



Organisational, Management and Control

MODEL

pursuant to

Legislative Decree no. 231 of 8 June 2001

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Introduction

Chapter 1 - Consortium company Xké? ZeroTredici with limited liability

The consortium company Xké? ZeroTredici with limited liability (hereinafter "Xké? ZeroTredici S.c.r.l.") is a non-profit organisation and was established on 31 July 2014 on the initiative of the Compagnia di San Paolo Foundation (hereinafter also the "Compagnia") and the Fondazione per la Scuola - Educatorio Duchessa Isabella della Compagnia di San Paolo with the main purpose of conceiving, planning and managing educational workshop activities and training, information, communication and documentary initiatives for pre-school and school-age children and teenagers, families, kindergartens, primary and secondary schools, educators and public decision-makers.

According to the Articles of Association, the Company has the following bodies:

- *Shareholders' Meeting*, chaired by the Chairperson, is called at least twice a year by the Board of Directors or at the request of the Control Body or by any of the shareholders in the event of impossibility or inactivity of the Board of Directors. The Meeting resolves on the matters provided for in the articles of association and, in particular, appoints the members of the Board of Directors, the Control Body and the consortium regulation;
- *Board of Directors*, made up of three members appointed by the Shareholders' Meeting for a period not exceeding three years and expire on the date of the meeting called to approve the financial statements relating to the last year of their office. The directors can be re-elected. The Board of Directors is vested with all powers for the ordinary and extraordinary administration of the Company except for those reserved by law or the Articles of Association to the Meeting. The Board may also appoint a Director and determine his or her term in office, duties, and powers;
- *Chairperson*, appointed by the Shareholders' Meeting or by the Board if the Shareholders' Meeting has not done so, is the legal representative of the Company, convenes and chairs the Shareholders' Meeting and the Board of Directors;
- *Control Body*, made up of a statutory auditor appointed by the Shareholders' Meeting, remains in office for three years.

Those powers and functions, established by the Italian Civil Code, are therefore considered to be an integral part of the Organisational, Management and Control Model, even if not expressly referred to in the individual *Protocols*.

Finally, it should be noted that for the performance of accounting, administrative and management activities, the Company makes use of the services of **Progetti Innovazione Soluzioni Management scrll** (hereinafter also "PR.ISMA."), a limited liability non-profit consortium company in which Xké 0-13 Scrl holds a 2% interest. In this regard, PR.ISMA. performs the following activities on behalf of the Company regulated by specific service contracts:

- Accounting and financial reporting;
- management control;
- legal advice and extra-judicial legal advice not related to jurisdictional activities;
- management of purchases of goods and services and their suppliers and general services;
- management of personnel;
- provision of information technology services;
- fund raising and assistance with grant and loan applications concerning national and international projects.



Chapter 2 - Structure of the Organisational, Management and Control Model

This document is the Organisational, Management and Control Model (the "Model") of the Company, adopted by the Company's Board of Directors pursuant to Legislative Decree 231 of 8 June 2001.

The Model includes a general section divided into two sections, with the first (Section 1) describing the content of Legislative Decree 231/2001 and a specific section (Section 2) detailing the contents of the Company's Organisational, Management and Control Model.

It also contains the special section that includes the "Protocols" which outline the rules of conduct and responsibilities of each activity identified as sensitive pursuant to Legislative Decree 231/2001 within the organisation.

The entities in charge of managing these activities, which are regulated as such in the Protocols, guarantee continual updates and the compliance of internal regulations with the qualifying factors defined in the Protocols.

Even though they are not included, the Code of Ethics, the organisational chart, the system of powers and mandates and the regulations and internal procedures in place at the Company, and their content, constitute an integral part of this Model.

Section 1 – The regulatory framework

Chapter 3 - Administrative liability of legal persons, companies and associations, and related penalties

Legislative Decree 231/2001, containing the “Provisions on the administrative liability of legal persons, companies and associations, including those without legal personality”, was issued in partial implementation of Enabling Law no. 300 of 29 September 2000, as part of the adaptation of domestic regulations to several international and European Union conventions¹. It introduced within Italian legislation the notion of direct liability of an Entity for the commission of Criminal and Administrative Offences by persons functionally linked to the Entity, when those unlawful actions lead to an advantage or a benefit for the Entity.

It is a liability that, despite having been defined as "administrative" by the legislature, and even though it involves penalties of that nature, has the typical features of criminal liability, given that it primarily results in the commission of criminal offences² and is determined through criminal proceedings³.

The Entities may be considered liable whenever one of the Criminal or Administrative Offences is committed in their interest or to their advantage: there is an “**interest**” when the illegal conduct is carried out with the exclusive intent of generating a benefit for the Entity, regardless of whether that objective has been achieved; the “**advantage**”, on the other hand, arises when the perpetrator of the offence, despite not having acted to favour the Entity, has nevertheless generated a benefit of any kind for that Entity's, either financial or otherwise. In contrast, an “**exclusive benefit**” for the perpetrator of the offence excludes the liability of the Entity.

The administrative liability of the Entity also extends to the cases where one of the criminal offences remains in the **attempted** form⁴.

Another condition for the regulations to apply is that the Crime or Administrative Offence is **committed by key persons**, namely:

- individuals holding a representative, administrative or management role in the Entity or in one of its organisational units with financial and functional autonomy, and persons who, de facto or otherwise, manage and control the entity (Top-Level Persons);
- persons subject to the management or supervision of one of the Top-Level Persons (referred to as Subordinates or Assistants).

From the structure of Legislative Decree 231/2001 it can be seen that the administrative liability of the Entity does not exclude, but is instead summed together with the liability of the individual who committed the unlawful conduct.

The penalty system for the Entity establishes particularly severe measures such as **fines** and **prohibitory penalties**, as well as **confiscation** and **publication** of the **conviction judgement**. The prohibitory measures, which can lead to even more severe consequences than the financial penalties for the Entity, consist of the prohibition from the exercise of the Entity's activities, the

¹ The Enabling Law ratifies and implements various international conventions, drawn up based on the European Union Treaty, including:

- the Convention on the protection of the financial interests of the European Communities (Brussels, 26 July 1995);
- the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union (Brussels, 26 May 1997);
- the OECD Convention on combating bribery of foreign public officials in international business transactions (Paris, 17 December 1997).

² In addition to administrative offences, under Law no. 62 of 18 April 2005.

³ Except for the administrative offences of market abuse, determined by Consob.

⁴ The entity's liability also exists in the case of attempted crimes, or in the event that certain actions are put in place unambiguously with the aim of committing one of the crimes indicated as a prerequisite for the offense of the legal person.

suspension and revocation of permits, licenses or concessions, the prohibition from contracting with the public administration (except for obtaining the performance of a public service), the exclusion from benefits, loans, grants or subsidies and possible revocation of those granted, and the prohibition on advertising goods or services. If the circumstances for a ban being applied exist, requiring the activities of the Entity to be stopped, the continuation of activities by a commissioner may be arranged, for a duration equal to the duration of the ban that would have been applied (**administration**). In any case, the bans do not apply (or are revoked, if already applied as a precautionary measure) if the Entity, prior to the opening statement of the proceedings of first instance has adopted conduct of “active repentance” (compensation or reparation of the damage, elimination of damaging or dangerous consequences of the Crime, provision of the profits of the Crime to the Judicial Authority for confiscation, elimination of organizational deficiencies that led to the Offence, adopting organizational models suitable to prevent Offences being committed again). Whenever this “active repentance” conduct is identified, the prohibitory penalties will be replaced by fines.

The administrative liability also applies for offences committed abroad, provided they are not regulated by the country where the offence has been committed and the Entity has its principal place of business in Italy.

Chapter 4 - Crimes and offences that result in administrative liability

The catalogue of Crimes originally established by Legislative Decree 231/2001 has been progressively expanded: crimes against the public administration and its assets (Articles 24 and 25) have been accompanied by cybercrimes and unlawful processing of data (Article 24-*bis*); organised crime (Article 24-*ter*); crimes involving the counterfeiting of money, public credit instruments, duty stamps, and distinctive signs or instruments (Article 25-*bis*); offences against industry and trade (Article 25-*bis* 1); corporate crimes (Article 25-*ter*); offences committed for the purposes of terrorism or the subversion of democracy envisaged by the criminal code and special laws (Article 25-*quater*); crimes related female genital mutilation (Article 25-*quater* 1); crimes relating to offences against the person (Article 25-*quinquies*); crimes of market abuse (Article 25-*sexies*) and related administrative offences (Article 187-*quinquies* Consolidated Law on Finance); cross-border crimes covered by the Law 146/2006 (Articles 3 and 10); offences of manslaughter or serious or grievous bodily harm through negligence committed in violation of the rules on health and safety at work (Article 25-*septies*); crimes of receiving, laundering and using money, goods or assets of unlawful origin, and self-laundering (Article 25-*octies*); crimes involving payment instruments other than cash (Article 25-*octies*. 1); offences relating to breach of copyright (Article 25-*novies*); crimes of inducement not to make statements or to make false statements to the judicial authorities (Article 25-*decies*); environmental crimes (Article 25-*undecies*); the crime of employing illegally staying third-country nationals (Article 25-*duodecies*), the crime of racism and xenophobia (Article 25-*terdecies*), the crimes of fraud in sports' competitions (Article 25-*quaterdecies*), tax crimes (Article 25-*quinquiesdecies*), and crimes of smuggling (Article 25-*sexiesdecies*); crimes against cultural heritage (Article 25-*septiesdecies*) as well as laundering of cultural assets and devastation and looting of cultural and landscape assets (Article 25-*duodevicies*).

The Crimes and Administrative Offences that are currently relevant under Legislative Decree 231/2001 are listed below:

- **Crimes committed in relations with the Public Administration** - (Article 24 of the Decree)
 - Embezzlement of public funds (Article 316-*bis* Criminal Code);
 - Unlawful receipt of public grants (Article 316-*ter* Criminal Code);
 - Fraud in public supplies (Article 356 Criminal Code);
 - Fraud to the detriment of the State or other public entity (Article 640, paragraph 2, no. 1 Criminal Code);
 - Aggravated fraud to obtain public funds (Article 640-*bis* Criminal Code);
 - Computer fraud (Article 640-*ter* Criminal Code);

- The unlawful realisation of aid, bonuses, indemnities, returns, grants or other funding entirely or partially from the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (Law no. 898/1986, Article 2).
- **Computer crimes and unlawful processing of data** - (Article 24-bis of the Decree)
 - electronic documents (Article 491-bis Criminal Code);
 - unauthorised access to a computer or telecommunications system (Article 615-ter Criminal Code);
 - unauthorized possession, dissemination and installation of equipment, codes or other means for accessing IT or telecommunications systems (Article 615-quater Criminal Code);
 - unauthorized possession, dissemination and installation of equipment, devices or computer programmes intended to damage or interrupt an IT or telecommunications system (Article 615-quinquies Criminal Code);
 - unlawful interception, impediment or interruption of computer communications or telecommunications (Article 617-quater Criminal Code);
 - unauthorized possession, dissemination and installation of equipment and other means designed to intercept, impede or interrupt telecommunications or computer communications (Article 617-quinquies Criminal Code);
 - damage to computer information, data or computer programmes (Article 635-bis Criminal Code);
 - damage to information, data and computer programmes used by the State or other public body or of public utility (Article 635-ter Criminal Code);
 - damage to computer or telecommunications systems (Article 635-quater Criminal Code);
 - damage to computer or telecommunications systems of public utility (Article 635-quinquies Criminal Code);
 - computer fraud by the provider of electronic signature certification services (Article 640-quinquies Criminal Code);
 - violation of the rules on the national cyber security perimeter (crimes indicated in Article 1, paragraph 11 of Decree Law no. 105 of 21 September 2019 "*National cyber security perimeter*").
- **Organised crime**- (Article 24-ter of the Decree)
 - Criminal association (Article 416 Criminal Code, first five paragraphs);
 - Criminal association to commit the crimes of reduction to slavery or servitude, trafficking in persons, purchase and sale of slaves, and crimes relating to breaches of the provisions on illegal immigration in Article 12 of Legislative Decree 286/1998 (Article 416, paragraph 6 Criminal Code);
 - Mafia-type association, also foreign (Article 416-bis Criminal Code);
 - Crimes committed under the conditions of Article 416 - *bis* of the Criminal Code for mafia-type organisations or in order to facilitate the activities of those associations;
 - Mafia-related political election exchange (Article 416-ter Criminal Code);
 - Association aimed at illicit trafficking of narcotic or psychotropic substances (Article 74, Presidential Decree no. 309 of 9 October 1990);
 - Kidnapping of persons for a ransom (Article 630 Criminal Code);
 - Illegal manufacture, introduction into the State, offering for sale, sale, possession and carrying in public places or places open to the public, of weapons of war or warlike

weapons or parts thereof, explosives, clandestine weapons and other common firearms (Article 407, paragraph 2, letter a), no. 5), Criminal Procedure Code).

- **Crimes committed in relations with the Public Administration** - (Article 25 of the Decree)⁵.
 - Embezzlement (Article 314 Criminal Code, limited to paragraph 1);
 - Embezzlement through profiting from third-party errors (Article 316 Criminal Code);
 - Extortion (Article 317 Criminal Code);
 - Undue inducement to give or promise benefits (Article 319-quater Criminal Code);
 - Bribery for the performance of an official act (Article 318 Criminal Code);
 - Bribery to obtain an act contrary to official duties (Article 319 Criminal Code);
 - Aggravating circumstances (Article 319-bis "Criminal Code);
 - Corruption in judicial proceedings (Article 319-ter Criminal Code);
 - Corruption of a public service officer (Article 320 of the Criminal Code)
 - Penalties for the corruptor (Article 321 Criminal Code);
 - Incitement to corruption (Article 322 Criminal Code);
 - Embezzlement, extortion, illegal inducement to give or promise benefits, corruption or incitement to corruption, and abuse of office of members of international Courts or of the bodies of the European Communities or of international parliamentary assemblies or international organisations and officials of the European Communities and foreign states (Article 322-bis Criminal Code);
 - Trafficking in illicit influences (Article 346-bis Criminal Code);
 - Abuse of office (Article 323 Criminal Code).
- **Crimes involving the counterfeiting of money, public credit instruments, duty stamps and distinctive signs or instruments** - (Article 25 bis of the Decree)
 - Counterfeiting of money, spending and introduction into the State, with complicity, of counterfeit money (Article 453 Criminal Code);
 - Alteration of money (Article 454 Criminal Code);
 - Spending and introduction into the State, without complicity, of counterfeit money (Article 455 Criminal Code);
 - Spending of counterfeit money received in good faith (Article 457 Criminal Code);
 - Counterfeiting of duty stamps, introduction into the State, purchase, possession or circulation of counterfeit duty stamps (Article 459 Criminal Code);
 - Counterfeiting of watermarked paper used for the manufacture of public credit instruments or duty stamps (Article 460 Criminal Code);
 - Manufacture or possession of watermarks or instruments for counterfeiting money, duty stamps or watermarked paper (Article 461 Criminal Code);
 - Use of counterfeit or altered duty stamps (Article 464 Criminal Code);
 - Counterfeiting, alteration or use of marks, trademarks or distinguishing signs or patents, models and designs (Article 473 Criminal Code);

⁵ The entire category of crimes in Article 25 of Legislative Decree 231/2001 in the Protocols of the Model is more generally called "Crimes of corruption.

- Introduction into the State and sale of products with false markings (Article 474 Criminal Code).
- **Offences against industry and trade-** (Article 25-bis 1 of the Decree)
 - Disruption to the freedom of industry or trade (Article 513 Criminal Code);
 - Unfair competition with threats or violence (Article 513-bis Criminal Code);
 - Fraud against national industries (Article 514 Criminal Code);
 - Fraudulent trading (Article 515 Criminal Code);
 - Sale of non-genuine food items as genuine (Article 516 Criminal Code);
 - Sale of industrial products with false marks (Article 517 Criminal Code);
 - Manufacture and sale of goods produced through misappropriation of industrial property rights (Article 517-ter Criminal Code);
 - Infringement of geographical indications or appellations of origin of food products (Article 517-quater Criminal Code).
- **Corporate offences-** (Article 25-ter of the Decree)
 - False corporate disclosures (Article 2621 Civil Code);
 - Minor instances (Article 2621-bis of the Civil Code)
 - False corporate disclosures by listed companies (Article 2622 Civil Code);
 - Impediment of control activities (Article 2625, paragraph 2, Civil Code);
 - Unlawful return of capital contributions (Article 2626 Civil Code);
 - Illegal allocation of profits and reserves (Article 2627 Civil Code);
 - Unlawful transactions on shares or equity interests of the parent company (Article 2628 Civil Code);
 - Transactions prejudicial to creditors (Article 2629 Civil Code);
 - Failure to disclose a conflict of interest (Article 2629-bis of the Civil Code);
 - Fictitious formation of company capital (Article 2632 Civil Code);
 - Unlawful allocation of company assets by liquidators (Article 2633 Civil Code);
 - Bribery between private individuals (Article 2635, paragraphs 1 and 3, Civil Code);
 - Incitement to private-to-private corruption (Article 2635-bis, paragraph 1 of the Civil Code);
 - Undue influence at the Shareholders' Meeting (Article 2636 Civil Code);
 - Stock manipulation (Article 2637 Civil Code);
 - Hindering the work of public supervisory authorities (Article 2638, paragraph 1 and 2, Civil Code);
 - False statement in a prospectus (Article 173 Legislative Decree 58/98).
- **Crimes committed for the purposes of terrorism or the subversion of democracy envisaged by the criminal code and special laws** (Article 25-quater of the Decree);
 - Subversive associations (Article 270 Criminal Code);
 - Associations for the purposes of terrorism, including international terrorism, or subversion of democracy (Article 270 bis Criminal Code);
 - Assisting association members (Article 270 ter Criminal Code);

- Recruitment for the purposes of terrorism, including international terrorism (Article 270 quater Criminal Code);
- Organisation of transfers for the purpose of terrorism (Article 270-quater.1 Criminal Code);
- Training for the purposes of terrorism, including international terrorism (Article 270 quinquies Criminal Code);
- Financing of conduct for the purposes of terrorism (Law 153/2016, Article 270 quinquies 1 Criminal Code);
- Removal of assets or money subject to seizure (Article 270 quinquies 2 Criminal Code);
- Conduct for the purposes of terrorism (Article 270 sexies Criminal Code);
- Attack for terrorist purposes or subversion (Article 280 Criminal Code);
- Acts of terrorism with lethal or explosive devices (Article 280 bis Criminal Code);
- Acts of nuclear terrorism (Article 280 ter Criminal Code);
- Kidnapping for the purposes of terrorism or subversion (Article 289 bis Criminal Code);
- Incitement to commit any of the crimes identified in the first and second sections (Article 302 Criminal Code);
- Political conspiracy through agreement (Article 304 Criminal Code);
- Political conspiracy through association (Article 305 Criminal Code);
- Armed gang: formation and participation (Article 306 Criminal Code);
- Assistance to participants in conspiracy or armed gang (Article 307 Criminal Code);
- Taking possession, hijacking or destruction of an aircraft (Article 1 of Law 342/1976);
- Damage to ground installations (Article 2 of Law 342/1976);
- Penalties (Article 3 of Law 422/1989);
- Active repentance (Article 5 of Legislative Decree 625/1979);
- International terrorism (New York Convention of 9 December 1999 – Article 2).
- **Female genital mutilation**(Article 25-quater 1 of the Decree);
 - Female genital mutilation (Article 583 – bis Criminal Code).
- **Offences against the person** - (Article 25-quinquies of the Decree)
 - Reduction to or retention in slavery or servitude (Article 600 Criminal Code);
 - Child prostitution (Article 600-bis Criminal Code);
 - Child pornography (Article 600-ter Criminal Code);
 - Possession of or access to pornographic material (Article 600-quater Criminal Code);
 - Virtual pornography (Article 600 – quater 1 Criminal Code);
 - Tourism aimed at the exploitation of child prostitution (Article 600-quinquies Criminal Code);
 - Trafficking in persons (Article 601 Criminal Code);
 - Purchase and sale of slaves (Article 602 Criminal Code);
 - Illicit intermediation and exploitation of labour (Article 603-bis Criminal Code);
 - Grooming of minors (Article 609-undecies Criminal Code).

- **Market abuse (Crimes)** - (Article 25-sexies of the Decree)
 - Abuse and unlawful disclosure of inside information. Recommending or inducing others to commit insider trading (Article 184 Legislative Decree 58/1998 - Consolidated Finance Act);
 - Market manipulation (Article 185 of Italian Legislative Decree 58/1998 - Consolidated Finance Act).

