

**ORGANIZATION, MANAGEMENT AND CONTROL
MODEL AS PER LEGISLATIVE DECREE 231/2001
of
FAMECCANICA.DATA S.p.A.**

Approved by the Board of Directors on 5th May 2021

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PREAMBLE

The Legislative Decree no. 231 dated 8th June 2001 introduced the discipline of the corporate administrative liability. According to Legislative Decree 231/2001 the organization may be deemed liable, and therefore punished, for the offenses expressly referred to in the decree (article 24, 24-bis, 24-ter, 25, 25-bis, 25-bis1, 25-ter, 25-quater, 25-quater1, 25-quinquies, 25-sexies, 25-septies, 25-octies, 25-novies, 25-decies, 25-undecies, 25-duodecies, 25-terdecies, 25-quaterdecies, 25-quinquiesdecies, 25-sexiesdecies of the Legislative Decree 231/2001) committed, in its own interest or to its own advantage, by subjects linked to the corporate organization.

The administrative liability of the company shall be autonomous with respect to the criminal liability of the individual who committed the offense and adds to the latter.

In order to be exempted from such a responsibility, companies can adopt appropriate organization, management and control models to prevent crimes.

In addition to being a way of exempting Fameccanica.Data S.p.A. from its responsibility for some types of crimes, the adoption of an Organization, management and control model in accordance with Legislative Decree 231/2001, as well as effectively and constantly implementing it, is an act of social responsibility bringing benefits to all the stakeholders: shareholders, users, employees, creditors and all the other parties whose interests depend on the Company's future.

The introduction of a control system on the entrepreneurial actions, as well as setting and disseminating ethical principles, by improving the already high behavioral standards adopted by the Company, increasing trust and reputation in the eyes of third parties and, most importantly, they function as rules as they regulate the behavior and decisions of those who are daily called to act in favor of the Company in compliance with the above mentioned ethical principles.

Fameccanica.Data S.p.A is inspired by the general principles set out in the Code of Ethics adopted by its Parent Companies and decided to implement its own organization, management and control model in accordance with Confindustria's Guidelines, and of course adjusted them according to its needs.

SECTION 1

CREATION OF THE GOVERNANCE MODEL WITHIN THE COMPANY'S ORGANIZATIONAL STRUCTURE

1.1 Method used to arrange the Organization, management and control model

The company started a series of activities aimed at drafting its own Model as per the requirements set out in Legislative Decree 231/2001, and consistent with the principles entrenched in its company governing culture.

To this purpose, as required by article 6 paragraph 2, letter a) of Legislative Decree 231/2001, the company identifies within which processes and activities the crimes expressly referred to in said decree may be committed.

In other words, it is about the commonly called "sensitive" corporate activities and processes (hereinafter "sensitive activities" and "sensitive processes").

The corporate fields the intervention refers to were established, the sensitive processes and activities were identified and analyzed by comparing the existing Organization and control model with a reference Theoretical model.

With regard to those crimes involving administrative responsibility as per Legislative Decree 231/01, the company evaluated that the risk related to counterfeiting currency or revenue stamps, crimes against the individual, offenses of abuse of insider trading and market manipulation (so called market abuse), female genital mutilation practices is just theoretical and is not possible.

The detailed analysis of the reference corporate context and the company organizational structure of Fameccanica.Data S.p.A. was preparatory to the identification of sensitive activities. This analysis was carried out in order to better understand the corporate fields being analyzed.

By analyzing the organization, the operational model and the powers of attorney/authorizations to act conferred by the Company, it was possible to identify the sensitive processes/activities and to have a preliminary picture of the functions responsible for such processes/activities.

As a further task, the people responsible for the sensitive processes/activities were identified, that means those resources having an extensive knowledge of the sensitive processes/activities and their control mechanisms, as well as the other functions and subjects involved.

This crucial information was gathered by analyzing the company's documents as well as by interviewing the key subjects, namely the most highly ranked people in the organization able to

provide detailed information on each company process and on the activities of the single functions, with a preliminary investigation when the related laws and regulations come into force.

The following reference principles were followed while detecting the existing control system:

- Ex post traceability and verifiability of transactions through appropriate supporting documents/information;
- Segregation of tasks;
- Existence of formalized powers of attorney consistent with the organizational responsibilities assigned.

In order to identify and analyze in detail the existing control model protecting from the risks observed and highlighted in the above mentioned analysis of the sensitive activities and to evaluate the Model's conformity with the Decree provisions, a comparative analysis was carried out between the existing Organization and control model and a reference Theoretical model, based on the Decree's regulations.

Through said comparison it was possible to identify the areas of improvement of the existing internal control system and, based on what has emerged, implementation plans aimed at detecting the organizational criteria which characterize the necessary implementation and update of the Organization, management and control model shall follow, in compliance with the Decree provisions and the related actions to improve the internal control system.

After the activities carried out, the following documents were drafted:

- A final mapping of the sensitive activities and the indication of the organization structures in charge;
- A document analyzing the sensitive processes and the control system, highlighting the following:
 - Basic processes/activities carried out;
 - Internal/external functions/subjects involved;
 - Their roles/responsibilities;
 - The main Public Administration entities concerned;
 - Existing system of controls.

In order to steadily strengthen the existing protection measures, the arranged procedures have also been integrated with actions. For example a Code of Ethics has been adopted which will be a crucial reference element of the Model.

Furthermore, an action plan has been arranged for identifying the actions to improve the current internal control system (processes and procedures) and the necessary organizational requirements to set a specific organization, management and monitoring model in compliance with the regulations. The outcomes from the previous steps and the decisions made by the decision-making entities of the Company made it possible to conceive a Model which represents a coherent set of principles, rules and provisions which:

- Affect the Company's internal functioning and the methods through which it relates to the outside world;
- Regulate the diligent management of a control system of sensitive activities, aimed at preventing crimes referred to in Legislative Decree 231/2001 from being committed or attempted to be committed;

The Model is an organic set of control rules and activities aimed at:

- Ensuring transparent and fair conditions of corporate activities in order to protect the reputation and image of the company and its subsidiaries, the shareholders' interests and the work of its employees;
- Preventing crimes that may be committed by senior managers as well as by their subordinates, and relieving the organization from any responsibilities should one of the offenses referred to in Legislative Decree 231/01 be committed.

The compliance of the corporate business management with the behavior rules specifically described in this Model is ensured by the company's organizational structure through powers of attorney, authorizations to act, individual powers and operational instructions. Consequently, the rules in this Model shall constitute in any case the mandatory procedures with which all the people concerned by the Model shall comply in all operative situations, even when it is necessary to concretely integrate the existing functions and competences.

In fact, it was established that in case of offense committed by someone in a senior position, the company shall not be liable if it proves that:

- a) Prior to committing the fact, the managing body has adopted and effectively implemented proper organization and management models to prevent offenses of the type of that occurred;
- b) The task of monitoring the functioning and the compliance with the models, as well as taking care of updating them, has been entrusted to a body of the organization having autonomous rights of initiative and control;
- c) People committed the offense by fraudulently eluding organization and management models;
- d) There has not been omitted or insufficient surveillance by the Supervising Body.

In case of subjects which are subject to other people's monitoring, the company shall not be liable if:

- a) Failing to comply with control and surveillance obligations has not contributed to commit the offense;
- b) Prior to committing the fact, the managing body has adopted and effectively implemented proper organization and management models to prevent offenses of the type of that occurred.

According to the Legislative Decree 231/2001, the organization and management model must:

- Identify all the activities within which offenses may be committed;
- Contain specific protocols aimed at scheduling the company's decisions making and implementation according to the offenses to prevent;
- Identify methods for managing the financial resources appropriate to prevent crimes from being committed;
- Provide for the obligation to inform the body in charge of monitoring the functioning and the compliance with the models;
- Introduce an appropriate disciplinary system through which failure to comply with the rules provided for in the model can be sanctioned.

The company's relief from any responsibilities depends on the effective implementation of the model; this means that it must be adjustable, so that it is always updated to the reference company situation.

To this purpose, the following must be provided for:

- Periodic check and change, if the case, of the Model when provisions are severely violated or when the organization and the activities change;
- An appropriate disciplinary system through which failure to comply with the rules provided for in the model can be sanctioned.

1.2 Reference corporate context

Fameccanica.Data S.p.A. is a single-member joint-stock company 100% owned by Fater S.p.A.. It is part of the Fameccanica Group as a joint venture controlled in equal shares by "Angelini Holding" and "Procter & Gamble S.p.A..".

