/2001;

iv. those who have held the position of member of the SB in companies against which the sanctions provided for by art. 9, Legislative Decree 231/2001, unless 5 years have elapsed since the final imposition of the sanctions and the member has not incurred a criminal conviction, even if not definitive.

c) Proven professionalism, specific skills in terms of inspection and consultancy activities

The Supervisory Body must possess, internally, technical and professional skills appropriate to the functions it is called upon to perform. These characteristics, combined with his independence,

guarantee his objectivity of judgment; it is therefore necessary that within the Supervisory Body there are individuals with adequate professionalism in economic matters, control and management of corporate risks. The Supervisory Body will also be able, also with the help of external professionals, to equip itself with competent resources in the legal field of business organization, auditing, accounting and finance.

(d) Continuity of action

The Supervisory Body continuously carries out the activities necessary for supervision regarding the correct application of the Model with adequate commitment and with the necessary investigative powers; takes care of the implementation of the Model ensuring that it is constantly updated.

The SB does not carry out operational tasks that could condition and contaminate the overall vision of the business activity that is required of it.

4.2 Term of office

The Board of Directors appoints the Supervisory Body by means of a specific Board resolution: in this regard, at the time of appointment, adequate clarifications must be provided during the Board meeting regarding the professionalism of its members, whose *curriculum vitae* will be attached to the relevant minutes.

The SB is identified in monocratic composition and appointed for a period of 3 years.

At the end of the term of office, the SB may continue to carry out its functions and exercise the powers within its competence, as specified below, until the appointment of the new member by the Board of Directors.

In order to guarantee the requirements of independence and autonomy, from the moment of appointment and for the entire duration of the office, the member of the Body:

a) must not hold executive or delegated positions on the Company's Board of Directors;

b) must not perform operational or *business* functions within the Company;

c) must not have significant business relationships with the Company, with companies controlled by it or associated with it (except for the employment relationship), nor have significant business relationships with directors with powers (executive directors);

d) must not have relations with or be part of the family unit of the executive directors, the family unit being understood as the one consisting of the spouse who is not legally separated, relatives and relatives within the fourth degree;

e) must not be the holders, directly or indirectly, of shareholdings in the Company's capital;

f) must have and maintain the requisites of good repute indicated in letter b) of paragraph 4.1 above.

The member of the Supervisory Body is required to sign, at the time of appointment and then periodically, a declaration certifying the existence and subsequent persistence of the above independence requirements and, in any case, to immediately notify the Board of Directors of the Company of any obstructive conditions.

The incompatibilities referred to in letters a) to e) above, the circumstances referred to in letter f), supervening incapacity and death represent cases of automatic forfeiture; except in cases of automatic forfeiture, the member of the Body may not be revoked by the Board of Directors except for just cause.

The following are cases of just cause for revocation:

a) a sentence condemning the Company pursuant to the Decree or a plea bargaining sentence, which has become final, with the application of the sanctions referred to in art. 9, paragraph 2, of Legislative Decree 231/2001, where the documents show the omitted or insufficient supervision by the Supervisory Body, in accordance with the provisions of art. 6, paragraph 1, letter d) of the Decree;

b) the violation of the confidentiality obligations referred to *below*;

c) failure to attend more than three consecutive meetings without justified reason;

d) gross negligence in the performance of their duties;

e) in the case of persons within the company structure, any resignation or dismissal.

In the event of the resignation or automatic disqualification of the member of the Supervisory Body, the Board of Directors shall take the appropriate decisions without delay.

4.3 Function, powers and duties of the Supervisory Body

The Company's SB is entrusted with the task of supervising:

1) compliance with the requirements of the Model by the Recipients;

2) on the suitability and effectiveness of the Model in relation to the structure of the Company and any changes thereto;

3) on the opportunity to update the Model, in relation to the changed structural conditions

and legislative and regulatory changes.

As for the more operational aspects, the Company's SB is entrusted with the task of:

- verify the efficiency and effectiveness of the Organisational Model adopted pursuant to Legislative Decree 231/2001;
- develop control and monitoring systems aimed at the reasonable prevention of irregularities pursuant to Legislative Decree 231/2001;
- verifying compliance with the *standards* of conduct and procedures provided for by the Model and detecting any behavioural deviations, through analysis of information flows and reports to which the managers of the various Sensitive Activities are required; for the performance of the verification and control activities, referred to in this point and the previous ones, the SB, may make use of the verification activities of any control functions appointed by the Company;
- periodically report to the Board of Directors (and the Board of Statutory Auditors) on the status of implementation and operation of the Model;
- promote and/or develop, in agreement with the corporate functions in charge of this, internal information and communication programmes, with reference to the Model, standards of conduct and procedures adopted pursuant to Legislative Decree 231/2001;
- promote and/or develop the organisation, in agreement with the relevant corporate functions, of training courses and the preparation of information material useful for the communication and dissemination of the ethical principles and standards that inspire the Company in carrying out its activities;
- provide clarifications on the meaning and application of the provisions contained in the Model;
- ensure the updating of the system for identifying, mapping and classifying Sensitive Activities;
- collect, process and store information, including reports, relevant to compliance with the Model;
- periodically carry out targeted checks and inspections on certain transactions and specific acts, carried out in the Sensitive Activities as identified in the Model;
- report to the Board of Directors, for appropriate measures, any ascertained violations

of the Model that may result in the Company being liable;

- formulate proposals to the Board of Directors for any updates and adjustments to the Model adopted and its constituent elements, as a result of:
  - significant violations of the provisions of the Model;
  - significant changes in the internal structure of the Company and/or in the methods of carrying out business activities;
  - changes in the performance of company activities;
  - regulatory changes.
- introduce, if necessary and without prejudice to the provisions of this document, other operating rules relating, for example, to the frequency of its meetings, any specific tasks entrusted to individual members or to the management of information acquired in the exercise of the office.

All activities carried out by the SB in the performance of its duties are not subject to the review of any other body or structure of the Company.

4.4 Information flows from the SB to top management

The SB reports on the implementation of the Model and the emergence of any critical issues.

The SB has two different types of information flows:

- the former, on an ongoing basis, and as soon as necessary, directly to the Chief Executive Officer(s);
- the second, on a periodic basis, by means of a specific written report (at least annually), to the Board of Directors (as well as, in copy, to the attention of the Board of Statutory Auditors).

These information flows concern:

1. the activity carried out by the SB;
2. any critical issues (and ideas for improvement) that have emerged both in terms of behaviour or events within the Company and in terms of the effectiveness of the Model. If the SB detects critical issues attributable to any of the contact subjects, the corresponding report is to be promptly addressed to one of the other subjects identified above.

The Board of Directors has the right to convene the SB at any time which, in turn, has the right to request, through the competent functions or subjects, the convocation of the aforementioned bodies for urgent reasons.

4.5 Information flows to the SB: general information and specific mandatory information.

Art. 6, paragraph 2, letter d) of Decree 231 requires the provision in the Model of information obligations towards the body responsible for supervising the operation and compliance with the Model itself (i.e., the Supervisory Body). The obligation of a structured flow of information is designed as a tool to ensure the supervision of the effectiveness and effectiveness of the Model and for the possible subsequent verification of the causes that made it possible to commit the offences envisaged by Decree 231.

The effectiveness of the supervisory activity is based on a structured system of reports and information from all the Recipients of the Model, with reference to all acts, behaviours or events, of which they become aware, which could lead to a violation of the Model or which, more generally, are potentially relevant for the purposes of Decree 231.

As required by the Confindustria Guidelines and *best practices*, the information flows towards the Supervisory Body refer to the following categories of information:

- ad hoc *information flows* (relating to current or potential critical issues that should be brought to the attention of the SB immediately, as better specified *below*);
- periodic information (relating to numerous and different aspects on which it is appropriate for the SB to receive information at a predetermined interval – usually annually or half-yearly – for monitoring compliance with the rules of conduct provided for in the individual Special Parts of the Model, as better explained *below*).

4.5.1. Ad hoc information flows

The ad hoc *information flows* addressed to the SB relate to current or potential critical issues and may consist of:

a) *occasional news in relation to which immediate information to the Supervisory Body is appropriate.* The obligation to provide information concerns:

- the measures and/or information coming from the Judicial Authority, or from any other Authority, which shows that investigations/assessments have been carried out concerning the Company, including against unknown persons, for one of the Crimes;

- requests for legal assistance from managers and/or Employees in the event of the initiation of legal proceedings for one of the Crimes;
- news relating to the effective implementation, at all company levels, of the disciplinary system provided for in the Model with specific evidence of the disciplinary proceedings activated and any sanctions imposed, or of the measures for the dismissal of these proceedings with the related reasons;
- reports and reports from which elements with critical profiles may emerge with respect to compliance with the rules referred to in Legislative Decree 231/2001;
- the possible existence of situations of conflict of interest between one of the Recipients and the Company;
- any accidents in the workplace with a prognosis equal to or greater than 40 days, or measures taken by the Judicial Authority or other Authorities regarding occupational safety and health;
- any accidents or events that may involve an environmental risk;

b) *information from any source, concerning the possible commission of crimes or in any case violations of the Model*.

The Reporting Manager, appointed by the Company in accordance with Legislative Decree No. 24/2023 (see Chapter 5), is required to forward any reports concerning violations of the Organizational Model and the Code of Ethics to the SB.

The SB, in coordination with the Reporting Manager, evaluates the reports received and determines any initiatives, possibly listening to the author of the report and/or the person responsible for the alleged violation and/or any other person it deems useful, justifying in writing any conclusion reached.

In order to facilitate the flow of reports and information to the SB, a special *e-mail* box of the Supervisory Body has been set up, specifically communicated to the Recipients.

The SB may also ask the independent auditors for information on the activities carried out by the latter, which are of interest for the purposes of implementing the Model and monitoring compliance with it

4.6 Collection and Storage of Information

Each information collected and each *report* received or prepared by the Supervisory Body is stored for 5 years (or, in cases of storage of documents relating to a report pursuant to the *Whistleblowing* Decree, for the time necessary to process the report and in any case no longer than 5 years) in a special archive kept by the SB in paper or electronic format.

4.7 Checks on the adequacy of the Model

In addition to the supervisory activity that the SB continuously carries out on the effectiveness of the Model (and which takes the form of verifying the consistency between the conduct of the Recipients and the Model itself), it may carry out specific checks (for example, on a "sample" basis) on the actual ability of the Model to prevent crimes, possibly making use of the support of third parties with adequate characteristics of professionalism and independence.

In addition, a review is carried out of all the reports received during the year, the actions taken by the SB and the sample checks of the events considered risky.

For the checks, the SB normally makes use of the support of other internal functions that, from time to time, are necessary for this purpose.

The checks and their outcome are included in the periodic *report* to the Corporate Bodies in which, in the event of critical issues emerging, the SB will set out the improvements it suggests to be implemented.

CHAPTER 5 – WHISTLEBLOWING

5.1 The Procedure for Managing Reports

In compliance with whistleblowing regulations, as amended by Legislative Decree No. 24/2023, the Organizational Model adopted by the Company establishes reporting channels enabling recipients of the Model to submit well-founded and detailed reports aimed at safeguarding the integrity of the entity. These reports may concern:

- unlawful conduct relevant under Legislative Decree No. 231/2001, based on specific and consistent factual elements;
- violations of the Organizational and Management Model of which the reporting party becomes aware in the course of performing their duties.

The Company, in line with the ANAC Guidelines and the Operational Guide issued by Confindustria, has set up an internal reporting channel that ensures:

- confidentiality regarding the identity of the whistleblower, the individual involved, other persons mentioned in the report, and the content of the report itself;
- the protection of related documentation.

Reports may be made, at the reporter's discretion:

- in writing, through registered mail;
- orally, via dedicated telephone lines, voice messaging systems, or, upon request, through a direct meeting with the Reporting Manager.

The receipt and management of reports are governed by a specific procedure called **"Procedure for Managing Reports (Whistleblowing),"** which is an integral part of the Organizational Model. This procedure is made accessible to all authorized persons through publication on the Company's website.

The management of reports, in accordance with Legislative Decree No. 24/2023, has been entrusted to an external entity.

CHAPTER 6 – FORMATION AND DISSEMINATION OF THE MODEL

6.1 Training and information for Corporate Bodies and Employees

For the purposes of the effectiveness of this Model, it is the Company's objective to ensure correct knowledge and dissemination of the rules of conduct contained therein towards the Recipients. The level of training and information is implemented with a different degree of depth in relation to the different level of involvement in Sensitive Activities.

Periodic training activities must be carried out for the Corporate Bodies and Employees on the contents of the Model and Legislative Decree 231/2001.

- *The initial communication*

The adoption of this Model is communicated to all Employees and collaborators present in the company at the time of its adoption, as are any subsequent significant updates.

New hires, on the other hand, are informed of the Company's adoption of the Model at the time of starting work with the Company.

The Company, in particular, must ensure that each new hire:

- receives, at the time of establishment of the relationship, an updated copy of the Company's Model 231;
- signs a declaration of receipt and commitment to comply with it.

- *Training*

The training activity aimed at disseminating knowledge of the regulations referred to in Legislative Decree 231/2001 is differentiated, in terms of content and delivery methods, according to the qualification of the respective recipients, the level of risk of the area in which they operate, and whether or not they have the same functions of representation as the Company.

With reference to new hires, the Company guarantees that they receive, as part of the training activity that is carried out in the first working days, basic training also with regard to the regulations referred to in Decree 231.

Failure to participate in the training activity without justification constitutes a violation of the principles contained in this Model and, therefore, may be subject to sanctions pursuant to the provisions of the following Chapter.

The training activity, aimed at disseminating knowledge of the Model, is differentiated, in terms of content and delivery methods, according to the qualification of the Recipients, the level of risk of the area in which they operate, and whether or not they have representative functions of the company.

All training programmes will have a minimum common content consisting of the illustration of the principles of Legislative Decree 231/01, the constituent elements of the Model, the individual types of offences and the behaviours considered sensitive in relation to the commission of the above-mentioned offences.

The training plans provided by the Company also include training on *whistleblowing*.

Participation in the training programmes described above is mandatory and the SB must be provided with constant information in this regard.

6.2 Selection and information of Consultants, Suppliers and *Partners*

Without prejudice to the above provisions in relation to intra-group outsourcing contracts, with regard to Consultants, Suppliers and *Partners*, special systems are established to guide the selection of the same according to criteria that take due account of the principles of prevention and integrity referred to in this Model, principles of which they will be adequately informed.

On the occasion of the establishment of a new relationship with Consultants, *Partners* and Suppliers, the Company:

a) will inform the counterparty of its commitment to carry out its business activities lawfully and in full compliance with the principles set out in Legislative Decree 231/2001 and the adoption of the Model;

b) will ask the other party to behave, in turn, in accordance with the principles provided for by Legislative Decree 231/2001.

CHAPTER 7 – DISCIPLINARY SYSTEM

7.1 General principles

The definition of a disciplinary system and sanctions (which must be commensurate with the violation and endowed with deterrent power) applicable in the event of violation of the rules referred to in this Model constitutes, pursuant to art. 6, paragraph 1, of Legislative Decree 231/2001, an essential requirement of the Model.

The application of the aforementioned penalty system presupposes the mere violation of the provisions of the Model; therefore, it will be applied regardless of the establishment, development and outcome of any criminal proceedings initiated by the Judicial Authority in the event that the conduct to be censured also constitutes one of the Crimes.

By virtue of the provisions of the *Whistleblowing Decree* and with reference to any recipient of the Model, it should be noted that, among the conducts punishable by sanctions, the violations provided for by said decree must also be considered[1].

In particular, the sanctioning system is applied following the following violations:

- Failure to comply with the provisions of the Model, the Code of Conduct, and the company procedures referenced by the Model;
- Non-compliance and/or violation of provisions relating to signing authority and, in general, the delegation system referenced in the Corporate Governance document;
- Non-compliance and/or violation of provisions concerning health and safety in the workplace, as highlighted by the risk assessment document and the relevant company procedures and policies;
- Failure to provide accurate or truthful documentation regarding the activities performed, particularly concerning the documentation, storage, and control procedures of Sensitive Areas and Activities (as identified in the Special Part of the Model);
- Violation and/or circumvention of the control system in place through the removal, destruction, or alteration of documentation required by existing procedures or by obstructing the designated individuals and the Supervisory Body (OdV) from performing their oversight and/or accessing the required information and documentation;

[1] It should be noted that the *Whistleblowing* Decree lists (in Article 21) certain conducts for which ANAC may impose, following an assessment procedure, administrative fines.

- Failure by hierarchical superiors to supervise their subordinates to ensure the proper and effective implementation of the Model's provisions, the code, and the company procedures in Sensitive Areas and Activities;
- Failure to inform the OdV and/or the direct hierarchical superior of any violations of the Model committed by other employees or recipients of the Model, when there is direct and certain evidence of such violations;
- Violations of the duty of confidentiality and the protective measures for the identity of the whistleblower and protected individuals under Legislative Decree No. 24/2023;
- The commission of any form of retaliation, even if attempted or threatened, against the whistleblower or protected individuals under Legislative Decree No. 24/2023;
- Failure to establish reporting channels, failure to adopt whistleblowing procedures in compliance with the regulations, or failure to conduct verification and analysis activities concerning the reports received;
- Reports later found to be unfounded, for which the whistleblower's liability has been established, even through a first-instance judgment, for defamation or slander (or similar crimes committed in connection with a report), or their civil liability in cases of intent or gross negligence;
- The performance of actions or behaviors aimed at hindering the reporting process or attempting to obstruct it;
- Failure to communicate, train, and update internal and external personnel operating in Sensitive Areas and Activities.

7.2 Measures against Employees

Conduct by the Company's Employees in violation of the individual rules of conduct deduced in this Model is defined as disciplinary offences.

With reference to the sanctions that may be imposed on Employees, they are imposed and implemented in compliance with the procedures provided for in Article 7 of Law No. 300 of 30 May 1970 (Workers' Statute) and any special applicable regulations.

A. Employees who are not managers

The sanctions applicable to Employees, in accordance with the provisions of the CCNL applied by the Company, are as follows:

1) verbal warning;

2) written warning;

3) fine (within the limits established by the applicable CCNL and any trade union agreements in force from time to time);

4) suspension from work and remuneration (within the limits established by the applicable CCNL and any company trade union agreements in force from time to time);

5) dismissal (in the cases provided for by law as well as in those provided for by the applicable CCNL and any company trade union agreements in force from time to time).

All the provisions, provided for by law and by the CCNL applied, relating to the procedures and obligations to be observed in the application of penalties remain unchanged – and are intended to be referred to herein.

With regard to the detection of infringements, disciplinary proceedings and the imposition of sanctions, the powers already conferred, within the limits of their respective competences, on the competent corporate bodies and corporate functions remain unchanged.

The sanctions listed above can also be applied – depending on the seriousness of the conduct – in the event of violations of the *Whistleblowing Decree*.

B. Employees holding the status of managers

In the event of a violation by managers of this Model or the adoption, in the performance of the Sensitive Activities, of conduct that does not comply with the requirements of the same (including the violation, in any way, of the measures to protect the whistleblower, as well as the hypothesis of making reports that prove to be unfounded with intent or gross negligence or other violations of the *Whistleblowing* Decree), the Company shall apply the most appropriate measures to the managers in accordance with the provisions of the law and in accordance with the provisions of the applicable National Collective Bargaining Agreement.

More specifically, in relation to the seriousness of the conduct committed, the following penalties may be imposed:

1) verbal warning by the Chief Executive Officer, in cases in which the manager has not scrupulously complied with the indications contained in this Model;

2) written warning, for cases of greater seriousness than those referred to in the previous point (such as, by way of example but not limited to, failure to participate – without justification – in training activities, failure to comply with the information flows indicated in this Model, etc.) with communication from the Chief Executive Officer;

3) dismissal, for cases of such seriousness as not to suggest the continuation of the relationship, by decision taken by the Board of Directors or by a person delegated by the same.

* * *

The sanctions and any request for compensation for damages will be commensurate with the level of responsibility and autonomy, the possible existence of disciplinary precedents, the intentionality of the conduct as well as the seriousness of the same, meaning the level of risk to which the Company can reasonably be considered exposed – pursuant to and for the purposes of Decree 231 – as a result of the impugned conduct.

Adherence to the principles and rules contained in the Model is a fundamental element in the professional evaluation of the resource and has direct repercussions on the career path and remuneration; in particular, adherence to the principles and rules of the Model is one of the requirements on which any variable/bonus/MBO remuneration programmes are based.

7.3 Measures against Directors

In the event of a violation of the Model (including the violations provided for by the *Whistleblowing Decree*), by one or more members of the Board of Directors, the Board of Statutory Auditors and the entire Board of Directors shall be informed, which shall take the appropriate measures including, for example, the convening of the shareholders' meeting in order to adopt the most appropriate measures provided for by law and/or the revocation of any proxies granted to the director.

We take this opportunity to specify that, in the event that the Company is identified as the accused entity in the context of a proceeding *pursuant* to Decree 231 and in such proceedings the legal representative of the Company is directly involved as a suspect for the predicate offence of the administrative offence ascribed to the entity, the appointment of the entity's counsel would not be made by said legal representative, but by another person(s), endowed with the appropriate powers.

7.4 Measures against Statutory Auditors

In the event of a violation of this Model (including the violations provided for by the *Whistleblowing Decree*) by one or more Statutory Auditors, the entire Board of Statutory Auditors and the Board of Directors shall be informed, which shall take the appropriate measures including, for example, the convening of the Shareholders' Meeting in order to adopt the most appropriate measures provided for by law. In the event of the appointment of a Board of Statutory Auditors, in the event of violation

of this Model by one or more auditors, the SB shall inform the entire Board of Statutory Auditors and the Board of Directors, who will take the appropriate measures including, for example, the convening of the Shareholders' Meeting in order to adopt the most appropriate measures provided for by law.

7.5 Measures Against Consultants, Suppliers and *Partners*

Any violation of the rules set out in this Model (including the violations provided for by the *Whistleblowing* Decree), applicable to Consultants, Suppliers or *Partners* or any commission of the Crimes provided for by the Model is sanctioned according to the provisions of the specific contractual clauses included in the relevant contracts.

This is without prejudice to any claim for compensation if such conduct results in concrete damage to the Company, as in the case of application to the Company by the judge of the measures provided for by Decree 231.

7.6 Measures against the members of the SB

In the event of a violation of this Model (including the violations provided for by the *Whistleblowing* Decree), by one or more members of the SB, the other members of the SB or any of the Statutory Auditors or Directors, will immediately inform the Board of Directors so that it can take the appropriate measures.

SPECIAL PARTS

SPECIAL PART – A – Crimes in relations with the Public Administration and Inducement not to make statements or to make false statements to the judicial authorities

CHAPTER A.1 - TYPES OF OFFENCES

This Special Section refers to crimes that can be committed in the context of relations between the Company and the Public Administration. The individual cases contemplated in Legislative Decree 231/2001 in art. 24, 25 and 25 *decies*, withholding taxes applicable to the Company.

CORRUPTION IN THE EXERCISE OF THE OFFICE (ARTICLES 318 AND 320 OF THE CRIMINAL CODE).)

The hypothesis of crime referred to in art. 318 of the Criminal Code arises in the event that a public official, in order to perform an act within his competence, receives, for himself or for a third party, in money or other benefits, a salary that is not due to him or accepts the promise.

The legislator, with Law no. 190 of 2012, eliminated any reference to an official act already performed or to be performed.

The rule punishes both the purchase and sale of individual official acts, previously attributable to the case of improper corruption, and the so-called corruption by servitude, i.e. the placing on the payroll of the public agent, free from the reference to a specific act. In the latter case, the public administrator does not limit himself to commodifying a single official act, but grants the private individual his general availability in view of the achievement of an indeterminate series of advantageous results.

The penalty provided for the person who carries out the aforementioned criminal offence is imprisonment from three to eight years (the penalty, which was previously from one to six years, was recently increased by Law no. 3 of 9 January 2019, containing "*Measures to combat crimes against the public administration, as well as on the statute of limitations of the crime and on the transparency of political parties and movements*").

Pursuant to art. 320 of the Criminal Code, the provisions of art. 318 of the Criminal Code also apply to the person in charge of a public service, if he or she is a public employee: in such cases, however, the penalties provided for by the legislator are reduced by up to one third compared to criminal offences involving a public official.

CORRUPTION FOR AN ACT CONTRARY TO OFFICIAL DUTIES, AGGRAVATING CIRCUMSTANCES AND SCOPE OF APPLICATION (ARTICLES 319, 319-BIS, 320 AND 321 OF THE CRIMINAL CODE)

The hypothesis of crime referred to in art. 319 of the Criminal Code is configured in the event that the public official, in order to perform an act contrary to his official duties or to omit or delay an act of his office, receives, for himself or for a third party, in money or other benefits, a salary that is not due to him or accepts the promise (think, for example, of corruption hypotheses against public officials by means of Consultants to prevent the imposition of financial penalties).

For the purposes of the configuration of this offence in relation to the performance of an act contrary to the duties of office, both unlawful or unlawful acts (i.e. prohibited by mandatory rules or in contrast with rules dictated for their validity and effectiveness) and those acts which, although formally regular, have been carried out by the public official in violation of the duty of impartiality or subjugating his function to private interests or in any case extraneous to those of the Public Administration.

For this type of offence, the penalty may be increased pursuant to art. 319-bis of the Criminal Code if the act contrary to the duties of office concerns the conferral of public employment, salaries or pensions or the stipulation of contracts in which the administration to which the public official belongs is involved, as well as the payment or reimbursement of taxes.

Pursuant to art. 320 of the Criminal Code, the provisions of art. 319 of the Criminal Code also apply to the person in charge of a public service: in such cases, however, the penalties provided for by the legislator are reduced by up to one third compared to criminal offences involving a public official.

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Pursuant to art. 321 of the Criminal Code, the penalties provided for by art. 318 and 319 of the Criminal Code also apply to those who give or promise money or other benefits to a public official or to the person in charge of a public service.

Finally, it should be noted that the hypotheses of crime referred to in art. 318 and 319 of the Criminal Code differ from bribery in that there is an agreement between the corrupt and the corruptor aimed at achieving a mutual advantage, while in bribery the private individual suffers the conduct of the public official or the person in charge of the public service.

CORRUPTION IN JUDICIAL ACTS (ARTICLE 319-TER OF THE CRIMINAL CODE))

This hypothesis of crime arises in the event that, in order to favor or damage a party in a judicial proceeding, a public official, and therefore a magistrate, a clerk or other official of the judicial authority is bribed (think, for example, of the case in which a Representative of the Company puts "pressure" on a Public Prosecutor to obtain a request for the dismissal of a criminal proceeding).

It is important to underline that the crime can be committed against the Company regardless of whether it is a party to the proceedings.

UNDUE INDUCEMENT TO GIVE OR PROMISE BENEFITS (ARTICLE 319-QUARTER OF THE CRIMINAL CODE)

This offence was introduced by Law 190/2012, separating the inducement to corruption from bribery.

This hypothesis of crime arises when the public official or the person in charge of a public service, abusing his or her position or powers, induces someone to give or promise unduly to him or to a third party, money or other benefits.

Different penalties are provided for the public official or person in charge of public service who induces the private individual to give or promise benefits and for the private citizen who complies with this request.

A special aggravating circumstance is provided for in cases where the fact offends the financial interests of the European Union and the damage or profit exceeds €100,000.

The 2012 legislature extended the punishability also to private individuals who suffer inductive activity, to whom a milder sanctioning regime is reserved than that provided for public officials.

***INCITEMENT TO CORRUPTION (ART. 322 OF THE CRIMINAL CODE)*)**

This hypothesis of crime occurs in the event that money or other benefits are offered or promised to a public official or person in charge of public service (to induce him to perform, omit or delay an act within his competence or perform an act contrary to his official duties) and such offer or promise is not accepted.

EMBEZZLEMENT, BRIBERY, UNDUE INDUCEMENT TO GIVE OR PROMISE BENEFITS, CORRUPTION AND INCITEMENT TO CORRUPTION, ABUSE OF OFFICE, OF MEMBERS OF INTERNATIONAL COURTS OR BODIES OF THE EUROPEAN COMMUNITIES OR OF INTERNATIONAL PARLIAMENTARY ASSEMBLIES OR INTERNATIONAL ORGANIZATIONS AND OFFICIALS OF THE EUROPEAN COMMUNITIES AND FOREIGN STATES (ARTICLE 322-BIS OF THE CRIMINAL CODE)

The provisions of Articles 314, 314-bis, 316, 317 to 320, 322, third and fourth paragraphs, and 323 also apply to:

1. Members of the European Commission, the European Parliament, the Court of Justice, and the Court of Auditors of the European Communities;
2. Officials and agents appointed under the staff regulations of the European Communities or the regime applicable to the agents of the European Communities;
3. Persons seconded by Member States or any public or private entity to the European Communities, who perform functions corresponding to those of officials or agents of the European Communities;
4. Members and staff of entities established under the Treaties that establish the European Communities;

5. Persons in other Member States of the European Union who perform functions or activities corresponding to those of public officials and persons entrusted with public service duties (358);

   5-bis) Judges, prosecutors, deputy prosecutors, officials, and agents of the International Criminal Court, as well as persons seconded by States Parties to the Statute of the International Criminal Court who perform functions corresponding to those of the officials or agents of the Court, and members and staff of entities established under the Statute of the International Criminal Court;

   5-ter) Persons who perform functions or activities corresponding to those of public officials and persons entrusted with public service duties within international public organizations;

   5-quater) Members of international parliamentary assemblies or a supranational or international organization, and judges and officials of international courts.

