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(-)	-	-	0201	YES	001	06
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GOVERNANCE

ORGANIZATION, MANAGEMENT AND CONTROL MODEL LEGISLATIVE DECREE 231/2001

0201-SI-001

DOCUMENT REVISIONS

06	Text approved by the Board of Directors of Sicim SpA at the meeting of November 25, 2025				25/11/2025
05	Text approved by the Board of Directors of Sicim SpA at the meeting of 04 DECEMBER 2023				04/12/2023
04	Text approved by the Board of Directors of Sicim SpA at the meeting of June 29, 2021				June 29, 2021
03	Text approved by the Board of Directors of Sicim SpA at the meeting of 27 November 2018				27/11/2018
02	Text approved by the Board of Directors of Sicim SpA at the meeting of 15 December 2015				12/15/2015
01	Text approved by the Board of Directors of Sicim SpA at the meeting of 11 July 2013				11/7/2013
00	Text approved by the Board of Directors of Sicim SpA at the meeting of 28 APRIL 2012				28/4/2012
Rev.	Description	Prepared	Checked	Approved	Date
		(name & initials)	(name & initials)	(name & initials)	DD/MM/YY

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ATTACHMENTS

- Annex 1: Code of Ethics
Annex 2: Company Organization Chart
Annex 3: Safety Organization Chart



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DEFINITIONS

In addition to other definitions in this document, capitalized terms have the following meanings:

- **Sensitive Activities:** indicates the operations and/or activities of the Company within which there is a risk of the commission of Crimes;
- **Code of Ethics:** the code of ethics adopted by the Company, attached hereto as Annex 1;
- **Collaborator(s):** indicates the consultants, external collaborators, commercial/financial partners, agents, attorneys and, in general, third parties who operate on behalf of or in any case in the interest of Sicim SpA;
- **Board of Auditors:** means the Board of Auditors of Sicim SpA;
- **Board of Directors :** means the Board of Directors of Sicim SpA ;
- **Decree:** indicates Legislative Decree 8 June 2001 n. 231, as subsequently amended and integrated;
- **Recipients:** Senior Managers, Employees, Collaborators of the Company and personnel working in *branches* , or in companies controlled and participated by Sicim ;
- **Employee(s):** means persons linked by an employment relationship with the Company, including Senior Managers pursuant to art. 5, letter b) of the Decree;
- **Confindustria Guidelines:** the guidelines issued by Confindustria for the construction of organizational, management and control models , last modified in June 2021;
- **Model or Organizational Model:** indicates this organizational, management and control model, as provided for by articles 6 and 7 of the Decree;
- **Supervisory Body or Supervisory Body:** indicates the internal body of Sicim SpA , equipped with autonomous powers of initiative and control, responsible for supervising the functioning and compliance with the Model, as provided for by the Decree;
- **Public Administration:** means any body of the Public Administration, including its officials and persons in charge of public services;
- **Offences or Predicate Offences:** indicates the types of offences to which the provisions of the Decree apply, even following subsequent amendments and additions;
- **Sicim SpA, Sicim or Company :** indicates Sicim SpA, with registered office in 43011 – Busseto (PR), Via Consolatice Superiore n. 96/98 ;
- **Senior Persons or Persons in Senior Positions :** means persons who hold representative, administrative, or management roles within the Company, as well as persons who exercise, even de facto, management and control of the Company pursuant to art. 5, letter a) of the Decree.



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DOCUMENT STRUCTURE

This document is composed of a **General Part** and a **Special Part** .

The **General Section** describes the provisions of the Decree, identifies the types of crimes listed in the Decree, outlines Sicim's corporate structure, the methodology used to identify sensitive areas, the function of the Model, identifies the Recipients of the Model, the operating principles of the Supervisory Body, defines a system of sanctions dedicated to monitoring violations of the Model, and outlines the obligations regarding communication of the Model and personnel training.

The **Special Section** contains the indication of Sensitive Activities, i.e. the activities which, following the *Risk Assessment activities* , have been deemed by the Company to be at risk of crime pursuant to the Decree, the principles of conduct, the prevention elements to monitor the aforementioned activities and the essential control measures designed to prevent or mitigate the crimes.

Taking into account the activities carried out by the Company, its specific characteristics and the results emerging from the interviews conducted with the Department Managers, in agreement with the Company's management, a special section has been dedicated to all the types of Predicate Offences identified by the Decree, with the exception of the macro-categories of offences whose risk of occurrence has been excluded *from the outset* .



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GENERAL PART



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1. THE DECREE

1.1 INTRODUCTION

On June 8, 2001, Legislative Decree No. 231 was issued, pursuant to the delegation pursuant to Article 11 of Law No. 300 of September 29, 2000, and entered into force on July 4, 2001.

The Decree aimed to adapt the internal legislation regarding the liability of legal persons to someone Conventions International to which Italy I had Already from time joined, which there Convention Of Brussels of July 26 1995 on the protection of interests financial of the European Communities, the Convention also signed in Brussels on 26 May 1997 on the fight against corruption involving officials of the European Community or of the States members And there Convention OECD of the 17 December 1997 on the struggle at the corruption Of foreign public officials in economic and international transactions.

The scope of the Decree is very broad and applies in the private sector to companies, associations and entities with legal personality , while in the public sector only to economic public bodies (with the explicit exclusion of the State, territorial public bodies, non-economic public bodies and bodies that perform functions of constitutional importance).

With such Decree, bearing “ *Discipline from the responsibility administrative from the people legal, from the society and from the associations Also deprived Of personality legal* ” , And state introduced in the order Italian a administrative liability regime to load of the entities (from to understand each other as companies, consortia, etc.) For some crimes committed in the interest or to their advantage.

The legislator defines corporate liability as administrative, even when attributed within the context of criminal proceedings, and is also characterized by being entirely independent of that of the individual who commits the crime. Indeed, pursuant to Article 8 of the Decree, the entity may be held liable even if the actual perpetrator of the crime is not chargeable or has not been identified, and even if the crime is extinguished for reasons other than amnesty. According to the same principle, any attribution of liability to the entity arising from the commission of the crime does not exclude the personal criminal liability of the person who committed the criminal conduct.

1.2 CRIME TYPE

The entity can be held liable only for those crimes – the so-called "Predicate Crimes" – expressly indicated by the Decree or by another law that specifically provides for the administrative liability of the entity and the related sanctions, provided that it came into force before the crime was committed.

The liability of the Entity does not apply to any crime, but is limited to the criminal offences referred to in the articles. 24, 24- bis , 24- ter , 25, 25- bis , 25- bis .1, 25- ter , 25- quater , 25- quater .1, 25- quinquies , 25- sexies , 25- septies , 25- octies , 25- octies .1, 25- novies , 25- decies , 25- undecies ,



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25- *duodecies* , 25- *terdecies* , 25 - *quaterdecies* , 25- *quinquiesdecies* , 25- *sexiesdecies* , 25- *septiesdecies*, 25- *duodevicies* and 25- *undevicies* of the Decree (as amended from its entry into force to date) and, more precisely:

- (i) **crimes against the Public Administration**, referred to in articles 24 and 25 of the Decree and subsequent amendments ;
- (ii) **crimes against public faith**, referred to in art. 25- *bis* , introduced into the Decree by Law no. 99/2009 ;
- (iii) **crimes against industry and commerce** , referred to in art. 25- *bis.1* , introduced in Decree by Law no. 99/2009, lastly amended by Law no. 206/2023;
- (iv) **corporate crimes** , referred to in art. 25-*ter*, introduced into the Decree by Legislative Decree no. 61/2002 and subsequent amendments ;
- (v) **crimes with the aim of terrorism or subversion of the democratic order** , referred to in art. 25-*quater*, introduced into the Decree by Law no. 7/2003 ;
- (vi) **crimes relating to practices of female genital mutilation**, referred to in art. 25- *quater.1* , introduced into the Decree by Law no. 7/2006 ;
- (vii) **crimes against the individual** ; referred to in art. 25-*quinquies*, introduced into the Decree by Law no. 228/2003 ;
- (viii) **market abuse**, referred to in art. 25-*sexies*, introduced into Decree no. 231/2001 by art. 9 of Law no. 62/2005 ;
- (ix) **crimes of manslaughter or serious or very serious injury committed in violation of the regulations on health and safety at work** , referred to in art. 25 -*septies*, introduced into the Decree by art. 9 of Law no. 123/2007 and subsequent amendments ;
- (x) **crimes of receiving stolen goods, money laundering and use of money, goods or utilities of illicit origin as well as self-laundering**, referred to in art. 25- *octies*, introduced in Decree from art. 63 of Legislative Decree no. 231/2007 ;
- (xi) **crimes relating to payment instruments other than cash and fraudulent transfer of assets** , referred to in art. 25- *octies.1* , introduced into the Decree by art. 3 of Legislative Decree no. 184/2021 , lastly amended by art. 6- *ter* of Legislative Decree 105/2023, converted into Law no. 137/2023;
- (xii) **crimes relating to copyright infringement** , referred to in art. 25-*novies*, introduced in the Decree from Law no. 99/2009 ;
- (xiii) **computer crimes and unlawful data processing**, referred to in art. 24- *bis* , introduced into the Decree by Law no. 48/2008, as last amended by Law 90/2024;
- (xiv) **organised crime offences** , referred to in art.24- *ter* , introduced in Decree from the Law no. 94/2009 and amended by Law no. 69/2015 ;
- (xv) **Transactional crimes**, Article 10 of Law No. 146/2006 provides for the administrative liability of Entities also with reference to the crimes specified by the same law which have the characteristic of transnationality ;
- (xvi) **crime consisting in inducing someone not to make statements or to make false statements to the Judicial Authority** , referred to in art. 25- *decies* , introduced into the Decree by Law no. 116/2009, as replaced by art. 2, paragraph 1 , Legislative Decree no. 121/2011 ;
- (xvii) **environmental crimes** , referred to in art. 25- *undecies* , introduced into the Decree by art. 4, paragraph 2 , Law no. 116/2009 and subsequent amendments , lastly amended by



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- Legislative Decree 116/2025, converted into Law no. 147/2025;
- (xviii) **crime of employing third-country nationals whose stay is irregular**, referred to in art. 25-*duodecies* and introduced into the Decree by Legislative Decree no. 109/2012 and amended by Law no. 161/2017 ;
 - (xix) **crime of corruption between private individuals and incitement to corruption between private individuals** , governed respectively by the amended art. 2635 of the Civil Code, now titled “ *Corruption between private individuals* ”, and by art. 2635- *bis* of the Civil Code, referred to in art. 25- *ter* , paragraph 1, letter s- *bis* , introduced into the Decree by Law no. 190/2012, as amended by Legislative Decree no. 38/2017 and by Law no. 3/2019 ;
 - (xx) **crime of racism and xenophobia** , referred to in art. 25- *terdecies* , introduced into the Decree by Law no. 167/2017 ;
 - (xxi) **fraud in sports competitions, illegal gambling or betting, and gambling conducted using prohibited devices** referred to in Article 25- *quaterdecies* and introduced into the Decree by Law No. 3/2019 ;
 - (xxii) **tax crimes** , referred to in art. 25- *quinquiesdecies* , introduced into the Decree by art. 39, paragraph 2 of Legislative Decree no. 124/2019 ;
 - (xxiii) **smuggling** , referred to in art. 25- *sexiesdecies* which was introduced by Legislative Decree no. 75/2020 ;
 - (xxiv) **crimes against cultural heritage** , referred to in art. 25- *septiesdecies* , introduced into the Decree by Law no. 22/2022;
 - (xxv) **crimes of laundering of cultural assets and devastation and looting of cultural and landscape assets** , referred to in art. 25- *duodevicies* , introduced into the Decree by Law no. 22/2022;
 - (xxvi) **crimes against animals** , referred to in art. 25-*undevicies*, introduced into the Decree by Law 82/2025.

*

The list of crimes above is subject to ongoing changes and additions by the legislator; hence the need for constant monitoring of the adequacy of the system of rules that comprise the Organizational Model provided for by the Decree and aimed at preventing Predicate Crimes. For a detailed examination of the Crimes analysed, please refer to Paragraph 4.4 of the Model.

1.3 THE PREREQUISITES FOR THE ADMINISTRATIVE LIABILITY OF THE ENTITY

THE assumptions from the responsibility of the entity I am indicated in the art. 5 of the Decree: “ *The body And responsible For the crimes clerks In the his interest or to his advantage:*

- a) *by persons who hold representative, administrative or management roles in the entity or in 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 same (so-called Top Persons)* ;
- b) *from people subjected at the direction or at the surveillance Of a of the subjects Of which at the letter to).*

Lens Not he answers if the people indicate In the comma 1, they have acted in the interest exclusive own or Of third parties ”.



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In addition to the commission of one of the Predicate Offences, other regulatory requirements must be met for the entity to be punishable under the Decree. These additional criteria for attributing liability to entities can be divided into "objective" and "subjective."

The first **objective criterion** is complemented by the fact that the crime must be committed by a person with a qualified relationship with the entity. In this regard, a distinction is made between:

- subjects in “ **position apical** ”, Meaning what That they cover positions Of representation, administration or management of the institution, which, to example, The legal representative, the administrator, The director Of a unit autonomous organizational, as well as the people That they manage, Also only Of Done, lens same. Yes deals with from the people who actually have power autonomous power to make decisions in the name and on behalf of the entity. All individuals delegated by the directors to carry out management or direction activities of the entity or its branches are also included in this category;
- **subordinate** ” subjects , that is, all those who are subject to the direction and supervision of the Top Subjects. They belong to this category the Employees And the Collaborators And those subjects That, even though Not being part of the staff, they have a task to be performed under the direction and control of senior management. Among the external parties involved, in addition to Collaborators, are also promoters and consultants, who, under the mandate of the organization, carry out activities on its behalf. Finally, mandates or contractual relationships with individuals who are not part of the organization's staff are also relevant, provided that these individuals act in the name, on behalf of, or in the interest of the organization itself.

A further **objective criterion** provides that the crime , in order to be relevant for the purposes of the company's liability, must be committed in the interest or for the benefit of the entity itself. THE two requirements can coexist, but And it is enough that even just one is used to configure the responsibility of the entity. In particular:

- interest **exists** when the perpetrator of the crime acted with the intent of benefiting the entity, regardless of whether this objective was actually achieved; the interest criterion expresses an appreciable evaluation of the Crime *ex ante* ;
- An **advantage** exists when the entity has derived, or could have derived, a positive result, financial or otherwise, from the crime; the advantage criterion assumes an evaluation of the Crime that can be appreciable *ex post* on the basis of the effects actually derived from the commission of the crime.

Second there Court Of Cassation (Cass. Pen. March 3, 2021, no. 22256), the concepts Of interest And Benefit and advantage must be considered distinct and not as a single concept. The difference lies, in fact, between a potential gain hypothesized as a consequence of the crime (interest) and a benefit actually obtained as a result of the crime (advantage).

This ruling is particularly important because it clarifies and summarizes the main aspects of the interest and/or advantage requirements for attributing the offense to the entity. According to the Supreme Court, interest is a subjective criterion, to be assessed *ex ante* , that is, at the time of the



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offense; advantage, on the other hand, has an objective connotation and is detectable only at a later stage, or *ex post*, considering the actual consequences of the unlawful conduct.

With particular reference to negligent crimes, which by their nature are devoid of intent, the assessment of interest and advantage must refer exclusively to the conduct of the perpetrator, and not to the resulting event.

Again, in relation to negligent crimes, the interest requirement may be considered satisfied when the perpetrator of the violation knowingly disregarded the precautionary provisions with the aim of obtaining a benefit for the entity, such as saving time or costs. As for the benefit, the judge may consider it to be satisfied even in the presence of a single violation, without the need to demonstrate repeated or systematic conduct.

A company's liability exists not only when it has obtained an immediate financial advantage from the commission of the crime, but also when, even in the absence of a concrete financial result, the act was nevertheless motivated by the company's interests. For example, improving its market position or concealing a financial crisis are situations that reflect the company's interests, even if they do not result in an immediate financial advantage.

As for the **subjective criteria** for attributing the Crime to the entity, these relate to the preventive tools with which it has equipped itself in order to prevent the commission of one of the crimes provided for by the Decree in the exercise of its activity. Of business. The Decree, Indeed, For The case of R eati clerks from subjects apical, provides the exemption the institution is liable only if it demonstrates that:

- the governing body has adopted and effectively implemented, prior to the commission of the crime, organisational and management models suitable for preventing crimes of the type that occurred;
- the task of supervising the functioning and compliance with the models and ensuring their updating has been entrusted to a body of the Institution equipped with autonomous powers of initiative and control (the "**Supervisory Body**");
- the persons committed the crime by fraudulently circumventing the organizational and management models;
- there was no omission or insufficient supervision by the Supervisory Body.

The conditions just listed must all be met in order for the entity's liability to be excluded.

Despite The Model mushroom from cause Of Not punishability is That The Crime Assumption is state clerk from A Senior Person, whether committed by a person under the direction or supervision of a Senior Person, the burden of proof mechanism established by the Decree is much more stringent for the entity when the Crime was committed by a Senior Person. In the latter case, in fact, as mentioned, it is the entity that must demonstrate the existence of all the conditions listed above.

In the event of crimes committed by individuals subject to the direction or supervision of a Senior Person, the entity may be held liable only if it is established that the commission of the crime was made possible by the failure to comply with the obligations Of direction or surveillance, Anyway



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excluded if, Before from the commission of the Crime , lens Yes And gifted of a Model Of Organization, Management And Check suitable to prevent Crimes from the species Of that committed. In this case, it is a real fault in the organization: the organization indirectly consented to the commission of the crime , not supervising the activities in the behaviors of the subjects at risk of commission of a Predicate Offence.

1.4 CRIMES COMMITTED ABROAD

Given the Company's operating context, it should be noted that Article 4 of the Decree, regarding crimes committed abroad, provides that " *In the cases and under the conditions set forth in Articles 7, 8, 9, and 10 of the Criminal Code, entities having their headquarters in the territory of the State are also liable for crimes committed abroad, provided that the State of the place where the crime was committed does not take action against them.*"

In cases where the law provides that the guilty party is punished at the request of the Minister of Justice, proceedings are taken against the institution only if the request is also made against the latter ."

So, in Force of the art. 4 of the Decree, lens can to be called to answer in Italy Of Crimes Assumption committed abroad.

The Decree, however, subjects this possibility to the following conditions, which are obviously in addition to those already highlighted:

- the general conditions for prosecution established by Articles 7, 8, 9, 10 of the Criminal Code for crimes committed abroad must exist;
- the entity has there own site principal In the territory of the State Italian;
- the State in which the Crime was committed must not have initiated proceedings against the entity .

*

The Offences referred to in the Special Parts apply to the activities carried out by Senior Persons, Employees and Collaborators of the Company operating at the *branches* established by the Company.

These individuals are also classified as Recipients of this Model and must therefore comply with the provisions set forth herein.

With regard to foreign companies controlled or participated in by the Company, the Decree does not, in principle, apply if the crime is committed by Recipients employed by such foreign companies, since in such circumstances there is no functional connection with the Italian organization. Conversely, the Decree may apply if the individuals, even if operating abroad, are formally and functionally linked to the Italian headquarters (e.g., seconded).

The liability of an Italian entity under the Decree for crimes committed abroad is subject to specific requirements, including the existence of a functional connection with the Italian headquarters, the absence of foreign proceedings relating to the same crime, and the actual attribution of the interest or benefit to the Italian entity. In the context of groups like that of Sicim, determining the parent company's liability requires active and qualified involvement, as a mere corporate or economic



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connection with the subsidiary is not sufficient.

1.5 ORGANIZATIONAL MODELS WITHIN GROUPS

The Decree does not expressly address the liability of entities belonging to a group of companies. However, the Confindustria Guidelines address the issue of criminal liability within groups of companies, clarifying that the group, as such, cannot be considered an independent center for attributing liability pursuant to the Decree, nor is it among the entities indicated in Article 1 of the same Decree. Consequently, direct liability of the group as such cannot be established. Individual companies within the group may be held liable for crimes committed in the course of their business; however, mere membership of a group or the existence of control or affiliation is not in itself sufficient to establish the liability of the parent company (Cass. Penal., Section VI, ruling no. 2658/2014).

Case law has identified the conditions under which other group companies—particularly the parent company—can be held liable for crimes committed within the scope of subsidiaries' activities. Specifically, such liability may arise if:

- the Predicate Offence was also committed in the immediate and direct interest or benefit not only of the subsidiary but also of the parent company;
- natural persons functionally connected to the parent company participated in the commission of the Predicate Offence by the subsidiary by making a causally relevant contribution (Cass. Penal, Section V, sentence no. 24583/2011), proven in a concrete and specific manner.

The Confindustria Guidelines specify that each group company, as an individual recipient of the Decree's provisions, is required to independently prepare and update its own Organizational Model. However, this activity may be carried out in accordance with the instructions and implementation methods provided by the parent company, taking into account the group's organizational and operational structure. In any case, it is essential that this does not limit the subsidiaries' decision-making autonomy.

The Confindustria Guidelines continue by establishing that the adoption of an autonomous Organizational Model by each company in the group has two significant effects:

- allows for the development of an Organizational Model that adheres to the specific organizational structure of the institution;
- It strengthens the organizational and managerial autonomy of subsidiaries, thus limiting the risk of liability being attributed to the parent company.

The parent company may, in any case, define common general principles, such as the structure of the Code of Ethics, guidelines for the disciplinary system, and implementation protocols. However, these components must be independently implemented by the individual group companies and adapted to the specificities of their respective operating environments, providing—where necessary—additional ethical and behavioral principles related to the crimes relevant to each.



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The parent company's Organizational Model also takes into account integrated processes involving multiple group companies, such as the activities included in the consolidated financial statements.

1.6 THE NATURE OF THE ENTITY'S LIABILITY AND RELATED SANCTIONS

With reference to the nature of the administrative liability introduced by the Decree, the explanatory report highlights the "birth of a *third genus* which combines the features essential of the system criminal and administrative law in an attempt to reconcile the reasons for preventive effectiveness with the even more unavoidable ones of maximum guarantees".

The Decree has introduced into our legal system a form of "administrative" liability in compliance with the provisions of Article 27, paragraph 1, of the Constitution, which establishes the principle that criminal liability is personal.

However, in practice, this liability is *criminal-administrative in nature*. Although formally classified as "administrative" by the legislator, and despite the sanctions provided for being nominally administrative, it presents the typical characteristics of criminal liability: it arises from the commission of a crime, is established within criminal proceedings, and entails the application of sanctions in accordance with the guarantees inherent in criminal proceedings.

The articles 9-23 of the Decree they regulate a complex **system sanctioning**, divided into four types of sanctions applicable to the entity in the event of a conviction pursuant to the Decree:

- financial penalties;
- interdictory sanctions;
- confiscation;
- publication from the judgment.

Once the entity's liability has been ascertained, it is up to the competent criminal judge to determine both the *an* (i.e., the existence of liability) and the *amount* of the sanction.

The entity may also be held liable if the crime was committed in the form of an attempted crime; in this case, pursuant to Article 26 of the Decree, the fines and prohibitory sanctions are reduced by between one-third and one-half. In any case, the entity is not liable if it intentionally prevented the action from being carried out or the event from occurring, as expressly provided for by Article 26.

Therefore, the sanctions against the entity, provided for by the Decree, as a consequence of the commission or attempted commission of the Predicate Offences, are analysed in detail below:

- A. Financial penalty** : In the event of a conviction, a financial penalty is always imposed. It is calculated using a system of quotas, the number and amount of which are determined by the judge. The number of quotas, to be applied between a minimum and maximum that vary depending on the specific case, depends on the severity of the crime, the entity's degree of responsibility, and the actions taken to eliminate or mitigate the consequences of the crime or prevent the commission of further crimes. The amount of each quota ranges from a



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minimum of €258 to a maximum of €1,549,370.69 (plus precautionary seizure).

The pecuniary sanction is reduced: **(i)** by half, when (a) the perpetrator of the crime committed the act in the prevailing interest own or Of third parties And lens Not no has proceeds advantage or no has proceeds a minimum benefit and (b) the damage caused patrimonial is of particular insignificance; **(ii)** by a third party to half, if the institution, before the opening declaration of the first degree hearing, has (a) fully compensated the damage and eliminated the consequences harmful or dangerous of the Crime or Yes is used to this purpose or (b) And state adopted And made operational a Suitable Organization, Management and Control Model to prevent Crimes from the species Of that which occurred; **(iii)** from half to two thirds, where both conditions referred to in letters (a) and (b) of the preceding point (ii) are met.