Fameccanica.Data S.p.A. organizational structure includes the following Departments and Functions:

Fameccanica Group's **Business Development Function** is in charge of developing growth opportunities in both new and existing markets, by:

- Defining the Group's long-term strategic objectives.
- Coordinating the effective implementation of the strategic plan.
- Identifying organic and non-organic business expansion opportunities.
- Creating and managing the business partner network.
- Developing and internally transferring in-depth knowledge of current markets and technological trends.

Fameccanica Group's **Global Sales & Strategic Marketing Department** is in charge of:

- Strategic Marketing, to carry out market analysis and research, understand the future needs of our customers, analyze competitive scenarios, define our value proposition, manage our product portfolio and their market positioning and identify future market trends.
- Operational Marketing, to provide the sales force with all the support tools necessary to compete in the market, enhance the distinctive features of the products, manage the price list and check the timing and costs of development projects.
- Brand Communication, focused on Brand Recognition and external communication, with the organization of press reviews, the creation of content for the media, and more generally with the generation of opportunities to learn about the Brand, the products/services offered, and the company itself.
- Sale of automated lines, with a brand-type subdivision of products into two distinct departments: the first, dedicated to consolidated business and called Nonwoven Converting Solutions, which operates both geographically (area) and by Customer (Key Account); the second, called Making & Forming & Inspecting Solutions,

oriented towards the new businesses related to diversification, such as Home & Personal Care, Industrial Goods, Factory & Automation, Pharma & Health.

- Global Sales Support, to analyze and interpret customer requests, by defining the specifications of each single project and ensuring the necessary coordination between the commercial and technical processes related to the product to be manufactured, manage feasibility studies by generating the correct quotation, enter orders in the system.
- Customer Service, through technical assistance, after-sales and spare parts, supply of Upgrading Kits and technical training for the Customers.
- Coordinating the functioning of the similar organizational structures in the Affiliated companies.

Fameccanica Group's **Global Engineering Department** is in charge of:

- Design, with two business macro-areas: the Hygiene area (diapers, sanitary napkins, incontinence) and the Diversification area, each jointly supervised by a manager for the mechanical part and a manager for the electrical part (hardware, software and pneumatics), assisted by Technical Leaders for the technical management of more complex projects.
- Sustainable Packaging, by studying and implementing product packaging solutions, with particular attention to sustainability (disposal and recycling).
- Research and Development, aimed at designing and developing prototypes, ensuring the applicability of new technologies and managing the lab tests, also as part of development projects sold to customers.
- Validation, by testing the systems made by Fameccanica both at Fameccanica plant and at the customers' facilities.
- Certification and Documentation, with the drafting of manuals, machine certification (e.g. CE) and the preparation of the technical file.
- Design Systems and Standards, by defining design standards, corporate product and component coding (PLM system) and CAD support.
- Intellectual Property, with the active and passive protection of intellectual property and patent management.
- Coordinating the functioning of the similar organizational structures in the Affiliated companies.

Fameccanica Group's **Global Operations Department** is in charge of:

- Supply Chain, aimed at purchasing/managing goods and services;

- Planning and performance of the production in terms of volumes, expected costs and times;
- Delivery;
- Assembly, installation and internal and external testing of non-prototype orders, replica of previous standardized executions;
- Site prevention and protection service;
- Plant Maintenance;
- Capital Accounting, ensuring budgeting and monitoring the progress of company investments.
- Coordinating the functioning of the similar organizational structures in the Affiliated companies.

Fameccanica Group's **Project Management Function** is in charge of:

- Managing the execution of projects in compliance with times, costs and quality: from the order acquisition to the start-up of machines included in the contract.
- Managing communications to the customer during the executive phase of the project in relation to every contractual, commercial and negotiating aspect.
- Driving structured action plans designed to improve project profitability also through full adherence to the delivery dates and execution times set out in sales budgets.
- Planning the order portfolio in an integrated and dynamic manner in order to generate new business opportunities and better manage the cross-functional workload.
- Implementing appropriate plans for the proper execution of projects.
- Managing structured plans for the operational risk mitigation of projects in the execution phase.
- Managing a close out process that promotes the continuous improvement program in a structured and efficient manner.
- Defining and applying cross-functional work processes, systems and tools for analysis, reporting and project governance.
- Coordinating the functioning of the similar organizational structures in the Affiliated companies.

Fameccanica Group's **IT Department** is in charge of:

- Infrastructure & Info-Security, with the aim of ensuring the definition and functionality of local and geographical corporate IT networks, ICT infrastructure and

security of the information processed by corporate IT systems for all the Fameccanica Group companies.

- Software Development, with the aim of guaranteeing the improvement and integration of work processes through the digitalization and use of management systems (ERP, CRM, PLM, SRM, etc.), and guaranteeing the analysis of business needs, the implementation and activation of new IT solutions and their subsequent maintenance.
- New Technologies & Digital Adoption, with the aim of ensuring research, design, implementation, updating and adoption of new technologies related to ICT systems (e.g. Internet of things, smart manufacturing, A.I., etc.).
- Coordinating the functioning of the similar organizational structures in the Affiliated companies.

Fameccanica Group's **Administration and Finance Department** is in charge of:

- General accounting, by mainly managing civil and tax obligations (financial statements and income statement) and suppliers accounting.
- Assets Accounting;
- Management Control and Reporting, through budgeting, reporting, activities, deviation analyses, projections and management reporting.
- Treasury, Insurance and Customer Accounting, through the protection of the economic assets, management of cash flows, relationships with banks and handling of the insurance contracts covering corporate risks, customer accounting and management of import/export operations as well as payments to suppliers.
- Coordinating the functioning of the similar organizational structures in the Affiliated companies.

Fameccanica Group's **Human Resources and Organization Department** is in charge of:

- Recruiting, training and developing staff (staff evaluation, salary policies, movement).
- Staff Administration, by managing administrative issues concerning the staff and the relationships with all public authorities provided by law (Employment agencies, Workers Compensation Authority, etc.).
- Policy and Administrative management of expatriate staff.
- Traveling by organizing business trips for the staff with the support of external travel agencies.

- Elaborating and providing support to the implementation of models, systems, organizational structures.
- Company asset security policy and operational plans.
- Relationships and negotiations with Trade Unions, second-level bargaining.
- Coordinating the functioning of the similar organizational structures in the Affiliated companies.

Fameccanica Group **Legal Function**, reporting to the General Management, provides support to company departments/functions on all legal matters.

It supervises the negotiations carried out by Company Departments/Functions and is responsible for managing corporate contracts, ensuring their legal compliance.

It coordinates external legal activities (it manages relationships with lawyers, consultants);

It supervises the correct execution of the company's obligations towards third parties (powers of attorney).

It manages relationships with lawyers of foreign branches.

It manages, in agreement with each lawyer appointed, the civil, criminal and administrative disputes, so as to ensure the effective performance of all dispute-related activities, both out-of-court and in-court.

It ensures, for the Companies of the Fameccanica Group, legal compliance and observance of all regulations on the subject applicable to their activities and policies, and it guarantees adequate support to the various corporate functions in charge, with particular reference to the Privacy regulations (GDPR R.E.679/2016), to Legislative Decree 81/2008, and to Legislative Decree 231/2001.

It operates in line with the business needs and directions of the Shareholders in legal matters, and follows the directions and directives of the Shareholders' General Counsels (GCJV).

The company operates in the development and design of all Fameccanica technological platforms for the creation of machinery in the so-called "disposable" absorbent hygiene products industry, especially as regards the conception, design, construction and installation of complete lines for the production, grouping and packaging of products including, among the others, diapers for babies, sanitary napkins for women, bed pads and incontinence products.

The Company administration is assigned to a Board of Directors which appoints an Executive Committee, which is conferred upon with ordinary management powers. Therefore, the Board of Directors is the body entrusted with the exclusive power to decide on which are the subjects to be

given the powers to represent Fameccanica.Data S.p.A. before third parties, the limits within which they can use the economic resources and the people carrying out support functions to the Board of Directors' decisions.

The Board of Directors and the Executive Committee participate in all decision-making processes and establish, for each of them, its hierarchical relationship, the methods for assigning tasks, the measures to be adopted, the control principles and the subjects which the responsibility shall be given to in case of failing to or wrong compliance with the processes themselves.

In order for the internal organization system to be compliant to the goals referred to in Legislative Decree 231/2001, Fameccanica.Data S.p.a. has set the following specific protocols, so as to plan the making and the implementation of the decisions about the offenses to be prevented:

- An integrated system of procedures;
- The arrangement of a Code of Ethics;
- The creation of specific communication and training flows intended for all the Recipients this Model is for;
- Constitution of a Supervising Body;
- The preparation of a disciplinary system and the related sanction mechanisms.