Article 187-*quinquies* of the Consolidated Finance Act, as amended by Law 62 of 2005, imposes the administrative liability of entities for administrative offences relating to market abuse. Notably:
- **Market abuse (Administrative Offences)** - (Article 187-quinquies Consolidated Finance Act)
 - Insider trading and disclosure of inside information (Article 187-bis Consolidated Finance Act);
 - Market manipulation (Article 187-ter Consolidated Finance Act).
- **Manslaughter or grievous bodily harm through negligence, committed in violation of the rules on health and safety at work-** (Article 25-septies of the Decree)
 - Manslaughter (Article 589 Criminal Code);
 - Bodily harm through negligence (Article 590, paragraph 3, Criminal Code).
- **Receiving, laundering and using money, goods or assets of unlawful origin, as well as self-laundering** - (Article 25-octies of the Decree)
 - Receiving stolen goods (Article 648 Criminal Code)
 - Money laundering (Article 648-bis Criminal Code);
 - Use of money, goods or benefits of unlawful origin (Article 648 ter Criminal Code);
 - Self-laundering (Article 648-ter.1 Criminal Code).
- **Crimes involving payment instruments other than cash** - (Article 25-octies. 1 Decree)
 - Unlawful use and forgery of non-cash payment instruments (Article 493-ter);
 - Possession and dissemination of equipment, devices or IT programmes aimed at committing crimes involving non-cash payment instruments (Article 493-quater);
 - Computer fraud (Article 640-ter).
- **Offences relating to breach of copyright** - (Article 25-novies of the Decree)
 - Making a protected intellectual property, or part thereof, available to the public, in a system of computer networks through connections of any kind (Article 171, Law 633/1941 paragraph 1 letter a) bis);
 - Crimes referred to in the paragraph above committed on the work of others not intended for advertising, or with misappropriation of authorship, or with distortion, mutilation or other modification of the work, if offensive to honour or reputation (Art. 171, Law 633/1941, paragraph 3);
 - Unauthorised duplication, for profit, of computer programs; the import, distribution, sale or possession for commercial or business purposes or leasing of programmes on media not marked by the SIAE (Italian Society of Authors and Publishers); production of means for removing or circumventing the protection devices of computer programs (Article 171-bis Law 633/1941 paragraph 1);
 - Reproduction on media not marked by the SIAE, transfer to another medium, distribution, communication, display or demonstration to the public, of the contents of a database in order to gain profit; extraction or reuse of the database in violation of the rights of the

maker and the user of a database; distribution, sale or leasing of databases (Article 171-bis Law 633/1941 paragraph 2);

- Crimes committed for profit, for non-personal use, and characterised by one of the following forms of conduct (Article 171-ter, Law 633/1941, paragraph 1):
 - o unauthorised duplication, reproduction, transmission or diffusion in public with whatever means, in whole or in part, of intellectual property intended for television, cinema, sale or rental of disks, tapes or similar media or any other media containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images (letter a);
 - o unauthorised reproduction, transmission or diffusion in public with whatever means, of literary, dramatic, scientific or educational, musical or dramatic-musical, multimedia works, or parts thereof, even if included in collective or composite works or databases (letter b);
 - o introduction in the State, possession for sale or distribution, trade, rental, or transfer of any kind, public projection, broadcast via television by whatever method, and broadcast via radio, of the illegal duplications or reproductions referred to in letters a) and b) without having contributed to their duplication or reproduction (letter c);
 - o possession for sale or distribution, trade, sale, rental, transfer of any kind, public projection, broadcast via radio or television by any method, of videotapes, cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images or other media that required the affixing of the SIAE mark, which lack that mark or have a counterfeit or falsified mark (letter d);
 - o retransmission or distribution by any means of an encrypted service received by means of equipment or parts of equipment for decoding broadcasts with conditional access, in the absence of agreement with the legitimate distributor (letter e);
 - o introduction in the State, possession for sale or distribution, sale, rental, or transfer of any kind, commercial promotion, or installation, of devices or special decoding elements that permit access to an encrypted service without payment of the fee due (letter f);
 - o manufacture, import, distribution, sale, rental, transfer of any kind, advertising for sale or rental, or possession for commercial purposes, of devices, products or components, or the provision of services, whose commercial use or prevalent purpose is to circumvent effective technological protection measures or that are designed, produced, adapted or developed to enable or facilitate the circumvention of such measures (letter f-bis);
 - o unauthorised removal or alteration of the electronic rights-management information referred to in Article 102-quinquies, or distribution, import for distribution, broadcast by radio or television, communication or making available to the public, of works or other protected materials from which such electronic information has been removed or altered (letter h).
- Crimes characterised by one of the following forms of conduct (Article 171-ter, Law 633/1941, paragraph 2):
 - o reproduction, duplication, transmission or unauthorised broadcasting, sale or trade, transfer of any kind or illegal import of more than 50 copies or pieces of works protected by copyright and related rights (letter a);
 - o input for profit of a work or part of work protected by copyright within a system of computer networks through connections of any kind, in violation of the exclusive right of communication to the public due to the author (letter a-bis);

- engagement in the forms of conduct contemplated by Article 171-ter, paragraph 1, Law 633/1941, by those exercising the activities, for business purposes, of reproduction, distribution, sale or marketing, or import of works protected by copyright and associated rights (letter b);
- promotion or organisation of the illegal activities identified in Article 171-ter, paragraph 1, Law 633/1941 (letter c).
- Failure to notify the SIAE of identification data of media that does not require marking, by producers or importers of such media, or misrepresentation regarding the fulfilment of the obligations regarding the mark (Article 171-septies, Law 633/1941);
- Fraudulent production, sale, import, promotion, installation, modification, utilisation for public and private use, of equipment or parts of equipment for decoding audiovisual broadcasts with conditional access via air, satellite, cable, in both analogue and digital form (Article 171-octies, Law 633/1941).
- **Inducement not to make statements or to make false statements to the judicial authorities** - (Article 25-decies of the Decree)
 - Inducement not to make statements or to make false statements to the judicial authorities (Article 377 – bis Criminal Code).
- **Environmental offences-** (Article 25- undecies of the Decree)
 - Crimes envisaged by the Criminal Code:
 - Environmental pollution (Article 452-bis Criminal Code);
 - Environmental disaster (Article 452-quater Criminal Code);
 - Intentional crimes against the environment (Article 452-quinquies Criminal Code);
 - Traffic and abandonment of highly radioactive material (Article 452-sexies Criminal Code);
 - Aggravating circumstances (Article 452-octies Criminal Code);
 - Activities organised for the illegal trafficking of waste (Article 452- quaterdecies Criminal Code)
 - Killing, destruction, catching, taking, possession of specimens of protected wild fauna and flora species (Article 727-bis Criminal Code);
 - Destruction or adverse modification of habitats within a protected site (Article 733-bis Criminal Code).
 - Crimes established by the Environmental Code set forth in Legislative Decree no. 152 of 3 April 2006:
 - Water pollution (Article 137):
 - unauthorised discharge (absent, suspended or revoked authorisation) of industrial waste water containing hazardous substances (paragraph 2);
 - discharge of industrial waste water containing hazardous substances in violation of the requirements imposed by the authorisation or by competent authorities (paragraph 3);
 - discharge of industrial waste water containing hazardous substances in violation of table limits or more restrictive limits established by Regional Authorities or Autonomous Provincial Authorities or by the competent authority (paragraph 5, first and second sentence);
 - violation of the prohibitions on discharge on the ground, in groundwater and underground (paragraph 11);

- discharge at sea by ships or aircraft of substances or materials whose spillage is prohibited, except in minimal quantities authorised by competent authorities (paragraph 13).
- Unauthorised waste management (Article 256):
 - collection, transportation, recovery, disposal, trade and brokerage of non-hazardous and hazardous waste, without the required authorisation, registration or notification (Article 256, paragraph 1, letters a) and b);
 - construction or operation of an unauthorised landfill (Article 256, paragraph 3, first sentence);
 - construction or operation of an unauthorised landfill designated, in part or otherwise, for the disposal of hazardous waste (Article 256, paragraph 3, second sentence);
 - non-permitted mixing of waste (Article 256, paragraph 5);
 - temporary storage at the place of production of hazardous medical waste (Article 256, paragraph 6).
- Contaminated sites (Article 257)
 - pollution of the soil, subsoil, surface water and groundwater with concentrations exceeding the risk threshold (unless necessary decontamination measures are taken, in accordance with the project approved by the competent authority) and failure to notify the competent authorities (paragraph 1 and 2). The conduct of pollution referred to in paragraph 2 is aggravated by the use of hazardous substances.
- Forgery and use of false waste analysis certificates (Articles 258 and 260-bis)
 - preparation of a false waste analysis certificate (with regard to information on the nature, composition and physico-chemical characteristics of the waste) and use of a false certificate during transportation (Article 258, paragraph 4, second sentence);
 - preparation of a false waste analysis certificate, used in the SISTRI waste traceability control system; inserting a false certificate in the data to be provided for waste tracking (Article 260-bis, paragraph 6);
 - transport of hazardous waste without a hard copy of the SISTRI - Area handling sheet or the waste analysis certificate, as well as use of an analysis certificate containing false information about the waste transported within the SISTRI system (Article 260-bis, paragraph 6 and 7, second and third sentence);
 - transport of waste with fraudulently altered paper copy of the SISTRI - Area handling sheet (Article 260-bis, paragraph 8, first and second sentence). The conduct identified in paragraph 8, second sentence, is aggravated if the waste is hazardous.
- Illegal trafficking of waste (Article 259)
 - transport of waste comprising illegal trafficking (paragraph 1). The conduct is aggravated if the waste is hazardous.
- Air pollution (Article 279)
 - violation, in the exercise of a business, of the emission limit values or of the requirements laid down by the authorisation, plans and programs or legislation, or by the competent authority, which also results in the exceeding air quality target limits set by current regulations (paragraph 5).

- Crimes under Law no. 150 of 7 February 1992 in the area of international trade in specimens of flora and fauna in danger of extinction and keeping of dangerous animals
 - o import, export, transport and illegal use of animal species (in the absence of a valid certificate or license, or contrary to the requirements dictated by those measures); detention, use for profit, purchase, sale and exhibition for sale or for commercial purposes of specimens without the required documentation; unlawful trade in artificially propagated plants (Article 1, paragraph 1 and 2 and Article 2, paragraph 1 and 2). The conduct referred to in Articles 1, paragraph 2, and 2, paragraph 2, is aggravated in the case of repeat offences and offences committed in the exercise of business activities;
 - o falsification or alteration of certificates and licenses; notifications, communications or false or altered statements for the purpose of obtaining a certificate or license; use of false or altered certificates and licenses for the importation of animals (Article 3-bis, paragraph 1);
 - o possession of live specimens of wild or captive bred mammal and reptile species, which constitute a danger to health and public safety (Article 6, paragraph 4).
- Offences under Law no. 549 of 28 December 1993, concerning the protection of stratospheric ozone and the environment
 - o Ozone pollution: violation of the provisions which provide for the termination and reduction of the employment (production, utilisation, marketing, import and export) of substances harmful to the ozone layer (Article 3, paragraph 6).
- Crimes envisaged by Legislative Decree no. 202 of 6 November 2007, on pollution of the marine environment by ships
 - o negligent spill of pollutants at sea by ships (Article 9, paragraph 1 and 2);
 - o intentional spill of pollutants at sea by ships (Article 8, paragraph 1 and 2).

The conduct referred to in Articles 8, paragraph 2 and Article 9, paragraph 2 is aggravated if the violation causes permanent or particularly serious damage to water quality, to animal or vegetable species or to parts thereof.
- **Crime of employment of illegally staying third-country nationals** - (Article 25-duodecies of the Decree)
 - No-term and fixed-term employment (Article 22, paragraph 12-bis - Legislative Decree 286/1998);
 - Measures against illegal immigration (Article 12, paragraphs 3, 3-bis, 3-ter and 5 Legislative Decree 286/1998).
- **Crimes of racism and xenophobia** - (Article 25-terdecies of the Decree);
 - Propaganda and incitement to commit crimes for reasons of racial, ethnic and religious discrimination (Article 604-bis, paragraph 3-bis Criminal Code).
- **Fraud in sports competitions, unlawful gaming or betting and gambling using prohibited equipment** (Article 25 quaterdecies of the Decree)
 - Fraud in sports competitions (Article 1, Law 401/1989);
 - Unlawful gaming or betting (article 1, Law 401/1989).
- **Tax crimes**- (Article 25-quinquiesdecies of the Decree)
 - Fraudulent statements using invoices of other documents for non-existent transactions (Article 2, paragraphs 1 and 2 bis of Legislative Decree 74/2000);
 - Fraudulent statement through other artifices (Article 3, Legislative Decree 74/2000);

- Untrue statements (Article 4, Legislative Decree 74/2000)⁶;
- Omitted statements (Article 5, Legislative Decree 74/2000);
- The issue of invoices of other documents for non-existent transactions (Article 8, paragraphs 1 and 2 bis of Legislative Decree 74/2000);
- Concealment or destruction of accounting documents (Article 10, Legislative Decree 74/2000);
- Undue remuneration (Article 10-quater, Legislative Decree 74/2000);
- Fraudulent omission of tax payments (Article 11, Legislative Decree 74/2000).
- **Smuggling** (Article 25–sexiesdecies of the Decree):
 - crimes indicated in Presidential Decree 43 of 23 January 1973.
- **Crimes against the cultural heritage** (Article 25–septiesdecies of the Decree):
 - Violations regarding the sale of cultural assets (Article 518-novies Criminal Code);
 - Embezzlement of cultural assets (Article 518-ter Criminal Code);
 - Unlawful import of cultural assets (Article 518-decies Criminal Code);
 - Unlawful exit or export of cultural assets (Article 518-undecies Criminal Code);
 - Destruction, dispersion, deterioration, disfigurement, soiling and unlawful use of cultural or landscape assets (Article 518-duodecies Criminal Code);
 - Forgery of works of art (Article 518-quaterdecies Criminal Code);
 - Theft of cultural assets (Article 518-bis Criminal Code);
 - Receiving of cultural assets (Article 518-quater Criminal Code);
 - Forgery in private agreement relating to cultural assets (Article 518-octies Criminal Code).
- **Laundering of cultural assets and devastation and looting of cultural and landscape assets** (Article 25-duodevicies of the Decree):
 - Laundering of cultural assets (Article 518-sexies Criminal Code);
 - Devastation and looting of cultural and landscape assets (Article 518-terdecies Criminal Code).
- **Cross-border crimes** (Law no. 146 of 16 March 2006, Articles 3 and 10)

Article 3 defines a cross-border crime as a crime punishable with imprisonment of not less than four years, if it involves an organised criminal group, as well as: a) is committed in more than one State; b) or being committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State; c) or being committed in one State, but in which an organised crime group is implicated that is involved in criminal activities in

⁶ This crime is significant for the purposes of Legislative Decree 231/2001, if committed in the context of fraudulent cross border systems and in order to avoid VAT for total amounts of at least 10 million euros. On 6 November 2022 Legislative Decree no. 156 of 4 October 2022, entitled "*Corrective and supplementary provisions of Legislative Decree no. 75 of 14 July 2020, implementing directive (EU) 2017/1371, on the fight against fraud to the Union's financial interests by means of criminal law,*" which intervened on Article 6 of Legislative Decree 74/2000, took effect. The changes amending Legislative Decree 231/01 saw the intervention of lawmakers on Article 25-quinquiesdecies (tax crimes) and in particular on paragraph 1-bis specifying that the cases pursuant to articles 4 (Untrue statements), 5 (Omitted statements) and 10-quater (Undue compensation) of Legislative Decree 74/2000 are punishable by way of attempt when committed as part of cross-border fraudulent systems "connected to the territory of at least another Member State of the European Union, from which a total damage equal to or greater than €10,000,000 results or may result. As part of the amendments introduced to Legislative Decree 156/2022, it is made clear that the amount of no less than €10,000,000 is also to be understood in terms of potentially achievable damage ("*cause or may cause damage...*").



one or more States; d) or is committed in one State but has significant effects in another State.

- Criminal association (Article 416 Criminal Code);
- Mafia-type association (Article 416-bis Criminal Code);
- Criminal association for the smuggling of foreign processed tobacco (Article 291-quater of the consolidated text in Presidential Decree no. 43 of 23 January 1973);
- Association aimed at illicit trafficking of narcotic or psychotropic substances (Article 74, Presidential Decree no. 309 of 9 October 1990);
- Provisions against illegal immigration (Article 12, paragraph 3, 3 bis, 3-ter and 5, of the consolidated text in Legislative Decree no. 286 of 25 July 1998);
- Inducement not to make statements or to make false statements to the judicial authorities (Article 377 – bis Criminal Code);
- Aiding and abetting (Article 378 Criminal Code).

Chapter 5 - Adoption of the Model as a possible exemption from administrative liability

Legislative Decree 231/2001 provides for a specific form of exemption from administrative liability depending on the Crimes, if the Entity is able to prove that:

- 1) *before the offence was committed, the management body has adopted and effectively implemented an organizational and management Model suitable for preventing offences of the type committed;*
- 2) *the task of monitoring the functioning and compliance of the Model and its updating has been entrusted to a body of the Entity (Supervisory Body), with independent powers of initiative and control;*
- 3) *the people who have committed the crime have fraudulently evaded the organisational and management Model;*
- 4) *supervision by the body referred to in point 2) was not insufficient or lacking.*

The Entity's liability is therefore attributed to "guilt by organization", namely the failure to adopt or failure to comply with required standards concerning the organisation and activity of the Entity.

However, the Entity is not exempted from liability by merely adopting the Model, because the Model must also be shown to be specifically efficient and effective. With regard to the first of these requirements in particular, Legislative Decree 231/2001 – in Article 6, paragraph 2 – prescribes the following preparatory phases for the correct implementation of the Model:

- *identifying the activities within which there is a possibility of the Crimes established by Legislative Decree 231/2001 being committed;*
- *establishing specific protocols for directing the formulation and implementation of the Entity's decisions in relation to the Crimes to be prevented;*
- *identifying suitable financial management methods for preventing the Crimes from being committed;*
- *establishing disclosure obligations to the body responsible for supervising the implementation of and compliance with the Model (Supervisory Body);*
- *putting in place an effective internal disciplinary system to punish non-compliance with the measures required by the Model.*

Lastly, Legislative Decree 231/2001 establishes that the Model may be adopted “on the basis” of codes of conduct drawn up by the representative associations of the Entities.



Accordingly, in preparing this document, the Company has made reference to the Guidelines issued by Confindustria (association of Italian industries) on 7 March 2002, as updated, following the expansion of the catalogue of relevant crimes under the legislation and to the “Il Modello 231/2001 per gli Enti non profit” (the 231/2001 Model for non-profit Entities) drawn up by the Italian National Board of Accountants and Accounting Experts in October 2012.

Among other things, these Guidelines suggest:

- the identification of the risk areas, to determine the areas/sectors of the Entity where there is a possibility of the offences under the Decree being committed;
- the setting up of a suitable control system to prevent the risks through the adoption of specific protocols. In particular, the components of the control system must conform to the following principles:
 - verifiability, traceability, coherence and consistency of all operations;
 - application of the principle of separation of functions;
 - documentation of controls;
 - establishment of an adequate system of penalties for violation of the procedures established by the Model;
 - identification of the requirements of the Supervisory Body, namely autonomy and independence, professional expertise and continuity of action. The first of these requirements will be satisfied by selecting its members from those who do not already perform operational tasks in the Entity, since that characteristic would undermine objectivity of judgement when assessing conduct and the Model. The tasks of the Supervisory Body may be assigned either to already existing internal functions or specifically created bodies; moreover, they can consist of a single individual or a have a board structure. The members of the control structure may also be selected from people from outside the Entity, provide they have specific expertise with respect to the functions that the Supervisory Body is required to perform;
 - disclosure obligations to the body responsible for supervising the implementation of the Model and compliance.



Section 2 - The Organisational, Management and Control Model of the Company

Chapter 6 – The aim of the Model

The Company has opted for a specific Organisational, Management and Control Model pursuant to the Decree, convinced that this is a valid way to raise the awareness of everyone operating on behalf of the Company, so that they adopt a proper, fitting conduct, and also an effective approach to preventing the risk of the crimes and administrative offences contemplated in applicable legislation being committed.

In particular, by adopting this Model, the Company has set the following objectives:

- to make all persons operating on the Company's account in the area of “sensitive activities” (i.e. those activities which, by their nature, are at risk for the offences identified in the Decree), aware of the fact that, should they breach the rules governing such activities, they might incur disciplinary and/or contractual penalties, as well as criminal and administrative penalties;
- to underline that any such unlawful conduct is strongly discouraged since (even where the Company would seem to benefit from it) such behaviour is in breach of the law as well as of the ethical principles which the Company intends to apply to its activities;
- to enable the Company, thanks to the monitoring of at risk areas, to take swift action to prevent or fight any offences and punish conduct in breach of the Model.

Chapter 7 - Target Recipients of the Model

All the members of governance⁷ and all the personnel⁸ of the Company are Recipients of this Model. The Target Recipients receive specific and differentiated training and information on the content of the Model.

Consultants, collaborators, suppliers, partners, all those who work in the name and on behalf of the Company, as well as PR.ISMA. for the activities carried out on behalf of the Company are required to comply with the provisions set out by Legislative Decree 231/2001 and the ethical principles contained therein by virtue of the specific contractual clauses signed in the context of the individual relationships; these persons are also subject to the rules and control principles set out in the *Protocols* relevant to their specific area of activity.

Chapter 8 - Updating the Model

Legislative Decree 231/2001 specifically requires the Model to be updated, so that it continually reflects the specific needs of the Company and its actual operations. Generally speaking, amendments and/or updates to the Model are made in the event of:

- changes and additions to Legislative Decree 231/2001 and to the criminal offences and administrative offences;
- amendments to the Company's organisational structure, new activities and/or new processes that amend its actual organisational structure.

The Model may also be amended in the event of violations and/or in view of the results of checks on its effectiveness.

⁷ All bodies (statutory and otherwise) with guidance, management, administration and control functions are included in the governance.

⁸ This category includes managers, workers with both fixed-term and open-ended employment contracts, employees of organisations other than the Company operating at the latter under secondment or arrangements, other workers working at the Company with relationships other than the previous ones (such as interns/trainees/temporary staff).



Specifically, the Model is updated and therefore supplemented and/or amended by the Company's Board of Directors.

The Board of Directors is responsible for the general supervision of updates, which is understood to mean solicitation of the Management Board in this sense and not their direct approval.

In this regard, this Model, adopted by resolution of the Board of Directors on 23 November 2015, was updated by resolutions dated 12 June 2017, 5 June 2018, 18 March 2020 and most recently on 10 March 2022. The purpose of these alignment processes is to adapt the contents to the organisational changes and to the most recent legal and judicial updates on the administrative liabilities of entities.