The provisions of Articles 319-quater, second paragraph, 321, and 322, first and second paragraphs, also apply when money or other benefits are given, offered, or promised:

1. To the persons referred to in the first paragraph of this article;
2. To persons who perform functions or activities corresponding to those of public officials and persons entrusted with public service duties in other foreign States or international public organizations.

The persons referred to in the first paragraph are equated to public officials when they perform corresponding functions, and to persons entrusted with public service duties (358) in other cases.

TRAFFICKING IN ILLICIT INFLUENCE (ARTICLE 346-BIS OF THE CRIMINAL CODE)

The provision in question punishes anyone who, outside the cases of participation in the crimes referred to in Articles 318, 319, and 319-ter, and in the corruption offenses under Article 322-bis, intentionally uses existing relationships with a public official, a person entrusted with public service duties, or any of the other individuals referred to in Article 322-bis, to improperly offer or promise money or other economic benefits to themselves or to others, in order to remunerate a public official or a person entrusted with public service duties, or any of the other individuals referred to in Article 322-bis, in relation to the exercise of their functions, or to facilitate another illicit mediation. This is punishable by imprisonment from one year and six months to four years and six months.

For the purposes of the first paragraph, "another illicit mediation" refers to mediation aimed at inducing the public official, the person entrusted with public service duties, or any of the other individuals referred to in Article 322-bis, to perform an act contrary to their official duties that constitutes a criminal offense from which an undue advantage may arise.

The same penalty applies to anyone who improperly gives or promises money or other economic benefits.

The penalty is increased if the individual who improperly causes money or other economic benefits to be given or promised, to themselves or others, holds the status of a public official, a person entrusted with public service duties, or any of the qualifications referred to in Article 322-bis.

The penalty is also increased if the acts are committed in relation to the performance of judicial activities or to remunerate the public official or the person entrusted with public service duties, or any of the other individuals referred to in Article 322-bis, in relation to the commission of an act contrary to their official duties or the omission or delay of an act of their office.

BRIBERY (ARTICLE 317 OF THE CRIMINAL CODE)

Art. Article 317 of the Criminal Code, as amended by Law No. 190 of 6 November 2012 and Law No. 69 of 27 May 2015, punishes a public official or person in charge of a public service who, abusing his or her position or powers, forces someone to give or unduly promise, to him or to a third party, money or other benefits.

In the code formulation prior to the amendment made by Law no. 69 of 27 May 2015, the case in question provided for only the public official as an active subject. With this latest amendment, the legislator has extended the active subjectivity of the crime also to the person in charge of public service.

Bribery, like corruption, involves bilateral conduct, i.e. on the part of the extortionist and the extortionist.

However, unlike corruption, only the extortionist is subject to punishment, as the extortionist is the victim of the crime: therefore, due to the private nature of the activity carried out by the Company, its Representatives could not commit the crime on their own as they lack the necessary public qualification; they could at most contribute to a crime of extortion committed by a public official or a person in charge of a public service pursuant to art. 110 of the Criminal Code or to answer for the different criminal hypothesis (if the conduct of the Public Official or the person in charge of public service is substantiated in an undue inducement to give or give money or other benefits) provided for and punished by art. 319-quarter of the Criminal Code.

Furthermore, it is theoretically possible that a Representative of the Company holds, outside of work, a public function or performs a public service: think of the director of the Company who performs the office of member of a municipal council. In this case, the latter, in the performance of his office or service, must refrain from engaging in conduct that, in violation of his official duties and/or with abuse of his functions, is likely to bring an advantage to the Company.

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)

This hypothesis of crime arises in the event that, in order to make an unfair profit, artifices and deceptions are put in place (including in this definition also the possible omission of information which, if known, would certainly have determined in a negative sense the will of the State, of another public body or of the European Union) such as to mislead and cause damage (of a patrimonial nature) to these entities.

Think, in particular, of the transmission to the tax authorities of documentation containing false information in order to obtain an undue tax refund; or, more generally, the sending to social security institutions or local administrations of communications containing false data with a view to any advantage or facilitation for the Company.

Think, again, of the fraudulent false prospect of certain advantages following the subscription of a financial instrument that already *ex ante* does not possess these advantageous characteristics.

AGGRAVATED FRAUD FOR THE ACHIEVEMENT OF PUBLIC DISBURSEMENTS (ARTICLE 640-BIS OF THE CRIMINAL CODE)

The offence in question is perfected when the facts referred to in Article 640 of the Criminal Code above concern the obtaining of contributions, subsidies, loans, subsidised loans or other disbursements granted by the State, other public bodies or the European Union.

Think, for example, of the hypotheses of undue obtaining of public funding aimed at supporting entrepreneurial activities in certain sectors (such as, for example, in the energy sector), through the production of false documentation certifying the existence of the requirements for obtaining the financing.

COMPUTER FRAUD (ARTICLE 640-TER OF THE ITALIAN CRIMINAL CODE))

The crime of computer fraud is configured when, in order to procure an unfair profit for oneself or others, the functioning of a computer system is altered in any way, or data, information or programs contained in a computer system are intervened, without right.

For example, the modification of information relating to the accounting situation of an existing contractual relationship with a public body, or the alteration of tax and/or social security data contained in a database belonging to the Public Administration, constitutes the crime.

MISAPPROPRIATION OF PUBLIC FUNDS (ARTICLE 316-BIS OF THE CRIMINAL CODE))

This hypothesis of crimes is configured against anyone who, having obtained from the State, from another public body or from the European Union contributions, subsidies or funding intended to promote initiatives aimed at the realization of works or the performance of activities of public interest, does not allocate them to such activities.

For the integration of the crime, it is sufficient that even only a part of the attributions received has been used for purposes other than those envisaged, not relevant, in any way, that the planned activity has been carried out in any case. The purposes that the offender wanted to pursue are also irrelevant, since the subjective element of the crime itself is constituted by the desire to subtract resources intended for a predetermined purpose.

A typical example is represented by the obtaining of public funding disbursed with a view to hiring staff belonging to privileged categories at the company, which was subsequently disregarded.

UNDUE RECEIPT OF PUBLIC FUNDS (ARTICLE 316-TER OF THE CRIMINAL CODE))

This hypothesis of crime occurs in cases in which - through the use or presentation of false declarations or documents or attesting to untrue things or through the omission of due information - contributions, subsidies, loans, subsidized loans or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies or the European Union, are obtained, without having the right to do so.

A special aggravating circumstance is provided for in cases where the fact offends the financial interests of the European Union and the damage or profit exceeds €100,000.

In this case, contrary to what has been seen with regard to the previous crime, the use that is made of the disbursements is irrelevant, since the crime is committed at the time of obtaining the funding.

Finally, it should be noted that this hypothesis of crime is residual with respect to the case referred to in art. 640-bis of the Criminal Code (aggravated fraud for the achievement of public funds), in the sense that it occurs only in cases where the conduct does not integrate the extremes of the crime referred to in the latter provision.

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With regard to the offences referred to in Articles 316-bis, 316-ter and 640-bis of the Criminal Code, it should be noted that contributions and subsidies are non-repayable pecuniary allocations that can be periodic or *one-off,* in a fixed amount or determined on the basis of variable parameters, of a nature linked to the *year* or to the *quantum* or pure discretion; loans are contractual acts characterized by the obligation to allocate the sums or to repay them or by additional and different

charges; Subsidized mortgages are disbursements of sums of money with an obligation to repay for the same amount, but with interest to a lesser extent than those charged on the market.

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INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITY (ARTICLE 377-BIS OF THE CRIMINAL CODE)

Law no. 116 of 3 August 2009 introduced a further art. 25-decies for the crime of "inducement not to make declarations or to make false declarations to the judicial authority" as provided for in art. 377-bis of the Criminal Code.

Pursuant to the latter article, unless the act constitutes a more serious crime, anyone who, by violence or threat, or by offering or promising money or other benefits, induces the person called upon to make statements before the judicial authority that can be used in criminal proceedings not to make statements or to make false statements, when the latter has the right not to answer.

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The crimes considered above are based on the establishment of relations with the Public Administration (including in this definition also the Public Administration of foreign countries).

Therefore, in the following chapter some general criteria for the definition of "Public Administration", "Public Officials" and "Public Service Officers" are indicated.

CHAPTER A.2 - CRITERIA FOR THE DEFINITION OF PUBLIC ADMINISTRATION AND PERSONS IN CHARGE OF A PUBLIC SERVICE.

The purpose of this chapter is to indicate general criteria and provide an exemplary list of the subjects referred to in art. 5, paragraph 1, letters a) and b), Legislative Decree 231/2001. In addition, there are also indications regarding the types of crimes that can be committed in relation to the different categories of subjects involved.

A.2.1 Public administration bodies

For the purposes of criminal law, a "public administration body" is commonly considered any legal person that takes care of public interests and that carries out legislative, judicial or administrative activities by virtue of rules of public law and authoritative acts.

Although there is no definition of public administration in the Criminal Code, based on what is established in the Ministerial Report to the Code itself and in relation to the crimes provided for in it, those entities that carry out "all the activities of the State and other public bodies" are considered to belong to the public administration.

In an attempt to formulate a preliminary classification of legal entities belonging to this category, it is possible to recall, lastly, art. 1, paragraph 2, Legislative Decree 165/2001 on the organization of employment in public administrations, which defines all State administrations as public administrations.

By way of example, the following entities or categories of entities can be indicated as subjects of the public administration:

By way of example, the following Bodies or categories of Entities can be indicated as subjects of the Public Administration:

- institutes and schools of all types and levels and educational institutions;
- bodies and administrations of the State with autonomous organization (such as, for example, Ministries, Chamber of Deputies and Senate, Department of Community Policies, Competition and Market Authority, Authority for Electricity and Gas, Authority for Communications Guarantees, Bank of Italy, Consob, Authority for the protection of personal data, Revenue Agency, IVASS);
- Regions;
- Provinces;
- Political parties and their related associations;
- Municipalities and municipal companies;

- Mountain communities, their consortia and associations;
- Chambers of Commerce, Industry, Crafts and Agriculture, and their associations;
- all national, regional and local non-economic public bodies (such as, for example, INPS, CNR, INAIL, ISTAT, ENASARCO; ARPA);
- ASL;
- State Bodies and Monopolies;
- Private law entities that exercise public services (e.g., RAI);
- Welfare and assistance foundations.

By the most recent case law, private law entities that are concessionaires of public services and companies in which a public body has a majority stake are also considered to be public bodies.

Without prejudice to the purely illustrative nature of the public bodies listed above, it should be noted that not all natural persons acting in the sphere and in relation to the aforementioned entities are subjects against whom (or by whom) the criminal offences *pursuant to* Legislative Decree 231/2001 are perfected.

In particular, the figures that are relevant for this purpose are only those of "Public Officials" and "Public Service Officers".

A.2.2 Public Officials

Pursuant to art. 357, first paragraph, of the Criminal Code, a public official is considered "*for the purposes of criminal law*" to be one who exercises "*a legislative, judicial or administrative public function*".

The second paragraph then deals with defining the notion of "public administrative function". On the other hand, a similar definitional activity has not been carried out to clarify the notion of "legislative function" and "judicial function" since the identification of the subjects who respectively exercise them has not usually given rise to particular problems or difficulties.

Therefore, the second paragraph of the article in question specifies that, for the purposes of the criminal law, "*the administrative function governed by rules of public law and authoritative acts and characterized by the formation and manifestation of the will of the public administration or by its performance by means of authoritative or certifying powers is public*".

This last normative definition identifies, first of all, the "external" delimitation of the administrative function. This delimitation is implemented through the use of a formal criterion that refers to the nature of the discipline, for which the administrative function governed by "rules of public law" is defined as public, i.e. those rules aimed at the pursuit of a public purpose and the protection of a public interest and, as such, opposed to the rules of private law.

In addition, the second paragraph of art. 357 of the Criminal Code translates into regulatory terms some of the main general criteria identified by case law and doctrine to differentiate the notion of "public function" from that of "public service". Therefore, those administrative activities that respectively and alternatively constitute the exercise of: (a) deliberative powers; (b) authoritative powers; (c) certification powers. In the light of the principles set out above, it can be said that the most problematic category of subjects is certainly those who hold a "public administrative function".

Finally, to provide a practical contribution to the resolution of any "doubtful cases", it may be useful to remember that not only the subjects at the political-administrative top of the State or of local authorities, but also all those who, on the basis of the statute, as well as the delegations that it allows, legitimately form the will and/or bring it outside by virtue of a power of representation, assume the status of public officials.

It should also be noted that the Court of Cassation has explained that, for the purposes of determining the qualification of "public official", it is always necessary to evaluate the "specific tasks performed" by the subject[2].

A.2.3 Persons in charge of a public service

The definition of the category of "persons in charge of a public service" can be found in art. 358 of the Criminal Code which states that "*those who, for whatever reason, provide a public service are in charge of a public service. By public service must be understood an activity regulated in the same forms as the public function, but characterized by the lack of the powers typical of the latter, and with the exclusion of the performance of simple tasks of order and the provision of merely material work*".

The legislator clarifies the notion of "public service" through two types of criteria, one positive and one negative. The "service", in order to be defined as public, must be regulated - like the "public function" - by rules of public law, but with the differentiation relating to the lack of the powers of a certifying, authorizing and deliberative nature proper to the public function.

Examples of public service officers are: employees of supervisory authorities who do not contribute to forming the will of the authority and who do not have authoritative powers, employees of entities that perform public services even if they are private entities, employees of public offices, etc.

The legislator has also specified that the performance of "simple tasks of order" or the "provision of merely material work" can never constitute a "public service". With reference to the activities that

[2] Where these are "purely public functions", this qualification can be said to be integrated (Cass. Pen., Sec. V, 28 June 2017, no. 31676, a case in which the Supreme Court considered the *project manager* of a company owned by a public body to be qualified as a public official).

are carried out by private entities on the basis of a concession relationship with a public entity, it is considered that for the purposes of defining as a public service the entire activity carried out within the framework of such a concession relationship, the existence of an authoritative act of subjective investiture of the public service is not sufficient, but it is necessary to ascertain whether the individual activities that are in question are in turn subject to a regulation of the type public.

The case law has identified the category of persons in charge of a public service, emphasizing the character of the instrumentality and ancillary nature of the activities with respect to the public one in the strict sense.

It then indicated a series of "revealing indices" of the public nature of the entity, for which the case history on the subject of joint-stock companies with public participation is emblematic. In particular, reference is made to the following indices:

(a) the subjection to an activity of control and guidance for social purposes, as well as to a power of appointment and dismissal of directors by the State or other public bodies;

(b) the presence of an agreement and/or concession with the public administration;

(c) the financial contribution from the State;

(d) the immanence of the public interest within economic activity.

On the basis of the above, the discriminating element to indicate whether or not a person has the status of "person in charge of a public service" is represented, not by the legal nature assumed or held by the entity, but by the functions entrusted to the subject, which must consist in the care of public interests or in the satisfaction of needs of general interest.

CHAPTER A.3 – SENSITIVE ACTIVITIES IN RELATIONS WITH THE PUBLIC ADMINISTRATION

A.3.1 Sensitive Activities in Relations with the Public Administration

The Sensitive Activities in the context of Crimes in relations with the Public Administration that the Company has identified within itself are the following:

1. **Management of relations with the Public Administration**
2. **Management of audits and inspections at the Company's premises and properties**
3. **Participation in public tenders (e.g., those called by the Energy Services Manager)**
4. **Management of civil and criminal proceedings brought before the judicial authorities**
5. **Management of procedures aimed at obtaining disbursements, contributions or funding from Italian or EU public bodies and their use**

A.3.2 Activities instrumental to the commission of corruption crimes

Some activities that do not involve direct relations with the Public Administration may, however, be instrumental in the commission of the type of corruption crimes ("**Instrumental Activities**").

This can happen:

1. when the activity constitutes a tool for the creation of hidden assets, to be used for the corruption of public officials;
2. when the activity constitutes the means of paying, directly or through an intermediary, to public officials, in a hidden or indirect form, money or other benefits in exchange for undue interest.

The Instrumental Activities that the Company has identified within itself are as follows:

1. **Recruitment, recruitment and management of personnel**
2. **Procurement of goods and services**
3. **Selection and management of relationships with *Developers* in the Development Phase, with EPC *contractors* in the Construction Phase and with O&M *contractors* in the Operational Phase**
4. **Management of gifts and donations**

5. **Management of sponsorships and donations (so-called "Sponsorship and Donations"). *corporate giving*)**
6. **Cash flow management**

CHAPTER A.4 - GENERAL PRINCIPLES OF CONDUCT

A.4.1 The system in general

The objective of this Special Section is that all Recipients adopt rules of conduct in accordance with the provisions of the same in order to prevent the occurrence of the Crimes considered therein.

All Sensitive Activities and Instrumental Activities must be carried out in compliance with the laws in force, the values and policies of the Companies and the Group and the rules contained in this Model.

In general, the Company's organisational system must comply with the fundamental requirements of formalisation and clarity, communication and separation of roles, in particular with regard to the attribution of responsibilities, representation, definition of hierarchical lines and operational activities.

The Company must be equipped with organisational tools (organisational charts, organisational communications, *policies*, etc.) based on general principles of:

a) knowability within the Company;

b) clear and formal delimitation of roles, with a complete description of the tasks of each function and the related powers;

c) clear description of the fill lines.

The internal procedures adopted by the Company must be characterized by the following elements:

a) maximum possible separation, within each process, between the subject who initiates it (decision-making impulse), the subject who executes and concludes it, and the subject who controls it;

b) written record of each relevant step of the process;

c) adequate level of formalization;

d) attention is paid to avoiding that the reward systems of subjects with spending powers or decision-making powers of external relevance are based on substantially unattainable performance targets.

A.4.2 The system of delegations and powers of attorney

In principle, the system of delegations and powers of attorney must be characterized by elements of "security" for the purpose of preventing so-called "security" crimes. prerequisite (traceability and

traceability of Sensitive Activities) and, at the same time, still allow the efficient management of the company's activities.

"Delegation" means the internal act of assigning functions and tasks, reflected in the system of organizational communications. "Power of attorney" is understood as the unilateral legal transaction by which the company assigns powers of representation towards third parties.

The essential requirements of the delegation system, for the purposes of effective crime prevention, are as follows:

a) all those who maintain relations with the Public Administration on behalf of the Company must be provided with a formal delegation to this effect (or receive a clear indication of this attribution, within company documents, policies or regulations);

b) the delegations must combine each management power with the related responsibility and an appropriate position in the organization chart and be updated as a result of organizational changes;

c) each delegation must specifically and unequivocally define the powers of the delegate and the subject (body or individual) to whom the delegate reports hierarchically;

d) the management powers assigned with the delegations and their implementation must be consistent with the company's objectives;

e) The delegate must have spending powers appropriate to the functions conferred on him.

The essential requirements of the system of attribution of prosecutors' offices, for the purposes of effective prevention of crimes, are the following:

a) The powers of attorney describe the management powers conferred and, where necessary, are accompanied by a specific company communication that establishes: the extension of powers of representation and the numerical spending limits; or the underwriting limits by risk categories, recalling in any case compliance with the constraints imposed by the budget approval processes and any *extra-budget*, the monitoring processes of Sensitive Activities by different functions;

b) the power of attorney may be conferred on natural persons expressly identified in the power of attorney itself, or on legal persons who will act through their own attorneys vested with similar powers within the power of attorney;

c) the special powers of attorney must establish in detail the scope of operation and the powers of the prosecutor;

d) a timely updating of the powers of attorney, establishing the cases in which the powers of attorney must be assigned, modified and revoked (assumption or extension of new responsibilities and powers, transfer to different tasks incompatible with those for which it was conferred, resignation, dismissal, dismissal, etc.).

The SB periodically checks, with the support of the competent Company representatives, the system of proxies and powers of attorney in force and their consistency with the entire system of organizational communications (such are those internal company documents with which proxies are conferred), recommending any changes in the event that the management power and/or qualification does not correspond to the powers of representation conferred on the attorney or there are other anomalies.

A.4.3 General principles of conduct

The following general principles apply to the Recipients of the Model both directly and by virtue of specific contractual clauses.

It is forbidden to carry out, collaborate or cause the performance of conduct such that, taken individually or collectively, integrates, directly or indirectly, the types of offences falling within those considered above (Articles 24, 25 and 25-decies *of* Legislative Decree 231/2001).

In the context of the aforementioned conduct, it is forbidden in particular to:

a) promising or granting advantages of any kind (money, gifts, jobs, concession of consultancy, etc.) in favour of representatives of the Italian or foreign Public Administration, or their family members, aimed at acquiring preferential treatment in the conduct of any business activity or which may in any case influence the independence of judgment or induce to ensure any advantage for the Company;

b) to provide services in favour of Consultants, Suppliers and *Partners*, (including *Developers*, EPC *contractors*, *O&M contractors*, *Asset Managers*, etc.) that are not adequately justified in the context of the contractual relationship established with them, as well as to pay fees in favour of the same that are not adequately justified in relation to the type of assignment to be carried out and the practices in force in the sector;

c) exhibit false or altered documents/data, steal or omit information due in order to unduly steer the decisions of the Public Administration in their favor;

d) submit false declarations to national or EU public bodies in order to obtain public disbursements, contributions or subsidised loans or untruthfully report on the activity for which public disbursements have already been made;

e) use contributions, subsidies, loans, subsidized loans or other forms of disbursements of the same type, however denominated, obtained from the State or from an Italian or European Public Administration for purposes other than those for which they are intended;

f) induce with violence or threat, or, alternatively, with the offer of money or other benefits, to make statements or to make false statements, the person called upon to make statements before the Judicial Authority that can be used in criminal proceedings.

CHAPTER A.5 - SPECIFICPRINCIPLES OF BEHAVIOUR

For the purposes of implementing the rules and prohibitions listed in the previous Chapter, in addition to the general rules and principles already contained in the General Part of this Model, the procedural principles described below must be respected. These principles may also be implemented through the adoption of specific Group procedures.

In relation to **Sensitive Activities** , the Company adopts the following procedural principles.

1. Management of relations with the Public Administration

1. The Recipients who materially have relations with the Public Administration on behalf of the Company must be formally granted power to do so (with a specific delegation or in the relevant contract for Suppliers, Consultants or Partners). Where necessary, a specific written power of attorney will be issued to the aforementioned subjects that complies with all the criteria listed in the previous chapter.
2. The Company guarantees the traceability of all communications between the Company and the Public Administration, as well as all information flows transmitted to it. In this regard, all correspondence with the Public Administration must be kept in paper and/or electronic format.

2. Management of audits and inspections at the Company's premises and properties

1. At least two persons expressly delegated to do so must participate in the checks and inspections conducted by the Public Administration at the Company's offices and properties (e.g. Energy Services Manager, INAIL, ATS, Police, Guardia di Finanza, etc.). Appropriate reports must be drawn up and kept of the entire inspection procedure that acknowledge any findings that may have emerged.
2. The SB must be promptly informed of the start of any verification and inspection activity and updated on the results of the same, by means of a specific internal communication sent by the Chief Executive Officer.

3. Participation in public tenders (e.g., those called by the Energy Services Manager)

1. The Company identifies the internal or external functions involved in the management of public procedures and defines their roles and responsibilities in relation to the tender process.
2. The Company ensures the involvement of several parties (internal or external) in the preparation of the documentation before sending it to the entity.

3. The Company establishes an obligation of *periodic reporting* by the External Consultant (if any) in charge of managing the tender process.

4. The Company guarantees the sending of a periodic flow of information to the SB concerning the salient features of the activity and any critical issues inherent in the management of the public tender.

4. Management of civil and criminal proceedings brought before the judicial authorities

1. The Company defines the roles and responsibilities of the persons in charge of managing the individual dispute or the pre-litigation position.

2. The involvement of Consultants for the management of disputes must take place only after verification of their professionalism and integrity.

3. The Supervisory Body must be periodically updated on the occasion of important events, such as important hearings attended by representatives of the Company.

   Reference is also made to the express provisions below regarding the selection of Consultants.

5. Management of procedures aimed at obtaining disbursements, contributions or funding from Italian or EU public bodies and their use

1. The Company identifies, before the start of the procedure, the roles and responsibilities of the internal and external functions regarding the process of managing access to public contributions and subsidies.

2. The Company ensures constant monitoring - through figures specifically appointed at the beginning of the process - of the progress of the project for which public contributions have been requested/obtained and on any related reporting activities to the Public Administration, with evidence and management of any anomalies.

3. The Company ensures that checks are carried out on the effective use of the funds disbursed by public bodies, in relation to the objectives declared by the Company in the application documentation.

4. A final report must be submitted to the SB on the use of the sums received from a public body for the purpose for which they were requested.

In relation to **Instrumental Activities** , the Company adopts the following procedural principles.

1. Recruitment, recruitment and management of personnel

1. The process of selecting and hiring personnel must take place according to criteria of transparency based on the following parameters:
   i) identification of the persons competent to manage any recruitment;
   ii) structuring of the selection and recruitment process along several phases, with the involvement of several functions/subjects;
   iii) application of objective criteria – based on equal treatment and the enhancement of merit and professionalism – in the choice of the most suitable candidate for recruitment and in the identification of the relative classification and treatment;
   iv) verification of the absence – also through the request to the candidate for documentation (possibly, in the form of self-certification) – of elements hindering the establishment of the employment relationship and of the appropriate professionalism with respect to the assignment or tasks to be assigned. In particular, the fact that in recent years the candidate (or his/her spouse, cohabitant, relative or relative within the second degree) has held positions in the Public Administration and, if so, whether in the context of these relationships the candidate (or his/her spouse, cohabitant, relative or relative within the second degree) has been in a position to exercise authoritative or negotiating powers over the Company is considered as an obstacle[3];
   v) exclusion of any interference by third parties in the process of hiring employees.
2. The Company provides that any internal career advancement and recognition of bonuses (including the possible provision, in the remuneration, of a variable component linked to the achievement of specific objectives) will be assigned according to objective criteria, based on equal treatment and the enhancement of merit and professionalism.
3. The Company guarantees that each new employee:
   i) receives, at the time of establishment of the relationship, an updated copy of the Company Model;
   ii) signs a declaration of receipt and commitment to comply with it;

[3] In relation to the notion of "authoritative or negotiating powers", the notion developed by ANAC (in opinion AG/08/2015/AC of 18 February 2015 and in resolution no. 88 of 8 February 2017) is commonly used, according to which the expression adopted by the legislator includes the following two areas:
- the adoption, as an expression of the authoritative and unilateral power of the administration to which it belongs, of "*administrative measures capable of unilaterally affecting, modifying them, the subjective legal situations of the recipients*": ANAC includes, in this regard, "*in addition to supply, service and works contracts, with related prodromal acts, also the 'acts of authorization, concession, subsidy, subsidy, economic advantage of any gender'*";
- the adoption of measures "*relating specifically to the conclusion of contracts for the acquisition of goods and services for the PA",* in the context of private relationships and through acts with a contractual content.

iii) receives, as part of the training activity that is carried out in the first working days, basic training on the legislation referred to in Decree 231;

iv) signs a declaration relating to the absence of conflicts of interest (also indicating any assignments carried out in the Public Administration)

2. Procurement of goods and services

4. Consultants, Suppliers and *Partners* must be chosen using transparent methods (e.g. using special *vendor-lists* containing the indication of the counterparties of long-term trust or a formalized *beauty contest procedure*), on the basis of an appropriate evaluation both in economic and qualitative terms of the contractual proposals of several parties (except for expressly authorized exceptions and motivated by the peculiarity of the sought-after service - which does not allow to obtain several contractual proposals - and/or by the characteristic of *intuitu personae* of the same).

5. In relation to Consultants, Suppliers and Partners who are main and/or exposed to a greater risk of committing crimes in light of the type of activity carried out or the geographical area in which the service is performed, the Company carries out *enhanced due diligence* (also using specialised companies) aimed at avoiding the risk of establishing relationships with companies linked to organised crime.

6. The Company ensures the selection - with reference to the highest risk activities and where possible - only of Suppliers and Partners who are included in the *white lists*[4] established at the Prefectures competent for the territory.

7. The Company ensures adherence (even spontaneously in cases of non-obligation, where the conditions are met) to the legality protocols adopted from time to time by the Prefectures and other local authorities in whose territories the Company operates, as well as the continuous monitoring of compliance with the regulations (national and local) on the subject of combating organized crime.

8. Both in the first assignment phase and periodically, Consultants, Suppliers and Partners are required to submit documentation (possibly also a self-certification) proving the possession of the necessary qualification and authorization requirements, with the obligation to communicate without delay any failure to meet one of these requirements

[4] These are the lists, established at the Prefectures competent for the territory, of suppliers, service providers and executors of works not subject to attempted mafia infiltration, operating in the sectors exposed to the greatest risk (i.e., transport of materials to landfills on behalf of third parties; transport, including cross-border, and disposal of waste on behalf of third parties; extraction, supply and transport of earth and inert materials; packaging, supply and transport of concrete and bitumen; cold rental of machinery; supply of wrought iron; hot rentals; road transport on behalf of third parties; construction site guards).

(for example, conviction for some crime or disciplinary sanction of the professional association to which they belong).