B. Interdictory sanctions (also applicable as a precautionary measure): they are added to the pecuniary sanction when expressly provided for the specific Predicate Offence, provided that at least one of the following conditions is met:

- lens has made a significant profit from the crime, committed by a senior individual, or by a subordinate individual if facilitated by serious organizational shortcomings ;
- there is a repetition of the offences .

The sanctions interdictory expected from the Decree I am the following:

- ban from carrying out the activity;
- suspension or revocation of authorizations, licenses or concessions functional to the commission of the crime;
- prohibition on contracting with the Public Administration;
- exclusion from benefits, financing, contributions or subsidies and the possible revocation of those granted;
- prohibition on advertising goods or services .

The crimes to which the interdictory sanctions apply are those set forth in Articles 24, 24-bis, 24-ter, 25, 25-bis, 25-bis.1, 25-quater, 25-quater.1, 25-quinquies, 25-septies, 25-octies, 25-novies, 25-undecies, 25-quinquiesdecies, and 25-sexiesdecies of the Decree, as well as the transnational crimes referred to in Law no. 146/2006.

As with financial penalties, the type and duration of disqualification sanctions are determined by the competent criminal judge, in accordance with Article 14 of the Decree. The duration of these sanctions ranges from a minimum of three months to a maximum of two years. They must be proportionate and related to the entity's specific sector of activity, respecting the principles of adequacy, proportionality, and subsidiarity, especially when applied as a precautionary measure.

In Article 15 of Legislative Decree 231/2001, the legislator has developed an alternative to the prohibition sanction, namely the appointment of a judicial commissioner. This solution can be adopted by the judge against the entity if it is determined that the application of the prohibition sanction would result in the interruption of activities relevant to the community



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or employment, for a period equal to the duration of the prohibition sanction. This measure may be envisaged if:

- the entity performs a public service or an essential public necessity service there which interruption can cause serious harm to the community;
- the interruption of the activity would have serious repercussions on employment, held I count of the size of the institution and the economic conditions of the territory in which it is located.

Once the existence of one of the two conditions has been ascertained, the judge issues a ruling ordering the continuation of the entity's activity by a judicial commissioner, indicating the duties and powers with particular reference to the specific area in which the crime was committed .

Although it represents a form of public protection, the appointment of the commissioner remains a punitive measure, accompanied by the confiscation of profits deriving from the continuation of the activity.

It cannot be ordered in the event of permanent interdiction.

Interdictory sanctions are normally temporary; however, in the most serious cases they may exceptionally be applied with permanent effects.

Article 16 of the Decree defines when the disqualification sanction must be applied definitively: (i) if the entity has obtained a significant profit from the crime and has already been sentenced at least three times in the last seven years to the same temporary sanction; (ii) in the case of an illicit enterprise, established with the exclusive purpose of facilitating crimes: in this case, the definitive disqualification is mandatory.

Furthermore, interdictory sanctions can also be applied as a precautionary measure, that is, before conviction, if exist serious clues from the responsibility of the entity And you are founded And specific such elements from to do to believe The concrete danger That come clerks illicit activities from the same typology Of that for which the proceedings are being taken. Interdictory sanctions do not apply if the fine is reduced.

However, the interdictory sanctions do not apply if the entity, before the opening declaration of the first-instance hearing:

- has compensated for the damage and eliminated the harmful or dangerous consequences of the crime (or at least has made effective efforts to do so);
- have put in order to disposition of the authority judicial The profit of the crime;
- has removed the organizational deficiencies that favored the commission of the Crime, through the adoption and effective implementation of organizational models suitable for preventing the commission of further crimes of the same type.

- C. Confiscation** : The confiscation of the proceeds or profits derived from the crime is always ordered by the criminal judge upon conviction, except for the portion that can be returned to the injured party. The rights acquired by third parties in good faith are, however, protected. If confiscation of the proceeds or profits is not possible, it may concern sums of money, goods, or other assets of equivalent value.



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- D. Publication from the judgment Of sentence** : The judge criminal can to arrange there publication from the A conviction occurs when a disqualification sanction is imposed on the entity. The conviction is published pursuant to Article 36 of the Criminal Code and posted in the municipality where the entity has its headquarters .

1.7 THE CHANGES THAT HAVE CHANGED THE ORGANIZATION

The Decree regulates the effects of changes to an entity—such as transformation, merger, demerger, and transfer of a business—on administrative liability arising from crimes. The objective is twofold: to prevent such transactions from evading the entity's liability and, at the same time, to avoid excessively penalizing consequences for corporate transactions not intended for tax avoidance purposes.

To this end, the legislator has adopted a differentiated criterion:

- pecuniary sanctions follow the general principles of the civil code, applicable to the liability of the modified entity for the debts of the original entity;
- The prohibitive sanctions remain linked to the branch of activity in which the crime was committed.

Specifically:

- **transformation of the Institution** : remains stop there responsibility for the Crimes clerks previously at the date where the transformation took effect;
- **merger** : the entity resulting from the merger, including by incorporation, is liable for the crimes attributable to the entities participating in the merger;
- **split partial** : remains stop there responsibility of the entity split For the Crimes clerks previously on the date the split took effect. The entities benefiting from the split, whether partial or total, are jointly and severally liable for the payment of the pecuniary sanctions owed by the split entity for the crimes committed. previously at the date from the Which there split has had effect. The obligation And limited to the actual value of the net assets transferred to the individual entity, unless it is the entity to which it was transferred, Also in part, The branch Of activity in the context of the Which And state clerk The Crime. How much to the sanctions interdictory, they will come applied to the institution which And remained or And state transferred, Also in part, The branch of activity in which the Offence was committed;
- **transfer or conferral Of agency in the context from the Which And state clerk The Crime** : The transferee The transferee is jointly liable with the transferor entity for the payment of pecuniary sanctions, within the limits of the company's value and subject to enforcement of the transferor entity's obligations. The transferee's obligation is limited to sanctions: (i) resulting from the mandatory accounting records; (ii) relating to violations of which the transferor was aware.

1.8 INDICATIONS OF THE DECREE REGARDING THE CHARACTERISTICS OF THE MODEL

With reference to the effectiveness of the Model for preventing the commission of the Offences



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provided for by the Decree, the legislator, in Article 6, paragraph 2, does not analytically regulate the nature and characteristics of the Organization, Management and Control Model but establishes that it must satisfy the following requirements:

- a) individuate the areas in the which scope they can be clerks the Crimes (so-called "mapping" of risky activities);
- b) foresee specific protocols direct to program there training And the implementation from the decisions of the institution in relation to the Crimes to be prevented;
- c) individuate mode Of management from the resources financial suitable to impede there commission of the Crimes;
- d) foresee obligations Of information in the comparisons of the organism member of parliament to to keep watch on the operation and compliance with the Model;
- e) introduce a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the Organization, Management and Control Model .

With reference to the actual application of the Model, The D. Legislative Decree 231/2001 requires that:

- a) the same provides for suitable measures to ensure that the activity is carried out in compliance with the law and to promptly identify risk situations, taking into account the type of activity carried out as well as the nature and size of the organization;
- b) its effective implementation requires (a) periodic verification And any modification of the same when significant violations of the legal provisions are discovered or if significant changes occur in the company organization or activity, (b) a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the Model itself .

From a point Of view formal, the adoption and effective implementation Of a Model not constitutes a obligation For the institutions but only a faculty. Therefore, there missed adoption Of a Model not involves, Of For if, any penalty for lens. However, the adoption and effective implementation of a Model suitable constitutes an essential prerequisite for the entity in order to be able to benefit from the exemption provided for by the Decree in the event of commission of the Crimes by the Top Persons and/or by the Persons subject to the direction and supervision of the Top Persons.

The Model constitutes Therefore The complex Of rules, principles, procedures And controls That they regulate the organization and management of the company with the aim of preventing the commission of crimes.

The Model varies and takes into account the nature and size of the entity and the type of activity it carries out. Therefore, Not And a instrument static, but And, instead, a apparatus dynamic That allows to the body of mitigate, through its correct and effective implementation over time, the risk of commission of Crimes.

1.9 THE GUIDELINES DEVELOPED BY THE TRADE ASSOCIATIONS

By express legislative provision (art. 6, paragraph 3, of the Decree), the Models can be adopted on the basis of codes of conduct drawn up by the associations representing the entities, communicated



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to the Ministry of Justice.

In June 2021, Confindustria released the latest version of its " *Guidelines for the construction of Organization, Management and Control Models pursuant to Legislative Decree 231/01* ".

The Ministry of Justice approved the Guidelines, deeming the update to be " *overall adequate and suitable for achieving the purpose set out in Article 6 of the Decree* ."

The Lines Guide Of Confindustria they indicate a path That can to be in synthesis Like this summarized:

- identification of the areas of risk, times to to check in which area of the company's activity both possible the implementation of the situations envisaged by the Decree;
- predisposition of a control system in degree Of prevent the risks through the adoption of specific procedures and operating protocols. The most relevant components of the control system developed by Confindustria are:
 - Code Ethical or Of behavior with reference to the Crimes considered;
 - system organizational, sufficiently updated, formalized And clear;
 - procedures manuals and IT;
 - powers authorizations And Of signature;
 - systems Of check integrated;
 - communication to the staff And its training.

For there predisposition of the own Model, Sicim SpA Yes And inspired And has therefore expressly taking into account:

- of the provisions of the Decree, of the accompanying ministerial report and of the ministerial decree of 26 June 2003 no. 201 containing the implementing regulation of the Decree;
- from the Lines Confindustria Guide .

*

Any decision not to adapt the Model to certain indications in the Confindustria Guidelines does not affect the validity of the document itself. In fact, the Model must necessarily be drafted with specific reference to the specific circumstances of the Entity itself, and therefore it may also deviate from the Confindustria Guidelines, which, by their nature, are general in nature.



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2. THE ORGANIZATIONAL STRUCTURE OF SICIM SPA

2.1 PREMISE

In order to identify the Sensitive Activities referred to in the Decree, it is necessary to refer to the specific characteristics of the entity intending to adopt the Organizational Model and its actual operations.

The organizational structure of Sicim SpA is therefore preliminarily described , with particular reference to the activities it carries out and its administration and control system.

2.2 THE ORGANIZATION OF SICIM SPA

2.2.1 COMPANY DESCRIPTION AND CORPORATE STRUCTURE

Sicim SpA, founded in 1962, boasts consolidated experience in the design and construction of methane pipelines, oil pipelines, aqueducts and similar, tanks, pumping stations and oil and gas treatment plants.

The Company today ranks among the national and international leaders in the industrial plant and energy infrastructure sectors.

The company's organization is designed to manage complex projects, in full compliance with international standards regarding quality, safety, the environment, and social responsibility. The Company adopts an integrated approach geared toward continuous improvement and sustainability, ensuring high levels of performance and reliability.

Sicim SpA employs highly qualified personnel and a state-of-the-art fleet of vehicles, enabling it to successfully handle even the most complex and demanding projects.

The Company's goal is to establish and consolidate deep relationships of trust with its customers and partners, helping to maximize results by providing the best services for their needs.

The Company has opted to adopt a "traditional" corporate management system; the Board of Directors is composed of four members.

With regard to the internal control system, the Company operates on the basis of a set of rules, procedures, and organizational structures that ensure compliance with the law and the involvement of multiple individuals and/or corporate functions in carrying out Sensitive Activities. In this context, the relevant structure is composed of:

- legal and regulatory framework applicable to the Company;
- the Code of Ethics;
- the system of delegations and powers of attorney;



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- operating procedures and protocols;
- the hierarchical-functional structure (see company organizational chart, attached here as Annex 2).

In particular, the Company's organizational chart allows us to identify the areas into which the company's business is divided, the individuals and functions operating in each area and their respective roles, as well as the hierarchical reporting lines that exist between them.

2.2.2 CORPORATE GOVERNANCE

The central bodies of the Company are:

- the Assembly;
- the Board of Directors;
- the President and the Chief Executive Officer;
- the Board of Auditors;
- the Auditing Company.

2.2.2.1 ASSEMBLY

The Assembly is ordinary and extraordinary pursuant to the law.

The Ordinary Assembly must be convened at least once a year, within one hundred and twenty days of the end of the financial year.

The Extraordinary Meeting may be convened when the administrative body deems it appropriate or when the circumstances prescribed by law exist.

Articles 2368 and 2369 of the Civil Code apply to the constitution of the Assembly and the validity of its resolutions .

2.2.2.2 BOARD OF DIRECTORS

The Board of Directors has all the powers to carry out all ordinary and extraordinary administrative acts without exceptions of any kind, and is responsible for everything that is not expressly reserved to the Assembly by law or the Articles of Association.

The Board of Directors may assign part of its powers to one or more of its members and may appoint one or more managing directors from among its members, determining the limits of the delegation and the related remuneration. The Board of Directors The Board of Directors may appoint general managers, as well as attorneys- *in-fact* for specific acts or categories of acts, determining their powers and remuneration. Representation of the Company before third parties and in court is vested in the Chairman of the Board of Directors, the Vice Presidents, and the Managing Directors, if appointed, within the limits of their vested powers.

2.2.2.3 PRESIDENT AND CEO

The Chairman of the Board of Directors and the Chief Executive Officer hold the broadest powers,



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to be exercised with free and separate signature, for the ordinary management of the Company.

2.2.2.4 BOARD OF AUDITORS

The Board of Statutory Auditors is appointed pursuant to the law and is composed of three members and two substitutes.

2.2.2.5 AUDITING FIRM

The Company has entrusted an audit firm with verifying the proper maintenance of the company's accounts and the compliance of the financial statements with applicable accounting principles.

2.3 THE GROUP'S FOREIGN CONTEXT

Since its inception, Sicim has developed an international network of multiple foreign offices, all directly connected to the Company's central structure.

Starting in 2021, the Company has initiated a major reorganization process of the governance system regarding health and safety in the workplace, as well as the environment and security, through the establishment of autonomous Production Units pertaining to the production branches of the Company (including the *branches* or companies controlled or participated by Sicim – jointly the " **Production Units** " and individually the " **Production Unit** ") and, abroad, coinciding with the various countries where the activity is carried out.

In this context, a Supervisor/Country Manager has been appointed at each Production Unit to act as Employer pursuant to Legislative Decree no. 81/2008, in addition to the identification of other competent technical figures, such as the Project Manager/Construction Manager as the HSE and Security delegate of the respective Employer, the Head of the Prevention and Protection Service (RSPP) and the Competent Doctor.

Management responsibility for each Production Unit is entrusted to the respective Country Manager/Institute, a figure selected on the basis of the necessary professionalism and experience requirements, appropriate to the role covered.

The Country Manager/Producer is invested with the legal representation of the Production Unit towards third parties and the Authorities of the country in which it operates and is also entitled to the powers to carry out ordinary administrative acts functional to its management.

The Country Manager/Producer is also responsible for ensuring the proper application of company procedures, compliance with the Code of Ethics, and the timely flow of information to the Company's Top Management.

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With specific regard to branches, the provisions contained in this Model, also in light of the provisions of this General Part, in the preceding Paragraph 1.4 (“*Crimes committed abroad*”), also apply in full to all personnel operating there.

Any violations of the provisions set out in the Model and in the documents that comprise it, which form an integral part thereof, are punishable as set out in the following Paragraph 8.3 (“*Measures against branch personnel*”).

For those who work for foreign companies controlled or participated by Sicim, although they are not subject to Italian law and therefore to the provisions of the Decree, the procedures adopted by Sicim still apply and must therefore be observed in order to prevent any illegal acts committed in a Production Unit from leading to liability being attributed to Sicim itself.

2.4 GENERAL PRINCIPLES OF THE ORGANIZATIONAL AND CONTROL SYSTEM

This Organizational Model constitutes an extension of the management and control system already in place within the Company and is adopted with the aim of providing a more complete guarantee regarding the achievement of corporate objectives in compliance with current legislation (primary and secondary), the reliability of information (including financial) and the protection of the Company's assets.

2.5 ORGANIZATIONAL SYSTEM AND SEPARATION OF ROLES

The Company's organizational system is structured to comply with the following requirements:

- clarity, formalization, and communication, with particular reference to the assignment of responsibilities, the definition of hierarchical lines, and the assignment of operational activities;
- separation of roles, i.e. articulation of operational processes in order to avoid functional overlaps and, above all, the concentration on a single entity of activities that present a high degree of criticality or potential risk.

2.6 THE SYSTEM OF DELEGATIONS AND POWERS OF ATTORNEY

The system of delegations concerns both the internal authorisation powers, on which the decision-making processes of the Company depend regarding the activities to be carried out, and the powers of representation for the signature of deeds or documents intended for external use and capable of being binding. the Company, also in legal and economic terms, towards third parties.

Delegations of powers, in accordance with company procedures, must:

- be defined and formally conferred by the Board of Directors;
- be consistent with the delegated responsibilities and tasks and with the positions held by the delegated individual within the organizational structure;
- establish operating limits consistent with assigned roles and company procedures, with particular attention to spending powers and authorization and/or signature powers for transactions and documents considered "at risk" within the company;



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- be updated, where necessary, as a result of any organizational changes that may have occurred.

2.7 OPERATING PROCEDURES

As part of its organizational structure and in accordance with the principles of the Organizational Model, the Company has implemented a structured system of written procedures and operating instructions. These tools are designed to regulate behavior in various company activities, ensuring both preventive and subsequent controls on the correctness of operations. The objective is to ensure the consistency and traceability of behavior within the Company, promoting actions consistent with the principles of transparency, efficiency, and control.

The company's operational processes and activities are supported by general and specific principles of conduct and/or internal (formalized) procedures, including through the delegation system, which reflect the following requirements:

- regulation of the methods of carrying out activities;
- definition of responsibilities for activities, in compliance with the principle of separation of roles, between the person who initiates the decision-making process, the person who carries it out and concludes it, and the person who carries out the related controls;
- traceability of deeds and operations in general through suitable documentary supports that certify the characteristics and justifications of the activities carried out and identify the subjects involved in the operation in various capacities (authorization, execution, registration, verification of the operation);
- provision of control mechanisms (including through external consultants) to guarantee the integrity and completeness of the data managed and the information exchanged within the company structure and outside it.

The procedures are constantly updated by the company functions assigned to this purpose, also with the aim of ensuring continuous alignment with the objectives of the Organizational Model, without this necessarily giving rise to the updating of the Model itself.

The procedures are disseminated through the tools deemed most suitable by the Company, in order to ensure their full knowledge and application by the Recipients.

2.7.1 CONTROL AND MONITORING ACTIVITIES

Control and monitoring activities necessarily involve various individuals or bodies, including: the Board of Directors, the Board of Statutory Auditors, the Independent Auditors, external consultants, the Supervisory Body, and, more generally, the Company's employees, who represent an essential element of the company's business.

The control tasks performed by the aforementioned subjects are defined taking into account the following control activities:

- supervision of the correct administration of the Company, the adequacy of the organization and compliance with the law and company procedures;
- internal review, aimed at detecting anomalies and violations of the delegation system and/or



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procedures;

- external audit, aimed at verifying the proper keeping of the company's accounts and the preparation of the financial statements in compliance with applicable accounting principles.

2.7.2 TRACEABILITY

The operations/activities relevant for the purposes of this Model and as detailed in the Special Part must be adequately recorded.

The decision-making/authorization/performance process must be verifiable *ex post*, including through appropriate documentary support (paper and/or electronic) and, in any case, the cases and methods of any possibility of cancellation or destruction of the records made must be regulated in detail.

*

The Company believes that the principles described above are consistent with the indications provided by the Confindustria Guidelines and reasonably suitable for preventing the types of crimes contemplated by the Decree.

In light of the above considerations, the Company believes it is essential to ensure the correct and effective application of the aforementioned control principles in all areas of business activities/processes identified as potentially at risk of crime during the mapping phase.

2.8 CODE OF ETHICS

The Company has adopted a Code of Ethics, aimed at disseminating and making known the principles to be inspired and adhered to in carrying out corporate activities.

The Code of Ethics is a tool to support the prevention of criminal offenses in Sensitive Activities, as it represents the Company's formal commitment to operate according to transparent standards of conduct in addition to applicable legislation.

The Code of Ethics aims to ensure compliance with the principles of regulatory compliance, fairness, non-discrimination, loyalty, and the protection of the Company's image and reputation.

The Organizational Model presupposes compliance with the principles expressed in the Code of Ethics, constituting, together with it, a comprehensive system of internal rules aimed at promoting a corporate culture based on ethics, legality, and transparency. The Code of Ethics, including any future revisions, is to be considered fully incorporated into this document and represents an essential foundation, with which the provisions of the Organizational Model are fully integrated.



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3. FUNCTION OF THE ORGANIZATIONAL MODEL

3.1 STRUCTURE AND PURPOSE OF THE MODEL

In order to ensure conditions of legality, correctness and transparency in the conduct of its business, Sicim SpA has deemed it appropriate to adopt and implement this Model.

The Model was prepared taking into account both the provisions of the Decree and the Confindustria Guidelines, which, among other provisions, contain methodological indications for identifying risk areas and the structure that should be adopted in implementing the Organizational Model.

*

In light of the general principles illustrated above and in consideration of the provisions of the Guidelines, this Model consists of a "General Section" and 16 "Special Sections" designed for the types of crimes contemplated in the Decree. The risk of committing the types of crimes contemplated by the Special Sections has been classified differently depending on the Company's operating context.

The purpose of this Model is to formalise, in relation to the Company's Sensitive Activities, an organic system made up of procedural procedures/principles and control activities which has the objective of preventing the commission of Crimes.

In particular, the Model has the following purposes:

- make those who operate in the context of Sensitive Activities aware of the risk of incurring, in the event of violation of the procedures set out in the Model and/or implemented by the Company, offenses punishable both under criminal law (for the perpetrator of the crime) and administrative law (for the Company);
- reiterate that any behavior contrary to the law and the provisions of the Code of Ethics adopted by the Company is firmly condemned by the Company;
- allow the Company to monitor Sensitive Activities in order to facilitate the prevention of the commission of Crimes.

The guiding principles of this Model are the following:

- the dissemination, within and outside the Company, of the rules of conduct and procedural principles and/or procedures implemented by the Company itself, as well as of a staff training plan covering all elements of the Model;
- the adoption of a Code of Ethics which establishes the ethical principles and general lines of conduct that the Recipients are required to respect in carrying out their respective activities;
- the identification of the Company's "risk areas", i.e. the areas in which the likelihood of sensitive crimes pursuant to the Decree being committed is believed to be highest;
- the existence of consolidated procedures and/or practices that indicate the operating methods of the work activity both in general and specifically in the identified "risk areas";
- the implementation of a system of internal management delegations and powers of attorney to represent the Company externally, ensuring a clear assignment of tasks, consistent with the



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- organizational structure and management control system;
- the implementation of a system for managing and controlling the Company's financial resources that allows for the timely identification of any critical situations;
- the adoption of a disciplinary system suitable for sanctioning violations of the Model and the Code of Ethics;
- the assignment to an internal body within the Company (i.e. the Supervisory Body) of the task of supervising the functioning and compliance with the Model and ensuring that it is updated.

3.2 SUBJECTS TO WHOM THE MODEL IS ADDRESSED

The rules contained in this Model are addressed to all Recipients, i.e., Senior Managers, individuals subject to the direction or supervision of one of the Senior Managers, all Company Collaborators, as well as personnel operating in branches, controlled or affiliated companies.

The Model and its contents are communicated to the Recipients using methods that ensure effective knowledge thereof, as indicated in the following Paragraph 6; therefore, the Recipients are required to promptly comply with all its provisions, also in fulfillment of the duties of correctness and diligence deriving from the legal relationship they have established with the Company.

3.3 ADOPTION OF THE MODEL

The Company intends to ensure that the Recipients do not commit any crimes that could not only discredit the image of the Company itself, but also lead to the application of one of the pecuniary and/or prohibitory sanctions that the Decree provides in the event that such crimes are committed to the benefit or in the interest of Sicim SpA.

To this end, the Company has adopted this Model, aimed at introducing a system of principles and rules of conduct that must inspire the behavior of all individuals belonging to the Company itself in their relationships with Italian or foreign interlocutors.

This Model, which constitutes an official document of the Company, was adopted for the first time by the Company with a resolution of the Board of Directors dated 28 April 2012.