Furthermore, the existing control systems protecting the business activities and the certifications (OHSAS 18001, ISO9001) have proved to be inefficient, as well as their implementation or updating.

SECTION 2

ORGANIZATION, MANAGEMENT AND CONTROL SYSTEM REFERENCE PRINCIPLES

2.1 Organization, management and control model

Said Organization, management and control model (hereinafter Model), drafted pursuant to and for the purposes of Legislative Decree no. 231/2001, aims at configuring a structured and organic system of *ex ante* and *ex post* procedures and control tasks, in order to prevent and reduce the risk

of committing the crimes provided for in Legislative Decree no. 231/2001. It shall be included in a wider control system mainly made up of the Corporate Governance rules and the existing internal control system.

In addition to identifying the activities exposed to the risk of offense Fameccanica.Data S.p.a. has set the following specific protocols, so as to plan the making and the implementation of the decisions about the offenses to be prevented: a system of procedures contained in this Model integrated with all other procedures adopted by Fameccanica.Data and the arrangement of a Code of Ethics, the creation of specific communication and training flows intended for all the Recipients of this Model, the creation of a Supervising Body, the preparation of a disciplinary system and the related sanction mechanisms.

By defining the activities exposed to the risk of offense and arranging them in procedures through the implementation of this Model, integrated with the procedures adopted by Fameccanica.Data SpA, an effective system of controls was generated, which:

- Makes all the people working in the name and on behalf of the Company fully aware of the risk of sanctions that the Company would have to face in case an Offense was committed;
- Allows the Company to promptly adopt the most appropriate measures and precautions in order to prevent or keep offenses from being committed.

Therefore, one of the purposes of the Model is to instill into the Employees, the Corporate Bodies, the Consultants and the Commercial Partners working on behalf or in the interest of the Company within the sensitive activities, the compliance with roles, operational methods, protocols and, in other words, the organization model adopted, as well as the awareness of the social and procedural value that such a Model has in preventing offenses.

As a consequence, the effective implementation of the Model shall be guaranteed through the constant monitoring by the Supervising Body and the disciplinary and contractual sanctions which make the main intention in actually censoring any illegal behavior indisputable.

The drafting of this document took into account the existing procedures and control systems that were considered appropriate offense prevention and control measures as regards cases of sensitive activities, and was aimed at setting procedures to be integrated to the existing control systems mentioned above.

In particular, the Company has identified the following existing instruments aimed at scheduling the making and the implementation of the Company's decisions as regards the Offenses to be prevented to which this Model adds:

- 1) The internal control system, therefore the business procedures, the documents and the provisions about the corporate and organization hierarchical and functional structure and the management control system;
- 2) In general, the Italian and foreign legislation applicable;

The principles, rules and procedures referred to in the instruments above are not reported in detail in this document, rather they make part of a more general organization and control system which Fameccanica.Data wants to integrate.

The core principles the Model is inspired by, in addition to the above, are the following:

⇒ Confindustria's guidelines;

⇒ The requirements provided for in Legislative Decree no. 231/2001, in particular:

- Entrust a Supervising Body made up of members from inside and outside the Group with , the task of promoting the effective and proper implementation of the Model, also by monitoring the business behaviors and the right to be constantly informed on the activities relevant to the purposes of Legislative Decree no. 231/2001;
- Verification activities on the functioning of the Model and the consequent periodical update (*ex post* check);
- Raising awareness on and disseminating the behavior rules and the procedures set in the Code of Ethics at all corporate levels;

⇒ General principles of an appropriate internal control system, in particular:

- The possibility to verify and document any operation relevant to the purposes of Legislative Decree no. 231/2001;
- The respect for the functional separation principle, according to which nobody can manage a whole process autonomously;
- Definition of authorization powers in accordance with the responsibilities assigned;

⇒ Finally, when implementing the control system, although the general corporate activity must be checked, priority must be given to those activities identified as sensitive.

The recipients of the Model (hereinafter "Recipients") are all those who work to achieve the corporate purpose and goals.

The Recipients of the Model include the members of the corporate bodies, the subjects involved in the Supervising Body functions, the employees, agents, external consultants and commercial partners such as distributors, suppliers or joint venture commercial partners.

Fameccanica.Data S.p.A., while preparing this model, has complied with the control standards set by its Parent Companies Models and has established more specific measures related to the characteristics of its business organization structure and nature.

In order to build the Model, Fameccanica.Data S.p.A. has followed successive steps:

- 1) Identification of sensitive activities and behavior rules (Section 3)
- 2) Appointment of a Supervising Body (Section 4)
- 3) Arrangement of a Sanction System (Section 5)
- 4) Approval of the Organization model and the Code of Ethics by the Board of Directors

SECTION 3

SENSITIVE AND RISK ACTIVITIES AND BEHAVIOR RULES

3.1 Determination of sensitive and risk activities and analysis of potential risks

Fameccanica.Data S.p.A activity and its business processes are analyzed by cross functional teams made up of internal and external resources in order to map the risk areas. This makes it possible to identify the activities within which the types of offenses referred to in Legislative Decree no. 231/2001, following articles:

- 24 *Undue receipt of funds, fraud against the State or a Public authority or in order to attain public funds and computer fraud against the State or a Public authority*
- 24 bis *Computer crimes and illegal data processing*
- 24 ter *Organized crime offenses*
- 25 *Bribery, corruption and undue induction to give or promise benefits*
- 25 bis *Counterfeiting currency, legal tender, duty stamps, distinctive signs*
- 25 bis 1 *Crimes against industry and commerce*
- 25 ter *Corporate offenses*
- 25 quater *Crimes with terrorist purposes or designed to overthrow the democratic order*
- 25 quater 1 *Female genital mutilation practices*
- 25 quinquies *Crimes against the individual*
- 25 sexies *Market abuse*
- 25 septies *Manslaughter or assault causing severe, or very severe, injury, committed in breach of the provisions on the protection of health and safety at the workplace*
- 25 octies *Fencing, money laundering and use of funds, goods and services of illegal origin and self-laundering*
- 25 novies *Copyright infringement crimes*
- 25 decies *Incitement to not testify or to bear false testimony before the judicial authority*
- 25 undecies *Environmental crimes*
- 25 duodecies *Use of illegally residing third country citizens*
- 25-terdecies *Racism and xenophobia*
- 25-quaterdecies *Fraud in sports competitions, illegal gaming or betting, and gambling with prohibited machines*

- 25-quinquiesdecies *Tax offences*
- 25-sexiesdecies *Smuggling*

The summarizing chart of predicate offenses of the body's administrative liability are attached to this Model.

According to the analysis carried out, the magnitude of risk related to some predicate offenses has been excluded or considered not important and the legal assets under protection do not directly affect the purpose of the business organization and activities. Hence, for the purposes of this Model, it was deemed appropriate to evaluate them as regards the indirect protection of legal assets and the prevention of forbidden practices by imposing the compliance with the Company Code of Ethics values and principles, as well as the set of system of procedures organized for the other predicate offenses.

In particular, the following offenses are concerned:

- Female genital mutilation offenses under article 25 quater1;
- Crimes against the individual under article 25 quinquies;
- Market abuse under article 25 sexies;
- Racism and xenophobia under article 25 terdecies;
- Fraud in sports competitions, illegal gaming or betting, and gambling with prohibited machines under article 25 quaterdecies;

Whose related administrative offense and description of criminally-relevant practice are reported in the "chart of predicate offenses" for the purposes of completion of information to the Recipients of this Model.

Updating the evaluation about the lack or non-importance of the magnitude is Supervising Body's responsibility through its periodical check. It will be performed based on the notification by the business functions involved of the change of the activities and areas.

For each predicate offense, the sensitive activities within the business organization and the respective general and specific behavior rules are detailed below.

While identifying the sensitive activities, as well as during the evaluation of their magnitude of risk, it was also taken into account that, especially as regards the predicate offenses characterized by the subjectivity of the fault, also those practices are incompatible with the corporate purposes and the founding values and principles of the Code of Ethics. Hence, although any hypothetical interest by the Company in committing said offenses can be excluded too, as well as the existence of any advantage as the goal arising from the practice or the event resulting in a criminal charge

can be excluded, appropriate behavior rules have been identified, also with reference to the specific risk management systems implemented for the performance of the activity.

For the same reasons, it was decided to regulate them within the behavioral provisions set out in this Model in order to make the related sanction system implemented.