Chapter 9 - Construction of the Model

During the drafting of the Organisational, Management and Control Model, the Company carried out a survey of "Sensitive Activities" to examine their associated risk profiles and to assess the effectiveness of internal control systems on significant unlawful actions. Moreover, the Company has set up and defined the composition of the Supervisory Body, in order to have a particularly effective structure to monitor and update the Model.

In constructing this Model, the Company therefore proceeded according to subsequent, logical steps to:

- map the Sensitive Activities;
- identify risk profiles;
- identify control structures/units and perform gap analyses;
- identify a Supervisory Body ("SB"), to monitor and ensure compliance with the Model, also by monitoring the conduct adopted within the Company, and overseeing updates to the Model;
- identify the resources available to the SB, with a suitable number and value in view of its responsibilities and the expected results that can reasonably be achieved;
- identify the general principles of an adequate internal control system in areas relevant for the purposes of Legislative Decree 231/2001 and in particular:
 - verifiability and traceability of all relevant operations for the purposes of Legislative Decree 231/2001;
 - compliance with the principle of separation of functions;
 - identification of powers of authorisation that are in line with the responsibilities assigned;
 - communication to the SB of relevant information.

During risk mapping, a process to raise the awareness of the Company's personnel regarding the Model took place. During mapping, the Heads of the Company's units were also informed of the scope of Legislative Decree 231/2001 and the development stages of the operational process to define this Model.

The specific Model "construction" phases were structured as described below.

9.1 Document collection and analysis

The first stage reviewed the Company's documentation (e.g. the articles of association, the decisions taken by management bodies, procedures, the organisational chart, circulars, service orders, the system of powers and mandates), in order to identify the applicable internal regulatory and operating context.

9.2 Mapping of activities, identification of control structures/units and gap analysis



In light of the information collected, meetings were held with the Heads of units to discuss and examine the information already obtained and proceed to map “at-risk activities” in relation to the main criminal offences under Legislative Decree 231/2001 and administrative offences under the Consolidated Law on Finance (TUF).

Therefore, the areas at risk of commission of the aforesaid criminal offences and administrative offences (meaning the areas of activities whose performance could result *directly* in the commission of one of the aforementioned unlawful actions) and the “instrumental” areas (meaning the areas in which, in principle, the conditions, opportunities and means for the commission of these breaches could be created) have been identified. The results of these activities have been formalised in the “Memorandum” document setting out the areas at-risk of the commission of criminal offences and administrative offences, including instrumental areas, the controls in place to prevent them, and any gaps identified. This document is available to the Supervisory Body for the purposes of the activities under its responsibility.

Specifically, for each activity, the reason for the existence of each risk profile has been stated and, therefore, each activity has been grouped into the relevant risk and/or instrumental area in order to assess the adequacy of existing controls. Based on the mapping described above and the existing control mechanisms, an analysis was carried out to assess the adequacy of the existing internal control system, i.e. the ability to prevent or identify breaches sanctioned by Legislative Decree 231/2001.

The areas covered by the Decree were assessed in view of the existing system of preventive measures/controls to identify any misalignments with best practices and to find solutions to remedy them.

At this stage, particular attention was dedicated to identifying and governing processes for the management and control of financial resources in activities deemed to be at-risk of significant breaches under Legislative Decree 231/2001, and to strengthen the preventive measures for areas where risks could arise.

9.3 Assessment of the system of powers, mandates and representation powers

The Company's system of powers is based on the fundamental criteria of formalisation and clarity, communication and the segregation of roles, the assignment of responsibilities, representation, the definition of hierarchical lines and operating activities..

The existing organisational tools (e.g. organisational charts, organisational communications, procedures) are based on the following general principles:

- their knowledge within the organisational structure;
- clear description of reporting lines.

The adequacy of the system of mandates and powers with reference to the Company's activities was also evaluated, monitoring any needs for alignment. In general, the system of mandates and powers must be suitable for preventing crimes and must ensure an effective and efficient management of activities carried out by the Company. Accordingly, the system must be structured around the following rules:

- duties and responsibilities must be clearly and appropriately allocated;
- ongoing checks are performed on the exercise of delegated powers;
- the matrix and the limits of any “cascading” mandates must be documented;
- the mandated person must have appropriate spending powers in view of the functions assigned to them.

Any internal procedures must, for each process, provide a clear definition of the roles of the actors involved and ensure the separation of functions between the various actors, in view of rules on who initiates and who concludes the actions, and who monitors the process.

It is also necessary that mandates respect the rules of consistency with the position held by the delegated person within the Company, avoiding potential misalignments between the position carried out within the structure and the powers delegated; they must define the powers of the mandated persons and the reporting hierarchies they must respect; Lastly, the management powers assigned with the mandates and their adoption must be consistent with the objectives set by the Company.

9.4 Review of the Disciplinary System

Article 6.2.c of Legislative Decree 231/2001 expressly requires the organisation to “*put in place an effective disciplinary system to punish non-compliance with the measures required by the Model*”.

9.5 Review of contractual clauses

The need to include specific clauses to govern relations with persons receiving grants and with some types of staff, consultants, suppliers and partners, according to the provisions in Legislative Decree 231/2001, was also evaluated.

9.6 Establishment of a Supervisory Body

For the purposes of exemption from administrative liability, Legislative Decree 231/2001 requires entities to establish an internal body with autonomous powers of initiative and control to supervise the functioning and observance of the Model and to ensure it is kept updated.

Chapter 10 - Sensitive activities of the Company

As stated previously, the construction of this Model was based on first specifically identifying the activities carried out by the Company and, based on the result, the significant processes for the commission of crimes and administrative offences were then identified.

In ragione della specifica operatività della Company, i profili di rischio rilevati sono inerenti alle fattispecie di Reato di cui agli artt. 24 e 25 (reati commessi nei rapporti con la Pubblica Amministrazione), 24-bis (delitti informatici e trattamento illecito di dati), 24-ter (delitti di criminalità organizzata), 25-ter (reati societari), 25-quater (reati con finalità di terrorismo o di eversione dell'ordine democratico), 25-quinques (delitti contro la personalità individuale)⁹, 25-septies (reati di omicidio colposo e lesioni colpose gravi o gravissime, commessi con violazione delle norme sulla tutela della salute e sicurezza sul lavoro), 25-octies (reati di ricettazione, riciclaggio, impiego di denaro, beni o utilità di provenienza illecita nonché autoriciclaggio), i delitti in materia di strumenti di pagamento diversi dai contanti (art. 25-octies.1); Article 25-novies (copyright infringement and related crimes), Article 25-decies (crimes of inducement not to make statements or to make false statements to the judicial authorities), 25-undecies (environmental crimes), 25-duodecies (the crime of employing illegally staying third-country nationals), 25-quinquiesdecies (tax crimes), crimes against cultural heritage (Article 25-septiesdecies) and laundering of cultural assets and devastation and looting of cultural and landscape assets (Article 25-duodevicies) of Legislative Decree 231/2001, and cross-border crimes contemplated by Law 146/2006.

Instead the risks of committing the crimes in Article 25 bis (crimes involving the counterfeiting of money, public credit instruments, duty stamps and distinctive signs or instruments), Article 25-bis1 (crimes against industry and trade), Article 25 quater.1 (crimes related to female genital mutilation), Article 25-sexies (market abuse), Article 25-terdecies (crimes of racism and xenophobia), Article 25-quaterdecies (fraud in sports competitions), and Article 25-sexiesdecies (smuggling) of Legislative Decree 231/2001, as well as administrative offences

⁹ The crimes in Article 25-quinques, the commission of which is considered, in general, to be unlikely in the interest or to the benefit of the Company, are in any case significant, although limited to certain areas of activity, with the addition of Article 25-quinques of Legislative Decree 231/2001 – following the entry into force of Law 199/2016 – concerning the offence contemplated in Article 603 bis of the criminal code “Illicit intermediation and exploitation of labour”. The principles in the Model are considered to be suitable for preventing all the crimes referred to in Article 25-quinques of Legislative Decree 231/2001.

(as per the Consolidated Law on Finance) committed in the interest or to the benefit of the Company were considered remote. Consequently, based on the analysis described above, the following Sensitive Activities were identified¹⁰:

- **Crimes committed in relations with the Public Administration, private-to-private corruption and incitement to private-to-private corruption¹¹**
 - management of relations with persons of external significance;
 - management of payments for goods and services/consultancies and professional services;
 - selection and management of suppliers and consultants/external professionals;
 - personnel selection and recruitment;
 - personnel management in terms of the bonus system and career path;
 - management of gifts and entertainment expenses;
 - management of requests for public funding for employee training;
 - management of reimbursements of expenses;
 - management of relations with public pension and social security bodies;
 - participation in competitions for government grants;
 - management of relations with the Supervisory Authorities;
- **Corporate Offences**
 - management of relations with the Supervisory Authorities;
 - management of relations with the Control Body and Independent Auditors;
- **Crimes for the purpose of terrorism or subversion of democracy**
 - personnel selection and recruitment.
- **Crimes against the individual**
 - selection of manpower suppliers, including contractors;
 - recruitment and appointments of consultancy firms and/or professionals.
- **Manslaughter or grievous bodily harm through negligence, committed in violation of the rules on health and safety at work**
 - management of occupational health and safety.
- **Receiving, laundering and using money, goods or assets of unlawful origin, as well as self-laundering**
 - process of acquisition of assets and financial resources;
 - process of using financial resources

¹⁰ As crimes of association are by definition committed based on an agreement to commit any crime - the Sensitive Activities indicated below may also have crime risk profiles connected with "Organised crime" (Article 24-ter of Legislative Decree 231/2001) – with particular reference to "Criminal association" (Article 416 Criminal Code) and "Mafia-type association, also foreign" (Article 416-bis Criminal Code) – and "Cross-border Crimes" (Article 10, Law 146/2006), if the same crimes are committed or have effects in different States.

¹¹ The crimes of "Private-to-private corruption" and "Incitement to private-to-private corruption", although listed under "Corporate offences" (Article 25-ter of the Decree), are similar, in terms of their commission and principles of control and conduct affecting them, to the crime of "Corruption" listed under crimes committed in relations with the Public Administration, contemplated in Article 25 of Legislative Decree 231/2001.

- **Crimes involving payment instruments other than cash**
 - management of payments for goods, services and works/consultancy and professional services.
- **Cybercrime**
 - the use, management and monitoring of IT systems;
 - the management of documentation used in evidence.
- **Environmental offences**
 - waste management and the prevention of harmful ozone leaks into the atmosphere.
- **Employment of illegally-resident foreign nationals**
 - personnel selection and recruitment;
 - recruitment and appointments of consultancy firms and/or professionals;
 - selection of manpower suppliers, including contractors.
- **Inducement to refrain from making statements or to make false statements to the legal authorities**
 - management of relations with persons of external significance.
- **Offences related to the infringement of copyright laws**
 - use, management and monitoring of IT systems (including the procurement of products and software);
 - management and use of protected works.
- **Tax crimes**
 - activities related to bookkeeping, the preparation of financial statements and tax obligations;
 - management of commercial activities carried out as part of the institutional activity.

With reference to each of the above risk areas, specific Protocols were defined in the special section of the Model, with the main procedures intended to mitigate the risk factors for the commission of crimes¹²; the next table indicates the Protocols for each of the risk areas identified:

¹² With reference to information provided on "Organised crime" (Article 24-ter of Legislative Decree 231/2001) and "Cross-border Crimes" (Article 10 of Law 146/2006), the procedural principles defined in the Protocols are suitable for mitigating the risk factors connected with the aforementioned crimes.

CRIME	SENSITIVE ACTIVITY	APPLICABLE PROTOCOL
Crimes committed in relations with the Public Administration, private-to-private corruption and incitement to private-to-private corruption	<ul style="list-style-type: none"> - management of relations with persons of external significance - management of relations with public pension and social security bodies - participation in competitions for government grants - management of requests for public funding for employee training - management of commercial activities carried out as part of the institutional activity 	<ul style="list-style-type: none"> - Protocol for the management of relations with persons of external relevance
	<ul style="list-style-type: none"> - management of payments for goods and services/consultancies and professional services - selection and management of suppliers and consultants/external professionals 	<ul style="list-style-type: none"> - Protocol for the management of suppliers and purchasing procedures for goods, services and works - Protocol for the management of advice and professional services
	<ul style="list-style-type: none"> - personnel selection and recruitment - personnel management in terms of the bonus system and career path 	<ul style="list-style-type: none"> - Protocol for the management of personnel recruitment, hiring and evaluation
	<ul style="list-style-type: none"> - management of gifts and entertainment expenses - management of the reimbursement of employees' business expenses 	<ul style="list-style-type: none"> - Protocol for the management of gifts and entertainment expenses
	<ul style="list-style-type: none"> - management of relations with Supervisory Authorities 	<ul style="list-style-type: none"> - Protocol for the management of relations with Supervisory Authorities
Corporate offences (<i>other than private-to-private corruption and incitement to private-to-private corruption</i>)	<ul style="list-style-type: none"> - management of relations with Supervisory Authorities 	<ul style="list-style-type: none"> - Protocol for the management of relations with Supervisory Authorities
	<ul style="list-style-type: none"> - management of relations with the Independent Auditors 	<ul style="list-style-type: none"> - Protocol for the management of relations with Control Bodies
Crimes for the purpose of terrorism or subversion of democracy	<ul style="list-style-type: none"> - management of grant disbursements to bodies/institutions as part of the Company's institutional activity 	<ul style="list-style-type: none"> - Protocol for the management of grant disbursements
	<ul style="list-style-type: none"> - personnel selection and recruitment 	<ul style="list-style-type: none"> - Protocol for the management of personnel recruitment, hiring and evaluation
Crimes against the individual	<ul style="list-style-type: none"> - management of payments for goods and services/consultancies and professional services - selection and management of suppliers and consultants/external professionals/referees 	<ul style="list-style-type: none"> - Protocol for the management of suppliers and purchasing procedures for goods, services and works - Protocol for the management of advice and professional services
Manslaughter or grievous bodily harm through negligence, committed in violation of the rules on health and safety at work	<ul style="list-style-type: none"> - management of occupational health and safety 	<ul style="list-style-type: none"> - Protocol for the management of workplace health and safety
Receiving, laundering and using money, goods or assets of unlawful origin, as well as self-laundering	<ul style="list-style-type: none"> - management of grant disbursements to natural persons 	<ul style="list-style-type: none"> - Protocol for the management of grant disbursements
Cybercrime	<ul style="list-style-type: none"> - the use, management and monitoring of IT systems 	<ul style="list-style-type: none"> - Protocol for the management and use of IT systems and information assets
Environmental offences	<ul style="list-style-type: none"> - waste management and the prevention of harmful ozone leaks into the atmosphere 	<ul style="list-style-type: none"> - Protocol for the management of environmental compliance
Crimes of employing illegally-staying third-country nationals	<ul style="list-style-type: none"> - personnel selection and recruitment 	<ul style="list-style-type: none"> - Protocol for the management of personnel recruitment, hiring and evaluation
	<ul style="list-style-type: none"> - selection of manpower suppliers, including contractors 	<ul style="list-style-type: none"> - Protocol for the management of suppliers and purchasing procedures for goods, services and works
	<ul style="list-style-type: none"> - recruitment and appointments of consultancy firms and/or professionals 	<ul style="list-style-type: none"> - Protocol for the management of advice and professional services
Inducement to refrain from making statements or to make	<ul style="list-style-type: none"> - management of relations with persons of external significance 	<ul style="list-style-type: none"> - Protocol for the management of relations with persons of external relevance

CRIME	SENSITIVE ACTIVITY	APPLICABLE PROTOCOL
false statements to the legal authorities		
Copyright infringement and related crimes	- use, management and monitoring of IT systems (including the procurement of products and software)	- Protocol for the management and use of IT systems and information assets - Protocol for the management of suppliers and purchasing procedures for goods and services (<i>only as regards the procurement stage</i>)
	- management and use of protected works	- Protocol for the management and use of IT systems and information assets
Tax crimes	- activities related to bookkeeping, the preparation of financial statements and tax obligations	- Protocol for the management of the accounts, preparation of financial reporting and tax obligations
	- management of commercial activities carried out as part of the institutional activity	- Protocol for the management of relations with persons of external relevance
Crimes involving payment instruments other than cash	- management of payments for goods and services/consultancies and professional services	- Protocol for the management of suppliers and purchasing procedures for goods, services and works - Protocol for the management of advice and professional services
Crimes against cultural heritage and laundering of cultural assets and devastation and looting of cultural and landscape assets	- management of commercial activities carried out as part of the institutional activity	- Protocol for the management of relations with persons of external relevance

Chapter 11 - The Supervisory Body

11.1 Role of the Supervisory Body

The Company's Board of Directors, implementing the provisions of the Decree, has set up a Supervisory and Control Body, tasked with monitoring the functioning of and compliance with the Organisational, Management and Control Model and overseeing its updates.

In accordance with Legislative Decree 231/2001, the SB's operations must be autonomous and independent, professional and consistent, so as to ensure effective and efficient implementation of the Model.

The autonomy and independence of the SB translates into its autonomy of control from all forms of interference or influence by any member of the legal entity and, in particular, the management body.

To ensure compliance with the requirements of autonomy and independence – and to secure sufficient guarantees to prevent the SB or any of its members being removed or penalised as a result of carrying out their duties – the SB reports exclusively to the Company's Board of Directors.

The SB is appointed with a single member or collectively by the Board of Directors, and is provided with expertise in the legal, accounting, inspection and internal control fields. If the SB is appointed as a board, it is made up of three members, one of whom is the Sole Auditor pro tempore and a second by an external subject, provided with particular technical knowledge and experience in the application of Legislative Decree 231/2001 as specified below.

Without prejudice to the faculty for the Company, if the Supervisory Body were made up of a Board of Statutory Auditors, to entrust the latter with the functions of the SB according to the provisions of the law or to appoint a single-member Supervisory Body in a person other than the Sole Auditor.

The Company may also appoint an SB with a single member or as a board made up of person(s) from outside the Company and not belonging to its statutory bodies.

The SB remains in office for the duration of the Board that appointed it and can always be re-elected. The Board of Directors establishes the annual fee payable to the SB for the entire term in office.

The workforce, consultants, suppliers and shareholders are notified of the appointment.

11.2 Functioning of the SB

In its first meeting, the SB may establish the frequency of meetings, apart from the Chair of the SB or its members being able to request additional meetings in writing, or whenever considered necessary for the duties of the SB to be carried out. In turn, it is possible for the Board of Directors, Chair and the Director of the Company to convene the SB whenever clarifications, news or assessments are necessary.

11.3 Required expertise, integrity and reasons for ineligibility of SB members

Overall, the SB has legal, accounting and internal control duties.

Members of the SB also have specialist knowledge, adequate for the function, regarding the adoption of Legislative Decree 231/2001 and the operation of the organisation and management models contemplated in Article 6, paragraph 1), letter a) of the Decree; this knowledge may derive, for example, from having been or from being a part of Supervisory Bodies or having conducted research, studies and consultancies on the aforesaid issues, in a professional capacity.

Persons to whom the conditions in Article 2382 and 2399 of the Civil Code apply cannot be appointed to the SB.

In addition, a person cannot be appointed as a member of the SB if they have been convicted and sentenced as detailed below, even if judgement is not final or the sentence has been conditionally suspended, or in the event of a judgement issued pursuant to articles 444 et seq. of the Criminal Procedure Code, unless rehabilitated:

- to imprisonment for a period not less than one year for one of the offences provided for by Royal Decree 267 of 16 March 1942;
- to imprisonment for more than one year, for one of the offences under the rules on banking, finance, securities and insurance, and the rules governing markets, securities and payment instruments;
- to imprisonment for a period not less than one year for a crime against the public administration, against public faith, against property, against the public economy, or for a tax offence;
- for any offence committed with criminal intent subject to imprisonment for not less than two years;
- for one of the offences covered by Title XI of Book V of the Civil Code;
- for an offence that leads and has led to conviction resulting in disqualification, even temporary, from public office, or temporary disqualification from managerial positions for legal entities and enterprises;
- for one of the criminal offences or administrative offences set out in the Decree, even if with sentences lower than those stated above;
- anyone found to have been a member of the SB in companies that are subject to the penalties laid down in article 9 of the Decree;
- anyone definitively subject to one of the injunctions set out in Article 67, Legislative Decree 159 of 2011, as amended.

Candidates to become members of the SB must sign a self-declaration in lieu of affidavit that they are not ineligible for any of the reasons mentioned above, expressly undertaking to communicate any changes to the content of such statements.

11.4 Dismissal of SB members

The Company's Board of Directors can dismiss members of the SB only if significant violations of their mandate are discovered that relate to their duties under the law or this Model; The Board of Directors can also dismiss one or more members if it becomes aware of any of the reasons for ineligibility or forfeiture indicated below.

11.5 Forfeiture of SB members

SB members forfeit their position if, after their appointment:

- they are in one of the situations contemplated in Article 2399 of the Civil Code;
- they lose their good standing;
- they are found to have been a member of the SB in companies or entities subject to the penalties laid down in article 9 of the Decree in relation to offences or administrative offences (as per the Consolidated Finance Act) committed during their term in office;
- they are found by the Board of Directors to have been careless, incompetent or to have acted with gross negligence in performing the tasks assigned to the SB and performed by it in accordance with law and this Model, and in particular in the identification and consequent resolution of breaches under the Model, and also – in the most serious cases – to have committed offences.

11.6 Suspension of SB members

The following circumstances are grounds for suspension of an SB member:

- the application of a personal precautionary measure;
- the provisional application of one of the precautionary measures provided for by Article 67 of Legislative Decree 159 of 2011, as amended.