9. Contracts with Consultants, Suppliers and Partners must be defined in writing in all their terms and conditions.

10. Contracts with Consultants, Suppliers and Partners must include a specific declaration stating: (i) that they are aware of the regulations referred to in Legislative Decree 231/2001, of the Model and its implications for the Company, (ii) that they have never been involved in legal proceedings relating to the offences contemplated therein and (iii) that they undertake to comply with the provisions of the Model applicable to them.

11. Contracts with Consultants, Suppliers and Partners must provide for the consequences of their breach of the obligations assumed under the previous point (e.g. termination of the relationship).

12. Before making payments to Consultants, Suppliers and Partners, the Company verifies the actual correspondence between what is provided for in the invoice and what is provided for in the contract as well as the effective performance of the service according to the contractually agreed.

3. Selection and management of relationships with *Developers* in the Development Phase, with EPC *contractors* in the Construction Phase and with O&M *contractors* and *Asset Managers* in the Operational Phase

1. Developers, EPC *contractors*, O&M *contractors* and *Asset Managers* must be chosen with transparent methods (e.g. using special *vendor-lists* containing the indication of multi-year trusted counterparties or a formalized *beauty contest* procedure) on the basis of an appropriate assessment both in economic and qualitative terms of the contractual proposals of several parties and of their professionalism.

2. In relation to *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers,* the Company carries out enhanced *due diligence* and periodic checks (also making use of the services provided by specialized companies) aimed at averting the risk of establishing relationships with companies linked to organized crime.

3. Contracts with *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers* must be defined in writing in all their terms and conditions.

4. Contracts with *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers* must include a specific declaration stating: (i) that they are aware of the regulations

referred to in Legislative Decree 231/2001, of the Model and its implications for the Company, (ii) that they have never been involved in legal proceedings relating to the Crimes contemplated therein and (iii) that they undertake to comply with the provisions of the Model applicable to them.

5. Contracts with *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers* must provide for the consequences of their breach of the obligations assumed as set out in the previous point (e.g. termination of the relationship).

6. Developers, EPC *contractors*, O&M *contractors* and *Asset Managers* guarantee a constant flow of information to the Company's representatives on the activities carried out. The Asset Managers also guarantee a constant flow of information to the Company's contact persons on the relationships maintained with the P.A. as part of the activities carried out.

4. Management of gifts and donations

1. Any form of gift or donation (e.g. offering meals or invitations to events) to third parties exceeding normal commercial or courtesy practices or in any case aimed at acquiring preferential treatment in the conduct of any of the Company's activities is prohibited. In particular, any form of homage to representatives of the Public Administration or their family members that may even reasonably appear to be likely to influence their independence of judgment or lead to ensuring any advantage for the Company is prohibited. The gifts allowed are always characterized by the small value of their value (e.g. *corporate gadgets*).

2. The gifts allowed to members of the Public Administration, subject to compliance with the above, may not in any case exceed 100 Euros.

3. Cash gifts are not permitted.

5. Management of sponsorships and donations (so-called "Sponsorship and Donations"). *corporate giving*)

1. To oversee the Instrumental Activity in question, the Company guarantees:

   (i) the prior verification of the integrity of the beneficiaries of the donation and the recipients of the sponsorship as well as the absence of conflicts of interest with the Company;

   (ii) the traceability and collegiality of the authorisation process for the granting of the contribution and the involvement, in this process, of the Board of Directors;

(iii) compliance with the prohibition of executing, even partially, a donation or sponsorship before the full completion of the authorization *process*;

(iv) compliance with the obligation to sign a grant agreement with the receiving institution, which must indicate in detail the purpose of the grant and must be duly signed by a legal representative of the receiving institution;

(v) an annual report to the Supervisory Body on sponsorships and donations made during the year;

(vi) the verification, where possible and appropriate, of the use of the contributions for the reasons for which they were recognized.

6. Cash flow management

1. All incoming and outgoing financial flows must be adequately identifiable and traceable, as well as correctly and regularly recorded in appropriate books and accounting records.
2. All incoming and outgoing financial flows must be supported by specific supporting documentation, which clearly and faithfully reports the transactions to which it refers.
3. The Company guarantees the principle of segregation of roles between the subjects who authorize, those who execute and those who control incoming and outgoing financial flows.
4. The Company identifies in advance the corporate representatives to whom spending powers are conferred through specific powers of attorney or resolutions of the Board of Directors, in order to ensure the clear identification a posteriori of the person with spending powers for each financial transaction carried out.
5. The Company carries out - internally or through external consultants - controls on the company's incoming and outgoing financial flows; these controls must take into account the credit institutions used (headquarters of the banks involved in the transactions) and any corporate screens and trust structures used for any extraordinary transactions, as well as the registered office of the counterparty company and the place of destination or origin of the outgoing or incoming money (e.g. tax havens, countries on international *black-lists*, etc.).
6. It is forbidden to transfer cash or bearer securities (cheques, postal orders, certificates of deposit, etc.) in Euros or in foreign currencies, carried out for any reason when the value of the transaction is equal to or greater than Euro 1,000. However, the transfer can be carried out through banks, electronic money institutions and Poste Italiane S.p.A.

SPECIAL PART – B – Corporate Crimes

CHAPTER B.1 - THEOFFENCE

This Special Section refers to corporate offences (with the exception of cases of corruption between private individuals dealt with in Special Part C).

A brief description of the offences contemplated in this Special Section, as indicated in Article 25-ter of the Decree, deemed applicable to the Company (hereinafter the "**Corporate Offences**") is provided below.

B.1.1 Hypotheses of falsehood

FALSE CORPORATE COMMUNICATIONS (ART. 2621 OF THE ITALIAN CIVIL CODE)

MINOR FACTS (ART. 2621-BIS OF THE ITALIAN CIVIL CODE)

The hypothesis of crime referred to in art. 2621 of the Italian Civil Code arises in the event that in the event that in order to deceive the shareholders or the public and in order to obtain an unfair profit for oneself or for others, material facts that do not correspond to the truth are set out in the financial statements, reports or other corporate communications provided for by law, directed to shareholders or the public, or material facts are omitted whose communication is required by the law on the economic situation, of the company or group to which it belongs, in such a way as to mislead the recipients about the aforementioned situation.

Furthermore, pursuant to art. 2621-bis of the Italian Civil Code, if the facts referred to in the previous art. 2621 of the Italian Civil Code constitute minor facts, taking into account the nature and size of the company and the methods or effects of the conduct, penalties will be applied to a reduced extent compared to those provided for pursuant to art. 2621 of the Italian Civil Code indicated above. The aforementioned penalties will also apply when the facts referred to in Article 2621 of the Italian Civil Code concern companies that do not exceed the limits indicated in the second paragraph of Article 1 of Royal Decree No. 267 of 16 March 1942. In this case, the crime can be prosecuted by the company, the partners, creditors or other recipients of the corporate communication.

B.1.2 Protection of share capital

UNDUE RESTITUTION OF CONTRIBUTIONS (ARTICLE 2626 OF THE ITALIAN CIVIL CODE)

The offence in question, like the one provided for by the subsequent Article 2627 of the Italian Civil Code, concerns the protection of the integrity of the share capital and is committed when the directors, in the absence of legitimate hypotheses of reduction of the share capital, provide for the

return, even by equivalent, of the contributions made by the shareholders or release the shareholders from the obligation to make them. The offence in question is relevant only when, as a result of the acts carried out by the directors, the share capital is affected and not the funds or reserves. For the latter, if necessary, the offence contemplated by the following Article 2627 of the Italian Civil Code will be applicable.

The return of contributions can be overt (when the directors return assets to the shareholders without collection of any consideration or issue declarations aimed at freeing the shareholders from their payment obligations) or, more likely, simulated (when the directors use stratagems or artifices to achieve their purpose such as, for example, the distribution of fictitious profits with sums taken from the share capital and not from the reserves, or the offsetting of the credit claimed by the company with non-existent credits claimed by one or more partners).

Active subjects of the crime can only be directors. The law, that is, did not intend to punish the members who are beneficiaries of restitution or release, excluding the necessary contribution. However, there remains the possibility of possible concurrence, by virtue of which they will answer for the crime, according to the general rules of the concurrence referred to in art. 110 of the Criminal Code, also shareholders who have carried out an activity of instigation or determination of the unlawful conduct of the directors.

ILLEGAL DISTRIBUTION OF PROFITS AND RESERVES (ARTICLE 2627 OF THE ITALIAN CIVIL CODE)

This hypothesis of crime consists in the distribution of profits (or advances on profits) not actually achieved or allocated by law to reserves, or in the distribution of reserves (even if not constituted with profits) that cannot be distributed by law.

It should be noted that the return of profits or the replenishment of reserves before the deadline set for the approval of the financial statements extinguishes the crime.

Active subjects of the crime are the directors. The law, therefore, did not intend to punish the shareholders who benefit from the distribution of profits or reserves, excluding the necessary contribution. However, there remains the possibility of possible concurrence, by virtue of which they will answer for the crime, according to the general rules of the concurrence referred to in art. 110 of the Criminal Code, also shareholders who have carried out an activity of instigation or determination of the unlawful conduct of the directors.

UNLAWFUL TRANSACTIONS ON THE SHARES OR QUOTAS OF THE COMPANY OR OF THE PARENT COMPANY (ARTICLE 2628 OF THE ITALIAN CIVIL CODE)

This hypothesis of crime consists in proceeding – outside the cases permitted by law – to the purchase or subscription of shares or quotas issued by the company (or by the parent company)

that causes damage to the integrity of the share capital or reserves that cannot be distributed by law.

The rule is aimed at protecting the effectiveness and integrity of the share capital and cannot disregard the analysis referred to in art. 2357 of the Italian Civil Code, which provides that the joint-stock company may not purchase treasury shares, not even through a trust company or an intermediary, except within the limits of the distributable profits or available reserves resulting from the last duly approved financial statements. The rule provides that the shares must be fully paid up and that, in addition, shares exceeding one-tenth of the share capital cannot be purchased, also taking into account the shares held by the subsidiaries.

Among the cases through which the offence can be carried out are not only the cases of simple purchase but also those of transfer of ownership of the shares, for example, through exchange or carry-over contracts, or even those of transfer without consideration, such as donation.

Active subjects of the crime are the directors. In addition, there is liability by way of concurrence of the directors of the parent company with those of the subsidiary, in the event that the unlawful transactions on the shares of the parent company are carried out by the latter at the instigation of the former.

TRANSACTIONS TO THE DETRIMENT OF CREDITORS (ARTICLE 2629 OF THE ITALIAN CIVIL CODE)

This hypothesis of crime consists in carrying out, in violation of the provisions of the law protecting creditors, reductions in the share capital or mergers with another company or demergers, such as to cause damage to creditors.

It should be noted that compensation for damage to creditors before the judgment extinguishes the crime.

The crime is punishable by complaint.

Active subjects of the crime are, also in this case, the directors.

FICTITIOUS FORMATION OF CAPITAL (ARTICLE 2632 OF THE ITALIAN CIVIL CODE)

This hypothesis of crime is supplemented by the following conducts:

a) fictitious formation or increase of the share capital, even in part, through the allocation of shares or quotas in an overall amount greater than the amount of the share capital;

b) reciprocal subscription of shares or quotas;

c) significant overvaluation of contributions of assets in kind, receivables, or of the company's assets in the event of transformation.

Active subjects of the crime are the directors and the contributing shareholders.

UNDUE DISTRIBUTION OF COMPANY ASSETS BY LIQUIDATORS (ARTICLE 2633 OF THE ITALIAN CIVIL CODE)

This hypothesis of crime consists in proceeding, by liquidators, with the distribution of the company's assets among the shareholders before the payment of the company's creditors or the provision of the sums necessary to satisfy them, with damage caused to creditors. Liquidators are punished upon complaint by the injured party. Compensation for damage to creditors before the trial extinguishes the crime.

B.1.3 Safeguarding the proper functioning of society

IMPEDED CONTROL (ART. 2625 OF THE ITALIAN CIVIL CODE)

This offence consists in preventing or hindering, by concealing documents or other suitable artifices, the performance of control or auditing activities legally attributed to shareholders and other corporate bodies.

The offence can only be committed by the directors.

UNLAWFUL INFLUENCE ON THE SHAREHOLDERS' MEETING (ARTICLE 2636 OF THE ITALIAN CIVIL CODE)

This hypothesis of crime consists in determining the majority in the shareholders' meeting with simulated or fraudulent acts, in order to achieve, for oneself or for others, an unfair profit.

Among the interventions that are likely to constitute the crime in question, we can include, for example, the admission to vote of persons who are not entitled to vote (because, for example, in conflict of interest with the resolution being voted) or the threat or exercise of violence to obtain from the shareholders the adhesion to the resolution or their abstention.

The crime is constructed as a common crime, which can be committed by "anyone" who carries out the criminal conduct.

B.1.4 Criminal protection against fraud

RIGGING (ART. 2637 OF THE ITALIAN CIVIL CODE)

This offence consists in disseminating false news or carrying out simulated transactions or other artifices, concretely capable of causing a significant alteration in the price of unlisted financial instruments or for which a request for admission to trading on a regulated market has not been submitted, or in significantly affecting the public's trust in the financial stability of banks or banking groups.

This is also a common crime, which can be committed by "anyone" who carries out the criminal conduct.

CHAPTER B.2 – SENSITIVE ACTIVITIES IN THE CONTEXT OF CORPORATE CRIMES

B.2.1 Sensitive Activities in the Context of Corporate Crimes

The Sensitive Activities in the context of corporate crimes that the Company has identified within itself are the following:

1. **Preparation and keeping of accounts, financial statements, reports and other corporate communications required by law**
2. **Managing Relationships with Members**
3. **Management of capital transactions and shareholders' meeting activities**

CHAPTER B.3 - GENERAL PRINCIPLES OF CONDUCT

The objective of this Special Section, in order to prevent the commission of Corporate Crimes, is that all the Recipients of the Model comply – within the limits of their respective competences – with rules of conduct in accordance with the provisions herein.

B.3.1 The system in general

In carrying out all operations relating to corporate management, in addition to the rules set out in this Model and, in particular, those indicated in the following paragraphs, the Recipients must generally know and comply with:

1. the current company practices, documentation and provisions relating to the corporate and organisational hierarchical-functional structure and the management control system, which are intended to be fully referred to herein;
2. the rules relating to the administrative, accounting and financial system that currently exist;
3. the applicable Italian legislation.

B.3.2 General principles of conduct

This Special Section provides for the express prohibition on the Recipients to engage, collaborate or cause the implementation of conduct which, taken individually or collectively, integrates, directly or indirectly, the types of crime falling within those considered above (Article 25-ter, Legislative Decree 231/2001) and which, although they do not constitute a crime in themselves, may be the prerequisite for it (e.g. lack of control).

Consequently, this Special Section provides for the express obligation to:

1. to behave correctly, transparently and collaboratively, in compliance with the law and company practices, in all activities aimed at preparing the financial statements and other corporate communications, in order to provide shareholders and third parties with truthful and correct information on the economic, equity and financial situation of the Company;
2. strictly observe all the rules laid down by law to protect the integrity and effectiveness of the share capital, in order not to damage the guarantees of creditors and third parties in general;
3. to ensure the regular functioning of the Company and the Corporate Bodies, guaranteeing and facilitating all forms of internal control over the company's management provided for

by law, as well as the free and correct formation of the will of the shareholders' meeting in compliance with the laws in force.

In the context of the aforementioned conduct, it is prohibited, in particular, to:

a) represent or transmit for the preparation and representation in financial statements, reports and prospectuses or other corporate communications, false, incomplete or, in any case, unrealistic data on the economic, equity and financial situation of the Company;

b) omit data and information required by law on the economic, equity and financial situation of the Company;

c) return contributions to shareholders or release them from the obligation to make them, except in cases of legitimate reduction of the share capital;

d) allocate profits or advances on profits not actually achieved or allocated by law to reserves;

e) purchase or subscribe to units or shares of the Company or subsidiaries outside the cases provided for by law, with damage to the integrity of the share capital;

f) carry out reductions in the share capital, mergers or demergers in violation of the provisions of the law protecting creditors, causing them damage;

g) proceed with the formation and/or fictitious increases of the share capital, assigning shares for a value lower than their nominal value at the time of the share capital increase;

h) to engage in conduct that materially prevents, through the concealment of documents or the use of other fraudulent means, or that, in any other way, hinders the performance of the control activity attributed to the shareholders;

i) determine or influence the adoption of the resolutions of the shareholders' meeting, carrying out simulated or fraudulent acts aimed at altering the regular procedure for the formation of the shareholders' meeting's will.

CHAPTER B.4 - SPECIFIC PRINCIPLES OF CONDUCT

For the purposes of implementing the rules listed in the previous Chapter, in addition to the general principles contained in the General Part of this Model, the procedural principles described below for the individual Sensitive Activities must be respected. These principles may also be implemented through the adoption of specific Group procedures.

1. Preparation and keeping of accounts, financial statements, reports or other corporate communications required by law

1. The Company guarantees:

   (i) the tracking of flows and the identification of the subjects who feed the transmission of the accounting and financial data necessary for the preparation of the financial statements;

   (ii) maximum traceability of the aforementioned processes, in order to allow the identification of any errors/deviations;

   (iii) compliance with the principle of segregation of roles, distributing the tasks inherent in administration and accounting among several subjects (for example, distinction between subjects who authorize a process, subjects who carry it out and subjects who control it);

   (iv) the transmission of the draft financial statements to the directors reasonably in advance of the meeting of the Board of Directors called to resolve on their approval;

   (v) the preparation of adequate physical and/or IT defenses to protect the places where the accounting records are kept in order to prevent any acts of destruction and/or concealment.

2. Managing Relationships with Members

1. The Company guarantees:

   (i) the identification of the person(s) responsible for transmitting the relevant documentation for the purposes of each meeting of the shareholders' meeting;

   (ii) the timely transmission to the shareholders of all the documents relating to the items on the agenda of the meetings of the shareholders' meeting and any other document that the shareholders request pursuant to art. 2476 paragraph 2 of the Italian Civil Code.

3. Management of capital transactions and shareholders' meeting activities

1. All extraordinary transactions as well as contributions, distribution of profits or reserves, subscription or purchase of shares, transactions on share capital, mergers and demergers, distribution of assets in liquidation, are carried out in compliance with the regulations and *best practices* provided for in the field of *corporate governance*.
2. For the purposes of the correct implementation of these extraordinary capital transactions and the correct conduct of the shareholders' meeting activities, the Company ensures:
    (i) the identification, on a preliminary basis, of all the obligations and deadlines provided for by the applicable legal provisions as well as the relevant managers;
    (ii) the continuous monitoring of all the activities carried out from time to time by the personnel involved in the execution of the specific operation.

SPECIAL PART – C – Corruption between private individuals

CHAPTER C.1 – TYPES OF CRIME

C.1.1 Corruption between private individuals (Article 2635 of the Italian Civil Code)

Law no. 190 of 6 November 2012 on "*Provisions for the prevention and repression of corruption and illegality in the public administration*" introduced into our legal system and, precisely, in art. 2635 of the Italian Civil Code, the crime of "*corruption between private individuals*", rewriting the previous case of corporate crime concerning "*infidelity following the giving or promise of utility*".

Unlike the previous offence, the current Article 2635 of the Italian Civil Code has been included - limited to active corrupt conduct - in the list of Predicate Offences *pursuant to* Legislative Decree 231/2001 (current Article 25-ter, paragraph 1, letter *s-bis*), thus providing for the extension of the administrative liability of entities also to the crime of "*corruption between private individuals*".

The Article in question was then subject to further amendments, the last of which took place with Legislative Decree no. 38 of 15 March 2017. Following this amendment, art. 2635 of the Italian Civil Code reads as follows:

"*Unless the fact constitutes a more serious crime, directors, general managers, managers in charge of preparing corporate accounting documents, statutory auditors and liquidators, of companies or private entities who, even through an intermediary, solicit or receive, for themselves or for others, money or other benefits to perform or omit an act, in violation of the obligations inherent in their office or the obligations of loyalty, they are punished with imprisonment from one to three years. The same penalty shall be applied if the act is committed by those who, in the organisational context of the company or private entity, exercise managerial functions other than those of the persons referred to in the previous sentence.*

The penalty of imprisonment of up to one year and six months shall be applied if the act is committed by a person who is subject to the direction or supervision of one of the subjects indicated in the first paragraph.

Anyone who, even through an intermediary, offers, promises or gives money or other benefits to the persons referred to in the first and second paragraphs shall be punished with the penalties provided for therein.

The penalties established in the preceding paragraphs are doubled in the case of companies whose securities are listed on regulated markets in Italy or in other States of the European Union or which are widely distributed among the public pursuant to Article 116 of the Consolidated Law on Financial Intermediation, referred to in Legislative Decree of 24 February 1998, 58, as amended.

Without prejudice to the provisions of Article 2641, the measure of confiscation for equivalent value may not be less than the value of the benefits given, promised and offered".

The case in question is configured as a crime of necessary concurrence, so it is essential that two corrupt conducts are carried out:

at. the active corrupt conduct of the giver offers or promises money or other benefits to the subjects referred to in art. 2635 par. 1;

b. the passive corrupt conduct of the person who – having received or being the recipient of a promise of money or other benefits, for himself or for others – performs or omits acts, in violation of his or her obligations of office or loyalty.

It should be noted that passive corruptive conduct can only be carried out by the subjects specifically listed in the first paragraph of art. 2635 of the Italian Civil Code and that, therefore, only those who hold the following roles in companies (or private entities) can be corrupted:

- Administrators;
- the general managers;
- the managers responsible for preparing the company's financial reports;
- the mayors;
- liquidators;
- other persons exercising managerial activities in the company
- subjects subject to the direction or supervision of the aforementioned qualified persons.

The elimination of the reference to "harm to society" – before the amendment referred to in Legislative Decree no. 38 of 15 March 2017, a necessary prerequisite for the configurability of the crime – involves an anticipation of the moment of consummation and no longer emphasizes the damage suffered by the entity as a result of the agent's criminal conduct, but the latter's violation of the obligations of office or loyalty.

Law no. 3 of 9 January 2019 on "*Measures to combat crimes against the public administration, as well as on the statute of limitations of the crime and on the transparency of political parties and movements*", eliminated from the case the provision for the admissibility of the injured party to be prosecuted. The present crime can therefore be prosecuted ex officio.

C.1.2 Incitement to corruption between private individuals (Article 2635-bis of the Italian Civil Code)

The aforementioned Legislative Decree no. 38 of 15 March 2017 has also introduced a new offence into the legal system, called "Incitement to corruption between private individuals", provided for and punished by art. 2635 *bis of the* Italian Civil Code, which reads as follows:

"*Any person who offers or promises money or other benefits not due to directors, general managers, managers responsible for preparing corporate accounting documents, statutory auditors and liquidators, of companies or private entities, as well as to those who carry out a work activity in them with the exercise of managerial functions, so that he or she may perform or omit an act in violation of the obligations inherent in his office or the obligations of loyalty, if the offer or promise is not accepted, he shall be subject to the penalty laid down in the first paragraph of Article 2635, reduced by one third.*

The penalty referred to in the first paragraph shall apply to directors, general managers, managers responsible for preparing the company's financial reports, statutory auditors and liquidators of companies or private entities, as well as to those who carry out work in them with the exercise of managerial functions, who request for themselves or for others, including through an intermediary, a promise or giving of money or other benefits, to perform or omit an act in violation of the obligations inherent in their office or of the obligations of loyalty, if the solicitation is not accepted".

The cases in question have also been included in the catalogue of predicate offences of the administrative liability of entities, in art. 25-ter, letter s bis of Decree 231.

In particular, for the purposes of the application of the administrative liability of entities *pursuant* to Decree 231 – as for the case of corruption between private individuals *pursuant to* Article 2635 of the Italian Civil Code – only the so-called "active" conduct is relevant, by virtue of the reference that Art. 25-ter, *lett.* s *bis*, of Decree 231 makes in the first paragraph of art. 2635-bis *of the* Italian Civil Code ("*Whoever offers or promises* [...]").

Law no. 3 of 9 January 2019 on "*Measures to combat crimes against the public administration, as well as on the statute of limitations of the crime and on the transparency of political parties and movements*", eliminated from the case the provision for the admissibility of the injured party to be prosecuted. The present crime can therefore be prosecuted ex officio.

CHAPTER C.2 – SENSITIVE ACTIVITIES IN THE CONTEXT OF CORRUPTION CRIMES BETWEEN PRIVATE INDIVIDUALS

C.2.1 Sensitive Activities in the Context of Corruption Offences between Private Individuals

The Sensitive Activities in the context of corruption offences between private individuals that the Company has identified within itself are as follows.

1. **Procurement of goods and services**
2. **Selection and management of relationships with *Developers* in the Development Phase, with EPC *contractors* in the Construction Phase and O&M *contractors* and *Asset Managers* in the Operational Phase**
3. **Management of judicial and extrajudicial disputes**
4. **Management of relationships with credit institutions and insurance companies**

C.2.2 Activities instrumental to the commission of corruption crimes

Some activities, even where they cannot be defined as Risk Activities, may nevertheless be instrumental in the commission of the type of corruption crimes ("**Instrumental Activities**").

This can happen:

1. when the activity constitutes a tool for creating hidden assets, to be used for corruption;
2. when the activity constitutes the means of paying, directly or through an intermediary, to third parties, in a hidden or indirect form, money or other benefits in exchange for undue interest.

The Instrumental Activities that the Company has identified within itself are as follows:

1. **Recruitment, recruitment and management of personnel**
2. **Procurement of goods and services**
3. **Management of gifts and donations**
4. **Management of sponsorships and donations (so-called "Sponsorship and Donations"). *corporate giving*)**
5. **Cash flow management**

CHAPTER C.3 – GENERAL PRINCIPLES OF CONDUCT

C.3.1 General principles of conduct

The objective of this Special Section, in order to prevent the commission of the Offences covered by the same, is that all the Recipients of the Model comply with all the procedures and principles that are directly or indirectly functional to the prevention of the aforementioned Offences.

The above-mentioned subjects, also in relation to the type of relationship established with the Company, are prohibited from:

1. to behold, promote, collaborate or cause the performance of conduct such that, taken individually or collectively, integrates, directly or indirectly, the types of Crime falling within those considered in this Special Part (Article 25-ter, paragraph 1, letter s-bis of the Decree);
2. behaving in a way that, although it is not in itself a crime falling within those considered above, can potentially destroy it;

In the context of the aforementioned conduct, it is forbidden in particular to:

1. promise or grant - also through the intermediation of third parties - advantages of any kind (money, gifts, jobs, concession of consultancy, etc.) in favour of third parties having business relations with the Company, aimed at acquiring preferential treatment in the conduct of any business activity or which may in any case reasonably influence the independence of judgment of the third party or induce the same to ensure any advantage for the Company;
2. to provide services in favour of Consultants, Suppliers and Partners who are not adequately justified in the context of the contractual relationship established with them, as well as to pay fees in favour of the same who are not adequately justified in relation to the type of assignment to be carried out and the practices in force in the sector.

CHAPTER C.4 – SPECIFIC PRINCIPLES OF CONDUCT

For the purposes of implementing the rules listed in the previous Chapter, in addition to the general principles contained in the General Part of this Model, the procedural principles described below for the individual Sensitive Activities must be respected. These principles may also be implemented through the adoption of specific Group procedures.

1. Procurement of goods and services

1. Consultants, Suppliers and Partners must be chosen using transparent methods (e.g. using special *vendor-lists* containing the indication of the multi-year trusted counterparties or a formalized *beauty contest procedure*), on the basis of an appropriate evaluation both in economic and qualitative terms of the contractual proposals of several parties (except for expressly authorized exceptions and motivated by the peculiarity of the service sought - which does not allow to obtain several contractual proposals - and/or by the characteristic of intuitu personae of the same).
2. In relation to Consultants, Suppliers and Partners who are main and/or exposed to a greater risk of committing crimes in light of the type of activity carried out or the geographical area in which the service is performed, the Company carries out *enhanced due diligence* (also using specialised companies) aimed at avoiding the risk of establishing relationships with companies linked to organised crime.
3. The Company ensures the selection - with reference to the highest risk activities and where possible - only of Suppliers and Partners who are included in the *white lists*[5] established at the Prefectures competent for the territory.
4. The Company ensures adherence (even spontaneously in cases of non-obligation, where the conditions are met) to the legality protocols adopted from time to time by the Prefectures and other local authorities in whose territories the Company operates, as well as the continuous monitoring of compliance with the regulations (national and local) on the subject of combating organized crime.
5. Both in the first assignment phase and periodically, Consultants, Suppliers and Partners are required to submit documentation (possibly also a self-certification) proving the possession of the necessary qualification and authorization requirements, with the

[5] These are the lists, established at the Prefectures competent for the territory, of suppliers, service providers and executors of works not subject to attempted mafia infiltration, operating in the sectors exposed to the greatest risk (i.e., transport of materials to landfills on behalf of third parties; transport, including cross-border, and disposal of waste on behalf of third parties; extraction, supply and transport of earth and inert materials; packaging, supply and transport of concrete and bitumen; cold rental of machinery; supply of wrought iron; hot rentals; road transport on behalf of third parties; construction site guards).

obligation to communicate without delay any failure to meet one of these requirements (for example, conviction for some crime or disciplinary sanction of the professional association to which they belong).