3.4 CHANGES AND UPDATES TO THE MODEL

The Model was subsequently updated by resolution of the Company's Board of Directors dated 11 July 2013, 15 December 2015, 27 November 2018, 29 June 2021, 4 December 2023 and in its current form, by the resolution of the Board of Directors approved on the date indicated at the bottom of the title of the document.



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4. METHODOLOGY FOLLOWED TO IDENTIFY SENSITIVE ACTIVITIES AND DRAFT THE MODEL

4.1 PREMISE

Article 6.2, letter a), of the Decree indicates as one of the requirements of the Model the identification of the so-called "Sensitive Areas" or "risk areas", that is, those processes and areas of company activity in which the risk of committing one of the Crimes expressly referred to in the Decree itself could arise.

To this end, the company's operational reality was analyzed in the sectors in which the commission of crimes could be hypothesized, highlighting the most relevant phases and processes in this context.

At the same time, an investigation was conducted into the constituent elements of sensitive crimes in relation to the Company's activities, with the aim of identifying the specific conduct that, within the corporate context, could lead to the commission of criminal offences.

The Model was prepared by Sicim SpA also taking into account both the provisions of the Decree and the Confindustria Guidelines which report the methodological indications for the identification of risk areas and the structure of the Model.

4.2 PREPARATORY PHASES FOR THE CONSTRUCTION OF THE ORGANIZATIONAL MODEL

In compliance with the provisions of the Decree, the Company has initiated a project aimed at preparing this Model, specifically assigning a mandate to external consultants with the necessary skills for this purpose.

The drafting of the Model was preceded by a series of preparatory activities, divided into the following phases:

1) Preliminary analysis of the business context

This phase aimed to conduct a preliminary examination of the Company's organization and activities, as well as the business processes that comprise them. Specifically, this was done by analyzing the documentation made available by the Company and conducting *ad hoc interviews* with the heads of corporate functions operating both at the Company's headquarters and at its branches.

2) Identification of Sensitive Activities and "As-is analysis"

This analysis process identified a series of Sensitive Activities within the Company's structure that could potentially lead to the commission of the Crimes. Following this investigation phase, the Sensitive Activities were managed, the existing control system for them, and their compliance with commonly accepted internal control principles.

3) "Gap analysis"

Based on the controls and procedures adopted by the Company in relation to Sensitive Activities and the provisions and purposes of the Decree, actions to improve the current internal control



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system and the essential organizational requirements for the definition of this Organizational Model have been identified.

For the identified sensitive areas of activity and instrumental processes, the potential types of crime risk, the possible methods of committing them and the subjects (employees and non-employees) who may normally be involved have been identified.

The results of this mapping activity of risk areas, of the controls currently in place (“*As-is analysis*”) and of the identification of actions to improve the internal control system (“*Gap analysis*”) are illustrated in some *ad hoc documents* kept in the Company's records.

4.3 DRAFTING OF THE MODEL

Following the activities described above, the Company has defined the operating principles and reference "protocols" for drafting the Model, taking into account:

- the provisions of the Decree;
- the Code of Ethics;
- the operating procedures and protocols;
- the Confindustria Guidelines.

4.4 IDENTIFICATION OF CRIMES RELEVANT TO THE COMPANY

All types of crimes could theoretically be classified as relevant for each entity and therefore also for the Company; in this context, the concept of "relevant crime" must be identified as the risk of occurrence of a criminal offense pursuant to the Decree which, given the activity carried out by the Company, is not considered *remote from the outset*.

Without prejudice to the foregoing, the Company's management has deemed it necessary to consider, for the purposes of the Special Parts, all the macro-categories of Offences contemplated by the Decree (with the exception of some of them for which the risk of commission was deemed absent), declining said Special Parts differently based on the assessment of the risk of occurrence of the underlying types of Offences.



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5. THE SUPERVISORY BODY OF SICIM SPA

5.1 STRUCTURE OF THE SUPERVISORY BODY

The Decree, in Article 6, paragraph 1, letter b), establishes that the task of monitoring the functioning and compliance with the Organizational Model, as well as ensuring its updating, must be entrusted to the Supervisory Body, which is vested with autonomous powers of initiative and control.

The Supervisory Body must possess the subjective requirements that guarantee the autonomy and independence of the body itself in carrying out its activities.

The characteristic of autonomy of initiative and control powers means that the Supervisory Body must be:

- placed in a position of independence from those over whom he must carry out supervision;
- without operational duties;
- with financial autonomy.

The task is assigned to a body located in a position of independence, devoid of operational duties that would make this body participate in decisions and management activities, thus "polluting" the objectivity of its judgment in the verifications of the behaviors to be monitored and the adequacy of the Model.

Given the nature of the activity carried out by the Company, the latter has deemed it appropriate and consistent that the Supervisory Body be composed of 3 members, 2 external and 1 internal, it being understood that the position of President is held by one of the external members .

The Board of Directors therefore deemed that the composition of the Company's Supervisory Body that best meets the requirements set out in the Decree is collegial and composed of three individuals identified as follows:

- a person, not part of Sicim and with a high level of integrity and professionalism, who acts as President of the Organization itself;
- two individuals chosen alternately from external individuals with the same characteristics as the President and/or from among the Company's Employees and/or Collaborators, preferably from among representatives of the following functions:
 - Board of Auditors;
 - Finance and Control;
 - Human Resources;
 - Safety (provided he/she is not the Head of the Prevention and Protection Service – RSPP);
 - Environment.

The professionalism of the Supervisory Body is ensured:

- from the specific professional skills of its members;
- from the faculty recognized to the Supervisory Body to use autonomous financial resources in



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order to avail itself of external consultancy .

The Supervisory Body is required to report directly to the Company's top management in order to guarantee its full autonomy and independence in carrying out the tasks entrusted to it.

In particular, the Supervisory Body:

- reports the results of its supervisory and control activities to the Board of Directors;
- It has independent powers of intervention in its areas of competence. To this end, as well as to ensure the ongoing verification of the adequacy and suitability of the Model, the Supervisory Body employs internal staff and/or external collaborators;
- It has an annual spending *budget for exclusive use*.

The continuity of the Supervisory Body's action is guaranteed by the fact that it operates within the Company. The definition of aspects pertaining to the Supervisory Body's continuity of action, such as the scheduling of audit activities, the methods of carrying them out, the recording of meeting minutes, the methods and specific content of information flows relating to areas at risk of crime, as well as the specific operating and internal functioning methods, are the subject of a regulation and a work plan specifically prepared by the Supervisory Body itself.

5.2 APPOINTMENT, TERM AND REQUIREMENTS OF THE SUPERVISORY BODY

The task of appointing the Supervisory Body is assigned to the Board of Directors through a specific resolution; this resolution must quantify and determine the remuneration to be paid to the Supervisory Body.

In order to ensure the effective and constant implementation of the Model, as well as continuity of action, the term of office is set at three (3) years, which may be renewed by resolution of the Board of Directors , without prejudice to the cases of automatic termination (including the incompatibilities indicated below); the members of the Body may be revoked exclusively by the Board of Directors only for just cause.

Each member of the Supervisory Body may withdraw from the position at any time, by giving at least 1 (one) month's notice, without having to provide any reason.

In the event of resignation, dismissal, or removal of a member of the Supervisory Body, the Board of Directors will take appropriate decisions to replace the resigning, dismissed, or removed member.

In the event of resignation, dismissal, or simultaneous removal of at least two members of the Supervisory Body, the latter will be considered to have ceased entirely and the Board of Directors will take the appropriate resolutions to reconstitute the Supervisory Body as a collegiate body.

The following are considered causes of incompatibility with the role of member of the Supervisory Body, from the moment of appointment and for the entire duration of the position:



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- be an executive and/or non-independent member of the Sicim Board of Directors;
- to be the statutory auditor of Sicim;
- have marital, kinship or affinity relationships up to the fourth degree with the subjects referred to in the previous points;
- perform operational or *business functions* within the Company;
- having been convicted, or being investigated, for the commission of one of the Crimes (as well as similar administrative crimes or offences).

In any case, the internal member of the Supervisory Body will be required to refrain from any decision or evaluation activity that could lead, even potentially, to a conflict of interest, particularly with regard to issues or subjects related to their scope of work.

The following represent hypotheses of just cause for revocation:

- a conviction of the Company pursuant to the Decree or a plea bargain judgment, which has become final, where the documents show “failure or insufficient supervision” by the Supervisory Body, as provided for by art. 6, paragraph 1, letter d) of the Decree;
- a conviction or plea bargain issued against the member of the Supervisory Body for having committed one of the Crimes (or administrative crimes/offenses of the same type);
- failure to maintain confidentiality regarding information that the member of the Supervisory Body becomes aware of in carrying out his or her duties.

5.3 OPERATION OF THE SUPERVISORY BODY

The Supervisory Body carries out its audits through meetings held in person, via audio or video conference (or in combination) with other individuals invited to participate in the meeting, and in any case whenever it deems it necessary and/or appropriate.

Directors, managers, executives, heads of corporate functions, and external consultants may be called upon to participate in the Supervisory Body's audits if their presence is necessary or useful for carrying out the activity.

The Supervisory Body's inspections are recorded in minutes, and copies of the minutes are kept by the Body itself.

To carry out its activities, the Supervisory Body may avail itself of the services of collaborators, including external collaborators, while remaining directly responsible for the proper fulfillment of the supervisory and control obligations arising from the Decree. These collaborators are required to comply with the duties of diligence and confidentiality required of members of the Supervisory Body.

The Supervisory Body is required to prepare an annual report to be submitted to the Board of Directors. This report contains a summary of all activities carried out during the year, the controls and audits performed, as well as any proposed updates to the risk mapping and/or the Organizational Model.



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5.4 FUNCTIONS AND POWERS OF THE SUPERVISORY BODY

The main functions of the Supervisory Body are the following:

- monitor the effective application of the Organizational Model, through the development and implementation of a supervision and control program/work plan;
- monitor the adequacy of the Organizational Model, i.e. its effectiveness in preventing crimes;
- promote the updating of the Organizational Model, if necessary.

In particular, the Supervisory Body is equipped with the following powers:

- request information and/or documentation from company functions regarding operations and actions performed in risk areas;
- adopt and/or activate control procedures in order to verify compliance with this Organizational Model;
- carry out random checks on certain operations and/or specific actions carried out in areas at risk of commission of Crimes;
- promote, in conjunction with the relevant corporate functions, suitable initiatives for the dissemination, knowledge and understanding of the Organizational Model;
- evaluate and propose to the Board of Directors any changes and/or updates to be made to the Organizational Model.

5.5 INFORMATION OBLIGATIONS TOWARDS THE SUPERVISORY BODY

The Supervisory Body must be promptly informed of:

- proceedings and/or measures initiated and/or issued by judicial police bodies or any other authority which reveal the commission, even potential, of Crimes by company representatives and/or third parties with whom the Company has commercial relations;
- corporate disciplinary proceedings and/or measures initiated/adopted following violations of the Organizational Model;
- any proposed modification to the Organizational Model;
- delegation system and any subsequent modifications and/or additions;
- corporate signature powers system and any subsequent modifications and/or additions thereto.

In particular, the Recipients are required to report the above information to the Supervisory Body , preferably by sending an *email* to the following address odv@sicim.eu (it being understood that any other means of communication may be used).

Evidence of any disciplinary proceedings initiated and any sanctions imposed with specific reference to the Offences, or of any decisions to dismiss such proceedings with the related reasons, must be immediately transmitted to the Supervisory Body by anyone who has knowledge thereof.



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6. COMMUNICATION AND TRAINING

6.1 COMMUNICATION

Communication is an important requirement for effective implementation of the Model. The Company is therefore committed to facilitating and promoting awareness of the Model among Recipients, using the following methods:

- *Communication to members of corporate bodies*

Each member of the corporate bodies during the deliberation/examination/information phase regarding the adoption of the Model (and its related updates) is aware of and adheres to the principles contained therein.

- *Communication to Employees*

The Model (and any updates) is sent to Employees both via email and (if the recipient does not have a company email address) via paper delivery of the same.

Furthermore, upon hiring, the HR Manager gives the new employee a document called "Sicimforyou", which illustrates the contractual obligations and duties (and includes reference to the procedures adopted, the Code of Ethics and the Organisational Model).

- *Dissemination and communication to third parties*

The General Part of the Model is made available to all users of the Company's website.

6.2 TRAINING

Training on the contents of the Decree and the Model is an important requirement for its implementation.

In this context, the Company undertakes to facilitate and promote the training activities of the Recipients, with a diversified level of detail depending on the position and role of the Employees and taking into account the level of risk of the various activities carried out by them in the work context (*risk-based approach*).

Training activities on 231 are provided at specific intervals and are also planned in the event of changes in roles that impact behaviors relevant to the Organizational Model, as well as whenever substantial changes are introduced to the Model itself.

The 231 training program is delivered through both *e-learning courses* and classroom events. Attendance at the training sessions is mandatory.

The relevant company structures assess, in line with the Supervisory Body's instructions, any training needs arising from the Model's update and/or any other relevant aspect related to legislative requirements, and provide the Supervisory Body with information on the training provided.



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7. WHISTLEBLOWING

Law no. 179/2017 containing “ *Provisions for the protection of those who report crimes or irregularities of which they have become aware in the context of a public or private employment relationship* ” and lastly Legislative Decree no. 24/2023 containing “ *Implementation of Directive (EU) no. 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons reporting breaches of Union law and laying down provisions regarding the protection of persons reporting breaches of national legislation* ”, intervened on the topic of the protection of workers, public or private (also known as “ **whistleblowers** ”), who report or denounce, in order to protect the integrity of the Entity, crimes or other unlawful conduct (including violations of the Code of Ethics and/or the Model) of which they have become aware in the context of their employment relationship, in order to guarantee the manifestation of freedom of expression and information, which includes the right to receive and communicate information, and to combat (and prevent) corruption and maladministration in both the public and private sectors.

Among the main innovations introduced by the legislative decree in question – in force from 30 March 2023 – are in particular: a) the extension of the scope of the forms of protection provided for *whistleblowers* (both subjectively – in terms of expanding the group of protected individuals ¹– and objectively – due to the extension of potentially illicit conduct deemed worthy of reporting); b) the introduction of detailed rules regarding the methods for managing reports by the Entity as well as the deadlines within which the Entity itself is required to provide feedback to the reporting party regarding the report; c) the establishment of an external reporting channel managed by the National Anti-Corruption Authority (“ **ANAC** ”) to which the recipients of the legislation in question can resort, under certain conditions ², to submit a report; d) the introduction by private entities of specific sanctions in the disciplinary system adopted pursuant to the Decree.

Also in light of the regulatory context mentioned above, the Company has implemented the procedure regarding “ *whistleblowing* ” called “ *Whistleblowing Reporting Procedure – 0210-SI-003* ”, to which reference is made.

Reports will be handled by the Report Manager, as defined in the aforementioned procedure.

To facilitate *whistleblowers* in submitting any reports, the Company guarantees the choice between the following internal reporting methods:

- in **written form** , through the use of:

¹This now also includes so-called "facilitators," i.e., natural persons who assist whistleblowers in the reporting process, operating in the same work context, and individuals operating in the same work context as the whistleblower, the person who filed the complaint with the judicial authority, or the person who made a public disclosure and who are linked to them by a stable emotional or kinship relationship within the fourth degree.

²In particular, the whistleblower may forward an external report to ANAC (only) where one of the following conditions applies: a) the mandatory activation of the internal reporting channel is not required within the scope of their work, or the latter, even if mandatory, is not active (or, even if activated, does not comply with the requirements set forth in the relevant legislation, i.e. Article 4 of the aforementioned Legislative Decree); b) the whistleblower has already made a report using the internal reporting channel, but it has not been followed up; c) the whistleblower has reasonable grounds to believe that (i) if they were to make a report using the internal reporting channel, it would not be effectively followed up (for example, in cases where the relevant manager is involved in the reported violation); (ii) the report could give rise to the risk of retaliation against the whistleblower; (iii) the violation could constitute an imminent or manifest danger to the public interest.



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- a) **IT platform** accessible to all whistleblowers at the link: <https://globaleaks.sicim.eu/>, which protects the confidentiality of the reported person, guarantees the protection and security of the whistleblower's identity, as well as the content of the report and documentation;
- b) **Traditional channels and techniques must be submitted in paper format** using a double envelope, to be sent to the Company's address at Via ConsolatICO Superiore 96/98, 43011 Busseto (PR). Specifically, the first envelope must contain the reporting person's identification data (along with a copy of their identification document), while the second must contain the report details. Both envelopes must then be placed in a third sealed envelope marked "Reserved for the Report Manager."
The report will then be subject to confidential registration, including through an independent register, by the Report Manager .

If the report concerns a relevant topic pursuant to Legislative Decree 231/2001, the Supervisory Body must be informed.



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8. DISCIPLINARY SANCTIONS

8.1 GENERAL PRINCIPLES

Pursuant to Article 6, paragraph 2, letter e), of the Decree, the establishment of an effective sanctions system constitutes an essential requirement of the Model for the purposes of exempting the Company from liability.

The provision of such a sanctioning system, in fact, makes the Supervisory Body's actions efficient and allows the effectiveness of the Model itself to be guaranteed.

In this regard, Sicim SpA has established a system of sanctions for violations of the Model in order to ensure compliance with the same, in accordance with the disciplinary code provided for by the current National Collective Labor Agreement (" **CCNL** ") applied and in compliance with the procedures set out therein.

This disciplinary system is aimed at Employees, Senior Managers and Collaborators.

For the purposes of compliance with the Decree, by way of example, any action or behavior that does not comply with the provisions of the Model itself and/or the principles of the Code of Ethics, or the omission of actions or behaviors prescribed by the Model, in the performance of activities in which there is a risk of committing crimes covered by the Decree, constitutes a violation of the Model.

8.2 MEASURES AGAINST MANAGERS AND EMPLOYEES

Violation of the provisions of this Model will result in the application of disciplinary sanctions that will be applied in a manner proportionate (and appropriate) to the position held and the nature and severity of the violations, without prejudice to any personal civil or criminal liability.

The sanctions applicable for violations of this Model fall within those provided for by the applicable National Collective Bargaining Agreement (CCNL) and will be applied in accordance with the procedures set forth in Article 7 of Law No. 300/1970 (the so-called Workers' Statute) and the CCNL itself.

Any sanctions imposed on Employees may be applied by taking into consideration various factors, including:

- specific times and methods of committing the violation;
- relevant factual circumstances;
- presence of the intentional element;
- extent of the damage caused;
- predictability of consequences.

Any Employee who fails to comply with the provisions of the Model will be subject, depending on



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the severity of the violations committed, to the application of the following sanctions:

- verbal warning;
- written warning;
- fine not exceeding the maximum set by the CCNL in force from time to time;
- suspension of service and remuneration not exceeding the maximum provided for by the National Collective Bargaining Agreement in force at the time the sanction is imposed;
- dismissal without notice.

By way of example only:

- a) An Employee who negligently commits a non-serious violation of the provisions of the Model will incur verbal or written warnings;
- b) The employee who repeats the same behavior already sanctioned in the previous two years will incur the fine;
- c) An Employee who, intentionally or with gross negligence, adopts behaviors that seriously violate the Model, which cause the loss of the element of trust or are so serious as to not allow the continuation of the employment relationship, will be subject to dismissal.

8.3 MEASURES AGAINST BRANCH STAFF

In the event of violation of the provisions contained in the Model and/or the procedures referred to therein by personnel working at the Company's *branches*, the sanctions provided for by any applicable local regulations and in compliance with internal regulations or, as the case may be, the relevant Italian collective bargaining agreement where the personnel is employed by the Company will be applied.

8.4 MEASURES AGAINST MANAGERS


In the event of a violation by managers of the provisions of this Model, measures will be applied that are proportionate and appropriate to the position held and the nature and severity of the violation, in compliance with the applicable National Collective Bargaining Agreement for Managers and applicable civil law.

8.5 MEASURES AGAINST ADMINISTRATORS

In the event of a violation of applicable legislation or failure to comply with the internal procedures set forth in the Model and/or the Code of Ethics by the Board of Directors or its individual members, the Supervisory Body shall inform the Board of Statutory Auditors, which shall take the appropriate measures required by applicable legislation.

8.6 MEASURES AGAINST COLLABORATORS

In the event of a violation of the Model by Collaborators and in relation to the seriousness of the violation, the Board of Directors, having heard the opinion of the Supervisory Body if necessary, will evaluate whether to terminate the relationship and will impose any sanctions provided for in the

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contract.

8.7 DISCIPLINARY SANCTIONS FOR “WHISTLEBLOWING”

In accordance with the provisions of Legislative Decree 24/2023, the disciplinary system adopted by Sicim SpA referred to in the preceding paragraphs is applicable, *mutatis mutandis*, also to individuals who:

- a) be liable towards the whistleblower or other protected persons for any act of retaliation or discrimination or obstruction ³(even if only attempted), direct or indirect, for reasons directly or indirectly connected to the report;
- b) violate the confidentiality obligations set forth in Legislative Decree 24/2023;
- c) are found responsible for the reported violations;
- d) have made an unfounded report with intent or gross negligence.

³ By way of example, the following are considered retaliatory, discriminatory, or obstructive acts: a) dismissal, suspension, or equivalent measures; b) demotion or failure to promote; c) change of duties, change of workplace, reduction of salary, or modification of working hours; d) suspension of training or any restriction of access to it; e) negative marks of merit or negative references; f) the adoption of disciplinary measures or other sanctions, including financial ones; g) coercion, intimidation, harassment, or ostracism; h) discrimination or any other unfavorable treatment; i) failure to convert a fixed-term employment contract into a permanent employment contract, where the worker had a legitimate expectation of such conversion; l) failure to renew or early termination of a fixed-term employment contract; m) damage, including to the individual's reputation, particularly on social media, or economic or financial harm, including loss of economic opportunities and loss of income; n) improper listing on the basis of a formal or informal sectoral or industry agreement, which may result in the individual being unable to find employment in the sector or industry in the future; o) early termination or cancellation of a contract for the supply of goods or services; p) cancellation of a license or permit; q) requiring psychiatric or medical assessments.



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SPECIAL PART A
CRIMES COMMITTED AGAINST THE PUBLIC ADMINISTRATION



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1. CRIMES AGAINST PUBLIC ADMINISTRATION

1.1 TYPES OF CRIMES

The crimes against the Public Administration, the commission of which may lead to administrative liability for the Company, are the following (see articles 24, 25 and 25- *decies* of the Decree):

- Art. 317 cp Extortion;
- Art. 318 of the Criminal Code Corruption in the exercise of one's function;
- Art. 319 of the Criminal Code Corruption for an act contrary to official duties (aggravated pursuant to art. 319- *bis* of the Criminal Code);
- Art. 319- *ter* , co. 1°, cp Corruption in judicial documents;
- Art. 319- *quater* cp Undue inducement to give or promise benefits (so-called extortion by inducement);
- Art. 320 of the Criminal Code Corruption of a person in charge of a public service;
- Art. 321 of the Criminal Code Penalties for the briber;
- Art. 322 of the Criminal Code Incitement to corruption;
- Art. 322- *bis* of the Criminal Code Embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or bodies of the European Communities or of international parliamentary assemblies or of international organisations and of officials of the European Communities and of foreign states ;
- Art. 346- *bis* cp Illicit influence peddling;
- Art. 353 cp Disturbed freedom of auctions;
- Art. 353 - *bis* cp Disturbed freedom in choosing the contractor;
- Art. 356 of the Criminal Code Fraud in public supplies;
- Art. 640, paragraph 2, no. 1 of the Criminal Code Fraud against the State or



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another public body;

- Art. 640- *bis* of the Criminal Code Aggravated fraud for the purpose of obtaining public funds;
- Art. 640- *ter* of the Criminal Code Computer fraud;
- Art. 316- *bis* of the Criminal Code Malversation of public funds;
- Art. 316- *ter* cp Undue receipt of public funds;
- Art. 314-*bis* cp Improper allocation of money or movable property;
- Art. 377- *bis* cp Inducement to not make statements or to make false statements to the judicial authority .

