

**DESCRIPTIVE DOCUMENT OF THE
ORGANISATION, MANAGEMENT AND CONTROL MODEL
ADOPTED PURSUANT TO LEGISLATIVE DECREE
No. 231 of 8 JUNE 2001**

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GENERAL PART

GLOSSARY

Areas at "risk"/Sensitive processes: means the activities detected during the risk assessment phase in which offenses relevant to 231 law purposes may potentially be committed.

CCNL: refers to the National Collective Labour Agreement.

Code of Ethics: refers to the code adopted by the SAES Group containing the essential values, rules of conduct and principles that all those who act on behalf and in the interest of the SAES Group must comply with.

Board of Statutory Auditors/Sole Auditor: refers to the body appointed to supervise compliance with the law and the Articles of Association, compliance with the principles of correct administration and, in particular, the adequacy of the organizational, administrative and accounting structure adopted by the Company.

Board of Directors: refers to the collegial administrative body of Scientific Instruments Cinel S.r.l.

Decree: refers to the Legislative Decree No. 231/2001 and subsequent amendments and additions containing the "*Provisions on the administrative liability of legal persons, companies and associations including those without legal personality*", published in the Official Gazette No. 140 of 19 June 2001, as well as subsequent amendments and additions.

Recipients: refers to the subjects to whom this Organisational Model is addressed and, for various reasons, those required to comply to it. The Recipients of the Model of Scientific Instruments Cinel S.r.l. are the following:

- the Board of Directors;
- executives (i.e. those who are classified in this way on the basis of the applicable National Collective Labour Agreement);
- staff (i.e. workers with employment contracts, including temporary ones);
- Third Parties and Additional Subjects.

SAES Group (or even just "Group"): refers to the set of companies subject to the management and control of the parent company SAES Getters S.p.A. (thus including the company Scientific Instruments CINEL S.r.l.).

Illegal Brokerage: by which expression we refer to any conduct that aims to "exploit" existing or boasted relations with a public official, a person appointed to public service or one of the subjects listed under art. 322 bis of the Italian Criminal Code.

OdV: refers to the Supervisory Body pursuant to Italian Legislative Decree no. 231/2001 appointed by the Board of Directors with the task of supervising the compliance and functioning of the Company's Model, as well as with the task of updating it.

Process Owners: by which we refer to the subjects who, owing to the organisation position held or the activities they performed, are more involved in the sensitive activities of reference or are more exposed to them.

Protocols: refers to principles, rules and operating procedures that regulate the relevant sensitive processes to which the Recipients must comply in carrying out their activities and, together with this document, form the fundamental part of the Company's 231 Organisational Model.

Public Administration: according to statement No. 11482/2004 of the Council of State *"[...] the set of all subjects, including private operators of public services, public companies and bodies governed by public law according to community terminology, that are required to operate, relative to the activity context considered, within the context of a public function"*.

Public Officer: the person who exercises *"a public legislative, judiciary or administrative function"*. For the purposes of criminal law *"the administrative function is deemed public if regulated by public law provisions and authorisation deeds and characterised by the formation and display of the will of the public administration or its performance by means of authorisation or certification powers"* (art. 357 of the Italian Criminal Code).

Person appointed to Public Service: anyone who *"on whatever basis performs a public service. Public service must be understood as an activity governed in the same forms as a public function, but devoided of the powers typical of the public function and with the exclusion of the performance of simple order tasks and the provision of merely material service"* (Article 358 of the Italian Criminal Code). It should be noted that *"in any capacity"* means that a subject exercises a public function, even without a formal or regular appointment (entrusted with the provision of a *"de facto"* public service). The relationship between the P.A. and the subject that performs the service is in fact not relevant.

Offences: refers to offences which, if committed, may entail the corporate liability of the Company pursuant to Italian Legislative Decree no. 231/2001.

CINEL/Company: means Scientific Instruments CINEL S.r.l.

Whistleblower: anyone who witnesses an offense or irregularity at the workplace and decides to report it. For private entities, it refers to *"persons who hold representation, administration or management functions in the entity or in one of its organizational units with financial and functional autonomy, as well as persons who exercise, even de facto, the management and control of the entity"*, as well as to *"persons subject to management or supervision of one of the subjects"* that were previously mentioned.

Reported person: the subject to whom the whistleblower attributes the liability of the offense/irregularity that is reported.

Report: communication by the whistleblower regarding information "*of proven circumstances of unlawful conduct, relevant pursuant to Italian Legislative Decree no. 231/2001 and based on specific and concurring facts, or violations of the entities organisation and management model, that they have become privy to as a result of the functions performed*".

Sanctions and Disciplinary System: the set of sanctions that may be applied in the event of a violation of the Model or its preventive Protocols.

Auditing Company: refers to the company to which CINEL has entrusted the task of auditing pursuant to Legislative Decree no. 39/2010 for carrying out the following:

- the audit of the Company's financial statements;
- the verification of the regular keeping of the accounts and of the correct recognition of the management facts in the records.

Third Parties: refer to those who operate within the Company as a result of a para-subordinate employment contract, such as, by way of example and not limited to, interns, temporary workers, any employees of Group companies on secondment to the Company and agents.

Additional Subjects: refer to those who are bound to the Company by a contractual relationship for the provision of services, partnership or supply.

Article of Association: refer to the founding deed that rules the internal organisation of Scientific Instruments Cinel S.r.l., identifying the essential characteristics of the internal organization of the Company and the related operating rules, in compliance with the mandatory provisions of the law.

INTRODUCTION

MAIN PRINCIPLES

Scientific Instruments Cinel S.r.l. (hereinafter also "CINEL" or the "Company"), as part of the broader corporate policy common to the entire SAES Group, wants to ensure conditions of fairness and transparency in business and corporate activities for the protection of the Company itself, as well as for the protection of its shareholders' expectations and interests; therefore, the Company has deemed it appropriate to analyze all the corporate control and governance tools already adopted, proceeding with the implementation and regular updating of the Organisational, Management and Control Model provided by Legislative Decree No. 231/2001 (hereinafter also the "Model").

On 13/01/2023, the Company's Board of Directors adopted the first version of the Organisational, Management and Control Model.

Subsequently, on 26/02/2024, following the entry into force of Legislative Decree 24/2023 concerning the "protection of persons who report violations of Union law and laying down provisions concerning the protection of persons who report violations of national regulatory provisions," the Model was brought into line with the indicated requirements. In addition, during the above revision, the regulation of communication flows between the Company's SB and the bodies of the other Italian companies in the Group was made explicit.

The subsequent amendments or additions relating to the General Section or the Special Sections, also possibly proposed by the Supervisory Body, are left to the competence of the Board of Directors.

The most updated version of the Model is immediately available to the Supervisory Body.

The Company has envisaged a Model having a "by process" approach as it was deemed that the methodological setting, according to a logic for process, allows for greater effectiveness and efficiency, also in terms of usability, of the Model both for the recipients who are required daily to follow the provisions relevant to each process and for the functions and bodies that carry out the control on the effectiveness and functioning of the Company's Model.

The goal is to ensure that all persons working at the Company are fully aware and informed of the fact that any conduct that is non compliant with the provisions foreseen by the control procedures and protocols could risk incurring sanctions and/or provisions that have direct consequences on a personal level, which may lead to relevant unlawful acts as a result of the Decree which also carry consequences for the Company.

PURPOSES OF THE MODEL

With the adoption of this Model, CINEL intends to pursue the following main purposes:

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- reiterate that any unlawful conduct is absolutely condemned by the Company, even if inspired by a misunderstood corporate interest and even if CINEL was apparently not in a position to take advantage of it;
- instill in all persons operating in the name and on behalf of CINEL, and especially in the areas identified as "at risk" of offences deemed significant pursuant to the Decree, an awareness of the duty to comply with the provisions contained herein and more in general with company regulations;
- inform the Model's recipients that the violation of the related provisions constitutes a sanctionable conduct from a disciplinary point of view and that, if an offence is committed and deemed significant pursuant to the Decree in addition to the criminal sanctions applicable to the person, an administrative liability may also be borne by the Company with the resulting application of sanctions to the same Company;
- enable the Company, thanks to actions involving strict oversight and monitoring of the risk areas and sensitive activities within which the potential offences detailed in the Decree may be committed and by implementing appropriate tools, to take prompt action to prevent or fight the committing of said offences.

MODEL STRUCTURE

This document consists of a General Section and a Special Section.

The General Section describes the contents of the Decree, recalling the types of crimes that determine the administrative liability of an entity, the possible sanctions and the conditions for the exemption from liability (Section one), as well as the organisational structure of the Company and the activities carried out for the construction, dissemination and updating of the Model (second Section).

The Special Section contains the Principles of Conduct, the Control Protocols and the Flows to the Supervisory Body considered suitable to oversee the areas where there is a potential risk of offences that entail administrative liability pursuant to Italian Legislative Decree no. 231/200.

The rules contained in the Model are also integrated with the rules of the Code of Ethics, even if the Model has a different objective because its purposes intend to implement the provisions contained in the Decree; consequently, the following should be considered:

- the Code of Ethics represents an instrument adopted autonomously and susceptible of application, on a general level, by the Company for the purpose of expressing the principles of "corporate ethics" which CINEL recognizes as its own and on which it calls for compliance by all recipients;
- the Model meets specific requirements contained in the Decree, the purpose of which is to prevent offences being committed that may entail the attribution of administrative liability to the Company.

MODEL RECIPIENTS

The rules contained in the Model apply to all corporate representatives, including those belonging to other companies of the SAES Group, who are involved, even de facto, in CINEL activities considered at risk for the purposes of the aforementioned legislation.

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In particular, the Model applies to the following recipients (hereinafter the "Recipients"):

- all members of the Board of Directors;
- the executives (i.e. those who are classified in this way on the basis of the applicable National Collective Labour Agreement);
- the employees (i.e. workers with employment contracts, including temporary ones);
- Third Parties (as defined below).

Third Parties, i.e. those who operate within the Company under a para-subordinate employment contract, interns, temporary workers, any employees of Group companies on secondment to the Company and agents, must be bound to comply with the provisions given by Legislative Decree No. 231/2001 as well as the ethical and behavioral principles adopted by CINEL, even by signing specific contractual clauses that allow the Company, in the event of default, to unilaterally terminate the stipulated contracts and to request compensation for any damages suffered (including possible application of sanctions pursuant to the Decree).

The Company may evaluate, from time to time, the opportunity to bind additional third parties (the so-called "Additional Subjects¹") bound to the Company by a contractual relationship for the provision of services, partnerships or supplies in compliance with the provisions provided by Legislative Decree No. 231/2001 and the ethical and behavioral principles adopted by CINEL by means of the Code of Ethics.

¹ For the purposes of this document, additional third parties refer to, by way of non-limiting example to suppliers, consultants, professionals, distributors, employment agencies, service contractors pursuant to articles 4 and 20 of Legislative Decree 276/2003, subcontractors and commercial partners, as well as any additional third party bound by a contract with the Company, which the Company deems appropriate to consider.

FIRST SECTION

DESCRIPTION OF THE REGULATORY FRAMEWORK

I. Introduction

Legislative Decree 8 June 2001 No. 231, issued in implementation of the delegation granted to the Government with art. 11 of the Law of 29 September 2000, No. 300², provides for the regulation of *“Liability of entities for unlawful administrative acts resulting from an offence”*.

This regulation applies to entities with legal status and to companies and associations even if without legal status.

Legislative Decree No. 231/2001 was first based on a few international and community conventions ratified by Italy and they require the provision of forms of liability of collective entities for certain types of offences.

According to the regulation introduced by Legislative Decree no. 231/2001, in fact, the companies can be considered "liable" for some willful or negligent offences, as well as for some administrative types of offences, committed or attempted in the interest or to the advantage of the companies themselves by members of the top management (the so-called subjects "in top positions" or simply the "top management") and by those who are subject to their control or supervision (art. 5, paragraph 1, of Legislative Decree no. 231/2001).

The company's administrative liability is independent of the criminal responsibility of the natural person who has committed the offence and stands alongside the latter. Although the perpetrator of the predicate offense (i.e. the natural person) has not been identified, the charges still remain the responsibility of the company (see Court of Cassation Crim. Sect. IV, 4.4.2013 no. 1091). This also applies to all instances where the offence is extinguished, with the exception of an amnesty.

The administrative liability of the company is, however, excluded if the company has, among other things, adopted and effectively implemented, before the commission of the offences, an Organizational, Management and Control Model suitable for preventing the crimes. These models can be adopted on the basis of codes of conduct drawn up by the representative associations of companies, including Confindustria, and communicated to the Ministry of Justice.

The administrative liability of the company is, in any case, excluded if the top management and/or their subordinates acted in their own exclusive interest or in the interest of third parties.

² Legislative Decree No. 231/2001 is published in the Official Journal of 19 June 2001, No. 140, Law 300/2000 in the Official Gazette of 25 October 2000, No. 250.

II. Nature of liability

With reference to the nature of the administrative liability pursuant to Legislative Decree No. 231/2001, the Ministerial Report illustrating the decree underlines *"the creation of a third provision that combines the main traits of the criminal system with the administrative one in an attempt to bring the reasons of the preliminary effectiveness with the even more essential ones of the maximum guarantee"*.

The Decree has, in fact, introduced a form of company liability of an "administrative" type into Italian legal system - in accordance with the principle of the personality of criminal liability pursuant to art. 27 of Italian Constitution³ - but with numerous points of similarity with a "criminal" type of "liability".

The law (see Criminal Cassation, No. 20060 of 9 May 2013) has referred to an administrative liability, which conceals its essentially criminal nature, or a form of liability that arises from the hybridization of administrative liability with principles belonging to the criminal code.

III. Authors of the offence: subjects in top positions and persons who are subject to the control of others

As indicated above, according to the Decree, the company is liable for crimes, as well as for administrative offences, committed in its interest or to its advantage by the following:

- by "persons who hold representation, administration or management functions at the entity or one of its organizational units with financial and functional autonomy, as well as by persons who exercise, even de facto, the management and control of the entity itself" (defined above as subjects "in top positions" or "top management"; art. 5, paragraph 1, letter a), of Legislative Decree No. 231/2001);
- by persons subject to the management or supervision of one of the top managers (the so-called subjects who are subject to the management of others; art. 5, paragraph 1, letter b), of Legislative Decree No. 231/2001).

IV. Type of offence

On the basis of the Decree, the entity can only be held liable for the offences expressly referred to in the Decree itself, if committed in its interest or to its advantage by the subjects defined in the art. 5, paragraph 1, of the Decree.

Finally, the administrative liability of an entity also arises in relation to the so-called transnational offences (Law 16 March 2006, No. 146, articles 3 and 10).

The types of crime referred to by Legislative Decree No. 231/2001 can be included, for ease of presentation, in the following categories:

³ Art. 27 paragraph 1 of the Constitution: "The criminal responsibility is personal".

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- Offences against the public administration and against the assets of the public administration (articles 24 and 25);
- IT offences and unlawful data processing (art. 24 - bis);
- Criminal organized groups' offences (art. 24 - ter);
- Offences relating to the forgery of money, public credit papers, revenue stamps and instruments
 - or identification marks (art. 25 - bis);
- Offences against industry and trade (art. 25 - bis.1);
- Corporate offences (art. 25 - ter);
- Offences committed for the purpose of terrorism or subversion of the democratic order (art. 25-quater);
- Female genital mutilation practices (art. 25 - quater.1);
- Offences against the individual (art. 25-quinquies);
- Offences of market abuse and corresponding administrative offenses (art. 25- sexies);
- Offences of manslaughter and grievous or very grievous bodily harm, committed in violation of the rules on the protection of health and safety in the workplace (art. 25 - septies);
- Fencing, laundering and use of money, goods or assets of illicit origin as well as self-laundering (art.25-octies);
- Offences relating to payment instruments other than cash (art. 25 – octies1);
- Offences relating to infringement of copyright (art. 25 - novies);
- Inducement not to make statements or to make false statements to the judicial authorities (art. 25 - decies);
- Environmental offences (art. 25 - undecies);
- Employment of citizens in third countries whose stay is illegal (art. 25 - duodecies);
- Offences of racism and xenophobia (art 25 – terdecies);
- Fraud in sporting competitions, abusive gaming or betting and games of chance performed by means of prohibited devices (art. 25 - quaterdecies);
- Tax offences (art. 25 – quinquiesdecies);
- Smuggling offences (art. 25 – sexiesdecies);
- Offences against cultural heritage (art. 25 - septiesdecies);
- Recycling of cultural assets and devastation and looting of cultural and landscape assets (art. 25-duodevicies)
- Transnational offences (Law 16.3.06 No. 146).