11.7 Duties and functions of the SB

As regards supervision of the Model's functioning and compliance, the SB is responsible for:

- supervising the efficiency, effectiveness and adequacy of the Model in preventing and combating the commission of offenses for which Legislative Decree no. 231/2001 is applicable, also of those that in the future should in any case involve the administrative liability of the legal person;
- supervising the Target Recipients' observance of the Model's requirements on an ongoing basis, with particular regard to sensitive activities;
- checking on transactions or specific actions resulting from sensitive activities, on a regular and ad-hoc basis;
- collecting, processing and storing all relevant information acquired in the performance of its duties;
- setting up an email inbox that can be accessed solely by the members of the SB, then informing the Target Recipients of this address and of a physical mailing address to which they may submit – in a sealed envelope addressed to the members of the SB – reports of infringements of the Model, as well as reports of breaches committed by people required to comply with specific provisions of the Model;
- assessing reports from the Target Recipients concerning possible infringements of the Model, as well as reports of breaches committed by people required to comply with specific provisions of the Model;



- performing appropriate inspections to ascertain violations of the Model, working in coordination on each occasion with the offices or relevant operational areas to obtain all information relevant to the investigation;
- monitoring the existence and effectiveness of the system of prevention and protection in matters of occupational health and safety;
- preparing a brief report to explain the decision taken in each investigation carried out and provide a record of what happened;
- report to the Company's competent offices or bodies, in order to start disciplinary proceedings, violations of the Model that have been identified, as well as violations by persons required to comply with specific provisions of the model, in order to evaluate whether to adopt remedial measures;
- coordinate with units that manage personnel training within the Company, in order to define specific training programmes for the adequate dissemination of the Model;
- monitor initiatives for disseminating and raising awareness of the principles of the Model among the Target Recipients;
- answer Target Recipients' questions on the Model and receive any suggestions regarding its implementation and improved effectiveness;
- retain all documentation relating to the activities specified above.

As regards updating the Model – notwithstanding the Board of Directors' responsibility to approve amendments to the Model – the SB will inform the Board of any required implementation of the Model and periodically monitor its adequacy.

In this regard, the SB's responsibilities are:

- monitoring changes in relevant regulations;
- analysis of activities carried out by the Company, in order to continually identify sensitive activities;
- monitoring updates to each section of the Model, in order to prevent crimes/administrative offences, coordinating with units/functions;
- evaluating changes to the Model in the event of criminal offences/administrative offences or significant violations;
- proposing any updates to the Model to the Board of Directors, based on changes in the Company's operations and on amendments to Legislative Decree 231/2001.

In carrying out these activities, the SB may be assisted by the Company's other internal offices and by external consultants with specific expertise, whose professional contribution is necessary from time to time, without the need - in the context of the expenditure budget assigned annually to the SB by the Board of Directors on the proposals of the SB - to obtain specific authorisations from the Board.

11.8 Reporting of the Supervisory Body to the Company's Board of Directors

The SB reports to the Company's Board of Directors on issues relating to the Model.

The SB can be called at any time by the Company's Board of Directors to report on its activities and to confer with it. The SB may also request to meet the Company's Board of Directors whenever it needs to report violations of the Model promptly or call its attention to problems with the functioning and compliance of the Model.

The SB provides clarifications on interpretation problems or matters relative to the Model.

On an annual basis, the Body must prepare a written report for the Company's Board of Directors, signed by all members, concerning:



- the SB's activities during the period;
- any critical issues found in relation to conduct and events;
- the planned corrective actions and progress with their implementation.

With reference to the report to give to the Company's Board of Directors, the SB also prepares a notice to include in the report on operations of the financial statements, and a plan of activities scheduled for the following year. The Board of Directors can also ask the SB to perform additional checks on specific topics.

The Body specifically establishes the procedures and intervals at which the various appointed offices must provide the necessary information in order for controls to be carried out effectively.

11.10 SB reporting obligations

The SB must be promptly informed of operations adopted as regards Sensitive Activities that could expose the Company to the risk of the commission of crimes pursuant to Legislative Decree 231/2001.

In order to continually monitor Sensitive Activities, the SB uses a system of information flows from the Company's functions/offices that operate in areas considered at potential risk of the crimes indicated in Legislative Decree 231/2001 being committed and/or from other offices/functions in the organisation that have data and information which can assist the SB in carrying out supervisory activities.

With a view to greater integration between the Company's bodies responsible for internal control activities, periodic exchanges of information are also provided for between the Supervisory Body and the Control bodies.

Data, documentation and materials sent to the SB are filed in a dedicated hard and/or soft copy archive kept in compliance with applicable regulations on personal data processing.

11.11 Disclosures

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model and/or its principles of conduct, that the Recipients become aware of in relation to functions carried out.

In particular, these disclosures must be made directly in writing to the SB, in a closed envelope, sent to:

Xké 0-13 S.c.r.l. Supervisory Body

Piazza Bernini 5

10138 Turin

or alternatively by email to

odv@xkezerotredici.it

The channels adopted to send disclosures are suitable for guaranteeing the confidentiality of the identity of the disclosing party in activities to manage disclosures and only members of the SB can access this information, who undertake to use it for the audit and control purposes assigned to their function.



The SB assesses the disclosures received and carries out further investigations, talking to the disclosing party and/or person responsible for the alleged violation and giving the reason for refusing to proceed with an internal investigation in writing.

The disclosing parties are protected from any direct or indirect form of retaliation, discrimination or penalisation, for reasons related directly or indirectly to the disclosure, save for legal obligations and the protection of the rights of the Company or persons accused erroneously and/or in bad faith.

The violations of measures to protect disclosing parties, and disclosures made with wilful misconduct or gross negligence without grounds, are a violation of this Model and as such are subject to the penalties indicated in the applicable Disciplinary system.

Disclosures sent to the SB are filed in a dedicated hard and/or soft copy archive kept in compliance with applicable regulations on personal data processing.

Chapter 12 – Disciplinary system

12.1 Purpose of the disciplinary system

The introduction of an adequate system of penalties which are in proportion to the severity of the violation of the rules in this Model and the principles of conduct referred to, by senior officers, employees, persons receiving grants, staff, consultants, suppliers and partners of the Company are essential in order for the Model to be fully effective. In fact, under Article 6.1.e. of Legislative Decree 231/2001, establishing this disciplinary and/or contractual penalties system is an essential requirement of the Model for the purposes of exemption from administrative liability.

The type and level of each of the penalties established is decided taking into account the degree of imprudence, carelessness, negligence, culpability, or wilfulness of the act/omission, also considering whether the act/omission was repeated a number of times, and the work carried out by the person concerned and their position, together with any other relevant circumstances characterising the fact.

Such disciplinary action shall be pursued regardless of the initiation and/or performance and finalisation of any criminal judicial action, since the principles and the rules of conduct laid down in the Model are adopted by the Company in full autonomy and independently of any criminal offences which said conduct may determine and which it is for the judicial authority to ascertain.

The foregoing is without prejudice to any claims for compensation if the conduct violating the rules and principles of conduct in this Model causes actual harm to the Company, such as in the case of a judge adopting the measures indicated in Legislative Decree 231/2001.

The Supervisory Body is responsible for verifying the adequacy of the disciplinary system and constantly monitoring the application of penalties to employees, as well as of actions relating to external parties. The Supervisory Body will also report any violations that it becomes aware of during the performance of its own duties.

12.2 Disciplinary measures resulting from violations by middle management and office staff

The violation of rules and principles of conduct in this Model (considered in full) by non-managerial personnel is considered as a "disciplinary offence" and, as such, it may be sanctioned through a system of disciplinary measures consistent with the system in the contract of employment adopted.

After the SB has been informed of the violation of the rules set out in the Model, or after the SB has performed inspections that find violations of these rules, a disciplinary investigation will be carried out.

This procedure will be conducted by the SB, together with the person in charge of managing human resources at the Company, in compliance with the contract of employment adopted, and Article 7 of Law 300 of 20 May 1970 (Law 300/1970).

After establishing the existence of the disciplinary offence, the dedicated person/body decides on whether penalties will be applied, based on the Company's system of powers and mandates.

The Company will issue the employee with the most appropriate disciplinary penalty from those listed, considering the employee's overall conduct and the general criteria specifically indicated in the previous section:

- A **VERBAL WARNING** can be issued in the event of a slight violation of the principles and rules of conduct set out in this Model or in the event of actions, within a risk type identified in the Model, that are not in line with or not appropriate for the aforementioned principles and rules, with such action constituting a slight breach of the Model.
- A **WRITTEN WARNING** can be issued in the event of repeated slight violations of the principles and rules of conduct set out in this Model or in the event of repeated actions, within a risk type identified in the Model, that are not in line with or not appropriate for the aforementioned principles and rules, or the directives and instructions issued by management and superiors. This sanction will also be applied in the event of unjustified absence from the training courses on Legislative Decree 231/2001, the Model and other related subjects.
- A **PENALTY OF NO MORE THAN THE AMOUNT EQUAL TO 4 HOURS OF BASIC PAY** (where indicated in the contract) may be imposed in the case of failure, even if minor, but in any case not serious, to observe the principles and rules of conduct in the Model, or the adoption, in relation to the risk profiles identified in the Model, of a conduct that does not conform to or is not adequate for the provisions in the Model.
- A **SUSPENSION WITHOUT PAY FOR UP TO 10 DAYS** can be applied in the event of a violation of the principles and rules of conduct set out in this Model or in the event of event of actions, within a risk type identified in the Model, that are not in line with or not appropriate with respect to the provisions of the Model, to such an extent that they are considered to be of a certain level of seriousness, or in the event of repetitions of disciplinary offences previously sanctioned with a **WRITTEN WARNING**.
- **DISMISSAL FOR JUST CAUSE (WITH NOTICE)** can be used in the event of an action that constitutes a significant violation of the principles and rules of conduct set out in this Model when carrying out an action covered by the risk profiles identified in the Model, exclusively when this action is only potentially likely to constitute a crime, or in the event of repetitions of disciplinary offences previously sanctioned with a Suspension.
- **DISMISSAL FOR JUST CAUSE (WITHOUT NOTICE)** can be used in the event of an action that constitutes a significant violation of the principles and rules of conduct set out in this Model when carrying out an action covered by the risk profiles identified in the Model, when this action is wilful or grossly negligent and when it is likely to constitute a crime or cause such serious harm to the relationship of trust that characterises the employment relationship that it cannot be continued, even provisionally.

This sanction will also specifically be applied in cases of:

- failure to prepare documentation required by the Model or incomplete or lacking preparation of this documentation in order to wilfully circumvent the requirements of the Model, or removal, destruction or alteration of this documentation;
- any action taken to wilfully circumvent the requirements of the Model;
- hindering controls and/or impeding access to information and documentation by the persons responsible for controls or decisions.

This is without prejudice to all provisions of Article 7, Law 300/1970, which are understood to be reproduced here in full. In particular:

- the obligation – in relation to the application of any disciplinary action – to inform the employee of the accusation in advance and to allow them to defend themselves;



- the obligation – except for the verbal warning – to issue the sanction at least 5 days after notification of the accusation (during which the employee may submit their explanations).

12.3 Disciplinary measures resulting from violations by management

The violation of the principles and rules of conduct set out in this Model by managers or in the event of actions that are not in line with the risk profiles identified in the Model will be subject to the most appropriate disciplinary measure.

After the SB has been informed of the violation of the rules set out in the Model, or after the SB has performed audits that find violations of these rules, a disciplinary investigation will be carried out.

This procedure will be conducted by the SB, together with the person in charge of managing the Company's human resources, in compliance with the contract of employment adopted, and Article 7 of Law 300 of 20 May 1970 (Law 300/1970).

Following the commission of the above violations by managerial personnel, a sanction may be applied, consisting of dismissal pursuant to Article 2119 of the Civil Code, to be decided by the Board of Directors as provided for in the articles of association, following a procedure conducted according to the rules in Article 7 of Law no. 300 of 20 May 1970 (Law 300/1970).

The failure by management staff to supervise the correct application by hierarchically junior employees of the rules of conduct, the rules and the procedures set out in the Model is a disciplinary offence. In addition, the violation of the rules of conduct contained in the Model by management staff themselves or, more generally, acting in their respective roles in a way that is not consistent with the conduct reasonably expected of a manager in light of their role and level of autonomy is also a disciplinary offence.

Depending on the seriousness of the manager's omission, in light of Article 2106 of the Italian Civil Code, if dismissal is not justified, then alternative disciplinary measures can be assessed, such as changes in their responsibilities and/or position, without prejudice to the limit set out in Article 2103 of the Italian Civil Code and the rule set forth in Article 7, paragraph 4 of Law 300/1970.

12.4 Disciplinary measures resulting from violations by the Director

If the Director has adopted a conduct that does not conform to or is not adequate for the rules and principles of conduct set out in this Model, he/she may be subject to the measures indicated in the disciplinary system for senior managers (see 12.3), if they have a contract of employment as a senior management with the Company.

If the Director is not an employee of the organisation, the Supervisory Body, after ensuring that the conduct violated the Model, will provide adequate disclosure to the Company's Board of Directors that will adopt initiatives considered appropriate.

12.5 Disciplinary measures resulting from violations by members of statutory boards

Following the disclosure to the SB of a conduct that goes against the requirements of the Model adopted by a member of the Company's Board of Directors, or following the direct notification of this conduct by the SB as part of its control activities, a procedure will be started to investigate the conduct of the Board. If an offence is ascertained, the SB will inform the Company's Board of Directors that will adopt initiatives considered appropriate.

In the event of violation of the provisions of the Model committed by the Supervisory Body (Sole Auditor or Board of Statutory Auditors) of the Company, the SB will provide adequate information to the Board of Directors and the Shareholders for them to adopt appropriate measures.

12.6 Disciplinary measures resulting from violations by consortium entities, suppliers, consultants, and collaborators



Contracts with third parties (consortium members, customers, suppliers, consultants, collaborators, etc.) shall include a specific clause aimed at informing counterparties of the need for their conduct to comply with the ethical principles of the Model under penalty, in the event of violation, of the application of fines and/or termination of the contract, without prejudice to compensation for further damage.

In these cases, the SB will send a summary written report to the Director who will take charge of the situation for the above measures.

Chapter 13 - Training and internal communication

The administrative liability regime laid out by the law and the Organisational, Management and Control Model adopted by the Company form an overall system which must be reflected in the operational conduct of the Recipients.

As such, it is essential to implement a communication and training system for disseminating the contents of the Legislative Decree and of the Organisational Model adopted, including all its various components (e.g. the aims of the Model, its structure and key components, the powers and delegation system, identification of the Supervisory Body, information flows to the Supervisory Body). The purpose is to ensure that knowledge of the subject matter and compliance with the rules arising from it become an integral part of staff professional culture of the Recipients.

Training and internal communications for all Recipients – with due regard to their specific duties – have been structured with this in mind, to ensure widespread knowledge of the subjects in question and build a culture of the organization that embraces them, thereby mitigating the risk of offences being committed.

13.1 Internal communication

The adoption of this Model is notified by the Company to all Recipients with a copy of the Organisation, Management and Control Model attached; likewise, any updates, from time to time, implemented to the Model are notified to the Recipients.

New hires receive a copy of the Organisational, Management and Control Model when they join, together with the other relevant documents.

By signing a declaration, staff members confirm they have received the documents and have read them fully, and undertake to comply with the rules they contain.

The Company adopts methods suitable for making the updated version of the Model always easily available for consultation by the Recipients.

13.2 Training

In order to effectively adopt the Model, the Company's general objective is to guarantee that all Recipients of the Model are informed of the rules of conduct in the Model. All Recipients must be fully informed of the Model's objectives of fairness and transparency, as well as the procedures followed by the Company to achieve these objectives.

There is also a specific need to ensure that staff whose work has been found to be or could be "at risk" have proper knowledge of the Model's requirements and the underlying basis for its effective implementation. These objectives target the Company's resources.

The SB, working closely with the head of human resources, will evaluate the training plan with reference to course contents, delivery procedures, **repeat courses**, controls on **mandatory** attendance and **measures to adopt against people who do not attend courses** without a justified reason.

Based on the above, the Company has planned actions to disseminate the requirements of the Model as far as possible, and ensure the consequent familiarisation of all personnel.

Training sessions are therefore provided for all the Company's personnel, to explain the following topics:



- regulatory framework (consequences for the Entity due to the commission of crimes and administrative offences under Legislative Decree 231/2001, essential characteristics of the crimes and the Model's function in this context);
- the Model.

Participation in the training processes described above is mandatory and recorded. Attendees are required to sign in and the names of those present are sent to the SB.

For **new hires** or anyone unable to attend the courses discussed above for valid reasons, specific courses must be organised by agreement with the manager.

The **courses will be repeated** periodically in order to verify the effective application of the Model by Target Recipients and their awareness of the topics and requirements set out in the said Model.

13.3 Information for suppliers, consultants, staff and partners

Collaborators, consultants, partners, all those who work in the name and on behalf of the Company, and PR.ISMA, for the activities carried out on behalf of the Company, are respectively informed of the adoption, by the Company, of this Model and of the need for their conduct to comply with the provisions of Legislative Decree 231/2001.

PROTOCOL FOR THE MANAGEMENT OF RELATIONS WITH PERSONS OF EXTERNAL RELEVANCE

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct for activities concerning the management of relations of any type of the Company, with persons of external relevance for the Company or with subjects from the Public Administration and private individuals, as defined below.

Pursuant to the aforesaid regulations, the management of relations with persons of external significance for the Company could potentially provide chances for committing the criminal offences of corruption - including private-to-private corruption, incitement to private-to-private corruption, illegal inducement to give or promise benefits and trafficking in illicit influences - embezzlement of funds from the State, undue receipt of public funds from the State, fraud against the State and aggravated fraud for the purpose of obtaining public funds, inducement not to make statements or to make false statements to the judicial authorities.

The contents of this Protocol are aimed at ensuring that the Company complies with current legislation and the principles of transparency, fairness, objectivity and traceability in the performance of the activity in question.

In particular, purely by way of example, the following actions are prohibited:

- promising, offering or in any way paying or providing sums of money, assets in kind or other benefits, also following unlawful pressure, directly or through third parties, on subjects attributable to the Public Administration or private individuals, with the aim of promoting or encouraging the interests of the Company. The above rules cannot be circumvented by using other forms of aid or assistance such as positions, consultancies, advertising, sponsorships, job opportunities or any other kind of opportunity;
- adopting a conduct intended to unduly influence the decisions of persons of external relevance for the Company;
- providing or promising to provide (also through third parties), soliciting or obtaining information and/or documents that are confidential or in any case that could compromise the integrity or reputation of one or both parties in violation of the principles of transparency and professional propriety.

Offering gifts or hospitality to Public Officials, Public Service Officers or private individuals is permitted where directly referable to normal acts of courtesy or considered usual in relation to the occasion, and provided the integrity and reputation of the Company is not compromised, and that the independent judgement of the recipient is not influenced. It is in all cases prohibited to give/receive gifts and donations that are not of modest value¹.

The protocol in question applies to all the Company's structures/units that, in carrying out their activities, have to manage relations with subjects referable to the Public Administration or with private individuals and obligations to public entities, including public officials and public service officers.

For the purposes of this document and by way of example:

- **Private Persons** means: managers, directors/secretaries general, managers responsible for preparing the Compagnia's financial reports, auditors, liquidators or persons subject to their management and supervision;
- **Public Administration** means:

¹ A limit of 150 euros has been established, based on applicable external regulations.

- public persons, which refers mainly to public administrations, namely the administrations of the State, autonomous State-owned companies and administrations, the regions, provinces, municipalities and their consortia and associations, universities, chambers of commerce, industry, craft and agriculture, national/regional/local non-profit seeking public entities, administrations, superintendent offices, the agencies and bodies of the national health service;
- public officials, i.e. public or private employees that may or must establish and adopt the will of the public administration, i.e. exercise powers of authorisation ² or certification ³, in the framework of power awarded by public law;
- public service officers, i.e. persons who provide a public service but do not have the powers of a public official or who, albeit working in an area regulated as a public function, do not have the typical powers thereof and do not perform merely simple or manual tasks;
- the public Supervisory Authorities, i.e. entities with special autonomy and impartiality whose aim is to protect constitutional interests such as the good performance of the Public Administration.

As regards the public authorities that supervise the Company (e.g., the Interior Ministry through the competent Prefecture), the recipients of this Protocol are also required to observe the “Protocol for the management of relations with Supervisory Authorities”, in terms of operating responsibilities, principles of control and conduct.

As an example, the relations and obligations referred to in this document are managed during:

- the payment of grants for own projects and those of third parties (e.g. public beneficiaries or public service officers, public persons/public service officers acting as consultants or serving on Committees/Commissions established for the allocation of grants);
- the organisation of events (e.g. local authorities, journalists, Superintendent of Artistic Heritage, public persons/public service officers, contractual counterparties or guests of the event);
- the management of legal, tax and corporate affairs (e.g. the Chamber of Commerce, Courts, Registry Office, Tax Authorities, Notaries);
- the management of administrative, pension and social security matters relating to staff (e.g. Ministry of Labour, the National Social Security Institution (INPS), the National Institute for Insurance against Accidents at Work (INAIL), Labour Inspectorate, Provincial Employment Centre);
- obtaining public funding (e.g. funding from the European Commission, State and Region);
- obtaining and/or renewing authorisations, concessions, licences (e.g. local authorities, local health units, fire service);
- audits, investigations and the like (e.g. Financial Police, INPS, INAIL, Labour Inspectorate, officials responsible for the environment, safety and health);
- legal disputes in civil, criminal and administrative law (e.g. judges, magistracy).