1.2 RISK AREAS

In relation to the crimes listed above, the areas of activity at risk that present the greatest critical profiles with reference to the activity carried out by the Company are the following:

- management of institutional relationships with entities belonging to the Public Administration;
- management of relationships with public officials for regulatory compliance and during checks and inspections to ensure compliance with the legislation itself (the risk area of which is administrative management, personnel management, management of relationships with public officials - such as local health authorities, fire brigade, etc.);
- managing relationships with public bodies and/or officials relating to the issuing of administrative provisions (the risk area of which is represented by the submission of applications for building permits, construction permits, municipal authorizations, *clearances* , approval of building projects, authorizations, DIA);
- participation in tenders announced by bodies equivalent to the Public Administration;
- contractual relationships with entities comparable to the Public Administration;
- communication of company data and information.

For the purposes of this Special Part and more generally in this Model, Public Administration also includes those entities comparable to it (even if not strictly classifiable as public).

1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

Generally, Recipients are prohibited from engaging in, collaborating on, or inducing conduct that, individually or collectively, constitutes or could constitute the crimes set forth in Articles 24 and 25 of the Decree. They are also prohibited from engaging in conduct that creates conflicts of interest with Public Administration officials.



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1.3.1 GENERAL PRINCIPLES OF BEHAVIOR

In particular, in accordance with the corporate ethical principles set out in this Model and the Code of Ethics, it is prohibited to:

- promise or make financial payments to public administration officials or their family members;
- promise or grant advantages of any kind in favor of members of the Public Administration or their family members;
- favor, in purchasing processes, third parties indicated by representatives of the Public Administration, as a condition for carrying out subsequent activities;
- make any form of gift to public officials or their family members;
- provide or promise to provide confidential information and/or documents to members of the Public Administration outside the institutional or service context;
- engage in misleading conduct that could lead the Public Administration into making a technical-economic error in evaluating the documentation presented;
- exhibit false or altered documents and data;
- omit necessary information in order to influence the decisions of the Public Administration in one's favor;
- allocate contributions, grants, public funding for purposes other than those for which they were obtained.

Furthermore, the Recipients of these ethical and behavioral principles, as well as those expressed in the Code of Ethics, are required to comply with the following provisions:

- In the event of attempted extortion by a member of the Public Administration, the interested party must: (i) not comply with the request; (ii) promptly provide information to the Chief Executive Officer or the Board of Directors and (iii) initiate formal reporting to the Supervisory Body;
- In the event of conflicts of interest, even potential ones, that arise in the context of relations with the Public Administration, the interested party must promptly provide information to the Chief Executive Officer or the Board of Directors and initiate formal reporting to the Supervisory Body;
- In case of doubts regarding the correct implementation of the ethical and behavioral principles mentioned above as well as those expressed in the Company's Code of Ethics, the interested party must promptly contact the Chief Executive Officer or the Board of Directors and initiate a formal reporting process to the Supervisory Body .

Furthermore, should the Company establish commercial relationships with third parties who operate with the Public Administration on behalf of or in the interest of the Company itself, the relevant contracts must:

- be formalized in writing, in all their conditions and terms;
- provide for a specific declaration from said third parties in which they declare that they are aware of the legislation set out in the Decree and that they undertake to behave in compliance with the provisions contained therein, as well as with the provisions of this Model and the Code of Ethics;
- provide for a specific clause that regulates the consequences of their violation of the above-mentioned provisions (for example, express termination clauses, penalties).



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1.3.2 SPECIFIC PRINCIPLES OF BEHAVIOR

The rules and prohibitions set out in the previous paragraph are embodied in principles of conduct that must be respected within the Company's business operations.

All Recipients of the Model are required, in managing relationships with the Public Administration, to comply with the following behavioral procedures:

- Relations with the Public Administration must be characterized by maximum transparency, collaboration, availability and full respect for its institutional role, existing legal provisions on the matter and the behavioral norms also referred to in the Company's Code of Ethics;
- Relations with the Public Administration must be managed by specifically designated/authorized/delegated individuals, based on the system of delegations and/or powers adopted by the Company; contacts with Public Administration offices must be maintained, wherever possible, electronically, or in any case using methods suitable for ensuring the traceability of the activities carried out;
- in cases where situations arise that cannot be resolved within the ordinary management of relations with the Public Administration, the Recipient must immediately report such situation to his/her manager (if applicable) or to the Board of Directors;
- The Recipient may not engage in any potential conflict of interest or any anomalous behavior or behavior aimed at obtaining favors, financial gifts, or other benefits from members of the Public Administration. In this context, the Recipient is required to immediately report any critical issues, conflicts of interest, or ambiguous behavior in such relationships to their manager (if applicable), the Chief Executive Officer, or the Board of Directors.
- During inspections by public officials or public service representatives, the management of such contacts is governed by procedure " 0210-SI-002: *Management of inspections and relations with the Public Administration* "; in any case, such contacts must be managed in the presence of at least two company representatives; following the conclusion of the inspection by public officials, the persons who took part must draw up a document indicating: the names of the persons involved in the inspection, the purpose of the inspection, and any subsequent decisions (the name of the company representative authorized to attend the visit must also be indicated); the signature on behalf of the Company on final reports and/or documents issued by public officials must be affixed by a company representative with the powers to represent the Company;
- Any information the Recipient becomes aware of while carrying out their duties, regardless of their role, must always be considered "private and confidential." Such information must therefore not be disclosed to third parties (including parties directly or indirectly linked to the Public Administration) for the purpose of granting any potential benefit;
- Staff recruitment must be conducted in compliance with the processes implemented by the Company (and in particular the procedure called " 8304-SI-002 – *Selection and management of human resources* ") and in any case follow the rules for evaluating the professionalism and specific skills of the candidate; overall remuneration must be in line with that already in place for figures with similar functions and responsibilities, avoiding privileging individuals who, directly or indirectly, could carry out activities or roles related to the Public Administration ;
- the traceability of personnel selection processes must be guaranteed by archiving, in paper or



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- digital format, all documentation relating to candidates;
- the Company must refrain from promising or granting undue hiring/career advancements to employees who are close to or liked by members of the Public Administration;
 - The decision to sign a contract with a Public Administration or equivalent entity must be made by a company representative with the appropriate powers, and the related agreement must be signed by a person authorized to do so; all related documentation must be kept on file with the Company;
 - as representatives of the Company, the Recipients must not try to influence the judgment of any employee or representative of the Public Administration, or any person connected to it, by promising or giving money, gifts or loans, or with other illegal incentives;
 - the Company has adopted a procedure called "8501-SI-001 – Commercial Activity" which must also be observed when starting commercial relationships with the Public Administration;
 - The Recipients are required to comply with the provisions contained in the " *Anti-Corruption Procedure* " adopted by the Company, refraining from any behavior that could, even potentially, constitute corruption or undue influence over public officials or public service representatives.

In this context, each Recipient is therefore required to comply with:

- of the general principles of behavior listed above;
- of the procedures adopted by the Company; and
- of the Code of Ethics.

*

In addition to the above, all Recipients must observe the following rules of conduct in managing obligations towards the Public Administration:

- the obligations towards the Public Administration and the preparation of the relevant documentation (including that relating to participation in tenders) must be carried out in compliance with the existing legal provisions on the matter and the behavioral rules referred to in the Code of Ethics as well as in this Special Section;
- Compliance with public administration requirements must be performed with the utmost diligence and professionalism, providing clear, accurate, complete, truthful, and truthful information while avoiding and disclosing any potential conflicts of interest. Documents must be drafted promptly and in clear, comprehensive language;
- All documentation intended for the Public Administration must be verified and then signed by a person with the appropriate powers.

This documentation includes, by way of example:

- the documentation for participation in a tender announced by the Public Administration;
- the documentation produced within the framework of processes aimed at obtaining the provision of (co)financing from state and/or regional authorities;
- licenses, authorizations and similar related to the activities carried out by the Company as well as agreements with contractual counterparties who are public entities/public service providers;
- deeds, minutes, financial statements, forms, and declarations relating to the



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management of legal, fiscal, and corporate affairs or to the administrative, social security, and welfare management of personnel;

- minutes relating to inspection visits, investigative procedures and similar;
- any legal proceedings in civil, criminal, administrative, tax matters , etc.
- If the obligations must be performed using the Public Administration's IT and/or telematic systems, each Recipient is expressly prohibited from altering such systems or the data contained therein in any way that could harm the Public Administration. The person who carried out the operation is required to prepare a report containing a description of the data transmitted and the reasons for sending it. This report must be retained in paper and/or electronic format to allow for any audits of data transmission to the Public Administration.

Every company function that has relations with the Public Administration is required to comply with the provisions of the procedure "0210 SI 002 00 - Management of inspections and relations with the Public Administration" and, in particular, to prepare a report in the event of relationships involving relevant or possibly anomalous issues.

1.4 INFORMATION FLOWS TO THE SUPERVISORY BODY AND TASKS OF THE SUPERVISORY BODY

In addition to what is provided for in this Special Section, anyone who comes into contact with the Public Administration during inspections, assessments and/or verifications is required to promptly report to the Supervisory Body any anomalies or extraordinary events in the context of such relationships.

With reference to the crimes in question, the Supervisory Body, including through *ad hoc checks* based on its Work Plan, acquires information in order to verify the adequacy of organizational controls and compliance with the procedures adopted by the Company.

If, in carrying out the above tasks, the Supervisory Body finds violations of the rules and principles contained in this Special Section by Recipients, it must immediately inform at least one member of the Board of Directors. If the violations are attributable to the directors or the Chairman of the Company, the Supervisory Body will report the matter to the Board of Directors as a whole.



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SPECIAL PART B
CORPORATE CRIMES



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1. CORPORATE CRIMES

1.1 TYPES OF CRIMES

The corporate crimes provided for by the Decree in art. 25- *ter* are the following:

- Art. 2621 cc False corporate communications;
- Art. 2621- *bis* cc Minor facts;
- Art. 2622 of the Civil Code False corporate communications by listed companies;
- Art. 2625 cc Prevention of control;
- Art. 2626 cc Undue return of contributions;
- Art. 2627 cc Illegal distribution of profits and reserves;
- Art. 2628 of the Civil Code Illicit transactions on shares or quotas of a company or of the controlling company;
- Art. 2629 cc Transactions to the detriment of creditors;
- Art. 2629- *bis* cc Failure to communicate conflicts of interest;
- Art. 2632 cc Fictitious formation of capital;
- Art. 2633 cc Improper distribution of company assets by liquidators;
- Art. 2635 cc Corruption between private individuals;
- Art. 2635- *bis* cc Incitement to corruption between private individuals;
- Art. 2636 cc Unlawful influence on the assembly;
- Art. 263 7 cc Stock manipulation;
- Art. 2638 cc Obstruction of the exercise of the functions of public supervisory authorities;
- Art. 54 Legislative Decree no. 19/2023 Crime of false or omitted declarations for the issuance of the preliminary certificate.



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1.2 CORRUPTION BETWEEN PRIVATE INDIVIDUALS

Without prejudice to the list of corporate crimes identified in Article 25- *ter* of the Decree in the previous paragraph, the Company deems it appropriate to formulate a separate treatment – also in terms of principles of conduct – of the crime of corruption between private individuals. This crime was introduced into the list of Predicate Crimes referred to in the Decree following the promulgation of Law no. 190/2012, the so-called “ *Anti-Corruption Law* ”, concerning “ *Provisions for the prevention and repression of corruption and illegality in public administration* ” (published in the Official Journal no. 265 of 13 November 2012) and amended by Legislative Decree no. 38/2017 which, in force since 14 April 2017, implemented the delegation provided for by art. 19, Law no. 170/2016 (European delegation law of 2015), implementing Framework Decision no. 2003/568/GAI of the Council of the European Union on the fight against corruption in the private sector that is harmful to the economy and otherwise to competition.

The aforementioned Legislative Decree no. 38/2017 amended art. 2635 of the Civil Code (the text of which follows), referred to in the Decree in art. 25- *ter* , paragraph 1, letter s- *bis* .

- **Article 2635 of the Civil Code - Corruption between private individuals**

“ Unless the act constitutes a more serious crime, directors, general managers, managers responsible for drawing up corporate accounting documents, auditors and liquidators of companies or private entities who, even through intermediaries, solicit or receive, for themselves or for others, money or other undue benefits, or accept the promise thereof, to perform or omit an act in violation of the obligations inherent to their office or of the obligations of loyalty, shall be punished with imprisonment from one to three years.

The same penalty applies if the act is committed by anyone who, within the organizational framework of the company or private entity, exercises managerial functions other than those of the individuals referred to in the previous paragraph.

The penalty of imprisonment of up to one year and six months applies if the act is committed by someone subject to the direction or supervision of one of the subjects indicated in the first paragraph. Whoever, even through a third party, offers, promises or gives undue money or other benefits to the persons indicated in the first and second paragraphs, shall be punished with the penalties provided therein.

The penalties set forth in the preceding paragraphs are doubled if the companies in question have securities listed on regulated markets in Italy or other European Union countries or are distributed to the public to a significant extent pursuant to Article 116 of the Consolidated Law on Financial Intermediation, pursuant to Legislative Decree No. 58 of 24 February 1998, as amended.

Without prejudice to the provisions of Article 2641, the amount of confiscation for equivalent value cannot be less than the value of the benefits given, promised or offered.

The areas at risk for this crime include those in which a benefit could be derived from a corrupt agreement entered into in the Company's interest, as well as those who could be involved in activities instrumental to the creation of cash reserves (intended for corrupt purposes) or in the management of utilities that could be used as illicit "remuneration."

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Legislative Decree no. 38/2017 also introduced Article 2635- *bis* , entitled " *Incitement to corruption between private individuals* , " the text of which is reported below:

- **Art. 2635-bis of the Civil Code - Incitement to corruption between private individuals**

" Whoever offers or promises money or other undue benefits to the directors, general managers, managers responsible for drawing up corporate accounting documents, auditors and liquidators of private companies or entities, as well as to anyone who carries out work within them by exercising managerial functions, in order for them to perform or omit an act in violation of the obligations inherent to their office or of the obligations of loyalty, is subject, if the offer or promise is not accepted, to the penalty established in the first paragraph of article 2635, reduced by one third .

The penalty referred to in the first paragraph applies to directors, general managers, managers responsible for drawing up corporate accounting documents, auditors and liquidators of private companies or entities, as well as to those who carry out work activities within them by exercising managerial functions, who solicit for themselves or for others, even through a third party, a promise or gift of money or other benefit, to perform or omit an act in violation of the obligations inherent to their office or of the obligations of loyalty, if the solicitation is not accepted .

On the active side, anyone who offers or promises money or other undue benefits to an *internal subject* for the purpose of carrying out or omitting acts in violation of the obligations inherent to his office or of the obligations of loyalty is punished, if the offer or promise is not accepted (art. 2635- *bis* , 1st co.).

On the passive side, the liability for punishment is foreseen for any *internal party* who solicits a promise or gift of money or other benefit, for the purpose of carrying out or omitting acts in violation of the same obligations, if such proposal is not accepted (art. 2635- *bis* , 2nd co. of the Civil Code).

The law, for both types of crime (active and passive incitement), establishes a prison sentence of eight months to two years, or the penalty set forth in Article 2635 of the Civil Code, reduced by one-third.

For both criminal offences, Law No. 3/2019 modified the procedural regime; following this legislative change, a complaint from the accused is no longer required and the crime is now prosecuted *ex officio*.

*

The Company, however, deems it appropriate to identify and indicate below the principles of conduct relating to the prevention of the Crimes in question, with respect to the other so-called "corporate crimes" listed above to which the provisions set out in the following paragraphs 1.3 – 1.4 apply.

In this context, Recipients must comply with the following rules:

- avoid engaging in behaviors that could constitute the crime of corruption between private individuals;
- comply with internal practices and procedures regarding negotiations with suppliers (in particular, it is mandatory to comply with the provisions of the procedure " *0502-SI-002 – Supplier Qualification* "); the selection of suppliers must take place in compliance with the aforementioned procedure;
- comply with the provisions of contracts stipulated with customers and suppliers;



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- in particular, not to deviate from the discount margins that can be granted to customers, as well as to comply with the provisions of the procedure “ 8501-SI-001: Commercial Activity ” ;
- comply with the purchasing methods defined in the procedure “ 0502-SI-005 – Management of purchasing of consumables and company assets ”;
- make payments in compliance with the limits set by the procedure “ 0101-SI-002: Billing and payments authorizations ”;
- comply with the provisions of procedure “ 8304-SI-001 – Travel Management ” in the event of travel related to the activity carried out at the Company, including the procedures for requesting and obtaining the necessary authorisations;
- comply with the provisions of the procedure “ 0210-SI-004: Contract Management – Contract Management ”, which includes a specific section aimed at defining the process for managing claims received by the Company;
- follow the procedure called “ 0402-SI-001 – Management of subcontracts and evaluation of subcontractors ”, which defines the methodology to be followed in the selection and management of subcontractors;
- comply with the provisions contained in the procedure “ 0502-SI-003 – International transport outside the European Union ”;
- Staff recruitment must be conducted in compliance with the processes implemented by the Company (and specifically the procedure called “ 8304-SI-002 – Human Resources Selection and Management ”) and in any case follow the rules for evaluating the candidate's professionalism and specific skills. Overall remuneration must be in line with that already in place for positions with similar functions and responsibilities, avoiding privileging individuals who, directly or indirectly, could also perform activities or roles related to the Public Administration.
- Any exceptions (which must be justified in writing) to the above provisions must be formally authorized by the person responsible for the relevant function; relevant documentation of such exceptions must be retained.

1.3 RISK AREAS

The corporate crimes listed in the previous Paragraph 1.1 protect, among other things, (i) the truthfulness, transparency, and accuracy of information relating to the Company; (ii) the effectiveness and integrity of the capital and corporate assets; and (iii) the regular and proper functioning of the Company.

Therefore, the following are considered risk areas:

- the compilation and collection of documentation and data preparatory to the preparation of the financial statements and corporate communications;
- the preparation of the financial statements and social communications;
- the communication of social data;
- extraordinary capital transactions (e.g. capital reduction, mergers, etc.);
- acquisitions;
- subcontracts;
- commercial activity.



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The subjects at risk are the Administrators and managers of the company functions involved in the aforementioned activities.

1.4 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

1.4.1 GENERAL PRINCIPLES OF BEHAVIOR

Recipients who, by virtue of their role or function, are involved in general accounting management and budget preparation activities must:

- comply with the rules and principles contained in the following documents:
 - a) the Code of Ethics;
 - b) any other documentation or procedure relating to the internal control system ;
- collaborate to ensure that the facts relating to the management of the Company are correctly and promptly represented in the accounting, each entry having to reflect exactly what is shown in the supporting documentation;
- in carrying out activities aimed at preparing the financial statements and other corporate communications, maintain correct, transparent conduct that is fully compliant with legal and regulatory provisions , in order to provide members and third parties with truthful and complete information on the economic, financial and equity situation of the Company as well as on the evolution of its activities;
- promptly, correctly, and completely make all communications required by law and regulations to Public Authorities (including Supervisory Authorities where applicable), without placing any obstacles in the way of the exercise of their functions;
- comply with all provisions established by law to protect the integrity and effectiveness of the share capital, in order not to undermine the guarantees of creditors and third parties;
- Refrain from promising and/or making payments and/or donations of any kind to parties external to the Company for purposes unrelated to existing contracts or to secure unspecified or undue favorable conditions; in this regard, reference is made to the provisions set out in relation to the safeguards and principles of conduct with reference to the crime of corruption between private individuals referred to in Paragraph 1.1 bis above;
- avoid compromising the integrity, reputation and image of Sicim.

Furthermore, it is explicitly forbidden to:

- prepare or communicate false, incomplete or otherwise likely to provide an incorrect description of the reality regarding Sicim's economic, financial and equity situation;
- engage in behaviors that materially impede, or in any case hinder, through the concealment of documents or the use of other fraudulent means, the performance of management control or auditing activities by the Board of Statutory Auditors and/or the Auditing Firm;
- omit data and information required by law on the economic, patrimonial and financial situation of the Company;
- carrying out, during meetings, simulated or fraudulent acts aimed at altering the regular



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- process of forming the assembly's will;
- return contributions to members or release them from the obligation to make them, except in cases of reduction of share capital provided for by law;
- distribute profits or advances on profits not actually earned or legally allocated to reserves, as well as distribute reserves that cannot be distributed;
- carry out reductions in share capital, mergers or demergers, in violation of the provisions of law protecting creditors;
- proceed with the formation or fictitious increase of the share capital, by allocating shares for a value lower than their nominal value during the increase in share capital;
- divert the company's assets, during the liquidation of the Company, from their destination to the creditors, distributing them among the members before paying the creditors or setting aside the sums necessary to satisfy them;
- carrying out actions that do not comply with formalized procedures or rules, such as to cause a substantial inconsistency between what is foreseen in the Organizational Model and what is carried out in operational practice and activity;
- engage in behaviors that impede verification and control by the Supervisory Body.

1.4.2 SPECIFIC PRINCIPLES OF BEHAVIOR

In preparing corporate communications, the Recipients are required to ensure, each for their respective areas of competence, that the following checks are carried out:

- periodically verify the balances of the general accounting accounts in order to ensure the balance of the general accounting, and this also with reference to the branches and controlled or affiliated companies that the Company has opened or will open in foreign countries (both European and non-European);
- identification of the resources involved, the data and information they must provide, as well as the timeframes for preparing the budget;
- verify the completeness and correctness of the data and information communicated by the aforementioned resources and sign the analyzed documentation;
- analysis of deviations from data from the previous period and formalization of the reasons that led to the largest deviations.

The Head of the Financial & Accounting Function, with the support of an external consultant, reviews and validates the proposed annual budget and interim reports and submits them to the Chief Executive Officer, who in turn presents them to the President and the Board of Directors for approval, prior to approval by the Shareholders' Meeting.

*

Where it is envisaged or deemed appropriate, based on the activity to be performed, to avail of the services of external consultants or professionals who, in the interest of the Company, carry out activities involving the preparation of corporate communications, the Financial & Accounting Function:

- identifies the external consultant or professional, based on their skills and professionalism and requests, if necessary, a fee estimate for the service;



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- prepares an assignment proposal, which must include specific information on the Organizational Model, as well as on the consequences that may arise from conduct contrary to its provisions;
- submits the letter of appointment to the CEO for signature;
- verifies the services provided by the professional, authorizes payment of the agreed-upon fees as per the agreements, and takes all necessary action should any problems arise during the collaboration, promptly informing the CEO;
- retains all documentation produced in the performance of the assignment.

1.5 INFORMATION FLOWS TO THE SUPERVISORY BODY AND TASKS OF THE SUPERVISORY BODY

The subjects involved in the processes described above are required to promptly communicate to the Supervisory Body any unusual behavior or event relating to them, indicating where possible the reasons for such discrepancies.

The Recipients will ensure, each within their respective areas of competence, the traceability of the process followed, keeping all documentation necessary for this purpose available to the Supervisory Body.

With reference to the crimes in question, the Supervisory Body, also through *ad hoc* checks based on its Work Plan, acquires information in order to verify the adequacy of the organizational controls and compliance with the procedures adopted by the Company.

If, in carrying out the above tasks, the Supervisory Body finds violations of the rules and principles contained in this Special Section by Recipients, it must immediately inform at least one member of the Board of Directors. If the violations are attributable to the directors or the Chairman of the Company, the Supervisory Body will report the matter to the Board of Directors as a whole.



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SPECIAL PART C
CRIMES RELATING TO SAFETY IN THE WORKPLACE



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1. CRIMES RELATING TO HEALTH AND SAFETY AT WORK

1.1 TYPES OF CRIMES

This Special Section is dedicated to the principles of conduct relating to crimes relating to health and safety in the workplace, as identified in Article 25- *septies* of the Decree, including the so-called Security.

The cases taken into consideration by the Legislative Decree are the following:

- manslaughter (art. 589 of the Criminal Code);
- serious or very serious personal injury through negligence (art. 590, paragraph 3, cp).

Injuries are considered serious when: a) the act results in an illness that endangers the worker's life, or an illness or inability to perform ordinary duties for a period exceeding 40 (forty) days; b) the act causes the permanent weakening of a sense or organ (art. 583, paragraph 1, of the Criminal Code). Injuries are considered very serious if the act results in: a) a disease that is certainly or probably incurable; b) the loss of a sense; c) the loss of a limb or a mutilation that renders the limb useless, or the loss of the use of an organ or the ability to procreate, or a permanent and serious difficulty in speaking (art. 583, co. 2, cp).

The aforementioned offences are relevant only if committed in violation of accident prevention and workplace health and safety regulations.