For details of the individual types of offence for which administrative liability is envisaged pursuant to Legislative Decree no. 231/2001, refer to the catalog attached to this Model (Annex 1).

V. System of sanctions

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The following are envisaged by the Decree against the company as a result of the commission or attempted commission of the crimes mentioned above:

- pecuniary sanctions (always in the event of conviction by the entity);
- disqualification sanctions (also applicable as a precautionary measure and only in certain circumstances) with a duration of no less than three months and no more than two years (with the specification that, pursuant to article 14, paragraph 1, Legislative Decree no. 231/2001, "*The disqualification sanctions concern the specific activity to which the entity's offence refers*") which, in turn, may consist of the following:
 - disqualification from exercising the business activity;
 - suspension or withdrawal of authorisations, licenses or concessions that were involved when committing the unlawful conduct;
 - prohibition to negotiate with the Public Administration;
 - exclusion from concessions, loans, contributions or subsidies and the possible revocation of those granted;
 - ban on advertising goods or services;
- confiscation (in the event of a conviction);
- publication of the sentence (in case of application of a disqualification sanction).

In the event of ascertaining the entity's liability, it is only the entity that is liable with its own assets or with the common fund for the payment of the imposed pecuniary sanction.

The pecuniary sanction is determined by the criminal judge by means of a system based on "quotas" of no less than one hundred and no more than one thousand and of variable amounts. For the calculation of the pecuniary sanction, the judge determines the following:

- the number of quotas, taking into account the seriousness of the fact, the company's degree of liability, as well as the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further offences;
- the amount of the single quota, based on the economic and financial conditions of the company.

Interdictive sanctions are applied only in relation to crimes for which they are expressly provided for and if at least one of the following conditions is met:

- a. the company obtained a significant profit from the perpetration of the crime and the crime was committed by persons in senior positions or by persons subject to the control of others when the commission of the crime was determined or facilitated by serious organizational deficiencies;
- b. in the event of repetition of the offences.

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The judge determines the type and duration of the disqualification sanction, taking into account the suitability of the individual sanctions to prevent offences of the type committed, and, if necessary, can apply them jointly (Article 14, paragraph 1 and paragraph 3, Legislative Decree no. 231/2001).

For certain offences committed against the Public Administration, the duration of the disqualification sanctions ranges from a period of no less than 4 years and a maximum of 7 years (extended compared to the limits envisaged by art. 9, paragraph 2 of Italian Legislative Decree no. 231/2001) and no less than 2 years and a maximum of 4 years, depending on whether the offence was committed by someone in a senior position or by someone subject to the supervision of others.

Also, with reference to the offences foreseen by art. 25 of the Decree (i.e. *"illegal abuse of office, unlawful inducement to give or promise and corruption"*), a reduction of the disqualification sanctions is foreseen (from a minimum of 3 months to a maximum of 2 years) if the entity has taken steps to prevent the criminal action from leading to further consequences, to secure evidence of the offences and the identification of those responsible or the seizure of the sums or other gains transferred and has removed the organisational failings that led to the offence being committed.

This benefit occurs only if the company's initiative is defined before the first instance sentence is pronounced.

The bans from conducting the company's business, the ban on negotiating with the Public Administration and the ban on advertising goods or services may be applied - in the more serious cases - on a permanent basis. It should be noted that, instead of issuing the disqualification sanction that results in the suspension of the entity's activities, the judge has the option of allowing the company to continue operating by appointing a commissioner pursuant and under the conditions of art. 15 of Italian Legislative Decree 231/2001.

The Public Prosecutor, during the investigation phase, when there are serious indications to believe that the liability of the entity exists and there are well-founded and specific elements that would lead one to believe that the danger of recidivism is real, can request the application as a precautionary measure of one of the disqualification sanctions listed above. In this case, the duration of the measure cannot exceed one year up until the first instance sentence; the limit of the sanction, after this conviction, cannot exceed one year and 4 months.

Also, during the investigation, the Judge, following a request by the public prosecutor, can order the precautionary seizure of the items eligible for this process (the price and the profit resulting from the offence).

The Public Prosecutor, at every level of the proceedings, if there are grounds to believe that the guarantees for the payment of the financial penalty may be lacking or being dispersed, may call for the conservative seizure of the entity's tangible and intangible assets.

Administrative sanctions are prescribed within 5 years of the commission of the offence.

The request for the application of interdictory precautionary measures and the contestation of the administrative offence with the exercise of direct criminal action by the proceeding Public Prosecutor's Office are considered events interrupting the prescription.

If the interruption is due to the notification of the administrative offence to the entity, the limitation period does not run until the judgement has become final.

As a result of a recent legal development that attributes to the institute for the interruption of the statute of limitations the function of protecting from the punitive actions of the State, the term of 5 years indicated above runs from the issue of the decree that orders the trial to be held, regardless of whether it has been actually notified to the charged entity (see Court of Cassation Crim. Sect. IV ruling no. 30634 of 9 April 2019, filed on 12 July 2019).

VI. Attempted offences

In the hypothesis of attempts to commit the offences indicated in Chapter I of Italian Legislative Decree 231/2001 (articles 24 to 25- *duodecies*), the financial penalties (in terms of amount) and the disqualification sanctions (in terms of time) are reduced by an amount between one third and a half, while the issue of sanctions is ruled out if the entity voluntarily avoids the action being performed or the event taking place (art. 26 of Italian Legislative Decree 231/2001). In this case, the exclusion of any sanctions is justified by the interruption of the relationship that leads to the identification of the entity with the subjects that are assumed to be acting in its name and on its behalf. This is a particular instance of so called "active withdrawal" foreseen by art. 56, paragraph 4 of the Italian criminal code.⁴

VII. Events modifying the Entity

Articles 28-33 of the Decree establish the impact on the property liability of the entity of modifying events linked to operations, such as corporate transformations, mergers, demergers and transfers⁵.

In the event of a transformation (consistent with the nature of the institution that implies a simple change of the type of company without leading to the extinction of the original legal entity), the entity's liability for offences committed before the date on which the transformation came into force is retained (art. 28 of Italian Legislative Decree no. 231/2001).

⁴ Article 56 paragraph 4 of the Italian Criminal Code "*If the entity voluntarily prevents the event, the entity is subject to the penalty established for the attempted crime, reduced by an amount between one third to one half*".

⁵ The Legislator has taken into account two contrasting requirements: on the one hand, in order to avoid these operations being used as a tool to easily avoid the entity's administrative liability and, on the other, in order not to penalise reorganisation operations devoid of elusive intent. The Government Report on the Decree states "*the general criteria adopted in this case has been to arrange for the sanctions to be applied in compliance with the principles indicated in the Italian Civil Code regarding the general rules that apply to the other debts of the original entity, maintaining however the connection of the disqualification sanctions with the business activity within which the offence was committed*".

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In the event of a merger, the entity that results from the merger (even by incorporation) answers for the offences for which the entities taking part in the merger were liable (art. 29 of Italian Legislative Decree no. 231/2001).

Art. 30 of Italian Legislative Decree no. 231/2001 prescribes that, in the event of a partial demerger, the demerged company remains liable for offences committed before the date that the demerger took place. The beneficiary entities of the demerger (whether total or partial) are jointly liable for the payment of the financial penalties owed by the demerged company for offences committed prior to the date that the demerger took place, within the limits of the actual value of the net assets transferred to the individual entity.

This limit does not apply to the beneficiary companies in which the business branch where the offence was committed has now been devolved or partially devolved.

The disqualification sanctions for offences committed prior to the date that the demerger came into effect apply to the entities that have retained or have received, even just in part, the business branch within which the offence was committed.

If the merger or the demerger took place prior to the conclusion of the judgement certifying the entity's liability, the judge, in calculating the financial penalty, shall take into account the economic position of the original entity and not those of the entity resulting from the merger.

In the event of a disqualification sanction, the entity considered liable following the merger or demerger may ask the judge to convert the disqualification sanction into a financial penalty on the condition that: (i) the organisational fault that made it possible to commit the offence has been eliminated, and (ii) the entity has taken steps to reimburse the damage and made any profits available (for seizure) that it may have obtained. Art. 32 of the Decree enables the judge to take into account the ruling previously issued on entities taking part in the merger or by the demerged company in order to establish reiteration, pursuant to art. 20 of Italian Legislative Decree no. 231/2001, with regard to offences committed by the entity that is the result of the merger or the beneficiary of the demerger, in relation to any offences subsequently committed⁶. Where the corporate transfers or assignments are concerned a single regulation applies (art. 33 of Italian

⁶ The Art. 32 Italian Legislative Decree no. 231/2001: "Relevance of the merger or demerger for the purposes of recurrence - 1. If the entity that is the result of a merger or the beneficiary of a demerger is deemed liable for offences committed after the date that the merger or demerger came into force, the judge may consider recurrence, as required by article 20 of the legislation, even in relation to convictions pronounced against the entities that took part in the merger or of the demerged entity for offences committed prior to said date. 2. To this end, the judge takes into account the nature of the violations and the activity in the context of which they were committed as well as the characteristics of the merger or demerger. 3. With regard to the entities that benefited from the demerger, said recurrence can be established, in accordance with paragraphs 1 and 2 of the legislation, only if the business branch in which the offence was committed for which a conviction has been passed against the demerged entity has been transferred, even just in part, to said beneficiary". The Government Report on Italian Legislative Decree no. 231/2001 specifies that "Recurrence, in this case, does not automatically apply, but is to be included within the discretionary assessment by the judge, based on the actual circumstances. Where the entity that benefited from the merger is concerned, repeat offences may only be ascertained when the entity in question is the one to which the business branch where the previous offence had been committed has been transferred".

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Legislative Decree no. 231/2001)⁷; the transferee, in the event of a transfer of the company in whose activities the offence was committed, is jointly liable to the payment of the financial penalty charged to the transferor, with the following limitations:

- (i) there is no prejudice to the benefit of prior payment by the transferor;
- (ii) the liability of the transferee is limited to the value of the sold company and to the financial penalties recorded in the compulsory accounting books, or as a result of administrative offences of which, in any case, the transferee was aware.

Conversely, the disqualification sanctions issued on the transferor are not extended to the transferee.

VIII. Offences committed abroad

According to art. 4 of Italian Legislative Decree no. 231/2001, the entity may be called on to answer in Italy for the offences - as contemplated by the same Decree - that have been committed abroad.

The assumptions (foreseen by the legislation or that can be inferred from the overall structure of Italian Legislative Decree no. 231/2001) on which the liability for offences committed abroad are based on the following:

- (i) the offence must be committed abroad by a subject with a functional link to the entity, pursuant to art. 5, paragraph 1 of Italian Legislative Decree no. 231/2001;
- (ii) the entity must have its main offices on the territory of the Italian State;
- (iii) the entity can only be deemed liable in the cases and under the conditions foreseen by articles 7, 8, 9 and 10 of the Italian Criminal Code (in the cases in which the law prescribes that the culprit natural person - is punished following a request by the Ministry of Justice, one only proceeds against the entity if the request is formulated also against the entity in question)⁸;

⁷ The Art. 33 of Italian Legislative Decree no. 231/2001: "Company transfer. - 1. *In the case of a company transfer in which the offence has been committed, the transferee is jointly liable, unless it can benefit from the prior payment by the transferring entity and within the ceiling of the value of the company, to the payment of the financial penalty.* 2. *The transferee's liability is restricted to the financial penalties that are present in the compulsory accounting books, or as a result of administrative offences of which the transferee was aware.* 3. *The provisions of this article also apply in the event of a company assignment*". On this point, the Government Report on Italian Legislative Decree no. 231/2001 clarifies: "It is well-known that these operations are susceptible to being used as elusive manoeuvres to avoid liability: nevertheless, the opposing requirements to protect the assignment and the safety of the legal traffic appear to be of more relevance compared to the former, as it constitutes an instance of succession for specific reasons that leave the identity (and liability) of the transferor or assignor unchanged".

⁸ Art. 7 Italian Criminal Code: "Offences committed abroad - Italian Law punishes the citizen or foreign national who commits any of the following offences on foreign soil: 1) offences against the Italian State; 2) offences involving counterfeiting of the State seal and the use of said counterfeit seal; 3) offences involving counterfeit money as legal tender in the territory of the State, or revenue stamps or Italian credit cards; 4) offences committed by public officials in the service of the State, through the abuse of powers or violations of the duties their functions entail; 5) any other offence for which they are special legal provisions of international conventions that establish the applicability of Italian criminal law". Art. 8 Italian Criminal Code: "Political offence committed abroad - The citizen or foreign national who commits a political offence on foreign soil among those indicated in number 1 of the previous article, is punishable according to Italian Law, following a request by the Minister of Justice. If the offence is punishable as a result of a complaint of the offended person, the complaint is also required in addition to the request. Based on the criminal code, a political offence

(iv) if the cases and conditions detailed in the aforementioned articles of the Italian criminal code subsist, on the condition that the State of the place where the fact was committed does not initiate proceedings against the entity.

IX. Organisation, management and control models

A fundamental aspect of the Decree is the assignment of an exemption of liability to the company's organisation, management and control models. If an offence is committed by a subject in a senior position, the company is not answerable if it can prove that (art. 6, paragraph 1, of Italian Legislative Decree no. 231/2001);

- a) the management body (Board of Directors, for CINEL) has adopted and effectively implemented organisation and management models suitable to prevent the offences of the kind that have taken place before they were committed;
- b) the responsibility for overseeing the operation and compliance of the models and to attend to their updating has been entrusted to a company body that has independent powers of initiative and control;
- c) the persons who have committed the offence have fraudulently eluded the organisation and management models;
- d) there has been no omission or insufficient supervisory activity by the Supervisory Body.

The company must therefore prove its non-involvement in the facts for which the senior manager is accused of by proving the existence of all the concomitant pre-requisites listed above and, as a result, the fact that the offence has been committed is not dependent on its own "organisational responsibility".

is any offence that offends a political interest of the State, or a political right of the citizen. Even a common offence is entirely or partially politically motivated is also considered a political offence." Art. 9 of the Italian Criminal Code: "Common offence of a citizen abroad - The citizen who commits a offence on foreign soil that is not included in those detailed in the previous two articles and for which Italian Law calls for a life sentence or a minimum prison sentence of three years, is punished according to the same law, provided he/she is located on State soil. If this is a offence for which the penalty restricting personal freedom is of a lesser duration, the culprit is punished following a request by the Minister of Justice or a petition or complaint by the offended person. In the cases foreseen by the above provisions, if the offence is committed against the European Communities, in a foreign state or by a foreign national, the culprit is punished following a request by the Minister of Justice, provided his/her extradition has not been granted, or has not been accepted by the Government of the State where the offence has been committed." Art. 10 of the Italian Criminal Code: "Common offence by foreign national abroad - The foreign national, barring the cases indicated under articles 7 and 8, who commits a offence for which Italian law calls for a life sentence or a prison sentence of no less than one year on foreign soil or damaging to the State or a citizen, is punished in accordance with the same law, providing he/she is on State soil, and a request is filed by the Minister of Justice, or a petition or complaint is filed by the offended person. If the offence committed damages the European Communities of a foreign State or of a foreign national, the culprit is punished according to Italian Law following a request by the Minister for Justice, provided: 1) he/she is on the State soil; 2) it is an offence for which the penalty is a life sentence or a minimum prison sentence of three years; 3) his/her extradition has not been granted, or has not been accepted by the Government of the State where the offence has been committed, or by the Government of the State of which he/she is a citizen."

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Instead, if the offence is committed by subjects who are under the management or supervision of others, the company is answerable if the offence committed was made possible by the violation of management and supervision obligations that the company is required to comply with.

In any case, the violation of the management and supervision obligations is ruled out if the company, before the offence is committed, has adopted and effectively implemented the Organisational, Management and Control Model that is supposed to prevent these types of offences being committed. The law would seem to confirm this approach when it states that: "*the (administrative) liability can only be ruled out by a prior adoption of the Organisation and Management Models, which are accompanied by a proficient and targeted system of prevention*" (see Court of Cassation, Crim. Sect. IV, Verdict No. 54640 of 6 December 2018).).

Art. 7, paragraph 4 of Italian Legislative Decree no. 231/2001 also establishes the requirements for the effective implementation of organisational models:

- the regular verification and possible amendment of the model when significant violations of the prescriptions are discovered or when changes to the organisation or the activity are brought in;
- an appropriate disciplinary system is introduced to sanction the failure to comply with the measures indicated in the model.

We are here faced with an inversion of the burden of proof borne by the prosecution, compared to the hypothesis contemplated by art. 6 of the decree (violations perpetrated by senior figures). It will effectively be the judicial authorities that, in the situation foreseen by the aforementioned article 7, will be required to prove the failure to adopt and effectively implement the Organisation, Management and Control Model suited to prevent the kind of offence that has been committed.