The Company aligns its conduct to this Protocol and, where appropriate, it uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

² The concept of authoritative power covers not only coercive power but also all discretionary actions in dealings with persons who are not on an equal footing with the authority (see the Court of Cassation Unified Section Judgement no. 181 11/07/1992).

³ The power of certifying power covers all activities relating to documentation that, by law, has probative force at all levels of judgment.

2. Responsibilities and rules of conduct and control

Relations with the Public Administration and private persons, as defined above, must be based on the highest degree of transparency, cooperation and availability, in full compliance with their institutional role, applicable provisions of law and the rules of conduct mentioned in the Organisational, Management and Control Model and this Protocol, carrying out all requirements and obligations in a prompt and timely manner.

In meetings between the Company's representatives, with powers to commit the Compagnia to undertakings, and subjects of the Public Administration and/or private individuals, at least two persons must be involved.

As regards **audits** by the Public Administration (e.g. auditors of public funding obtained from the European Union/State/Region; the Labour Inspectorate; the Fire Department; Tax Authorities, etc.), the Company's Director, after checking the scope, identifies the resources to manage relations with the Public Administration's representatives during the audit.

Relations with representatives of the Public Administration during audits must be based on the utmost transparency and cooperation and, apart from situations where members of the Public Administration request direct interviews with specifically identified personnel, meetings during audits should be attended by at least two people.

Audits by the Public Administration which are particularly significant for the Company are specifically notified to the Board of Directors and to its Control Body.

As regards the **obligations** towards the Public Administration, they must be carried out with due diligence and professionalism so as to ensure that clear, accurate, complete, faithful and truthful information is provided. The documents must be processed in a timely manner, using clear, objective and exhaustive language.

When reporting on public funding obtained (from tenders/programmes promoted by the European Commission), the Company must strictly follow specific rules on the management of the funding, indicated for each single tender.

In addition, all communications sent to the Public Administration must be duly checked and signed by the competent units and authorised/signed by a person vested with the necessary powers.

In particular, it is expressly prohibited to submit incomplete documents and/or false or altered data and to act with the intention to mislead, including by omitting required information, which could incorrectly lead the public entities to steer the decisions of the Public Administration in its favour.

If extraordinary events occur, or critical aspects that cannot be solved in the ordinary management of relations with the Public Administration or with private individuals, personnel involved must immediately notify their immediate superior in order for actions to be taken.

Moreover, personnel must notify their immediate superior straightaway, in order for actions to be taken, if any attempt is made to obtain undue benefits from them, or in the case of being illegally induced to give or promise benefits, or in the case of extortion against them by representatives of the Public Administration, or if these actions simply come to their knowledge, and shall refrain from accepting any request.

Each unit is responsible for filing (in dedicated hardcopy dossiers and/or in electronic archives) and retaining all documentation produced as part of the activities regulated under this Protocol, including those sent to the Public Administration by computer or electronic means. This documentation includes, but is not limited to:

- all documentation produced during the disbursement process for its own projects and those of third parties, including contracts/letters of appointment for consultants and/or referees and/or similar persons involved in this process;
- licences, authorisations and similar related to events organised by the Company or obtained for other purposes, as well as agreements with contract counterparties that are public entities/public service officers involved in the events;

- all documentation produced for participation in competitions to obtain government grants or funding;
- deeds, minutes, financial statements, forms, tax returns and the like, relating to the management of legal and tax issues or to administration, social security, pension and healthcare services for personnel;
- minutes relating to audits, preliminary proceedings and the like;
- documentation relating to legal disputes in civil, criminal, administrative and tax law and the like.

The Company has adopted software for the IT logging of documents and incoming and outgoing mail through which correspondence exchanges with the Public Administration are normally logged.

As regards the Company's tax obligations, the recipients of this Protocol shall observe indications in the "Protocol for the management of the accounts, the preparation of the financial statements and tax obligations".

Where electronic/computer systems of the Public Administration must be used to meet obligations, the Company prohibits any alteration of such systems and the data they contain, in any way whatsoever, causing damage to the Public Administration.

Moreover, with reference to obligations which are met using the electronic/computer systems of the Public Administration, the recipients of this Protocol shall observe any indications in the "Protocol for the management and use of IT systems and information assets", in terms of operating responsibilities, principles of control and conduct.

3. Information flows to the Supervisory Body

The Company's structures/units involved in the processes covered by this protocol shall report on a quarterly basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, the following data/information concerning the reporting quarter:

- list of funding from third parties;
- list of projects started through the funding (even partial) of entities/institutions of the public administration and/or with their involvement/cooperation;
- a list of particularly important correspondence, sent to/received from the public administration (or from delegated subjects), indicating any critical aspects identified (including, by way of example, obligations not met or penalties imposed);
- information on any complaints/disclosures/claims made to the Public Administration;
- information on any audits conducted by the public administration (or by delegated bodies), at the Company and, in particular, the reason for the audits, critical aspects identified, if any, (including, by way of example, findings made during audits), and a copy of any reports issued;
- information on any meetings, of particular importance, with subjects from the public administration (or with delegated subjects), not concerning audits, and in particular, the reasons for the meetings, the participants and a copy of any minutes issued.

Critical aspects/findings identified and/or measures taken as a result of audits must also be promptly notified to the Supervisory Authorities in a specific notice, sent by email to odv@xkezerotredici.it.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the



purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.



PROTOCOL FOR THE MANAGEMENT OF RELATIONS WITH THE SUPERVISORY AUTHORITIES

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct that the Company must comply with in the management of relations with the Supervisory Authorities for the purposes of reports, obligations, communications, requests and audits, as regulated by the applicable regulations.

Pursuant to the above-mentioned regulations, this process could potentially present opportunities for the perpetration of the following criminal offences: bribery, undue inducement to give or promise benefits and hindering the work of public supervisory authorities pursuant to Article 2638 of the Italian Civil Code.

The contents of this protocol are aimed at ensuring that the Company complies with current legislation and the principles of transparency, fairness, objectivity and traceability in the management of relations with the Supervisory Authorities qualified as such based on the regulatory provisions in force from time to time and/or in the light of specific provisions and/or in relation to particular activities/projects that may be launched by the Company.

The Protocol applies to all the Company's structures/units that, in carrying out their activities, manage relations and obligations with the Supervisory Authorities.

As an example, the relations and obligations referred to in this document are managed during:

- the preparation of periodic supervisory reports (e.g. disclosure of the new composition of Bodies);
- the preparation of documents and/or information upon a specific request, also following inspections;
- audits or preliminary procedures.

The Company aligns its conduct to this Protocol and, where appropriate, it uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

2. Responsibilities and rules of conduct and control

Relations with the Supervisory Authorities must be based on the highest degree of transparency, cooperation and availability, in full compliance with their institutional role, applicable provisions of law and the rules of conduct mentioned in the Organisational, Management and Control Model and this Protocol, carrying out all requirements and obligations in a prompt and timely manner.

In any case, it is forbidden to:

- present incomplete, false or altered documents and data;
- perform any action or omission that could mislead the Supervisory Authorities;
- promise or give sums of money - directly or through third parties - to representatives of the Supervisory Authorities, even if encouraged by the representatives to do so, for the purpose of promoting or furthering the Company's interests.

Relations with the Supervisory Authorities are managed exclusively by the Company's dedicated structures/units.



In the case of **audits** by Supervisory Authorities, the Company's Director, after checking the scope, identifies the resources to manage relations with the Authority's representatives during the audit.

Relations with representatives of the Supervisory Authorities during audits must be based on the utmost transparency and cooperation and, apart from situations where members of the Supervisory Authorities request direct interviews with specifically identified personnel, meetings during audits should be attended by at least two people.

Audits by the Supervisory Authorities are specifically notified to the Board of Directors and to its Control Body.

At least two individuals must take part in any **meetings not related to audits** held between representatives of the Company and the Supervisory Authorities.

As regards the **obligations** towards the Supervisory Authorities, they must be carried out with due diligence and professionalism so as to ensure that clear, accurate, complete, faithful and truthful information is provided. The documents must be processed in a timely manner, using clear, objective and exhaustive language.

In addition, all communications sent to the Supervisory Authorities must be duly checked and signed by the competent units and authorised/signed by a person vested with the necessary powers.

If extraordinary events occur, or critical aspects that cannot be solved in the ordinary management of relations with the Supervisory Authorities, personnel involved must immediately notify their immediate superior in order for actions to be taken.

Moreover, personnel must notify their immediate superior straightaway, in order for actions to be taken, if any attempt is made to obtain undue benefits from them, or in the case of being illegally induced to give or promise benefits, or in the case of extortion against them by representatives of Supervisory Authorities, or if these actions simply come to their knowledge, and shall refrain from accepting any request.

Each unit is responsible for filing (in dedicated hardcopy dossiers and/or in electronic archives) and retaining all documentation produced as part of the activities regulated under this Protocol, including those sent to the Supervisory Authorities by computer or electronic means. This documentation includes, but is not limited to:

- deeds, minutes, financial statements, forms, statements and the like, relating to management of legal and tax issues or to administration services;
- minutes relating to inspections, preliminary proceedings and the like.

The Company has adopted software for the IT logging of documents and incoming and outgoing mail through which correspondence exchanges with Supervisory Authorities are normally logged.

Where electronic/computer systems of the Supervisory Authorities must be used to meet obligations, the Company prohibits any alteration of such systems and the data they contain, in any way whatsoever, causing damage to the Authorities.

Moreover, with reference to obligations which are met using the electronic/computer systems of the Supervisory Authorities, the recipients of this Protocol shall observe any indications in the "Protocol for the management and use of IT systems and information assets", in terms of operating responsibilities, principles of control and conduct.

3. Information flows to the Supervisory Body

The Company's structures/units involved in the processes covered by this protocol shall report on a quarterly basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, the following data/information concerning the reporting quarter:



- a list of correspondence, sent to/received from the Supervisory Authorities, indicating any critical aspects identified (including, by way of example, obligations not met or penalties imposed);
- information on any audits conducted by the Supervisory Authorities at the Company and, in particular, the reason for the audits, critical aspects identified, if any, (including, by way of example, findings made during audits), and a copy of any reports issued;
- information on any meetings with the Supervisory Authorities not concerning audits, and in particular, the reasons for the meetings, the participants and a copy of any minutes issued.

Critical aspects/findings identified and/or measures taken as a result of audits must also be promptly notified to the Supervisory Authorities in a specific notice, sent by email to odv@xkezerotredici.it.

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.

PROTOCOL FOR THE MANAGEMENT OF RELATIONS WITH CONTROL BODIES

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct that the Company must comply with in the management of relations with the Control Bodies, during audits and controls conducted by these Bodies, in compliance with legal requirements.

Pursuant to the aforesaid Decree, the process in question could provide chances for committing the criminal offences of corruption, private-to-private corruption and incitement to private-to-private corruption, as well as the criminal offence of prevented control pursuant to Article 2625 of the Civil Code regarding the Control Body¹ being committed.

The contents of this protocol are aimed at ensuring that the Company complies with the current legislation and the principles of transparency, fairness, objectivity and traceability in the management of the relations in question.

In terms of the checks carried out by Control Bodies, relations with these Bodies comprise the following activities:

- periodic disclosure of information;
- disclosure of information and data of any nature and provision of documentation, based on specific requests;
- carrying out checks on a regular basis.

The Company aligns its conduct to this Protocol and, where appropriate, it uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

2. Responsibilities and rules of conduct and control

The Company's structures/units, involved in any capacity in managing relations with Control Bodies, are required to act with the utmost diligence, professionalism, transparency, collaboration and cooperation, and in full compliance with their institutional role, promptly meeting any requirements and obligations in this Protocol, observing applicable legal provisions as well as the rules of conduct in the Organisational, Management and Control Model.

In particular:

- members of the Bodies and employees who, for whatever reason, are involved in a request made by the Control Bodies to produce documents or provide information, must act with the highest degree of fairness and transparency and not obstruct the control activities;
- all data and documents must be made available in a timely manner, using clear, objective and exhaustive language, so as to ensure that clear, accurate, complete, faithful and truthful information is provided;
- each unit at the Company must establish appropriate rules for the management and storage of documentation received/produced, including a registration system for correspondence and rules for protecting documents (e.g. the requirement to store specific types of documents in secure archives).

¹ As regards the management of relations with the Independent Auditors, that perform the statutory auditing of the accounts pursuant to the Company's articles of association, specific criminal offences exist (i.e. Article 28 "Corruption of Auditors", Article 29 "Prevented Control" and Article 30 "Unlawful fees" of Legislative Decree 39/2010), that are not specifically referred to by Legislative Decree 231/2001.

Furthermore, it is forbidden to:

- present incomplete, false or altered documents and data;
- engage in deceitful conduct which could mislead the Control Bodies in the technical and economic evaluation of the documentation submitted;
- offer, promise or pay sums of money - also through third parties - to members of the Board of Auditors, with the aim of promoting or encouraging the Company's interests, also following undue pressures.

Based on the current organisational structure, the following individuals/bodies/structures/units take part in activities relating to the management of relations with Control Bodies:

- The *Director* is responsible for managing relations with the Control Bodies during periodic audits and for providing, also with the support of other units, the required documentation;
- *Progetti Innovazione Soluzioni Management srl (P.R.I.S.M.A.)* is responsible for providing assistance to the Company during the periodic audits of the Control Bodies, including by preparing accounting documentation requested by the Company in relation to the aforementioned visits.

Each unit at the Company involved in the process of managing relations with Control Bodies is responsible for collecting and preparing the information required and delivering them. They must maintain clear records of the documentation delivered in response to the requests for information made by the Control Bodies.

3. Information flows to the Supervisory Body

The Company's structures/units involved in the processes covered by this protocol shall report on a quarterly basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, the list of meetings held during the quarter with the Control Bodies, indicating the reason for the audits and critical aspects identified, if any, (including, by way of example, findings made during audits).

Critical aspects identified/findings made during audits conducted by the Control Bodies which are particularly significant for the Company must be promptly notified to the Supervisory Authorities, by forwarding a specific notice by email to odv@xkezerotredici.it.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.



PROTOCOL FOR THE MANAGEMENT OF SUPPLIERS AND PURCHASING PROCEDURES FOR GOODS, SERVICES AND WORKS

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct in the process to select suppliers for the purchase of goods, services and works for the Company.

Pursuant to the above regulations, the process in question could constitute one of the instrumental ways of committing the criminal offences of corruption, including private-to-private corruption, incitement to private-to-private corruption, illegal inducement to give or promise benefits and trafficking in illicit influences, through, for example, the award of a supply to entities related to the Public Administration or private individuals¹, paying remuneration that is not adequately justified in relation to the type of activity to carry out, in order to obtain benefits and promote the interests of the Company.

The process could also be instrumental in the perpetration of offences against the person and the employment of illegally-resident foreign nationals by, for example, the use of suppliers, or of labour from external cooperatives, that force into or keep in slavery or servitude or traffic individuals and/or that employ illegally-resident foreign nationals.

Similarly, the process of managing payments for the supply of goods, services and works could be one of the instrumental ways in which crimes involving non-cash payment instruments could be committed through, for example:

- transactions arranged, through the improper use of credit or payment cards (or other non-cash payment instrument) that a manager or employee of the Company has at his or her disposal for reasons of service or office;
- use, in the execution of payments as part of the Company's transactions, of payment instruments other than cash, to which a person in charge or an employee of the Company has access as part of his or her work activity, for a purpose other than that of the payment order;
- embezzlement, by artifice and/or deception (e.g., using forged documents or with other fraudulent means) or by misleading the third party or by other expedients, of access codes/credentials to non-cash payment systems of third parties, aimed at the movement of financial flows;

in order to obtain advantages and/or favour the interests of the Company.

The contents of this Protocol are aimed at ensuring that the Company complies with current legislation and the principles of transparency, fairness, objectivity and traceability in the performance of the activity in question.

In particular, in relations with suppliers of goods and services, the Company, inspired by principles of transparency, equality, loyalty and free competition, is required to:

¹The term **private individuals** refers to persons, at another private body/company, holding the role of administrator, director/secretary general, managers responsible for preparing the Compagnia's financial reports, auditors, liquidators or persons under the direction or supervision of the above.



- establish efficient, transparent and collaborative relations, by maintaining an open and frank dialogue in line with contractual best practices;
- secure suppliers' cooperation in consistently ensuring the best balance between quality, cost and delivery times;
- enforce the conditions stipulated in the contract;
- require suppliers to comply with the principles of the Organisational, Management and Control Model and include a specific provision in their contracts;
- operate within the applicable regulations and demand due compliance with those regulations;
- treat the holding of environmental certification as a requirement in supplier assessment, where possible and appropriate in view of the nature of the supply.

The Protocol applies to all the Company's structures/units that, in carrying out their activities, are involved in any capacity in the management of suppliers and purchasing procedures for goods, services and works.

2. Responsibilities and rules of conduct and control

The process of managing suppliers and purchasing procedures for goods and services is broken down into the following stages:

a) Request for a supplier

Requirements to use external suppliers to purchase goods, services and works are identified by the Requesting Unit, or the structure where the need arises and are reported in writing to the structure responsible for the supply procurement process.

b) Supplier selection

The supplier is selected as a rule by the structure responsible for the supply procurement process, based on criteria of competence, reliability and cost-effectiveness. In particular, the supplier is evaluated based on the following aspects:

- experience in the sector;
- performance based on previous supplies of similar goods, services and works and on the estimate (e.g. the cost of the supply, any additional costs, flexibility, service quality, operating times, payment terms and conditions);
- compliance with external regulations applicable to the provision of the goods, services and works;
- suppliers holding good references and previously selected for the same type of service;
- appropriate environmental certification, where possible and appropriate in view of the nature of the supply;
- a suitable organisational and financial structure;
- the absence of conflicts of interest.

In particular, in order to avoid conflicts of interest, the Company is prohibited from establishing relations for the supply of goods, services and works with companies owned by subjects that hold positions on Statutory Boards, or with organisations and companies in which a material investment is held or a significant influence is exercised over the management.

If the Company establishes relations for the supply of goods, services and works with:

- direct family relations of members of their own Governing Bodies or with persons with whom such individuals are known to have close ties,
- bodies/companies in which direct family relations of members of their own Governing Bodies (or persons with whom such individuals are known to have close ties) hold a significant stake or exert a significant managerial influence,
- direct family relations of their employees,
- bodies/companies where direct family relations of their employees hold a significant stake or exert a significant managerial influence

the Structures/Units Requesting the supplies, if aware, are required to notify the Supervisory Body as part of periodic information flows sent to it.

For supplies of goods, services and works individually exceeding €5,000² (excluding VAT), the supplier is usually chosen after considering at least three estimates, from different suppliers, and in any case following selection mechanisms that ensure the transparency of the selection process and the assignment's cost-effectiveness and efficacy. The entire supplier selection phase must be documented with evidence of the comparisons and evaluations made.

Exceptions may be made in one of the following circumstances:

- if there is a single qualified supplier for the provision of the requested supply;
- if there are strategic partners with whom the Company has an ongoing business relationship, which if interrupted could have negative effects on the general economy of management processes and/or project activities involved;
- in the case of supplies on a use-only basis³, where a supplier has been identified following an initial selection procedure among several subjects, and is therefore involved, from time to time and when required, for individual supplies of certain goods/services at previously defined contract conditions ("framework agreements"); in these cases, the framework agreements stipulated must be updated through market analysis and/or new selection procedures;
- in urgent cases due to unforeseeable circumstances (such as the sudden unavailability of a supplier or need to take prompt action to protect people's safety).

In the case of a direct award based on one of the above circumstances, the reasons for the choice must be indicated in writing, and kept in the relative file by the structure/unit responsible for the selection; The exception must be duly corroborated and authorised by the person with appropriate expenditure powers.

If highly specialist supplies are required, relative suppliers may be directly identified by the Requesting Unit.

As regards building works on property owned in any capacity by the Company and the purchase of goods, services and supplies for amounts above 200,000 euros (excluding VAT), the Company chooses selection procedures that guarantee adequate publicity measures.

² For the purposes of complying with the **limit of €5,000** (excluding VAT), a single transaction also refers to a set of transactions that, although individually below the amount indicated, are collectively linked and therefore, considered altogether, exceed the relevant threshold.

³ The term means supplies for services provided on request of the client at previously established prices, with invoicing to the client based on the actual use of the good/service over a given period.



In particular, based on specific circumstances and/or the nature of the supplies, the Company selects one of the following award procedures:

- a selective open procedure with the publication of a tender on the Company's website (and/or another communication/media channel considered appropriate), with subsequent publication of the final ranking;
- a restricted selection process, with no public call for tender, involving at least five specialised professionals (if available on the market), chosen on the basis of market research or from lists of suppliers provided by the structure responsible.

As an exception to the above - a negotiated procedure (or private negotiations) may be followed, only in the following cases:

- if no offer, suitable offer or application has emerged from an open or restricted selection process. For the negotiated procedure, however, the original terms of the contract cannot be significantly changed;
- if, for artistic reasons (and/or for "eminent" persons) or reasons to do with protecting exclusive rights, the contract can only be awarded to a specific party;
- insofar as is strictly necessary, where extreme urgency owing to unforeseeable events does not permit an open or restricted process; the circumstances referred to justifying the extreme urgency must not be attributable to the Company, nor to the delegated structure.

Even in cases of an award with a selective procedure or negotiated procedure, adequate publicity measures concerning the award are guaranteed, with the Company publishing annual lists of supplies for significant amounts (procedure described below).

c) Assignment of the award and contract with the supplier

The awarding of the mandate/assignment to the supplier shall be by means of a written document (e.g. a contract, assignment or order).

The assignment shall include information on the rules of conduct adopted by the Company regarding:

- the Organisational, Management and Control Model;
- the consequences that could arise, with regards to the contractual relationship, from conduct contrary to the provisions of the Organisational, Management and Control Model and the regulations in force.