The sanctioning regime applicable to the Company for crimes relating to workplace health and safety is both pecuniary and prohibitive in nature.

An event that harms a worker's safety is unlikely to translate into any interest or benefit for the company to which they belong, unless the violation of accident prevention regulations is related to the lower cost incurred due to their non-compliance.

It should be noted that, unlike the majority of Predicate Offences provided for by the Decree, which are intentional in nature, the Offences considered in this Special Part are culpable in nature (the consequence of negligence, imprudence or lack of skill on the part of the individual).

The provisions contained in this Special Part of the Organizational Model are intended to ensure that the Recipients implement conduct that complies with the procedures established by the prevention and protection system pursuant to Legislative Decree 81/2008 and subsequent amendments, together with the obligations and supervisory duties set forth in the Organizational Model.

The primary legislation (Law no. 123/2007 and Legislative Decree no. 81/2008), the internal documentation prepared by Sicim relating to the programmatic controls carried out and to be



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carried out, as well as the individual procedures already adopted to regulate the identified risk areas, constitute a natural prerequisite for the description of the "Principles of Conduct" to which the Recipients must adhere.

For the purposes of drafting this Special Part C, Sicim has considered, in addition to the primary reference legislation (Law no. 123/2017 and Legislative Decree no. 81/2008 and subsequent amendments), the risk factors reported in the Risk Assessment Document drawn up pursuant to the current prevention legislation.

Before setting out the principles of conduct regarding health and safety in the workplace and the procedures aimed at preventing the crimes referred to in this Special Section, it is appropriate to recall the main figures provided for by the sector legislation (Legislative Decree no. 81/2008 and subsequent amendments and additions).

1.2 ROLES AND RESPONSIBILITIES

With regard to the organizational structure for the purposes of workplace health and safety prevention, the Risk Assessment Document (hereinafter also " **DVR** ") pursuant to Articles 17 and 28 of Legislative Decree No. 81/2008, adopted by the Company, identifies the individuals designated by current legislation as having specific responsibilities and skills in safety matters. In this context, the organizational chart for workplace health and safety, updated to the date of this Model, is included in Annex 3.

In particular, in Sicim, these subjects are:

1.2.1 EMPLOYER

At the top of the company organizational chart is the Employer, who is the primary guarantor of safety within the Company. More specifically, the Employer is defined in Article 2 of Legislative Decree no. 81/2008 as " *the entity holding the employment relationship with the worker or, in any case, the entity who, depending on the type and structure of the organization in which the worker performs his or her work, is responsible for the organization itself or the production unit, as he or she exercises decision-making and spending powers.* "

The following main obligations are attributed to the Employer:

- *exclusively, as non-delegable obligations:*
 - designate the Head of the Prevention and Protection Service (hereinafter also " **RSPP** ") (art. 17 Legislative Decree no. 81/2008);
 - develop and update, in agreement with the RSPP, in collaboration with the Competent Doctor and after consulting the Workers' Representative for Safety (hereinafter also " **RLS** "), the "Risk Assessment Document" (**DVR**), as well as identify the prevention and protection measures, pursuant to articles 17, 28 and 29 of Legislative Decree no. 81/2008;
- *as well as , also on a delegated basis:*
 - appoint the Competent Doctor to carry out health surveillance and designate the Fire



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Prevention Officers (“ **API** ”) and the First Aid Officers (“ **APS** ”), verifying the correct fulfillment of their obligations and tasks;

- appoint the persons in charge of carrying out supervisory activities and formalize their respective appointments;
- prepare all appropriate measures to guarantee the strategic guidelines for the unified and coordinated management of health and safety (art. 18, paragraphs 1 and 2, Legislative Decree no. 81/2008);
- consult the RLS in the cases provided for by art. 50, paragraph 1, letters b), c) and d) of Legislative Decree no. 81/2008;
- fulfill the information, training and instruction obligations set forth in Articles 36 and 37 of Legislative Decree no. 81/2008;

In particular, the Employer's responsibilities include:

- ensure, within the scope of their activities, compliance with current legislation regarding work carried out on temporary or mobile construction sites, as well as that regarding safety signs;
- take into account , when assigning tasks to workers, the capabilities and conditions of the workers in relation to their health and safety;
- personal protective equipment (hereinafter also “ **PPE** ”) , after consulting the RSP and the Competent Doctor;
- take appropriate initiatives to ensure that only workers who have received adequate instructions and specific training access areas that expose them to a serious and specific risk;
- require individual workers to comply with current regulations, as well as company provisions regarding health and safety at work, and the use of collective and individual protective equipment made available to workers;
- promptly address reports from supervisors and workers regarding any deficiencies in equipment, work tools, and protective devices, or any dangerous conditions that may arise during work on company premises;
- adopt measures to control risk situations in the event of an emergency and give instructions so that workers, in the event of serious, immediate and unavoidable danger, abandon their workplace or the danger area;
- inform workers exposed to the risk of serious and immediate danger as quickly as possible about the risk itself and the protective measures adopted or to be adopted;
- fulfill the information, training and education obligations required by current legislation, including through the implementation of the communication and training plans proposed by the Risk Prevention and Protection Service (“ **SPP** ”) (where applicable);
- refrain, except in duly justified cases of health and safety concerns, from requiring workers to resume their work in a work situation where a serious and immediate danger persists;
- allow workers to verify, through the RLS, the application of safety and health protection measures;
- promptly deliver to the RLS, upon request, a copy of the DVR, including that relating to



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- the works covered by the contract for procurement, work or supply;
- take appropriate measures to prevent the technical measures adopted from causing risks to the health of the population or deteriorating the external environment, periodically verifying the continued absence of risk;
 - communicate to INAIL the names of the RLS(s) (if appointed), as well as, in relation to their respective responsibilities: a) for statistical and information purposes, data relating to accidents at work that result in an absence from work of at least 1 (one) day, excluding the day of the accident; b) for insurance purposes, information relating to accidents at work that result in an absence from work of more than 3 (three) days; the same data must also be sent to the Supervisory Body;
 - consult the RLS (where appointed) in all cases prescribed by current legislation (with particular reference to the cases referred to in art. 50 of Legislative Decree no. 81/2008) ;
 - adopt the necessary measures for fire prevention and workplace evacuation, as well as in the event of serious and immediate danger. These measures must comply with current legislation and be appropriate to the nature of the activity, the size of the company (or production unit), and the number of people present;
 - when carrying out activities under a contracting and subcontracting regime, provide workers with a specific identification card, complete with photograph, containing the worker's personal details and the name of the Employer ;
 - convene the periodic meeting referred to in Article 35 of Legislative Decree no. 81/2008;
 - update prevention measures in relation to any organizational and production changes that are relevant to health and safety in the workplace, or in relation to the degree of evolution of prevention and protection techniques;
 - ensure that workers, who are required to undergo health surveillance, are not assigned to specific work tasks without the required suitability assessment.

Furthermore, the Employer provides the RSPP and the Competent Doctor with the necessary information regarding:

- the nature of the risks;
- the organization of work, the planning and implementation of preventive and protective measures;
- the description of the production plants and processes;
- the measures adopted by the Supervisory Body.

1.2.2 CONTRACTING EMPLOYER FOR WORK ASSIGNED UNDER A CONTRACT FOR THE PROVISION OF SERVICES PURSUANT TO ART. 26 OF LEGISLATIVE DECREE NO. 81/2008

This means the Employer as defined above, who entrusts work to the contractor or to self-employed workers within his own company, or within a single production unit of the same, as well as within the entire production cycle of the company itself.

This entity is assigned the following obligations *pursuant to* art. 26, paragraph 7, of Legislative



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Decree no. 81/2008:

- in general, evaluate in advance the capacity, resources and organizational models possessed and made available by the contractors;
- in particular, verify the technical-professional requirements of the contractor and/or self-employed worker;
- provide detailed information on the specific risks existing in the environment in which they are intended to operate and on the prevention and emergency measures adopted in relation to their activity;
- ensure cooperation between employers, contractors and the client;
- ensure coordination of prevention and promote cooperation;
- draw up a single risk assessment document indicating the measures adopted to eliminate interference pursuant to art. 26, paragraph 3, Legislative Decree no. 81/2008. This document is attached to the procurement, work, or supply contract (“ **DUVRI** ”).

1.2.3 MANAGERS

This refers to personnel who, by virtue of their professional skills and hierarchical and functional powers appropriate to the nature of the assignment assigned to them, implement the Employer's directives by organizing and supervising work activities.

paragraph 1, of Legislative Decree no. 81/2008 assigns the following obligations to the Manager :

- assign tasks to workers taking into account their abilities and their conditions in relation to their health and safety;
- provide workers with the necessary and suitable PPE, after consulting the RSPP and the Competent Doctor;
- take appropriate measures to ensure that only workers who have received adequate instructions and specific training access areas that expose them to a serious and specific risk;
- require individual workers to comply with current regulations, as well as company provisions regarding workplace safety and hygiene and the use of collective protective equipment and PPE made available to them;
- adopt measures to control risk situations in the event of an emergency and give instructions so that workers, in the event of serious, immediate and unavoidable danger, abandon their workplace or the danger area;
- inform workers exposed to the risk of serious and immediate danger as soon as possible about the risk itself and the measures taken or to be taken regarding protection;
- fulfill the information, training, and instruction obligations set forth in Articles 36 and 37 of Legislative Decree no. 81/2008;
- refrain, except in duly justified cases of health and safety concerns, from requiring workers to resume their work in a work situation where a serious and immediate danger persists;
- ensure that workers subject to mandatory health surveillance are not assigned to specific work tasks without the required suitability assessment.



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1.2.4 HEAD OF THE PREVENTION AND PROTECTION SERVICE

This refers to the individual who meets the (minimum) requirements set out in Article 32 of Legislative Decree No. 81/2008 and subsequent amendments, designated by the Employer, after consulting the RLS, to implement the provisions of Article 33 of Legislative Decree No. 81/2008.

The RSPP guarantees "specialist" technical support to the Employer in the following activities:

- verification of the compliance of machinery, systems and equipment used by workers with current legislation on worker health and safety, in accordance with the provisions of the procedure called "0502SI00101 – Equipment asset management";
- development, within its scope of competence, of the preventive and protective measures implemented and referred to in the DVR, as well as of the control systems for such measures;
- information, training and education of workers, with particular attention to the concepts of risk, damage, prevention, protection, organisation of company prevention, rights and duties of those operating within the Company's organisational structure;
- information and training of workers on the correct use of PPE, hearing protection devices (PPE-u) and third category personal protective equipment (so-called life-saving PPE);
- correct and timely application and evaluation of the preventive effectiveness of all prevention and protection measures adopted, in close collaboration with the "department heads";
- monitoring and verification of the effectiveness of the prevention/protection measures referred to in the DUVRI, drawn up with the client employer for the work entrusted to the contract;
- Participation in consultations regarding health and safety at work, as well as in the periodic meeting referred to in Article 35 of Legislative Decree No. 81/2008.

1.2.5 COMPETENT DOCTOR

This refers to a physician specialized in occupational medicine or preventive medicine for workers and in possession of the authorization referred to in Article 38 of Legislative Decree No. 81/2008 and subsequent amendments.

The following tasks are assigned to the Competent Doctor:

- collaborate with the Employer and the RSPP, based on specific knowledge of the company organization and risk situations, in the preparation and implementation of measures to protect the health and psycho-physical integrity of workers;
- carry out the health checks referred to in Article 41 of Legislative Decree no. 81/2008 and subsequent amendments;
- collaborate with the Employer in preparing the first aid service referred to in Article 25, paragraph 1, letter a), of Legislative Decree no. 81/2008;
- collaborate in the training and information activities of workers;
- deliver to the Employer, upon termination of the assignment, the health documentation in his/her possession, in compliance with the provisions of Legislative Decree no. 196/2003 and subsequent amendments and with the safeguarding of professional secrecy;
- inform each interested worker of the results of the health surveillance and, upon request, provide them with a copy of the health documentation;



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- communicate in writing, during the periodic meetings referred to in Article 35 of Legislative Decree No. 81/2008 to the Employer, the RSPP, and the RLS, the anonymous collective results of the health surveillance carried out, as well as provide information on the significance of the aforementioned results for the purposes of implementing measures to protect the health and psycho-physical integrity of the Workers;
- visit the work environments at least once a year, or at a different frequency established on the basis of the risk assessment and which, subsequently, communicates to the Employer for the purposes of the relevant annotation in the DVR;
- communicate to the Ministry of Health, through a self-certification, the possession of the qualifications and requirements required by current legislation.

1.2.6 WORKERS' REPRESENTATIVE FOR SAFETY

This means the person elected or appointed to represent workers with regard to aspects of health and safety in the workplace.

Pursuant to Article 50 of Legislative Decree No. 81/2008 and subsequent amendments, the RLS:

- accesses workplaces;
- is consulted in advance and promptly with regards to risk assessment and the identification, planning and verification of prevention in the company;
- is consulted on the appointments of the Manager and Personnel responsible for the prevention service, fire prevention activities, first aid, evacuation of the workplace and the Competent Doctor;
- is consulted on the organization of training for the benefit of workers, supervisors and fire prevention and fire-fighting personnel;
- receives company information and documentation relating to risk assessment and prevention measures, as well as those relating to hazardous substances and mixtures, machinery, systems, organization and work environments, accidents and occupational diseases;
- receives information from the security services;
- receives adequate training in relation to his/her duties in terms of health and safety at work ;
- promotes the development, identification and implementation of suitable prevention measures to protect the physical integrity of workers;
- makes observations during visits and inspections carried out by the competent authorities;
- participates in periodic meetings pursuant to art. 35 of Legislative Decree no. 81/2008;
- formulates proposals regarding risk prevention activities;
- warns the Employer of the risks identified in carrying out his/her activity;
- may appeal to the competent authorities if it believes that the risk prevention and protection measures adopted by the Employer are not suitable to guarantee health and safety at work.

RLSs must have the time necessary to carry out their duties without loss of pay, as well as the means and spaces necessary to exercise the functions and powers recognized to them.

RLSs cannot suffer any prejudice due to the performance of their activities and the same protections provided by law for trade union representatives apply to them.

The RLS, following a specific request, can receive a copy of the DVR to carry out his function.



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The RLS of the client employer and of the contracting companies, upon their request and in order to carry out their duties, receive a copy of the DUVRI.

The exercise of the functions of RLS is incompatible with the appointment as RSPP or Prevention and Protection Service Officer.

1.2.7 SUPERVISOR

This refers to the figure who, by virtue of their professional skills and hierarchical and functional powers appropriate to the nature of the assignment, supervises work activities and ensures the implementation of received directives, monitoring their correct execution by workers and exercising a functional power of initiative.

The supervisor is responsible, within the scope of his organizational functions, for ensuring that workers comply with safety regulations, to whom he provides appropriate instructions and information.

By virtue of his or her duties and responsibilities, the supervisor is required, pursuant to Article 19 of Legislative Decree No. 81/2008 and subsequent amendments, to:

- Supervise and monitor individual workers' compliance with their legal obligations, as well as with company regulations regarding health and safety at work and the use of collective protection equipment and personal protective equipment made available to them. If behaviors that do not comply with the provisions and instructions given by the Employer (and the manager(s), if appointed) are detected, for the purposes of collective and individual protection, the supervisor shall intervene to modify the non-compliant behavior, providing the necessary safety instructions. In the event of failure to implement the provisions given or persistent non-compliance, the supervisor is required to interrupt the worker's activity and inform the Employer and the manager(s) (if appointed) ;
- ensure that only workers who have received adequate instructions access areas that expose them to a serious and specific risk;
- require compliance with measures to control risk situations in the event of an emergency and give instructions so that workers, in the event of serious, immediate and unavoidable danger, abandon their workplace or the danger area;
- inform workers exposed to the risk of serious and immediate danger as soon as possible about the risk itself and the protective measures adopted or to be adopted;
- refrain, except in duly justified cases, from requiring workers to resume their work in a work situation where a serious and immediate danger persists;
- promptly report to the Employer or Manager any deficiencies in work tools and equipment and PPE, as well as any other dangerous conditions that occur during work, of which he or she becomes aware on the basis of the training received;
- in the event of detection of deficiencies in the means and work equipment and of any dangerous conditions detected during the surveillance, if necessary, temporarily interrupt the activity and, in any case, promptly report the non-conformities detected to the Employer and to the manager(s) (where appointed);
- attend specific training courses as required by Article 37, paragraph 7, of Legislative Decree no. 81/2008 and subsequent amendments.



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1.2.8 FIRST AID WORKER

This means the person assigned first aid and emergency medical care duties. In particular, the following tasks are assigned to the First Aid Officer:

- correctly fulfill their first aid duties;
- ensure, within the scope of their activities, compliance with first aid procedures.

1.2.9 FIRE PREVENTION AND EMERGENCY MANAGEMENT OFFICER

This refers to the person assigned tasks related to fire prevention and emergency management. The Fire Prevention and Emergency Management Officer is specifically responsible for the following tasks:

- correctly fulfill their duties in terms of fire prevention;
- ensure, within the scope of their activities, compliance with the procedures concerning fire fighting and evacuation from the workplace.

1.2.10 WORKERS

This refers to all those who, pursuant to Article 2, paragraph 1, letter a), of Legislative Decree no. 81/2008, perform, regardless of the type of contract, work within the Company's organization, with or without pay, even for the sole purpose of learning a trade, art, or profession, excluding domestic and family workers.

In particular, workers must:

- observe the provisions and instructions given by the Employer, the supervisor(s) and the manager(s) (where appointed), for the purposes of collective and individual protection ;
- correctly use machinery, equipment, tools, dangerous substances and mixtures, means of transport and other work equipment, as well as the safety and protective devices made available to them;
- use the protective devices made available to them appropriately, in order to establish, according to the type of activity carried out, which PPE should be used at each Company warehouse;
- Immediately report to the Employer , supervisors, and manager(s) (where appointed) any deficiencies in the above-mentioned equipment and devices, as well as any other dangerous conditions of which they become aware, taking direct action, in case of emergency, within the scope of their competence and capabilities, to eliminate or reduce such deficiencies or dangers, informing the RLS. If the Employer, supervisors, and manager(s) (where appointed) do not take action , within a reasonable timeframe, to effectively remedy the deficiencies or dangerous conditions reported to them, workers must forward the report to the Supervisory Body;
- refrain from removing or modifying, without specific authorization, safety, signaling or control devices ;



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- take care of the PPE made available to them, without making any changes to it on their own initiative;
- refrain from carrying out on their own initiative operations or maneuvers that are not within their competence or that may compromise their own safety or that of other workers;
- participate in training and education programs organized by the Employer. For each Employee, the Company has prepared a personal file, which records the training provided;
- undergo the health checks required by the relevant legislation.

Workers of companies that carry out activities for the Company under contract and subcontract arrangements are required to show a special identification card when accessing the Company's premises.

1.2.11 THIRD PARTY RECIPIENTS

In addition to the corporate roles indicated in the previous paragraphs, the position of those individuals who, despite being external to Sicim's organizational structure, carry out activities that potentially impact the health and safety of workers is also relevant in matters of occupational health and safety.

For this purpose, the following are considered, by way of example but not limited to, "Third Party Recipients":

- the subjects to whom a job is entrusted by virtue of a contract for procurement or work or supply;
- manufacturers and suppliers;
- workplace and plant designers;
- installers and assemblers of systems, work equipment or other technical means.

The functions defined above will be referred to both in the Principles of Conduct and in the Protocol provided for in this Special Part.

1.3 RISK AREAS

Without prejudice to the fact that any activity carried out within the Company may theoretically be considered sensitive for the purposes of the occurrence of events that may give rise to the commission of one of the Offences relating to workplace safety set forth in this Special Section C, it should be noted that the greatest risks for workers are encountered in carrying out activities on the construction sites where the Company operates (both in Italy and abroad), as well as in its factories and warehouses.

Activities related to the execution of contracted works at the Company are also considered at risk – albeit indirectly.

It should be noted that the Company has obtained and maintains certification according to the ISO 45001 standard which, for the purposes herein, constitutes an exemption from liability pursuant to the Decree in the event of the occurrence of a criminal event referred to in this Special Section.



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1.4 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

For the purposes of applying this Special Section, the Recipients must:

- comply with the procedures adopted by the Company regarding health and safety in the workplace;
- take care of their own safety and health as well as that of the people present in the workplace, in accordance with the roles assigned to them and the means made available by the Employer;
- respect and comply with the company safety instructions and regulations provided by the Employer regarding collective and individual protection;
- use the machinery and equipment present in the workplace, as well as the means of transport in accordance with the relevant instructions for use;
- use safety and personal protective equipment;
- promptly report to the Employer or to the Function Manager any shortage, deficiencies or possible dangerous situations of the above-mentioned tools, as well as the emergence of dangerous situations within the scope of the activity performed;
- contribute, within their area of responsibility, to the regular maintenance of environments, equipment, machinery and systems, with particular attention to safety devices in compliance with the manufacturers' instructions;
- take direct action, in the event of an evident emergency, to eliminate or reduce dangerous situations, within the limits of one's possibilities and skills;
- respect ergonomic principles in the design of workstations, in the choice of equipment and in the definition of working and production methods;
- undergo, according to the expected timeframes and the tasks covered, the health surveillance plans;
- collaborate, together with the Employer, in compliance with sector regulations in order to protect and guarantee the safety and health of workers in the workplace;
- participate in company initiatives regarding training and information regarding the use of machinery and the risk of accidents.

The Recipients also have the right to:

- be informed, trained, consulted and involved in matters relating to safety and health in the workplace;
- receive adequate instructions, including through dedicated training courses, on issues relating to health and safety in the workplace in general, on the implementation of internal company provisions and on the use of individual machines;
- undergo scheduled medical check-ups according to the developed health plan.

*

To complete and integrate the above, the Company has adopted additional preventive measures regarding "Security" (understood as corporate protection against exogenous factors, i.e. events or circumstances external to the management of the Company, its branches, and its Production Units that could potentially compromise the proper conduct of work activities), and specifically:

- as regards the definition, management and implementation of the "Security Policy", procedure 9001-SI-0001-00, as an essential and strategic reference within the scope of



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company management;

- as regards the management of security emergencies and crises, with reference to the organic description of the technical-operational activities, the communication flows and the responsibilities of the subjects involved, as well as the possibility of regulating specific activities at local level through operational instructions, procedure 9004-SI-001-0 0;
- as regards the management of the information flow towards the Security Manager and the QHSE Function, regarding security events and/or incidents that may have an impact on personnel and assets, both tangible (equipment, equipment, etc.) and intangible (intellectual property, reputation, etc.), procedure 9004-SI-002-00;
- as regards the management of security aspects connected to the opening of new *branches* in countries where the Company is not already present, with reference to the activities, processes, communication flows and roles of the parties involved, the "Security bridge procedure";
- regarding the protection of the safety, health and well-being of personnel during business trips, with reference to the guidelines, minimum security requirements, operating methods and prevention and response measures relating to travel security, the "Travel Security" procedure.

1.5 INFORMATION FLOWS TO THE SUPERVISORY BODY AND TASKS OF THE SUPERVISORY BODY

The persons responsible for identifying, implementing and monitoring measures relating to health and safety in the workplace are required to inform the Supervisory Body whenever situations, even potentially dangerous ones, arise as a result of violations of the procedures adopted by the Company and/or negligence of the workers involved, as well as in all cases in which the Body itself explicitly requests it .

In particular, the Employer – assisted by the RSPP – provides for:

- provide statistics relating to any accidents that may have occurred in the workplace, specifying the cause, whether the accidents were recognized, their severity and any consequent actions taken by the Company;
- promptly inform the Supervisory Body of any actions and/or interventions by the Judicial Authority or the Judicial Police (including the Local Health Authority acting as Judicial Police), in the event of verification of compliance with current legislation regarding workplace safety;
- inform the Supervisory Body of any changes that require or have required an update of the risk assessment;
- promptly inform the Supervisory Body in the event of serious or repeated violations of the relevant provisions or in the event of the need for timely intervention;
- communicate to the Supervisory Body the occurrence of changes that require or have required an update of the risk assessment.

With reference to the crimes in question, the Supervisory Body, including through *ad hoc checks* based on its Work Plan, acquires information in order to verify the adequacy of organizational



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controls and compliance with the procedures adopted by the Company.

The Supervisory Body, which must receive a copy of the periodic reports on health and safety at work, as well as all data relating to accidents at work occurring within the Company, must communicate the results of its supervisory and control activities to the Board of Directors and the Board of Statutory Auditors, according to the terms and methods set forth in the Organizational Model.