Italian Legislative Decree no. 231/2001 outlines the content of the Organisation and Management Model prescribing that, relative to the extension of proxy powers and the risk of offences being committed, it must:

- identify the activities within which the offences might be committed;
- prescribe specific protocols aimed at planning the formation and implementation of the company's decisions relative to the offences that need to be prevented;
- identify methods of managing the financial resources that can help avoid the offences being committed;
- foresee information requirements to be supplied to the body entrusted with overseeing the operation and observance of the models;
- introduce an appropriate disciplinary system designed to sanction the failure to comply with the measures indicated in the model;
- prescribe the "protected" means of communication of whistleblowing reports.

X. Codes of conduct drafted by trade associations

Art. 6, paragraph 3 of Italian Legislative Decree no. 231/2001 prescribes "*The organisation and management models may be adopted to guarantee the requirements detailed under paragraph 2 based on the codes of conduct drafted by the entity's trade associations, communicated to the Ministry of Justice which, in collaboration with the competent Ministries, within thirty days, can produce observations on the suitability of the models to prevent offences*".

In drafting this Model, the Company has drawn inspiration from the Guidelines issued by Confindustria for the construction of the Organisation, Management and Control model pursuant to Italian Legislative Decree no. 231/2001, in the latest version approved in June 2021 and declared appropriate to achieve the purpose set out in art. 6, paragraph 3 of the Decree by the Ministry for Justice. In February 2019, a further update was been carried out following the publication by CNDCEC in collaboration with ABI, Confindustria and the National Lawyer's Council, of the document "*Consolidated principles for the drafting of organisation models and the activities of the Supervisory Bodies and future reviews of Italian Legislative Decree no. 231/01*".

Any discrepancies compared to specific points of the Confindustria Guidelines are related to the need to align the organisational and management measures to the activities effectively performed by the Company and the context in which it operates. This may involve a number of changes to the indications contained in the trade association Guidelines which, by their very nature, are general and not binding.

SECOND SECTION

CHAPTER 1 - DESCRIPTION OF THE COMPANY - ASPECTS OF THE *GOVERNANCE* MODEL AND OF THE COMPANY'S GENERAL ORGANISATIONAL STRUCTURE

XI. 1.1 Strumenti Scientifici CINEL S.r.l.

Strumenti Scientifici Cinel S.r.l. operates in the scientific research market, offering components for particle accelerators and instrumentation for X-ray beamlines. The Company boasts qualified experience in the field of precision mechanics, X-ray conditioning systems and high vacuum and ultra-high vacuum technology.

Moreover, Strumenti Scientifici Cinel s.r.l. has, as its object, the design, production, marketing of scientific instruments, as well as the creation of components for particle accelerators such as, for example, accelerating cavities or vacuum chambers.

The Company may also carry out all commercial, industrial, financial, movable and real estate operations which will be deemed by the administrative body instrumental, accessory, connected, necessary or useful for the realization of activities that constitute the corporate purpose, acquire interests and shareholdings in other companies or businesses having, as their object, similar or similar activities or connected to their own, both indirectly and directly, both in Italy and abroad, as well as issuing guarantees and sureties to third parties.

The Articles of Association of the Company, in Art. 16, establishes that the same can alternatively be administered on the decision of the shareholders at the time of the appointment:

- by a Sole Director.
- by a Board of Directors composed of two to five members;
- by two or more Directors, up to a maximum of five with joint, separate or majority powers.

If two or more Directors are appointed without any indication relating to the procedures for exercising the administrative powers, a Board of Directors is understood to have been constituted. Administrative body means the Sole Director, or the Board of Directors or the set of Directors who are jointly or severally entrusted with the administration.

Directors may also not be Shareholders. The Directors are subject to the prohibition of competition pursuant to art. 2390 of the Italian Civil Code, unless authorized by the Shareholders.

The Directors are in office until they are revoked or they resign or for the period determined by the Shareholders at the time of their appointment. The Directors are eligible for re-election. The termination of the Directors takes effect from the moment in which the new administrative body has been reconstituted.

If, in the presence of a Board of Directors, the majority of directors should no longer be present, due to resignations or for other reasons, or in the case of a Board of Directors made up of two persons,

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one of the two is missing, the entire Board of Directors will be deemed to have lapsed and the Shareholders will have to appoint a new Board of Directors.

If the majority of Directors fails, the others will replace them. The Directors appointed in this way remain in office until the next meeting.

In compliance with article 17, if the Shareholders have not appointed a chairperson, the Board of Directors elects a chairperson from among its members. The decisions of the Board of Directors, except as provided for in article 18, can be adopted by written consultation, or on the basis of the consent expressed in writing.⁹

In compliance with article 21, the Chairman of the Board of Directors or the Sole Director is assigned the signature and the representation of the Company before third parties and in court.

The Chief Executive Officers, within the scope of the powers conferred, are also attributed severally or jointly, depending on the resolution of the Board of Directors, to sign and represent the Company before third parties and in court. In the event of the appointment of several Directors, the representation of the Company belongs to them jointly or severally in the same way in which the administrative powers were assigned at the time of appointment.

Refer to the in-depth information on the Company's Articles of Association for the detailed regulations on the following:

- the convocation and resolutions of the Board of Directors (art. 18);
- the remuneration of Directors (art. 19);
- the appointment of the Supervisory Body and statutory audit of the accounts (art. 22).

1.2 Organisational structure of Strumenti Scientifici CINEL S.r.l.

The organizational structure of the Company is described in the corporate communications and organization charts as updated from time to time.

CHAPTER 2 - ORGANISATION, MANAGEMENT AND CONTROL MODEL AND METHOD ADOPTED FOR PREPARATION

XII. 2.1 The principles that inspired the Model

This Model was prepared while considering the particular nature of the Company's activities and its organisational structure.

2.1.1 Governance tools

⁹ See Article 17 of the Articles of Association.

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In drawing up the CINEL Model, we have taken into account the governance tools of the Company's organisation that guarantee its operation. These have been developed internally and at Group level and can be summed up as follows:

- Articles of Association - which, in compliance with current legislative provisions, includes the provisions on corporate governance designed to ensure the correct performance of management activities;
- The Code of Ethics, adopted by all Group companies, and made up of a set of general rules of conduct that all internal and external subjects with a direct or indirect relationship with the Group are required to comply with. The Code of Ethics bears witness to the importance given by the top management to ethical profiles and consistent conduct inspired by consistency and integrity;
- System of proxies and powers - that establishes the assignment of general and special powers, the power to represent or commit the Company and, through a system of internal proxies, the responsibilities for all that concerns the issues of environmental quality and safety. The updating of the system of proxies and powers takes place whenever the organisational structure and/or organisational provisions are reviewed/modified or following a report by any one of the Functions;
- The Company organisational chart that identifies the Functions as well as the heads of these functions and the hierarchical and functional relationships;
- Policies, procedures, guidelines and operating instructions - policies and guidelines on specific issues adopted with the aim of defining roles and responsibilities, principles of conduct and the executive and control procedures;
- Quality management system drafted in compliance with ISO 9001:2008 standard;
- Service Contracts/Service Level Agreement - that formally regulate the intra-group provision of services, ensuring the transparency of the objects of the services provided and the relative fees involved;
- Instruments providing additional details - job descriptions, organisational communications, etc.

The rules, procedures and principles contained in the documentation listed above, despite not being reported in detail in this Model, constitute an essential monitoring tool for unlawful conduct in general, including those contained in Italian Legislative Decree no. 231/2001, which is part of a broader organisation, management and control system that the Model aims at integrating and that all recipient subjects are required to comply with, based on the type of relationship with the Company.

2.1.2 Internal control system

The internal control and risk management system is defined as the set of rules, procedures and the organisational structures designed to enable the identification, measurement, management and monitoring of the main risks. An effective internal control and risk management System helps to guarantee the safeguarding of the company's assets, the efficiency and effectiveness of corporate operations, the reliability of the financial information and compliance with laws and regulations.

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The internal control and risk management system is managed and monitored by the following company subjects involved with different roles and responsibilities in the internal control and risk management System. Each of them is assigned the specific tasks described below:

- Board of Directors;
- Board of Statutory Auditors/Sole Auditor (if appointed);
- Supervisory Body.

Besides the subjects mentioned above, it should be recalled that there are other subjects involved for various reasons and with different levels of responsibility in the management of the internal control and risk management System:

- Accounts auditing firm;
- Other internal control functions (es. management control, Quality & Environment, RSPP, etc.);
- Other entities foreseen by different regulations.

The main objectives of the Company's internal control system aim to guarantee with reasonable certainty the achievement of the operating, information and compliance objectives:

- the operating objective of the internal control system concerns the Company's effectiveness and efficiency in the deployment of resources, in protecting itself from losses and safeguarding the corporate assets: in this case, the internal control system aims to ensure that the personnel of the entire organisation operate in order to pursue the corporate objectives without putting other interests before those of the Company;
- the information objective consists of the drafting of timely and reliable reports for the decision making process within the organisation and also meets the need to guarantee reliable documents for outside consumption while protecting the confidentiality of the company's information assets;
- the compliance objective ensures that all operations are performed while complying with laws and regulations, prudential requirements as well as pertinent internal procedures.

The system of controls covers each sector of activities performed by the Company by separating operative tasks from control tasks, thus reasonably reducing every possible conflict of interest.

The following general principles are the basis for the diversified nature of these controls:

- each operation, transaction or action must be verifiable, documented and consistent;
- no person must be able to manage an entire process¹⁰ independently (segregation of duties);
- the system of controls shall document the actual performance of controls, including supervision.

The existing type of corporate control structure, as suggested by the AIIA (Italian Internal Auditors Association) Corporate Governance Paper - Integrated approach to the internal control system - is based on three levels:

¹⁰ By company process we are here referring to the set of correlated and consequential activities the purpose of which is to create a product/service for the benefit of a subject inside or outside the company, using resources of one or more organisational units.

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- the **first level** defines and manages so called in-line controls, inherent to operating processes: these are procedural, IT, behavioural and administrative-accounting controls performed by those who carry out a specific activity, and by those who are responsible for supervising them. All company functions carry out these direct controls while managing their responsibilities (Operating management, Process Owner, for that side of operating activities that they actually perform etc.); there are both hierarchical and functional controls that are designed to ensure the correct performance of the operations;
- the **second level** oversees the assessment process and risk control guaranteeing their consistency compared to the corporate objectives, meeting organisational separation criteria so that they may appropriately enable an effective monitoring. This type of controls is generally performed by the Management Control, Quality and Environment Functions and RSSP;
- the **third level** guarantees the effectiveness of the plan and the operation of the overall Internal Control System. The third level also features constant improvement plans defined with and by Management¹¹.

The existing corporate governance and control system contains valuable elements that can also be used to prevent the offences foreseen by the Decree. In any case, the Board of Directors, aware of the need to ensure correct and transparent conditions in the handling of corporate business and activities to protect their own position and image, the expectations of its shareholders and the work of its employees, have, in any case, decided to subject its own organisational, management and control tools to a new assessment, in order to verify that the behavioural principles and procedures previously adopted are in line with the purposes foreseen by the Decree as amended in recent years and, if necessary, to upgrade them in such a way as to make them suitable to fulfil the aforementioned purposes. This verification procedure will be repeated in the future in order to systematically monitor the alignment of the aforementioned principles with the purposes of the Decree.

XIII. 2.2 Adoption of the Model

The decision to adopt the organisation and management model pursuant to Italian Legislative Decree no. 231/2001, besides it representing a reason for the Company being exempted from liability in relation to certain types of offence, is an act of corporate responsibility by the Company that fits in with the more general commitment of CINEL with regard to its customers, employees, suppliers and competitors and relative to governments and government bodies and those who are interested in Group company activities.

The introduction of an additional system of control over business engagement, as well as establishing and disseminating ethical principles, thus improving already high standards of conduct adopted by the Company, on the one hand increases the trust and the excellent reputation CINEL already enjoys in the eyes of third parties (an increasingly valuable corporate "asset"), but furthermore performs a regulatory function. In practice, these tools help to regulate the conduct and decisions of those who, on a daily basis, are called on to operate in the name and on behalf of the Company in compliance with the aforementioned ethical principles and standards of conduct.

¹¹ We are here referring to both operations Management (Heads of Functions and Management), and the Top Level Management (CEO, Board of Directors, etc.) depending on the object and the importance of the issues handled.

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The Board, with its resolution of 13/01/2023, has approved and adopted its own "*Organisation, Management and Control Model*" pursuant to and for the effects of Italian Legislative Decree no. 231/2001 ("Model 231") at the same time as the "*Code of Ethics and conduct*" of the SAES Group.

The method chosen to implement the Model (the "Project"), in terms of the organisation, definition of operating procedures and the allocation of responsibilities among the various company function, has been developed in order to guarantee the quality and validity of the results.

The procedures and criteria adopted during the various stages of the Project are outlined below:

- Start of the Project: during this stage, the processes and activities within which the offences detailed by the Decree may be committed were first identified (i.e. processes and activities that are generally termed "sensitive"). This preliminary identification mainly involved the analysis of documents of the Company's corporate and organisational structure, as a result of which an initial identification of sensitive processes/activities was made possible, along with a preliminary identification of the Functions responsible for said processes/activities. During this stage, a **Preliminary Identification Document** was created which identified the risk areas that could potentially be exposed to the offences outlined in Italian Legislative Decree no. 231/2001;
- Identification of Persons Responsible (Process Owners) and interviews: the purpose of this stage was the identification of the resources with an in-depth knowledge of the sensitive processes/activities and of the current control mechanisms, while also completing and scrutinizing the preliminary inventory of sensitive processes/activities related to both the business and "staff" areas, as well as the Functions and subjects involved. The analysis was carried out through a series of interviews with the Function Heads in order to identify the existing management processes and control tools for each sensitive activity, with particular emphasis placed on existing compliance elements and precautionary checks used to monitor these activities.
- Drafting of the "Preliminary Analysis" Document: In this phase, the Preliminary Analysis Document was integrated/validated; the document outlines a mapping of all processes sensitive to the commission of offenses pursuant to Legislative Decree 231/2001;
- Identification of the risk involved in sensitive processes ("Risk Assessment"): this stage intended to pursue the objective of analyzing and evaluating, for each sensitive process, the level of risk inherent in the commission of the offences referred to in Legislative Decree no. 231/2001. At the same time, this activity made it possible to classify each sensitive process within a certain level of risk; there are three levels of risk identified: low, medium and high. The results of this analysis and the consequent risk levels identified for each process were included in the Risk Assessment document.
- Implementation of the Model: in this final phase, the objective was to implement the Organisational, Management and Control Model pursuant to Legislative Decree no. 231/2001. In order to draft the Model, the reference Guidelines (Confindustria Guidelines), as well as the specific nature of the Company, were taken into consideration. The execution of this stage was backed by both the results of the previous stages and the policy choices made by the company's decision-making bodies. In particular, according to the level of risk identified in the Risk

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Assessment phase, for each sensitive process, either the General Principles, the Control Protocols **and the Information flows to the Supervisory Body** were prepared. The Control Protocols report the set of rules, control and behavioral principles deemed appropriate to govern the identified risk profile, inspired by the rule of making the various phases of the decision-making process documented and verifiable).

It should be specified that the Company has considered it advisable to focus its attention on the offence categories which, as a result of the preliminary analyses (which were indeed backed up by the risk assessment performed), appeared in abstract terms to be most likely, given the activities it engages in and the business context in which it operates. A list of potentially relevant offences is attached to each Protocol.

The examination and assessment of the corporate activities as a whole led to reasonably excluding the possibility of commission of:

- female genital mutilation practices;
- offences of market abuse;
- offences relating to payment instruments other than cash;
- Racism and xenophobia;
- Fraud in sporting competitions, abusive gaming or betting and games of chance performed using prohibited devices;
- Offences against cultural heritage;
- Recycling of cultural assets and devastation and looting of cultural and landscape assets.

These offences have, therefore, not been specifically assessed nor have they been reported in the risk assessment activities described below.

In any case, with regard to these types of offences, as far as possible, the provisions of the Code of Ethics of the Group shall apply.