3.2. Sensitive activities connected to crimes against the Public Administration

Public Administration means any authority or entity fulfilling public functions, in everybody's interest. As an example, Public Administration entities include:

- Bodies or administrations of the State having autonomous organization (such as Ministries, Antitrust Authority, Bank of Italy, Consob, Personal Information Protection Authority, Revenue Agency, Italian Medicines Agency, etc.);
- Local authorities (Regions, Provinces, etc.)
- Municipally-owned companies;
- Chambers of Commerce, Industry, Craftsmanship and Agriculture, and their associations;
- All national, regional and local non-economic public authorities (e. g. National Social Security Institute, National Research Council, Workers Compensation Authority, Social Insurance Institute for Employees in the Public Administration, National Assistance Board for Commercial Agents and Representatives);
- Local Health Units;
- Civil Law legal entities exercising public services (ENEL, telecommunication companies, etc.).

Among the entities acting within and in connection with the Public Administration, in order to integrate the cases of predicate offenses as per Legislative Decree no. 231/2001, the figures of "Public Officials" and "Persons responsible for a public service", regulated by articles 357 paragraph I of the Criminal Code and 358 of the Criminal Code respectively.

"Public Officials" are those who exercise a "public" legislative, judicial or administrative function, meaning the administrative function regulated by rules of public law or authority deeds, characterized by the creation and the expression of the Public Administration's intent or by the fact that it is fulfilled through authority or certification powers.

"Entities responsible for a public service" are those who, for whatever purpose, provide a public service, meaning an activity regulated in the same forms as the public function, but which is characterized by the lack of powers which are typical of the latter, except for the performance of simple ordered tasks or the provision of merely material services.

The types of sensitive activities related to offenses against the Public Administration are listed below.

1. Managing relationships with the Public Administration in order to obtain administrative measures (such as authorizations, licenses, concessions, permissions) as well as to carry out fulfillments before it (communications, statements, submission of deeds and documents, etc.)
2. Managing relationships with the Public Administration, including in case of environmental verifications and inspections.
3. Managing the attainment and/or handling contributions, grants, funds, insurances or guarantees given by public entities.
4. Preparing and sending income statements or withholding agents, or other statements necessary to pay taxes in general, to the competent authorities and managing relationships with the Public Administration in case of verifications and inspections.
5. Managing relationships with public entities as regards safety and hygiene at the workplace (Legislative Decree 81/08 and amendments and integrations thereof and other related laws) and the compliance with the precautions provided for by laws and regulations for hiring employees for special tasks.
6. Managing social security treatment for staff (social contribution statements and payments and communications to the competent authorities: National Social Security Institute, Workers Compensation Authority, Labor Inspectorate, etc., related to the employment relationship) and managing relationships with the Public Administration in case of the relevant verifications and inspections.
7. Managing in-court and out-of-court disputes.

Additionally, the following areas to be considered "instrumental" to the ones described above have been also identified, because, although no direct relationships with the Public Administrations are involved, they can act as a support and premise (both financial and operational) to the perpetration of the offenses mentioned above:

- a Staff selection and management;
- b Supply of goods, services and advisory;
- c Financial resource management;
- d Travel and entertainment expenses, gifts, gratuities, advertisement and sponsorships.

3.2.1 General behavior and organizational rules for preventing offenses when dealing with Public Administration.

All the types of sensitive activities related to offenses against Public Administration, especially those referred to in articles 24 and 25 of Legislative Decree 231/2001, must be carried out in compliance with the laws in force, the Code of Ethics, the values and policies of the Company and the rules set out in this Model.

Generally, the organization system of Fameccanica.Data S.p.A must comply with the fundamental requirements of formalization and clearness, communication and separation of roles, especially for what concerns the assignment of responsibility, representativeness, definition of the management hierarchy and of the operational activities.

The company must have organizational instruments (organizational charts, organizational communications, procedures, etc.) inspired to general principles of:

- a) Clear description of reporting lines;
- b) Openness, transparency and accessibility of the powers granted (within the company and towards the third parties concerned);
- c) Clear and formal delimitation of roles, with complete description of each function, its powers and responsibilities.

Internal procedures must have the following characteristics:

- (i) Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- (ii) Written trace of each relevant step of the process (so-called "traceability");
- (iii) Appropriate level of formalization.

In particular:

- The company's organizational chart, the areas of interest and responsibilities of the business functions must be clearly specified and, specifically, through dedicated instructions, made available to all the employees;
- Specific policies and operational procedures must be defined, in order to regulate, among other things, processes for selecting and qualifying the main company suppliers, processes to entrust assignments according to specific evaluation criteria, the management of institutional or random relationships with Public Administration entities, managing gratuities;
- The selection of suppliers in the broad sense, must be separated into stages and distributed between several functions, and the same must apply to the use of goods and services, the check

for compliance with the (active and passive) contractual conditions at the time of preparing/receiving invoices, the management of entertainment expenses, gifts, gratuities and the other offense risk activities;

- Clarity and precision must be applied to determining the roles and duties of the internal managers of each area at risk, on whom powers of directing, driving and coordinating the subordinate functions are to be conferred.

In performing all the operations pertaining to the management of the Company, it is essential also to comply with the rules relating to the administrative, accounting and financial system and management control of Fameccanica.Data S.p.A.

The system of authorizations to act and powers of attorney must be characterized by elements of "certainty" in order to prevent offenses and must allow an effective management of the corporate activity.

"Authorization to act" is represented by the internal act of conferral of functions and duties, reflected in the system of organizational communications. "Power of attorney" is the unilateral legal document with which the company confers upon an individual the power to act in representation of the company itself.

The requisites of the system for the assignment of authorizations to act and powers of attorney, are as follows:

- a) All the people who maintain relationships with the domestic or foreign Public Administration on behalf of the Company, must be conferred with an appropriate formal authorization to act and, if needed, with a power of attorney as well;
- b) For each power of attorney including the power to represent the company toward third parties an internal authorization to act which describes the related management power must exist;
- c) Authorizations to act must match each power with its responsibility and with an appropriate position in the organizational chart, and must be expressly accepted with firm date;
- d) Each authorization to act must specify and clearly describe the following:
 - Duties of the authorized party, specifying their scope;
 - The entity (body or individual) to whom the authorized party reports;
- e) The authorized party must be given spending powers appropriate to the functions conferred;
- f) The power of attorney must clearly specify the cases when the powers conferred decay (revocation, transfer to different duties which are incompatible with those which the power of attorney was given for, firing, etc.);
- g) The system of authorizations to act and powers of attorney must be promptly updated.

The Supervising Body checks periodically, helped by the other competent functions, the system of authorizations to act and powers of attorney in force as well as their consistency with the whole organizational communication system. It recommends any changes if the management power and/or the role does not correspond to the representation powers conferred upon the delegated party or if there are any other anomalies.

The System of authorizations to act and powers of attorney makes up the supervising protocol to be applied to all the sensitive activities.

The Corporate Bodies and the Managers of Fameccanica.Data S.p.A., directly, the employees, the commercial Consultants and Partners - just for what concerns the obligations set out in the specific procedures and behavioral codes and in the specific clauses set out in the contracts implementing the following principles respectively – must comply with the following general principles:

- Strict compliance with all the laws and regulations that regulate the corporate activity, with special reference to activities involving contacts and relationships with the Public Administration;
- Establishment and maintenance of any relationship with the Public Administration based on criteria of maximum fairness and transparency;
- Establishment and maintenance of any relationship with third parties in all the activities regarding the performance of public functions or public services based on criteria of fairness and transparency which guarantee the good fulfillment of the function or service, as well as the impartiality in carrying them out.

Consequently, it is forbidden to:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (articles 24 and 25 of Legislative Decree);
- Break the rules set out in the procedures, Code of Ethics and documents adopted to implement the reference principles of this document;
- Break the principles and rules set out in the Code of Ethics adopted.