6. Contracts with Consultants, Suppliers and Partners must be defined in writing in all their terms and conditions.

7. Contracts with Consultants, Suppliers and Partners must include a specific declaration stating: (i) that they are aware of the regulations referred to in Legislative Decree 231/2001, of the Model and its implications for the Company, (ii) that they have never been involved in legal proceedings relating to the offences contemplated therein and (iii) that they undertake to comply with the provisions of the Model applicable to them.

8. Contracts with Consultants, Suppliers and Partners must provide for the consequences of their breach of the obligations assumed under the previous point (e.g. termination of the relationship).

9. Before making payments to Consultants, Suppliers and Partners, the Company verifies the actual correspondence between what is provided for in the invoice and what is provided for in the contract as well as the effective performance of the service according to the contractually agreed.

2. Selection and management of relationships with *Developers* in the Development Phase, EPC *contractors* in the Construction Phase, O&M *contractors* and *Asset Managers* in the Operational Phase

1. Developers, EPC *contractors*, O&M *contractors* and *Asset Managers* must be chosen with transparent methods (e.g. using special *vendor-lists* containing the indication of multi-year trusted counterparties or a formalized *beauty contest* procedure) on the basis of an appropriate assessment both in economic and qualitative terms of the contractual proposals of several parties and of their professionalism.

2. In relation to *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers,* the Company carries out enhanced *due diligence* and periodic checks (also making use of the services provided by specialized companies) aimed at averting the risk of establishing relationships with companies linked to organized crime.

3. Contracts with *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers* must be defined in writing in all their terms and conditions.

4. Contracts with *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers* must include a specific declaration stating: (i) that they are aware of the regulations referred to in Legislative Decree 231/2001, of the Model and its implications for the Company, (ii) that they have never been involved in legal proceedings relating to the Crimes contemplated therein and (iii) that they undertake to comply with the provisions of the Model applicable to them.
5. Contracts with *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers* must provide for the consequences of their breach of the obligations assumed as set out in the previous point (e.g. termination of the relationship).
6. Developers, EPC *contractors*, O&M *contractors* and *Asset Managers* guarantee a constant flow of information to the Company's representatives on the activities carried out and on the relationships maintained with the P.A. in the context of this activity.

4. Management of judicial and extrajudicial disputes

1. The Company defines the roles and responsibilities of the persons in charge of managing the individual dispute or the pre-litigation position.
2. The process leading to a settlement agreement must always be adequately tracked and settlement agreements must be duly formalized, signed in accordance with the authorization system in place and correctly filed.
3. The involvement of Consultants for the management of disputes must take place only after verification of their professionalism and integrity.
4. The Supervisory Body must be periodically updated on the occasion of important events, such as important hearings attended by representatives of the Company.

   Reference is also made to the express provisions below regarding the selection of Consultants.

5. Management of relationships with credit institutions and insurance companies

1. The Company provides for an authorization and organizational system that:

   (i) defines the roles and responsibilities of the parties involved in relations with credit institutions and insurance companies;

   (ii) ensures the tracing of contacts with these counterparts, in order to prevent any irregular conduct.

In relation to **Instrumental Activities** , the Company adopts the following procedural principles.

1. Recruitment, recruitment and management of personnel

1. The process of selecting and hiring personnel must take place according to criteria of transparency based on the following parameters:
   i. identification of the persons competent to manage any recruitment;
   ii. structuring of the selection and recruitment process along several phases, with the involvement of several functions/subjects;
   iii. application of objective criteria – based on equal treatment and the enhancement of merit and professionalism – in the choice of the most suitable candidate for recruitment and in the identification of the relative classification and treatment;
   iv. verification of the absence – also through the request to the candidate for documentation (possibly, in the form of self-certification) – of elements hindering the establishment of the employment relationship and of the appropriate professionalism with respect to the assignment or tasks to be assigned;
   v. exclusion of any interference by third parties in the process of hiring employees.
2. The Company provides that any internal career advancement and recognition of bonuses (including the possible provision, in the remuneration, of a variable component linked to the achievement of specific objectives) will be assigned according to objective criteria, based on equal treatment and the enhancement of merit and professionalism.
3. The Company guarantees that each new employee:
   i. receives, at the time of establishment of the relationship, an updated copy of the Company Model;
   ii. signs a declaration of receipt and commitment to comply with it;
   iii. receives, as part of the training activity that is carried out in the first working days, basic training on the legislation referred to in Decree 231.

2. Procurement of goods and services

Please refer to the procedural principles provided for by the corresponding Sensitive Activity.

3. Management of gifts and donations

1. Any form of gift or donation (e.g. offering meals or invitations to events) to third parties exceeding normal commercial or courtesy practices or in any case aimed at acquiring preferential treatment in the conduct of any of the Company's activities is prohibited. In particular, any form of gift, for example, to directors, general managers, statutory auditors or other persons who exercise managerial activities in the company, or to their family members, which may even reasonably appear as likely to influence their independence of

judgment or lead to ensuring any advantage for the Company, is prohibited. The gifts allowed are always characterized by the small value of their value (e.g. corporate gadgets).

2. Cash gifts are not permitted.

4. Management of sponsorships and donations (so-called "Sponsorship and Donations"). *corporate giving*)

1. To oversee the Instrumental Activity in question, the Company guarantees:

   (i) the prior verification of the integrity of the beneficiaries of the donation and the recipients of the sponsorship as well as the absence of conflicts of interest with the Company;

   (ii) the traceability and collegiality of the authorisation process for the granting of the contribution and the involvement, in this process, of the Board of Directors;

   (iii) compliance with the prohibition of executing, even partially, a donation or sponsorship before the full completion of the authorization *process*;

   (iv) compliance with the obligation to sign a grant agreement with the receiving institution, which must indicate in detail the purpose of the grant and must be duly signed by a legal representative of the receiving institution;

   (v) an annual report to the Supervisory Body on sponsorships and donations made during the year;

   (vi) the verification, where possible and appropriate, of the use of the contributions for the reasons for which they were recognized.

5. Cash flow management

1. All incoming and outgoing financial flows must be adequately identifiable and traceable, as well as correctly and regularly recorded in appropriate books and accounting records.
2. All incoming and outgoing financial flows must be supported by specific supporting documentation, which clearly and faithfully reports the transactions to which it refers.
3. The Company guarantees the principle of segregation of roles between the subjects who authorize, those who execute and those who control incoming and outgoing financial flows.
4. The Company identifies in advance the corporate representatives to whom spending powers are conferred through specific powers of attorney or resolutions of the Board of

Directors, in order to ensure the clear identification a posteriori of the person with spending powers for each financial transaction carried out.

5. The Company carries out - internally or through external consultants - controls on the company's incoming and outgoing financial flows; these controls must take into account the credit institutions used (headquarters of the banks involved in the transactions) and any corporate screens and trust structures used for any extraordinary transactions, as well as the registered office of the counterparty company and the place of destination or origin of the outgoing or incoming money (e.g. tax havens, countries on international *black-lists*, etc.).

6. It is forbidden to transfer cash or bearer securities (cheques, postal orders, certificates of deposit, etc.) in Euros or in foreign currencies, carried out for any reason when the value of the transaction is equal to or greater than Euro 1,000. However, the transfer can be carried out through banks, electronic money institutions and Poste Italiane S.p.A.

SPECIAL PART – D – Offences of receiving stolen goods, money laundering and use of money, goods or utilities of illicit origin and offences of terrorism

CHAPTER D.1 - TYPES OF OFFENCES

This Special Section refers to the Money Laundering Offences introduced in the *corpus* of Legislative Decree 231/2001, in Article 25-octies, through the Anti-Money Laundering Decree, as well as to the Crimes for the purpose of terrorism (in particular the Crime of Financing Terrorism) provided for in Article 25-quarter of Legislative Decree 231/2001 and deemed applicable to the Company, taking into account the similarity of the company's safeguards aimed at preventing both cases.

It should be noted that for the regulatory description and for the specific treatment of Sensitive Activities and the safeguards relating to the crime of self-laundering pursuant to Article 648-ter.1 *of the* Criminal Code, please refer to Special Part E.

D.1.1 The offences of receiving stolen goods, money laundering and use of money, goods or utilities of illicit origin

RECEIVING STOLEN GOODS (ARTICLE 648 OF THE CRIMINAL CODE)

This hypothesis of crime occurs in the event that a person, in order to procure a profit for himself or others, buys, receives or conceals money or things deriving from any crime or contravention, or in any case interferes in having them acquired, received or concealed.

"Purchase" means the effect of a negotiation activity, free of charge and for consideration, through which the agent obtains possession of the asset.

"Reception" means any form of obtaining possession of the property deriving from the crime, even if only temporarily.

By "concealment" we mean the concealment of the property deriving from a crime after having received it.

In order for the crime to exist, it is not necessary that the money or goods must come directly or immediately from any crime, but a mediated origin is also sufficient, provided that the agent is aware of this origin. Therefore, the crime in question occurs not only in relation to the product or profit of the crime, but also to the money or things that constitute the price of the crime, i.e. the things acquired with money of criminal origin or the money obtained from the alienation of things of the same origin (think of the case in which the Company, in order to obtain an advantageous price, it purchases goods from a person who, in parallel with the supply of such goods, is known to carry out illegal activities such as drug dealing or is part of a mafia-type association and uses the profits deriving from such illegal activities to invest them in the lawful activity).

MONEY LAUNDERING (ARTICLE 648-BIS OF THE CRIMINAL CODE)

This hypothesis of crime occurs in the event that a person replaces or transfers money, goods or other benefits deriving from a crime or misdemeanor, or carries out other operations in relation to them, in such a way as to hinder the identification of their origin from a crime.

"Substitution" means the conduct of replacing money, goods or other utilities of illicit origin with different values.

"Transfer" means the conduct consisting in cleaning money, goods or other utilities through the performance of contractual acts.

For the commission of this crime, therefore, a *quid pluris* is required with respect to the crime of receiving stolen goods, i.e. the performance of acts or facts aimed at replacing money.

The penalty is imprisonment from two to six years and a fine from €2,500 to €12,500 when the fact concerns money or things deriving from a contravention punishable by imprisonment exceeding a maximum of one year or a minimum of six months.

The penalty is increased when the act is committed in the exercise of professional activity; it is reduced if the money, goods or other benefits derive from a crime for which the penalty of imprisonment is established for a maximum of five years. In this case, the last paragraph of Article 648 of the Criminal Code applies.

USE OF MONEY, GOODS OR UTILITIES OF ILLICIT ORIGIN (ARTICLE 648-TER OF THE CRIMINAL CODE)

This hypothesis of crime occurs in the case of use in economic or financial activities of money, goods or other benefits deriving from a crime or contravention.

The punishability for this crime is provided only for those who are not already participants in the main crime or are not attributable by way of receiving stolen goods or money laundering.

The term "employ" is normally synonymous with "use for any purpose": however, considering that the ultimate goal pursued by the legislator is to prevent the disturbance of the economic system and the competitive balance through the use of illicit capital that can be found at lower costs than the lawful ones, it is believed that "employ" should actually be understood as "investing". Therefore, a use for profit should be considered relevant.

Given that the common prerequisite of all three incriminating offences referred to in art. 648, 648 *bis* and 648 *ter* of the Criminal Code is that constituted by the origin of the money or any other utility that the agent has come to have at his disposal, it should be noted that these cases are distinguished from a subjective point of view, for the fact that the first of them requires, in addition to the awareness of the above-mentioned origin, which is also necessary for the others, only a generic purpose of profit, while the second or third require the specific purpose of losing track of

the illicit origin, with the further peculiarity, as regards the third, that this purpose must be pursued through the use of resources in economic or financial activities.

The penalty is increased when the act is committed in the exercise of the professional activity.

D.1.2 Crimes with terrorist purposes

THE CRIME OF FINANCING TERRORISM

The offence of terrorist financing was introduced by Legislative Decree 109/2007, transposing Directive 2005/60/EC issued by the European Parliament and the Council on 26 October 2005.

Terrorist financing means: "*any activity directed, by any means, to the collection, provision, intermediation, deposit, custody or disbursement of funds or economic resources, in any way carried out, intended to be, in whole or in part, used in order to commit one or more crimes with terrorist purposes or in any case aimed at facilitating the commission of one or more crimes with terrorist purposes provided for by the penal code, and this regardless of the actual use of funds and economic resources for the commission of the aforementioned crimes*".

The new legislation on the financing of terrorism adopts the same prevention measures already in force against Money Laundering Crimes and introduced with the Anti-Money Laundering Decree, also providing for other suitable rules to implement the freezing of funds and economic resources provided for by the numerous resolutions of the United Nations Security Council that have followed one another since 1999, by Regulation (EC) No. 2580/2001 issued by the Council on 27 December 2001 and on specific restrictive measures to combat terrorism, as well as by the Community Regulations issued pursuant to art. 60 and 301 of the Treaty establishing the European Community to combat the activities of countries that threaten international peace and security.

The freezing of funds and economic resources is ordered, by decree, on the proposal of the Financial Security Committee, by the Minister of Economy and Finance, in agreement with the Minister of Foreign Affairs.

Pursuant to Legislative Decree 109/2007, "freezing of funds" means the prohibition of the movement, transfer, modification, use or management of funds or access to them, so as to change their volume, amount, location, ownership, possession, nature, destination or any other change that allows the use of funds, including portfolio management. On the other hand, "freezing of economic resources" means the prohibition of transferring, disposing or, in order to obtain funds, goods or services in any way, use of economic resources, including, but not limited to, the sale, lease, lease or establishment of real security rights.

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A brief description of the offences contemplated in this Special Section, as indicated in art. 25-quarter of Decree 231 and deemed applicable to the Company.

SUBVERSIVE ASSOCIATIONS (ARTICLE 270 OF THE CRIMINAL CODE)

This hypothesis of crime is configured against anyone in the territory of the State who promotes, establishes, organizes or directs associations aimed at violently establishing the dictatorship of one social class over the others, or at violently suppressing a social class or, in any case, at violently subverting the economic or social systems established in the State or, finally, having as their purpose the violent suppression of every political and legal order of society.

Anyone who participates in the aforementioned associations is also punished.

ASSOCIATION WITH THE PURPOSE OF TERRORISM, INCLUDING INTERNATIONAL TERRORISM, OR SUBVERSION OF THE DEMOCRATIC ORDER (ARTICLE 270-BIS OF THE CRIMINAL CODE)

This hypothesis of crime is configured against anyone who promotes, establishes, organizes, directs or finances associations that propose to carry out acts of violence with the purpose of terrorism or subversion of the democratic order.

For the purposes of criminal law, the purpose of terrorism also occurs when the acts of violence are directed against a foreign state, an institution or an international body.

ASSISTANCE TO MEMBERS (ARTICLE 270-TER OF THE CRIMINAL CODE)

The rule in question sanctions anyone who gives shelter or provides food, hospitality, means of transport, means of communication to any of the people who participate in the associations indicated in the previous articles 270 and 270-bis.

The penalty is increased if the assistance is provided continuously.

Anyone who commits the act in favor of a close relative is not punishable.

FINANCING OF CONDUCT FOR TERRORIST PURPOSES (LAW NO. 153/2016, ART. 270-QUINQUIES.1 OF THE CRIMINAL CODE)

The provision punishes anyone who, with the exception of the cases referred to in Articles 270-bis and 270-quarter.1 of the Criminal Code, collects, disburses or makes available goods or money, howsoever carried out, intended to be used in whole or in part for the purpose of carrying out conduct for terrorist purposes, regardless of the actual use of the funds for the commission of the aforementioned conduct. The rule also punishes anyone who deposits or safeguards the goods or money indicated above.

THEFT OF ASSETS OR MONEY SUBJECT TO SEIZURE (ARTICLE 270-QUINQUIES.2 OF THE CRIMINAL CODE)

The provision punishes anyone who steals, destroys, disperses, suppresses or deteriorates assets or money, subject to seizure to prevent the financing of conduct for terrorist purposes referred to in Article 270-sexies.

CONDUCT FOR TERRORIST PURPOSES (ARTICLE 270-SEXIES OF THE CRIMINAL CODE)

Conduct which, by its nature or context, is likely to cause serious damage to a country or an international organisation and is carried out with the aim of intimidating the population or forcing public authorities or an international organisation to carry out or refrain from carrying out any act or destabilising or destroying fundamental political structures, shall be considered to be terrorist purposes. constitutional, economic and social activities of a country or an international organization, as well as other conduct defined as terrorist or committed for terrorist purposes by conventions or other rules of international law binding on Italy.

POLITICAL CONSPIRACY BY AGREEMENT AND POLITICAL CONSPIRACY BY ASSOCIATION (ARTICLES 304 AND 305 OF THE CRIMINAL CODE)

This rule punishes the conduct of those who agree to commit one of the crimes referred to in the previous point (Article 302 of the Criminal Code).

TERRORIST OFFENCES PROVIDED FOR BY SPECIAL LAWS

These types of crime consist of all that part of the Italian legislation, issued in the 70s and 80s, aimed at fighting terrorism.

CRIMES, CARRIED OUT IN VIOLATION OF ART. 2 OF THE NEW YORK CONVENTION OF 8 DECEMBER 1999

Pursuant to the aforementioned article, a criminal offence is committed by anyone who, by any means, directly or indirectly, illegally and intentionally, provides or collects funds with the intention of using them or knowing that they are intended to be used, in whole or in part, in order to carry out:

- an act constituting an offence as defined in one of the Treaties listed in the Annex; or
- any other act aimed at causing death or serious bodily injury to a civilian, or any other person who is not an active party in situations of armed conflict, when the purpose of such an act is to intimidate a population, or to compel a government or an international organization to do or refrain from doing anything.

For an act to constitute one of the aforementioned offences, it is not necessary that the funds are actually used to carry out what is described in letters (a) and (b).

Anyone who attempts to commit the crimes provided for above also commits a crime.

A criminal offence is also committed by anyone who:

- takes part as an accomplice in the commission of a crime referred to above;
- organizes or directs other persons in order to commit a crime referred to above;
- contributes to the commission of one or more of the above offences with a group of persons acting with a common purpose. Such contribution must be intentional and must be made in order to facilitate the criminal activity or purpose of the group, where such activity or purpose involves the commission of the crime; or must be provided with full knowledge that the intent of the group is to commit a crime.

Among the criminal conducts supplementary to the offences of terrorism, those that could easily be carried out are the conducts consisting in the "financing" (see Article 270-bis of the Criminal Code).

In order to be able to affirm whether or not the risk of committing this type of crime is recognisable, it is necessary to examine the subjective profile required by the rule for the purposes of the configurability of the crime.

From the point of view of the subjective element, terrorist crimes are configured as intentional crimes. Therefore, in order for the intentional offence to occur, it is necessary, from the point of view of the psychological representation of the agent, that the agent is aware of the unlawful event and wants to carry it out through conduct attributable to him. Therefore, in order for the offences in question to be configured, it is necessary that the agent is aware of the terrorist nature of the activity and has the intention of favouring it.

That said, in order for there to be criminal conduct supplementary to the crime of terrorism, it is necessary that the agent is aware of the fact that the association to which he grants the financing has terrorist or subversion purposes and that it has the intention of favoring its activity. Moreover, the completion of the criminal offence would also be configurable even if the subject acted by way of possible intent. In such a case, the agent should foresee and accept the risk of the occurrence of the event, even if he does not want it directly. The prediction of the risk of the occurrence of the event and the voluntary determination to adopt the criminal conduct must be inferred from unambiguous and objective elements.

CHAPTER D.2 – SENSITIVE ACTIVITIES IN THE CONTEXT OF THE CRIMES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING AND USE OF MONEY, GOODS OR UTILITIES OF ILLEGAL ORIGIN AND TERRORIST OFFENCES

D.2.1 Sensitive Activities in the context of the crimes of receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin and terrorist offences

The Sensitive Activities in the context of the offences of receiving stolen goods, money laundering and use of money, goods or utilities of illicit origin and terrorist offences that the Company has identified within it are the following:

1. **Procurement of goods and services**
2. **Cash flow management**

CHAPTER D.3 - GENERAL PRINCIPLES OF CONDUCT

D.3.1 The system in general

The objective of this Special Section, in order to prevent the commission of the Offences covered by the Model, is that all the Recipients of the Model comply with all the procedures and principles that are directly or indirectly functional to the prevention of the phenomenon of money laundering and terrorism adopted by the Company as a fundamental safeguard for the proper functioning, the reliability and reputation of the Company.

In addition, the above-mentioned subjects, also in relation to the type of relationship established with the Company, must comply with the following principles of conduct:

1. refrain from behaving in such a way as to integrate the offences envisaged by the Offences of Money Laundering and Terrorist Offences;
2. refrain from engaging in conduct that, although not constituting in itself offences falling within those considered above, could potentially become so;
3. behave correctly, transparently and collaboratively, in compliance with the law and internal company procedures, in all activities aimed at managing the personal data of Consultants, Suppliers, Partners and customers, including foreign ones;
4. not to have commercial relationships with subjects (natural or legal) of whom it is known or suspected to belong to criminal organizations or in any case operating outside the lawfulness such as, by way of example but not limited to, people linked to the environment of money laundering, drug trafficking, usury;
5. not to use anonymous instruments to carry out transfer transactions of significant amounts;
6. carry out constant monitoring of company financial flows.

For the implementation of these principles, reference is made to the particularly detailed procedures referred to in the following paragraph.

CHAPTER D.4 – SPECIFIC PRINCIPLES OF CONDUCT

For the purposes of implementing the rules listed in the previous Chapter, in addition to the general principles contained in the General Part of this Model, the procedural principles described below for the individual Sensitive Activities must be respected. These principles may also be implemented through the adoption of specific Group procedures.

1. Procurement of goods and services

1. The Company guarantees the verification that the contractual counterparties with whom significant transactions are concluded do not have their registered office or residence in countries considered to be high risk by the FATF and are not included in the Lists of Names published by the FIU. In the event that the checks reveal involvement in transactions with persons whose names are contained in the Lists of Names (or who are known to be controlled by persons contained in the Lists themselves) or with persons having their registered office or residence in countries considered as non-cooperative by the FATF, the same transactions must be automatically suspended in order to be subject to internal assessment by the SB and the express authorisation of the Board of Directors. Administration.

2. Cash flow management

1. All incoming and outgoing financial flows must be adequately identifiable and traceable, as well as correctly and regularly recorded in appropriate books and accounting records.
2. All incoming and outgoing financial flows must be supported by specific supporting documentation, which clearly and faithfully reports the transactions to which it refers.
3. The Company guarantees the principle of segregation of roles between the subjects (internal or external) who authorize, those who execute and those who control incoming and outgoing financial flows.
4. The Company identifies in advance the corporate representatives to whom spending powers are conferred through specific powers of attorney or resolutions of the Board of Directors, in order to ensure the clear identification a posteriori of the person with spending powers for each financial transaction carried out.
5. The Company carries out - internally or through external consultants - controls on the company's incoming and outgoing financial flows; these controls must take into account the credit institutions used (headquarters of the banks involved in the transactions) and any corporate screens and trust structures used for any extraordinary transactions, as well

as the registered office of the counterparty company and the place of destination or origin of the outgoing or incoming money (e.g. tax havens, countries on international *black-lists*, etc.).

6. It is forbidden to transfer cash or bearer securities (cheques, postal orders, certificates of deposit, etc.) in Euros or in foreign currencies, carried out for any reason when the value of the transaction is equal to or greater than Euro 1,000. However, the transfer can be carried out through banks, electronic money institutions and Poste Italiane S.p.A.

SPECIAL PART – E – Crime of self-laundering

CHAPTER E.1

E.1.1 The crime of self-laundering (Article 25-octies, Legislative Decree 231/2001)

Article 648-ter.1 *of* the Criminal Code provides for the sanction of imprisonment from two to eight years and a fine from Euro 5,000.00 to Euro 25,000.00 for anyone who "*having committed or contributed to committing a crime, uses, replaces, transfers, in economic, financial, entrepreneurial or speculative activities, the money, goods or other benefits deriving from the commission of such crime, in such a way as to concretely hinder the identification of their criminal origin*" and a specific penalty "*when the fact concerns money or things deriving from a contravention punishable by imprisonment exceeding a maximum of one year or a minimum of six months*".

The second paragraph provides for the penalty of imprisonment from one to four years and a fine from € 2,500 to € 12,500 when the fact concerns money or things deriving from a contravention punishable by imprisonment exceeding a maximum of one year or a minimum of six months.

The third paragraph of art. 648-ter.1 of the Criminal Code also provides for another mitigating circumstance if the money, goods or other benefits come from a crime for which the penalty of imprisonment is established for a maximum of five years.

This case, therefore, provides for and punishes conduct such that the perpetrator, after committing or contributing to committing a crime, tries to "*concretely hinder the identification of the criminal origin*" of the proceeds obtained from the first crime through its reuse "*in economic, financial, entrepreneurial or speculative activities*".

The following are aggravating circumstances:

- having committed this crime with the conditions or purposes referred to in art. 416-bis.1 of the Criminal Code, concerning "Aggravating and mitigating circumstances for crimes related to mafia activities" or in order to facilitate the activity of mafia-type associations: in this case, the penalties provided for in the first paragraph of art. 648-ter.1 of the Criminal Code will apply;
- having committed this offence in the exercise of a banking or financial activity or other professional activity.

On the other hand, it is a mitigating circumstance – which involves the reduction of the sentence by up to half – that the offender "*has effectively worked to prevent the conduct from being carried to further consequences or to ensure the evidence of the crime and the identification of the goods,*

money and other benefits deriving from the crime" (art. 648-ter.1, paragraph 6, of the Criminal Code).

On the other hand, the perpetrator of the crime of self-laundering is not punishable, pursuant to paragraph 4 of art. 648-ter.1 of the Criminal Code, when the money, goods or other utilities are intended "*for mere use or personal enjoyment*".

* * *

The new legislation – as also pointed out by Confindustria with circular no. 19867/15 ("*The crime of self-laundering and liability* pursuant to *Decree 231*") – does not specify whether the liability of the entity is limited to the case in which the basic crime of self-laundering (i.e. the crime whose proceeds are reused) falls within the Predicate Crimes or whether it can also occur in the presence of different cases.

With a view to reducing – at a general level – the risk of commissioning offences in the context of corporate activities and in order to improve corporate compliance at all levels , it was nevertheless decided to highlight – in addition to the case of "false corporate communications", provided for and punished by art. 2621 of the Italian Civil Code – some criminal offences falling within the category of tax offences (in addition to those provided for in Special Part "L") and not included in the catalogue of Predicate Crimes.

In particular, the risk of committing the following tax crimes was assessed:

- art. 10-bis of Legislative Decree 74/2000: failure to pay withholding taxes due or certified;
- Article 10-ter of Legislative Decree 74/2000: failure to pay VAT.

CHAPTER E.2 – SENSITIVE ACTIVITIES IN RELATION TO THE CRIME OF SELF-LAUNDERING

E.2.1 Sensitive Activities in the Context of the Crime of Self-Money Laundering

The Sensitive Activities in the context of the crime of self-laundering that the Company has identified within itself are as follows.

1. **Management of accounting and tax compliance**
2. **Selection of tax advisors**

CHAPTER E.3 - GENERAL PRINCIPLES OF CONDUCT

E.3.1 General principles of conduct

The objective of this Special Section, in order to prevent the commission of the Offence covered by the Crime, is that all the Recipients of the Model comply with the principles that are directly or indirectly functional to the prevention of the phenomenon of money laundering adopted by the Company as a fundamental safeguard for the proper functioning, reliability and reputation of the Company.

In order to prevent the commission of the crime of self-laundering, the following obligations must be respected:

1. the Company regulates the interaction between all the figures involved in the compilation of accounting (including financial statements) and tax returns, through a precise specification of the individual roles;
2. the Company ensures the implementation of periodic monitoring of compliance with the principles governing the compilation, keeping and storage of accounting statements;
3. the main contracts with the contractual counterparties must contain standard clauses that recall compliance with the principles of conduct referred to in this Model in order to prevent the liability of the Company *pursuant to* Legislative Decree 231/2001.

This Special Section also provides for the express prohibition on the Recipients to engage, collaborate or cause the implementation of conduct which, taken individually or collectively, constitutes, directly or indirectly, the offence of self-laundering.

CHAPTER E.4 – SPECIFIC PRINCIPLES OF CONDUCT

For the purposes of implementing the rules listed in the previous Chapter, in addition to the general principles contained in the General Part of this Model, the procedural principles described below for the individual Sensitive Activities must be respected. These principles may also be implemented through the adoption of specific Group procedures.

1. Management of accounting and tax compliance

1. The Company ensures the prevention of risks potentially associated with these Sensitive Activities, through:

   (i) checking the correspondence of the amounts indicated in the invoices (active and payable) or in the other relevant documents with the contractual provisions;

   (ii) checking the correspondence of the amounts indicated in the invoices (receivables or payables) or in the other relevant documents with the amount of the related payment;

   (iii) the control of the correspondence between the subjects indicated in the invoices (active and passive) or in the other relevant documents and the actual holders of the contractual relationship described therein;

   (iv) the implementation of the principle of segregation of roles in relation to the management of company accounts and in the subsequent transposition into tax returns;

   (v) the traceability of communications with the Consultants involved in the drafting of the aforementioned deeds and declarations;

   (vi) the correct and orderly custody of accounting records and other documents whose retention is mandatory for tax purposes, ensuring physical and IT defences that prevent any acts of destruction or concealment;

   (vii) monitoring - also through the help of Consultants - compliance with the principles governing the compilation, keeping and storage of tax returns.

Reference is also made to the principles contained in the Special Sections on Corporate Crimes.