In compliance with the provisions of art. 6, paragraph 2, lett. a) of Italian Legislative Decree No. 231/2001, we here outline the company's activity areas identified as being at risk, or within the context of which there is the potential risk that the offences foreseen by the Decree may be committed:

1. Management of the fulfilments and authorisations involving the Public Administration (including inspection activities, gli adempimenti e le autorizzazioni);
2. Request and management of public funds;
3. Personnel management;
4. Management of IT systems and IT security;
5. Health and safety at the workplace management;
6. Management of environmental issues;
7. Management of sales activities;
8. Management of expense refunds, company credit cards and entertainment expenses;
9. Warehouse management;

10. Tax management;
11. Management of accounts, financial statements, accounting disclosure;
12. Management of cash and financial flows;
13. Management of intra-group relations;
14. Research and development activity management;
15. 15. Management of agents, business brokers and intermediaries;
16. Patent and trademark management;
17. Product compliance management;
18. Management of consultancies and appointment of professional assignments;
19. Management of disputes, settlement agreements and relations with the Judicial Authorities;
20. Management of activities related to the provision of goods and services;
21. 21. Management of donations, gifts and sponsorships.

Each protocol is essentially structured in order to highlight:

- the objectives of the document;
- the scope of application;
- roles and responsibilities of the persons involved in the activity;
- brief description of the activities;
- principles governing conduct;
- control principles;
- reporting to the Supervisory Body.

The control principles detailed in the Protocols refer to:

- authorisation levels;
- functional segregation of the authorisation, operative and control activities;
- specific controls;
- traceability of the decision-making process and filing of support documentation.

The Protocols underwent assessment by the work team and the Competent Managers (*Process Owners*) for their evaluation and approval, thus making the conduct rules contained official and compulsory for everyone who for whatever reason is involved in the sensitive activity.

All Protocols have been approved and initially issued by the Board of Directors.

Any subsequent change of a formal/non-substantial nature, shared with the Supervisory Body, must be submitted to the formal approval of the Chairman of the Board of Directors; for details on the procedures for approving changes to the Model, see the following Chapter 6.

CHAPTER 3 - SUPERVISORY BOARD PURSUANT TO ITALIAN LEGISLATIVE DECREE No. 231/2001

XIV. 3.1 Identification and positioning of the Supervisory Board

The Decree (art. 6, paragraph 1, lett. b) prescribes the duty of overseeing the operation and compliance of the Model, as well as its updating, be entrusted to a Company body (the “Supervisory Body”) that has independent powers of initiative and control.

The assignment of the aforementioned tasks to a body equipped with autonomous powers of initiative and control, together with the correct and effective performance of the same, represent essential prerequisites for the exemption from liability envisaged by the Decree.

The Confindustria Guidelines - reiterated by a number of significant judicial verdicts (see, among others, no. 3733 of 16.12.2019, Court of Appeal of Florence, on the Viareggio rail disaster) identify as the main requisites of Supervisory Body, its autonomy and independence, its professional stature and its continued actions.

In particular, according to Confindustria i) the requirements of autonomy and independence require that: the Supervisory Board *“as a staff unit hold the highest possible hierarchical position”*, the prescription of a “report” of the Supervisory Board to the highest corporate operating organism, the absence, within the Supervisory Board, of any operational duties which - by requiring that it take part in decisions and operational activities - would endanger its independence of judgement; ii) the professional aspect must refer to the *“technical tool kit”* required to effectively perform its activity as a Supervisory Body; iii) the continuity of action, which guarantees an effective and constant implementation of the complex and highly structured organisational Model pursuant to Italian Legislative Decree no. 231/2001 foreseen for large and medium sized companies, is made easier by the presence of a structure specifically dedicated, on a full time basis, to the supervisory activities that the model requires and *“devoid of operational duties that might lead it to reach decisions with economic and/or financial repercussions”*.

The Italian Legislative Decree no. 231/2001 does not provide indications regarding the composition of the Supervisory Board.

By applying all the aforementioned principles to the Company and in consideration of the specific nature of the tasks that fall under the Supervisory Body, it was decided to opt for a sole-member body represented by an external professional, capable of guaranteeing compliance with the requisites of autonomy and independence not being involved in the execution of sensitive processes, not reporting hierarchically to any function of the Company and being placed in a staff position with respect to the Administrative Body.

The professionalism of the person identified to carry out the role of Supervisory Body is guaranteed by the assessment of the professional requirements, and the continuity of action is ensured by the provision of periodic verification sessions, which can also be conducted by assistants or consultants appointed for this purpose.

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The tasks that can be delegated externally are those relating to the performance of all activities of a technical nature, without prejudice to the obligation of any external person used for support, to report to the Supervisory Body of the Company. It is evident, in fact, that the assignment of this type of delegation does not eliminate the responsibility of the Body with regard to the supervisory function conferred on it by law.

In order to fully comply with the provisions of the Decree, the Supervisory Board identified above is a subject that reports directly to the Company's top management (the full Board of Directors) and is not connected to the operating structures with any kind of hierarchical bond, so as to guarantee its complete autonomy and independence in the fulfilment of its functions.

In order to perform its role and function, the Supervisory Body is assigned powers of initiative and control by the Board of Directors along with the necessary prerogatives to perform the Supervisory activities over the operation and check the compliance of the Models as well as their updating with the Decree's provisions.

Furthermore, for the specific execution of supervisory and control activities, the Board of Directors, also taking into account the work of the Supervisory Board, assigns it an annual budget to carry out the activity, with full economic and management autonomy.

The above-mentioned budget will be updated from time to time, depending on the specific requirements that will arise as established by the Supervisory Body. The Supervisory Board will also inform the Board of Directors of any possible overruns of the budget due to specific requirements of the Supervisory Board. The Supervisory Board, through regular assessment of the appropriateness of its organisational structure and powers assigned, shall suggest any possible amendments and/or integrations to the Board of Directors that it considers necessary in order to achieve an ideal operation in compliance with current legislation.

The duty of the Supervisory Board is to oversee the operation and compliance of the Model and handle its updating pursuant to and for the effects of art. 6, paragraph 1, letter b) of the Decree. The Supervisory Board usually refers to the Company's structures in order to fulfil its supervisory and control functions; the Company is obviously equipped with the technical competence and both human and operational resources suitable to guarantee the ongoing performance of the verifications, the analyses and the other fulfilments required when performing its functions.

The internal operation of the Supervisory Board, as well as the management of the necessary information flows, is regulated by the Regulations approved by the Supervisory Body. The Regulations also contain the detailed and required integrity requirements that each Supervisory Board member shall comply with.

XV. 3.2 Fees

The Board of Directors establishes the annual remuneration due to the Supervisory Board. The Supervisory Board is also due a refund of all documented expenses incurred in the fulfilment of their assignment.

3.2.1 General principles governing the institution, appointment and replacement of the Supervisory Board

The Company's Supervisory Board is formed by a resolution carried by the Board of Directors; the Supervisory's members remain in office for a set term of 3 years (reappointable) aligned with the mandate of the Board of Directors that is responsible for their appointment and/or up to any possible revocation in accordance with the principles regulated below.

The appointment as a member of the Supervisory Board is dependent on the presence of the subjective eligibility requirements, which will be ascertained by the Board of Directors.

In primis, for the purposes of assessing the independence requirement, from the moment of appointment and for the entire duration of the office, the member of the CINEL Supervisory Body shall not do the following:

- hold executive or proxy assignments in the Company's Board of Directors;
- be related to members of the Board of Directors or the top management figures in general, to the Sole Auditor /Board of Auditors (if appointed) and Company auditors or accounts auditors appointed by the Auditing firm through kinship, marriage or affinity;
- have conflict of interest situations, even of a potential nature, with the Company such that might prejudice the independence required by the role and specific duties of the Supervisory Board;
- perform operating activities directly connected to the Company's business and/or operational management activities that could lead to a change in the Company's economic results;
- direct or indirect ownership of shareholdings of entities that may enable him/her to exercise a considerable influence on the Company;
- hold administrative functions - in the three years prior to the appointment as a member of the Supervisory Board or setting up consultancy/collaboration relationships with the Supervisory Body – of companies subject to bankruptcy, compulsory liquidation or other insolvency procedures;
- have had relations as a public employee with central or local administrations within three years prior to the appointment as a member of the Supervisory Board or have set up consultancy/collaboration relations with the Supervisory Body.

It should also be noted that the member of the Supervisory Body must not have been convicted with a sentence even if not definitive, or with a sentence applying the penalty upon request (issued pursuant to articles 444 and following of the Italian Code of Criminal Procedure) and even if with a conditionally sentence suspended, without prejudice to the effects of rehabilitation:

1. to imprisonment for a period of no less than one year for one of the crimes envisaged by the Royal Decree of 16 March 1942, No. 267 (so-called bankruptcy law);
2. to imprisonment for a period of no less than one year for one of the crimes envisaged by the rules governing banking, financial, securities and insurance activities and by the rules on markets and securities, payment instruments;

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3. to imprisonment for a term of no less than one year for a crime against the Public Administration, against public faith, against property, against the public economy, for a crime relating to taxation;
4. for any intentional crime to be imprisoned for a term of no less than two years;
5. for one of the offences envisaged by Chapter XI of book V of the Italian civil code as reformulated by Legislative Decree no. 61/02 (Regulation of criminal and administrative offences concerning commercial companies);
6. for a crime that involves and has involved a sentence to a penalty which results in disqualification, even temporary, from public offices, or temporary disqualification from executive offices of legal persons and companies;
7. for one of the preventive measures envisaged by art. 10, paragraph 3, of law 31 May 1965, No. 575, as replaced by article 3 of law 19 March 1990, No. 55 and subsequent amendments (Provisions against the mafia);
8. for the accessory administrative sanctions provided for by art. 187-quater of the Legislative Decree no. 58/1998 (TUF - Consolidated text of provisions on financial intermediation).

The member of the Supervisory Body lapses from office when he/she is found after the appointment in one of the following cases:

1. in one of the situations contemplated in art. 2399 of the Italian civil code, paragraph 1 letters a), b) and c) and specifically:
 - a. those who find themselves in the conditions set forth in article 2382 of the Italian civil code (the interdicted, the incapacitated, the bankrupt, or anyone who has been sentenced to a penalty which entails the disqualification, even temporary, from public office or the incapacity to exercise managerial offices);
 - b. the spouse, relatives and akins up to the fourth degree of the directors of the Company, the directors, spouse, relatives and akins up to the fourth degree of the directors of the companies controlled by it, of the companies that control it and of those subject to common control;
 - c. those who are linked to the company or to its subsidiaries or to the companies that control it or to those subject to common control by an employment relationship or by an ongoing relationship of consultancy or the provision of paid work, or by other property relationships that compromise their independence.
2. convicted with a final sentence (meaning also the sentence pronounced pursuant to article 444 of the Italian Code of Criminal Procedure) for one of the offences indicated in numbers 1, 2, 3, 4, 5, 6 and with the conditions of ineligibility indicated above.

The following also constitute grounds for forfeiture of the function of member of the Supervisory Body:

1. conviction with non-definitive sentence for one of the offences listed in numbers 1 through 8 of the conditions of ineligibility indicated above;
2. the application of one of the penalties referred to in numbers 1 through 8 of the conditions of ineligibility indicated above;
3. the application of a personal precautionary measure;
4. the provisional application of one of the preventive measures envisaged by art. 10, paragraph 3, of law 31 May 1965, No. 575, replaced by article 3 of law 19 March 1990, No.

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55 and subsequent amendments and the accessory administrative sanctions provided for by art. 187-quater of the Legislative Decree No. 58/1998 (TUF).

Lastly, the following constitute further grounds for forfeiture for the Supervisory Body with respect to what has been outlined above:

- a. having been subjected to preventive measures ordered by the judicial authority pursuant to the law on preventive measures pursuant to Legislative Decree 159/2011;
- b. being under investigation or convicted, even with a non-definitive sentence or one issued pursuant to articles 444 et following of the Italian Code of Criminal Procedure (plea bargain) or even if with a conditionally suspended sentence, without prejudice to the effects of rehabilitation for one or more offences among those strictly envisaged by Legislative Decree no. 231/01.

It should be specified that the lapsing of the appointment of a Supervisory Board member will take place automatically at the time that the cause that has produced it comes into effect, without prejudice to the additional obligations detailed below.

If a cause for lapsing comes into effect, the Supervisory Board member involved must immediately communicate this occurrence in writing to the Board of Directors and to the Sole Auditor / Board of Statutory Auditors (if appointed).

Each Supervisory Board member may withdraw from his/her office at any time, having first sent a written communication to this end to the Board of Directors. The Board of Directors promptly provides for the replacement with its own resolution, having heard the opinion of the Sole Auditor/Board of Statutory Auditors (if appointed) and, at the same time, proposes the relative update of the Model.

In order to guarantee the necessary stability of the Supervisory Board, the revocation of the powers assigned to the Supervisory Board and the allocation of said powers to another subject may only take place for just cause, even linked to Company reorganisation events, by means of a special resolution of the Board of Directors and the approval of the Sole Auditor /Board of Statutory Auditors (if appointed).

On this point, by "just cause" for the revocation of the powers linked to the appointment of a member of the Supervisory Board one may understand, by way of an example:

- a serious negligence and/or malpractice in the fulfilment of the duties connected with the appointed mandate;
- the "omitted or insufficient supervision" by the Supervisory Board - in accordance with the provisions of art. 6, paragraph 1, lett. d) of Italian Legislative Decree No. 231/2001 - resulting from a conviction, even if not final, issued against the Company pursuant to Italian Legislative Decree No. 231/2001 or a provision that in any case certifies its liability;
- the violation of the confidentiality obligations;
- the lapsing of one of the eligibility requirements.

In particularly serious cases, the Board of Directors may, in any case, decide - having heard the opinion of the Sole Auditor/Board of Statutory Auditors (if appointed) - the revocation of the Supervisory Board or the suspension of the powers given to the Supervisory Board and they may appoint a new member.

The Supervisory Board, in the performance of the duties entrusted to it and under its own direct supervision and responsibility, may take advantage of the collaboration of all of the Company's functions and structures or even of external consultants whose competence and professional expertise it needs to tap into. These opportunities enable the Supervisory Board to guarantee a high professional standard and the required continuity of action.

In particular, the Supervisory Board may take advantage of the functions present within the Company, thanks to their relative expertise.

XVI. 3.3 Functions and powers of the Supervisory Board

Based on the Decree's provisions, the functions performed by the Supervisory Board can be outlined as follows:

- **supervision over the observance of the Model's prescriptions**, so that the behaviour within the company is compliant with the Model itself;
- **supervision over the effectiveness and effective capacity of the Model**, relative to the company structure, to prevent the offences foreseen by the Decree and the subsequent amendments that extend its field of application being committed;
- **analysis to verify over time that the Model retains its reliability and functionality and resulting assessment of the advisability to update it**, as a result of changed company situations and possible amendments to applicable legislation. The update may be proposed by the Supervisory Board, but must also be adopted by the Board of Directors.

It is important to specify that the Supervisory Board does not have operational duties or decision-making powers, not even of a preventive nature, related to the performance of Company activities. The final responsibility for the adoption of the Model is in, any case, charged to the Board of Directors. For an effective performance of the aforementioned functions, the Supervisory Board is entrusted with the following duties and powers:

- the elaboration and implementation of a verification program to establish the effective application of the company's control procedures on areas featuring risk activities and their effectiveness;
- ensuring that the system of identification, mapping and classification is regularly updated;
- carrying out regular verifications on specific operations or actions performed within "sensitive" areas;
- collecting, elaborating and storing relevant information for the Model;
- providing clarifications on the meaning and the application of the provisions contained in the Model;
- conducting internal investigations and carrying out inspections to verify supposed violations of the Model's provisions;

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- monitoring the appropriateness of the disciplinary system foreseen in the event of violations of the rules established by the Model;
- maintaining a constant connection with the Sole Auditor/Board of Statutory Auditors (if appointed) or the Accounts Auditing company (if it is entrusted with accounts verification) safeguarding their necessary independence and with the other consultants involved in the activities required for an effective implementation of the Model;
- reporting any behavioural discrepancies that may emerge from the analysis of the information flows and the reports that the heads of the various functions are required to file;
- promptly reporting to the Board of Directors any verified violations of the Model that may lead to a liability for the Company so that the appropriate actions may be taken;
- overseeing the reports and guarantee the information flows within their remit that are to be sent to the Board of Directors and to Sole Auditor/ Board of Statutory Auditors (if appointed);
- regulating their own operations by scheduling their activities, setting out of the temporal frequency of checks, identifying criteria and procedures of analysis, drafting of meeting minutes, regulating the information flows from corporate structures;
- formulating and submitting the expenditure forecasts required for a correct performance of the assigned duties for the approval of the Board of Directors, it being understood that this expenditure forecast must, in any case, be the broadest possible in order to guarantee the full and correct performance of the Supervisory Body's activities;
- coordinating with other company functions, even through special meetings, to ensure the best possible monitoring of the activities relative to the procedures set out in the Model, or in order to identify new risk areas as well as, generally speaking, to assess the various aspects that pertain to the implementation of the Model;
- coordinating with the Head of Human Resources of the Parent Company, as well as the various heads of the corporate functions, in order to promote initiatives for spreading the knowledge and understanding of the Model's principles and to ensure the drafting of the internal organisational documentation required for its operation and containing instructions, clarifications or updates;
- verifying that the elements of each Model protocol for the various types of offences (adoption of standard clauses, fulfilment of procedures, etc.) are appropriate and aligned with the Decree's provisions, and taking steps to file a proposal to adapt them if it is necessary.