More specifically, it is forbidden to:

- a) Give money donations donate money to Italian or foreign public officials;
- b) Distribute gifts and gratuities beyond the provisions of the Code of Ethics and of the implementing procedures. In particular, any kind of gift to Italian and foreign public officials (including in those Countries where making gifts is a common practice), or to their families, that may affect their autonomy of judgment or persuade them to ensure any kind of advantage to

Fameccanica.Data S.p.A., is forbidden. The gifts, grants and sponsorships allowed must always be of small amount or must be intended for promoting charity or cultural actions. The gifts given, except for those of poor value, must be documented appropriately in order to allow the Supervising Body to carry out the appropriate verifications (gratuities for charitable or cultural purposes shall be granted according to a specific procedure);

- c) Grant benefits of any kind ((promises of employment, etc.) to Italian or foreign Public Administration representatives that may result in the same consequences mentioned in point b) above;
- d) Provide services or determine fees of any kind in favor of Commercial Consultants and Partners which are not adequately justifiable in relation to the contractual relationship established with them or in relation to the type of engagement to be performed, and with prevailing local practices;
- e) Receive gifts, gratuities or advantages of any nature, should they go beyond the ordinary commercial and courtesy practices; whoever receives gifts or advantages of any other nature not falling under the cases allowed, must inform the Supervising Body, according to the set procedures;
- f) Submit false statements to national or community public authorities in order to obtain public funds, contributions or subsidized loans or, in general, such as to mislead the State or any other public authority and damage it;
- g) Use the amounts received from national and community public authorities as funds, contributions or loans, for purposes that are different from those they were intended for;
- h) Tamper with the functioning of computer and telecommunication systems and manipulate the data contained in them.

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2 Specific behavior and organizational rules for preventing offenses when dealing with Public Administration.

The reference principles related to corporate procedures aimed at preventing offenses in the relationships with the Public Administration are listed below.

3.2.2.1 General and specific behavior and organizational rules for managing relationships with the Public Administration in order to obtain administrative measures (such as authorizations, licenses, concessions, permissions, etc.) as well as to carry out fulfillments

before it (communications, statements, submission of deeds and documents, etc.) for performing the corporate activities.

The procedure contained herein requires the following:

- Separate the duties among the people responsible for establishing contacts with the public entity to ask for information, drafting the application, submitting the application, managing the authorization, establishing specific control systems (e.g. fill in information sheets, call special meetings, record the main deliberations) in order to guarantee the compliance with process integrity, transparency and fairness criteria;
- Specific protocols to check and make sure that the documents that must be produced are true and correct (e.g. joint check by the person responsible for the application submission and the person responsible for controlling the authorization management) and control criteria (deadlines, charts, internal training), as well as the related responsibilities in order to ensure that the relevant data are transmitted to the Public Administration within the deadlines;
- Specific information flows between the functions concerned as part of a collaboration, mutual surveillance and coordination;
- Identify the subject in charge of representing the Company before the granting Public Administration, which must be conferred with an appropriate authorization to act and power of attorney, as well as specific periodical reports about the tasks carried out both to the Supervising Body and the person responsible for the function in charge of managing said relationships;
 - A clear and accurate description of the roles and duties of the function responsible for controlling the attainment and the management of authorizations, especially as regards the factual and legal grounds which the submission of the related request shall be based on;
 - Should the relations with the Public Administration be outsourced, a clear and accurate description of the contractual relationship with the consulting firm or external professionals, and the presence of a clause providing for the acceptance of clauses 231 by the counterparty;
- Define the roles and responsibilities of the consultants involved and their decision-making process to manage the negotiation of the agreed amounts;
- Specific forms of periodic reporting to the Supervising Body.

Following the procedures above, the single sensitive processes of the several Functions/Departments of Fameccanica.Data S.p.a.

The Product Supply Department must:

- Define the tasks, roles and responsibilities of managing relationships with Customs authorities as concerns the exportation of hazardous goods abroad;
- Arrange the management of exportation and importation of raw materials and finished products, specifying the roles and responsibilities of the people concerned, the stages of the procedure for preparing the related documents and delivering them to the authorities, including customs.

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2.2 Specific behavior and organizational rules for managing the relationships with the Public Administration, including in case of environmental verifications/inspections

According to the following procedures establishing the methods and the functions representing Fameccanica.Data S.p.A. in the management of relationships, inspections and verifications in relation to environmental protection, the company must:

- Give a special power of attorney to the people responsible for the functions involved in inspections and/or verifications in order to grant them the power to represent the company before public authorities (in particular, Revenue Agency, Finance Police, Italian Regional Environmental Protection Agency, Local Health Unit, Ecology Operative Unit, State Forestry Corps, Forestry and Environmental Protection Investigation Units, NAS, Anti-Adulteration Police Units, as well as the other Law Enforcement Agencies responsible for environmental issues) in case of inspection and/or verification;
- Give a special power of attorney to the function in charge of representing the Company before the Public Administration which is granting an administrative measure or which a communication is addressed to;
- Have the attorneys above draw up an information report on the activities carried out during the inspection containing, among other things, the names of the officials met, the requested and/or submitted documents, the entities involved and a resume of the verbal information requested and/or provided; if more entities take part in the inspection, the report must be drawn up jointly;
- Arrange a method for filing the documents related to the activity in question. In particular, the methods used to keep track of the applications, authorizations, communications and any

other data sent to Public Administration entities must be specified, in order to make sure that the documents are immediately available in case of request;

- Arrange a preliminary communication method in order to inform the entities in charge on inspection notices, as well as their role in orienting, supervising and monitoring;
- Establish when and how to refer to any other function or, if needed and urgent, inform the Chief Executive Officer and/or the Executive Committee;
- Arrange specific forms of periodic reporting on the management to the Supervising Body.

The Product Supply Department must:

- Define the roles and responsibilities for managing the asset distribution process;
- Select the enterprises coping with waste management and disposal being compliant with the law and having the specific certifications;

The following provisions intended for the single sensitive processes of the several Functions/Departments of Fameccanica.Data S.p.a. add to the procedures above:

In order to assign the specific areas of responsibility and representation, in compliance with the Company's general principle and organizational system, the following must be done:

- A special power of attorney must be given to the people responsible for the functions involved in inspections and/or verifications in order to grant them the power to represent the company before public authorities (in particular, Revenue Agency, Finance Police, Italian Regional Environmental Protection Agency, Local Health Unit, Ecology Operative Unit, State Forestry Corps, Forestry and Environmental Protection Investigation Units, Anti-adulteration and Health Police Unit, as well as the other Law Enforcement Agencies responsible for environmental issues) in case of inspection and/or verification;
- A specific authorization to act must be given to the function in charge of representing the company before the Public Administration which is granting an administrative measure or which a communication is addressed to;
- A special power of attorney must be given to the people responsible for the functions involved in inspections and/or verifications in order to grant them the power to represent the company before public authorities (in particular, Revenue Agency, Finance Police) in case of inspection and/or verification;
- A specific authorization to act must be given to the function in charge of representing the company before the Public Administration which is granting an administrative measure or which a communication is addressed to.

3.2.2.3 Specific behavior and organizational rules for managing the attainment and/or management of contributions, grants, funds, insurances or guarantees given by public entities.

The procedures below concerning said sensitive activity:

- Require segregation of duties among the people responsible for monitoring the opportunities to obtain contributions and/or funds granted by public entities, establishing contacts with the public entity to ask for information, drawing up the application, submitting the application and managing the contribution and/or fund granted, establishing specific control systems (e.g. fill in information sheets, call special meetings, record the main deliberations) in order to guarantee the compliance with process integrity, transparency and fairness criteria;
- Concern all the entities involved in the process, detailing those who have direct contacts with public entities, formally highlighting the tasks to be performed in order to carry out each of the operational steps established, until the process is completed, including all the fulfillments on any checks by the competent entities and the methods used to ensure the proper allocation and reporting of the funds obtained;
- Provide for the control and check of the documents that must be produced to obtain the contribution and/or fund to be true and correct (for example, joint check by the person responsible for the application submission and the person responsible for controlling the management of the contribution and/or fund);
- Provide for the creation of specific information flows between the functions involved as part of a collaboration, mutual surveillance and coordination;
- Are intended for the person in charge of representing the company before the granting Public Administration, domestic or foreign, who was conferred with an appropriate authorization to act and power of attorney, and provide for the implementation of specific forms of periodical reports about the tasks carried out toward the Supervising Body;
- Require a clear and accurate description of the roles and responsibilities of the entity in charge of making sure that the actual purpose of use of the contribution and/or grant issued and the "official" purpose it was obtained for are the same, by arranging the appropriate forms of periodical reporting to the Supervising Body.

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2.4 Specific behavior and organizational rules for managing the relationships with the different Tax Authorities.