2. Selection of Tax Consultants

1. Tax Advisors must be chosen with transparent methods and according to a specific procedure (e.g. using special *vendor-lists* containing the indication of the counterparties of multi-year trust or a formalized *beauty contest procedure*), on the

basis of an appropriate evaluation both in economic and qualitative terms of the contractual proposals of several parties (except for expressly authorized exceptions and motivated by the peculiarity of the service sought - which does not allow to obtain several contractual proposals - and/or by the characteristic of *intuitu personae* of the same).

2. Contracts with Tax Advisors must be defined in writing in all their terms and conditions.

3. Contracts with Tax Advisors must include a specific declaration stating: (i) that they are aware of the legislation referred to in Legislative Decree 231/2001 of the Model and its implications for the Company, (ii) that they have never been involved in legal proceedings relating to the Crimes contemplated therein and (iii) that they undertake to comply with the provisions of the Model applicable to them.

4. Contracts with Tax Advisors must provide for the consequences of their violation of the obligations assumed as set out in the previous point (e.g. termination of the relationship).

SPECIAL PART – F – Crimes of manslaughter and serious or very serious injuries committed with violation of the rules on the protection of health and safety at work

and

Offence of employment of illegally staying third-country nationals

and

Crimes against the individual personality

CHAPTER F.1 - THEOFFENCES

F.1.1 Offences committed in violation of the rules on the protection of health and safety at work (Article 25-septies of Legislative Decree 231/2001)

A brief description of the offences committed in violation of the rules on the protection of health and safety at work indicated in Article 25-septies of the Decree is provided below.

This article, originally introduced by Law no. 123 of 3 August 2007, and subsequently replaced in its current wording by art. 300 of the TUSL Sicurezza, provides for the application of financial penalties and disqualification to entities whose Company representatives commit the offences referred to in art. 589 (manslaughter) and 590 third paragraph (serious or very serious culpable bodily injury) of the Criminal Code, in violation of the regulations on the protection of health and safety at work. The criminal offences included in art. 25-septies concern only the cases in which the event has been determined not by generic fault (and therefore by inexperience, imprudence or negligence) but by "specific fault" which requires that the event occur due to non-compliance with the rules on health and safety at work.

MANSLAUGHTER (ARTICLE 589 OF THE CRIMINAL CODE)

The crime occurs whenever a person causes the death of another person through negligence.

SERIOUS OR VERY SERIOUS CULPABLE PERSONAL INJURIES (ARTICLE 590, PARAGRAPH 3 OF THE CRIMINAL CODE)

The crime occurs whenever a person, in violation of the rules for the prevention of accidents at work, causes serious or very serious injuries to another person.

Pursuant to paragraph 1 of art. 583 of the Criminal Code, the injury is considered serious in the following cases:

"*1) if the act results in an illness that endangers the life of the injured person, or an illness or inability to attend to ordinary occupations for a period of more than forty days;*

2) if the fact produces the permanent weakening of a sense or an organ".

Pursuant to paragraph 2 of art. 583 of the Criminal Code, *"the injury is considered very serious if the fact results from:*

- *a disease that is certainly or probably incurable;*
- *the loss of meaning;*

- *the loss of a limb, or a mutilation that renders the limb useless, or the loss of the use of an organ or*
- *the ability to procreate, i.e. a permanent and serious difficulty of speech;*
- *deformation, or permanent scarring of the face".*

F.1.2 Employment of illegally staying third-country nationals (Article 25-duodecies of Legislative Decree 231/2001)

This Special Section also refers to the "*employment of illegally staying third-country nationals*" (art. 22, paragraph 12 bis, Legislative Decree no. 286/1998), a case introduced in the list of predicate offences of Decree 231, in art. 25-duodecies, by Legislative Decree no. 109 of 16 July 2012, which, which came into force on 9 August 2012, regulates the implementation of Directive 2009/52/EC, and is deemed applicable to the Company.

This offence arises when the person who is an employer employs foreign workers who do not have a residence permit, or whose permit has expired and whose renewal has not been requested within the terms of the law, or has been revoked or cancelled, where the workers employed are:

a) more than three in number;

b) children of non-working age;

c) subject to the other particularly exploitative working conditions referred to in the third paragraph of art. 603-bis of the Criminal Code.

In particular, the working conditions referred to in point c) above concern the exposure of workers to situations of serious danger with regard to the characteristics of the services to be performed and the working conditions.

It should be noted that Article 25-duodecies was amended by Law 161 of 4 November 2017, which introduced the reference to Article 12 of Legislative Decree No. 286 of 25 July 1998 (containing "*Provisions against illegal immigration*"), in relation to the conduct of procured illegal entry of foreigners into the territory of the State and aiding and abetting illegal immigration. The new art. 25-duodecies recalls art. 12 of Legislative Decree 286/1998 limited to paragraphs 3, 3-bis, 3-ter and 5 which concern the conduct of those who "*direct, organize, finance, carry out the transport of foreigners in the territory of the State or carry out other acts aimed at illegally procuring their entry into the territory of* the State" or favor their permanence "*in order to make an unfair profit from the condition of illegality*".

F.1.3 Illegal intermediation and exploitation of labour (art. art. 25-quinquies of Legislative Decree 231/2001)

This Special Section also refers to the crime of illegal intermediation and exploitation of labour (Article 603-bis of the Criminal Code).

The offence in question provides that, unless the fact constitutes a more serious offence, anyone shall be punished:

1. recruits labour in order to allocate it to work for third parties in exploitative conditions, taking advantage of the workers' state of need;
2. uses, hires or employs labour, including through the intermediation activity referred to in number 1), subjecting workers to conditions of exploitation and taking advantage of their state of need.

A harsher penalty is provided for if the acts are committed by violence or threat.

For the purposes of the article in question, the existence of one or more of the following conditions constitutes an indication of exploitation: 1) the repeated payment of wages in a manner that is clearly different from the national or territorial collective agreements stipulated by the most representative trade unions at national level, or in any case disproportionate to the quantity and quality of the work performed; 2) the repeated violation of the legislation relating to working hours, rest periods, weekly rest, compulsory leave, holidays; 3) the existence of violations of the rules on safety and hygiene in the workplace; 4) the subjection of the worker to degrading working conditions, methods of surveillance or housing situations.

On the other hand, the following constitute aggravating circumstances of the crime: 1) the fact that the number of workers recruited is greater than three; 2) the fact that one or more of the recruited subjects are minors of non-working age; 3) having committed the act by exposing the exploited workers to situations of serious danger, having regard to the characteristics of the services to be performed and the working conditions.

CHAPTER F.2 – SENSITIVE ACTIVITIES IN RELATION TO OCCUPATIONAL SAFETY AND HEALTH OFFENCES, THE OFFENCE OF EMPLOYING ILLEGALLY STAYING THIRD-COUNTRY NATIONALS AND OFFENCES AGAINST THE INDIVIDUAL'S PERSONALITY

F.2.1 Sensitive activities in the field of safety at work

The Sensitive Activities in the context of Crimes relating to safety at work and the Crime of employment of illegally staying third-country nationals that the Company has identified within the Company are the following:

1. **Fulfilment of occupational health and safety regulations (including temporary or mobile construction sites)**
2. **Management of contracted activities**

CHAPTER F.3 – GENERAL PRINCIPLES OF CONDUCT

In order to allow the implementation of the principles aimed at protecting the health and safety of Workers as identified by art. 15, TUSL, as well as in compliance with the provisions of art. 18, 19 and 20 of the same decree, the following is provided.

At. The company's safety policy

The objective of the Company's and contractors' occupational health and safety policy must be to set out the principles that inspire every company action and which everyone must adhere to in relation to their role and responsibilities assumed within the Company, with a view to the health and safety of all Workers.

This policy must include:

- a clear affirmation of the responsibility of the entire company organization, in the management of issues relating to health and safety at work, each for their own attributions and skills;
- the commitment to consider these issues as an integral part of business management;
- the commitment to continuous improvement and prevention;
- the commitment to provide the necessary human and instrumental resources;
- the commitment to ensure that the recipients of the Model, within the limits of their respective powers, are sensitized to carry out their activities in compliance with the rules on the protection of health and safety;
- the commitment to a periodic review of the health and safety policy adopted in order to ensure its constant adequacy to the Company's organizational structure.

B. Tasks and responsibilities

In defining the organisational and operational tasks of the Workers, in particular, those relating to the safety activities for which they are responsible must also be made explicit and disclosed, as well as the responsibilities associated with the exercise of the same and the tasks of inspection, verification and surveillance in the field of health and safety at work.

The assignment of tasks and responsibilities is the exclusive responsibility of the Employer, without prejudice to the limits provided for by law.

The following are the obligations that, in implementation of the principles described above and the applicable legislation, are the responsibility of the relevant figures.

The Employer

The Company's Employer is assigned all obligations regarding health and safety at work, including the following non-delegable tasks:

1) assess all risks to the safety and health of workers;
2) to draw up, at the end of this assessment, a Risk Assessment Document (to be kept at the company) containing, among other things:
    - a report on the assessment of all risks to safety and health at work, specifying the criteria adopted for the assessment;
    - an indication of any prevention and protection measures implemented and any personal protective equipment adopted following the aforementioned risk assessment (Articles 74-79 of the TUSL);
    - the programme of measures deemed appropriate to ensure the improvement of safety levels over time;
    - the identification of the procedures for the implementation of the measures to be implemented as well as the roles of the company organization that must provide for them;
    - the indication of the name of the RSPP, the RLS (where required) and the Competent Doctor who participated in the risk assessment.

    The evaluation and drafting of the document must be carried out in collaboration with the RSPP and the Competent Doctor. The risk assessment is subject to prior consultation with the Workers' Safety Representative (if any);
3) define, with a specific document, the company's organizational chart, which establishes:
    - the name of the organisational units and the names of their respective managers;
    - hierarchical and functional relationships.
4) designate the Head of the Prevention and Protection Service, the SPP staff, the Competent Doctor and the emergency staff.

The Employer is assigned numerous other tasks that can be delegated by the Employer to qualified subjects. These tasks are provided for by art. 18 of the TUSL and concern, among other things: a) the appointment of the Competent Doctor to carry out Health Surveillance; b) the identification of the person in charge of carrying out the supervisory activities referred to in art. 19 of the TUSL, c)

the prior designation of the Workers in charge of implementing fire prevention and firefighting measures, evacuation of the workplace in the event of serious and immediate danger, rescue, first aid and, in any case, emergency management; d) the fulfilment of information, education and training obligations; e) the convening of the periodic meeting referred to in art. 35 TUSL; f) the updating of prevention measures in relation to organisational changes that are relevant for the purposes of occupational health and safety, etc.

In relation to these tasks, and to any other task entrusted to the Employer that may be delegated by the latter pursuant to the TUSL, the aforementioned delegation is allowed with the following limits and conditions:

- that it is the result of a written deed bearing a certain date;
- that the delegate possesses all the requirements of professionalism and experience required by the specific nature of the delegated functions and that he accepts such delegation;
- that it attributes to the delegate all the powers of organization, management and control required by the specific nature of the delegated functions;
- that it gives the delegate the autonomy of expenditure necessary for the performance of the delegated functions.

In order to ensure the implementation of a synergistic and participatory corporate safety model, the Employer provides the Prevention and Protection Service and the Competent Doctor with information regarding:

a) the nature of the risks;

b) the organization of work, the planning and implementation of preventive and protective measures;

c) the description of the workplaces and any production processes;

d) data relating to accidents and those relating to occupational diseases.

The Employer is required to carry out training activities in the subject in question.

The Prevention and Protection Service (SPP)

In fulfilling its obligations regarding health and safety at work, the Employer makes use, also by resorting to parties external to the Company, of the Prevention and Protection of Occupational Risks Service which provides:

- the identification of risk factors, the assessment of risks and the identification of measures for the safety and healthiness of the workplace, in compliance with current legislation on the basis of specific knowledge of the company organisation;
- to develop, within the scope of its competence, the preventive and protective measures following the risk assessment and the control systems for these measures;
- to draw up guidelines, *alerts* and operational indications relating to the various company activities;
- to propose information and training activities for workers[6];
- to participate in consultations on the protection of health and safety at work as well as in the periodic meeting referred to in art. 35 of the TUSL;
- to provide workers with all necessary information on the protection of health and safety at work.

If, in the performance of the relevant tasks, the Company's RSPP verifies the existence of any critical issues in the implementation of the recovery actions prescribed by the Employer, the RSPP involved must immediately notify the SB.

Any replacement of the RSPP must also be communicated to the SB with the express indication of the reasons in support of this decision.

The RSPP must have the skills and professional requirements in the field of prevention and safety that are specifically indicated by art. 32 of the TUSL and which are ascertained by the Employer before the appointment through documentation proving their possession.

The RSPP is regularly involved and is invited to the meetings of the SB in relation to the matters within his competence.

The Competent Doctor

The Competent Doctor shall, among other things:

- collaborate with the Employer and the Prevention and Protection Service in the assessment of risks, also for the purpose of planning, where necessary, Health Surveillance, the preparation of the implementation of measures for the protection of the health and psychophysical integrity of workers and training and information activities for them, for the

[6] It should be noted that the training activity must also be aimed at the Employer.

part of competence considering the particular types of work and exposure and the peculiar methods work organisation;

- planning and carrying out Health Surveillance;
- establish, update and keep under his/her own responsibility a health and risk record for each Worker subject to Health Surveillance;
- provide information to workers on the meaning of the health checks to which they are subjected and informing them of the related results;
- communicate in writing on the occasion of the periodic meeting referred to in art. 35 TUSL the collective anonymous results of the Health Surveillance carried out, providing information on the meaning of these results for the purpose of implementing measures for the protection of the health and psychophysical integrity of workers;
- visit the workplace at least once a year or at different intervals depending on the risk assessment.

The Competent Doctor must be in possession of one of the qualifications *pursuant to* Article 38 of the TUSL that are ascertained by the Employer before making the relevant appointment.

The Workers' Safety Representative (RLS)

It is the person elected or designated, in accordance with the provisions of the relevant trade union agreements, to represent workers for health and safety aspects in the workplace.

The RLS receives, by the Employer or his delegate, the required specific training in health and safety.

The RLS:

- access to workplaces;
- is consulted in advance and promptly on risk assessment and the identification, planning, implementation and verification of preventive measures;
- is consulted on the designation of the RSPP and the persons in charge of implementing emergency and first aid measures and the Competent Doctor;
- is consulted on the organisation of training activities;
- promotes the development, identification and implementation of prevention measures suitable for protecting the health and psychophysical integrity of workers;

- participates in the "*periodic risk prevention and protection meeting*";
- receives information relating to the risk assessment and the related prevention measures and, if requested and for the performance of his function, a copy of the Risk Assessment Document and the DUVRI.

The RLS has the time necessary to carry out the task, without loss of salary, as well as the means necessary for the exercise of the functions and faculties granted to him; he cannot suffer any prejudice due to the performance of his activity and the same protections provided by law for trade union representatives apply to him.

The Workers

It is the responsibility of each Worker – as, moreover, clearly indicated by art. 20 of the TUSL – pay attention to their own safety and health and that of other people present in the workplace on whom the effects of their actions and omissions may fall, in relation to the training and instructions received and the equipment provided.

Workers must in particular:

- observe the provisions and instructions given by the Employer or his delegate for the purposes of collective and individual protection;
- correctly use work equipment as well as any safety devices, where present;
- immediately report to the Employer or to the persons in charge the deficiencies of the means and devices referred to in the previous points, as well as any other dangerous conditions of which they become aware, working directly, in case of urgency, within the scope of their competences and possibilities, to eliminate or reduce such deficiencies or dangers;
- not to remove or modify safety, signalling or control devices without authorisation;
- participate in training and training programs organized by the Employer;
- undergo the health checks required for them;
- contribute, together with the Employer or his delegate, to the fulfilment of all the obligations imposed by the competent authority or in any case necessary to protect the safety and health of workers at work.

Workers of external companies who carry out activities for and at the Company must display a special identification card

CHAPTER F.4 – SPECIFIC PRINCIPLES OF CONDUCT

1. Compliance with regulatory obligations regarding health and safety in the workplace (including temporary or mobile construction sites)

1. In order to prevent accidents and illnesses in the workplace, the Company:

   a. punctually complies with the applicable regulatory provisions on health and safety in the workplace;

   b. provides that meetings *pursuant to* Article 35 of the TUSL are called at least once a year and that they are attended by the Employer or a person specifically delegated by the latter;

   c. ensure that any delegation of functions in the field of health and safety at work takes into account the specific risks associated with the work carried out as part of the company's activities and complies with the following requirements: i) they are the result of a written document bearing a certain date; ii) the delegate possesses all the requirements of professionalism and experience required by the specific nature of the delegated functions; iii) assigns to the delegate all the powers of organization, management and control required by the specific nature of the delegated functions; iv) gives the delegate the autonomy of expenditure necessary for the performance of the delegated functions;

   d. provides adequate information and training to all interested parties (including the Employer, Employees and all those who work for the Company) about the specific risks of the company, the consequences of these and the prevention and protection measures adopted;

   e. ensures that all the actors in the prevention organisation chart are adequately identified (for example, by providing for the formal identification of those in charge);

   f. it shall keep the documents relating to the management of health and safety in the workplace;

   g. ensures periodic control of the prevention and protection measures adopted in the workplace. In particular, it ensures periodic checks on: i) the preventive and protective measures prepared for the management of health and safety in the workplace and ii) the adequacy and functionality of these measures;

   h. on the basis of the results of the control activities, it plans the necessary interventions to eliminate the critical issues detected: this is in order to ensure that

the health and safety system is adequately implemented and the set objectives are achieved;

i. provides for periodic information flows between the Supervisory Body and the parties involved in the processes considered sensitive in relation to crimes relating to health and safety at work.

2. With reference to the management of temporary or mobile construction sites referred to in Title IV of the TUSL, the Company, whenever it holds the role of principal, assesses the opportunity to delegate, pursuant to art. 89, paragraph 1, letter c) and art. 16 TUSL, all the functions assigned to the client by the TUSL to a person with adequate skills to carry out this task (the "Works Manager"). The Works Manager must be given all the powers of organization, management and control required by the specific nature of the delegated functions and, in particular, full decision-making and spending autonomy in order to implement all the safeguards, procedures and measures necessary to safeguard health and safety in the workplace, to minimize sources of risk, to effectively fulfil all safety obligations pertaining to the customer, pursuant to the TUSL. At the same time, the Works Manager is entrusted with all the obligations that Title IV of the TUSL attributes to the client in the design and execution phases of the work, in order to ensure the protection of the health and safety of workers on temporary or mobile construction sites. In particular, pursuant to art. 90 of the TUSL, the Works Manager:

a) in the design phase of the work, it complies with the principles and general protection measures referred to in art. 15 of the TUSL. Specifically:

- at the time of architectural, technical and organizational choices, in order to plan the various works or phases of work that will take place simultaneously or successively;
- when forecasting the duration of these various works or work phases;

b) appoints/revokes the coordinator for the design referred to in art. 89, paragraph 1, letter e) of the TUSL, in possession of the requirements referred to in art. 98 of the TUSL (in construction sites where the presence of several executing companies is expected, even if not at the same time and even after the assignment of the works);

c) appoints/revokes the coordinator for the execution of the works referred to in art. 89, paragraph 1, letter f) of the TUSL, in possession of the requirements referred

to in art. 98 of the TUSL (in construction sites where the presence of more than one executing company is expected, even if not at the same time and even after the assignment of the works);

d) in the design phase of the work, it takes into consideration the documents referred to in art. 91, paragraph 1, letters a) and b), of the TUSL (i.e., safety and coordination plan referred to in article 100, paragraph 1, of the TUSL and file containing useful information for the purposes of prevention and protection from the risks to which workers are exposed);

e) communicates to the contractors, the executing companies and the self-employed workers the name of the coordinator for the design and that of the coordinator for the execution of the works;

f) verifies the technical and professional suitability of the contractor, the executing companies and the self-employed workers in relation to the functions or works to be entrusted, in accordance with the procedures provided for by art. 90, paragraph 9, letter a), of the TUSL;

g) requests the executing companies for the information and documentation referred to in art. 90, paragraph 9, letter b), of the TUSL;

h) it shall send to the granting authority, before the start of the works covered by the building permit or the declaration of commencement of activity, the documentation required by law and, in particular: (i) a copy of the preliminary notification referred to in Article 99 of the TUSL; (ii) the single document of regularity of contributions of companies or self-employed workers; and (iii) a declaration attesting to the verification of the documentation referred to in Article 90, paragraph 9, letters a) and b) of the TUSL (point g) above).

The Works Manager is also delegated the verification obligations provided for by art. 93, paragraph 2, TUSL and concerning, in particular, the fulfilment by the coordinator for the design of the obligations imposed on him by art. 91, paragraph 1, TUSL and the fulfilment, by the coordinator for the execution of the works, of the obligations imposed on him by art. 92, paragraph 1, letters a), b), c), d) and e).

3. Management of contracted activities

1. The methods of management and coordination of contract works that fall within the scope of art. 26 of the TUSL must be formalized in written contracts in which there are

references to the obligations referred to in art. 26, TUSL, among these, for the Employer:

a) verify the technical and professional suitability of the contractors in relation to the works to be contracted out through i) acquisition of the certificate of registration with the Chamber of Commerce, Industry and Crafts ii) acquisition of the self-certification of the contractor or self-employed workers of the possession of the technical and professional suitability requirements pursuant to art. 4, Presidential Decree no. 445 of 28 December 2000;

b) to provide, in the contractual agreements with contractors and subcontractors, specific indication of the contractor-subcontractor's personnel who perform the function of supervisor;

c) provide detailed information to contractors about any specific risks existing in the environment in which they are intended to operate and about the prevention and emergency measures taken in relation to their activity;

d) cooperate in the implementation of measures to prevent and protect against risks at work and accidents on the work activity covered by the contract;

e) coordinating the protection and prevention interventions from the risks to which workers are exposed;

f) prepare, where the conditions are met, a Single Interference Risk Assessment Document indicating the measures adopted in order to eliminate, or at least minimize, the risks due to interference between the works of the various companies involved in the execution of the overall work; this document must be attached to the contract or works contract.

2. In the procurement contracts, the management of occupational safety obligations in the case of subcontracting must be clearly defined.

3. In the leasing, procurement and subcontracting contracts, the costs relating to work safety must be specifically indicated. The Company, during the selection phase (and subsequent contractualization), takes care that any discounts applied by the contractor do not affect the planned expenditure commitment for the protection of the health and safety of Workers.

4. Risks related to the crime of employment of illegally staying third-country nationals and the crime of illegal brokering and exploitation of labor by contractors

With reference to both the direct selection, recruitment and management of personnel and the selection of contractors and subcontractors and the management of the related contracts by the Company, suitable safeguards are adopted to ensure that third-country nationals without a residence permit or with an illegal residence permit are not employed or employees in conditions of exploitation are not used (as described by Article 603-bis of the Criminal Code).

To this end,

1. as regards the direct employment of personnel

1. The Company guarantees that, in the establishment of employment relationships,
   a) the protection of the rights of individuals and workers is always considered to prevail over any economic consideration;
   b) respect for decent working conditions for workers is always guaranteed.
2. The Company adopts formal measures aimed at ensuring compliance with legal obligations regarding the employment of foreign workers and residence permits;
3. the Company does not employ workers from third countries without a residence permit or with a revoked or expired permit, for which no renewal application has been submitted, documented by the relevant receipt;
4. the Company does not employ workers from third countries residing in Italy for tourism reasons, even if they regularly have the required declaration of presence;
5. in the case of hiring foreign citizens residing in non-EU countries, the Company takes steps with the competent authorities in order to obtain all the documentation necessary to allow the legal entry into Italy of the foreign citizen and the establishment of a regular employment relationship;
6. in the case of hiring foreign citizens already residing in Italy, the Company guarantees verification that they are in possession of a regular residence permit or that, in the event of its expiry, they have initiated the procedures for renewal;
7. the Company guarantees that the renewal of the employment contract or the continuation of the employment relationship are subject to the maintenance/renewal of

the residence permit and that, if this requirement is no longer met, the employment relationship is suspended until the position has been regularized;

i. the Company ensures that, in the event of the use of workers with leasing contracts, the relationship with the supplier agency is governed by a written agreement.

2. as regards the use of personnel by contractors,

1. The Company provides:

a) the guarantee by the contractor to employ in the service for the Company Workers lawfully residing in Italy and with a regular employment relationship and to have fulfilled within the terms of the law all remuneration, social security, insurance and tax obligations towards its Workers, employees and non-employees, and any other obligation provided for by law and, in particular, those provided for by Legislative Decree 276/2003, by Legislative Decree 223/2006 as well as those relating to placement and compulsory insurance;

b) the commitment by the contractor to provide at the time of signing the contract and subsequently, at a frequency established by the parties, a copy of the Single Document of Contribution Regularity relating to the administrative position of the contractor and its subcontractors issued by the competent authorities;

c) the obligation on the part of the contractor to establish relationships only with subcontractors that ensure compliance with the provisions of labour law in force, including those relating to the recruitment of workers from third countries, under penalty of termination of the contract by law;

d) the prohibition for the contractor to sub-contract the activities without the prior authorization of the Company;

e) the inclusion in the contract with the O&M *contractor* of an obligation for the latter to ensure (also through the performance of specific controls) that the activities of the subcontractors are carried out in compliance with the law and the provisions of the O&M contract, also with reference to the provisions of the law in the field of health and safety at work, as well as with reference to the social security and contribution area;

f) the creation of a *reporting system* to the Company at the expense of the O&M *contractor*, in order to allow the Company to receive a periodic update (at least quarterly) on the performance of any activities and the presence of any critical

issues encountered regarding the subcontractor's compliance with the law and the provisions of the O&M contract (also with reference to the provisions of the law in health and safety at work and regularity of pay and contributions);

g) the execution of periodic checks on the correct management by the O&M *contractor* of the activities entrusted to the subcontractor;

h) the execution of periodic checks on the correct management by the contractors of the activities entrusted to them, as well as compliance by the latter with the provisions of the law applicable to labour, social security and social security (through both documentary checks and *on-site checks*).

SPECIAL PART – G – Environmental Crimes

CHAPTER G.1 - TYPES OF OFFENCES

This Special Section refers to so-called environmental crimes.

The individual types of offences for which Article 25-undecies of Legislative Decree no. 231/2001 provides for the liability of entities in cases where such offences have been committed in the interest or to the advantage of the entities are described below. In particular, Legislative Decree no. 121 of 7 July 2011 on "*Implementation of Directive 2008/99/EC on the criminal-law protection of the environment, as well as Directive 2009/123/EC amending Directive 2005/35/EC on ship-source pollution and the introduction of penalties for infringements*" has provided, through the inclusion in the Decree of Article 25-undecies, the extension of the administrative liability of companies and entities to a series of environmental crimes. This article was subsequently amended by Law no. 68 of 22 May 2015, which added further cases to it.

The individual cases contemplated in Article 25-undecies of the Decree (hereinafter the "Environmental Crimes") are indicated below:

1. Environmental pollution (Article 452-bis *of the* Criminal Code)
2. Environmental disaster (Article 452-quarter of the Criminal Code)
3. Culpable crimes against the environment (Article 452-quinquies of the Criminal Code)
4. Trafficking and abandonment of highly radioactive material (Article 452-sexies of *the* Criminal Code)
5. Killing, destruction, capture, removal, possession of specimens of protected wild animal or plant species (Article 727-bis of *the* Criminal Code)
6. Destruction or deterioration of habitats within a protected site (Article 733-bis of *the* Criminal Code)
7. Unlawful discharge of industrial waste water containing hazardous substances and/or exceeding the limit values established by law and/or by the competent authorities (Article 137, paragraphs 2, 3, and 5 of the Copyright Code), violation of the prohibition of discharge into the ground, soil and groundwater (Article 137, paragraph 11 of the Copyright Code) and the illegal discharge into sea waters by ships or aircraft of substances or materials for which it is imposed an absolute ban on spillage (Article 137, paragraph 13 of the Administrative Code)
8. Unauthorised management of waste (Article 256(1)(a) and (b) of the Administrative Code), the unauthorised construction and management of landfills (Article 256(3) of the

Administrative Code), the mixing of hazardous waste (Article 256(5) of the Administrative Code) and the temporary storage of hazardous medical waste (Article 256(6), first sentence, of the Administrative Code)

9. Failure to remediate polluted sites and failure to communicate the polluting event (Article 257, paragraph 1 and paragraph 2 of the Administrative Code)
10. Forgery in the preparation of waste analysis certificates (Article 258, paragraph 4 of the Administrative Code)
11. Illegal trafficking of waste (Article 259, paragraph 1 of the Criminal Code)
12. Organised activities for the illegal trafficking of waste (Article 452-quaterdecies of the Criminal Code);
13. Indication of false information in the context of the waste traceability system (Article 260-bis, paragraph 6 of the Copyright Code) and transport of waste without SISTRI documentation or accompanied by false or altered SISTRI documentation (Article 260-bis, paragraph 7 second and third sentences and paragraph 8, Administrative Code)
14. Violation of the Emission Limit Values and the requirements established by regulatory provisions or by the competent authorities (Article 279, paragraph 5, of the Administrative Code)
15. Offences relating to the international trade in endangered animal and plant species, as well as offences relating to the violation of rules for the marketing and possession of live specimens of mammals and reptiles that may constitute a danger to public health and safety (Articles 1, paragraphs 1 and 2; Article 2, paragraphs 1 and 2; Article 6, paragraph 4 and Article 3-bis, paragraph 1, of Law 150/1992)
16. Violation of the provisions relating to the production, consumption, import, export, possession and marketing of ozone-depleting substances (Article 3, paragraph 6 of Law No. 549 of 28 December 1993 on "*Measures for the protection of stratospheric ozone and the environment*")
17. Intentional or negligent pollution caused by ships (Articles 8, paragraph 1 and paragraph 2; Article 9, paragraph 1 and paragraph 2 of Legislative Decree 202/2007).