As regards the purchasing of goods, services and works by the Company, the appointment is awarded by a person delegated for the purpose based on provisions in the articles of association and/or the system of mandates and powers in place, signing the contract or order. Before drawing up the contract, therefore, the unit responsible for selecting the supplier ensures that authorisation has been given for such expenditure by the person responsible.

d) Supplier assessment

Supplies are monitored by the Requesting Unit by checking the purchase order against the goods/services/works provided by the supplier during the contract in terms of the quality of the good/service/work provided, compliance with times agreed on and the achievement of expected results; at the end of these checks, in the absence of non-conformities, the Requesting Unit orders the validation of the supply (so-called performance/testing).

The unit responsible for payment carries out administrative checks (e.g. fees agreed and costs incurred by the supplier).



e) Authorisation to pay for the supply

Prior to payment, the unit responsible for paying for the supply verifies that:

- that the Requesting Unit has validated delivery;
- the order/contract corresponds to the invoice⁴.

The control system for the process described above is based on a number of key elements to ensure the objectivity and transparency of decisions taken.

In particular:

- a clear allocation of powers authorising the persons responsible for purchasing goods/services/works;
- the traceability of the decision-making process, from awarding the contract and authorisation to payment of the invoice, by -
 - documenting each step of the process, especially the selection of the supplier, along with the reasons for the decision, the assessment of the effectiveness of the supply, and the relevance and appropriateness of any expenses;
 - filing documents at the unit responsible relating to the selection and award of the assignment to the supplier;
 - filing documents at the unit responsible regarding payment for the supply of the goods/services/works.

With reference to the use of IT systems to support the process for purchasing goods, services and works, the recipients of this Protocol shall observe any indications in the "Protocol for the management and use of IT systems and information assets", in terms of operating responsibilities, principles of control and conduct.

Based on the current organisational structure, the following individuals/bodies/structures/units take part in activities relating to the management of purchasing procedures for goods, services and works:

- The Board of Directors is responsible for approving the awarding of assignments to suppliers where the type of assignment and/or the amount payable do not fall under the authority of other bodies/persons within the organisation based on statutory provisions or by existing mandates and powers;
- The Director is responsible for:
 - approving the award of assignments to suppliers, for all assignments coming within their spending powers, as defined by existing mandates and powers;
 - signing to award assignments to suppliers, including those approved by the Board of Directors;

⁴ For some cases of payments ordered in favour of suppliers, the adequacy check with respect to the goods supplied (and sometimes to the invoices) is not feasible; for example, these are down/advance payments or payments made for purchases on e-commerce portals and/or websites that require the balance to be paid when placing the order.

- monitoring supplies and confirming their correct delivery for the payment of invoices, in the event that the Director is the only person able to provide an assessment of the supply received;
- authorising the payment of invoices for the supply of goods, services and works;
- Other parties with spending powers are responsible for approving and signing to award the assignment to suppliers for all tasks coming within the scope of their powers, as defined by existing mandates and powers;
- The Requesting Unit is responsible for:
 - formalising the need to use goods/services/works, giving justifications for any exceptions in writing;
 - monitoring supplies and confirming their correct delivery for the payment of invoices;
 - where provided for, requesting and evaluating, with regard to supplies of a particularly specialised nature relating to the Company's institutional activity and the offers received and selecting suppliers;
- Progetti Innovazione Soluzioni Management srl (PR.I.S.MA.) is responsible for:
 - selecting suppliers, with the exception of direct assignments in derogation which must be justified, corroborated in writing and authorised by the person having adequate spending powers at the Company; where required, working with Requesting Unit in selecting suppliers for the procurement of highly specialist supplies;
 - assessing the related regulatory aspects, according to the type of contract chosen, for the award of assignments to suppliers;
 - drawing up contracts;
 - checking that authorisation has been given for such expenditure by the delegated parties;
 - checking that the Requesting Unit confirmed delivery;
 - checking that the order/contract corresponds to the invoice.
 - arranging payments, after carrying out the above checks, determining the most appropriate payment terms and instrument⁵;
 - entering invoices and corresponding payments in the accounts;
 - verifying that the supplier complies with external regulations applicable to the provision of the goods/services/works, in particular:
 - for companies supplying staff that provide services on the Company's premises, the correct payment of all social security and insurance contributions (including, where required, withholding taxes on salaries) must be verified for employees involved in the contract, and checks must be performed to ensure that personnel from third-countries hold valid work permits;
 - for companies supplying staff that provide services on the Company's premises, documents must be verified regarding compliance with workplace health and safety regulations and environmental regulations, where the nature of the supply means this is necessary;

⁵ See note 4 above.

- determining on a monthly basis the amount of meal vouchers pertaining to the Company's staff and managing their purchase, placing monthly purchase orders with the identified supplier and monitoring their correct assignment to staff according to the procedures established by the service.

The approval of the aforementioned orders requires the same authorisation steps set out by this protocol for other supplies of goods/services, as well as the same procedure provided for in the phase following their issue.

The Company's structures/units involved in any capacity in the process to select suppliers for the purchase of goods, services and works, adapt to the rules in this Protocol, to applicable legal provisions as well as the rules of conduct referred to in the Organisational, Management and Control Model of which this Protocol is an integral part.

Where appropriate, the Company uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

Specifically, it is prohibited to:

- provide services or make payments in favour of suppliers, staff or partners or other third parties that operate on behalf of the Company, that are not adequately justified in the context of the contract and by practices applicable at local level;
- offer, promise or pay - also through third parties - sums of money or other benefits not due to subjects attributable to the Public Administration or to private individuals, with the aim of promoting or encouraging the Company's interests, also following undue pressures;
- resort to any forms of aid or contributions that - disguised as sponsorships, assignments, consultancies or advertising - in fact have the same, prohibited purposes described above;
- pay invoices in the absence of checks on the supply being made or that are not adequately justified in the context of the contract and by practices applicable at local level;
- create funds to cover the procurement of goods, services and works that are non-existent, in whole or in part;
- order transactions, through the improper use of credit or payment cards (or other non-cash payment instrument) that a manager or employee of the Company has at his or her disposal for reasons of service or office;
- use, in the execution of payments as part of the Company's transactions, of payment instruments other than cash, to which a person in charge or an employee of the Company has access as part of his or her work activity, for a purpose other than that of the payment order;
- appropriate access codes/credentials to non-cash payment systems from third parties, by means of artifice and/or deception, by misleading them or by other expedients.

Moreover, in order to prevent the commission of crimes against the individual, the crime of employing illegally-staying third-country nationals, occupational health and safety crimes and environmental crimes, the Company shall request its suppliers, with specific reference to contract clauses, to comply with legal obligations concerning:

- the protection of minors and women,
- health and safety conditions,
- trade union rights or in any case rights of association and representation;
- immigration and regulations on foreigners,



- environmental protection

and the correct application of national or local collective agreements adopted (or industry agreements), with particular reference to provisions on salary levels, working hours, rest periods, weekly rest, mandatory leave and holidays.

3. Information flows to the Supervisory Body

The Company's structures/units involved in the processes covered by this protocol shall report on a quarterly basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, regarding:

- mandates (and any sub-mandates) concerning the management of costs and payments assigned within the organisation;
- the list of supplies of goods/services/works assigned in the relative quarter, of a unitary amount above €30,000 (excluding VAT);
- list of non-cash payment instruments in use and/or adopted by the Company.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning criminal offences which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (which this Protocol is an integral part of), and/or its principles of conduct, that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.



PROTOCOL FOR THE MANAGEMENT OF ADVICE AND PROFESSIONAL SERVICES

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct in the management of consultancies and professional services¹ by the Company.

Pursuant to the above regulations, the process in question could constitute one of the instrumental ways of committing the criminal offences of corruption, including private-to-private corruption, incitement to private-to-private corruption, illegal inducement to give or promise benefits and trafficking in illicit influences, through, for example, the award of a supply to entities related to the Public Administration or private individuals², paying remuneration that is not adequately justified in relation to the type of activity to carry out, in order to obtain benefits and promote the interests of the Company.

The process could also be instrumental in the perpetration of offences against the person and the employment of illegally-resident foreign nationals by, for example, awarding professional assignments to consultancy firms that force into or keep in slavery or servitude and that traffic individuals and/or employ illegally-resident foreign nationals and/or by awarding professional assignments to illegally-resident foreign nationals.

Similarly, the process of managing payments for consulting and professional services could be one of the instrumental ways in which certain crimes involving non-cash payment instruments could be committed through, for example:

- transactions arranged, through the improper use of credit or payment cards (or other non-cash payment instrument) that a manager or employee of the Company has at his or her disposal for reasons of service or office;
- use, in the execution of payments as part of the Company's transactions, of payment instruments other than cash, to which a person in charge or an employee of the Company has access as part of his or her work activity, for a purpose other than that of the payment order;
- embezzlement, by artifice and/or deception (e.g., using forged documents or with other fraudulent means) or by misleading the third party or by other expedients, of access codes/credentials to non-cash payment systems of third parties, aimed at the movement of financial flows;

in order to obtain advantages and/or favour the interests of the Company.

The contents of this Protocol are aimed at ensuring that the Company complies with current legislation and the principles of transparency, fairness, objectivity and traceability in the performance of the activity in question.

¹ Consultancies and professional services include, besides contracts signed with legal entities or natural persons - consultants, freelancers, sole proprietorships - with VAT number, also called "atypical contracts"; in particular, this category includes appointments for consultancies/professional services/appointments given to natural persons, usually without a VAT number, such as freelancers, occasional contracts, sales of intellectual works, etc.

²The term **private individuals** refers to persons, at another private body/company, holding the role of administrator, director/secretary general, managers responsible for preparing the Compagnia's financial reports, auditors, liquidators or persons under the direction or supervision of the above.



The Protocol applies to all the Company's structures/units that, in carrying out their activities, are involved in any capacity in the process to manage consultancies and professional services.

Please note that, for the purposes of this document, professional assignments refer to consultancies or intellectual services of any kind, both those provided by professional private individuals and by companies (hereinafter, jointly referred to as "professionals").

This Protocol therefore excludes activities concerning the purchase of goods and services other than consultancies and professional services, as defined above, for which reference is made to the specific "Protocol for the management of suppliers and purchasing procedures for goods, services and works".

2. Responsibilities and rules of conduct and control

The management of consultancies and professional services is broken down into the following stages:

a) Request for services

Requirements to use professional services are identified by the Requesting Unit, or structure where the need is reported in writing to the structure responsible for the supply procurement process.

b) Selection of the professional

The professional is selected as a rule by the structure responsible for the supply procurement process, based on criteria of competence, reliability and cost-effectiveness. In particular, the professional is evaluated based on the following aspects:

- experience in the sector;
- conditions applied based on previous consultancies of professionals concerning similar subjects and based on the estimate (e.g. the cost of the consultancy, any additional costs, flexibility, service quality, operating times, payment terms and conditions);
- professionals holding good references and previously selected for the same type of service;
- a suitable organisational and financial structure;
- the absence of conflicts of interest.

In particular, in order to avoid conflicts of interest, the Company is prohibited from establishing relations for consultancies or professional services with subjects that hold positions on Statutory Boards, or with organisations and companies in which a material investment is held or a significant influence is exercised over the management.

If the Company establishes relations for consultancies or professional services with:

- direct family relations of members of their own Governing Bodies or with persons with whom such individuals are known to have close ties,
- bodies/companies in which direct family relations of members of their own Governing Bodies (or persons with whom such individuals are known to have close ties) hold a significant stake or exert a significant managerial influence,
- direct family relations of their employees,
- bodies/companies where direct family relations of their employees hold a significant stake or exert a significant managerial influence

the Units Requesting the above consultancies/professional services, if aware, are required to notify the Supervisory Body as part of periodic information flows sent to it.

For professional assignments individually exceeding €5,000³ (excluding VAT), the professional is usually chosen after considering at least three estimates, from different parties, and in any case following selection mechanisms that ensure the transparency of the selection process and the assignment's cost-effectiveness and efficacy⁴. The entire selection phase must be documented with evidence of the comparisons and evaluations made.

Exceptions may be made in one of the following circumstances:

- if there is only one⁵ qualified professional to perform the requested service;
- if there are strategic professionals with whom the Company has an ongoing business relationship, which if interrupted could have negative effects on the general economy of management processes and/or project activities involved;
- in the case of supplies on a use-only basis⁶, where a professional has been identified following an initial selection procedure among several subjects, and is therefore involved, from time to time and when required, for individual services at previously defined contract conditions ("framework agreements"); in these cases, the framework agreements stipulated must be updated through market analysis and/or new selection procedures;
- In urgent cases due to unforeseeable circumstances (such as the sudden unavailability of a professional).

In the case of a direct award based on one of the above circumstances, the reasons for the choice must be indicated in writing, and kept in the relative file by the structure/unit responsible for the selection; The exception must be duly corroborated and authorised by the person with appropriate expenditure powers.

If highly specialist consultancies/professional services are required, relative professionals may be directly identified by the Requesting Unit.

As regards the procurement of consultancies and professional services for amounts of more than 200,000 euros (excluding VAT), the Company follows particular selective procedures.

In particular, based on specific circumstances and/or the nature of the consultancy/professional service, the Company selects one of the following award procedures:

- a selective open procedure with the publication of a tender on the Company's website (and/or another communication/media channel considered appropriate), with subsequent publication of the final ranking;

³ For the purposes of complying with the **limit of €5,000** (excluding VAT), a single transaction also refers to a set of transactions that, although individually below the amount indicated, are collectively linked and therefore, considered altogether, exceed the relevant threshold.

⁴ In cases where the awarding entity determines in advance the sum to assign for a given service (typically in cases where internal policies have been previously defined on the remuneration for consultancies/services and/or standard prices" that are readily identifiable on the market for similar services), the selection may be made by comparing curricular (a minimum of three), as in these circumstances, the competencies/experience of the service provider are an essential factor for the evaluation.

⁵ For individual appointments for intellectual, artistic, scientific and cultural services, the single factor aspect may also depend on non-market comparability, as this is strictly related to personal aspects such as the particular abilities/expertise/knowledge of the service provider and/or his/her particular performance/interpretations.

⁶The term means supplies for services provided on request of the client at previously established prices, with invoicing to the client based on the actual use of the service over a given period.



- a restricted selection process, with no public call for tender, involving at least five specialised professionals (if available on the market), chosen on the basis of market research or from lists of professionals provided by the unit responsible;

As an exception to the above - a negotiated procedure (or private negotiations) may be followed, only in the following cases:

- if no offer, suitable offer or application has emerged from an open or restricted selection process. For the negotiated procedure, however, the original terms of the contract cannot be significantly changed;
- if, for artistic reasons (and/or for "eminent" persons) or reasons to do with protecting exclusive rights, the contract can only be awarded to a specific party;
- insofar as is strictly necessary, where extreme urgency owing to unforeseeable events does not permit an open or restricted process; the circumstances referred to justifying the extreme urgency must not be attributable to the Company, nor to the delegated structure.

c) Drawing up the contract and awarding the assignment

The award of the mandate/assignment to the professional shall be by means of a written document (e.g. a contract, request for an opinion or consultancy assignment).

The assignment shall include information on the rules of conduct adopted by the Company regarding:

- the Organisational, Management and Control Model;
- the consequences that could arise, with regards to the contractual relationship, from conduct contrary to the provisions of the Organisational, Management and Control Model and the regulations in force.

As regards the professional services or consultancies, the appointment is awarded by the delegated person signing the mandate, based on the person delegated based on provisions in the articles of association and/or the system of mandates and powers in use, signing the contract or order. Before drawing up the contract, therefore, the unit responsible for selecting the professional ensures that authorisation has been given for such expenditure by the delegated party.

d) Service assessment

The Requesting Unit monitors performance by appraising the service provided by the professional in executing the contract, in terms of quality of service, compliance with agreed deadlines and delivery of the expected results; at the end of these checks, in the absence of non-conformities, the Requesting Unit orders the validation of the service (so-called performance).

The unit responsible for payment arrangements carries out administrative checks (e.g. fees agreed and costs incurred by the professional).

With specific reference to expenses incurred by the professional, the Company may reimburse expenses that:

- pertain to the assignment;
- are accompanied by receipts valid for tax purposes;
- were agreed upon in the assignment contract/letter;
- are included in the invoice/bill.



e) Authorisation to pay for the service

Prior to payment, the unit responsible for paying for the service verifies that:

- the Requesting Unit confirmed delivery ("performance");
- the assignment contract/letter corresponds to the invoice/bill⁷.

The control system for the process described above is based on a number of key elements to ensure the objectivity and transparency of decisions taken. In particular:

- clear allocation of powers authorising the persons responsible to procure consultancies and professional services;
- the traceability of the decision-making process, from awarding the contract and authorisation to payment of the bill/invoice, by -
 - documenting each step of the process, especially the selection of the professional, along with the reasons for the decision, the assessment of the effectiveness of the service provided, and the relevance and appropriateness of expenses;
 - filing documents at the unit responsible relating to selection and award of the assignment to the professional;
 - filing documents at the unit responsible regarding payment for the service provided.

With reference to the use of IT systems to support the process for awarding professional services to companies or natural persons with a VAT number, the recipients of this Protocol shall observe any indications in the "Protocol for the management and use of IT systems and information assets", in terms of operating responsibilities, principles of control and conduct.

Based on the current organisational structure, the following individuals/bodies/structures/units take part in activities relating to the management of consultancies and professional services:

- The Board of Directors is responsible for approving the awarding of assignments to professionals where the type of assignment and/or the amount payable do not fall under the authority of other bodies/persons within the organisation based on statutory provisions or by existing mandates and powers;
- The Director is responsible for:
 - approving the award of assignments to professionals, for all assignments coming within their spending powers, as defined by mandates and powers in force;
 - signing the assignments entrusted to professionals, including those approved by the Board of Directors;
 - monitoring service performance and confirming its correct delivery for the payment of invoices, in the event that the Director is the only person able to provide an assessment of the service received;
 - authorising the payment of invoices/bills for professional services;

⁷ For some cases of payments ordered in favour of consultants/professionals, the adequacy check with respect to the goods supplied (and sometimes to the invoices) is not feasible; for example, these are down/advance payments or payments made for purchases on e-commerce portals and/or websites that require the balance to be paid when placing the order (however, the latter case is extremely rare with regard to consulting/professional services).



- Other parties with spending powers are responsible for approving and signing to award the assignment to professionals for all tasks coming within the scope of their powers, as defined by existing mandates and powers;
- The Requesting Unit is responsible for:
 - formalising the need to use external services, giving justifications for any exceptions in writing;
 - monitoring service performance and confirming its correct delivery for the payment of invoices;
 - where provided for, requesting and evaluating, with regard to consultancy and professional services of a particularly specialised nature relating to the Company's institutional activity and the offers received and selecting professionals;
- Progetti Innovazione Soluzioni Management srl (PR.I.S.MA.) is responsible for:
 - selecting professionals, apart from in exceptional cases, which must be justified, corroborated in writing and authorised by the person with the appropriate spending powers at the Company; where required, supporting the Requesting Unit in selecting professionals for the procurement of highly specialist professional consultancies and services;
 - assessing the related regulatory aspects, according to the type of contract chosen, for the award of assignments to professionals;
 - drawing up the assignment contracts/letters;
 - checking that authorisation has been given for such expenditure by the delegated parties;
 - checking that the Requesting Unit confirmed the receipt of professional service;
 - checking that the assignment contract/letter corresponds to the invoice/bill;
 - arranging payments, after carrying out the above checks;⁸
 - entering assignment invoices/letters and corresponding payments in the accounts;

The Company's units involved in any capacity in the process to manage consultancies and professional services adapt to the rules in this Protocol, to applicable legal provisions as well as the rules of conduct referred to in the Organisational, Management and Control Model of which this Protocol is an integral part.

Where appropriate, the Company uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

⁸ See note 7 above.

Specifically, it is prohibited to:

- provide services or make payments in favour of staff, consultants, partners or other third parties that operate on behalf of the Company that are not adequately justified in the context of the contract and by practices applicable at local level;
- offer, promise or pay - also through third parties - sums of money or other benefits not due to subjects attributable to the Public Administration or to private individuals, with the aim of promoting or encouraging the Company's interests, also following undue pressures;
- resort to any forms of aid or contributions that - disguised as sponsorships, assignments, consultancies or advertising - in fact have the same, prohibited purposes described above;
- pay invoices/bills in the absence of checks on the professional services actually being received or that are not adequately justified in the context of the contract and by practices applicable at local level;
- create funds to cover procurement of professional services that are non-existent, in whole or in part;
- order transactions, through the improper use of credit or payment cards (or other non-cash payment instrument) that a manager or employee of the Company has at his or her disposal for reasons of service or office;
- use, in the execution of payments as part of the Company's transactions, of payment instruments other than cash, to which a person in charge or an employee of the Company has access as part of his or her work activity, for a purpose other than that of the payment order;
- appropriate access codes/credentials to non-cash payment systems from third parties, by means of artifice and/or deception, by misleading them or by other expedients.

Moreover, in order to prevent the commission of criminal offences against the individual, the crime of employing illegally-staying third-country nationals, occupational health and safety crimes, the Company shall request its consultants/professionals, with specific reference to contract clauses, to comply with legal obligations concerning:

- the protection of minors and women,
- health and safety conditions,
- trade union rights or in any case rights of association and representation;
- immigration and regulations on foreigners,

and the correct application of national or local collective agreements adopted (or industry agreements), with particular reference to provisions on salary levels, working hours, rest periods, weekly rest, mandatory leave and holidays.