The procedures contained herein require to:

- Clearly define the roles and tasks of the entities responsible for managing the contacts with the competent Tax Authorities during all the stages of said relationship, from the initial reply to any questionnaires to dispute settlement.
- Give a special power of attorney and/or general or special delegation of powers from time to time on the people in charge of said tasks.
- Guarantee proper segregation of duties in relation to the relevant tax return statements or of withholding agents and while performing the different activities, putting in place controls (e.g. filling out information sheets, calling special meetings, recording the main deliberations) to make sure their requests of information to the authority offices above are regular and legitimate;
- Identify the staff in charge of managing the several tasks and supervising them (in particular, the supervision methods and periods must be specified) and make sure that the activities for determining, account recording and paying the tax burden are properly separated.
- Define the methods for filing the documents related to the activities in question, in order to make sure that the documents are immediately available in case of request;
- Specify the main internal control measures when managing the relationships with Tax Authorities;
- Check and make sure that the documents addressed to the Public Administration are true and correct. (e.g. joint check by the person responsible for the application submission and the person responsible for managing the relationships with the Public Administration);
- Create specific information flows between the functions involved as part of a collaboration, mutual surveillance and coordination;
- Identify the entity in charge of representing the company before the public entity, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body;
- Give a special power of attorney to the people responsible for the functions involved in inspections and/or verifications in order to grant them the power to represent the Company before public authorities in case of inspection and/or verification;
- Draw up an information report by the attorneys of the activities carried out during the inspection containing, among other things, the names of the officials met, the requested and/or

submitted documents, the entities involved and a resume of the verbal information requested and/or provided; if more entities take part in the inspection, the report must be drawn up jointly;

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2.5 Specific behavior and organizational rules for managing relationships with the Public Administration in case of verifications and inspections, as regards safety and hygiene at the workplace (Legislative Decree 81/08) and the compliance with the precautions provided for by laws and regulations for hiring employees for special tasks

In addition to the fulfillments and obligations imposed by the regulations on the protection of safety and hygiene at the workplace, the specific procedures contained below identify the methods and the entities responsible for managing the inspections and verifications carried out by the public officials and criminal investigation officers (including, but not limited to, officials of local authorities, Carabinieri, Local Health Unit officials).

The procedures contained herein require to:

- Clearly define the roles and tasks of the entities responsible for managing the initial contacts with the Public Administration, providing for controls (for example, filling out information sheets, calling special meetings, recording the main deliberations) on the regularity and legitimacy of information requests by Fameccanica.Data S.p.A. to Public Administration's offices;
- Create specific information flows between the functions involved as part of a collaboration, mutual surveillance and coordination;
- Appoint the entity in charge of managing the relationships with the Public Administration which, in case of inspections by Public Administration entities, is authorized to manage said verifications and, also provide for the recording of the activities performed during verifications.
- Identify the method for filing the documents related to the sensitive activity;
- Periodically disseminate safety and health regulations, leaving proper track of the dissemination of the rules within the company;
- Specify the main internal control measures when managing the relationships with the Public Administration;

- Have the attorneys above draw up an information report on the activities carried out during the inspection containing, among other things, the names of the officials met, the requested and/or submitted documents, the entities involved and a resume of the verbal information requested and/or provided; if more entities take part in the inspection, the report must be drawn up jointly;
- Set up specific forms of periodic reporting on the management to the Supervising Body.

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2.6 Specific behavior and organizational rules for managing social security treatment for staff (social contribution statements and payments and communications to the competent authorities: National Social Security Institute, Workers Compensation Authority, Labor Inspectorate, etc., related to the employment relationship) and managing relationships with the Public Administration in case of the relevant verifications and inspections

The procedures contained herein require:

- Clearly define the roles and tasks of the entities responsible for managing the first contact with Social Security Bodies and performing the several activities, providing for controls (for example, filling out assessment sheets, calling special meetings, recording the main deliberations) on the regularity and legitimacy of their information requests to Social Security Bodies' offices;
- Specific information flows between the functions concerned as part of a collaboration, mutual surveillance and coordination;
- The indication of the function that prepares the forms to submit to Social Security Bodies;
- The identification of the staff in charge of managing the several activities and supervising them (in particular, the supervision methods and periods must be specified);
- The arrangement of a method for filing the documents related to the activity in question. In particular, among other things, the methods used to keep track of the applications, authorizations, communications and any other data sent to Public Administration entities must be specified, in order to make sure that the documents are immediately available in case of request;
- Description of the main internal control measures when managing the relationships with the Public Administration;

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2.7 Specific behavior and organizational rules for managing in-court and out-of-court disputes

The specific procedures below define the methods and the terms for managing tax and legal disputes, and require to:

- Identify and segregate the tasks related to claim receipt, verification of the point of contention effectiveness, out-of-court and in-court dispute management;
- Identify the corporate functions in charge, from time to time, of managing the file and the methods and the terms for immediately transmit the claim to the function concerned, as well as decide on any need for initial and periodic reports to be transmitted to the corporate functions specified;
- Arrange specific information flows between the functions concerned with mutual verification and coordination purposes;
- Provide for specific periodic reporting lines from the department managing the file to the General Management and the cases when the information shall be sent to the Managing Directors and the Board of Directors as well;
- Establish times and methods to inform the Supervising Body, the Board of Statutory Auditors and the External Auditors;
- Establish that any negotiation and/or settlement shall be handled by the function owning an ad litem special power of attorney and authorization to act, granting the power to settle or negotiate the dispute;
- Define the methods to select external lawyers used by the company, by keeping track of the reasons why a certain professional has been selected to handle the specific;
- Monitor the activities carried out by the Company on the work of the external lawyers appointed (in particular, among other things, on the fees and expense refunds requested).

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2.8 Specific behavior and organizational rules for staff selection and management

The specific staff selection and management procedure herein requires the following:

- Clear provisions for managing the staff selection, hiring and incentive process, in accordance with the staff selection procedure established on a group level;
- A clear definition of the roles and tasks of the entities responsible for staff selection and management;
- control on the identification of potential conflicts of interest with the company and/or parent and associated companies (for example, previous employment relationships with the Public Administration, during which inspection activities were carried out on the company or the group's companies, whether directly or by family members);
- A structured candidate assessment system and the related standard forms to be filled out by the recruiters, in order to make sure that the reasons why a candidate has been recruited/discarded can be traced back;
- The management of staff incentives;
- The definition of the methods for filing the documents related to the activities in question, in order to make sure that the documents are immediately available in case of request;

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2.9 Specific behavior and organizational rules for the supply of goods, services and consultancies

The goods and service supplying procedure herein requires the following:

- Implement objective criteria for the selection of the purchase methods used (single source supplier, private negotiation, tender);
- Apply the criteria for selecting and qualifying the potential suppliers and external consultants which will be characterized by methods that guarantee the participation by multiple suppliers, except duly documented specific cases, and by equal opportunities to participate in the selection;
- More than two suppliers participate in the tender, except in exceptional and duly documented cases, and subject to prior formal authorization by the person in charge of the procedure. ensure, including through appropriate documents, that the suppliers/external consultants

participating in the tender are professionally, financially, organizationally and morally suitable;

- Set the criteria to check on the regularity and legitimacy of their information requests to Fameccanica.Data S.p.A. representatives and on the fact that documents submitted by them are complete and true;
- Specific information flows between the functions concerned as part of a collaboration, mutual surveillance and coordination;
- Draw up written contracts and/or orders which completely specify the needs, methods, contents and timing of the supply itself;
- Identify the entity in charge of representing the company before potential supplier/third party consultant, which must be conferred with an appropriate authorization to act and power of attorney, as well as specific periodical reports about the tasks carried out both to the Supervising Body and the person responsible for the function in charge of managing said relationships;
- Separate the duties among the people responsible for arranging, publishing and managing the call for tenders, providing for specific methods to check whether the offers submitted are true or not;
- When arranging the call for tenders specifications, involve, upon request by the Functions concerned, the Lawyer and the people responsible for the corporate functions requesting the supply, through communication and control systems that ensure the contents of the call for tenders to be shared, according to the respective competences, as well as the traceability of each step;
- Separate the tasks concerning offers evaluation, tender awarding, contract closing and data input into software applications; if said separation lacks, special information flows to Supervising Body are required;
- Clearly and accurately define the subjects appointed to control and make sure that the purchase orders have been placed correctly by the suppliers as well as the methods for carrying out said control;
- The prohibition, in accordance with the Code of Ethics provisions, to accept money or any other avails or benefits by the suppliers, including through intermediaries, should they go beyond the ordinary courtesy practices, in compliance with the provisions of this document.