To this end, the Supervisory Board will have the power to:

- issue provisions and service orders designed to regulate the activities of the Supervisory Body itself;
- access every and any company document that is relevant to the performance of the functions assigned to the Supervisory Board pursuant to the Decree;
- engage consultants with a proven professional profile, if this is necessary, to fulfil its functions;
- request and obtain that the heads of the company functions and, if necessary, the Board of Directors, the consultants and others promptly provide any information, data and/or other news that are pertinent to the Model or to verify the actual implementation of the Model by the company's organisational structures.

XVII. 3.4 Methods and scheduling of reports to the corporate bodies

The Supervisory Board reports to the full Board of Directors and coordinates its actions, as required, with the Chairman, the Chief Executive Officer and the other corporate bodies.

The Supervisory Board in every circumstance where it is deemed necessary or advisable, if requested, reports to the Board of Directors on the operation of the Models and the fulfilment of the obligations imposed by the Decree.

The Supervisory Board is responsible toward the Board of Directors for the following:

- communicating, at the start of each year, the activity plan that it intends to carry out in order to fulfil the duties assigned to it;
- regularly reporting the progress of the planned activities and any significant changes made to the plan;
- immediately communicating any problems or critical aspects that may have arisen during the course of its activities;
- providing a report, at least on a half-yearly basis, on the implementation of the Model.

The activities performed by the Supervisory Board may not be disputed by any other corporate body or structure, it being however understood that the Board of Directors is, in any case, required to perform an oversight activity over the appropriateness of its operations, seeing as it is the Board of directors that is ultimately responsible for the final operation (and effectiveness) of the Model.

The Supervisory Board may be called on to report to the Board of Directors and the Sole Auditor/Board of Statutory Auditors (if appointed) on a regular basis on its activities.

The Supervisory Board may request to be summoned by the above-mentioned bodies to report on the operation of the Model or on specific situations that may arise.

XVIII. 3.5 Relationship between the Supervisory Board of CINEL and the Supervisory Boards of the Group companies

The administrative bodies of the individual Italian companies of the SAES Group are responsible for assessing whether it is appropriate for them to adopt their own organisation, management and control model, in accordance with applicable local legislation, and for appointing their own Supervisory Board, the composition of which will be determined by the administrative Board on the basis of specific circumstances, with consideration of the organisational complexity of the individual company entities concerned.

In smaller companies with less complex management activities, the Board may adopt a leaner composition and organisational structure than the one adopted by the parent company. In the simplest cases, it may take the form of a monocratic Board, in line with the stipulations of the Decree.

The Supervisory Board of each Group company may, in performing the task of monitoring the operation and observance of the Model, utilize the resources allocated at the Supervisory Board of SAES Getters S.p.A., on the basis of a predefined contractual relationship with the latter and in observance of confidentiality obligations.

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Communications between the Supervisory Bodies of the Group companies take place by means of **information flows**, organized on the basis of timing and content such as to ensure the completeness and timeliness of news useful for the purposes of inspection activities by the supervisory bodies.

In particular: (i) once a year, a coordination meeting is held¹² (all members of the Supervisory Bodies of the Group companies participate jointly in this meeting); the said meeting, being convened by the parent company's Body, follows the rules of convocation and verbalization adopted through the Regulation of the mentioned Supervisory Body; (ii) whenever there is a need for alignment between two or more Supervisory Bodies of Group companies on specific issues (requiring timely analysis), ad hoc meetings may be convened for in-depth study of the individual issue or an item may be placed on the agenda during the first useful meeting.

Notwithstanding the responsibility of each Supervisory Board set up amongst Group companies to perform their respective duties of monitoring the implementation and updating of the Model, the parent company's Supervisory Board may provide **guidance and coordination** to the subsidiaries' Supervisory Boards, whilst guaranteeing the autonomy of the various Italian Group companies and with a view to parity among the Supervisory Bodies established by SAES Group companies.

In particular, the Supervisory Board of SAES Getters S.p.A. may suggest and/or propose:

- The issuance of guidelines on the principles and procedures to be followed in supervising and monitoring the implementation of the Model (the related implementation will be the responsibility of the SB of the Group company concerned);
- the adoption of proposed changes and updates to the Model on the basis of experiences gained in conducting its own supervisory activity (the related implementation will be the responsibility of the SB of the Group company concerned);
- a dialogue with the Supervisory Boards of the subsidiaries (as detailed above), in order to have a comprehensive view of the risk control system and to harmonise at Group level the procedures for transposing certain contents of the decree (e.g., 231 training activities) or in the event of critical issue detected by the subsidiary which may have an impact and/or be of relevance for 231 purposes for the Parent Company also.

XIX 3.6 Information flows (information and reports) to be sent to the Supervisory Board

3.6.1 Introduction

The Supervisory Board must be constantly informed by Management on the aspects that may expose the company to the risk related to the potential commission of the offences contemplated by the Decree.

All employees, managers and all those who cooperate in the pursuit of the Company purposes within the context of the various relations that they have with the Company are required to promptly generate information flows to be sent to the Supervisory Board.

¹² As reported in the Guidelines for the construction of organization, management and control models issued by Confindustria (sect. v - "Liability for offenses in groups of companies"), the aforementioned information flows should focus on the following issues: a) definition of the activities planned and carried out by each Body; b) sharing of the initiatives taken and/or the measures concretely prepared with reference to specific issues; c) sharing of any criticalities encountered in the supervisory activity.

This obligation extends to the following types of information flows:

- Reports;
- Information.

Any omitted or delayed communication of the information flows to the Supervisory Board as detailed above shall entail a breach of the Model and may be sanctioned according to the provisions of the disciplinary System.

All information, reports and other documentation foreseen by the Model must be preserved by the Supervisory Board.

3.6.2 Reports

The reports received from Employees and Third Parties are information flows that relate to a suspicion that offences and or "practices" not in line with the Model, its general principles and the Code of Ethics have been committed or attempted, as well as on their unsuitability, ineffectiveness and every other potentially relevant aspect and they are sent to the Board via special lock-protected "mail boxes" located on Company premises and accessible to all employees.

The Employees and Third Parties may also create anonymous reports in , provided they are proven and relevant for 231 purposes in order to enable the Supervisory Board to carry out its own investigative activities.

All reports must be placed within a sealed white envelope and placed inside the mail boxes. The keys to the lock are only held by one internal member of the Supervisory Board, who may appoint a subject to open the boxes and forward the envelopes by registered mail with proof of receipt. It is also foreseen that the reports can be made via the Supervisory Board's e-mail address (OdV@cinel.com).

In particular, all the above subjects are required to promptly transmit to the Supervisory Board all information concerning:

- provisions and/or news from judicial police bodies or any other authority, from which one may infer that investigative activities are being carried out as a result of offences pursuant to the Decree, even if aimed at unknown parties;
- requests for legal assistance forwarded by managers and/or employees in the event that a judicial procedure against them has been filed for offences foreseen by the Decree;
- reports prepared by the heads of the company functions within the context of the control activities that they perform, from which facts, actions, events or omissions may be established that have a critical bearing on Decree's regulations.
- news on the actual implementation of the Model, at all company levels, that point to the disciplinary procedures performed and the sanctions issued, or the reasons provisions that call for the closing of disciplinary proceedings;
- any communication from the accounts auditing companies concerning aspects that may indicate failings of the internal control system, punishable events, observations on the Company's financial statements.

The Supervisory Board shall assess all reports received and any resulting provisions, at its own discretion and under its own responsibility, with the possibility of interviewing the author of the

report and/or the person responsible for the supposed breach and motivating any refusals to proceed with an internal investigation.

The Supervisory Board shall act in such a way as to guarantee the reporting party against any form of retaliation, discrimination or penalisation, also ensuring the confidentiality of the whistleblower's identity, without prejudice to legal obligations and protection of the Company's rights of those any persons wrongly and/or maliciously accused.

3.6.3 Whistleblowing reports

In compliance with the provisions of Whistleblowing legislation (especially Italian Legislative Decree no. 24 of 10/03/2023), the SAES Group has provided certain parties indicated in the Whistleblowing legislation (including, for example, Employees, Contract Workers, Suppliers and Business Partners) with a free-access internet platform for reporting all actions or omissions, whether attempted or committed, that breach any laws, regulations, internal procedures, Code of Ethics, Model and internal control principles (as identified in more detail within said Whistleblowing legislation).

This platform ensures that the whistleblower's identity is handled confidentially (while also granting the opportunity of submitting reports anonymously) and provides instructions on how to fill in the report through completion of a pre-set questionnaire that changes the questions depending on the whistleblower's answers. The platform is accessible to everyone on the "Reporting - Whistleblowing" page of SAES Getters S.p.A.'s website.

In order to guarantee at least one alternative channel, an e-mail address has also been specifically created: **segnalazioni@saes-group.com**.

For the procedures for handling reports, a specific "*Whistleblowing Policy*" has been drawn up (referred to here in its entirety as **Annex 2** to this document) which governs, in particular: i) the procedures for making reports; ii) the contents of reports; iii) the procedures for handling reports by the recipient; iv) the procedures for handling reports (management flow and timing); v) the protection and liability of the whistleblower; vi) the disciplinary system; vii) the rights of the reported party, viii) the protection of privacy (through the provision of suitable information on the processing of personal data).

It should be noted that members of the Supervisory Board are not among the subjects who, by default, receive Whistleblowing reports. Notwithstanding the foregoing, if the report has a implication for the purposes of Legislative Decree 231/01, the receiving party (as identified in the Whistleblowing Procedure) also informs the Supervisory Board of CINEL and/or the other Group companies to which the report refers and coordinates with the latter for the management of the report and the investigation activities.

For more details on the Whistleblowing reporting system, please refer to the aforementioned policy.

3.6.4 Information

In order to keep the Supervisory Board informed on the company activities, the Board of Directors allows company personnel to generate information flows to be sent to the Supervisory Board. The Supervisory Board issues a specific information request to company Management, identifying, at the same time, the subjects responsible for sending the information and the scheduling of the communication.

The procedures, content and scheduling of information flows are described in the Information Flows to the Supervisory Board section and in the flow charts.

CHAPTER 4 - DISCIPLINARY SYSTEM

XIX.4.1 General principles

The introduction of an appropriate disciplinary system, with sanctions proportional to the seriousness of the violation relative to the recipients' breach of the Model rules, represents an essential requirement for the full effectiveness of the Model.

The rules foreseen by the Model are taken on by the Company of their own volition in order to guarantee the utmost compliance of the legislative provision that affects the company; therefore, the application of the sanctions is independent of both the conduct's criminal relevance and the initiation of criminal proceedings by the Judicial Authority, in the event that the punishable conduct is considered a criminal offence that may or may not be relevant pursuant to the Decree. The application of sanctions may, therefore, take place, even if the recipients have only violated the principles established by the Model or obligations relative to the protection of the person reporting an offence within the context of their working relationship, which do not result in offence or do not lead to a direct liability of the Entity.

With specific reference to the application of sanctions to be imparted following violations of the Model on issues concerning health and safety at the workplace, the disciplinary system foreseen by current legislation on health and safety at the workplace shall apply, both for management personnel and employees.

The appropriateness of the disciplinary system to the Decree's prescriptions must be constantly monitored by the Supervisory Body, which must have an adequate information flow relevant to the type of sanctions applied and the circumstances that led to their application.

XX. 4.2 General criteria for the application of sanctions

If a provision of the Model is violated, the type and entity of the sanctions to be imposed shall be determined by the following general criteria:

- seriousness of the non-compliance;
- level of hierarchical and/or technical responsibility of the perpetrator of the violation;
- subjective element of the conduct (distinction between wilful misconduct or gross negligence)
- relevance of the violated obligations;
- consequences suffered by the Company;
- possible complicity of other subjects;
- aggravating or extenuating circumstances with particular focus on the professional profile, the previous work performance, the disciplinary record, the circumstances under which the act was committed.

The seriousness of the infringement will be assessed, based on the following circumstances:

- the actual timing and methods adopted in performing the infringement;
- the presence and intensity of the intentional aspect; the entity of the damage or danger resulting from the infringement for the Company and for its employees;
- the predictability of the consequences;
- the circumstances under which the infringement took place.

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The degree of guilt and the reiteration of the infringement constitutes an aggravating circumstance and entails a more serious sanction.

If a single act leads to more than one infringement being committed, each punished with different sanctions, the more serious sanction shall be imposed.

The possible imposition of a disciplinary sanction, regardless of whether proceedings are undertaken and/or the outcome of any criminal verdict, must be inspired by the principles of timeliness, immediacy and, as far as possible, fairness, and it shall be imposed in compliance with current legal provisions, the applicable collective bargaining agreement, internal procedures, the provisions concerning privacy and the protection of the whistleblower and with full observance of the fundamental rights of dignity and reputation of the subjects involved.

XXI. 4.3 Subjects

The disciplinary system described in this document applies to the employees, the Administrators and Third parties, as well as everyone who has contractual relationships with the Company.

All recipients must be informed of the existence and contents of the Model. In particular, it will be the task of the Company Management and the Supervisory Board to ensure the communication of the Model.

The procedure for the imposition of the sanctions pursuant to this disciplinary system takes into account the distinctive aspects resulting from the legal status of the subject on which the sanctions are imposed. With particular reference to subjects appointed to perform activities linked to health and safety at the workplace, they are subject to the disciplinary sanctions foreseen by current legislation on health and safety at the workplace and are also subject to the disciplinary system foreseen by the Company's Model.

XXII. 4.4 Measures for non-compliance by Employees

4.1.1 Employees other than managers

The violation of the behavioral rules established by the Model, by the company protocols and procedures by employees, and, therefore, subject to the CCNL, constitutes a disciplinary offence. The sanctions are weighted according to the level of responsibility and operational independence of the worker, the existence of any disciplinary precedents charged to him/her, the intentionality and seriousness of his/her conduct (to be assessed also based on the level of risk to which the Company has been exposed) and, lastly, the particular circumstances in which the conduct that violates the Model took place.

In line with the process currently adopted by the Company, it is foreseen that the sanctions to be imposed following detected violations of the Model are those foreseen by the applicable CCNL (National Collective Labour Agreement).

By CCNL, we mean the National Collective Labour Agreement in the private metalworking industry and installation of systems dated 5 February 2021 and, ; by disciplinary offences, we mean the conduct sanctioned according to the regulations contained in the National Collective Labour Agreement.

Following the communication of the Supervisory Body of the Model's violation, a certification procedure will be undertaken in compliance with the prescriptions of the CCNL, which applies

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to the worker. The certification of said infringements, possible also as a result of a report of the Supervisory Body, the management of the disciplinary procedures and the imposition of the sanctions will be handled by the company Functions assigned to this task.

The necessary involvement of the Supervisory Body is foreseen during the violation certification procedure and, in the imposition of sanctions as a result of a violation of the Model, to the extent that, for example, no disciplinary measure against employees or managers may be closed, and no sanction may be imposed owing to a violation of the Model without the advance information and opinion of the Supervisory Body.

The disciplinary measures that can be imposed on employed personnel in compliance with the procedures foreseen by article 7 of Law no. 300 of 20 May 1970 (Worker's Statute) and any special regulations that may apply to said workers are foreseen by the CCNL disciplinary system. It is understood, and here recalled, that all the provisions pursuant to art. 7 of Law no. 300/1970 regarding both the display of disciplinary code, and, in particular, the obligations for advance notification of the charge to the employee will be made to enable him/her to prepare a suitable defence and present any justifications.

4.1.1.1. Violations

Pursuant to the joint provisions of articles 5, letter b) and 7 of the Decree, the sanctions may be imposed on subjects that commit disciplinary offences resulting from:

- non-compliance with the conduct and control principles contained in the Model and specific decision Protocols;
- the failure and untruthful description of the activity performed relative to the documentation, conservation and control procedures of the paper-work related to the Protocols in order to prevent the transparency and verifiability of the same;
- failure of line managers to supervise the conduct of their subordinate staff in order to verify the correct and effective application of the Model's provisions;
- violation of the obligations related to the protection of the whistleblower within the working context;
- lack of training and/or lack of updating and/or omitted communication to the personnel operating in risk areas of the processes affected by the Model;
- violation and/or avoidance of the control system, achieved by removal, destruction or alteration of the documentation foreseen by the protocols and company Procedures or preventing the control or access to the information and the documentation by the appointed subjects, including the Supervisory and Control Body.