The Recipients will guarantee, each for the parts of their respective competence, the traceability of the process followed, keeping all the documentation necessary for this purpose available to the Supervisory Body – in a specific archive.



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2. PROTOCOL : VERIFICATION OF COMPLIANCE WITH HEALTH AND SAFETY REQUIREMENTS IN THE WORKPLACE

2.1 PURPOSE AND PRINCIPLES OF CONDUCT

This protocol identifies and regulates the procedures Sicim must follow to prevent accidents in the workplace and, in general, risks to workers' health and safety.

It is therefore worth remembering that the Company, in order to ensure the best possible protection in its area of expertise, has obtained and maintains certification in accordance with the ISO 45001 standard, also for the purposes of exemption from liability *pursuant to* Legislative Decree 231/2001 in connection with crimes relating to health and safety in the workplace.

In this procedural context, the Company applies the prevention and control provisions established by law, as identified by Legislative Decree 81/2008 and subsequent amendments, including the adoption of the Risk Assessment Document, pursuant to Articles 17 and 28 of Legislative Decree 81/2008, where required by applicable legislation.

The workplace health and safety policy adopted by the Company constitutes a fundamental reference for all Recipients and for all those who, outside of Sicim, have relationships with the same. The Company shall therefore carry out its activities according to the following principles, harmonizing them with the aforementioned certification system:

- making the entire company organization responsible, from the employer to each employee, in managing the workplace health and safety system, each according to their own responsibilities and skills, in order to avoid prevention activities being considered the exclusive responsibility of some individuals, resulting in a lack of active participation by some recipients;
- commitment to consider the health and safety system as an integral part of company management, knowledge of which must be guaranteed to all Recipients;
- commitment to continuous improvement and prevention;
- commitment to provide the necessary human and equipment resources, evaluating investment opportunities for new projects, and considering in this evaluation, in addition to economic and financial aspects, also the safety and health protection aspects of workers;
- commitment to promote collaboration with the Competent Authorities (e.g. INAIL, ASL, etc.) in order to establish an effective communication channel aimed at continuously improving performance in terms of worker health and safety;
- commitment to constantly monitor the company's accident situation in order to ensure control, identify critical issues and take corrective/training actions;
- commitment to periodically review the health and safety policy adopted and the related management system implemented in order to ensure their constant adequacy to Sicim's organizational structure.

Furthermore, the Company provides adequate training to all workers on workplace safety. The training content, in accordance with the provisions of the Consolidated Law on Safety, is easily understandable and allows for the acquisition of the necessary knowledge and skills.

In this regard, it is specified that:

- the RSPP and the Competent Doctor must participate in the drafting of the training plan;



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- training must be appropriate to the risks of the task to which each worker is specifically assigned;
- each worker must undergo all training required by applicable legislation and on any other topic deemed necessary from time to time to achieve company safety objectives;
- Workers who change jobs and those who are transferred must receive specific training, both preventive and/or additional, where necessary, for their new role;
- those assigned to specific emergency tasks (e.g. fire prevention, evacuation and first aid personnel) must receive specific training;
- periodic emergency exercises must be carried out and evidence of them must be provided (for example, through the recording of the exercise with reference to the methods of execution and the results);
- New hires – in the absence of previous professional/work experience and adequate qualifications – cannot be independently assigned to operational activities deemed to be more at risk of accidents unless they have acquired a level of professionalism suitable for carrying out the activity through adequate training for at least three months after hiring, except for longer periods for the acquisition of specific qualifications.

All the training activities described above must be documented, including through specific minutes. The purpose of this protocol is to establish—in conjunction with the Company's existing procedures—a system of oversight over the effectiveness and adequacy of the workplace accident prevention system. This is achieved by codifying an information and inspection system that enables the Supervisory Body to access and understand the company documentation prepared by the Company regarding the preventive health and safety program in the workplace.

2.2 SCOPE OF APPLICATION

This Protocol applies to all Recipients operating within the Company, each within the scope of their own responsibilities and competences.

The application must also be extended to those external to the Company who have contractual relationships with Sicim under procurement or supply contracts (art. 26, Legislative Decree 81/2008).

As already highlighted in the General Section, Paragraph 2, the Company also operates through Production Units not only in Italy but also abroad.

In this context, the Company always pays great attention to ensuring an adequate level of protection for all workers (Italian and non-Italian) operating both within and outside Italy. To this end, the Company, with a resolution of the Board of Directors dated December 6, 2021, established a system centered on the Production Units, corresponding to the various Geographic Areas in which Sicim carries out/will carry out its activities in the future. This provides that a person with adequate expertise and experience (called the "Country Manager") will assume the role of Employer for each Production Unit, granting him or her all the powers and responsibilities set forth in Legislative Decree 81/2008. All the mandatory roles indicated by the aforementioned Legislative Decree 81/2008 are appointed in each Production Unit.



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At the start of any project, the Company ensures compliance with local safety regulations, both through the use of expert personnel provided by Sicim and through the assistance of local professionals who work alongside the Company's staff.

See also the description in the following paragraph 5 with reference to the safety *audits carried out at the Company's construction sites*.

2.3 PROTOCOL MANAGERS

Regarding workplace health and safety, the Company has established an organizational structure compliant with current legislation, with a view to eliminating or, where this is not possible, reducing—and therefore managing—risks for workers. The person responsible for this Protocol is identified as the person deemed responsible for its practical application from time to time (i.e., the Employer, the Employer's Delegate, the RSPP, Managers, and Supervisors).

2.4 RISK ASSESSMENT DOCUMENT

The risk assessment document (**DVR**) adopted by the Company represents documentary evidence of a permanent process of prevention of risks to the health and safety of workers.

The DVR is the document drawn up by the Employer, in collaboration with the Head of the Prevention and Protection Service and with the Competent Doctor in cases where health surveillance is mandatory, after consulting the Workers' Safety Representative, and contains:

- a) a report on the assessment of risks to health and safety in the workplace, specifying the criteria adopted for this assessment, which is carried out in relation to the nature of the company's activity;
- b) the identification of prevention and protection measures and personal protective equipment, following the assessment referred to in letter a) above;
- c) the program of measures deemed appropriate to ensure the improvement of safety levels over time.

The document is kept at Sicim.


For the identification of risk factors and/or critical issues and, more generally, on the content of the same, please refer to the observations and findings described therein.

The risk assessment document (or similar document) is also prepared for individual construction sites abroad, with the aim of ensuring a high level of oversight—extending the same procedural methodology adopted in Italy beyond national borders—on issues relating to worker safety.

*

The Company has also prepared the Single Interference Risk Assessment Documents (**DUVRI**) pursuant to art. 26, paragraph 3, of Legislative Decree 81/2008, in order to promote cooperation and coordination among the contractors operating within the Company, providing the information necessary to eliminate risks due to interference between the activities of the same companies.

In the case of work contracted out (or subcontracted) to external companies or self-employed workers, in fact, the commissioning Employer prepares the " *Interference Risk Assessment Document* ", which indicates the measures adopted to eliminate risks due to interference with the

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work of the various companies involved and to promote cooperation and coordination between them.

The document in question concerns exclusively the risks of interference between the client's activities and the activities of the contracting company(ies) or the self-employed worker and does not extend to the specific risks inherent in the activities of contracting companies or individual self-employed workers.

To identify the aforementioned critical issues, please refer to the observations and findings described therein.

2.5 PERIODIC AUDITS OF THE SAFETY MANAGEMENT SYSTEM

To ensure high standards of workplace safety, construction sites outside Italy are also subject to the Company's internal procedures certified to the ISO 45001 standard. The Company also conducts audits *of the safety* management system within these construction sites , at least annually, depending on the level and extent of the risks involved .

All activities carried out on the construction site are analyzed to identify existing hazards as well as organizational and operational aspects that could significantly impact health and safety at work (actual or potential). This is done in order to continuously improve the already high level of protection the Company guarantees its employees.



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SPECIAL PART D
ENVIRONMENTAL CRIMES



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1. ENVIRONMENTAL CRIMES

1.1 TYPES OF CRIMES

This Special Part is dedicated to the principles of conduct and control relating to environmental crimes, as identified in Article 25- *undecies* of the Decree and the related references to Legislative Decree no. 152/2006 and subsequent additions and amendments (hereinafter also the “ **Environment Decree** ”) .

This Special Section has not included all the situations referred to in Article 25- *undecies* of the Decree (and therefore in the Environment Decree), as most of them do not currently appear to be relevant to the Company. Only the following have been considered:

- wastewater discharge activities (art. 137 of the Environmental Decree, concerning industrial wastewater discharges);
- atmospheric emission activities (Article 279 of the Environment Decree, concerning the operation of a plant or activity in violation of the emission limit values or the requirements established by the authorization obtained);
- waste management activities , including hazardous waste (Articles 255, 255-bis, 255-ter, and 256-bis of the Environment Decree, concerning, for example, the abandonment of waste (including hazardous waste), unauthorized waste management, waste disposal through combustion, and violations of reporting obligations, mandatory register keeping, and forms);
- environmental pollution (Article 452- *bis* of the Criminal Code and referred to in Article 25- *undecies* of the Decree, which penalizes the consequences of an activity that causes significant and measurable damage or deterioration to water, land, soil, and subsoil);
- violation of reporting obligations, mandatory register keeping, and forms (Article 258 of the Environment Decree);
- failure to clean up following an order from a judge or a public authority (art. 452 -*terdecies* of the Criminal Code) .

1.2 RISK AREAS

With reference to the types of crime identified in the previous paragraph and in consideration of the activities carried out by the Company, the following risk areas have been identified:

- the discharge of waste and industrial water;
- the management and disposal of waste (including hazardous waste);
- emissions into the atmosphere; and
- the management of hazardous substances.

The QHSE function coordinates the functions and personnel involved in activities related to environmental aspects, defines the internal supporting documentation and implementation methodologies, and manages the related technical documentation.



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It should be noted, for the purposes of this report, that the Company has obtained and maintains ISO 14001 certification for environmental matters, also for the purposes of exemption from liability pursuant to Legislative Decree 231/2001 in connection with environmental crimes.

1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

1.3.1 GENERAL PRINCIPLES OF BEHAVIOR

For the purposes of applying this Special Section, the Recipients must:

- observe the provisions of company procedures relating to the topic connected to environmental aspects;
- promptly report to the manager any shortcomings or deficiencies in the system adopted by the Company;
- Promptly report to the manager any deficiencies found in the organizational system of the operator responsible for waste disposal and, in general, of any operator who carries out activities related to environmental aspects on behalf of the Company.

Furthermore, Recipients are expressly prohibited from:

- carry out activities that involve water discharges without authorization or with parameters exceeding the acceptability limits established by the competent authorities ;
- carry out activities that involve emissions into the atmosphere without the required authorization;
- carry out activities that involve emissions into the atmosphere above the limit values and outside the provisions established by the competent authorities;
- forward communications about such values to the competent authorities that are not true;
- carry out waste disposal activities that do not comply with the principles of conduct set forth herein and with company procedures;
- carry out management, handling, and disposal activities of hazardous substances that do not comply with the principles of conduct set forth herein and with company procedures.

In its waste management activities, the Company undertakes to ensure that:

- the production, storage, classification and disposal of waste (hazardous and non-hazardous) is carried out in full compliance with environmental legislation, both in the exercise of regulated and unregulated activities, and in such a way as to be able to certify the implementation of the necessary requirements to the public bodies responsible for inspections;
- company procedures that have a direct or indirect relevance (e.g., qualification of qualified companies and sectors) in the area of waste disposal are subject to constant monitoring by the relevant company functions in order to periodically assess the need for updates due to anomalies found in the relevant activity, based on information received from the Recipients;
- Suppliers must be selected in full compliance with company procedures, in order to constantly assess their compliance with the technical and legal requirements for carrying out the activities assigned to them. This also ensures that the selection is not based solely on



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economic reasons;

- raise awareness among Recipients of the degree of risk of such activity with respect to possible infiltration by criminal organizations (so-called eco-mafias) using, in this regard, any reports drawn up by parliamentary commissions, environmental associations, etc. (e.g.: Ecomafia Report drawn up annually by Legambiente).

In the management of waste (including hazardous waste), the "QHSE" function is specifically responsible for:

- verify the authorizations of the suppliers assigned to carry out the transport activity (as contractors or subcontractors) and of the destination sites, both for disposal and recovery operations;
- complete the loading and unloading register and the waste transport identification form correctly and truthfully, refraining from carrying out ideological or material false information (e.g., in relation to information on the qualitative or quantitative characteristics of the waste);
- verify that the copy of the identification form, countersigned and dated, has been returned and report any anomalies found in the document to the CEO;
- fill out the Single Environmental Declaration Form;
- monitor the correct management of waste by reporting any irregularities to the CEO (for example, tampering with classification documents, suspicion of waste being dumped by the transporter in illegal landfills, etc.), so that the Company can implement the resulting administrative and contractual actions as well as any legal action before the competent authorities;
- keep the loading and unloading register and the related forms in a special archive ;
- have a specialized external company carry out emissions testing, in compliance with the deadlines established by law, in order to ensure compliance with the thresholds established by law.

1.3.2 SPECIFIC PRINCIPLES OF BEHAVIOR

Without prejudice to the foregoing, the Recipients are required to fully comply with the Code of Ethics as well as with the provisions of the procedures implemented by the Company with reference to the topic connected to environmental aspects, and this in consideration of the ISO 14001 environmental certification that the Company has obtained.

In this regard, to complete and integrate the provisions of this Model and the Code of Ethics, each Recipient is required to comply with the provisions of the specific environmental management system manual and, with specific reference to the risk areas identified above, the following procedures:

- as regards waste management and disposal, procedures 0904-SI-103-06 and 0904-SI-106-06, in addition to procedure 0904-SI-111-03, relating to the monitoring of environmental data in order to verify the results obtained and therefore continuous improvement;
- as regards emissions into the atmosphere, procedure 0904-SI-105-04, for the management and control – also through laboratories external to the company – of the emissions



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themselves;

- as regards the handling, storage and disposal of substances classified as hazardous, procedure 0904-SI-107-01, which regulates the unloading, handling, storage and use of said substances;
- as regards water discharges, procedures 0904-SI-116-00 – Management of resources and prevention of pollution, paragraph 6.1 and 0904-SI-111-03 – Monitoring of environmental data, paragraph 4.7, which regulate the management and control of water resources.

1.4 INFORMATION FLOWS TO THE SUPERVISORY BODY AND TASKS OF THE SUPERVISORY BODY

Those involved in the process are required to promptly communicate any behavioral exceptions or unusual events to the Supervisory Body, indicating the reasons for the discrepancies and acknowledging the authorization process followed.

With reference to the crimes in question, the Supervisory Body, also through *ad hoc checks* based on its Work Plan, acquires information in order to verify the adequacy of the organizational controls and compliance with the procedures adopted by the Company.

If, in carrying out the above tasks, the Supervisory Body finds violations of the rules and principles contained in this Special Section by Recipients, it must immediately inform at least one member of the Board of Directors. If the violations are attributable to the directors or the Chairman of the Company, the Supervisory Body will report the matter to the Board of Directors as a whole.



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SPECIAL PART E
TAX CRIMES AND SMUGGLING



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1. TAX CRIMES AND SMUGGLING

1.1 TYPES OF CRIMES

The tax crimes originally provided for by the Decree in art. 25- *quinquiesdecies* and regulated by Legislative Decree no. 74/2000 are the following:

- Art. 2 Fraudulent declaration through the use of invoices or other documents for non-existent transactions;
- Art. 3 Fraudulent declaration through other artifices;
- Art. 4 False declaration;
- Art. 5 Failure to declare;
- Art. 8 Issuing invoices or other documents for non-existent transactions;
- Art. 10 Concealment or destruction of accounting documents;
- Art. 10- *quater* Undue compensation;
- Art. 11 Fraudulent evasion of tax payment;

*

Smuggling Offences, introduced into the category of Predicate Offences by Legislative Decree 75/2020, were subject to significant amendments by Legislative Decree 141/2024, Article 4 of which integrated Article 25-*sexiesdecies* of the Decree in two respects: on the one hand, by providing for new Predicate Offences related to excise duties and, on the other, by increasing the penalties for smuggling (offences already introduced by Legislative Decree 75/2020) . To date, the types of offences falling within Article 25-*sexiesdecies* of the Decree are the following:

- Art. 78 Smuggling due to failure to declare;
- Art. 79 Smuggling due to false declaration;
- Art. 80 Smuggling in the movement of goods by sea, air and in border lakes;
- Art. 81 Smuggling through improper use of imported goods with total or partial reduction of duties;
- Art. 82 Smuggling in the export of goods eligible for duty refund;
- Art. 83 Smuggling in temporary export and in special use and processing regimes;
- Art. 84 Smuggling of manufactured tobacco;
- Art. 85 Aggravating circumstances of the crime of smuggling of manufactured tobacco);
- Art. 86 Criminal association aimed at the smuggling of manufactured tobacco;
- Art. 88 Aggravating circumstances of smuggling;
- Art. 90 Habitual smuggling;



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- Art. 91 Professional smuggling;
- Art. 92 Habitual or professional smuggling according to the penal code.

1.2 RISK AREAS

In relation to the crimes listed above, the areas of risk activity that could potentially present critical profiles with reference to Tax Crimes and Smuggling are the following:

- supplier selection and qualification;
- negotiation management and definition of contractual supply conditions;
- issuing purchase orders;
- verification of the actual execution of the services;
- passive invoicing;
- payments;
- commercial activity;
- management of intercompany relationships;
- active billing;
- management of import/export activities;
- tax returns, tax payments, and management of other tax obligations;
- expense reimbursement management;
- extraordinary operations.

The subjects at "risk of crime" are the Directors, the heads of the Company's functions and all those who are qualified to engage the Company itself externally .

1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

1.3.1 GENERAL PRINCIPLES OF CONDUCT

In general, in carrying out the activities and duties entrusted to them, the Recipients must refrain from carrying out, collaborating on or causing the carrying out of behaviors that could constitute or in any case facilitate the commission of the types of crimes referred to in this Special Part .

The Recipients, within the scope of their respective competences and functions, must:

- comply with the rules and principles contained in the following documents:
 - a) the Code of Ethics;
 - b) any other documentation and procedures relating to the internal control system;
- promptly, correctly, and completely provide all communications required by law and regulations to Public Authorities, without placing any obstacles in the way of the exercise of their functions;
- do not compromise the integrity, reputation and image of Sicim;
- collaborate to ensure that the Company's management facts are correctly and promptly represented in the accounting, each entry having to reflect exactly what is shown in the supporting documentation.

Furthermore, there is an explicit obligation to:



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- In carrying out activities aimed at preparing the financial statements, periodic accounting statements, and other corporate communications, maintain correct, transparent behavior that is fully compliant with laws and regulations, in order to provide members and third parties in general with truthful and complete information on the economic, financial, and equity situation of the Company and on the evolution of its activities;
- ensure that each transaction is not only correctly recorded, but also authorized, verifiable, legitimate, consistent, and appropriate;
- ensure that for each transaction there is adequate documentary support in order to be able to proceed, at any time, with checks that certify the characteristics and motivations of the transaction and identify who authorized, carried out, recorded and verified the transaction itself;
- maintain correct, transparent and collaborative behavior , in compliance with the law, accounting principles and internal company procedures, in all activities aimed at preparing the tax return and other documentation having fiscal relevance;
- implement a system of controls on customers and suppliers in order to prevent the Company from coming into contact with fictitious entities, for example so-called "shell companies";
- refrain from providing services, payments and/or donations of any kind to third parties that are not adequately justified in the context of the contractual relationship established with them and/or in relation to the type of assignment to be performed, or which could be made to secure unspecified or undue favorable conditions;
- promptly report any irregular situations to the Supervisory Body.

*

Recipients who, by reason of their duties or function, are involved in the risk activities listed in Paragraph 1.2 are explicitly prohibited from:

- represent or transmit data – in financial statements, reports or other corporate communications, including to the Financial Administration or the Customs Administration – that are false, incomplete or, in any case, do not correspond to the reality of the economic, patrimonial and financial situation of the Company;
- transfer money or goods or other utilities or carry out other operations in order to avoid the enforcement action of the Financial Administration;
- use non-institutional instruments to carry out money transfer operations or other benefits;
- engage in behavior that materially impedes, or in any case hinders, through the concealment of documents or the use of other fraudulent means, the performance of management control or auditing activities by the Board of Statutory Auditors, external consultants, the Financial Administration and/or Customs;
- omit data and information required by law on the economic, patrimonial and financial situation of the Company;
- take actions in violation of the formal procedures or rules adopted by the Company;
- engage in behaviors that impede verification and control by the Supervisory Body.



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1.3.2 SPECIFIC PRINCIPLES OF BEHAVIOR

All Recipients of the Model, in managing activities relevant to Tax Crimes and Smuggling and in compliance with their own responsibilities, are obliged to:

- verify that the formal definition of the types of reimbursable expenses, any limits on the amount of such reimbursements, and the related reporting methods are respected;
- verify the supporting documents provided to ensure they correspond to the requested amounts and that the expenses incurred are relevant to the activities performed;
- ensure that the person verifying expense reports is different from the person issuing the reimbursement authorization;
- comply with the operating procedure implemented by the Company called “ 8304-SI-001– Travel Management ” which identifies, *inter alia* , the reimbursable spending limits;
- ensure the separation of roles between those requesting the purchase and those authorizing it, the traceability of the operations performed and the identification of the responsibilities relating to the functions involved;
- use, where possible, management systems that verify the consistency of information relating to purchases and suppliers, and which – if possible – interrupt the purchasing processes if the data entered is not consistent with that preset in the system;
- subject suppliers to a selection process that is not based solely on the economic evaluation of the performance, taking into account additional criteria (e.g. ability to operate in emergencies, commercial references), in order to qualify suppliers;
- retain documentation relating to the purchase of goods and/or services, in order to allow the traceability of the entire process and facilitate any subsequent checks;
- observe the procedure 0502-SI-002 adopted by the Company, called “ Supplier Qualification ”;
- share with the parties with whom there is an existing consultancy, procurement or supply contract the relevant documentation pursuant to the Decree, the Model and the Code of Ethics;
- monitor the performance of consultants, contractors, and/or suppliers with documentation to be retained to allow for subsequent checks and activity tracking;
- insert clauses into contracts that include:
 - ✓ compliance by third parties with the principles set out in Legislative Decree 231/2001, the Model and the Code of Ethics;
 - ✓ the express termination of the contract (pursuant to art. 1456 of the Civil Code) in the event of failure to comply with the aforementioned commitments;
- ensure that customer relationships are managed exclusively by individuals with appropriate powers and within their respective areas of expertise;
- ensure the traceability of customer relationships, adequately reporting to one's manager, ensuring the certainty and reliability of the information transmitted, what happened during negotiations with customers;
- promptly report to your manager any behavior by those working for commercial counterparts aimed at obtaining favors or other benefits (for example, requests to overcharge for services), even towards third parties;



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- ensure the traceability of sales operations;
- comply with procedure 8501-SI-001 adopted by the Company, called “Commercial Activity”;
- periodically verify the balances of the general accounting accounts in order to ensure that the general accounting is reconciled with the respective ledgers and with the sectioned accounts, and this also with reference to the *branches* and the controlled or participating companies that the Company has opened in foreign countries (both European and non-European);
- clearly and completely determine the data and information that each function must provide, the accounting criteria for processing them, and the methods and timing of the related communications;
- observe the rules of clear, correct and complete recording in accounting activities;
- observe the principles of reasonableness and prudence when evaluating economic and financial elements, clearly illustrating the criteria that guided the determination of the value of the asset;
- ensure the regular reporting of incoming and outgoing movements resulting from any commercial transaction in accordance with the principles of proper accounting;
- ensure that all financial flow movements are carried out using traceable instruments;
- impose limits on the autonomous use of financial resources, in compliance with the provisions of the procedure “ 0101-SI-002: *Billing and payments authorizations* ” ;
- promptly inform your manager if there are suspicious and/or illicit requests, for example relating to the criteria for calculating and qualifying financial *assets* ;
- ensure a distinction is made between the entities responsible for calculating taxes and preparing tax returns and the entities responsible for verifying the information and signing the returns;
- comply with the provisions contained in the procedure “ 0502-SI-003 – *International transport outside the European Union* ” ;
- ensure that customs duty determination activities are carried out, where necessary, with the support of an external consultant and are governed by a specific service contract;
- ensure compliance with the obligations and deadlines set by customs legislation;
- ensure the accuracy and completeness of the data used to carry out the customs formalities required by applicable legislation;
- periodically verify the activities carried out by the consultant appointed by the Company to manage relations with the Customs Administration and the related obligations;
- ensure proper archiving of documentation regarding relations with the Public Administration, especially the Financial Administration and the Customs Administration, even if maintained by consultants on behalf of the Company;
- ensure, where possible, the distinction between the subjects requesting payments, the subjects authorising them and the subjects who execute them;
- carry out verification activities (e.g., reconciliation between management systems and the system used for payments) aimed at identifying any inconsistencies relating to transactions, for example in order to avoid double payments or overinvoicing;
- *intercompany* transactions in compliance with the provisions of the so-called “ *masterfile* ” regarding *transfer pricing* ;
- Verify the completeness and accuracy of the recording and processing of active and passive



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invoices; in this context, verify the accuracy of the information reported on the invoices and their consistency with the costs reported in the supply/procurement contract, and the consistency of the individual invoice with the purchase/sales order and with the incoming/outgoing of the goods.