Provisions intended for the single sensitive processes of the several Functions/Departments of Fameccanica.Data S.p.A. add to the procedures above:

The Product Supply Department must:

- Apply objective criteria for the selection of the purchase methods used (single source supplier, private negotiation, tender);
- Clearly define the roles and responsibilities of purchase departments and requesting entities;
- Define the documents to be filled in and filed during supplier selection;
- Make sure that the signatory powers already existing in practice regarding the purchase of scientific information reprint rights are appropriate;

3.2.2.10 Specific behavior and organizational rules for managing financial resources

The specific financial resources management procedures herein provide for the implementation of the following:

- Clear and accurate definition of the tasks and responsibilities of the entity in charge of managing and controlling financial resources;
- Special yearly and quarterly reporting lines to the Chief Executive Officer and the definition of a formal and periodical financial resource planning system;
- Transmission of data and information to the entity responsible for controlling the resources through a system (also computer system) which makes it possible to trace the single steps and identify the entities inserting data into the system;
- Segregation among the subjects in charge of the tasks concerning financial resource control and management, introducing special information flows to the Supervising Body;
- Regulations on the conditions and methods for allocating funds to the several corporate functions, establishing that the allocation by the entity in charge of the management is subject to prior verification that the use is reasonable and necessary and the purpose is legal. The limits of the management shall be established by the Managing Director through a system of delegations of expense powers assigned to each person responsible for organizational functions at Fameccanica.Data S.p.A.;
- The definition, in particular, of the types of promotion, entertainment and gratuity expenses allowed, the amount limits and the necessary authorizations for each corporate function involved.

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.2.2.11 Specific behavior and organizational rules for managing travel and entertainment expenses, gifts, gratuities, advertisement and sponsorships

The procedure aimed at regulating entertainment expenses and gifts, gratuities and bailments herein includes the following:

- The prohibition to carry out promotional and advertising activities on the products for which they are forbidden by the law;
- The organization of meetings and congresses, with special reference to the roles and responsibilities for the selection of the organizing companies, by defining the criteria for managing any conflict of interest;
- That the activities regarding donations/gratuitous bailments to entities outside the company be formalized by entities with appropriate signature powers in order to stipulate donation and bailment contracts thereof;
- The management of gifts, describing in an accurate way the checks to perform on said activity (and its tools), while always guaranteeing the opposition of interests in said control activity;
- The clear definition of the entities owning exclusive powers to decide on entertainment and/or promotion expenses, the gifts and any other gratuities;
- The process for authorizing entertainment and/or promotion expenses and gifts, separating the duties into who decides, who authorizes and who supervises on said expenses;
- The type of entertainment and/or promotion expenses and gifts allowed;
- The definition of the maximum limits of entertainment and/or promotion expenses and the maximum values of gifts;
- The traceability of the necessary documents (so-called "track") allowing to trace the identity of the beneficiaries of entertainment and/or promotion expenses and gifts;
- The tracking of the gifts given.

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.3 Reference principles common to other types of sensitive activities

For the purpose of completeness, the specific procedures herein in application of the reference principles for the creation of the Model provide for the following:

- that all concessions of gratuities shall be managed by the General Management following specific rules;

Furthermore, always in compliance with the general behavior principles and the prohibitions described, a specific procedure must be established aimed at regulating entertainment expenses and gifts, which defines, in particular:

- The entities owning exclusive powers to decide on entertainment promotion expenses, the gifts and any other gratuities;
- The process for authorizing entertainment expenses and gifts, separating the duties into who decides, who authorizes and who supervises on said expenses;
- The description of the type of entertainment expenses and gifts allowed;
- The definition of the maximum limits of entertainment expenses and the maximum values of gifts;
- The traceability of the necessary documents (so-called "track") allowing to trace the identity of the beneficiaries of entertainment expenses and gifts;
- The tracking of the gifts given.

The behavior and organizational rules above shall also be complied with while establishing relations and dealing with the Public Administration, in execution and in the occasion of the services provided to the associated companies.

3.4 Sensitive activities related to computer crimes and illegal data processing.

The types of sensitive activities related to computer crimes and illegal data processing under article 24-bis Legislative Decree no. 231/2001 are listed below.

Within the management of computer and telecommunication systems, we mainly refer to the management of the following activities:

- Access to corporate systems and network, to data, electronic media and their backup;
- Use of software, equipment, computer devices or programs;
- Phone calls (internal and external);
- Installation, verification and implementation of network safety measures;
- Data filing and keeping.

Said activities are considered sensitive both if performed by the corporate staff and by third parties acting upon appointment by or on behalf of the Company.

Therefore, the area of risk of the potential offense mentioned is the use of the corporate IT network as integrated system of infrastructures, connections, services available to the employees according to the different access possibilities to the fixed or mobile workstation (as an example, through servers, e-mail, Internet, centralized or peripheral record, as well as through the use of any other data and conversation transmission type or tool).

In addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to:

- All the business activities carried out by the staff through a direct or indirect contact with the company's and the associated companies' network, e-mail service, Internet access or any other data sharing system;
- the management, even if assigned to third parties, of the company's and associated companies' IT network in order to ensure their functioning, maintenance and the evolution of their technology platform and computer safety devices.

3.4.1 General behavior and organizational rules for preventing computer crimes and illegal data processing

During the execution of all operations pertaining to the management of the company IT network, the Employees and, as relevant to them, the Corporate Bodies, shall adopt and respect, the following:

1. The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
3. In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 24-*bis* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

Consequently, the above mentioned entities must strictly comply with all the current laws, and in particular, must:

1. Act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities aimed at managing the corporate IT network and the personal information connected to their work, in accordance with their role within the corporate organization;
2. Not disclose information about corporate IT systems or information gathered by the use of said systems or the corporate network;
3. Not use corporate IT systems for purposes which are unrelated to the task performed or against the Code of Ethics;
4. Not commit acts, including with the help of third parties, aimed at accessing other people's IT systems in order to illegally acquire, damage or destroy their contents, or acts aimed at disabling the company's and third parties' systems, or impair their functioning;
5. Neither use access codes to IT and telecommunication systems illegally nor disclose them;
6. Not commit acts aimed at destroying or altering computer documents with evidential value, or documents that must be kept, unless upon specific authorization.

In particular, it is expressly forbidden to:

7. Bypass or try to bypass corporate safety mechanisms (e.g. antivirus software, etc.);
8. Use or install programs other than those authorized by the IT and telecommunication systems managing function;
9. Keep or disseminate access codes to third parties' or public authorities' IT and telecommunication systems;
10. Leave the assigned personal computer unlocked and unattended;
11. Disclose the authentication credentials to access the corporate network (username and password);
12. Access the corporate network and programs with an ID code other than the one assigned.

The recipients must comply with the obligations, provisions and directions above also when performing and during activities involving associated companies.

In general, the employees must comply with the regulations in force on data processing and the use of IT and telecommunication systems and protect the confidentiality of the information handled.

In turn, the Company shall implement the following general actions:

1. Adequately informs the employees on the importance of keeping access codes confidential, using the corporate IT resources properly, the need for protecting the confidentiality of the computer data entrusted;
2. Sets up IT systems to automatically block in case they are not used for a prolonged period;
3. Provides for an Internet connection access only to the employees who need one for corporate operational purposes;
4. Equips the places where personal data are kept and, in general, the processing centers with appropriate closure systems, and establishes that the surveillance of said instructs be entrusted to the functional director;
5. Equips the IT and telecommunication network with protection and prevention systems against the illegal installation of devices for intercepting, obstructing, preventing and interrupting the communications within them;
6. Equips computer systems with appropriate measures such as firewall and antivirus software, and takes care of their update and implementation, and provides for systems preventing them from being disabled.
7. Restricts the access to sensitive Internet websites, which are considered as potential means for virus spreading which can lead to damage to the IT system or the destruction of the data included therein, as well as any other and potential prejudice to the corporate activity;
8. Prevents, on the Company's IT systems, the installation and use of software through which it is possible to exchange files (video and/or audio, etc.) with other entities within the Internet network for purposes other than those of the company;
9. If wireless connections are used to access the corporate Internet network, it establishes the protection of the network through access keys that prevent third parties from using it illegally;
10. Provides for an authentication process through a procedure to assign a username and a password matching a specific profile for each employee or category;
11. Restricts access to the corporate IT network from the outside, by adopting and keeping different or additional authentication systems from those arranged for the Recipients' internal access.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of the measures provided in order to prevent the offenses referred to in article 24-*bis* of Legislative Decree 231/2001, from being committed.