The list of the types of offences is for the purposes of non-limiting example.

4.4.1.2 Sanctions

In application of the *National Collective Labour Agreement for employees of private metalworking industries and the installation of systems* in effect from 5 February 2021, the sanctions that may be imposed in the event of a non-compliance with the Model's rules are, in order of seriousness, the following:

- a) verbal reprimand;
- b) written reprimand;

- c) a fine not exceeding three hours of hourly wage calculated on the minimum salary;
- d) suspension from service and economic remuneration for a maximum of 3 days;
- e) dismissal with notice pursuant to art. 10.

Reprimands, fines and suspensions¹³

The reprimand, fines or suspension is applied to the worker who:

- does not show up for work or leaves his/her workplace without a justified reason or does not justify the absence within the day following that of the beginning of the absence, except in the case of justified impediment;
- without a justified reason, delays the start of work or suspends it or brings forward its termination;
- performs slight insubordination towards superiors;
- performs the work entrusted to him/her negligently or deliberately slowly;
- due to inattention or negligence, he/she damages the material of the plant or the material being processed;
- is found in a state of manifest intoxication during working hours;
- outside the company, performs work pertaining to the company on behalf of third parties;
- contravenes the ban on smoking, where this exists and is indicated with a specific sign;
- performs minor works within the company's workshop on his/her own account or on behalf of third parties, outside working hours and without stealing company material, with the use of company equipment;
- in any other way transgresses the observance of this contract or commits any offence which may prejudice the discipline, morals, hygiene and safety of the establishment.

Dismissal with notice and without notice

A) Dismissal with notice

- This provision is incurred by the worker who commits infringements of the discipline and diligence of work which, although more significant than those contemplated in art. 9, are not so serious as to make the sanction referred to in lett. B).

By way of example, the following infractions include:

- insubordination to superiors;
- significant culpable damage to the plant material or to the processing material;
- execution without permission of works in the company on one's own account or on behalf of third parties, of a minor nature without using the company's material;
- a fight in the factory outside the processing departments;

¹³ The reprimand will be applied for minor faults; the fine and suspension for the most important ones. The amount of the fines that do not constitute compensation for damages is donated to the existing welfare and social security institutions of a corporate nature or, in the absence of these, to the Mutual Health Fund.

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- abandonment of the workplace by personnel who are specifically entrusted with surveillance, custody, control tasks, except for the cases provided for in point e) of the following letter. B);
- unjustified absences extended beyond 4 consecutive days or absences repeated three times in a year on the day following public holidays or vacations;
- conviction to a prison sentence imposed on the worker with a final judgment for an action committed not in connection with the performance of the employment relationship, which damages the worker's moral character;
- reiteration of the shortcomings contemplated in art. 9, when two suspension measures pursuant to art. 9, except for the provisions of the last paragraph of art. 8.

B) Dismissal without notice

This provision is incurred by the worker who causes serious moral or material damage to the company or who carries out, in connection with the performance of the employment relationship, actions that constitute a crime under the law.

By way of example, the following infractions include:

- serious insubordination to superiors;
- theft in the company;
- theft of the sketches or drawings of machines and tools or other objects, or company documents;
- intentional damage to company material or processing material;
- abandonment of the workplace, which could cause damage to the safety of people or to the safety of the plants or, in any case, carrying out actions that involve the same damages;
- smoke where it could cause harm to the safety of people or to the safety of the systems;
- carrying out work in the company without permission on one's own behalf or on behalf of third parties, of a significant nature and/or with the use of company materials;
- fight inside the processing departments.

4.4.2 Executive employees

The violation of the principles and rules of conduct contained in the Model, as well as in the corporate protocols, and procedures by executive employees, or the adoption, within the scope of the risk profiles identified in the procedures, of a behavior that does not comply with the aforementioned provisions will be subject to the most suitable disciplinary measure among those provided for by the National Collective Agreement for Industry Executives in effect from 01/01/2019, including the termination of the employment relationship.

4.4.2.1 Violations

The following violations are deemed disciplinary offences:

- non-compliance with the conduct principles and/or the procedures issued within the context of the Model and/or the internal regulations established by the Model;
- the failure and untruthful description of the activity performed relative to the documentation, conservation and control procedures of the paper-work related to the protocols, in order to prevent the transparency and verifiability of the activity;
- violation and/or evasion of the control system, achieved by the removal, destruction or

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alteration of the documentation foreseen by the protocols or by preventing the control or access to the information and the documentation by the subjects appointed to perform controls, including the Supervisory Body;

- non-compliance with the provisions relative to signing powers and the system of proxies, with the exception of instances of extreme need or urgency which must be immediately reported to the line manager;
- the omitted supervision, control of supervision of subordinates on behalf of line managers in relation to the correct and effective application of the principles governing conduct and/or of the procedures issued within the context of the Model and/or the internal regulations established by the Model;
- violation of the regulations governing whistleblowing;
- failure to comply with the obligation to inform the Supervisory Body and/or the direct line manager with regard to possible violations of the Model by other employees, of which one has certain and direct proof;
- lack of training and/or lack of updating and/or omitted communication to the personnel operating within processes regulated by procedures.

The list of the types of offences is for the purposes of non-limiting example.

4.4.2.2 Sanctions

The disciplinary measures that can be imposed are provided for by the disciplinary system of the CCNL as amended and renewed and they will be adopted in compliance with the procedures provided for in article 7 of Law no. 300 of 20 May 1970 (Worker's Statute) and the proportionality criteria, taking into account the seriousness, willfulness and reiteration.

Given the trust inherent in a working relationship, which bonds those that hold management positions within the Company, the following sanctions will be applied to those responsible:

- a) written reprimand;
- b) dismissal with notice;
- c) dismissal without notice.

- a) The **written reprimand**, to comply with the Model, constitutes an essential condition for the retention of the trusting relationship with the Company and may be imposed in the presence of a minor violation of one or more of the conduct or procedural rules foreseen by the Model;
- b) The **dismissal with notice** may be imposed in the presence of a serious violation of one or more of the Model's prescriptions that represents a considerable non-compliance;
- c) The **dismissal without notice** may be imposed in the presence of the violation of one or more of the Model's prescriptions is serious enough to irreparably damage the trust relationship so as not to allow the continuation, even temporary of the employment relationship, such as, by way of non-limiting example:
 - violations of the conduct principles and/or procedures issued by the Model and/or the internal regulations introduced by the Model that have external relevance and/or entail fraudulent evasion of the same, achieved by means of a conduct that aims to commit an offence that is included among those sanctioned by the Decree;

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- violation and/or evasion of the control system, achieved by removal, destruction or alteration of the documentation foreseen by the procedures or preventing the appointed subjects and the Supervisory Body from checking and accessing the requested information and the documentation.

If the managers have the power to represent the company externally, the imposition of the written reproach measure may also entail the revocation of the proxy power.

XXIII. 4.5.Measures that apply to non-compliance by Directors

If a violation of the Model is perpetrated by one or more of the members of the Company's Board of Directors, the Supervisory Body shall inform the entire Board of Directors and the Sole Auditor / Board of Statutory Auditors (if appointed), who shall take the appropriate measures in line with the seriousness of the violation committed, in light of the criteria provided below and in compliance with the powers foreseen by the law and/or the Articles of Association (statements in the meeting minutes, request to call or summon the meeting with the appropriate measures against the subjects responsible for the violation on the agenda, etc.).

The disciplinary measures that may be imposed on one or more members of the Board of Directors, following a resolution by the Board of Directors to be reached with the abstention of the interested party and, if necessary, of the Shareholders' meeting, are those foreseen by the disciplinary system:

- a) written reprimand;
- b) suspension for the post for a period ranging from one month to six months;
- c) revocation of the director's powers (in the event of an executive director);
- d) cut in remuneration;
- e) summons of the shareholders' meeting for the adoption of the revocation measure foreseen by art 2383 of the Italian Civil code (i.e. revocation).

In particular, with reference to Model violations perpetrated by one or more members of the Board of Directors, it is foreseen that:

- in the event of a minor violation of one or more procedural or conduct rules foreseen by the Model, the Board of Directors member receives a written reprimand which consists of a written reminder to comply with the Model, which constitutes an essential condition for the retention of the trusting relationship with the Company;
- the revocation of powers is imposed on the Director with powers, who engages in conduct not compliant with the prescriptions and procedures contained or referred to in the Model, which are directly focused on committing a sanctioned offence such as: i) violation of the provisions on signing powers and, in general, the system of proxies, as well as the violation of measures related to the management of financial resources; ii) violation and/or evasion of the internal control system foreseen by the Model, achieved through removal, destruction or alteration of the documentation foreseen by company procedures and prescriptions or by preventing the control or the access to information;
- in the event of a serious violation of one or more of the procedural and conduct rules foreseen by the Model, the Board of Directors member incurs in the temporary suspension from his/her office (from one to six months);
- the cut in remuneration is imposed on the director without powers, who engages in conduct

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non compliant with the prescriptions and procedures contained or referred to in the Model and is directly focused on committing the sanctioned offence.

The Shareholders' Meeting must be summoned to implement the revocation provisions when faced by one or more directors engaging in conduct that blatantly violates the prescriptions and procedures contained or referred to in the Model and that irreparably undermine the trust relationship as well as resulting in the tangible risk that the Company may incur in the measures foreseen by the Decree, such as:

- serious and reiterated violation of the provisions related to signing powers and, in general, to the system of proxies as well as the violation of the measures related to the management of financial resources;
- serious and reiterated violation and/or evasion of the internal control system foreseen by the Model, achieved by the removal, destruction or alteration of the documentation foreseen by company procedures and prescriptions or by preventing the control or access to information.

The imposition of the disciplinary sanctions mentioned above do not rule out the Company's right pursuant to art. 2393 of the Italian Civil Code to initiate liability actions against the directors.

If the Director is also provided with the powers to represent the Company externally, the imposition of the disciplinary sanction shall also result in the automatic revocation of the proxy power.

Finally, if the violation is notified to a Director who is bound to the company with a subordinate employment contract, the sanctions foreseen for Managers detailed under the previous paragraph 4.4.2 shall apply. In this case, if the dismissal sanction is imposed, with or without notice, one shall also revoke the Director from their appointment.

If the Model is violated by the entire Board of Directors of the Company, the Supervisory Body shall inform the Sole Auditor/Board of Statutory Auditors (if appointed) so that they may summon the Shareholders' Meeting without delay so that the appropriate provisions may be taken.

If the Board of Directors has information about Model violations on behalf of one or more of the Supervisory Body members, the Board of Directors, in collaboration with the Sole Auditor /Board of Statutory Auditors (if appointed) shall take the initiatives that are deemed most appropriate and consistent with the seriousness of the violation and in compliance with the powers foreseen by the law and/or the Articles of Association.

XXIV. 4.6. Provisions for non-compliance on behalf of Suppliers, Consultants and Partners

All conduct displayed by Third Party Subjects (i.e. temporary workers, seconded workers, etc.) and Additional Subjects (i.e. consultants, distributors, contractors, temporary agencies or third party subjects linked to the Company by a contractual relationship) that violate the provisions of the Model and/or the Code of Ethics in those areas that directly affect them may lead to the application of the measures foreseen by the specific contractual clauses, such as penalties, right of withdrawal or termination of the contractual relationship, without prejudice to any reimbursement requests if this conduct is damaging the Company, notwithstanding the termination of the contractual relationship, as it may lead to the application, even for precautionary reasons, of the sanctions foreseen by the Decree that can be charged against the Company.

To this end, the contracts with Third Party Subjects shall contain specific clauses that indicate a prior awareness of the Decree and a commitment not to engage in conduct that may lead to one of the offences detailed in the Decree being committed (regardless of whether the offence is effectively committed or whether it can be punished), while also requiring compliance with the Code of Ethics and the Organisational Model including the control Protocols and procedures of CINEL.

Where contracts with Additional Subjects are concerned, these shall contain specific clauses that indicate a prior awareness of the Decree and a commitment not to engage in conduct that may lead to one of the offences detailed in the Decree being committed (regardless of whether the offence is effectively committed or whether it can be punished) while also requiring compliance with the Code of Ethics and providing indications of the consequences ensuing as a result of violations of the provisions set out in the clauses.

Every violation of the prescriptions pursuant to the specific regulations referred to in specific contractual clauses that Third Party Subjects and Additional Subjects are required to comply with is communicated by the Supervisory Body to the Head of the Function to which the contract or the relationship refer by means of a concise written report. These infringements are sanctioned by the competent bodies based on the Company's internal regulations.

XXV. 4.7 Disciplinary sanctions for Whistleblowing violations

The Company has defined the following disciplinary measures¹⁴ against anyone who: (i) retaliates or threatens to retaliate against whistleblowers; (ii) obstructed or attempted to obstruct the report; (iii) violated the obligation of confidentiality under the Whistleblowing regulations; (iv) failed to carry out the verification and analysis activities of the reports received; (v) with intent or gross negligence, has made a report that turns out to be unfounded¹⁵; (vi) generally against anyone responsible for Whistleblowing violations.

Disciplinary provision	Disciplinary violation
1. Written admonishment	Any minor failure that arises out of conduct non compliant with the provisions of the whistleblowing legislation and the Whistleblowing policy.
2. Fine not exceeding three hours' pay	An employee who violates the Whistleblowing policy shall be liable to a fine not exceeding 3 hours' pay or to suspension from work for up to 3 days, depending on the seriousness of the violation, in the event of misconduct that is likely to be detrimental to the company's rules, ethics, hygiene and safety, pursuant to the applicable NCLA.
3. Suspension from work and pay up to a maximum of three days	
4. Dismissal with advance notice	The dismissal measure is imposed to the worker who, in performing an activity, violates the prescriptions of the whistleblowing policy that may lead to the application of the sanctions provided by Italian Legislative Decree no. 231/2001 against the Company and/or, in any case, has a conduct that might cause serious moral and/or material damage to the Company, pursuant to the prescriptions of the applicable CCNL.
5. Dismissal without advance notice	

It is here specified that the misconduct listed here does not include all possible misconduct liable to sanctions, being an illustrative and not exhaustive list. Furthermore, generally speaking, the Company, in any case, reserves the right to assess individual conduct on a case by case basis and to impose the most appropriate disciplinary provision, regardless of those that are indicatively

¹⁴ Disciplinary measures are applicable only after verification by the Company of the above cases.

¹⁵ This is the case, for example, when the responsibility of the whistleblower has been established, including by a first degree judgment, for the crimes of defamation or slander (or in any case for the same crimes committed in connection with whistleblowing) or his civil liability in cases of malice or gross negligence.

listed in the tables, based on the seriousness of the episode, the role and assignments performed by the interested workers, the specific context in which the disciplinary relevant conduct took place, taking into account the objective seriousness of the event and the intentional element, seeing as the Disciplinary Code should not be viewed as a better option compared to the applied CCNL.

CHAPTER 5 - DISSEMINATION OF THE MODEL

XXVI. 5.1. Communication, information and training

The Company, in order to effectively implement the Model, intends to ensure a correct dissemination of the contents and principles of the Model both inside and outside its own organisation.

In particular, the Company's aim is to extend the communication of the Model's contents and principles, not just to its own employees, but also to the subjects that, despite not formally qualified as employees, operate - even on an occasional basis - in pursuit of the Company's objectives as a result of contractual relationships.

To this end, it is essential to engage in a communication and training activity aimed at promoting the dissemination of what is established by the Decree and the Organisational Model adopted by its various components, so that knowledge of the subject matter and compliance with the rules that it entails are an integral part of the professional culture of each employee. The communication and training activities will be diversified, depending on the recipient it addresses, but it must, in any case, be based on principles of thoroughness, clarity, accessibility and continuity in order to enable the various recipients to acquire a full awareness of the company provisions they are required to comply with and the ethical rules that their conduct must abide by.

In particular, where **communication** is concerned, we expect to:

- disseminate the Model and the Code of Ethics on the Company's portal, in a specific dedicated area;
- for all those who do not have access to the Company's portal, the Model and the Code of Ethics are made available using alternative methods, such as, for example, the express delivery of the materials at the time of hiring;
- publication on company bulletin boards;
- appropriate communication tools will be adopted to update the recipients on any amendments made to the Model and/or the Code of Ethics and the Protocols.