1.4 INFORMATION FLOWS TO THE SUPERVISORY BODY AND TASKS OF THE SUPERVISORY BODY

The parties involved in the above-mentioned processes are required to promptly communicate any exceptions or unusual events to the Supervisory Body, indicating, where possible, the reasons for the discrepancies.

Furthermore, the parties involved in various capacities are required to transmit the following additional information to the Supervisory Body on a six-monthly basis:

- findings made by the Board of Statutory Auditors, the Auditing Firm, consultants, the Financial and/or Customs Administration following the audit activities carried out by them;
- any disputes raised by the Financial Administration, the Customs Administration and/or the Guardia di Finanza;
- relevant events relating to the risk areas identified in this Special Part.

The Recipients will ensure, each for their respective areas of competence, the traceability of the process followed, keeping all the documentation necessary for this purpose available to the Supervisory Body – in an orderly archive.

With reference to the crimes in question, the Supervisory Body, including through *ad hoc checks* based on its Work Plan, acquires information in order to verify the adequacy of organizational controls and compliance with the procedures adopted by the Company.

If, in carrying out the above tasks, the Supervisory Body finds violations of the rules and principles contained in this Special Section by Recipients, it must immediately inform at least one member of the Board of Directors. If the violations are attributable to the directors or the Chairman of the Company, the Supervisory Body will report the matter to the Board of Directors as a whole.



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SPECIAL PART F
CRIME OF EMPLOYMENT OF THIRD PARTY CITIZENS WHOSE
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1. CRIME OF EMPLOYMENT OF THIRD-COUNTRY NATIONALS WITH IRREGULAR RESIDENCE

1.1 TYPES OF CRIMES

On 9 August 2012, Legislative Decree no. 109/2012 (published in the Official Journal no. 172 of 25 July 2012) came into force, introducing into Legislative Decree no. 231/2001 art. 25- *duodecies* entitled “ *Employment of third-country nationals whose stay is irregular* ”, which was amended by Law no. 161/2017.

In particular, the new art. 25- *duodecies* provides that:

“ In relation to the commission of the crime referred to in Article 22, paragraph 12-bis, of Legislative Decree 25 July 1998, n. 286 (Consolidated Law on Immigration), the entity shall be subject to a pecuniary sanction ranging from 100 to 200 quotas, up to a limit of 150,000.00 Euros.

1-bis. In relation to the commission of the crimes referred to in Article 12, paragraphs 3, 3-bis, and 3-ter, of the consolidated text referred to in Legislative Decree no. 286 of 25 July 1998, and subsequent amendments , the entity shall be subject to a pecuniary sanction ranging from four hundred to one thousand quotas.

1-ter. In relation to the commission of the crimes referred to in Article 12, paragraph 5, of the consolidated text of Legislative Decree no. 286 of 25 July 1998, and subsequent amendments, the entity shall be subject to a pecuniary sanction of between one hundred and two hundred quotas.

1-quater. In cases of conviction for the crimes referred to in paragraphs 1-bis and 1-ter of this article, the interdictory sanctions provided for in article 9, paragraph 2, shall apply for a period of no less than one year .

Consequently, the crimes whose commission may result in administrative liability for the Company pursuant to the Decree are the following:

- Article 22, paragraph 12- *bis* (Legislative Decree no. 286 of 1998): Employment of foreign workers without a residence permit.
- art. 12 paragraphs 3, 3- *bis* , 3- *ter* and 5 (Legislative Decree no. 268 of 1998): conduct of those who direct, organize, finance and carry out the transport of foreign citizens to Italy or facilitate their stay in order to gain an unfair profit from their irregular residence status.

Legislative Decree No. 109/2012 transposed Directive 2009/52/EC aimed at strengthening cooperation between Member States in the fight against illegal immigration.

Therefore, pursuant to the regulatory provisions contained in Article 25- *duodecies* of the Decree, any entity employing foreign workers without a residence permit or whose permit has expired (and renewal has not been requested within the legal deadline), been revoked, or canceled is subject to a fine ranging from 100 to 200 installments, up to a maximum of €150,000. This provision, however, creates administrative liability for the entity pursuant to the Decree, within the limits set by Article 22, paragraph 12- *bis* , of Legislative Decree No. 286/1998, or if the workers employed by the entity are:



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- in number greater than three;
- minors of non-working age;
- exposed to situations of serious danger, taking into account the characteristics of the tasks to be performed and the working conditions.

1.2 RISK AREAS

The following areas of activity at risk are identified that present or could present profiles of greater criticality in relation to the crime in question:

- selection and recruitment of personnel from third countries; and
- management of third-country personnel.

1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

1.3.1 GENERAL PRINCIPLES OF BEHAVIOR

In accordance with the ethical principles set out in the Code of Ethics that inspire the Company, Recipients are prohibited from:

- engage in behaviors that constitute the crime described above;
- engage in behaviors which, although not in themselves considered to constitute criminal offenses among those considered above, could potentially become so.

1.3.2 SPECIFIC PRINCIPLES OF BEHAVIOR

The rules set out in the previous Paragraph are embodied in principles of conduct that must be respected within the scope of the Company's business operations.

All Recipients of the Model are required to comply with the following rules of conduct:

- In the case of non-EU workers, ongoing monitoring must be ensured to ensure that a valid residence permit is in place at the time of hiring and that the employee remains employed by the Company throughout their entire term of employment. To this end, the Company monitors the validity of the above-mentioned documents through a schedule maintained by the Company's Human Resources Manager and each project HR representative for the entire duration of the employment relationship.
- avoid hiring or promising to hire, as well as maintaining in the employment of workers who do not have a residence permit, whose permit has been revoked, whose permit has expired and for which no application for renewal has been submitted;
- Avoid using intermediaries to recruit personnel, with the exception of employment agencies authorized by the Ministry of Labor pursuant to Legislative Decree no. 276/2003. In such cases, the agency providing personnel must provide a declaration of compliance with the worker's employment law;
- Maintain proper, transparent, and collaborative behavior, in compliance with the law and



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company procedures, and observe with the utmost diligence and rigor all legislative provisions against illegal immigration.

Anyone working in the personnel selection field or having an influence on the hiring process of new personnel is required to ensure that clauses are included in contracts with workers and temporary employment agencies that regulate the consequences of their violation of the principles contained in this Model.

1.4 INFORMATION FLOW TO THE SUPERVISORY BODY AND TASKS OF THE SUPERVISORY BODY

The Supervisory Body must be promptly informed of any behavior, criticality, irregularity, violation or suspected violation, even if only potentially capable of determining the risk of committing the types of crimes referred to in this Special Part.

The Supervisory Body's duties regarding the evaluation of the effectiveness of procedures and compliance with the provisions of the Model regarding the employment of foreign citizens whose stay is irregular are as follows:

- monitor the effectiveness and compliance with internal procedures for the prevention of the crime described;
- carry out periodic checks on compliance with internal procedures for hiring and retaining foreign citizens;
- examine any reports from managers and/or employees and carry out any investigations deemed necessary or appropriate in relation to the reports received.

If, in carrying out the above tasks, the Supervisory Body finds violations of the rules and principles contained in this Special Section by Recipients, it must immediately inform at least one member of the Board of Directors. If the violations are attributable to the directors or the Chairman of the Company, the Supervisory Body will report the matter to the Board of Directors as a whole.



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SPECIAL PART G

**RECEIVING, LAUNDERING AND USE OF MONEY, GOODS OR
UTILITIES OF ILLICIT ORIGIN AS WELL AS SELF-LAUNDERING**



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1. RECEIVING, LAUNDERING AND USE OF MONEY, GOODS OR BENEFITS OF ILLEGAL ORIGIN AS WELL AS SELF-LAUNDERING

1.1 TYPES OF CRIMES

The crimes of receiving stolen goods, money laundering, and use of money, goods, or utilities of illicit origin, as well as self-laundering, set forth in Article 25- *octies of the Decree*, are as follows:

- Art. 648 cp Receiving stolen goods;
- Art. 648- *bis* cp Money laundering;
- Art. 648- *ter* cp Use of money, goods or utilities of illicit origin;
- Art. 648- *ter* .1 cp Self-laundering.

1.2 RISK AREAS

The Company has identified the following risk areas within which the aforementioned crimes of receiving stolen goods, money laundering, and use of money, goods, or assets of illicit origin, as well as self-laundering, as set forth in Article 25- *octies* of the Decree, could potentially be committed:

- purchasing and subcontracting management;
- commercial and consultancy activities ;
- passive cycle and balance sheet.

1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

1.3.1 GENERAL PRINCIPLES OF BEHAVIOR

In carrying out the activities and duties assigned to them, Recipients must refrain from engaging in, collaborating with, or inducing conduct that could constitute or otherwise facilitate the commission of the crimes referred to in this Special Section. In particular, Recipients are expressly prohibited from:

- negotiate, obtain possession of or conceal money or assets of unclear or illicit origin;
- replace, transfer money or goods or carry out other operations to hinder the identification of their criminal origin;
- employ, use and/or invest, in any way and form, in economic and financial activities, money or goods of unclear or illicit origin;
- Transferring (except through authorized intermediaries) cash, savings books, or bearer securities for amounts exceeding the legal limit. The transfer is also prohibited when made



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through multiple payments below the permitted limit that are artificially split in order to evade the prohibition;

- use anonymous tools to carry out money transfer operations or other benefits.

1.3.2 SPECIFIC PRINCIPLES OF BEHAVIOR

This Model expressly provides for the following obligations for all those who, by virtue of their specific role/function/mandate, find themselves managing one or more activities or phases – including preparatory ones – within the sensitive processes listed here:

- retain, or at least keep track of, the documentation relating to the purchase transaction, in order to allow for the correct traceability of the entire process and to facilitate any subsequent checks, and this also through the use of management systems;
- particular the Code of Ethics with the parties with whom consultancy, procurement or supply contracts are in force ;
- track the performance of consultants, contractors or suppliers in order to enable subsequent audits;
- include clauses in contracts stipulated with consultants, contractors and suppliers that include:
 - the declaration by them of compliance with the obligations and duties indicated in the Model and in the Code of Ethics;
 - the express termination of the contract (pursuant to art. 1456 of the Civil Code) in the event of failure to comply with the aforementioned commitments;
- prevent the stipulation of fictitious contracts, or contracts with intentionally inconsistent values, with one's commercial partners, in order to build up funds to be used for other purposes (e.g. corruption);
- prevent purchases from companies supplying goods/services at a price excessively lower than the market price or at particularly favourable conditions compared to the standards normally in use, in the absence of a relevant justification;
- ensure the traceability of relationships with customers, reporting to their relevant manager (where applicable), guaranteeing the certainty and reliability of the information transmitted, what happened during negotiations with customers;
- promptly report to your line manager (where applicable) any behavior carried out by individuals operating on behalf of commercial counterparties, aimed at obtaining favors, illicit donations of money or other benefits, even towards third parties;
- use the Company's management system for the purposes of carrying out control, analysis and recording activities of the orders received;
- verify the actual correspondence between the offers made to customers and the related orders placed by the latter with the Company ;
- carry out checks on incoming and outgoing goods as well as the accounting regularity of their mobilization (for example, verifying the accuracy of the information contained in the delivery note/transport document, comparing it with the information contained in the relevant order);



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- observe, when evaluating economic-financial elements, the principles of reasonableness and prudence, clearly illustrating the criteria that guided the determination of the value of the asset;
- ensure the regular reporting of incoming and outgoing movements resulting from any commercial transaction in accordance with the principles of correct accounting, even where already set out in this Model;
- ensure that all financial flow movements are carried out using traceable instruments ;
- refrain from representing or transmitting data - in financial statements, reports or other corporate communications or to the Financial Administration - that are false, incomplete or, in any case, do not correspond to the reality of the economic, patrimonial and financial situation of the Company;
- refrain from omitting data and information required by law on the economic, patrimonial and financial situation of the Company .

1.4 INFORMATION FLOWS TO THE SUPERVISORY BODY

In addition to what is provided for in this Special Section and in the aforementioned company provisions, the Recipients involved in carrying out the activities referred to in paragraph 1.3 above are required to promptly report to the Supervisory Body any anomalies or extraordinary events relating to them.



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SPECIAL PART H
COMPUTER CRIMES AND UNLAWFUL DATA PROCESSING



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1. COMPUTER CRIMES AND ILLEGAL DATA PROCESSING

1.1 TYPES OF CRIMES

This Special Section is dedicated to the principles of conduct and control relating to computer crimes and unlawful data processing, as identified in Article 24- *bis* of the Decree.

The cases taken into consideration by the Decree are the following:

- Art. 491- *bis* cp Electronic documents;
- Art. 615- *ter* cp Unauthorized access to a computer or telematic system;
- Art. 615- *quater* cp Illegal possession, dissemination and installation of equipment, codes and other means capable of accessing computer or telematic systems;
- Art. 615- *quinquies* cp Illegal possession, distribution and installation of computer equipment, devices or programs aimed at damaging or interrupting a computer or telematic system;
- Art. 617- *quater* cp Unlawful interception, impediment or interruption of computer or telematic communications;
- Art. 617- *quinquies* cp Illegal possession, dissemination and installation of equipment and other means capable of intercepting, preventing or interrupting computer or telematic communications;
- Art. 629, paragraph 3, of the Criminal Code Extortion;
- Art. 635- *bis* cp Damage to information, data and computer programs;
- Art. 635- *ter* cp Damage to public or public interest information, data and computer programs ;
- Art. 635- *quater* cp Damage to computer or telematic systems;
- Art. 635- *quater* .1 cp Illegal possession, distribution and installation of computer equipment, devices or programs aimed at damaging or interrupting a computer or telematic system;
- Art. 635- *quinquies* cp Damage to computer or telematic systems of public interest;
- Art. 640 *quinquies* of the Criminal Code Computer fraud by the person providing electronic signature certification services;
- Art. 1, paragraph 11, Legislative Decree no. 105/2019 Obstruction or conditioning of Cybersecurity procedures and related inspection and supervisory activities.



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1.2 RISK AREAS

In relation to the crimes listed above, the areas of risk activity that could potentially present critical profiles with reference to cybercrime concern the management and monitoring of access to IT and telematic systems, which include the following activities:

- management of the profile user And of the process authentication ;
- management and protection from the station of work;
- management of the accesses towards externally and/or internally via the Internet ;
- protection from the networks (security wiring, devices Of net, etc.) ;
- management of the *output* of system And of the devices of memorization;
- installation Of programs and devices;
- management of the process Of conservation documentary.

1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

In general, in carrying out the activities and duties entrusted to them, the Recipients must refrain from carrying out, collaborating on or causing the carrying out of behaviors that could constitute or in any case facilitate the commission of the types of crimes referred to in this Special Part.

The Recipients, within the scope of their respective competences and functions in compliance with the Code of Ethics and applicable procedures, must refrain from:

- to carry out or collaborate in the carrying out of behaviors which, taken individually or collectively, constitute, directly or indirectly, this type of crime;
- disclose information relating to company IT systems;
- use company IT systems for purposes not related to the job performed.

In particular, it is expressly forbidden to:

- alter electronic documents, whether public or private, having evidentiary value;
- unauthorized access to the computer or telematic system of public or private entities;
- unauthorized access to your computer or telematic system in order to alter and/or delete data and/or information;
- possess and unlawfully use codes, passwords or other means suitable for accessing one's computer or telematic system in order to acquire confidential information;
- carry out procurement and/or production and/or distribution activities of equipment and/or software with the aim of damaging a computer or telematic system, the information, data or programs contained therein, or of encouraging the total or partial interruption or alteration of its functioning;
- carry out fraudulent activities of intercepting, impeding or interrupting communications relating to a computer or telematic system of public or private entities, in order to acquire confidential information;
- install equipment for the interception, impediment or interruption of communications of public or private entities;
- carry out activities of modification and/or deletion of data, information or programs of private



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or public entities or in any case of public utility;

- carry out activities that damage other people's information, data, and computer or telematic programs;
- destroy, damage, or render unusable public utility computer or telematic systems.

Therefore, Recipients must:

- use the assigned IT resources exclusively for the performance of one's own business;
- ensure the protection of systems and information from potential cyber attacks;
- carefully safeguard your access credentials to information systems, preventing third parties from gaining knowledge of them;
- do not lend or give any computer equipment to third parties;
- avoid transferring outside the Company and/or transmitting *files*, documents, or any other confidential documentation owned by the Company itself, except for purposes strictly related to the performance of one's duties;
- avoid making your computer accessible to others or allowing other people (family, friends, etc.) to use it;
- avoid using passwords of other company users;
- avoid using software and/or hardware tools designed to intercept, falsify, alter or suppress the content of communications and/or electronic documents;
- refrain from making unauthorized copies of data and software;
- observe any other specific rules regarding access to the Company's systems and the protection of data and applications;
- scrupulously observe the provisions of company security policies for the protection and control of IT systems.

The Company has implemented the following procedures to prevent the commission of the crimes in question:

- “ 8605-SI-001 - IT regulation on the use of IT tools and operating instructions on the correct methods of data processing ”;
- document aimed at regulating the use by the Company's personnel of the software called “ **Autodesk** ”, of which the Company itself is the licensee.

1.4 INFORMATION FLOWS TOWARDS THE SUPERVISORY BODY

All Recipients involved in the management of information systems must report to the Supervisory Body any behavioral exceptions to the rules indicated above, as well as those set out in the Code of Ethics and furthermore:

- any confirmed attempts at acts of “piracy” on information systems;
- use of unauthorized passwords, as well as their exchange between different parties;
- interception of unauthorized changes by users;
- *backup* failed.



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SPECIAL PART I
ORGANIZED CRIME OFFENCES



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1. ORGANIZED CRIME CRIMES

1.1 TYPES OF CRIMES

This Special Section is dedicated to the principles of conduct and control relating to organized crime offences, as identified in Article 24- *ter* of the Decree.

This Special Section has not included all the crimes referred to in Article 24- *ter* of the Decree, limiting itself to taking into consideration only the following crimes:

- Art. 416, paragraphs 1-5, cp Criminal association;
- Art. 416- *bis* , cp . Mafia-type associations, including foreign ones ,

and this on the assumption that the remaining cases ⁴were not deemed applicable to Sicim.

1.2 RISK AREAS

With reference to the types of crime identified in paragraph 1.1 above and in consideration of the activities carried out by the Company, the following risk areas have been identified:

- selection, evaluation and management of suppliers, subcontractors and consultants;
- procurement of goods and/or services;
- participation in tenders;
- management of monetary and financial flows.

1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

Generally speaking, with a view to preventing the crimes set forth above, Recipients are prohibited from engaging in, collaborating on, or causing the commission of behaviors that, individually or collectively, constitute or could constitute the crimes set forth in Article 24-*ter* of the Decree.

1.3.1 GENERAL PRINCIPLES OF BEHAVIOR

The Recipients of this Model are required to observe, in carrying out the activities envisaged by the nature of their role and with particular reference to relationships with third parties, the following rules of conduct:

- ensure compliance with the provisions and principles established in this Model and in the Code of Ethics adopted by the Company;

⁴ Criminal conspiracy aimed at committing crimes against individual freedom and illegal immigration (Article 416, paragraph 6, of the Criminal Code); political-mafia electoral manipulation (Article 416- *ter* of the Criminal Code); kidnapping for the purpose of robbery or extortion (Article 630 of the Criminal Code); criminal conspiracy aimed at trafficking narcotics or psychotropic substances (Article 74, Presidential Decree 309/1990); crimes involving the manufacturing and trafficking of weapons of war, explosives, and clandestine weapons (Article 407, paragraph 2, letter a), of the Criminal Code).



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- ensure objectivity and transparency in the selection and evaluation processes of suppliers, subcontractors, and consultants, in the maintenance of company accounts, and in the preparation of the financial statements;
- subject suppliers, subcontractors, and consultants to a selection process that is not based solely on the economic evaluation of the performance, taking into account additional criteria (e.g. commercial references), in order to qualify suppliers, subcontractors, and consultants;
- exclude that the Company or its Production Units are owned by individuals – natural or legal persons – in relation to whom there is awareness (or even just suspicion) of their membership in criminal and/or mafia-type associations;
- refrain from accepting orders, supplying products, or carrying out any commercial and/or financial transaction, either directly or through a third party, with individuals or legal entities whose names have been reported by national, European, and/or international authorities responsible for preventing organized crime;
- ensure that all commercial relationships involving the procurement of goods or services are governed by the formalization of a written contract containing the price of the goods or services, or the criteria for determining it;
- ensure the traceability of all commercial and/or financial transactions and the archiving (where possible in digital format) of the related documentation;
- segregate the management of commercial and/or financial operations carried out in the name and/or on behalf of the Company, and the preparation, storage and control of the related documentation, among multiple parties;
- adopt a document archiving system that guarantees the impossibility of modifying (unless specifically indicated) the data and information stored therein, as well as the possibility of accessing the documentation exclusively by duly authorised persons;
- constantly monitor the regularity of financial flows, in particular by verifying the correspondence between recipients/orderers and the counterparties actually involved in the commercial and/or financial transactions carried out by the Company;
- Refrain from engaging in delaying or obstructive actions aimed at hindering, slowing down, or misleading the supervisory and control activities carried out by the relevant authorities, providing full cooperation in carrying out any investigations aimed at detecting and combating unlawful conduct in relation to alleged association crimes.

Furthermore, with respect to third-party contractors (e.g. collaborators, consultants, *partners*, suppliers, etc.), the relevant contracts must:

- be defined in writing, in all their conditions and terms;
- include clauses that require third parties to comply with and comply with the Decree, the Model, and the Code of Ethics and to undertake to behave in accordance with their provisions, as well as the consequences of violating this commitment (e.g., express termination clauses, penalties).

1.3.2 SPECIFIC PRINCIPLES OF BEHAVIOR

All Recipients of the Model, in managing activities relevant to the Offences referred to in Article 24-ter of the above-mentioned Decree and in compliance with their own functions and responsibilities,



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are obliged to:

- ensure the traceability of the decision-making processes that led to the choice of a specific supplier, as well as ensuring that the relevant selection and evaluation procedure is inspired by criteria of transparency, professionalism and equal opportunities (in particular, it is mandatory to comply with the provisions of procedure 0502-SI-002, called “ *Supplier Qualification* ”);
- ensure that supplier selection processes are carried out in compliance with the requirements of anti-mafia legislation, with particular reference to the provisions of Legislative Decree no. 159/2011 and subsequent amendments, where applicable;
- follow the procedures:
 - 0502-SI-004 called “ *Purchasing management of permanent project material* ”;
 - 0502-SI-005 called “ *Management of purchasing of consumables and company assets* ”;
 - 0402-SI-001 entitled “ *Management of subcontracts and evaluation of subcontractors* ”, and this with particular reference to the provisions contained in said documents concerning anti-mafia checks, where applicable;
- acquire all data and information concerning its collaborators, suppliers, subcontractors and customers, carrying out a preliminary check regarding their commercial and professional reliability and integrity, in order to ascertain any anomalies, critical issues and/or irregularities in the activity carried out;
- impose limits on the autonomous use of financial resources, by defining quantitative thresholds consistent with the organizational roles and responsibilities assigned to individual subjects;
- Update the list of suppliers, subcontractors, and/or service providers, consulting, if necessary, the so-called "white lists" established at each Prefecture, which identify suppliers and service providers not subject to mafia-type infiltration attempts;
- immediately report to the competent authorities any anomalies, critical issues, and/or irregularities found in the activities carried out by individuals or legal entities linked to the Company by commercial relationships, and/or any other fact or element from which the risk of criminal interference with business activities can be deduced;
- with reference to contracts stipulated with third parties, provide for a right of termination in favor of the Company in the event of the initiation of legal proceedings for mafia association crimes, the application of a precautionary, security or prevention measure for such crimes against the contracting company or its partners, directors or employees;
- refrain from engaging in commercial relations with anyone who has incurred sanctions prohibiting their ability to contract with the Public Administration, as provided for by the Decree and/or applicable legislation, including anti-mafia legislation, where applicable.