A brief description of the cases referred to in Article 25-undecies of the Decree considered relevant in relation to the Company's activities is provided below.

G.1.1 Environmental Crimes referred to in art. 25-undecies provided for by the Criminal Code

ENVIRONMENTAL POLLUTION (ARTICLE 452-BIS OF THE CRIMINAL CODE)

Pursuant to Article 452-bis of the Criminal Code, anyone who unlawfully causes significant and measurable impairment or deterioration is punished:

1) water or air, or large or significant portions of the soil or subsoil;

2) of an ecosystem, biodiversity, including agricultural biodiversity, flora or fauna.

When pollution is produced in a protected natural area or subject to landscape, environmental, historical, artistic, architectural or archaeological constraints, or to the detriment of protected animal or plant species, the penalty is increased.

ENVIRONMENTAL DISASTER (ARTICLE 452-QUARTER OF THE CRIMINAL CODE)

Pursuant to Article 452-quarter of the Criminal Code, anyone who unlawfully causes an environmental disaster is punished.

This type of offence arises, in particular, when the irreversible alteration of the balance of an ecosystem occurs; the balance of an ecosystem whose elimination is particularly burdensome and can only be achieved with exceptional measures; offence to public safety due to the relevance of the fact, the extent of the impairment or its harmful effects or the number of persons offended or exposed to danger.

When pollution is produced in a protected natural area or subject to landscape, environmental, historical, artistic, architectural or archaeological constraints, or to the detriment of protected animal or plant species, the penalty is increased.

CULPABLE CRIMES AGAINST THE ENVIRONMENT (ARTICLE 452-QUINQUIES OF THE CRIMINAL CODE)

In the event that any of the acts referred to in Articles 452-bis and 452-quarter *of the* Criminal Code is committed due to negligence, the penalties provided for in the same articles are reduced from one third to two thirds.

If the commission of the above-mentioned acts results in the danger of environmental pollution or environmental disaster, the penalties are further reduced by one third.

AGGRAVATING CIRCUMSTANCES (ARTICLE 452-OCTIES OF THE CRIMINAL CODE)

When the association referred to in Article 416 is directed, exclusively or concurrently, for the purpose of committing any of the crimes provided for in Articles. 452-bis, 452-quarter, 452-

quinquies, 452-sexies, the penalties provided for in the same Article 416 of the Criminal Code are increased.

Accordingly, if the association referred to in Article 416-bis of the Criminal Code is aimed at committing any of the crimes provided for in Articles. 452-bis, 452-quarter, 452-quinquies, 452-sexies or the acquisition of the management or in any case control of economic activities, concessions, authorizations, contracts or public services in environmental matters, the penalties provided for in the same article 416-bis of the Criminal Code have increased.

The penalties referred to in the preceding paragraphs shall be increased from one third to one half if the association includes public officials or persons in charge of a public service who exercise functions or perform services in environmental matters.

ORGANISED ACTIVITIES FOR THE ILLEGAL TRAFFICKING OF WASTE (ARTICLE 452-QUATERDECIES OF THE CRIMINAL CODE)

Anyone who, in order to achieve an unfair profit, with several operations and through the setting up of means and continuous organized activities, transfers, receives, transports, exports, imports, or otherwise illegally manages large quantities of waste is punished. The crime is aggravated if the waste is highly radioactive, according to the provisions of art. 260 paragraph 2, Amb. Code

G.1.2 Environmental Crimes referred to in art. 25-undecies provided for by the Environmental Code (Legislative Decree 152/2006)

UNAUTHORIZED WASTE MANAGEMENT ACTIVITIES (ARTICLE 256 OF THE ADMINISTRATIVE CODE)

Art. 256 is the most important regulatory provision in the system of penalties in the field of waste management as it lays down rules for a multiplicity of activities all related to the notion of waste management (i.e. collection, transport, recovery, disposal, temporary storage, trade and brokerage, management of a discarca, mixing of waste) whether hazardous or non-hazardous.
It should be noted that, as regards the subjective element that characterizes the conduct, the contravention structure of the case in question makes the crimes referred to in the first paragraph of this article punishable both by way of intent and by way of negligence.
To this end, it is appropriate to recall the rigor of the jurisprudence in interpreting and applying the rule, as it has been held[7] that the authorization to carry out the activity of waste recovery by a company does not exclude its liability by way of complicity if it has received it from an intermediary

[7] Cass. Pen., sec. III, 2 July 2008, no. 26526.

or a transporter who, however, it is without authorization, as there is an obligation for the recipient to check that those who supply the waste to be treated are in possession of regular authorization.

UNAUTHORISED WASTE MANAGEMENT (ART. 256 PARAGRAPH 1 OF THE ADMINISTRATIVE CODE)

A plurality of conducts related to the unauthorized management of waste are punished, i.e. the activities of collection, transport, recovery, disposal, trade and brokerage of waste of any kind – hazardous and non-hazardous – carried out in the absence of the specific authorization, registration or communication required by art. 208 to 216 of the Code of Amendment

It should be noted that, pursuant to art. 193 paragraph 9 of the Administrative Code, for "transport activities" the movement of waste within a private area is not relevant.

A liability of the producer could, however, take the form of complicity in the crime. This, not only in the event of knowledge of the illegal nature of the waste management activity contracted out, but also in the event of violation of specific control obligations on the person in charge of the collection and disposal of the waste produced.

In fact, it should be borne in mind that all parties involved in all waste management activities – including the producer – are required, not only to comply with the regulatory provisions relating to their area of activity, but also to check the correct execution of the activities before or after their own. Consequently, the producer is required to check that the person entrusted with the collection, transport or disposal of the waste produced carries out these activities in a lawful manner. Otherwise, failure to comply with precautionary obligations could lead to a "culpable contribution to the intentional crime".

UNAUTHORIZED LANDFILL MANAGEMENT (ART. 256, THIRD PARAGRAPH, ADMINISTRATIVE CODE)

Anyone who builds or manages an unauthorised landfill is punished, with a specific increase in punishment if it is intended for the disposal of hazardous waste.

In particular, it is specified that the definition of landfill does not include "facilities where waste is unloaded in order to be prepared for subsequent transport to a recovery, treatment or disposal facility, and the storage of waste awaiting recovery or treatment for a period of less than three years as a general rule, or the storage of waste awaiting disposal for a period of less than one year".

The Court of Cassation has also clarified that the area inside the place of production of waste permanently intended for the disposal of the same must also be considered a "landfill" (Cass. Pen. Sent. 10258 of 26 January 2007).

In order to determine the unlawful conduct of construction and management of an unauthorised landfill, the following conditions must therefore be met:

(a) repeated conduct over time of accumulation of waste in an area or even the simple preparation of the area through leveling or fencing of the land;

(b) the degradation of the area itself, consisting in the permanent alteration of the state of the places, as well as

(c) the deposit of a substantial amount of waste.

Finally, for the purposes of the configuration of "abusive management", it must be possible to give rise to an autonomous activity, subsequent to construction, which implies the activation of an organization of means and people aimed at the operation of the landfill itself.

MIXING OF HAZARDOUS WASTE (ARTICLE 256, FIFTH PARAGRAPH, OF THE ADMINISTRATIVE CODE)

Unauthorised activities of mixing waste with different hazardous characteristics or hazardous waste with non-hazardous waste are punished.

It should be noted that the mixing of hazardous waste - which does not have the same hazardous characteristic, with each other or with other waste, substances or materials - is allowed only if expressly authorized pursuant to and within the limits of art. 187 of the Amb. Code Such conduct therefore assumes criminal relevance only if carried out in violation of these regulatory provisions.

The crime in question can be committed by anyone who has the availability of hazardous and non-hazardous waste.

SITE REMEDIATION (ARTICLE 257 OF LEGISLATIVE DECREE NO. 152 OF 3 APRIL 2006)

Art. 257 of the Administrative Code, concerning the criminal discipline of the remediation of sites, provides for two distinct types of crime:

FAILURE TO REMEDIATE THE POLLUTED SITE (ARTICLE 257 OF THE ADMINISTRATIVE CODE)

Anyone who causes pollution of the soil, subsoil, surface water or groundwater, by exceeding the risk threshold concentrations, is punished if he does not provide for the remediation in accordance with the project approved by the competent authority as part of the specific administrative procedure outlined by Articles 242 et seq. of the Administrative Code.

Prerequisites for the configuration of the aforementioned offence are:

- the exceeding of risk threshold concentrations (CSR);
- failure to clean up in accordance with the project approved by the competent authority as part of the procedure referred to in Articles 242 et seq.

This is a crime of a free-conduct event or a pure causal crime, subject to an objective condition of punishability, where a) the crime event is envisaged only as an event of damage, i.e. as pollution; b) pollution is defined as exceeding the risk threshold concentrations ("CSR"), which is a level of risk higher than the levels of attention identified by the contamination threshold concentrations ("CSC") and therefore the levels of acceptability already defined by Ministerial Decree no. 471/1999.

Therefore, the pollution itself is not punished, but the failure to carry out remediation to be carried out according to the rules set out in the appropriate project. In this regard, the Supreme Court specified that "the configurability of the crime necessarily requires the exceeding of the risk threshold concentration (CSR) but the consummation of the crime cannot be separated from the adoption of the remediation project pursuant to Article 242. In fact, art. 257 now provides that the remediation must take place in accordance with the project referred to in art. 242 et seq., which regulate the characterization procedure and the remediation project, thus overcoming the wording of art. 51-bis of Legislative Decree no. 22/1997 which limited itself to providing for the remediation according to the procedure referred to in art. 17. It must therefore be considered that in the absence of a definitively approved project, the offence referred to in art. 257" (Criminal Court of Cassation, Section III, 9 June 2010 (hearing of 13 April 2010), no. 22006).

The crime is aggravated if the pollution is caused by dangerous substances, according to the provisions of art. 257, paragraph 2, of the Administrative Code.

FAILURE TO COMMUNICATE THE POLLUTING EVENT TO THE COMPETENT AUTHORITIES IN ACCORDANCE WITH THE PROCEDURES INDICATED IN ART. 242 OF THE AMB CODE (ART. 257 OF THE ADMINISTRATIVE CODE)

Upon the occurrence of an event that is potentially capable of contaminating the site, the person responsible for the contamination must, within 24 hours following the occurrence of the event, adopt the necessary prevention measures and immediately notify it pursuant to and in the manner referred to in art. 304, paragraph 2, of the Administrative Code.

In this case, unlike the crime of failure to remediate, "the report that the person responsible for the pollution is obliged to make to the authorities indicated on the basis of art. 242 is due regardless of the exceeding of the contamination thresholds and its omission is sanctioned by art. 257" (Criminal Court of Cassation, Section III, 29 April 2011 (hearing of 12 January 2011), no. 16702).

FORGERY IN THE PREPARATION OF A WASTE ANALYSIS CERTIFICATE (ARTICLE 258, PARAGRAPH 4, SECOND SENTENCE OF THE ADMINISTRATIVE CODE)

Anyone who transports hazardous waste, as well as anyone who, in the preparation of a certificate of analysis of waste, provides false information on the nature, composition and chemical-physical characteristics of the waste, as well as anyone who makes use of a false certificate during transport, shall be punished.

ILLEGAL TRAFFICKING OF WASTE (ART. 259 OF THE CRIMINAL CODE)

Pursuant to art. 259 paragraph 1 of the Ambassador's Code, two types of crime related to cross-border trafficking and shipments of waste are punished.

The illegal trafficking of waste occurs when the conducts expressly provided for by art. 2 of EEC Regulation no. 259 of 1 February 1993, i.e. any shipment of waste carried out:

(a) without notification and/or without the consent of the competent authorities concerned;

(b) with the consent of the competent authorities concerned obtained by falsification, misrepresentation or fraud;

(c) without being specifically specified in the accompanying document;

(d) in a manner that involves disposal or recovery in violation of Community or international standards;

(e) in violation of the prohibitions on the import and export of waste provided for in Articles 14, 16, 19 and 21 of the aforementioned Regulation 259/1993.

The offence also arises in relation to the shipment of waste destined for recovery (specifically listed in Annex II of the aforementioned Regulation 259/1993). Criminal conduct occurs whenever the conditions expressly provided for by art. 1, paragraph 3 of the same (waste must always be destined for authorized plants, must be subject to controls by the competent authorities, etc.).

IT SYSTEM FOR THE CONTROL OF WASTE TRACEABILITY (ARTICLE 260-BIS OF THE ADMINISTRATIVE CODE)

Article 260-bis punishes the falsity, omission or fraudulent alteration of the documentation that allows the traceability of waste by applying also in this case the extension of the discipline on ideological falsehood committed by the private individual in public documents

CHAPTER G.2 – SENSITIVE ACTIVITIES IN RELATION TO ENVIRONMENTAL CRIMES

G.2.1 Sensitive Activities in Relation to Environmental Crimes

The Sensitive Activities in the context of Environmental Crimes that the Company has identified within itself are the following:

1. **Identification of sites in which to develop the Company's own plants**
2. **Management of obligations deriving from the requirements of the authorization bodies**
3. **Surveillance and custody of the land where the Company's facilities are located**
4. **Management of obligations (including communication to the authorities) relating to accidental events that are potentially capable of contaminating the soil, subsoil, surface water and/or groundwater**
5. **Management of construction site waste by the EPC *contractor***
6. **Management of waste deriving from the management of the plants by the O&M *contractor***

CHAPTER G.3 - GENERAL PRINCIPLES OF CONDUCT

G.3.1 General principles of conduct

The objective of this Special Section is that all Recipients adopt rules of conduct in accordance with the provisions of the same in order to prevent the occurrence of the Crimes considered therein.

All activities that present a potential risk profile in relation to environmental crimes must be carried out in compliance with the laws in force, the values and policies of the Company and the rules contained in this Model and in the documents referred to.

In particular, the company's policy on containing the risks of committing environmental crimes is based on the following principles:

1. promotion among all Recipients of a sense of responsibility towards the environment;
2. general assessment of the potential impact of the activities carried out on the local environment;
3. reduction of waste production;
4. cooperation with the competent public authorities *ratione materiae*;
5. Suppliers' reminder of respect for the environment;
6. compliance with the regulations in force from time to time.

In addition, the Company:

- ensures the identification and correct application of the requirements of the applicable laws and regulations on environmental protection;
- the Company raises awareness among all those who, at different levels, operate within the corporate structure through adequate information activities and the planning of training plans.

CHAPTER G.4 – SPECIFIC PRINCIPLES OF CONDUCT

With regard to the Sensitive Activities identified, the additional principles indicated below apply.

1. Identification of sites in which to develop the Company's own plants

1. In the development of the Projects, the Company aims to protect the flora and fauna species, without prejudice to the respect of protected areas (Natura 2000, etc.)
2. In this regard, the Company carries out technical and environmental *due diligence* activities on the sites of interest (with the help of Suppliers and Specialised Consultants) before the start of development activities.

2. Surveillance and custody of the land where the Company's facilities are located

1. The Company carries out technical *and environmental due diligence* activities (with the help of Suppliers and Specialised Consultants) on the land before acquiring the land or the related surface rights.
2. The Company ensures adequate protection of the land where the facilities are located from unauthorized access by third parties through the use of security services and physical defenses according to the *best practices* in place.
3. The Company carries out periodic checks on the adequacy of the custody activities carried out by EPC *contractors* and O&M *contractors* and the tasks delegated to them in environmental matters and, in particular, on compliance by these parties with the requirements contained in the authorisations issued for the purposes of the construction and management of the plants (including the Single Environmental Authorisation and the Environmental Impact Assessment).
4. The Company verifies compliance with regional and municipal regulations on fire prevention in the areas where the plants are located.

3. Management of obligations (including communication to the authorities) relating to accidental events that are potentially capable of contaminating the soil, subsoil, surface water and/or groundwater

1. The Company carries out (also through Suppliers and Specialised Consultants) periodic monitoring of the state of the land to exclude the presence of polluting material.

2. The Company determines in advance the roles and responsibilities in relation to the activities necessary in order to remedy any critical issues found in the face of checks on the presence of polluting material in the soil (also for the purpose of communication to the competent authorities).

4. Management of construction site waste by the EPC *contractor*

1. The EPC *contractors* in charge of the construction works on the plants must be chosen with transparent methods through a formalized *beauty contest procedure*, on the basis of an appropriate evaluation both in economic and qualitative terms (also evaluating the reliability and integrity of the contractor) of the contractual proposals of several parties.
2. Contracts with EPC *contractors* must be defined in writing in all their terms and conditions.
3. Contracts with EPC *contractors* must provide for a specific commitment by the latter to provide, as producers of the same, for the management of the waste produced by the contracted activity in full compliance with the applicable legal regulations.
4. The Company verifies the correct fulfilment by EPC *contractors* of the obligations in relation to the management of construction site waste and, in particular, of the relevant requirements contained in the Single Environmental Authorisation and the Environmental Impact Assessment.
5. Contracts with contractors must include a specific declaration stating that: (i) they are aware of the regulations referred to in Legislative Decree 231/2001 of the Model and its implications for the Company, (ii) they have never been involved in legal proceedings relating to the offences contemplated therein and (iii) they undertake to behave in such a way as not to incur the offences provided for by Legislative Decree 231/2001.

5. Management of waste deriving from the management of the plants by the O&M *contractor*

1. The O&M *contractors* in charge of the construction work on the plants must be chosen with transparent methods through a formalized *beauty contest procedure*, on the basis of an appropriate evaluation both in economic and qualitative terms (also evaluating the reliability and integrity of the contractor) of the contractual proposals of several parties.

2. Contracts with O&M *contractors* must be defined in writing in all their terms and conditions.

3. Contracts with O&M *contractors* must provide for a specific commitment by the latter to provide, as producers of the same, for the management of the waste produced by the contracted activity in full compliance with the applicable law.

4. The Company verifies the correct fulfilment by O &M *contractors* of the obligations in relation to the management of construction site waste and, in particular, of the relevant requirements contained in the Single Environmental Authorisation and the Environmental Impact Assessment.

5. Contracts with contractors must include a specific declaration stating that: (i) they are aware of the regulations referred to in Legislative Decree 231/2001 of the Model and its implications for the Company, (ii) they have never been involved in legal proceedings relating to the offences contemplated therein and (iii) they undertake to behave in such a way as not to incur the offences provided for by Legislative Decree 231/2001.

SPECIAL PART – H – Computer crimes and crimes in violation of copyright

CHAPTER H.1 - TYPES OF CRIME

This Special Section refers to Computer Crimes and Crimes in Violation of Copyright introduced in the *corpus* of Decree 231 respectively in art. 24 *bis* and art. 25 *novies*.
In this regard, it should be noted that, despite the fact that the two types of crime protect different legal interests, it was deemed appropriate to proceed with the preparation of a single Special Part because:

- both types of crime presuppose, among other things, a correct use of IT resources;
- the sensitive activities potentially affected by the two types of crime in question are, by virtue of this circumstance, partly overlapping;
- the specific principles of conduct aim, in both cases, to ensure, among other things, the awareness of the Recipients regarding the multiple consequences deriving from an incorrect use of IT resources.

H.1.1 Computer crimes

FORGERY OF ELECTRONIC DOCUMENTS (ARTICLE 491-BIS OF THE CRIMINAL CODE)

The article in question establishes that all crimes relating to falsity in documents, including both ideological falsehoods and material falsehoods, in public documents, are punishable even if the conduct does not concern a paper document but an electronic document.

Electronic documents, therefore, are equivalent to traditional documents in all respects.

An electronic document must be understood as the electronic representation of legally relevant acts, facts or data (Article 1, paragraph 1, letter p), Legislative Decree 82/2005, subject to amendments and additions).

By way of example, the conduct of fraudulent entry of false data into databases integrates the crime of falsity in computer documents.

ABUSIVE ACCESS TO AN IT OR TELEMATIC SYSTEM (ARTICLE 615-TER OF THE CRIMINAL CODE)

This offense is committed by anyone who unlawfully gains access to a computer or telematic system protected by security measures, or who remains within such a system against the express or implied will of the rightful owner, and is punishable by imprisonment for up to three years.

The penalty is imprisonment for a term between two and ten years:

1. if the offense is committed by a public official or a person entrusted with public service duties, with abuse of power or violation of duties inherent to the function or service, or by

someone who abusively exercises the profession of private investigator, or abuses their status as a system operator;

2. if the perpetrator uses threats or violence against property or persons, or is visibly armed;
3. if the offense results in the destruction or damage to the system, the total or partial interruption of its operation, or the destruction, damage, or removal (including by reproduction or transmission), or the inaccessibility of data, information, or programs contained within it to the rightful owner.

If the facts referred to in the first and second paragraphs concern computer or telematic systems of military interest, or related to public order, public safety, health, civil protection, or any other matter of public interest, the penalty is, respectively, imprisonment for three to ten years and four to twelve years.

In the case referred to in the first paragraph, the offense is punishable only upon the complaint of the injured party; in other cases, prosecution is initiated ex officio.

The crime of abusive access to the computer system is one of the crimes against individual freedom. The asset that is protected by the law is the IT domicile, although there are those who argue that the protected asset is, instead, the integrity of the data and programs contained in the computer system. Access is abusive because it is carried out against the will of the owner of the system, which can be implicitly manifested through the provision of protections that inhibit third parties from accessing the system.

The crime of abusive access to a computer system is also the subject who, despite having legitimately entered a system, has remained there against the will of the owner of the system or the person who has used the system for the pursuit of purposes other than those for which he had been authorized.

The crime of abusive access to a computer system is integrated, for example, in the event that a person illegally accesses a computer system and proceeds to print a document contained in the archive of another's PC, even if he does not carry out any material theft of files, but limits himself to making a copy (abusive access in copying), or proceeding only to view information (abusive access in read-only).

The crime could be theoretically committed by any Representative of the Company by illegally accessing computer systems owned by third parties (*outsider hacking*), for example, to take cognizance of confidential data of a competing company, or through the manipulation of data on its systems as a result of business processes in order to produce a false balance sheet or, finally,

through abusive access to company systems protected by security measures, by users of the systems themselves, to activate services not requested by customers.

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)

The offense punishes anyone who, in order to obtain an advantage for themselves or others, or to cause harm to others, unlawfully procures, possesses, produces, reproduces, disseminates, imports, communicates, delivers, otherwise makes available to others, or installs devices, instruments, parts of devices or instruments, codes, passwords, or other means suitable for accessing a computer or telematic system protected by security measures, or who otherwise provides information or instructions suitable for the aforementioned purpose. The penalty for this offense is imprisonment for up to two years and a fine of up to €5,164.

The penalty is imprisonment for a term of two to six years when one of the circumstances referred to in Article 615-ter, second paragraph, number 1) applies.

The penalty is imprisonment for a term of three to eight years when the offense involves computer or telematic systems as referred to in Article 615-ter, third paragraph.

The legislator introduced this crime in order to prevent the hypothesis of abusive access to computer systems. By means of art. 615-quarter of the Criminal Code, therefore, conduct preliminary to abusive access is punished because it consists in providing oneself or others with the availability of means of access necessary to overcome the protective barriers of a computer system.

The devices that allow abusive access to a computer system are constituted, for example, by codes, *passwords* or computer cards (for example, badges, credit cards, debit cards and *smart cards*).

This crime is integrated both in the event that the person who is in legitimate possession of the aforementioned devices (system operator) communicates them without authorization to third parties, and in the event that such subject illegally procures one of these devices. The conduct is abusive in the event that access codes are obtained as a result of the violation of a rule, or a contractual clause, which prohibits such conduct.

Article 615-quarter *also punishes those who issue instructions or indications that make it possible to reconstruct the access code or to overcome security measures.*

For example, the crime of abusive dissemination of access codes is answerable by the Company Representative authorized to a certain level of access to the computer system who illegally obtains the higher level of access, obtaining codes or other access tools by exploiting his position within the Company or otherwise fraudulently or deceptively steals the access code.

UNLAWFUL INTERCEPTION, IMPEDIMENT OR INTERRUPTION OF COMPUTER OR TELEMATIC COMMUNICATIONS (ARTICLE 617-QUARTER OF THE CRIMINAL CODE)[8]

This offense punishes anyone who fraudulently intercepts communications related to a computer or telematic system, or communications occurring between multiple systems, or who prevents or interrupts such communications. The penalty for this offense is imprisonment for a term between one year and six months and five years.

Unless the act constitutes a more serious crime, the same penalty applies to anyone who reveals, by any means of public communication, in whole or in part, the content of the communications referred to in the first paragraph.

The offenses referred to in the first and second paragraphs are punishable only upon the complaint of the injured party. However, prosecution proceeds ex officio, and the penalty is imprisonment for a term between four and ten years if the offense is committed:

1. To the detriment of any of the computer or telematic systems referred to in Article 615-ter, third paragraph;
2. To the detriment of a public official in the exercise or due to their functions, or by a public official or a person entrusted with public service duties, with abuse of power or violation of duties inherent to their function or service, or by anyone who abusively exercises the profession of private investigator, or abuses their status as a system operator.

The law protects the freedom and confidentiality of computer or telematic communications during the transmission phase in order to guarantee the authenticity of the contents and the confidentiality of the same.

Fraudulence consists in the hidden way of carrying out the interception, without the knowledge of the person sending or to whom the communication is intended.

In order for this crime to be committed, it is necessary that the communication is current, i.e. in progress, as well as personal, i.e. directed to a number of specific or determinable subjects

[8] Law no. 238/2021 provided for an increase in the penalties provided for the offence referred to in art. 617 *quarter* of the Criminal Code.

(whether they are natural or legal persons). In the event that the communication is addressed to an indeterminate number of subjects, it will be considered as addressed to the public.

Through interception techniques it is possible, during the data transmission phase, to take cognizance of the content of communications between computer systems or to change their destination: the objective of the action is typically to violate the confidentiality of the messages, or compromise their integrity, delay or prevent their arrival at their destination.

The crime is integrated, for example, with the concrete advantage of the entity, in the event that a Representative of the Company carries out industrial sabotage activities through the fraudulent interception of a competitor's communications.

UNLAWFUL POSSESSION, DISSEMINATION AND INSTALLATION OF EQUIPMENT AND OTHER MEANS TO INTERCEPT, PREVENT OR INTERRUPT COMPUTER OR TELEMATIC COMMUNICATIONS (ARTICLE 617-QUINQUIES OF THE CRIMINAL CODE)

This type of offense is committed when someone, "outside the cases permitted by law, in order to intercept communications related to a computer or telematic system, or occurring between multiple systems, or to prevent or interrupt them, unlawfully procures, possesses, produces, reproduces, disseminates, imports, communicates, delivers, otherwise makes available to others, or installs devices, programs, codes, passwords, or other means capable of intercepting, preventing, or interrupting communications related to a computer or telematic system, or occurring between multiple systems." This is punishable by imprisonment for a term of one to four years. The penalty is imprisonment for a term of one to five years in the cases specified in the fourth paragraph of Article 617-quater.

When any of the circumstances referred to in Article 617-quater, fourth paragraph, number 2), applies, the penalty is imprisonment for a term of two to six years.

When any of the circumstances referred to in Article 617-quater, fourth paragraph, number 1), applies, the penalty is imprisonment for a term of three to eight years.

The conduct prohibited by art. 617-quinquies is, therefore, constituted by the possession, dissemination and installation of equipment and other means suitable for intercepting, preventing or interrupting computer or telematic communications, regardless of whether or not they are used. This is a crime that aims to prevent the previous one of interception, impediment or interruption of computer or telematic communications.

Even the simple possession of equipment or other means suitable for interception is punished since such conduct makes it probable that the crime of interception will be committed. For the purposes

of sentencing, however, the judge will have to limit himself to ascertaining whether the equipment installed, held or disseminated has, objectively, a harmful potential.

If the installation, detention or dissemination is also followed by the use of equipment for the interception, interruption, impediment or detection of communications, more than one criminal offence will be applied to the agent, if the conditions are met.

The offence is integrated, for example, to the advantage of the entity, in the event that a Representative of the Company, directly or by appointing a private investigator (if without the necessary authorisations) fraudulently enters the premises of a competitor or an insolvent customer in order to install equipment suitable for the interception of computer or telematic communications.

DAMAGE TO INFORMATION, DATA AND COMPUTER PROGRAMS (ARTICLE 635-BIS OF THE CRIMINAL CODE)

This type of crime occurs when a person "*destroys, deteriorates, deletes, alters or suppresses information, data or computer programs of others*".

The penalty is increased:

1. if the offense is committed by a public official or a person entrusted with public service duties, with abuse of power or violation of duties inherent to their function or service, or by anyone who abusively exercises the profession of a private investigator, or abuses their status as a system operator;
2. if the perpetrator uses threats or violence to commit the offense, or if they are visibly armed.

The crime, for example, is integrated in the event that the subject proceeds to delete data from the computer's memory without having been previously authorized by the owner of the terminal.