3. Information flows to the Supervisory Body

The Company's structures/units involved in the processes covered by this protocol shall report on a quarterly basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, regarding:

- mandates (and any sub-mandates) concerning the management of costs and payments assigned within the organisation;
- the list of all consultancies, partnering and professional services assigned in the reporting quarter;



- list of non-cash payment instruments in use and/or adopted by the Company.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.

PROTOCOL FOR THE MANAGEMENT OF GIFTS AND ENTERTAINMENT EXPENSES

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct for the management of gifts and entertainment which Company must observe.

Pursuant to the above regulations, the process in question could constitute one of the instrumental ways of committing the criminal offences of corruption, including private-to-private corruption and incitement to private-to-private corruption, and illegal inducement to give or promise benefits. The non-transparent management of the process in question could, in fact, allow for the commission of these criminal offences, for example through recognising/granting benefits to members of the Public Administration in order to promote the interests of the Company or the generation of funds to use to commit the criminal offences in question.

The contents of this Protocol are aimed at ensuring that the Company complies with current legislation and the principles of transparency, fairness, objectivity and traceability in the performance of the activity in question.

The Protocol applies to all the Company's units that, in carrying out their activities, are involved in any capacity in the process to manage gifts and entertainment expenses.

The Company's units involved in any capacity in the process to manage gifts and entertainment expenses adapt to the rules in this Protocol, to applicable legal provisions as well as the rules of conduct referred to in the Organisational, Management and Control Model of which this Protocol is an integral part.

Where appropriate, the Company uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

For the purpose of this Protocol, the following definitions apply:

- gifts are mainly:
 - tickets and/or passes as well as hospitality services provided during events organised by the Company;
 - free gadgets handed out during events organised by the Company, or during institutional activities, including institutional relations with reference entities;
- entertainment expenses mean expenses incurred by the Company to promote, enhance and improve its image. Entertainment expenses include hosting and hospitality expenses (e.g. hotels, restaurants).

2. Responsibilities and rules of conduct and control

The processes for the management of gifts and entertainment expenses concerns the purchase of goods intended to be gifted, as a courtesy, to third parties such as beneficiaries of the donations, public institutions or other organisations, employees and collaborators.

These processes are based on the system of mandates, internal regulations on expenditure and other provisions in the “Protocol for the management of suppliers and purchasing procedures for goods, services and works”, in terms of operating responsibilities, principles of control and conduct.

The control system for the process described above is based on a number of key elements to ensure the objectivity and transparency of decisions taken. In particular:

- as regards goods to be used as gifts and entertainment expenses, the approval of the purchase request, supplier selection, conclusion of the contract and issue of the order are exclusively carried out by individuals vested with the appropriate powers based on the system of mandates and powers;
- traceability of the process through:
 - documentation of all activities making up the process by the different structures/units involved;
 - archiving the hardcopy and/or electronic documentation referred to above at each structure involved, for the aspects within their competence.

Based on the current organisational structure, the following individuals/bodies/structures/units take part in activities relating to the management of gifts and entertainment expenses:

- The Director is responsible for:
 - authorising the disbursement of gifts by the Company and, within the limits of the expenditure, orders for the supply of goods to be given as gifts;
 - authorising the entertainment expenses, where the Manager of the unit requesting the expense does not have the appropriate powers, or if the amount of the entertainment expenses is greater than the authorised spending limit of the requesting unit's Manager;
- Managers of the units are responsible for:
 - managing the possible granting of gifts by its units to third parties, subject to authorisation by the Director;
 - checking and authorising the entertainment expenses of their unit, within the limits of spending powers assigned by the system of mandates and powers in use;
 - reporting the entertainment expenses incurred by their unit, including details on the type, cost and beneficiary, as well as the date and purpose of the entertainment;
- Progetti Innovazione Soluzioni Management srl (P.I.S.MA.) is responsible for arranging for payments connected with gifts and entertainment expenses, only for expenses previously authorised by persons delegated based on the system of mandates and powers in use.

Expenses for gifts are permitted provided they are of modest value¹ and consistent with generally accepted business practices and, in any case, do not compromise the integrity and reputation of one of the parties and do not affect the independent judgment of the beneficiary.

In particular, the Company prohibits:

- offering gifts or give donations to persons of external relevance, including public entities, public institutions or other organisations, except as provided for in this Protocol;

¹ A limit of 150 euros has been established, based on applicable external regulations.

- giving cash or securities (e.g. financial instruments);
- reimbursing entertainment expenses which are not duly justified and/or were for the purpose of promoting or furthering the Company's interests, following unlawful pressure.

3. Information flows to the Supervisory Body

The Company's structures/units involved in the processes covered by this protocol shall report on a quarterly basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, the following data/information concerning the reporting quarter:

- list of gifts given indicating the type, unit cost, beneficiaries and reason/occasion;
- the type and amount of entertainment expenses incurred.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.



PROTOCOL FOR THE MANAGEMENT OF PERSONNEL RECRUITMENT, HIRING AND EVALUATION

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct that Company must comply with during the process of personnel recruitment, hiring and appraisal (for both fixed-term and permanent employees).

Pursuant to the above regulations, the process in question could constitute one of the instrumental ways of committing the criminal offences of corruption, including private-to-private corruption and incitement to private-to-private corruption, and illegal inducement to give or promise benefits.

A lack of transparency in managing the process of personnel recruitment, hiring and appraisal could enable the commission of certain offences such as making promises to representatives of the Public Administration to hire them or persons indicated by them, with the aim of influencing their independence of judgment or obtaining any type of advantage for the Company.

This process could be instrumental in committing the criminal offence of employing illegally-staying third-country nationals, by, for example, hiring a foreigner without a valid residence permit or criminal offences for the purpose of terrorism or the subversion of democracy.

The contents of this Protocol are aimed at ensuring that the Company complies with current legislation and the principles of transparency, fairness, objectivity and traceability in the performance of the activity in question.

The Protocol applies to all the Company's structures/units that, in carrying out their activities, are involved in any capacity in personnel recruitment, hiring and evaluation.

The Company's structures/units involved in any capacity in personnel recruitment, hiring and evaluation, adapt to the rules in this Protocol, to applicable legal provisions as well as the rules of conduct referred to in the Organisational, Management and Control Model of which this Protocol is an integral part.

Where appropriate, the Company uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

2. Responsibilities and rules of conduct and control

The control system used to monitor the process of staff selection, recruitment and assessment must be based on key factors including the clear assignment of roles and responsibilities, the identification of powers of authorisation, as well as traceability of documents to ensure transparency of the decisions made. All documents concerning the working life of employees are kept in specific folders. These folders are stored in archives that only a limited number of authorised persons have access to.

Specifically, the process of personnel selection, recruitment and assessment comprises the following phases:

- a) Establishment of need and request for a new resource



The need to introduce a new resource is identified by the Requesting Unit, i.e., the offices where the need arises, which, with the assistance of other units if needed, prepares a specific job description and forwards it to the unit responsible for recruitment;

b) Consistency assessment of the request

Based on requests received to hire staff, the unit responsible for recruitment evaluates the consistency of the request with organisational development plans, and the possibilities for replacement, as well as budget controls;

c) Recruitment

The resources to be hired are usually identified through a selection procedure involving a number of job applicants.

Before recruiting from the market, the unit responsible for carrying out the hiring and selection process checks for any suitable resources to hold the position on the staff of the Compagnia di San Paolo Company, the other Auxiliary Bodies and/or the consortium company Progetti Innovazione Soluzioni Management scrl (PR.I.S.MA.).

At least two interviews are held before hiring a person, in order to assess their technical skills and suitability for the job. The interviews involve the unit responsible for the selection process, and during the recruitment stage, a Head of the Requesting Unit. Process traceability and decisions are guaranteed using forms which, during the recruitment process, are used to obtain information on the candidate's professional experience and to identify any relatives or close relations with subjects related to the Public Administration, Politicians, members of Statutory Bodies and employees of the Company, Compagnia di San Paolo and its other Auxiliary Bodies. If, for organisational reasons, the Company identifies resources to hire without adopting a recruitment procedure (for example when hiring people who have already worked with the Company), the process must be traceable in any case and the reasons for this choice and for identifying the resources must be given in detail, in writing and approved by the unit responsible for hiring.

d) Recruitment

When hired, the Company requests the selected applicant to submit the documents needed to complete the recruitment process in compliance with applicable laws and regulations. If foreign citizens are hired, a prio check is carried out on whether they hold a valid residence permit or starts the process for applying for a residence permit, also taking care of its periodic renewal.

e) Employee assessment

When preparing the budget, the Company determines the estimated cost to allocate to possible career advancements and the bonus scheme.

The performance of resources is appraised each year by respective managers, based on some previously defined appraisal factors.

The annual performance evaluation feeds into the employee incentive scheme, if any, by awarding certain bonuses to resources based on the remuneration policy established by the Board of Directors and the career development system.

Renewals/transformations of employment contracts of employees already hired by the Company, or the hiring by the Company of employees of the Compagnia di San Paolo, its other Auxiliary Bodies or the consortium company PR.I.S.MA. are not considered as a "new" hire and, save for the requirement to hire employees in keeping with the internal system of mandates and powers and in compliance with applicable internal/external regulations, the provisions in points a) b) c) and d) above do not apply.



Based on the current organisational structure, the following individuals/bodies/structures/units take part in the process to recruit, hire and appraise employees:

- The Board of Directors is responsible for deciding on issues relating to hiring and salary policies; as part of the previously approved budgets and in compliance with the system of mandates and powers in place at the Company, the Board may delegate powers of authorisation to persons in the unit for issues related to recruitment, defining the scope and procedures;
- The Director is responsible for:
 - submitting proposals concerning remuneration policies to the Board of Directors and implementing the related resolutions adopted by the Board;
 - overseeing the staff selection process illustrated above, coordinating the activity of the units, from time to time, involved in this process;
 - carrying out all activities related to personnel management and taking all necessary actions, except for those activities under the responsibility of the Board of Directors;
 - informing the Board of Directors of measures adopted as part of employee remuneration policies (e.g. the amount of bonuses paid, promotions, salary increases);
- PR.I.S.MA. is responsible for:
 - supporting the Company, before proceeding with the research of the candidate towards the external market, in the evaluation of replacement opportunities;
 - supporting the Company in the selection of employees also through participation in selection interviews to evaluate the aptitude of candidates;
 - taking care of the implementation of the administrative requirements related to the recruitment of employees and the implementation of remuneration policies and the incentive system for the staff, in coordination with the Company;
 - requesting the selected applicant, at the time of his/her hiring, to submit the documents needed to complete the recruitment process in compliance with applicable laws and regulations;
 - verifying, in the case of recruitment of foreign citizens, that he/she holds a valid residence permit or initiating the process for applying for a residence permit, also taking care of its periodic renewal;

Moreover, in compliance with Legislative Decree 231/2001, it is prohibited to promise or grant promises - also through third parties - to hire persons of external significance for the Company, in order to influence the independent judgement or ensure any benefit for the Company.

3. Information flows to the Supervisory Body

The Company's structures/units involved in the processes covered by this protocol shall report on a quarterly basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, the following data/information concerning the reporting quarter:

- list of active employment contracts (including renewals/extensions and transformations of employment relationships), indicating, for new hires, the recruitment procedures identified and any connections with members of the Public Administration, Politicians, members of Statutory Bodies and employees of the Company;



- mandates (and any sub-mandates) concerning the management of personnel assigned within the organisation;
- the number and amount of bonuses and/or other rewards (promotions, salary increases, etc.), assigned to employees;
- disciplinary measures imposed on employees;
- list of training courses attended by employees indicating the type and unit cost per participant.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.



PROTOCOL FOR THE MANAGEMENT OF WORKPLACE HEALTH AND SAFETY

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct regarding the management of workplace health and safety obligations by the Company.

Pursuant to the above-mentioned regulations, managing the obligations on workplace health and safety may present potential opportunities for the offences of manslaughter or serious or grievous bodily harm through negligence to be committed, in breach of the rules on the protection of occupational health and safety.

This document, in accordance with the Consolidated Law on Occupational Health and Safety (TUS, Italian Legislative Decree 81/08 and subsequent amendments), with particular reference to Article 30 "Organisational and Management Models", is aimed at identifying the rules of conduct and control to be adopted by all those that monitor workplace health and safety compliance; all employees of the Company; all those operating under the mandate or on behalf of the Company and its Auxiliary Bodies; and those who, while not functionally linked to the Company, act under the direction or supervision of their Management Bodies.

The Company's structures/units involved in any capacity in occupational health and safety, adapt to the rules in this Protocol, to applicable legal provisions as well as the rules of conduct referred to in the Organisational, Management and Control Model of which this Protocol is an integral part.

The recipients of this Protocol must observe the provisions in the "Protocol for the management of relations with persons of external relevance", in terms of operating responsibilities, principles of control and conduct.

Where appropriate, the Company uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

2. Responsibilities and rules of conduct and control

All units of the Company must comply with obligations in applicable occupational health and safety regulations (Legislative Decree 81/08 as amended), and with the provisions of the Company, to safeguard the health and safety of workers, and promptly notify, to units identified and as described in internal procedures, any sign of risk/hazards, incidents (regardless of their severity) and violations of the rules of conduct and internal procedures.

Below, set out by theme, are the rules of conduct and control that the target recipients must follow in managing the system of occupational health and safety.

- a) Observing technical and structural legal standards relating to equipment, facilities, workplaces and chemical agents

The Employer, assisted by safety officers (if any), the safety supervisors and the Health and Safety Officer ("RSPP") guarantees the conformity of systems, equipment and workplaces to regulations, assisted by third-party consultants if necessary.

- b) Risk assessment and the provision of health and safety measures



The Employer, assisted by the RSPP, the Occupational Physician and consulted persons, Workers' Representatives for Safety – ("RLS"), assesses all risks associated with the activity and processes and formalises the risk assessment report. As required by the Consolidated Law on Occupational Health and Safety (TUS - Italian Legislative Decree 81/08 as amended), the risk assessment report includes health and safety measures and action plans for their implementation.

The document must be revised in the event of changes in work organisation that are relevant to worker health and safety, following major accidents or when deemed necessary by health inspections.

Assisted by the safety officers (if any) and the RSPP, the Employer shall also:

- define, issue and circulate operating procedures to all workers designed to guarantee workplace health and safety;
- ensure each worker has access, at no cost, to any personal protective equipment prescribed for the task being performed (as per the specific risk assessment), with the option of making a formal request, where deemed necessary, for specific equipment associated with the employee's physical requirements.

At legally accessible sites, and for jobs outsourced to third-party companies, the Employer will ensure full compliance with Article 26 of the TUS. Specifically, the Employer, assisted by the safety officers (if any) and the RSPP, shall ensure:

- cooperation in implementing health and safety measures to prevent occupational risks/accidents in completing the job covered by the contract;
- coordination of the health and safety measures that reduce the risks to which workers are exposed (in order to eliminate risks due to interference between the activities of the various firms involved in executing the contract);
- verification, with the assistance of the units involved, of each contracting company's technical and professional suitability.

Cooperation and coordination is promoted, in the cases provided for by paragraphs 3 and 3bis of Article 26 of Legislative Decree 81/08 by preparing a single risk assessment report indicating the measures taken to eliminate or, if this is not possible, to minimize the risk of interference (DUVRI). The document is attached to the service or work contract.

If activities of an intellectual nature are assigned to third parties and in the cases provided for by paragraphs 3 and 3bis of Article 26 of Legislative Decree 81/08 in which a single risk assessment report (DUVRI) is not required, the Employer, assisted by safety officers (if present), provides adequate disclosure on specific risks existing in the workplace, its own legal availability, where third parties will operate and related prevention and emergency measures to adopt.

If the specifications of the works carried out bring them within the scope of Title IV of the TUS (temporary or mobile sites), the person identified as the "Client" for the job (Employer of the Company) sees -if need be - to the appointment of a Works Manager and of Safety Coordinators for planning and execution, as well as the checking of safety conditions for the works, falling within the scope of Section IV of the TUS, outsourced to third parties.

Individual sub, service and supply contracts include the safety costs for the job, in particular those regarding the specific contract.

For contracted or subcontracted jobs, workers employed by the contractor or subcontractor shall carry appropriate photographic ID, including the worker's personal details, hire date and employer.

c) Health Surveillance

It is the Employer's responsibility, assisted by safety officers (if any) to monitor health surveillance carried out by the Occupational Physician, who shall be provided by the Employer with suitable areas and tools for performing the tasks assigned, recording the satisfaction of the legal requirements set out below and archiving the associated documents.

It is the Occupational Physician's responsibility, without compromising mandatory checks required by law, to assess the suitability of the surveillance programme and upgrade it if necessary as needs arise.

d) Training and Information on Workers' Health and Safety

- As per the applicable regulations, and with the support of safety officers (if any), the safety supervisors and RSPP, the Employer provides for:
- organising and delivering generic and specific training programmes for employees on workplace health and safety;
- organise and deliver specific training programmes (e.g., specific courses for workers' safety representatives, supervisors, refresher courses on first aid, courses for fire prevention teams, etc.);
- a system for recording training data for each employee; specifically, the system must record the employee's level of training upon hiring and the courses attended during his/her professional career at the Company. The relevant documents shall be archived.

e) Management of emergencies

It is the Employer's responsibility, with the assistance of the safety officers (if any) and the RSPP, to draw up Emergency and Evacuation Plan for the site where the Company's operators work, ensure the plan is updated and in line with the risk assessment and provide for periodic evacuation drills of those present in the work place. The drills are logged and stored in the HSM's records.

The Plan sets out the most appropriate sequence of actions in response to specific "incidents" (e.g. injury or illness, fire, earthquake or other natural disasters) and appropriate first aid for any casualties, along with specific rules of conduct for each group likely to be involved (e.g. the emergency manager, first aid personnel, workers, the supervisory body, external companies and fire prevention personnel).

For the overall Plan, all workers receive training as part of the general internal training programme.

f) Safety Meetings and Consultations

The Employer convenes an annual meeting, as required by Article 35 of the TUS, attended by the Employer (or his/her representative), the RSPP, the Occupational Physician and the RLS. The meeting examines the following aspects, as required by law:

- an analysis of the risk assessment document;
- the level of industrial accidents and occupational diseases;
- the criteria for selection, technical specifications and effectiveness of personal protective equipment;
- progress of employee training on workplace health and safety.

At the meeting, reports/recommendations on safety are also collected from all those attending, especially the RLS.

The concerns highlighted at the meeting form the basis of worker health and safety enhancements by detailing improvement actions to undertake, identifying those responsible for their execution and setting a time frame for their implementation.

The RLS are consulted by the Employer in cases indicated in Article 50 of the TUS.

g) Monitoring and the Disciplinary System

With the involvement of the safety officers (if any) and safety supervisors, the Employer monitors observance, including by employees, of the regulations and obligations on occupational health and safety, as well as of the rules on conduct and control specified in this Protocol.

The disciplinary system, as set out in the Company's Organisational, Management and Control Model, is applicable in cases of non-compliance with external regulations and obligations regarding occupational health and safety, as well as with the rules of conduct and control referred to in this Protocol.

Based on the current organisational structure, the following individuals/bodies/structures/units take part in activities relating to the management of occupational health and safety:

- The Employer is responsible for carrying out the tasks that may not be delegated, as specified in Article 17 of the TUS, and in particular:
 - the assessment of all risks associated with the activity;
 - the appointment of the Health and Safety Manager;
 - the surveillance of safety officers (where present).
- The Employer, assisted by the safety officers (if present) is responsible for complying with Article 18 of the TUS, and specifically for:
 - promoting cooperation and coordination on activities outsourced to third-party companies at legally accessible sites;
 - ensuring workers receive appropriate information/practice/training;
 - defining and implementing measures to control situations of risk in the event of an emergency;
 - ensuring the regulatory compliance of facilities, equipment and workplaces;
 - monitoring compliance, including by employees, with the regulations and obligations on occupational health and safety;
 - calling and participating in periodic safety meetings.
- The Health and Safety Officer (RSPP) is responsible for complying with Article 33 of the TUS, and specifically for:
 - assisting the Employer in the risk assessment and in preparing the Emergency and Evacuation Plan;
 - offering worker training programmes;
 - assisting the Employer in ensuring facilities, equipment and workplaces are compliant with the regulations;
 - participating in periodic safety meetings.
- The Occupational Physician, responsible for complying with articles 39 and 41 of the TUS, and specifically for:



- working together with the Employer on risk assessment;
 - verifying workers' suitability for the specific task assigned and preventively ensuring that no indications exist to the contrary;
 - regularly checking workers' health and giving an assessment of their suitability for the specific task;
 - updating and safeguarding each worker's medical and risk file;
 - formalizing and communicating the outcome of analysis to workers, including suitability assessments, issuing two copies (one to the worker and one to the Employer to keep on file);
 - participating in periodic safety meetings.
- Emergency management team members, a role held in the field of fire prevention and first aid by some workers of the Company duly appointed and trained in accordance with the law.
 - The Workers' Safety Representatives (RLS) are responsible for complying with Article 50 of the TUS, and specifically for:
 - representing workers proactively and effectively;
 - participating in mandatory training and refresher courses;
 - promptly informing the Employer/safety officers (if any) of hazard situations or nonconformities in the workplace
 - participating in periodic safety meetings.
 - Safety officers, a role covered upon designation by the Employer by some workers of the Company duly appointed by law, are responsible for implementing the provisions of Article 19 of the TUS and specifically for:
 - overseeing and monitoring compliance by individual workers with their legal obligations, as well as the company provisions on health and safety in the workplace and the use of collective means of protection and personal protective equipment made available to them and, if necessary detection of conduct that does not comply with the provisions and instructions given by the employer and managers for the purposes of collective and individual protection, taking action to change non-compliant conduct by providing the necessary safety instructions. In the event of one-time or reiterated failure to implement the provisions, interrupting the worker's activity and informing his/her supervisors;
 - promptly reporting hazard situations or nonconformities in the workplace to the Employer/safety officers (if present), as well as violations of external regulations and internal provisions on occupational health and safety;
 - requesting compliance with measures to control situations of risk in case of emergency and giving instructions to workers, in the event of serious, imminent or unavoidable danger, to abandon the work station or dangerous area;
 - temporarily interrupting the activity in the event of detection of any dangerous condition during oversight, of deficiencies of the means and work equipment if necessary and, in any case, promptly reporting the non-conformities found to the Employer and/or the safety officers (if any);
 - participating in mandatory training and refresher courses.
 - Workers appointed to manage emergencies are responsible for:

- participating in specific training and practice programmes organised by the employer;
- intervening in the event of an emergency, depending on his/her expertise and according to his/her role as described in the Emergency and Evacuation Plan.
- All Workers, responsible for complying with Art. 20 of the TUS, and specifically for:
 - observing, in general, external regulations and internal provisions on health and safety at work;
 - not performing, on their own initiative, operations or manoeuvres outside of their remit or that could compromise their safety or that of other workers;
 - participate in educational or training programs organized by their employer;
 - undergoing health checks envisaged by the TUS or in any case provided for by the occupational physician.