As for the **information** methods, the following is foreseen:

- the members of the corporate bodies and the subjects that are entitled to represent the Company shall receive a hard copy of the Model and Code of Ethics when they accept the post assigned to them and underwrite a statement of compliance with the principles contained therein;

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- Third Party Subjects and Additional Subjects are supplied with appropriate information sheets on the principles and policies adopted by CINEL - based on this Model and the Code of Ethics - by the agents that have institutional contacts with them, according to a procedure approved by the Supervisory Board. They shall also be informed of the consequences that any conduct not compliant with current legislation or the ethical principles adopted may have with regard to contractual relations, in order to raise the awareness of CINEL's need that their conduct be compliant with the law, with particular reference to the provisions contained in Italian Legislative Decree no. 231/2001;
- newly hired staff, at the time of hiring, along with all other documentation, shall receive either a hard copy of the Model and the Code of Ethics. The underwriting of a specific statement certifies the delivery of the documents, the full understanding of them and the commitment to comply with the relative prescriptions.

Where **training** is concerned (training will take place in accordance with suitable methods and timing), a training program is foreseen with the aim of informing all Company managers and employees on the contents of the Decree, the Model and the Code of Ethics. The training activities are diversified, depending on the recipient it addresses and are always based on principles of thoroughness, clarity, accessibility and continuity in order to enable the various recipients to acquire a full awareness of the company provisions they are required to comply with as well as the ethical rules that they must abide by.

The training program, set up and managed by Company Management and with the coordination of the Supervisory Body (which also has the role of promoting and supervising 231 training activities), must take a broad number of variables into consideration. In particular:

- the targets (the recipients of the actions, their level and role within the organisation),
- the content (the topics relevant to the person's position);
- the training tools (in classroom or remote);
- the training schedule and its implementation (the preparation and the duration of the training events);
- the effort required of the targets (the training reception schedule);
- the actions required to effectively support the program (promotion by Management).

Company Management, in collaboration with the Supervisory Body (which will inform the Group's Legal & Compliance Department), is responsible for providing a **basic course** with the aim of making the staff aware of the issues included in Italian Legislative Decree no. 231/2001, the reasons that underpin the Company's adoption of the Model, as well as the general conduct principles that they are required to comply with. At the end of the course, all personnel will be required to take a learning evaluation test in order to assess their knowledge.

For any staff that joins the organisation after the Model has been updated, an appropriate new edition of the course has been foreseen.

With reference to personnel involved in activities that have relevance for 231 purposes, the Company Management, in collaboration with the Supervisory Body shall provide a **specific course**

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designed to inform them of the offences, the types of potential offences, how the various areas of competence are specifically monitored as well as a reminder to ensure the correct application of the Company's Organisation Model. At the end of the course, all personnel will be required to take a learning evaluation test in order to assess their knowledge.

As regards employees seconded to other companies, the Company Management, in coordination with the Supervisory Body and in collaboration with the Group's Legal & Compliance Department and Group's Human Resources Function shall provide video conference courses and hold a learning evaluation test in order to raise awareness and provide information on the issues covered by Italian Legislative Decree no. 231/2001 even among the employees who, owing to their functions and/or roles within the company are not physically present at the company premises.

The course participation is compulsory and is monitored by the Company Management. The course acceptance and attendance are traced by signing an attendance sheet that is kept on file by the Managers in charge with this task.

The Supervisory Body monitors the training courses, making sure they are constantly updated with any changed legislative and operational requirements while also supervising the effective reception of these updates.

CHAPTER 6 - ADOPTION OF THE MODEL - CRITERIA FOR THE UPDATE AND ADAPTATION OF THE MODEL

XXVII. 6.1. Updates and adaptations

The Board of Directors carries a resolution on the updating of the Model and its adjustment in light of amendments and/or integrations that may be required as a result of:

- i. significant changes to the internal structure of the Company and/or company procedures adopted in the performance of Company activities;
- ii. legislative amendments that extend the administrative liability of entities to other types of offences and for which it is believed that there is the risk that they are committed in the company's interest or to its advantage;
- iii. new guidelines of jurisprudence;
- iv. failings, shortcomings and/or significant violations of the Model that have established its ineffectiveness or inconsistency for the purpose of preventing the offences sanctioned pursuant to Italian Legislative Decree no. 231/2001, which have been brought to light by the internal control system during the course of the supervision over the effectiveness of the Organisational Model.

Once approved, the amendments and instructions for their immediate application are communicated to the company Functions responsible, which shall take steps, without delay, to ensure that these changes are introduced and oversee the correct communication of the contents both within and outside the Company.

The Supervisory Board shall, in any case, retain specific duties and powers relative to the supervision and promotion of the constant updating of the Model. To this end, the Body arranges proposals concerning the organisation and the control system to the responsible company structures, particularly relevant cases, to the Board of Directors.

For relatively minor amendments and/or updates of the Protocols or the Model, these can be approved by the Chairman of the Board of Directors, having first discussed the matter with the Supervisory Board.

However, the Board of Directors is exclusively responsible for approving the updates and/or adjustments to the Model resulting from the following factors:

- actions modifying the legislation governing the administrative liability of entities;
- identification of new sensitive activities, or variations of those previously identified, even possibly connected to the start of new business activities;
- formulation of observations by the Ministry of Justice pursuant to art. 6 of Italian Legislative Decree no. 231/2001 and articles 5 and following of the Ministerial Decree no. 201 of 26 June 2003;
- offences being committed that are referred to in Italian Legislative Decree no. 231/2001 by recipients of the Model's provisions or, more in general, significant violations of the Model;

- detection of failing and/or shortcomings of the Model's provisions following verifications on its effectiveness.

CHAPTER 7 - CODE OF ETHICS

See the SAES Group's Code of Ethics, which may be consulted on the corporate website.

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ATTACHMENT 1 - OFFENCES PURSUANT TO ITALIAN LEGISLATIVE DECREE NO. 231/2001

Italian Legislative Decree no. 231/2001	Offence category	Introduction	Offence
Art. 24	Undue receipt of payment, fraud against the State or a public entity, or to obtain public funding and IT fraud against the State or a public entity		Embezzlement against the State (art. 316.bis of the Italian Criminal Code) ¹⁶
			Undue receipt of public funds (art. 316 ter of the Italian Criminal Code) ¹⁷
			Fraud against the State or other public entity or the European Communities (art. 640, paragraph 2, no. 1 of the Italian Criminal Code)
			Aggravated fraud to obtain public funds (art. 640 bis of the Italian Criminal Code) ¹⁸
			IT fraud against the State or other public entity (art. 640 ter of the Italian Criminal Code)
		Added by Italian Legislative Decree no. 75 of 14 July 2020	Fraud in public supplies (art. 356 of the Italian Criminal Code)
			Fraud against the European Agricultural Fund (art. 2. Law no. 898 of 23/12/1986)
Art. 24-bis	Data processing offences and illicit processing of data	Article added by Law no. 48/2008; amended by Italian Legislative Decree no. 7 and 8/2016 and by art. 1, paragraph IX, Italian Legislative Decree no. 105/2019	Forgery in a public computer document or one that constitutes valid proof (art. 491 bis of the Italian Criminal Code)
			Illegal access to a computer or electronic system (art. 615-ter of the Italian Criminal Code)
			Illegal possession and disclosure of access codes to computer or electronic systems ¹⁹ (art. 615-quater of the Italian Criminal Code)
			Unauthorized possession, dissemination and installation of equipment, devices or computer programs designed to damage or crash an IT or electronic system ²⁰ (art. 615-quinquies of the Italian Criminal Code)
			Illegal tapping, hindering or interruption of IT or electronic communications ²¹ (art. 617-quater of the Italian Criminal Code)
			Possession, dissemination and installation of equipment designed to intercept, hinder or interrupt IT or electronic communications ²² (art. 617-quinquies of the Italian Criminal Code)
			Damage to IT data and programs (art. 635-bis of the Italian Criminal Code)
			Damage to IT data and programs used by the State or other public entity or in any case of public use (art. 635-ter of the Italian Criminal Code)
			Damage to IT or electronic systems (art. 635-quater of the Italian Criminal Code)
			Damage to IT or electronic systems of public use (art. 635-quinquies of the Italian Criminal Code)
Art. 24-ter	Organised crime offences	Article added by Law no. 94/2009 as amended by Law 69/2015	Criminal Conspiracy (art. 416 of the Italian Code of Criminal Procedure)
			Mafia-type criminal association (art. 416-bis of the Italian Criminal Code)
			Electoral exchanges between politicians and the mafia (art. 416-ter of the Italian Criminal Code)
			Kidnapping (art. 630 of the Italian Criminal Code)
			Association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 74 of Italian Presidential Decree no. 309 of 9 October 1990)

¹⁶ Article modified by Art. 28 bis Legislative Decree no. 4 of 2022 converted into Law 28 March 2022, no. 25

¹⁷ Article modified by Art. 28 bis Legislative Decree no. 4 of 2022 converted into Law 28 March 2022, no. 25

¹⁸ Article modified by Art. 28 bis Legislative Decree no. 4 of 2022 converted into Law 28 March 2022, no. 25

¹⁹ Article modified by Law of 23 december 2021, no. 238

²⁰ Article modified by Law of 23 december 2021, no. 238

²¹ Article modified by Law of 23 december 2021, no. 238

²² Article modified by Law of 23 december 2021, no. 238

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			<p>All offences if committed by taking advantage of the conditions foreseen by art. 416-bis of the Italian Criminal Code to support the activities of the associations foreseen by the same article (Law no. 203/91)</p> <p>Illegal manufacture, introduction into the state, sale, transfer, possession and carrying in a public place or a place open to the public of military grade weapons or military type weapons or parts of the same, explosives, clandestine weapons as well as common firearms (art. 407, para. 2, lett. a), number 5 of the Italian Code of Criminal Procedure)</p>
Art. 25	Unlawful transactions with public officials, unlawful solicitation to give or promise a benefit and corruption, influence peddling	Article amended by Law no. 190/2012	Unlawful transactions with public officials (art. 317 of the Italian Criminal code)
			Corruption in the performance of one's functions (art. 318 of the Italian Criminal code)
			Corruption for a deed contrary to one's duties of office (art. 319 of the Italian Criminal code)
			Aggravating circumstances (art. 319-bis of the Italian Criminal code)
			Corruption in judicial proceedings (art. 319-ter of the Italian Criminal code)
			Undue inducement to give or promise benefits (art. 319 ter of the Italian Criminal code)
			Corruption of a person appointed to provide a public service (art. 320 of the Italian Criminal code)
			Penalties for the briber (art. 321 of the Italian Criminal code)
			Instigation to commit corruption (art. 322 of the Italian Criminal code)
			Misappropriation, unlawful transactions with public officials, undue inducement to give or promise benefits, corruption or instigation to commit corruption by the members of International Courts of the bodies of the European Communities of the international parliamentary assemblies or international organisations and officers of the European Communities and foreign States (art. 322 bis of the Italian Criminal code)
			Influence peddling (art. 346-bis of the Italian Criminal code)
		Added by Italian Legislative Decree no. 75 of 14 July 2020	Misappropriation (limited to the first paragraph) (art. 314 of the Italian Criminal code)
		"Implementation of (EU) directive 2017/1371, concerning the fight against fraud affecting the European Union's financial interests by means of criminal law"	Misappropriation by profiting of another's mistake (art. 316 of the Italian Criminal code)
			Abuse of office (art. 323 of the Italian Criminal code)
Art. 25-bis	Counterfeiting currency, credit cards, tax stamps and identifying instruments or signs	Added by Italian Legislative Decree no. 350/2001, converted with amendments by Law no. 409/2001; amended by Law no. 99/2009; amended by Italian Legislative Decree no. 125/2016	Use of counterfeit or tampered revenue stamps (art. 464 of the Italian Criminal code)
			Counterfeiting of currency, spending and introduction into the State, with the help of accomplices, of counterfeit currency (art. 453 of the Italian Criminal code)
			Currency altering (art. 454 of the Italian Criminal code)
			Introduction into the state and commerce of products with false trademarks (art. 474 of the Italian Criminal code)
			Spending and introduction into the State, with the help of accomplices, of counterfeit currency (art. 455 of the Italian Criminal code)
			Spending counterfeit currency received in good faith (art. 457 of the Italian Criminal code)
			Counterfeiting of revenue stamps, introduction into the state, purchase, possession and circulation of counterfeit revenue stamps (art. 459 of the Italian Criminal code)

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			<p>Manufacture or possession of watermarks or instruments designed to counterfeit currency, revenue stamps or watermarked papers (art. 461 of the Italian Criminal Code)</p> <p>Counterfeiting of watermarked paper for the manufacture of credit cards or revenue stamps (art. 460 of the Italian Criminal code)</p> <p>Counterfeiting, alteration or the use of trademarks or distinctive signs as well as patent, models and designs (art. 473 of the Italian Criminal Code)</p>
Art. 25-bis	Offences against industry and commerce	Added by Law no. 99/2009	Disruption of the freedom of industry and trade (art. 513 of the Italian Criminal Code)
			Unlawful competition with threats or violence (art. 513-bis of the Italian Criminal Code)
			Fraud against national industries (art. 514 of the Italian Criminal code)
			Fraud in trade transactions (art. 515 of the Italian Criminal code)
			<p>Sales of non-genuine food substances as genuine (art. 516 of the Italian Criminal code)</p> <p>Sale of industrial products with false trademarks (art. 517 of the Italian Criminal code)</p> <p>Manufacture and sale of goods made by usurping industrial property rights (art. 517-ter of the Italian Criminal code)</p> <p>Counterfeiting of geographical indications or original names of food products (art. 517-quater of the Italian Criminal code)</p>
Art. 25-ter	Corporate offences	Added by Italian Legislative Decree no. 61/2002; amended by Law no. 190/2012 and by Law no. 69/2015	False corporate communications (art. 2621 of the Italian Civil Code)
			Minor offences (art. 2621-bis of the Italian Civil Code)
			False corporate communications by listed companies (art. 2622 of the Italian Civil Code)
			Hindered control (art. 2625, paragraph 2 of the Italian Civil Code)
			Undue return of contributions (art. 2626 of the Italian Civil Code)
			Unlawful allocation of profits and provisions (art. 2627 of the Italian Civil Code)
			Unlawful transactions in the stock of the company or its controlling company (art. 2628 of the Italian Civil Code)
			Transactions prejudicial to creditors (art. 2629 of the Italian Civil Code)
			Failure to communicate conflicts of interest (art. 2629-bis of the Italian Civil Code)
			Fictitious paid-up capital stock (art. 2632 of the Italian Civil Code)
			Undue allocation of company goods by receivers (art. 2633 of the Italian Civil Code)
			Corruption among private parties (art. 2635 of the Italian Civil Code)
			Inducement of corruption among private parties (art. 2635-bis of the Italian Civil Code)
			Undue influence on the shareholders' meeting (art. 2636 of the Italian Civil Code)
			Agiotage (art. 2637 of the Italian Civil Code)
			Hindering the operation of the officers of public supervisory authorities (art. 2638, paragraphs 1 and 2 of the Italian Civil Code)
Art. 25-quater	Offences committed for terrorist purposes or to disrupt the democratic order as foreseen by the Italian Criminal Code and the special laws	Added by Law no. 7/2003	Subversive conspiracies (art. 270 of the Italian Criminal Code)
			Associations for the purpose of terrorism and international terrorism or disruption of the democratic order (art. 270 bis of the Italian Criminal Code)
			Assistance to associates (art. 270 ter of the Italian Criminal Code)
			Recruitment for the purposes of terrorism and international terrorism (art. 270 quater of the Italian Criminal Code)
			Training in activities for the purpose of terrorism and international terrorism (art. 270 quinquies of the Italian Criminal Code)
			Funding of terrorist activities (art. 270 quinquies.1 of the Italian Criminal Code)
			Misappropriation of assets or money subject to seizure (art. 270 quinquies.2 of the Italian Criminal Code)
			Terrorist conduct (art. 270 sexies of the Italian Criminal Code)
			Terroristic or subversive attack (art. 280 of the Italian Criminal Code)