The damage could be committed to the advantage of the entity where, for example, the deletion or alteration of files or a newly purchased computer program are carried out in order to nullify the proof of credit by the entity's supplier or in order to contest the correct fulfillment of obligations by the supplier.

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)

This offense punishes, unless the act constitutes a more serious crime, anyone who commits an act aimed at destroying, deteriorating, deleting, altering, or suppressing information, data, or computer programs of military interest or related to public order, public safety, health, civil

protection, or any matter of public interest. The penalty for this offense is imprisonment for a term of two to six years.

The penalty is imprisonment for a term of three to eight years:

1. if the act is committed by a public official or a person entrusted with public service duties, with abuse of power or violation of duties inherent to their function or service, or by anyone who abusively exercises the profession of private investigator, or abuses their status as a system operator;
2. if the perpetrator uses threats or violence to commit the offense, or if they are visibly armed;
3. if the offense results in the destruction, deterioration, deletion, alteration, or suppression of information, or the removal (including by reproduction or transmission), or the inaccessibility of data or computer programs to the rightful owner.

The penalty is imprisonment for a term of four to twelve years when any of the circumstances referred to in numbers 1) and 2) of the second paragraph are combined with any of the circumstances referred to in number 3).

This crime differs from the previous one because, in this case, the damage concerns property of the State or other public body or, in any case, of public utility; It follows that the crime also exists in the case of data, information or programs owned by private individuals but intended to satisfy an interest of a public nature.

For the crime to be integrated, it is sufficient that conduct is carried out aimed at the deterioration or suppression of the data.

DAMAGE TO COMPUTER OR TELEMATIC SYSTEMS (ARTICLE 635-QUARTER OF THE CRIMINAL CODE)

This crime is committed when a subject "*through the conduct referred to in art. 635-bis (damage to data, information and computer programs), or through the introduction or transmission of data, information or programs, destroys, damages, renders, in whole or in part, computer or telematic systems of others useless or seriously hinders their operation*".

The penalty is increased

1. If the offense is committed by a public official or a person entrusted with public service duties, with abuse of power or violation of duties inherent to their function or service, or by anyone who abusively exercises the profession of a private investigator, or abuses their status as a system operator;
2. If the perpetrator uses threats or violence to commit the offense, or if they are visibly armed.

It should be taken into account that if the alteration of data, information or programs renders the operation of the system unusable or seriously obstructs the operation of the system, the crime of damage to computer systems will be integrated and not that of damage to data provided for by art. 635-bis.

The crime is integrated in the event of damage or deletion of data or programs contained in the system, carried out directly or indirectly (for example, through the insertion of a virus into the system).

UNLAWFUL POSSESSION, DISTRIBUTION, AND INSTALLATION OF EQUIPMENT, DEVICES, OR COMPUTER PROGRAMS INTENDED TO DAMAGE OR INTERRUPT A COMPUTER OR TELECOMMUNICATION SYSTEM (ARTICLE 635-QUATER.1 OF THE CRIMINAL CODE)

The offense punishes anyone who, with the intent to unlawfully damage a computer or telecommunication system, or the information, data, or programs contained therein or related thereto, or to facilitate the total or partial interruption or alteration of its operation, unlawfully procures, possesses, produces, reproduces, imports, disseminates, communicates, delivers, or otherwise makes available to others or installs equipment, devices, or computer programs. The penalty is imprisonment for up to two years and a fine of up to €10,329.

The penalty is imprisonment for a term of two to six years when one of the circumstances referred to in Article 615-ter, second paragraph, number 1) applies.

The penalty is imprisonment for a term of three to eight years when the offense concerns computer or telecommunication systems as referred to in Article 615-ter, third paragraph.

DAMAGE TO COMPUTER OR TELEMATIC SYSTEMS OF PUBLIC UTILITY (ARTICLE 635-QUINQUIES OF THE CRIMINAL CODE)

The offense punishes, unless the act constitutes a more serious crime, anyone who, through the conduct described in Article 635-bis or by introducing or transmitting data, information, or programs, performs acts aimed at destroying, damaging, or rendering, in whole or in part, inoperable computer or telecommunication systems of public interest, or at seriously hindering their functioning. This is punishable by imprisonment for a term of two to six years.

The penalty is imprisonment for a term of three to eight years:

1. If the offense is committed by a public official or a person entrusted with public service duties, with abuse of power or violation of duties inherent to their function or service, or by

anyone who abusively exercises the profession of private investigator, or abuses their status as a system operator;

2. If the perpetrator uses threats or violence to commit the offense, or if they are visibly armed;
3. If the offense results in the destruction, deterioration, deletion, alteration, or suppression of information, data, or computer programs.

The penalty is imprisonment for a term of four to twelve years when any of the circumstances referred to in numbers 1) and 2) of the second paragraph coincide with any of the circumstances referred to in number 3).

In the crime of damaging computer or telematic systems of public utility, unlike the crime of damaging data, information and public utility programs (art. 635-ter), what matters is that the system is used for the pursuit of public utility regardless of the private or public ownership of the system itself.

The offence can be committed in the event that a Company Representative deletes files or data, relating to an area for which he has been authorised to operate, in order to obtain internal advantages (for example, to remove the proof of credit from an entity or supplier) or that the system administrator, abusing his or her capacity, carries out the unlawful conduct in question for the same purposes already described.

COMPUTER FRAUD OF THE PERSON PROVIDING ELECTRONIC SIGNATURE CERTIFICATION SERVICES (ARTICLE 640-QUINQUIES OF THE CRIMINAL CODE)

This crime occurs when "*the person who provides electronic signature certification services, in order to procure an unfair profit for himself or others or to cause damage to others, violates the obligations provided for by law for the issuance of a qualified certificate*".

This crime can be integrated by qualified certifiers or rather by subjects who provide qualified electronic signature certification services. The Company, however, does not carry out electronic signature certification activities.

EXTORTION (Article 329, paragraph 3, of the Criminal Code)

The offense punishes anyone who, through the conduct described in Articles 615-ter, 617-quater, 617-sexies, 635-bis, 635-quater, and 635-quinquies, or by threatening to commit such acts, forces someone to do or omit something, thereby obtaining an unjust profit for themselves or others, to

the detriment of others. This is punishable by imprisonment for a term of six to twelve years and a fine ranging from €5,000 to €10,000.

The penalty is imprisonment for a term of eight to twenty-two years and a fine ranging from €6,000 to €18,000 if any of the circumstances referred to in the third paragraph of Article 628 apply, as well as if the offense is committed against a person incapable due to age or infirmity

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H.1.2 Crimes in violation of copyright

Law no. 99 of 23 July 2009, by introducing Article 25-novies concerning "*crimes relating to copyright infringement" into the context of Decree 231,* extended the administrative liability of entities also to the offences referred to in Law no. 633 of 22 April 1941 relating to the protection of copyright and other rights related to its exercise (hereinafter referred to as the "*Copyright Law*").

The following is a description of the types of offences punishable pursuant to Article 25-novies of Decree 231 and considered, following the risk analysis and suggestions, applicable to the Company.

DISSEMINATION VIA TELEMATIC NETWORKS OF A PROTECTED INTELLECTUAL WORK (art. 171, paragraph 1, letter a-bis and paragraph 3. Copyright Law)

In relation to the criminal offence referred to in art. 171 of the Copyright Law, the Decree took into consideration only two cases, namely:

(i) the making available to the public, through the introduction into a system of telematic networks and with connections of any kind, of a protected intellectual work or part of it;

(ii) the making available to the public, through the introduction into a system of telematic networks and with connections of any kind, of an intellectual work not intended for advertising, or with usurpation of the authorship of the work, or with deformation, mutilation or other modification of the work itself, if it is offended to the honor or reputation of the author.

If, therefore, in the first hypothesis it is the patrimonial interest of the author of the work that is protected, who could see his expectations of profit harmed in the event of free circulation of his

work on the net, in the second hypothesis the protected legal good is not, evidently, the expectation of profit of the owner of the work, but his honor and reputation.

This offence could, for example, be committed in the interest of the Company if copyrighted content was uploaded to the company network so that it could be used in the context of work.

DUPLICATION, FOR PROFIT, OF COMPUTER PROGRAMS OR IMPORT, DISTRIBUTION, SALE, POSSESSION FOR COMMERCIAL PURPOSES OF PROGRAMS CONTAINED IN MEDIA NOT MARKED BY THE SIAE (ART. 171-BIS OF THE COPYRIGHT LAW)

The rule in question is aimed at protecting the correct use of *software* and databases.

As far as software is concerned, the criminal relevance of the abusive duplication as well as the import, distribution, sale and possession for commercial or entrepreneurial purposes and leasing of "pirate" programs is envisaged.

The crime in hypothesis arises in the event that anyone who illegally duplicates, in order to make a profit, computer programs or for the same purposes imports, distributes, sells, holds for commercial or entrepreneurial purposes or rents programs contained in media not marked by the SIAE.

The act is punishable even if the conduct concerns any means intended solely to allow or facilitate the arbitrary removal or functional circumvention of devices applied to protect a computer program.

The second paragraph of the same provision also punishes anyone who, in order to make a profit, reproduces, transfers to another support, distributes, communicates, presents or demonstrates in public the contents of a database or performs the extraction or reuse of the database in violation of the provisions of the Copyright Law.

On a subjective level, the purpose of profit is sufficient for the crime to be committed, so that all those behaviors that are not supported by the specific purpose of achieving a purely economic gain (as in the hypothesis of the purpose of profit) also assume criminal relevance.

Such an offence could, for example, be committed in the interest of the Company if non-original programs are used for business purposes in order to save the cost deriving from the licence to use original *software*.

DUPLICATION, REPRODUCTION, TRANSMISSION – FOR NON-PERSONAL USE AND FOR PROFIT – OF AN INTELLECTUAL WORK INTENDED FOR TELEVISION, CINEMA, SALE OR RENTAL (ART. 171-TER COPYRIGHT LAW)

The long arrangement tends to protect a numerous series of intellectual works: works intended for the radio, television and cinema circuit, incorporated in supports of any kind containing phonograms and videograms of musical works, but also literary, scientific or educational works.

To restrict the scope of applicability of the provision, however, there are two requirements.

The first is that the conduct is carried out to make non-personal use of the intellectual work, and the second is the specific intent of profit, necessary to integrate the typical fact.

CHAPTER H.2 – SENSITIVE ACTIVITIES IN RELATION TO COMPUTER CRIMES AND IN VIOLATION OF COPYRIGHT

H.2.1 Sensitive Activities in the context of computer crimes and in violation of copyright.

The Sensitive Activities that the Company has identified within itself are the following:

1. **Use of computer systems**
2. **Use of copyrighted content**

CHAPTER H.3 – GENERAL PRINCIPLES OF CONDUCT

H.3.1 General principles of conduct

The objective of this Special Section is that all the Recipients of the Model comply with rules of conduct in accordance with the provisions of the same in order to prevent and prevent the occurrence of Computer Crimes and Crimes committed in violation of copyright.

In the performance of corporate activities and, in particular, in Sensitive Activities, it is expressly forbidden for the above-mentioned subjects, also in relation to the type of relationship established with the Company, to carry out, collaborate or cause the performance of conduct, including omissions, such that, taken individually or collectively, integrate, directly or indirectly, the types of offences falling within those considered in this Part Special.

In particular, the following are not allowed:

- engage in those behaviors that (i) constitute the offences or, (ii) although they do not constitute a crime in themselves, may be the prerequisite for it (e.g., lack of control);
- disclose information relating to company IT systems that may reveal deficiencies and/or distorted and unpermitted methods of use of the same;
- use the Company's IT systems for purposes unrelated to the task performed;
- exploit any vulnerabilities or inadequacies in the security measures of third-party computer or telematic systems to gain access to resources or information other than those to which you are authorized to access, even if such intrusion does not cause damage to data, programs or systems;
- tamper with, steal or destroy the company's IT assets, of third parties, including archives, data and programs;
- independently install software *not authorised by the Company* on the PC supplied for business use;
- illegally use material protected by someone else's copyright.

In carrying out their respective activities/functions, in addition to the rules set out in the Model and in this Special Section, the Representatives of the Company are required to know and observe all the rules relating to:

- the company policy relating to the management of logical access to networks, systems, data and applications;

- the company policy relating to the management of personal credentials (*username* and *password*);
- the correct management of information that becomes known for operational reasons.

In order to mitigate the risk of committing the crimes *in question* and, consequently, also to ensure the correct fulfilment of the obligations related to the relevant legislation, the Company, in relation to the transactions relating to the performance of its activities, fulfils the following obligations:

1. provides the Company's Representatives with adequate information on the correct use of *user-IDs* and *passwords* to access the main IT subsystems used;
2. restricts, through different access authorisations, the use of IT systems and access to them by the Recipients, exclusively for the purposes related to the uses carried out by the latter;
3. carries out, as far as possible, in compliance with *privacy* legislation, periodic checks on the company computer network in order to identify anomalous behaviour;
4. prepares and maintains adequate physical defenses to protect the Company's servers (if any);
5. prepares and maintains adequate defenses to protect the company's additional IT systems;
6. it carries out periodic inventories of the *software* and databases in use and verifies that their use is legitimized by a specific license.

CHAPTER H.4 – SPECIFIC PRINCIPLES OF CONDUCT

For the purposes of implementing the rules and complying with the prohibitions listed in the previous paragraph, the principles of conduct described below must be complied with, in addition to the rules and principles already contained in the General Part of this Model.

In particular, the following is a list of the rules that must be complied with by the recipients of this Special Section, better identified in the previous paragraph, in the context of Sensitive Activities.

1. Use of the Company's IT systems

1. It is forbidden to connect computers, peripherals, other equipment or software to the company computer system without the prior authorization of the identified responsible party;
2. it is forbidden to acquire, possess or use *software* and/or *hardware* tools that could be used to compromise the security of computer or telematic systems (systems for identifying passwords, identifying vulnerabilities, decrypting encrypted files, intercepting traffic in transit, etc.);
3. it is forbidden to obtain access credentials to company's, customer or third-party computer or telematic systems, with methods or procedures other than those authorized by the Company for these purposes;
4. it is forbidden to disclose, transfer or share with internal or external personnel the Company's access credentials to the company's, customer or third party systems and network;
5. it is forbidden to access another person's computer system (even that of a colleague) and tamper with and alter the data contained therein;
6. it is forbidden to tamper with, steal or destroy the company's IT assets, those of customers or third parties, including archives, data and programs;
7. it is forbidden to carry out tests or attempt to compromise the security controls of computer systems, unless explicitly provided for in their work duties;
8. it is forbidden to attempt to compromise the security controls of the computer or telematic systems of customers or third parties unless explicitly required and authorized by specific contracts or provided for in one's work duties;

9. it is forbidden to modify in any way the configuration of the fixed or mobile workstations assigned by the Company;
10. it is forbidden to exploit any vulnerabilities or inadequacies in the security measures of computer or telematic systems, of customers or third parties, to gain access to resources or information other than those to which one is authorized to access, even if such intrusion does not cause damage to data, programs or systems;
11. it is forbidden to communicate to unauthorized persons, internal or external to the Company, the controls implemented on the information systems and the ways in which they are used;
12. you must not distort, obscure, impersonate or send e-mails that contain false personal information or contain viruses or other programs capable of damaging or intercepting data;
13. the Company undertakes, in turn, to implement the following obligations:
    i. have the Company Representatives and other authorised persons sign a specific document with which they undertake to make the correct use of the company's IT resources;
    ii. warn the Company's representatives from using the company PC for personal use;
    iii. inform the Company's representatives and any other authorised parties of the need not to leave their IT systems unattended and of the convenience of blocking them, should they leave the workstation, with their access codes;
    iv. set up IT systems in such a way that if they are not used for a certain period of time, they automatically stop;
    v. provide access to and from the outside (connection to the internet) exclusively to the computer systems of the Company's representatives or any third parties who need it for work purposes or related to corporate administration;
    vi. limit access to the *server* to authorized personnel only;
    vii. protect, as far as possible, any corporate IT system in order to prevent the unlawful installation of *hardware* devices capable of intercepting communications relating to an IT or telematic system, or between several systems, or capable of preventing or interrupting them;

viii. provide each computer system with adequate *firewall* and antivirus software and ensure, where possible, that these cannot be deactivated;

ix. prevent the installation and use of *software* not approved by the Company and not related to the professional activity carried out for the same;

x. limit access to areas and websites that are particularly sensitive as they are a vehicle for the distribution and dissemination of viruses capable of damaging or destroying computer systems or data contained in these contents (e.g., e-mail sites or sites for the dissemination of information and files);

xi. prevent the installation and use, on the Company's computer systems, of *software* (so-called "P2P", *file sharing* or *instant messaging*) through which it is possible to exchange any type of file (such as videos, documents, songs, viruses, etc.) with other parties within the Internet without any possibility of control by the Company;

xii. if wireless connections are used to connect to the Internet, protect them by setting an access key, in order to prevent third parties, external to the Company, from illegally connecting to the Internet through the Company's *routers* and committing offences attributable to the Company's Representatives;

xiii. provide for an authentication procedure using *username* and password which corresponds to a limited profile of the management of system resources, specific for each of the Company's representatives and any other authorised subjects;

xiv. adequately inform the Company's representatives and other authorised parties of the importance of keeping their access codes (*username* and password) confidential and not disclosing them to third parties;

xv. promptly inform the managers of the IT system of the start and termination of employment relationships of the Company's representatives and collaborators in order to activate the process of issuing, modifying and revoking authorizations;

xvi. limit access to the company computer network from the outside, adopting and maintaining authentication systems that are different from or additional to those set up for internal access by Company Representatives and other persons who may be authorised.

2. Use of copyrighted content

1. The Company periodically carries out checks in order to verify that there is no use of a number of licenses greater than those agreed with any suppliers of the relevant *software*;
2. the Company periodically checks the correspondence between any databases in use and the number of licenses obtained for their use;
3. the Company guarantees the performance of training activities for the Company's Representatives in relation to the Sensitive Activity in question, also in order to spread clear awareness of the risks deriving from improper use of company IT resources.

SPECIAL PART – I – Crimes of organized crime

CHAPTER I.1 - THE TYPES OF OFFENCES

This Special Section refers to the crimes of organized crime introduced in the *corpus* of Decree 231 in art. 24 *ter*.

The type of crimes in question includes the following criminal offences:

- "*criminal association*" referred to in Article 416 of the Criminal Code;
- "criminal *conspiracy aimed at reducing or maintaining slavery or servitude (pursuant to Article 600 of the Criminal Code), trafficking in persons (pursuant to Article 601 of the Criminal Code) or the purchase and alienation of slaves (pursuant to Article 602 of the Criminal Code)*" referred to in art. 416, paragraph 6 of the Criminal Code;
- "*mafia-type association, including foreign ones*" referred to in art. 416-bis *of the* Criminal Code.
- "*political-mafia electoral exchange*" referred to in art. 416-ter of the Criminal Code;
- "*kidnapping for the purpose of robbery or extortion*" referred to in art. 630 of the Criminal Code;
- "*criminal conspiracy aimed at the sale of narcotic or psychotropic substances*" referred to in art. 74 of Presidential Decree no. 309/1990;
- "*crimes of illegal manufacture, introduction into the State, sale, transfer, possession and carrying in a public place or open to the public of weapons of war or war-type, explosives and clandestine weapons*" referred to in art. 407, paragraph 2, letter a) no. 5 of the Code of Criminal Procedure.

A brief description of the cases referred to in Article 24 *ter* of the Decree considered relevant for the Company is provided below.

CRIMINAL CONSPIRACY (ARTICLE 416 OF THE CRIMINAL CODE)

The conduct sanctioned by art. 416 of the Criminal Code is supplemented by the establishment and maintenance of a continuous association with a criminal purpose between three or more people, in order to commit an indeterminate series of crimes, with the provision of the means necessary for the realization of the criminal program and with the permanent awareness of each member of being part of a association and of being available to work for the implementation of the criminal program.

The crime of association is therefore characterized by the following fundamental elements:

1. stability and permanence: the associative bond must tend to be stable and destined to last even beyond the commission of the concretely planned crimes;
2. indeterminacy of the criminal program: criminal conspiracy does not occur if the participants associate in order to commit a single crime; the purpose of the association must be to commit several crimes, even of the same kind (in this case the vagueness of the criminal program has regard only to the numerical entity);
3. existence of an organizational structure: the association must provide for an organization of means and people who, even in a rudimentary form, are adequate to carry out the criminal program and to endanger public order.

In particular, those who promote, constitute or organize the association, as well as those who regulate collective activity from a position of hierarchical superiority or supremacy, defined by the legislative text as "leaders", are punished.

All those who participate in the association are also punished with a lower penalty.

The crime in question is relevant for the purposes of the administrative liability of entities even if committed at a "*transnational*" level pursuant to art. 10 of Law no. 146 of 16 March 2006 (law ratifying and implementing the United Nations Convention and Protocols against transnational organized crime).

In this regard, it should be emphasized that pursuant to art. 3 of the aforementioned law, the crime punishable by imprisonment of not less than four years is considered "transnational", if an organized criminal group is involved, as well as:

- is committed in more than one State;
- or it is committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State;
- or it is committed in one State, but an organized criminal group engaged in criminal activities in more than one State is involved in it;
- or it is committed in one State but has substantial effects in another State.

CHAPTER I.2 – SENSITIVE ACTIVITIES IN RELATION TO ORGANISED CRIME OFFENCES

I.2.1 Sensitive Activities in relation to organised crime offences

The Sensitive Activities in the context of organised crime offences that the Company has identified within the Company are the following:

1. **Selection and recruitment of personnel**
2. **Procurement of goods and services**
3. **Selection and management of relationships with *Developers* in the Development Phase, EPC *contractors* in the Construction Phase, O&M *contractors* and *Asset Managers* in the Operational Phase**

CHAPTER I.3 – GENERAL PRINCIPLES OF CONDUCT

I.3.1 General principles of conduct

This Special Section provides for the express prohibition on the Recipients to:

1. engage, collaborate or cause the performance of conduct such that, taken individually or collectively, integrates, directly or indirectly, the types of crime falling within those considered above;

2. establish relationships with third parties - natural or legal persons, Italian or foreign - without having complied with the selection criteria and methodologies provided for by company procedures that allow them to ascertain their integrity and reliability;

3. register current accounts in the name of nominees, open and manage non-accounting funds and fictitiously register assets.

The following obligations must also be complied with:

1. the process of selecting contractual counterparties is constantly governed by the principle of segregation of roles;

2. The persistence of the requirements of the contractual counterparties during the selection phase is subject to periodic checks.

CHAPTER I.4 – SPECIFIC PRINCIPLES OF CONDUCT

For the purposes of implementing the aforementioned general principles, the principles of conduct described below must be respected.

1. Selection and recruitment of personnel

1. The process of selecting and hiring personnel must take place according to criteria of transparency based on the following parameters:

   i) identification of the persons competent to manage any recruitment;
   ii) structuring of the selection and recruitment process along several phases, with the involvement of several functions/subjects;
   iii) application of objective criteria – based on equal treatment and the enhancement of merit and professionalism – in the choice of the most suitable candidate for recruitment and in the identification of the relative classification and treatment;
   iv) verification of the absence – also through the request to the candidate for documentation (possibly, in the form of self-certification) – of elements hindering the establishment of the employment relationship and of the appropriate professionalism with respect to the assignment or tasks to be assigned;
   v) exclusion of any interference by third parties in the process of hiring employees.

2. Procurement of goods and services

1. Consultants, Suppliers and Partners must be chosen using transparent methods (e.g. using special *vendor-lists* containing the indication of the counterparties of long-term trust or a formalized *beauty contest procedure*), on the basis of an appropriate evaluation both in economic and qualitative terms of the contractual proposals of several parties (except for expressly authorized exceptions and motivated by the peculiarity of the service sought – which does not allow you to obtain several contractual proposals – and/or by the characteristic of *intuitu personae* of the same).

2. In relation to Consultants, Suppliers and *Partners* who are main and/or exposed to a greater risk of committing crimes in light of the type of activity carried out or the geographical area in which the service is performed, the Company carries out enhanced *due diligence* (also using specialised companies) aimed at avoiding the risk of establishing relationships with companies linked to organised crime.

3. The Company ensures the selection – with reference to the highest risk activities and where possible – only of Suppliers and *Partners* who are included in the *white lists*[9] set up at the competent Prefectures for the territory.

4. The Company ensures adherence (even spontaneously in cases of non-obligation, where the conditions are met) to the legality protocols adopted from time to time by the Prefectures and other local authorities in whose territories the Company operates, as well as the continuous monitoring of compliance with the regulations (national and local) on the subject of combating organized crime, as well as adherence to the Confindustria Legality Protocol subject to the approval of the Board of Directors.

5. Both in the first assignment phase and periodically, Consultants, Suppliers and Partners are required to submit documentation (possibly also a self-certification) proving the possession of the necessary qualification and authorization requirements, with the obligation to communicate without delay any failure to meet one of these requirements (for example, conviction for some crime or disciplinary sanction of the professional association to which they belong).

6. Contracts with Consultants, Suppliers and Partners must be defined in writing in all their terms and conditions.

7. Contracts with Consultants, Suppliers and Partners must include a specific declaration stating: (i) that they are aware of the regulations referred to in Legislative Decree 231/2001, of the Model and its implications for the Company, (ii) that they have never been involved in legal proceedings relating to the offences contemplated therein and (iii) that they undertake to comply with the provisions of the Model applicable to them.

8. Contracts with Consultants, Suppliers and Partners must provide for the consequences of their breach of the obligations assumed under the previous point (e.g. termination of the relationship).

9. Before making payments to Consultants, Suppliers and Partners, the Company verifies the actual correspondence between what is provided for in the invoice and what is provided for in the contract as well as the effective performance of the service according to the contractually agreed.

[9] These are the lists, established at the Prefectures competent for the territory, of suppliers, service providers and executors of works not subject to attempted mafia infiltration, operating in the sectors exposed to the greatest risk (i.e., transport of materials to landfills on behalf of third parties; transport, including cross-border, and disposal of waste on behalf of third parties; extraction, supply and transport of earth and inert materials; packaging, supply and transport of concrete and bitumen; cold rental of machinery; supply of wrought iron; hot rentals; road transport on behalf of third parties; construction site guards).

3. Selection and management of relationships with *Developers* in the Development Phase, EPC *contractors* in the Construction Phase, O&M *contractors* and *Asset Managers* in the Operational Phase

1. The Company carries out inspections and verifications of the activities carried out by *the Developers* – in the Development Phase – by the EPC *contractors* – in the Construction Phase – and by the O&M *contractors* and *Asset Managers* – in the Operational Phase – as well as by the subcontractors at the land where the Company's plants are located.
2. Contracts with *Developers*, EPC *contractors*, O&M *contractors* and *Asset Managers* contain specific clauses that oblige these counterparties to select subcontractors using transparency criteria, aimed at excluding the presence of risks of infiltration by organized crime.
3. The procedural principles referred to in the Sensitive Activity "Procurement of goods and services" are recalled.

SPECIAL PART – L – Tax crimes

CHAPTER L.1 - OFFENCES

L.1.1. Tax crimes

Decree Law no. 124 of 26 October 2019 on "*Urgent provisions on tax matters and for non-deferrable needs*", converted with amendments by Law no. 157 of 19 December 2019 (which entered into force on 25 December 2019) introduced art. *25-quinquiesdecies* ("*Tax crimes*"). This article was last amended by Legislative Decree no. 75 of 14 July 2020, which implements Directive (EU) 2017/1371, on the fight against fraud affecting the financial interests of the Union by means of criminal law (the so-called "Criminal Fraud Act"). PIF Directive), which introduced significant innovations in the field of administrative liability of entities, expanding the range of tax crimes.

In order to ensure a correct understanding of this Special Part by all the Recipients of this Model, the cases provided for by Legislative Decree no. 74 of 10 March 2000, expressly referred to in Article 25-quinquiesdecies, are described below.

In particular, the type of crimes in question includes the following criminal offences:

- *Fraudulent declaration through the use of invoices or other documents for non-existent transactions (art. 2 Legislative Decree no. 74/2000);*
- *Fraudulent declaration by other artifices (Article 3 of Legislative Decree No. 74/2000);*
- *Unfaithful declaration (art. 4 of Legislative Decree no. 74/2000) [relevant for the purposes of Decree 231 only if committed in the context of cross-border fraudulent schemes, connected to the territory of at least one other Member State of the European Union, and in order to evade value added tax for a total amount of not less than 10 million euros];*
- *Failure to declare (Article 5 of Legislative Decree No. 74/2000) [relevant for the purposes of Decree 231 only if committed in the context of cross-border fraudulent schemes, connected to the territory of at least one other Member State of the European Union, and in order to evade value added tax for a total amount of not less than €10 million];*
- *Issuance of invoices or other documents for non-existent transactions (Article 8 of Legislative Decree No. 74/2000);*
- *Concealment or destruction of accounting documents (Article 10 of Legislative Decree No. 74/2000);*
- *Undue compensation (Article 10-quarter of Legislative Decree No. 74/2000) [relevant for the*

purposes of Decree 231 only if committed in the context of cross-border fraudulent schemes, connected to the territory of at least one other Member State of the European Union, and in order to evade value added tax for a total amount of not less than €10 million];

- *Fraudulent evasion of the payment of taxes (Article 11 of Legislative Decree No. 74/2000).*

A brief description of the cases referred to in Article 25-quinquiesdecies of the Decree considered relevant for the Company is provided below.