The Progetti Innovazione Soluzioni Management (PR.I.S.MA.) consortium company assists the Employer, and safety officers (if any), the RSPP and Occupational Physician in carrying out respective functions and, in general, the Company in monitoring occupational safety obligations.

In this regard, as part of the service agreements stipulated, year after year, between the Company and PR.ISMA., some of the activities related to the management of obligations regarding health and safety in the workplace are carried out with the company's support.

3. Information flows to the Supervisory Body

The Company's structures/units involved in the processes covered by this protocol shall report on a quarterly basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, the following data/information concerning the reporting quarter:

- a list (or updates to the list) of persons with occupational safety roles in the Company, indicating the role, powers assigned and (if requested for the role), the training courses attended;
- a list of inspections conducted by the RSPP and Occupational Physician of the Company's workplaces, indicating any critical aspects identified/findings made during the inspections;
- any updates made to the Company's Risk Assessment Documents and/or their new issue (for example if new sites are opened);
- the number of medical check-ups conducted for workers by the Occupational Physician;
- any accidents involving workers and/or occupational diseases diagnosed.

The Company's units, through the Employer, are also required to promptly inform the Supervisory Body, sending an email to odv@xkezerotredici.it regarding:

specifically:

- failure by employees and employees of contractors to observe workplace health and safety rules and the related measures adopted (and particularly, any disciplinary penalties applied);
- the beginning of criminal proceedings concerning occupational health and safety;
- communications to and from the authorities responsible for workplace health and safety;
- any findings from inspections or checks by the authorities responsible for workplace health and safety.



The Employer is required to inform the Supervisory Body promptly, sending an e-mail to odv@xkezerotredici.it, of accidents causing the death, serious or very serious personal injury of workers.

Additional information regarding the monitoring of safety in the Company's workplaces is also given to the Supervisory Body, in periodic meetings held with persons responsible for managing these obligations.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.

5. Applicable internal procedures/regulations

- Risk assessment report;
- Safety procedures:
 - Rules of general conduct;
 - Rules of conduct for fire prevention and emergencies;
 - Pregnant workers;
 - Manual handling of loads;
 - Waste management;
 - Travel;
 - Use of VDUs.



PROTOCOL FOR THE MANAGEMENT AND USE OF IT SYSTEMS AND INFORMATION ASSETS

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct which the Company must observe in managing and using its own IT systems and information assets, with particular reference to the following processes:

- the management and use of IT systems (including the procurement of products and software);
- the management and use of protected works;
- the management of documentation used in evidence.

Pursuant to the above regulations, the processes in question could constitute one of the ways of committing computer crimes and crimes infringing copyright.

The Protocol applies to all the Company's units that, in carrying out their activities, are involved in any capacity in managing the processes in question.

Where appropriate, the Company uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

With reference to the procurement of goods such as programmes/software, reference is made to the "Protocol for the management of suppliers and purchasing procedures for goods, services and works", in terms of operating responsibilities, principles of control and conduct.

2. Responsibilities and rules of conduct and control

Units of the Company that must manage activities connected with the risks of committing the above criminal offences in carrying out their activities, must:

- observe the procedures in this document, the provisions of existing laws, the rules of conduct in the Organisational, Management and Control model, and the provisions in policies and internal regulations governing the processing, protection and management of data/information;
- ensure that the activities related to the management and use of IT systems are based on the principles of fairness, transparency, accuracy and completeness.

Specifically, it is prohibited to:

- engage in conduct, also with the help of third parties, with the intent to gain access to the information systems of others for the purpose of:
 - illegally acquiring information contained in the above mentioned information systems;
 - damaging or destroying data contained in the above information systems;
 - illegally using IT and data transmission system access codes, as well as communicating them to others;
- engage in conduct aimed at the destruction or modification of electronic documents that serve as evidence;
- use or install unauthorised programmes;



- bypass or attempt to bypass IT security systems (e.g. Antivirus, Firewall, proxy server);
- leave Personal Computers unlocked and unattended;
- disclose personal authentication credentials (user name and password) for the internal network or for other websites/systems to others;
- illegally possess or share access codes to IT or data transmission systems of third parties or public entities;
- access the internal network and programs with a user identification code other than the one assigned;
- make illegal copies of computer programs or any other software applications;
- be in possession of any means to remove the protection devices of data processing programs, for the purpose of being able to make copies;
- carry out, through access to a computer network, unlawful conduct constituting intellectual property infringement, such as:
 - making protected intellectual property, or part thereof, available to the public, by introducing it into a system of computer networks through connections of any kind;
 - disseminating, in any form, intellectual property not intended for publication or misappropriation of their authorship.

Persons involved from time to time in managing the IT systems of the Company must take action in order to take actions necessary to:

- register the information systems used, indicating any applications that interface with systems run by the Public Administration//Supervisory Authorities;
- verify network and IT system security;
- identify any potential vulnerabilities in the IT control systems;
- assess the correct technical implementation of the "mandates and powers" system at the level of information systems and user authorisation for the correct segregation of duties;
- monitor and carry out the necessary activities for managing access to third-party IT systems;
- monitor the correct application of all measures deemed necessary to deal with cybercrime and illegal data processing;
- monitor the presence of improperly licensed or pirated software/programs on personal computers.

The above prohibitions are related to the following rules of conduct:

- work tools must be used in compliance with internal rules/procedures;
- user rights for IT applications, including applications that interface with systems of the Public Administration, are defined based on "profiles" that enable users to access the applications based on functions carried out within the Company (in compliance with the security policy adopted);
- user credentials must be periodically checked to prevent any erroneous access to application systems;

- access to reserved areas (such as server rooms, equipment rooms) must not be permitted for individuals without the appropriate authorisation, either temporary or permanent and, in any case, in accordance with current personal data protection regulations (internal and external);
- use of the IT systems for Internet browsing and e-mail is permitted for work-related purposes only;
- system logs must be monitored to check users access to the system;
- the rules to ensure the updating of user passwords for the various applications in use must be applied;
- monitoring is provided of the procedures to manage and maintain the security of the Company's technological infrastructure;
- the activities performed by third-party suppliers for:
 - networking;
 - application management;
 - hardware management;

must comply with internal principles and rules to safeguard the security of data and for the correct access to applications and IT systems by individuals, on the basis of pre-defined service agreements;

- controls must be carried out to check that third-party suppliers perform their duties in accordance with the provisions set out in the respective agreement.

Moreover, with specific reference to activities that could result in the commission of criminal offences infringing copyright, persons of the Company involved in any way must adopt procedures to prevent and/or stop this type of offence. Furthermore, it is specifically forbidden to:

- install, duplicate or disseminate programmes (software) to third parties without a suitable licence, or exceeding the rights permitted by the acquired licence (e.g. the maximum number of installations or users);
- download material illegally or send content protected by copyright to third parties;
- save in memory units content or files that are unauthorised or violate copyright;
- use, exploit, disseminate or unduly reproduce for any reason, and in any form, for gain or personal reasons, intellectual property of any kind protected by copyright.

Based on the current organisational structure, consisting of the Company and the consortium company Progetti Innovazione Soluzioni Management (P.R.I.S.M.A.), the activities related to the use and management of IT and telematic systems include, inter alia:

- ordinary management aimed at facilitating the proper functioning of information systems, including server management, management of access credentials and verification of software licenses;
- technical assistance on client and server, including the help desk service;
- design and identification of new IT solutions, including the definition of storage solutions;
- assistance on VoIP telephony and mobile telephony (configuration of workstations, activation of SIM options, interfacing with suppliers, etc.), identification of new potentially interesting solutions/offers;

- performing the role of system administrator.

PR.I.S.MA. also carries out the activity related to the creation of user profiles and the relative authorisations through a specific notification forwarded by the requesting units at the Company to the consortium company. The responsibility for defining access privileges of the users at the time of creating and modifying these in the event of organisational changes or operational needs lies with the Company, assessing - case by case - the possible need for a formal act of appointment as System Administrator of users with privileged access.

3. Information flows to the Supervisory Body

Units of the Company that must manage the processes in this protocol in carrying out their activities, must promptly notify the Supervisory Body, sending an email to: odv@xkezerotredici.it with the following information:

- any critical issues identified during the processes in question;
- any new at-risk activities and/or any changes made to existing at-risk areas under their responsibility.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.

5. Applicable internal procedures/regulations

- Procedure for the use of company IT and telematic systems, vpn access and credential management;
- Procedure for monitoring and managing data breaches.



PROTOCOL FOR THE MANAGEMENT OF ENVIRONMENTAL COMPLIANCE

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document explains the criteria and defines the code of conduct and principles of control in processes to manage environmental risk adopted by the Company, in order to prevent environmental crimes, as introduced by Article 25-undecies.

Pursuant to the above regulations, the processes to manage environmental risk could potentially constitute ways of committing the crime of violating regulations on waste management and on the correct management of ozone depleting coolants.

The contents of this Protocol are aimed at ensuring that the Company complies with current legislation and the principles of transparency, fairness, objectivity and traceability in the performance of the activity in question.

The Company's structures/units involved in any capacity in managing environmental obligations, adapt to the rules in this Protocol, to applicable legal provisions as well as the rules of conduct referred to in the Organisational, Management and Control Model of which this Protocol is an integral part.

Where appropriate, the Company uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

In particular, the Company has a specific internal procedure on the management of waste produced during normal activities, in order to provide practical, fundamental notions for a correct management of special waste and to represent the various obligations involved. This procedure is updated based on developments in the applicable legal framework and all employees of the Company are required to comply with the provisions it contains.

2. Responsibilities and rules of conduct and control

The process to manage environmental risks is based on the system of mandates, internal regulations and provisions in the "Protocol for the management of suppliers and purchasing procedures for goods, services and works" and the "Protocol for the management of relations with persons of external relevance".

The Director is responsible for issues connected with the management of the Company's environmental obligations, based on the system of mandates and powers in use. The Director, in turn, selects one or more persons/structures/units to manage and supervise the monitoring of environmental obligations.

Below, organised by area, are the rules of conduct and control that the target recipients must follow in managing environmental compliance.

a) Waste management

The Company does not produce special hazardous waste during its normal activities, but only office waste identifiable as municipal waste, which is not hazardous.

The Company is assisted by specialist suppliers to collect and dispose of its waste, and for this purpose, it selects companies that are potentially suitable for performing this activity requesting



relevant certification and analysing the validity. The Company stipulates contracts for waste transport and recovery/disposal services only with the aforesaid selected companies.

In these circumstances, the Company also checks, on delivery of the waste, that the appointed company is duly authorised and the vehicle is covered by the specific provision in effect and that the final-destination waste disposal/recovery plant has valid authorisation.

The Company also checks that contractors (maintenance companies) carry out their activities, according to a specific contract/work order, without leaving waste produced in areas managed by the Company, and manage the waste themselves.

b) Management of wastewater and prevention of soil, subsoil, surface water and groundwater contamination

The Company does not own industrial wastewater, as indicated in Article 74 of Legislative Decree 152/06 as amended, however it does produce waste water, which is discharged into the public drains; in this regard, the Company guarantees compliance with requirements in the regulations for the water operator's drains.

c) Management of atmospheric emissions

The Company ensures that periodic controls are carried out on the heating systems at the operating site, pursuant to applicable regulations.

d) Emissions of ozone depleting substances

The Company arranges, at mandatory intervals, for the periodic maintenance of cooling and air conditioning equipment and heat pumps if FGAS/ozone-depleting substances are present, to prevent leaks in the circuit.

e) Monitoring and the Disciplinary System

Activities are carried out to monitor the adoption of regulations and obligations on environmental management, as well as the principles of conduct and control in this Protocol.

The disciplinary system, as set out in the Organisational, Management and Control Model of the Company is applicable in cases of non-compliance with external regulations and obligations regarding environmental obligations, as well as with the rules of conduct and control referred to in this Protocol.

Based on the current organisational structure, the following individuals/bodies/units take part in activities relating to the management of environmental obligations:

- the Director is responsible for managing environmental obligations and, for this purpose, identifies one or more persons/units appointed to provide support in relation to the monitoring of these obligations.
- the Progetti Innovazione Soluzioni Management srl (P.R.I.S.M.A.) supports the Director in monitoring environmental obligations, also through coordinating and monitoring suppliers that provide activities for the Company connected with and/or that have an impact on environmental management.
- all personnel of the Company is responsible for being actively involved in the Company meeting environmental obligations, observing the regulations and internal procedures on environmental protection, in carrying out their duties.



3. Information flows to the Supervisory Body

The units of the Company involved in the processes covered by this protocol must promptly inform the Supervisory Body, sending an email to odv@xkezerotredici.it on:

- the opening of environmental-related criminal proceedings;
- reports of potential environmental pollution;
- powers concerning environmental management assigned within the organisation;
- communications to and from environmental management authorities;
- any findings from any inspections or checks by environmental management authorities.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.

5. Applicable internal procedures/regulations

- Safety procedures:
 - Waste management.



PROTOCOL FOR THE MANAGEMENT OF THE ACCOUNTS, FINANCIAL REPORTING AND TAX OBLIGATIONS

1. Objective and scope

In compliance with regulations on the administrative liability of legal entities (Legislative Decree 231/2001), this document defines the roles, operating responsibilities, principles of control and conduct which the Company must observe in managing activities related to bookkeeping, the preparation of the financial statements and obligations for tax purposes.

Pursuant to said legislation, the activities in question may present potential opportunities for committing the following tax crimes:

The contents of this protocol are aimed at ensuring that the Company complies with the current legislation and the principles of transparency, fairness, objectivity and traceability in the management of the activities in question.

The Protocol applies to all units of the Company that, in carrying out their activities, have to manage activities concerning bookkeeping, the preparation of the financial statements as well as tax obligations.

The Company's units involved in any capacity in the activities in question, adapt to the rules in this Protocol, to applicable legal provisions as well as the rules of conduct referred to in the Organisational, Management and Control Model of which this Protocol is an integral part.

Where appropriate, the Company uses internal regulations/operating policies to set out rules of conduct that add to and provide further detail on external regulations and the salient features of this Protocol.

2. Responsibilities and rules of conduct and control

The control system to monitor the process to manage activities related to bookkeeping, the preparation of the financial statements and tax obligations must be based on key factors including the clear assignment of roles and responsibilities, the identification of powers of authorisation, as well as the traceability of documents to ensure transparency of the decisions made.

In particular, the activities related to this Protocol cover the following main processes:

a) Accounting

The Company's accounting process identifies the main administrative events that determine an accounting entry within a defined time frame ("year").

With specific reference to this process, accounting records are kept according to principles of transparency, truthfulness, completeness, clarity, precision, accuracy and conformity to applicable regulations. Adequate documentation must be kept of each transaction that allows for the straightforward registration in the accounts, the reconstruction of the transaction and identification of any accountable persons.

Moreover, adequate supporting documentation must be kept for each accounting record that reflects a transaction, so that the reason for the transaction recorded and the relative authorisation may be identified. This documentation must be made readily available, and filed according to criteria that allow for easy consultation by internal entities and external control bodies.

Lastly, all units of the Company, involved in any capacity, are required to assist in the correct and prompt registration of all operations in the accounts and to take action so that operations are presented correctly and promptly, and the administrative/accounting system can achieve its aims.

b) Preparation of the Company's financial statements

This process specifically concerns all activities prior to preparing the financial statements of the Company.

In particular, the Company prepares its own financial statements, clearly and transparently in compliance with applicable regulations, guaranteeing the necessary traceability of evaluations made; the correct and specific registration in the accounts of transactions conducted during the year is a basic factor for the purposes of correctly representing end-of-year accounting results in the financial statements.

c) Management of Tax obligations

The process to manage tax obligations ("tax process") of the Company includes analysis and evaluation activities conducted to determine the taxable income of the Company and consequent fulfilment of obligations concerning tax returns relative to the Company.

In managing tax obligations, the Company observes applicable tax regulations, correctly and specifically meeting its tax obligations; consequently, correct bookkeeping is essential also as regards the Company correctly and punctually meetings its tax obligations.

As part of the above processes, the following is strictly prohibited:

- indicating, in tax returns or value added statements, fictitious liabilities, using invoices of other documents for non-existent transactions;
- indicating, in tax returns or value added statements, assets for an amount below the actual amount of fictitious liabilities or receivables and fictitious withholding taxes, performing transactions that are objectively or subjectively simulated, or using false documents or other fraudulent means to prevent controls and mislead the financial administration;
- concealing or destroying, in whole or in part, accounting records or documents which by law must be kept, in order to prevent the reconstruction of income and turnover;
- simulating a sale or committing other fraudulent acts on one's own property or the property of third parties such as to frustrate, in whole or in part, the enforced recovery procedure, in order to avoid paying income taxes or VAT or interest or administrative penalties relating to those taxes;
- not submitting mandatory tax returns;
- indicating, in tax returns, assets for an amount lower than actual amounts, or non-existent liabilities;
- using amounts owing where not due, or non-existent amounts owing, in order to avoid paying sums to the tax authorities.

As regards relations with the competent offices of the Public Administration in charge of controls on tax obligations, the recipients of this Protocol must observe the provisions in the "Protocol for the management of relations with persons of external relevance", in terms of operating responsibilities, principles of control and conduct.

The internal and external control structures/units referred to in this Protocol must have free access to data, documents and information necessary to carry out their activities. In this regard, it is strictly prohibited to prevent or obstruct control or audit activities which by law are overseen by internal and/or external control bodies.

Based on the current organisational structure, the following persons/bodies/structures/units are involved in activities related to bookkeeping, the preparation of the financial statements and meeting tax obligations:

- The Board of Directors is responsible for approving the financial statements of the Company;
- The Control Body is responsible for:

- carrying out, as part of the supervisory activities that are the responsibility of the Control Body pursuant to the Company's Articles of Association, ongoing checks on the correct fulfilment of the Company's accounting and tax obligations;
- preparing the report of the Control Body which is submitted with the financial statements of the Company.
- the Independent Auditors are responsible for:
 - auditing the Company's accounts based on controls and activities carried out during the year and when closing the financial statements;
 - preparing the report of the Independent Auditors which is submitted with the Company's financial statements.
- The Director is responsible for:
 - preparing, also with the support of other units, the draft financial statements of the Company to be submitted to the Board of Directors for approval;
 - supervising the management of the Company's tax obligations and signing tax returns (as the tax return owner).
- Progetti Innovazione Soluzioni Management srl (PR.I.S.MA.) is responsible for:
 - managing the Company's accounting process, coordinating - where necessary - with the units that monitor processes generating transactions to record in the accounts;
 - managing accounting obligations related to the closure of the year and prior to preparing the Company's financial statements;
 - liaising with the Company's units involved in processing data and information to include in the financial statements and to add the data and information to documents comprising the financial statements;
 - assisting the Company, with support of an external tax advisor in determining the Company's taxable income and in meeting tax return obligations, and processing accounting data and additional information necessary for this purpose;
 - filing the documentation relating to the accounting requirements, the process of preparing the financial statements and the Company's tax obligations.
- The Company's units responsible for providing data/information to include in the draft financial statements are responsible - each for their own areas - in contributing to the processing of documents that comprise the financial statements, giving the data/information they oversee.
- The external tax advisor is responsible for:
 - continually assisting the Company, through PR.I.S.MA., in meeting tax obligations;
 - determining, assisted by PR.I.S.MA., the Company's taxable income and taxes for the period;
 - preparing, with the support of PR.I.S.MA., the tax statements and submitting them online, on behalf of the Company, according to the procedures indicated by applicable regulations.

With reference to the use of IT systems to support the activities related to this Protocol, the recipients shall observe any indications in the "Protocol for the management and use of IT systems and information assets", in terms of operating responsibilities, principles of control and conduct.



3. Information flows to the Supervisory Body

The Company's units involved in the processes covered by this Protocol shall report on an annual basis to the Supervisory Body, according to the processes and the IT Procedures indicated in a specific, internal procedure, on the following data/information:

- the financial statements relative to the previous year;
- the reports issued by the Control Body and Independent Auditors on the financial statements of the previous year.

4. Whistleblowing

The Company has set up specific channels to enable Recipients to send the Supervisory Body, protecting the Company's integrity, disclosures concerning crimes which are significant for the purposes of Legislative Decree 231/2001 and that are based on specific, concordant aspects, or violations of the Model (of which the Protocol is an integral part) that the Recipients become aware of in relation to functions carried out.

These disclosures are sent and managed according to the procedures described in the section "Disclosures" of the General Section of the Model.