1.4 INFORMATION FLOWS TOWARDS THE SUPERVISORY BODY

All Recipients are required to promptly report to the Supervisory Body any behavioral exceptions, critical issues and/or irregularities even if only potentially capable of determining the risk of committing the types of crimes referred to in this Special Section.



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SPECIAL PART J
CRIMES RELATING TO PAYMENT INSTRUMENTS OTHER THAN
CASH AND FRAUDULENT TRANSFER OF ASSETS



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1. CRIMES RELATING TO PAYMENT INSTRUMENTS OTHER THAN CASH AND FRAUDULENT TRANSFER OF VALUES

1.1 TYPES OF CRIMES

This Special Section is dedicated to the principles of conduct and control relating to crimes involving non-cash payment instruments and fraudulent transfers of assets, as identified in Article 25- *octies.1* of the Decree.

The definition of “non-cash payment instruments” can be found in Article 1 of Legislative Decree 184/2021, which defines it as “a device, object, or protected immaterial or tangible record, or a combination thereof, other than legal tender, which, alone or together with a procedure or series of procedures, allows the holder or user to transfer money or monetary value, including through digital means of exchange,” further clarifying that:

- (i) “protected device, object or record” means “a device, object or record protected against imitation or fraudulent use, for example by drawing, code or signature”;
- (ii) The term “digital medium of exchange” refers to “any electronic money as defined in Article 1, paragraph 2, letter h ter), Legislative Decree 385/1993, and virtual currency,” the latter being understood as “a digital representation of value that is not issued or guaranteed by a central bank or a public body, is not necessarily tied to a legally established currency, and does not have the legal status of currency or money, but is accepted by natural or legal persons as a means of exchange, and can be transferred, stored, and traded electronically.”

The cases taken into consideration by the Legislative Decree are the following:

- Art. 493-ter of the Criminal Code Improper use and counterfeiting of payment instruments other than cash;
- Art. 493-quater of the Criminal Code Possession and distribution of equipment, devices, or computer programs intended to commit crimes involving payment instruments other than cash;
- Art. 512-bis cp Fraudulent transfer of assets.

1.2 RISK AREAS

With reference to the types of crime identified in paragraph 1.1 above and in consideration of the activities carried out by the Company, the following risk areas have been identified:

- payment management;
- information systems management;
- expense report management;
- reserve/claim management.



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1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

Generally speaking, with a view to preventing the crimes set forth above, Recipients are prohibited from engaging in, collaborating on, or causing the commission of behaviors that, individually or collectively, constitute or may constitute the crimes set forth in Article 25-octies.1 of the Decree referred to above.

The Recipients, within the scope of their respective competences and functions, must:


- comply with the rules and principles contained in the following documents:
 - c) the Code of Ethics;
 - d) any other documentation and procedure relating to the internal control system;
- avoid engaging in behaviors that could even potentially constitute the crimes listed in paragraph 1.1;
- observe with the utmost diligence and rigor all legislative provisions against anti-money laundering operations;
- limit cash transactions both in number and amount;
- open and/or close bank accounts only if authorized by the competent function;
- carry out all banking operations only by persons with the appropriate powers;
- carry out incoming and outgoing financial transactions (such as, for example, the issuance and repayment of loans, etc.) only with previously and specifically identified parties;
- Carry out purchases of goods or services in compliance with the procedures adopted by the Company; purchase transactions must always be followed by the receipt of a specific tax and identity document between the party who supplied the goods or services and the party receiving the payment.

Furthermore, it is absolutely forbidden for the Recipients:

- to carry out, contribute to, or cause the commission of behaviors that, individually or collectively, directly or indirectly, even in theory or potentially, constitute one of the crimes set forth in art. 25-octies.1 of Legislative Decree 231/2001;
- to carry out behaviors which, although not in themselves constituting a criminal offense, may be the basis for one (for example, lack of control) or may potentially become a criminal offense.

THE Recipients are therefore required to respect the following principles of conduct:

- ensure the implementation of the principle of segregation of duties and functions;
- ensure the traceability and documentation of all operations carried out, establishing specific archiving obligations;
- ensure that risky activities are subject to multiple levels of control, duly tracked and documented.

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1.4 INFORMATION FLOWS TOWARDS THE SUPERVISORY BODY

All Recipients are required to promptly report to the Supervisory Body any behavioral exceptions, critical issues and/or irregularities even if only potentially capable of determining the risk of committing the types of crimes referred to in this Special Section.



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(-)	-	-	0201	YES	001	06
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GOVERNANCE

SPECIAL PART K
CRIMES AGAINST INDUSTRY AND COMMERCE



(St)	Proj	Unit	Type	Dev.	Serial	Rev
(-)	-	-	0201	YES	001	06
DOCUMENT TITLE			MODEL 231			

GOVERNANCE

1. CRIMES AGAINST INDUSTRY AND COMMERCE

1.1 TYPES OF CRIMES

This Special Section is dedicated to the principles of conduct and control relating to crimes against industry and commerce, as identified in Article 25-bis.1 of the Decree.

This Special Section has not included all the situations referred to in Article 25-bis.1 of the Decree, as most of them do not currently appear to be relevant to the Company. Only the following situations have been considered:

- illicit competition with threats or violence (art. 513- *bis* cp);
- fraud against national industries (art. 514 cp);
- sale of industrial products with false markings (art. 517 of the Criminal Code);
- manufacturing and trade of goods created by usurping industrial property rights (art. 517-ter of the Criminal Code).

1.2 RISK AREAS

In relation to the crimes listed above, the risk areas that present potentially critical profiles, with particular reference to the activities carried out by the Company, are the following:

- participation in tenders;
- procurement and management of suppliers / subcontractors;
- design, engineering and technological innovation activities;
- sales management.

1.3 PRINCIPLES OF BEHAVIOR WITHIN RISK AREAS

In carrying out their respective activities, the Recipients involved in the risk areas, including Collaborators, are required, in order to prevent and impede the occurrence of the crimes set forth in Article 25- *bis*. 1, to comply with the following principles of conduct :

- comply with the rules and principles contained in the following documents:
 - a) the Code of Ethics;
 - b) this Model;
 - c) any other documentation or procedure relating to the internal control system;
- maintain correct, transparent, and collaborative behavior in compliance with the law and internal rules aimed at managing relationships with counterparties.

For the purposes of the application and implementation of this Special Part, therefore, all Recipients of the Model are required to:

- not to maintain commercial relationships with individuals known or suspected of engaging in illicit activities in relation to the crimes in question;
- ensure the conformity and authenticity of the products marketed, adopting all necessary measures to prevent the production, possession or sale to third parties of:



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- with qualitative, product or technical characteristics that differ from those agreed with the customer;
 - counterfeit, infringing the industrial property rights of third parties or marked with misleading signs;
 - such as to cause damage to the image or industrial property rights of third parties.
- carry out preliminary checks on new customers and/or suppliers aimed at verifying:
- their reputation;
 - the absence of precedents or proceedings relating to crimes relating to unfair competition, counterfeiting or commercial fraud;
 - the ownership and legitimate origin of the trademarks, patents, and distinctive signs used in the Company's business; verifying the conformity of the Company's products to the quality specifications agreed upon with the customer.

Recipients are prohibited from engaging in, collaborating with, or causing the commission of behaviors that constitute or may constitute any of the crimes set forth in Articles 25- *bis.1* of the Decree. In particular, in accordance with the corporate ethical principles set forth in this Model and the Code of Ethics, Recipients who, by virtue of their duties, are involved in the management activities indicated in the risk areas identified in Paragraph 1.2 above must refrain from:

- engage in behaviors capable of hindering freedom of competition or damaging competing companies through threats, intimidation or any form of coercion, direct or indirect;
- use confidential information, fraudulent means or artifices to steal customers, trade secrets or competitive advantages from competing companies;
- manufacture, market or distribute goods that infringe the industrial property rights of third parties;
- deliver a product that is different from what was agreed upon or a product that has a different origin, provenance or quality than what was declared and agreed upon with the customer.

1.4 INFORMATION FLOWS TOWARDS THE SUPERVISORY BODY

The parties involved must promptly inform the Supervisory Body if they become aware of any violation or failure to apply the provisions governing the types of crimes referred to in Article 25- *bis.1*.

In these cases, the Recipients will ensure, each for their respective areas of competence, the traceability of the processes, keeping all the documentation necessary for this purpose available to the Supervisory Body.



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SPECIAL PART L
CRIMES WITH THE AIM OF TERRORISM OR SUBVERSION OF THE
DEMOCRATIC ORDER



(St)	Proj	Unit	Type	Dev.	Serial	Rev
(-)	-	-	0201	YES	001	06
DOCUMENT TITLE			MODEL 231			

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1. CRIMES WITH THE PURPOSE OF TERRORISM OR SUBVERSION OF THE DEMOCRATIC ORDER

The crimes referred to in this Special Section, regarding crimes committed with the aim of terrorism or subversion of the democratic order, are referred to in art. 25-quater of the Decree.

Following the Risk Assessment activities conducted for the purpose of updating this Organizational Model, it emerged that, although the commission of these types of crimes cannot be absolutely excluded (as is true for any type of crime), the related risk has been classified as remote.

In this context, and in light of the findings emerging as of the date of approval of this Organizational Model, the Company deems it sufficient to recall the principles set forth in its Code of Ethics and in the procedures it has adopted, as safeguards against the potential commission of the crimes referred to in Article 25-quater of the Decree.

In any case, the Company will periodically monitor the risk underlying the types of crime referred to in Article 25-quater of the Decree in order to carry out any different assessments of the underlying risk and, if necessary, implement new *ad hoc procedures* or modify existing ones and proceed with the consequent integration of this Special Section.

The Supervisory Body must be promptly informed of any behavior, criticality, irregularity, violation or suspected violation, even if only potentially capable of determining the risk of committing the types of crimes referred to in this Special Part.



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(-)	-	-	0201	YES	001	06
DOCUMENT TITLE			MODEL 231			

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SPECIAL PART M
CRIMES AGAINST THE INDIVIDUAL PERSONALITY



(St)	Proj	Unit	Type	Dev.	Serial	Rev
(-)	-	-	0201	YES	001	06
DOCUMENT TITLE			MODEL 231			

GOVERNANCE

1. CRIMES AGAINST THE INDIVIDUAL PERSONALITY

The crimes referred to in this Special Part, regarding crimes against the individual, are referred to in art. 25-quinquies of the Decree.

Except as specified below, following the Risk Assessment activities conducted for the purposes of updating this Organizational Model, it emerged that, although the commission of these types of crimes cannot be absolutely excluded (as is also true for any type of crime), the related risk has been classified as remote.

In this context, and in light of the findings emerging as of the date of approval of this Organizational Model, the Company deems it sufficient to recall the principles set forth in its Code of Ethics and in the procedures it has adopted, as safeguards against the potential commission of the crimes referred to in Article 25-quinquies of the Decree.

the Company will periodically monitor the risk underlying the types of crime referred to in Article 25-quinquies of the Decree in order to carry out any different assessments of the underlying risk and, if necessary, implement new *ad hoc procedures* or modify existing ones and proceed with the consequent integration of this Special Section.

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In partial derogation of the foregoing, in relation to the crime under Article 603-bis of the Criminal Code " *Illicit intermediation and exploitation of labor* " (referred to in Article 25- *quinquies* of the Decree), it should be noted that Law No. 199/2016 introduced important innovations in the fight against the phenomenon of so-called "gangmastering" and broadened the scope of the crime by extending the liability not only to the "gangmaster" but also to the "employer."

The term "gangmaster" refers to an informal system of recruitment and exploitation of labor, whereby a "gangmaster," for a fee, hires workers on behalf of a company, exploiting their "state of need."

This phenomenon cannot be sectorized: the crime, in fact, does not apply only to the agricultural or construction sectors, although it is precisely in these areas that it manifests its most explosive effects, but also encompasses sectors such as family care, commercial activities and services.

In this context, the process of searching, hiring and onboarding personnel, as well as the supplier management process, take on particular importance.

Therefore, the risk assessment activity carried out by the Company took into account not only internal personnel, but also work and services contracted out to third parties.



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1.1 GENERAL PRINCIPLES OF CONDUCT TO BE FOLLOWED IN COMPLIANCE WITH THE RULES ON ILLICIT INTERMEDIATION

For the purposes of this Special Section and with reference to the crime in question, the following principles of conduct have been identified which Recipients involved in any capacity in risky activities must adhere to, and in particular:

- carry out all risky activities in compliance with applicable laws, the provisions of the Code of Ethics and the general principles of conduct set out in this Model;
- operate in accordance with the system of delegations and powers of attorney in force from time to time;
- proceed with the timely and complete identification of the counterparties in work performance transactions;
- ensure that an assessment of the integrity, honesty, and reliability of contractual counterparties is carried out, through a specific background analysis that considers their ethics, technical skills, and financial and equity soundness;
- aim to ascertain the identity of the counterparties and of the subjects on whose behalf they may act (through, for example, the collection of data and documentation such as name, registered office and tax code and/or domicile, articles of association and bylaws, powers of representation and identification data of the directors of the counterparties);
- allow the traceability of the control activities carried out.

Recipients are expressly prohibited from:

- to carry out, collaborate in or cause the carrying out of behaviours which, taken individually or collectively, constitute, directly or indirectly, the criminal offence provided for in Article 25-*quinquies* ;
- to carry out and adopt behaviors which, although they do not in themselves constitute the crime envisaged herein, could potentially become suitable for the commission of the crime itself;
- employ minors at Sicim and/or Group companies, in violation of the legal provisions governing the matter;
- Subjecting workers to particularly exploitative working conditions, such as, for example: offering workers a salary that is manifestly different from national collective bargaining agreements or in any case disproportionate to the quantity and quality of the work performed, or imposing working conditions on workers that systematically violate regulations regarding working hours, weekly rest periods, mandatory leave, and holidays, or exposing workers to danger to their health, safety, or personal safety due to violations of regulations on workplace safety and hygiene, or exposing workers to situations of serious danger, taking into account the nature of the work to be performed and the working conditions;
- selecting suppliers, partners, and consultants without being inspired by the principles of objectivity, competence, cost-effectiveness, transparency, and fairness, and instead based on objective criteria such as quality, price, and the ability to provide and guarantee goods or services of an adequate level;
- in any case, avoid having relationships with suppliers/contractors if there is a concrete risk

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that they are or may be found in contexts constituting the crime in question.

The Supervisory Body must be promptly informed of any behavior, criticality, irregularity, violation or suspected violation, even if only potentially capable of determining the risk of committing the types of crimes referred to in this Special Part.



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(-)	-	-	0201	YES	001	06
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GOVERNANCE

SPECIAL PART N
CRIMES RELATING TO INFRINGEMENT OF COPYRIGHT



(St)	Proj	Unit	Type	Dev.	Serial	Rev
(-)	-	-	0201	YES	001	06
DOCUMENT TITLE			MODEL 231			

GOVERNANCE

1. CRIMES RELATING TO COPYRIGHT INFRINGEMENT

1.1 TYPES OF CRIMES

This Special Part is dedicated to the principles of conduct and control relating to crimes relating to copyright infringement, as identified in Article 25- *novies* of the Decree and the related references to Law 633/1941 and subsequent amendments.

This Special Section does not include all the situations referred to in Article 25- *novies* of the Decree, as most of them do not currently appear to be relevant to the Company. Only the following have been considered:

- unauthorized reproduction of protected works (art. 171 Law 633/1941);
- unauthorized duplication of computer programs, importation, distribution, sale or possession for commercial purposes (art. 171 bis Law 633/1941);
- unauthorized alteration of intellectual works, in particular technical drawings and databases (art. 171 bis Law 633/1941).

1.2 RISK AREAS

With reference to the types of crime identified in the previous paragraph and in consideration of the activities carried out by the Company, the following risk areas have been identified:

- intellectual property and patent management;
- management, installation and use of licensed software and IT tools;
- design and technical drawing activities;
- management of contractual relationships with external consultants and designers.

1.3 GENERAL PRINCIPLES OF BEHAVIOR

In carrying out their respective activities, Recipients involved in risk areas, including Collaborators, are required to comply with the following principles of conduct in order to prevent and prevent the commission of the crimes set forth in Article 25-*novies*:

- comply with the rules and principles contained in the following documents:
 - d) the Code of Ethics;
 - e) this Model;
 - f) any other documentation or procedure relating to the internal control system and, in particular, the operational flow called “ *Agreement on the correct use of the software supplied by Sicim* ” and “ *the Operating Instructions - data processing* ” ;
- maintain correct, transparent, and collaborative behavior in compliance with the law and internal rules aimed at managing relationships with counterparties.

For the purposes of the application and implementation of this Special Part, therefore, all Recipients are required to:

- use only software purchased or licensed from the Company and made available by it;



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- ensure that Collaborators use only proprietary or licensed software;
- participate in any training activities promoted by the Company on the correct use of design and data processing software;
- do not disclose to third parties outside the Company the access credentials to the software used by the latter.
- use, in the performance of their duties and in compliance with company procedures, private IT equipment, including cell phones;

This Special Section prohibits the following behaviors:

- such as to integrate some of the types of crimes relating to the violation of copyright ;
- which, although they do not in themselves constitute crimes falling within those considered above, could potentially become so;
- not compliant with company procedures or, in any case, not in line with the principles indicated by the law and expressed by this Model and the Code of Ethics (or, where implemented, by specific procedures relating to the aforementioned crimes).

In addition to the above, Recipients are prohibited from:

- install, copy, duplicate, share, or use software other than that authorized; any new installation of software covered by intellectual property rights must be authorized by the Department Manager;
- use, hold for sale, offer for sale or put into circulation, disseminate in any form and duplicate goods/works covered by copyright or patents of third parties, including through the use of artificial intelligence tools made available by the Company to the Recipients;
- duplicate, import, distribute, sell, publicly broadcast, or possess, for profit, software, databases, or any work protected by copyright and related rights;
- use the IT resources (such as, by way of example, personal computers) assigned by the Company for purposes other than work, including through the use of artificial intelligence tools made available by the Company to the Recipients.

1.4 INFORMATION FLOWS TOWARDS THE SUPERVISORY BODY

All Recipients are required to promptly report to the Supervisory Body any behavioral exceptions, critical issues and/or irregularities even if only potentially capable of determining the risk of committing the types of crimes referred to in this Special Section.



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SPECIAL PART O
RACISM AND XENOPHOBIA



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(-)	-	-	0201	YES	001	06
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GOVERNANCE

1. RACISM AND XENOPHOBIA

The crimes referred to in this Special Section, regarding racism and xenophobia, are referred to in art. 25-terdecies of the Decree.

Following the Risk Assessment activities conducted for the purpose of updating this Organizational Model, it emerged that, although the commission of these types of crimes cannot be absolutely excluded (as is true for any type of crime), the related risk has been classified as remote.

In this context, and in light of the findings emerging as of the date of approval of this Organizational Model, the Company deems it sufficient to recall the principles set forth in its Code of Ethics and in the procedures it has adopted, as safeguards against the potential commission of the crimes referred to in Article 25-terdecies of the Decree.

In any case, the Company will periodically monitor the risk underlying the types of crimes referred to in Article 25-terdecies of the Decree in order to carry out any different assessments of the underlying risk and, if necessary, implement new *ad hoc procedures* or modify existing ones and proceed with the consequent integration of this Special Section.

The Supervisory Body must be promptly informed of any behavior, criticality, irregularity, violation or suspected violation, even if only potentially capable of determining the risk of committing the types of crimes referred to in this Special Part.



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SPECIAL PART P
CRIMES AGAINST CULTURAL HERITAGE



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1. CRIMES AGAINST CULTURAL HERITAGE

1.1 TYPES OF CRIMES

Articles 25-septiesdecies and 25-duodecies of Legislative Decree 231/2001 were introduced by Law No. 22 of 9 March 2022. This added crimes against cultural heritage, as well as the laundering of cultural property and the devastation and looting of cultural and landscape heritage, to the prerequisite circumstances for the administrative liability of legal entities.

The cases taken into consideration by the Legislative Decree and (hypothetically) relevant for the purposes of this Special Part are the following:

- | | |
|-------------------------|--|
| - Art. 518-bis of the | Criminal Code Theft of cultural property; |
| - Art. 518-ter cp | Misappropriation of cultural assets; |
| - Art. 518-quater cp | Receiving of cultural goods; |
| - Art. 518-sexies cp | Recycling of cultural heritage; |
| - Art. 518-terdecies cp | Devastation and looting of cultural and landscape assets ; |

1.2 RISK AREAS

With reference to the types of crime identified in paragraph 1.1 above and in consideration of the activities carried out by the Company, the following risk areas have been identified:

- discovery of cultural heritage and its management;
- management of activities that involve risks of devastation of cultural and landscape assets.

1.3 GENERAL PRINCIPLES OF BEHAVIOR

This Special Section refers to behaviors carried out by the personnel of the Company, of the *branches* , of the companies owned or controlled by Sicim, or of the Production Units as well as by external collaborators, commercial partners, suppliers and subcontractors.

This Special Section prohibits:

- to carry out behaviors that constitute crimes against cultural heritage;
- to carry out behaviors which, although not in themselves considered to constitute criminal offenses among those considered above, could potentially become so;
- engage in behaviors that do not comply with company procedures or, in any case, do not align with the principles expressed in this Model and the Code of Ethics (or, where implemented, by specific procedures relating to the aforementioned crimes).

In the above context, it is therefore prohibited to:



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- taking possession and/or misappropriating movable property of artistic or cultural importance found during work activities;
- to purchase, receive or conceal cultural goods deriving from any crime, or in any case to interfere in having them purchased, received or concealed;
- replace or transfer cultural assets present and/or found during work activities;
- to sell an asset of artistic-cultural character present and/or found during work activities;
- transfer abroad any movable property of artistic or cultural significance present and/or found during work activities;
- deteriorate, damage or destroy any cultural assets present and/or found during work activities;
- carry out acts of devastation of and/or looting of assets of artistic or cultural importance present and/or found during work activities;
- commit acts of counterfeiting, alteration or reproduction of goods of artistic or cultural importance present and/or found during work activities.

1.4 SPECIFIC PRINCIPLES OF BEHAVIOR

In addition to the above, it is necessary in any case to ensure that the following control measures deemed most relevant to exclude the potential risk of committing the crimes in question are formally traceable and documented (also for the purposes of the verification activities under the responsibility of the Supervisory Body) :

- conducting assessments and surveys to identify any artistic-cultural assets within the perimeter of the locations where the activities are carried out, documenting the findings of the investigations in written form;
- adoption of the necessary precautionary measures to preserve the integrity and safety of any cultural assets present and/or found within the perimeter of the locations where the activities are carried out;
- ensuring that personnel operating within the perimeter of the locations where the activities are carried out are adequately informed and trained on how to carry out the work in the presence of assets of artistic and cultural significance;
- timely reporting to the competent authorities of the presence of cultural assets found within the perimeter of the places where the activities are carried out;
- promptly notify the authorities of any anomalies and/or suspicious elements involving the artistic-cultural assets present and/or found within the perimeter of the places where the activities are carried out;
- inventory all assets present within the perimeter of the places where the activities are carried out and, accordingly, prepare a specific list of such assets.

In this regard, the Company has adopted a specific procedure called "0904 SI 11500 - Cultural Heritage Management Plan", the operating instructions of which, together with the roles and responsibilities indicated therein, must be considered an integral part of the principles of conduct set out in this Special Section.

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1.5 INFORMATION FLOWS TOWARDS THE SUPERVISORY BODY

Should any critical issues of any kind arise during the management of the activities carried out, the interested party must refrain from taking any further action and must immediately inform their manager, who will also promptly inform the Supervisory Body.