FRAUDULENT DECLARATION THROUGH THE USE OF INVOICES OR OTHER DOCUMENTS FOR NON-EXISTENT TRANSACTIONS (ART. 2 LEGISLATIVE DECREE 74/2000)

The offence in question is committed by anyone who, in order to evade income or value added tax, using invoices or other documents for non-existent transactions, indicates fictitious liabilities in one of the declarations relating to such taxes.

The act is considered to have been committed using invoices or other documents for non-existent transactions when these invoices or documents are recorded in the compulsory accounting records, or are held as evidence against the tax authorities.

A lower penalty is provided for if the amount of the fictitious liabilities is less than one hundred thousand euros.

FRAUDULENT DECLARATION BY OTHER ARTIFICES (ART. 3 OF LEGISLATIVE DECREE 74/2000)

Except in the cases provided for in the previous article, the offence in question is committed by anyone who, in order to evade income or value added tax, by carrying out objectively or subjectively simulated transactions or by making use of false documents or other fraudulent means capable of hindering the assessment and misleading the tax authorities, indicates in one of the declarations relating to such taxes assets for an amount lower than the actual amount or fictitious liabilities or fictitious receivables and withholdings, when, jointly:

a) the evaded tax is higher, with reference to some of the individual taxes, than thirty thousand euros;

b) the total amount of the assets evaded from taxation, including through the indication of fictitious liabilities, is greater than five percent of the total amount of the assets indicated in the tax return, or in any case, is greater than one million five hundred thousand euros, or if the total amount of fictitious credits and withholdings in reduction of the tax is greater than five percent of the amount of the tax itself or in any case thirty thousand euros.

Also for this case, it is provided that the act is considered to have been committed using false documents when these documents are recorded in the compulsory accounting records or are held for the purpose of evidence against the tax authorities.

The mere violation of the obligations of invoicing and the entry of assets in the accounting records or the mere indication in invoices or in the notes of assets lower than the actual ones do not constitute fraudulent means.

UNFAITHFUL DECLARATION (ART. 4 OF LEGISLATIVE DECREE 74/2000)

Except in the cases provided for in the preceding articles, the offence in question is committed by anyone who, in order to evade income or value added tax, indicates in one of the annual returns relating to such taxes assets for an amount lower than the actual amount or non-existent liabilities, when, together: a) the tax evaded is higher, with reference to some of the individual taxes, to one hundred thousand euros; b) the total amount of assets evaded from taxation, including through the indication of non-existent liabilities, is greater than ten per cent of the total amount of the assets indicated in the tax return, or, in any case, is greater than two million euros.

For the purposes of the application of the offence, the incorrect classification, the valuation of objectively existing assets or liabilities, with respect to which the criteria actually applied have in any case been indicated in the financial statements or in other documentation relevant for tax purposes, the violation of the criteria for determining the year of competence, the non-inherence, the non-deductibility of real liabilities shall not be taken into account.

Apart from the cases listed above, evaluations which, taken as a whole, differ by less than 10 percent from the correct ones do not give rise to punishable facts. The amounts included in this percentage shall not be taken into account in the verification of whether the thresholds of punishability provided for in letters a) and b) above have been exceeded.

This offence is relevant for the purposes of Legislative Decree 231/2001 only if it is committed in the context of cross-border fraudulent schemes, connected to the territory of at least one other Member State of the European Union, and in order to evade value added tax for a total amount of not less than €10 million.

FAILURE TO DECLARE (ARTICLE 5 OF LEGISLATIVE DECREE 74/2000)

The crime in question is committed by anyone who, in order to evade income or value added taxes, does not submit, being obliged to do so, one of the declarations relating to such taxes, when the evaded tax is higher, with reference to some of the individual taxes, than fifty thousand euros.

The crime in question is also committed by anyone who does not submit, being obliged to do so, the withholding tax declaration, when the amount of unpaid withholding taxes is greater than fifty thousand euros.

For the purposes of supplementing the offence, a declaration submitted within ninety days of the expiry of the term or not signed or not drawn up on a printout conforming to the prescribed model shall not be considered omitted.

This offence is relevant for the purposes of Legislative Decree 231/2001 only if it is committed in the context of cross-border fraudulent schemes, connected to the territory of at least one other Member State of the European Union, and in order to evade value added tax for a total amount of not less than €10 million.

ISSUANCE OF INVOICES OR OTHER DOCUMENTS FOR NON-EXISTENT TRANSACTIONS (ART. 8 LEGISLATIVE DECREE 74/2000)

The crime in question is committed by anyone who, in order to allow third parties to evade income or value added taxes, issues or issues invoices or other documents for non-existent transactions.

Paragraph 2 specifies that the issuance or issuance of several invoices or documents for non-existent transactions during the same tax period is considered as a single offence.

A lower penalty is provided for if the amount not corresponding to the truth indicated in the invoices or documents, per tax period, is less than one hundred thousand euros.

CONCEALMENT OR DESTRUCTION OF ACCOUNTING DOCUMENTS (ART. 10 OF LEGISLATIVE DECREE 74/2000)

The crime in question is committed by anyone who, in order to evade income or value added taxes, or to allow third parties to evade it, conceals or destroys all or part of the accounting records or documents whose retention is mandatory, so as not to allow the reconstruction of income or turnover.

UNDUE COMPENSATION (ARTICLE 10-QUARTER OF LEGISLATIVE DECREE 74/2000)

The crime in question is committed by anyone who does not pay the sums due, using in compensation, pursuant to Article 17 of Legislative Decree 9 July 1997, n. 241, credits not due, for an annual amount exceeding fifty thousand euros. In such cases, the agent's liability is excluded when, due to the technical nature of the assessments, there are conditions of objective uncertainty regarding the specific elements or particular qualities that substantiate the entitlement to the credit.

In addition, anyone who fails to pay the sums due is punished with a more severe penalty, using as compensation, pursuant to Article 17 of Legislative Decree 9 July 1997, no. 241, non-existent credits for an annual amount exceeding fifty thousand euros.

This offence is relevant for the purposes of Legislative Decree 231/2001 only if it is committed in the context of cross-border fraudulent schemes, connected to the territory of at least one other Member State of the European Union, and in order to evade value added tax for a total amount of not less than €10 million.

FRAUDULENT EVASION OF THE PAYMENT OF TAXES (ART. 11 OF LEGISLATIVE DECREE 74/2000)

The offence provided for in the first paragraph of the article in question is committed by anyone who, in order to avoid the payment of income or value added taxes or interest or administrative penalties relating to such taxes for a total amount exceeding fifty thousand euros, simulates or carries out other fraudulent acts on his or her own or others' assets capable of rendering the compulsory collection procedure ineffective in whole or in part.

A more severe penalty is provided for if the amount of taxes, penalties and interest is greater than two hundred thousand euros.

The offence provided for in the second paragraph is committed by anyone who, in order to obtain for himself or for others a partial payment of taxes and related accessories, indicates in the documentation submitted for the purposes of the tax settlement procedure assets for an amount lower than the actual amount or fictitious liabilities for a total amount exceeding fifty thousand euros.

A more severe penalty is provided for if the amount of taxes, penalties and interest is greater than two hundred thousand euros.

CHAPTER L.2 – SENSITIVE ACTIVITIES IN THE CONTEXT OF TAX CRIMES

L.2.1 Sensitive Activities in the Context of Tax Crimes

The Sensitive Activities in the context of tax crimes that the Company has identified within itself are the following:

1. **Management of accounting and tax compliance**
2. **Management of intra-group invoicing**
3. **Selection of tax advisors**

CHAPTER L.3 – GENERAL PRINCIPLES OF CONDUCT

The objective of this Special Section, in order to prevent the commission of the Crimes considered in it, is that all the Recipients of the Model comply with all the procedures and principles that are directly or indirectly functional to the prevention of conduct suitable for integrating the tax crimes mentioned above.

L.3.1 The system in general

The Recipients must comply with the following principles of conduct:

1. behave correctly, transparently and collaboratively, in compliance with the law and internal company procedures, in all the Sensitive Activities identified in this Special Section;
2. facilitate the monitoring of compliance with the principles governing the compilation, keeping and storage of accounting declarations relevant for tax purposes;
3. adequately store accounting records and other documents whose retention is mandatory for tax purposes;
4. implement the so-called "segregation of roles" in the management of company accounts and in the process of preparing tax returns;
5. to ensure maximum correctness in relations with the tax administration and maximum transparency in the communication of data and information to the same.

The Recipients are also prohibited from:

- issue invoices or other accounting documents relating to transactions that are wholly or partially non-existent;
- issue invoices or other accounting documents for consideration exceeding the actual amounts;
- make payments against the issuance of invoices relating to activities not received;
- indicate in tax returns assets for an amount lower than the actual amount or fictitious liabilities or a taxable base lower than the actual amount (e.g. fictitious costs incurred and/or revenues indicated in an amount lower than the actual amount) by relying on a false representation in the mandatory accounting records and/or using suitable means to hinder their assessment;

- to make the deadlines provided for by the applicable legislation for the submission of annual returns relating to income and value added taxes as well as for the subsequent payment of the taxes resulting from them run unnecessarily;
- use as compensation, at the time of payment of sums due by way of taxes or contributions, credits that do not actually exist and are due.

CHAPTER L.4 - SPECIFIC PRINCIPLES OF CONDUCT

For the purposes of implementing the rules and prohibitions listed in the previous paragraph, in addition to the general rules and principles already contained in the General Part of this Model, the procedures described below must be respected.

1. Management of accounting and tax compliance

1. The Company ensures the prevention of risks potentially associated with these Sensitive Activities, through:

   (i) checking the correspondence of the amounts indicated in the invoices (active and payable) or in the other relevant documents with the contractual provisions;

   (ii) checking the correspondence of the amounts indicated in the invoices (receivables or payables) or in the other relevant documents with the amount of the related payment;

   (iii) the control of the correspondence between the subjects indicated in the invoices (active and passive) or in the other relevant documents and the actual holders of the contractual relationship described therein;

   (iv) the traceability of the management process of the passive cycle, as well as the archiving of the documents underlying each payment made (the supporting documentation supporting each payment made by the Company must be clearly identifiable);

   (v) the implementation of the principle of segregation of roles in relation to the management of company accounts and in the subsequent transposition into tax returns;

   (vi) the traceability of communications with the Consultants involved in the drafting of the aforementioned deeds and declarations;

   (vii) the correct and orderly custody of accounting records and other documents whose retention is mandatory for tax purposes, ensuring physical and IT defences that prevent any acts of destruction or concealment;

   (viii) monitoring - also with the help of Consultants - compliance with the principles governing the compilation, keeping and storage of tax returns;

(ix) the preliminary identification of the person competent to make a payment for the Company and that the same has the powers to proceed with the payment and to operate on the Company's current accounts;

(x) the adoption in carrying out transactions on the Company's assets – whether they are physical assets or shareholdings – of transparent and traceable methods for all steps of the related *process* and with regard to the movements of money that they entail;

(xi) abstention, in carrying out the operations referred to in the previous point, from carrying out any action aimed at prejudice in any way to the rights of the Treasury (including in relation to the satisfaction of any payments of taxes or interest or administrative penalties relating to said taxes).

Reference is also made to the principles contained in the Special Sections on Corporate Crimes.

2. Management of intra-group invoicing

The Company ensures that:

(i) the services rendered intra-group are always contractually regulated in writing and rendered at market conditions;

(ii) in the management of intra-group relationships, compliance with the principle of segregation of duties and the involvement of different parties in the performance of the main activities envisaged (definition of the intercompany contract, invoicing, payment, archiving of documentation) is guaranteed;

(iii) the identification of tasks and responsibilities with regard to the fulfilment of the regulations in force from time to time on transfer pricing is guaranteed;

(iv) counterparties, even if they are companies belonging to the Group, undertake to comply with the provisions of Decree 231 and the Model adopted by the Company.

Reference is made, as applicable, to the specific principles of conduct referred to in the previous paragraph, with reference to the Sensitive Activity "Management of accounting and tax compliance".

3. Selection of Tax Consultants

1. Tax Advisors must be chosen with transparent methods and according to a specific procedure (e.g. using special *vendor-lists* containing the indication of the

counterparties of multi-year trust or a formalized *beauty contest procedure*), on the basis of an appropriate evaluation both in economic and qualitative terms of the contractual proposals of several parties (except for expressly authorized exceptions and motivated by the peculiarity of the service sought - which does not allow to obtain several contractual proposals - and/or by the characteristic of *intuitu personae* of the same).

2. Contracts with Tax Advisors must be defined in writing in all their terms and conditions.
3. Contracts with Tax Advisors must include a specific declaration stating: (i) that they are aware of the legislation referred to in Legislative Decree 231/2001 of the Model and its implications for the Company, (ii) that they have never been involved in legal proceedings relating to the Crimes contemplated therein and (iii) that they undertake to comply with the provisions of the Model applicable to them.
4. Contracts with Tax Advisors must provide for the consequences of their violation of the obligations assumed as set out in the previous point (e.g. termination of the relationship).

SPECIAL PART – M – Smuggling offences

M.1.1. Smuggling offences

Legislative Decree no. 75 of 14 July 2020, which implements Directive (EU) 2017/1371 on the fight against fraud affecting the financial interests of the Union by means of criminal law (the so-called "Criminal Fraud Act"). PIF Directive), has introduced significant innovations in the field of administrative liability of entities, among others, the introduction within Decree 231 of art. *25-sexiesdecies* (*Smuggling*), relating to the smuggling offences provided for by Presidential Decree no. 43 of 23 January 1973.

On October 2, 2024, the Complementary National Provisions to the Union Customs Code, introduced by Legislative Decree No. 141 of September 26, 2024, entered into force. The text repeals and replaces the Consolidated Law on Customs Legislation (TULD), approved by Presidential Decree No. 43 of January 23, 1973, and numerous other special laws, such as Royal Decree No. 65/1896 and Legislative Decree No. 374 of November 8, 1990, which are no longer current, reorganizing the regulatory framework in order to align national legislation with European regulations.

Consequently, Article 25-sexiesdecies of Legislative Decree No. 231/2001 has also been reformed, pursuant to which "in relation to the commission of offenses provided for by the complementary national provisions of the Union Customs Code, as set out in the legislative decree issued pursuant to Articles 11 and 20, paragraphs 2 and 3, of Law No. 111 of August 9, 2023, and the consolidated law of provisions concerning production and consumption taxes and related criminal and administrative sanctions, as set out in Legislative Decree No. 504 of October 26, 1995, the entity is subject to a financial penalty of up to two hundred quotas."

A brief description of the cases referred to in Article 25-sexiesdecies of the Decree deemed relevant to the Company is provided below.

EVASION OF EXCISE DUTY ON ENERGY PRODUCTS (Article 40, Legislative Decree 504/1995)

The provision punishes anyone who:

a) clandestinely manufactures or refines energy products;

b) unlawfully removes energy products, including natural gas, from the assessment or payment of excise duty by any means;

c) uses products exempt from or subject to lower tax rates for purposes subject to a higher tax or higher excise duty;

d) engages in unauthorized mixing operations resulting in products subject to a higher excise duty than that paid on the individual components;

e) regenerates denatured products to make their use in higher-taxed activities easier and more evasive;

f) possesses denatured energy products under conditions other than those prescribed for admission to the privileged treatment;

g) possesses or uses products obtained from illicit manufacturing or unauthorized mixing operations.

ALTERATION OF DEVICES, IMPRINTS, AND MARKINGS (Article 46, Legislative Decree 504/1995)

1. Anyone who, in order to evade product assessment:
   a) counterfeits, alters, removes, damages, or renders inoperable meters, seals, stamps, punches, verification marks, or other devices, imprints, or markings prescribed by the tax authorities or applied by the Guardia di Finanza, is punishable by imprisonment for a term of one to five years;

   b) uses counterfeited or altered seals, stamps, punches, verification marks, or other devices or markings prescribed by the tax authorities or applied by the Guardia di Finanza, or uses them without authorization, is punishable by imprisonment for a term of one to five years.

2. Anyone who possesses, without authorization, devices, seals, stamps, or punches identical to those used by the tax authorities or the Guardia di Finanza, even if counterfeit, is punishable by imprisonment for a term of one to six months. The penalty is imprisonment for a term of one month to one year if the act is committed by a manufacturer.

SMUGGLING DUE TO FAILURE TO DECLARE (Article 78, Legislative Decree 141/2024)

The offense punishes anyone who, by failing to submit the customs declaration:
a) introduces or circulates non-union goods in the customs territory or removes them from customs supervision, by any means and for any reason;

c) exports union goods from the customs territory for any reason.
   The penalty under paragraph 1 applies to anyone who possesses non-union goods when the circumstances provided for in Article 19, paragraph 2, apply.

SMUGGLING DUE TO FALSE DECLARATION (Article 79, Legislative Decree 141/2024)

The offense punishes anyone who falsely declares the quality, quantity, origin, and value of goods, as well as any other element necessary for the application of the tariff and for the assessment of duties.

SMUGGLING DUE TO MISUSE OF IMPORTED GOODS WITH TOTAL OR PARTIAL DUTY REDUCTION (Article 81, Legislative Decree 141/2024)

The offense punishes anyone who assigns, in whole or in part, a different destination or use to non-union goods imported with exemption or reduction of duties, from the purpose or use for which the exemption or reduction was granted.

CHAPTER M.2 – SENSITIVE ACTIVITIES IN THE CONTEXT OF SMUGGLING OFFENCES

M.2.1 Sensitive Activities in the Context of Smuggling Offences

The Sensitive Activity in the context of smuggling offences that the Company has identified within itself is as follows:

1. **Management of the import of photovoltaic panels (and/or other plant components)**

CHAPTER M.3 – GENERAL PRINCIPLES OF CONDUCT

The objective of this Special Section, in order to prevent the commission of the Crimes considered in it, is that all the Recipients of the Model comply with all the procedures and principles that are directly or indirectly functional to the prevention of conduct suitable for integrating the tax crimes mentioned above.

M.3.1 The system in general

The Recipients must comply with the following principles of conduct:

1. refrain from behaving in such a way as to constitute one of the smuggling offences;
2. refrain from engaging in conduct that, although it is such as not to constitute in itself hypotheses of the aforementioned crimes, can potentially become so;
3. behave correctly, transparently and collaboratively, in compliance with the law and internal company procedures;
4. ensure compliance with current customs regulations;
5. to guarantee maximum fairness and transparency in relations with the Customs Agency;
6. not entrusting transport and customs management activities to third parties whose reliability is not ascertained.

In addition, it is forbidden to:

1. introduce foreign goods into the territory of the State in violation of the prescriptions, prohibitions and limitations provided for by current legislation;
2. transport goods in the territory of the State without the prescribed documentation;
3. to introduce foreign goods into the territory of the State to replace national or nationalised goods shipped by cabotage or in circulation;
4. to set up unauthorised warehouses of foreign goods subject to border duties, or to set them up to an extent greater than that permitted;
5. remove goods from customs areas without having paid the duties due or without guaranteeing payment or without carrying out the required customs operations;
6. assign foreign goods, imported duty-free and/or with reduction of border duties, to a destination or use other than that for which the exemption or reduction was granted;

7. subjecting the goods, in the course of temporary import or exportation or re-export and re-importation operations, to artificial handling.

CHAPTER M.4 - SPECIFIC PRINCIPLES OF CONDUCT

For the purposes of implementing the rules and prohibitions listed in the previous paragraph, in addition to the general rules and principles already contained in the General Part of this Model, the procedures described below must be respected.

1. **Management of the import of photovoltaic panels (and/or other plant components)**

The Company ensures the prevention of risks potentially associated with this Sensitive Activity, through:

1. the existence of formal rules that regulate the processes of managing customs obligations and any customs inspections/disputes and that identify the subjects appointed to them, in line with the system of delegations and powers of attorney in place;
2. the existence of rules aimed at monitoring and updating the obligations in relation to the legislation relating to customs classifications;
3. the selection of freight forwarders and customs operators takes place after verifying that they possess the necessary authorizations from time to time and the related relationships are expressly regulated in writing within specific contracts; which provide for clauses that commit these subjects, in the conduct of their business and in the management of relations with third parties, to refer to the provisions of Legislative Decree 231/2001 and the applicable principles provided for by the Model and contemplate the Company's right to terminate the contract (with possible payment of penalties) in the event of violation;
4. traceability, also through the use of IT systems, of logistics flows and related accounting records as well as communications with freight forwarders and customs operators.

SPECIAL PART – N – Crimes against cultural heritage and crimes of laundering cultural property and devastation and looting of cultural and landscape property

CHAPTER N.1.1. The cases of crimes against cultural heritage and crimes of laundering cultural property and devastation and looting of cultural and landscape property

Law no. 22 of 9 March 2022, containing "*Provisions on crimes against cultural heritage", introduced articles 25-septesdecies ("*Crimes against cultural heritage*") and 25-duodevicies ("*Laundering of cultural property and devastation and looting of cultural and landscape property*")* into Legislative Decree no. 231/2001.

The cases provided for by the aforementioned articles punish a plurality of conducts perpetrated to the detriment of cultural or landscape heritage, protected by Legislative Decree no. 42 of 22 January 2004 (the "**Code of Cultural Heritage and Landscape**").

The concept of "cultural heritage" includes movable and immovable cultural property, i.e., things of artistic interest, such as works of art, historical, archaeological, ethno-anthropological, bibliographic, documentary or archival interest or other things of cultural interest subject to specific protection provisions pursuant to the Code of Cultural Heritage and Landscape.

The concept of "landscape assets" includes buildings and areas that are an expression of the historical, cultural, natural, morphological and aesthetic values of the territory, and in particular buildings and areas of considerable public interest, areas protected by law and finally buildings and areas subject to the protection of landscape plans.

In general, any intervention on cultural or landscape heritage must take place in compliance with the provisions of the Code of Cultural Heritage and Landscape (for example, the request for specific authorizations from the competent authorities).

In order to ensure a correct understanding of this Special Part by all the Recipients of this Model, the cases expressly referred to in Articles 25-septesdecies and 25-duodevicies of the Decree, which appear to be potentially relevant in relation to the Company's operations, are described below.

THEFT OF CULTURAL PROPERTY (ARTICLE 518-BIS* OF THE *CRIMINAL CODE)

The crime punishes the conduct of anyone who takes possession of a movable cultural asset of others, taking it away from the person who owns it, in order to make a profit, for himself or for others, or takes possession of cultural property belonging to the State, as found underground or on the seabed.

EMBEZZLEMENT OF CULTURAL PROPERTY (ARTICLE 518-TER OF* THE *CRIMINAL CODE)

The rule in question punishes anyone who, in order to procure an unfair profit for himself or others, appropriates another person's cultural property of which he has, for any reason, possession.

***RECEIVING STOLEN CULTURAL PROPERTY (ARTICLE 518-QUARTER OF* THE *CRIMINAL CODE)*)**

The crime in question is supplemented by the conduct of those who, except in cases of complicity in the crime, in order to procure a profit for themselves or others, buy, receive or conceal cultural property deriving from any crime, or in any case interfere in having them acquired, received or concealed.

LAUNDERING OF CULTURAL PROPERTY (ARTICLE 518-SEXIES OF* THE *CRIMINAL CODE)

The crime in question punishes, except in cases of complicity in the crime, anyone who replaces or transfers cultural property deriving from a non-culpable crime, or carries out other operations in relation to them, in such a way as to hinder the identification of their criminal origin.

FORGERY OF PRIVATE DEEDS RELATING TO CULTURAL PROPERTY (ARTICLE 518-OCTIES OF THE CRIMINAL CODE)

The rule punishes anyone who forms, in whole or in part, a false private deed or, in whole or in part, alters, destroys, suppresses or conceals a true private deed, in relation to movable cultural property, in order to make its provenance appear lawful.

VIOLATIONS REGARDING THE ALIENATION OF CULTURAL PROPERTY (ARTICLE 518-NOVIES OF THE CRIMINAL CODE)

The rule in question punishes: (i) anyone who without the prescribed authorization, alienates or places cultural assets on the market; (ii) whoever, being required to do so, fails to submit, within thirty days, a report of the deeds of transfer of ownership or possession of cultural property; (iii) the transferor of a cultural property subject to pre-emption who delivers the property within sixty days from the date of receipt of the transfer report.

***ILLICIT EXIT OR EXPORT OF CULTURAL PROPERTY (ART. 518-UNDECIES*)**

The crime in question is supplemented by the conduct of anyone who transfers cultural property, things of artistic, historical, archaeological, ethno-anthropological, bibliographic, documentary or archival interest or other things subject to specific protection provisions under the legislation on cultural heritage, without a certificate of free circulation or export license.

DESTRUCTION, DISPERSION, DETERIORATION, DISFIGUREMENT, SOILING AND ILLEGAL USE OF CULTURAL OR LANDSCAPE PROPERTY (ARTICLE 518-DUODECIES OF THE CRIMINAL CODE)

The rule in question punishes anyone who:

1) destroys, disperses, deteriorates or renders in whole or in part one's own or others' cultural or landscape assets useless or unusable;

2) except in the cases referred to in point 1), defaces or defaces its own or others' cultural or landscape property, or allocates cultural property to a use incompatible with its historical or artistic character or detrimental to its conservation or integrity.

DEVASTATION AND LOOTING OF CULTURAL AND LANDSCAPE PROPERTY* (ARTICLE *518-TERDECIES OF THE CRIMINAL CODE)

The crime in question punishes anyone who, except in the cases provided for in Article 285, commits acts of devastation or looting involving cultural or landscape property or cultural institutions and places.

CHAPTER N.2 – SENSITIVE ACTIVITIES IN THE CONTEXT OF CRIMES AGAINST CULTURAL HERITAGE AND CRIMES OF LAUNDERING CULTURAL PROPERTY AND DEVASTATION AND LOOTING OF CULTURAL AND LANDSCAPE PROPERTY

CHAPTER N.2.1 Sensitive Activities in the Context of Crimes against Cultural Heritage and Crimes of Laundering of Cultural Property and Devastation and Looting of Cultural and Landscape Property

The Sensitive Activities in the context of crimes against cultural heritage and crimes of laundering of cultural property and devastation and looting of cultural and landscape property that the Company has identified within itself are the following:

1. **Preliminary checks during the authorisation phase of the plants**
2. **Management of excavation and earthmoving activities during the construction phase**
3. **Selection and management of relationships with archaeologists**
4. **Management of relations with the Superintendence**

CHAPTER N.3 general principles of conduct

The objective of this Special Section, in order to prevent the commission of the crimes considered in it, is that all the Recipients of the Model comply with all the principles that are directly or indirectly functional to the prevention of conduct suitable for integrating the crimes against cultural heritage mentioned above.

The Recipients are prohibited from:

- appropriating the cultural assets of others;
- receiving, concealing or, in any case, interfering in the purchase, receiving or concealment of cultural goods, or replacing, transferring or carrying out operations in relation to them in such a way as to hinder their origin;
- forming (in whole or in part) or altering private deeds in relation to movable cultural property;
- to sell or place on the market, without the prescribed authorization, cultural goods;
- transfer abroad cultural property, things of artistic, historical, archaeological, ethno-anthropological, bibliographic, documentary or archival interest or other things subject to specific protection provisions pursuant to the Code of Cultural Heritage and Landscape, without a certificate of free circulation or export license;
- commit acts of devastation or looting concerning cultural or landscape assets or cultural institutions and places.

CHAPTER N.4 specific procedural principles

For the purposes of implementing the rules listed in the previous Chapter, in addition to the general principles contained in the General Part of this Model, the principles described below must be respected.

1. **Preliminary checks during the authorisation phase of the plants**

1. The Company must ensure, directly and through the *Developers*, that: (a) as a preventive measure, an analysis of the land where the plants will be built has been carried out to verify any areas affected by the Code of Cultural Heritage and Landscape (Legislative Decree 22 January 2004, no. 42); (b) during the authorisation process, all the activities are carried out and all the necessary opinions are obtained within the competence of the Superintendence concerned in order for the authorisation to be issued.

2. **Management of excavation and earthmoving activities during the construction phase**

1. The Company guarantees:

(i) compliance with any requirements issued by the competent Superintendence contained in the authorisation issued for each Plant;

(ii) the identification of roles and responsibilities in order to ensure that, in the event of the discovery in excavation and earthmoving activities of finds of presumable archaeological, historical and artistic interest, the necessary authorizations/clearances are required and the necessary reports/communications are made to the competent Authority (*i.e.*, the Superintendence competent for the territory);

(iii) the performance of monitoring activities on the construction site and, in particular, on the excavation activities carried out by the EPC *Contractor* and its subcontractors, in order to ensure compliance with the regulations dictated by the Code of Cultural Heritage and Landscape as well as the Regulations of the local authorities applicable from time to time;

(iv) a specific flow of information (per event) to the SB, in the event of the discovery of artifacts or other relevant events in relation to compliance with the regulations dictated by the Code of Cultural Heritage and Landscape as well as by the Regulations of the local authorities applicable from time to time.

3. **Selection and management of relationships with archaeologists**

1. The Company guarantees compliance with the selection and contracting rules provided for consultants and suppliers by the Company's Model 231 in the event of the appointment of expert archaeologists or other consultants, who are entrusted with the task of supervising and verifying the progress of the works, in compliance with the requirements indicated in the authorization titles of the Project

Reference is also made to the provisions expressly provided for the selection of Consultants.

4. Management of relations with the Superintendence

Reference is made to the express provisions regarding the management of relations with the Public Administration and the management of checks and inspections at the Company's offices and properties.