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			Acts of terrorism using lethal or explosive weapons (art. 280 bis of the Italian Criminal Code)
			Acts of nuclear terrorism (art. 280 ter of the Italian Criminal Code)
			Kidnapping for terrorist or subversive purposes (art. 289 bis of the Italian Criminal Code) ²³
			Incitement to commit any of the offences contained in Chapters I and II (art. 302 of the Italian Criminal Code)
			Political conspiracy by agreement (art. 304 of the Italian Criminal Code)
			Political conspiracy by association (art. 305 of the Italian Criminal Code)
			Armed gangs: training and participation (art. 306 of the Italian Criminal Code)
			Aiding and abetting members of a conspiracy or armed gang (art. 307 of the Italian Criminal Code)
			Seizure, hijacking and destruction of an aircraft (Law no. 342/1976, art. 1)
			Damage to ground installations (Law no. 342/1976, art.2)
			Sanctions (Law no. 422/1989, art.3)
			Active repentance (Italian Legislative Decree no. 625/1979, art.5)
			New York Convention of 9 December 1999 (art.2)
Art. 25-quater.1	Female genital mutilation practices	<i>Added by Law no. 7/2006</i>	Any practices of female genital mutilation
Art. 25-quinquies	Offences against individuals	<i>Added by Law no. 228/2003 and amended by Law no. 199/2016</i>	Enslavement or holding someone in slavery or servitude (art. 600 of the Italian Criminal Code)
			Child prostitution (art. 600 bis of the Italian Criminal Code)
			Child pornography (art. 600-ter of the Italian Criminal Code)
			Possession of pornographic material ²⁴ (art. 600-quater of the Italian Criminal Code)
			Virtual pornography (art. 600-quater of the Italian Criminal Code)
			Tourist initiatives intended to exploit child prostitution (art. 600-quinquies of the Italian Criminal Code)
			Human trafficking (art. 601 of the Italian Criminal Code)
			Purchase and sale of slaves (art. 602 of the Italian Criminal Code)
			Illegal recruitment and exploitation of labour (art. 603-bis of the Italian Criminal Code)
			Child grooming ²⁵ (art. 609-undecies of the Italian Criminal Code)
Art. 25-sexies	Market abuse offences	<i>Added by Law no. 62/2005</i>	Market manipulation ²⁶ (art. 185 of Italian Legislative Decree no. 58/1998)
			Insider dealing ²⁷ (art. 184 of Italian Legislative Decree no. 58/1998)
Art. 25-septies	Offences involving manslaughter, serious bodily harm and grievous bodily harm committed in violation of accident prevention regulations and occupational health and safety protection.	<i>Added by Law no. 123/2007</i>	Manslaughter (art. 589 of the Italian Criminal Code)
			Grievous bodily harm through negligence (art. 590 of the Italian Criminal Code)
Art. 25-octies	Receiving, money laundering and use of	<i>Added by Italian Legislative</i>	Receiving ²⁸ (art. 648 of the Italian Criminal Code)
			Money laundering ²⁹ (art. 648-bis of the Italian Criminal Code)

²³ Article introduced by Legislative Decree 21/2018

²⁴ Crime modified by Law 23 december 2021, No. 238

²⁵ Crime modified by Law 23 december 2021, No. 238

²⁶ Crime modified by Law 23 december 2021, No. 238

²⁷ Crime modified by Law 23 december 2021, No. 238

²⁸ Article modified by Law decree of 2021, No. 195

²⁹ Article modified by Law decree of 2021, No. 195

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	money, goods or other assets of unlawful origin, including self-laundering	<i>Decree no. 231/2007; as amended by Law no. 186/2014</i>	Use of money, goods or other assets of unlawful origin ³⁰ (art. 648-ter of the Italian Criminal Code)
			Self-laundering ³¹ (art. 648-ter.1 of the Italian Criminal Code)
Art. 25-octies 1	Criminal offences relating to payment instruments other than cash	<i>Added by law Decree of 8 November 2021, No. 184</i>	Unlawful use and forgery of non-cash payment instruments (art. 493-ter of the Italian Criminal Code)
			Possession and dissemination of equipment, devices or IT programs aimed at committing crimes involving payment instruments other than cash (Article 493-quater of the Italian Criminal Code)
			Computer fraud aggravated by carrying out a transfer of money, monetary value or virtual currency (Article 640-ter of the Italian Criminal Code)
Art. 25-novies	Offences related to breach of copyright	<i>Added by Law no. 99/2009</i>	Making, all or part of any intellectual property protected by copyright available to the public, on an electronic network system using connections of any kind (art. 171, Law no. 633/1941, paragraph 1 lett. a) bis)
			Offences referred to in the previous point committed on third party works not intended for publication, if resulting in damage to integrity or reputation (art. 171, Law no. 633/1941, paragraph 3)
			Software duplication for profit-making purposes; importation, distribution, sale or possession for marketing or business or leasing purposes of software held on media not bearing the SIAE marking; any means used to remove or bypass software protection devices (art. 171, Law no. 633/1941, paragraph 1)
			Copying, transfer to another media, distribution, disclosure, presentation or demonstration in public of the contents of a database; extraction or redeployment of a database; distribution, sale or lease of databases (art. 171, Law no. 633/1941, paragraph 2)
			Abusive duplication, reproduction, broadcasting or dissemination to the public using any kind of procedure, entirely or in part, of intellectual property created for a television or cinematic circuit, the sale or rental of records, tapes or similar supports or any other support containing phonograms or videograms of musical, film or comparable audiovisual works or sequences of images in movement; literary, dramatic, scientific or education works, musical or musical drama works and multimedia works, even if part of collective or composite works or databases; the reproduction, duplication, broadcasting or unauthorised circulation, sale or marketing, transfer of any nature or unauthorised importation of more than fifty copies or samples of works protected by copyright and associated rights; upload on electronic networks, using connections of any kind of all or part of intellectual properties protected by copyright (art. 171-ter Law no. 633/1941)
			Failure to inform the SIAE of the identification details of the supports not subject to markings or making a false statement (art. 171-septies, Law no. 633/1941)
			Fraudulent production, sale, importing, promotion, installation, alteration, public or private use of devices or parts of devices used to decode restricted-access audiovisual transmissions via air, satellite, cable, in both analogue and digital form (art. 171-octies Law no. 633/1941)
Art. 25-decies	Incitement not to bear witness or to make false statements to the judicial authorities;	<i>Added by Law no. 116/2009</i>	Incitement not to bear witness or to make false statements to the judicial authorities (art.377-bis of the Italian Criminal Code)
Art. 25-undecies	Environmental offences	<i>Added by Italian Legislative Decree no. 121/2011, as amended by Law no. 68/2015</i>	Environmental pollution (art. 452-bis of the Italian Criminal Code)
			Environmental disaster (art. 452-quater of the Italian Criminal Code)
			Environmental offences due to negligence (art. 452-quinquies of the Italian Criminal Code)
			Trafficking and dumping of highly radioactive material (Article 452 – sexies of the Italian Criminal Code)
			Aggravating circumstances (art. 452-bis of the Italian Criminal code)

³⁰ Article modified by Law decree of 2021, No. 195

³¹ Article modified by Law decree of 2021, No. 195

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			<p>Killing, destruction, capture, removal or possession of protected species of animals or wild plants (Article 727-bis of the Italian Criminal Code)</p> <p>Destruction or damage of habitats in a protected area (Article 733-bis of the Italian Criminal Code)</p> <p>Importation, exportation, possession, for-profit use, purchase, sale, display or holding for sale or for marketing purposes of protected animal species (Law 150/1992, Article 1, Article 2, Article 3-bis and Article 6)</p> <p>Discharge of industrial waste water containing hazardous substances; discharge on land, in subsoil and in groundwater; offshore discharge by ships or aircraft (Legislative Decree 152/2006, Article 137)</p> <p>Unauthorised waste management activities (Italian Legislative Decree 152/2006, Article 256)</p> <p>Pollution of soil, subsoil, surface water and groundwater (Legislative Decree 152/2006, Article 257)</p> <p>Illegal waste trafficking (Legislative Decree 152/2006, Article 259)</p> <p>Violation of reporting obligations, obligations of maintenance of compulsory registers and forms (Legislative Decree 152/2006, Article 258)</p> <p>Organised trafficking of illegal waste³² (Italian Legislative Decree 152/2006, art. 260)</p> <p>False indications of the nature, composition and chemical and physical characteristics of the waste when preparing a waste analysis certificate; false information in the waste analysis certificate used in the system for waste traceability control (SISTRI); omission or fraudulent alteration of the hard copy of the SISTRI form – handling area sheet accompanying waste transport (Italian Legislative Decree 152/2006, Article 260-bis)</p> <p>Sanctions (Italian Legislative Decree 152/2006, Article 279)</p> <p>Willful shipping pollution (Italian Legislative Decree 202/2007, Article 8)</p> <p>Negligent shipping pollution (Italian Legislative Decree 202/2007, Article 9)</p> <p>Termination and reduction of the use of harmful substances (Law 549/1993 Article 3)</p>
Art. 25-duodecies	Employing citizens from third countries without valid residence permits;	<i>Added by Italian Legislative Decree no. 109/2012</i>	Employing citizens from third countries without valid residence permits (Article 22, paragraph 12-bis of Legislative Decree 286/1998)
Art. 25-terdecies	Racism and xenophobia	<i>Added by Law no. 167/2017</i> <i>Art. 3, paragraph 3-bis, of Law no. 654 of 13 October 1975</i>	<p>Propaganda of ideas based on superiority or racial or ethnic hatred, or incitement to commit or committing discriminatory acts on racial, ethnic, nationalistic or religious grounds.</p> <p>Instigating or committing violence or acts of violent provocation on racial, ethnic, nationalistic or religious grounds</p> <p>Organisation, association, movement or group that among its purposes includes incitement to discrimination or to violence on racial, ethnic, nationalistic or religious grounds</p> <p>Propaganda or instigation and incitement, committed so that there is a danger of dissemination, that are based entirely or in part on the denial of the Shoah, genocide, offences against humanity and war offences.</p>
Art. 25-quaterdecies	Fraud in sports competitions, unlawful gaming or betting or gambling exercised through any prohibited devices	<i>Added by Law no. 39 of 3 May 2019</i>	<p>Fraud in sporting competitions (Article 1, Law 401 of 13 December 1989)</p> <p>Unauthorised exercise of gambling and betting activities (Article 4, Law 401 of 13 December 1989)</p>
		<i>The Law no. 157 of 19 December 2019 in force as</i>	Filing a false tax return by using invoices or other documents for non-existent transactions (art. 2 of Italian Legislative Decree no. 74/2000)

³² Article repealed by Legislative Decree 21/2018 and replaced by art. 452-quaterdecies of the Italian Criminal Code - *Activities organized for the illegal trafficking of waste*

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Art. 25-quinquiesdecies	Tax offences	of 25 December 2019 has converted into law with amendments the Italian Legislative Decree no. 124 of 26 October 2019 containing "Urgent provisions on tax issues and for urgent requirements" Added by Italian Legislative Decree no. 75 of 14 July 2020 "Implementation of (EU) directive 2017/1371, concerning the fight against fraud affecting the European Union's financial interests by means of criminal law"	Fraudulent statements by means of other artifices (art. 3 Italian Legislative Decree no. 74/2000)
			Issuing invoices or other documents for non-existent transactions (art. 8 of Italian Legislative Decree no. 74/2000)
			Concealment or destruction of accounting documents (art. 10 of Italian Legislative Decree no. 74/2000)
			Fraudulent avoidance of tax payments (art. 11 of Italian Legislative Decree no. 74/2000)
			Inaccurate tax declaration (art. 4 of Italian Legislative Decree no. 74/2000)
			Failure to file tax returns (art. 5 of Italian Legislative Decree no. 74/2000)
			Undue compensation (art. 10-quater of Italian Legislative Decree no. 74/2000)
Art. 25-sexiesdecies	Smuggling offences	Added by Italian Legislative Decree no. 75 of 14 July 2020 "Implementation of (EU) directive 2017/1371, concerning the fight against fraud affecting the European Union's financial interests by means of criminal law"	Smuggling by movement of goods over land borders and customs premises (art. 282 of Italian Presidential Decree no. 73/1943)
			Smuggling by movement of goods across border lakes (art. 283 of Italian Presidential Decree no. 73/1943)
			Smuggling in goods shipments (art. 284 of Italian Presidential Decree no. 73/1943)
			Smuggling by movement of goods by plane (art. 285 of Italian Presidential Decree no. 73/1943)
			Smuggling in areas outside customs jurisdiction (art. 286 of Italian Presidential Decree no. 73/1943)
			Smuggling for illegal use of imported goods with customs avoidance (art. 287 Italian Presidential Decree no. 73/1943)
			Smuggling in bonded warehouses (art. 288 Italian Presidential Decree no. 73/1943)
			Smuggling in cabotage and circulation (art. 289 Italian Presidential Decree no. 73/1943)
			Smuggling in the export of goods admitted to right restitution (art. 290 Italian Presidential Decree no. 73/1943)
			Smuggling in temporary imports or exports (art. 291 Italian Presidential Decree no. 73/1943)
			Smuggling foreign produced tobaccos (art. 291-bis Italian Presidential Decree no. 73/1943)
			Aggravating circumstances for the offence of smuggling foreign produced tobaccos (art. 291-ter Italian Presidential Decree no. 73/1943)
			Criminal conspiracy to smuggle foreign produced tobaccos (art. 291-quater Italian Presidential Decree no. 73/1943)
			Other instances of smuggling (art. 292 Italian Presidential Decree no. 73/1943)
			Aggravating circumstances of smuggling (art. 295 Italian Presidential Decree no. 73/1943)

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Art. 25-septiesdecies	Offences relating to cultural heritage	Article added by Law of 9 March 2022, No. 22	Theft of cultural property (art. 518-bis of the Italian Criminal Code)
			Misappropriation of cultural property (art. 518-ter of the Italian Criminal Code)
			Receiving stolen cultural assets (art. 518-quater of the Italian Criminal Code)
			Forgery in private writing relating to cultural assets (art. 518-octies of the Italian Criminal Code)
			Violations regarding the alienation of cultural property (art. 518-novies of the Italian Criminal Code)
			Illegal import of cultural assets (art. 518-decies of the Italian Criminal Code)
			Illegal exit or export of cultural assets (art. 518-undecies of the Italian Criminal Code)
			Destruction, dispersion, deterioration, disfigurement, soiling and illicit use of cultural or landscape assets (art. 518-duodecies of the Italian Criminal Code)
Art. 25-duodevices	Recycling of cultural assets and devastation and looting of cultural and landscape assets	Article added by Law of 9 March 2022, No. 22	Counterfeiting of works of art (art. 518-quaterdecies of the Italian Criminal Code)
			Laundering of cultural assets (art. 518-sexies of the Italian Criminal Code)
Art. 12, Law No. 9/2013	Liability of entities for administrative offences resulting from offences (Predicate offence for entities that operate in the context of the virgin olive oil industrial production)		Destruction and looting of cultural and landscape assets (art. 518-terdecies of the Italian Criminal Code)
			Adulteration and counterfeiting of food substances (art. 440 of the Italian Criminal Code)
			Trade in adulterated or counterfeited food substances (art. 442 of the Italian Criminal Code)
			Trade in toxic food substances (art. 444 of the Italian Criminal Code)
			Counterfeiting, adulteration or the use of distinctive signs of intellectual properties or industrial products (art. 473 of the Italian Criminal Code)
			Introduction into the state and commerce in products with false trademarks (art. 474 of the Italian Criminal code)
			Fraud in trade transactions (art. 515 of the Italian Criminal code)
			Sales of non-genuine food substances as genuine (art. 516 of the Italian Criminal code)
Law no. 146/2006	Transnational offences [offences of a transnational nature envisage the administrative liability of an entity]		Sale of industrial products with false trademarks (art. 517 of the Italian Criminal code)
			Counterfeiting of geographical indications or original names of food products (art. 517-quater of the Italian Criminal code)
			Measures against illegal immigration (Article 12, paragraph 3, 3-bis, 3-ter and 5, of the Consolidated Law pursuant to Italian Legislative Decree no. 286 of 25 July 1998)
			Association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 74 of the Consolidated Law pursuant to Italian Presidential Decree no. 309 of 9 October 1990)
			Criminal conspiracy to smuggle foreign produced tobaccos (art. 291-quater of the Consolidated Law pursuant to Italian Presidential Decree no. 43 of 23 January 1973)
			Incitement not to bear witness or to make false statements to the judicial authorities (art.377-bis of the Italian Criminal Code)
			Aiding and abetting (Article 378 of the Italian Criminal Code)
			Criminal association (Article 416 of the Italian Criminal Code)*
CONSOLIDATED LAW ON FINANCE	Art. 187 Quinquies Consolidated Law on Finance		Mafia-type association (Article 416-bis of the Italian Criminal Code)
			Administrative offence of insider trading (art. 187-bis Consolidated Law on Finance)
			Administrative offence of market manipulation (art. 187-ter Consolidated Law on Finance)

* including trafficking of organs removed from a living person (art. 601 of the Italian Criminal Code)

ATTACHMENT 2 - PROCEDURE FOR WHISTLEBLOWING REPORTS

Procedure available on the SAES Getters S.p.A. website.