The Functions involved in the management of IT systems and data processing must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

3.4.2 Specific behavior and organizational rules for preventing computer crimes and illegal data processing.

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures contained herein concerning computer systems management and data processing activities, require the Company to:

- Identify the activities, roles and responsibilities;
- Define the guidelines establishing, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management of systems and data processing, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Furthermore, the internal procedures included herein set out the following:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

As regards the behavior and organizational rules regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said Authorities and the Supervising Body, even during inspections, the specific procedures require the company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;

- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

In order to further specify the general behavior rules mentioned above, it is expressly and specifically forbidden to:

1. Send anonymous e-mails or e-mails containing false personal details, by replacing or hiding the personal identity to that purpose;
2. Introduce computers, peripherals, other equipment or software inside the company without prior authorization by the function in charge;
3. Change the setup of one's workstation;
4. Acquire or use software and/or hardware tools aimed at compromising the safety of the IT and telecommunication systems (such as systems to detect passwords, identify vulnerabilities, decode encrypted files, intercept traffic, etc.) or causing any other prejudice to the corporate assets and activities;
5. Obtain access credentials to the company's or third parties' IT and telecommunication systems, in deviation of the assignment procedures authorized by the Company;
6. Disclose, transfer to or share with staff inside or outside the Company one's credentials to access the company's or third parties' systems and network;
7. Tamper with, steal, erase or destroy the company's or third parties' computer assets, including archives, data and programs;
8. Carry out unauthorized tasks aimed at damaging the corporate IT system safety controls;
9. Commit intrusions into the company's or third parties' computer or telecommunication systems aiming at gain access to resources, data or information other than those authorized, even if said intrusion does not damage the data, programs or systems;
11. Tell unauthorized people, both inside and outside the company, about what is being controlled and the control procedures on the company's IT systems;
14. Give reserved data and information, or any other data or information not intended for dissemination, to third parties (commercial, organizational, technical).

The behavior and organizational rules above must be complied with even during activities performed to associated companies.

3.5 Sensitive activities related to organized crime offenses

Organized crime offenses are referred to under article 24-ter of Legislative Decree no. 231/2001 as introduced by Law no. 94 dated 15 July 2009, which includes provisions on public security (hereinafter "**Organized crime offenses**").

The article above has therefore extended the list of the so-called predicate offenses as the following were added:

- Criminal organization (article 416, Criminal Code);
- Criminal organization aimed at committing the crimes of reduction to or maintenance of individuals in slavery or servitude, human trafficking, purchase and sale of slaves, trafficking in human organs removed from a living person, and crimes related to the breach of the provisions against illegal immigration referred to in art. 12 of Legislative Decree 286/1998 (article 416, paragraph 6, Criminal Code);
- Mafia-type organization (article 416 bis, Criminal Code);
- Crimes committed under the circumstances referred to in article 416-bis of the Italian Criminal Code for mafia-type organizations or in order to facilitate the activity of said organizations
- Swapping votes for favors with mafia-type organizations (article 416-ter, Criminal Code);
- Kidnapping for extortion (article 630, Criminal Code);
- Association for the purpose of unlawful trafficking in narcotic drugs or psychotropic substances (article 74, Decree of the President of the Republic no. 309 dated 9 October 1990);
- Illegal manufacture, introduction into the Country, sale, transfer, possession and shelter in a public place or open to the public for war weapons or warlike arms or part of those, explosives, and illegal arms, as well as additional common firearms excluding those provided by article 2, paragraph 3, of Law 110 dated 18th April 1975.

A preliminary analysis showed that the cases referred to in articles 416 ter and 630 of the Italian Criminal Code, article 74 of Decree of the President of the Republic no. 309/90 and article 407 paragraph 2, letter a) no. 5 of the Italian Code of Criminal Procedure shall not be applied to the Company.

It should also be considered that Law no. 146 dated 16 March 2006 has introduced a new category of "cross-border crimes". The purpose of the law mentioned above is to provide more effective preventive and repression tools against international criminal organizations, which need to be fought with the cooperation of different Countries.

Pursuant to article 3 of said law, cross-border crimes are those crimes that are punished with a penalty of no less than four years of imprisonment, should they involve an organized crime group, as well as:

- Are committed in more than one Country;
- Or are committed in one Country, but a substantial part of their preparation, planning, management and control is carried out in another Country;
- Or are committed in one Country, but they involve an organized crime group performing criminal activities in more than one Country;
- Or are committed in one Country but have substantial effects in another Country.

Article 10 lists the criminal offenses that result in the organization's administrative liability, should the constitutive elements of a cross-border crime listed above and, naturally, the criteria referred to in the Decree (commitment of offenses by a senior manager or an employee in the interest or to the advantage of the organization) for the imputation of liability to the organization exist. The crimes under article 10, in addition to the already mentioned articles 416, 416 bis Criminal Code and article 74 of Decree of the President of the Republic no. 309/90, are the following:

- Criminal organization for the purposes of smuggling foreign processed tobacco (article 291-quater Decree of the President of the Republic no. 43 dated 23 January 1973);
- Incitement to not testify or to bear false testimony before the judicial authority (article 377-bis, Criminal Code);
- Aiding and abetting (article 378, Criminal Code);
- Provisions against illegal immigration (article 12, paragraphs 3, 3-bis, 3-ter and 5 of Legislative Decree no. 286 dated 25 July 1998).

It is hereby specified that some crimes were included in this section of the Organizational Model just prudentially, because although there are no specific elements from which the existence of actual risks can be assumed, those are crimes on which the Company wants to keep a high level of attention.

The description of the crimes above, especially those committed in association, show how through associations, other crimes expressly provided under Legislative Decree 231/2001, or

crimes that do not fall under the types of offenses which result in the Organization's individual administrative liability, may be perpetrated. The types of offenses provided for under Legislative Decree 231/2001 were analyzed and described in the related sections of this Special Section (to which reference should be made), whether they are committed in association or not. On the contrary, the Company deems herein appropriate to pay special attention to the type of tax offenses which, although it is not expressly provided in the Decree, still implies some risks in relation to its operations, meaning those related to tax offenses.

The tax offenses, as per Legislative Decree 74/2000 concerning the "*new discipline of offenses on income tax and VAT, pursuant to article 9 of law no. 205 dated 25 June 1999*", are the following:

- Fraudulent tax return using invoices or other documents for non-existing operations;
- Fraudulent tax return through contrived acts;
- Untrue tax return;
- Failure to file tax return;
- Issue of invoices or other documents for non-existing operations;
- Hiding or destruction of accounting records;
- Failure to remit certified or due withholdings;
- Failure to remit VAT;
- Unlawful compensation;
- Deliberate non-payment of taxes.

Said activities are considered sensitive both if performed by the corporate staff and by third parties acting upon appointment by or on behalf of the Company.

The area of interest of the potential criminal conduct mentioned above is connected to all corporate functions:

3.5.1 General behavior and organizational rules for preventing organized crime offenses

The types of sensitive activities related to organized crime offenses under article 24-ter of Legislative Decree no. 231/200 are listed below:

- Selection and management of employees and partners;
- Filling out, keeping, storing and preparing the accounting records and collateral activities, and accounting and tax compliance management;
- Selection of commercial/financial partners and the handling of the relationships with them.

In addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to all the corporate activities carried out by the staff through a direct or indirect contact with conception, formulation, creation, production and release on the market of the corporate product, as well as all the corporate activities potentially affecting the business area of competing companies.

While performing their activities/functions, in addition to knowing and complying with the Code of Ethics provisions, operational procedures and any other internal standards related to Corporate Governance, the employees (top managers and subordinated) shall comply with the behavior rules contained in this Model.

In particular, this section expressly prohibits to act in a way as to constitute one of the types of offenses above or behaviors that, although they are not a type of offense, may potentially constitute one of the offenses herein. Consequently, the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must expressly not:

- a. Receive financing from individuals, companies or organizations convicted of acts of terrorism or subverting law and order, whether they are Italian or foreign companies, included in the so-called "Countries List" and/or with natural persons or legal entities included in the so-called "Names List" (hereafter jointly referred to as the "Lists") connected to international terrorism which may be found on the website of Banca d'Italia;
- b. Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 24-ter of Legislative Decree 231/2001);
- c. Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

Consequently, the above mentioned entities must strictly comply with all the current laws, and in particular, must:

1. Act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities connected to their work, in accordance with their role within the corporate organization;
2. Promptly inform the Company and/or the Supervising Body on having become a suspect or accused in a criminal trial for organized crime offenses;

3. Promptly inform the Company and/or the Supervising Body if, while performing their job, they receive reliable news that a supplier, a consultant or a customer is undergoing a criminal trial for organized crime offenses as a suspect or accused;
4. Immediately inform the Company and/or the Supervising Body if, while performing their job, they receive or notice that other people receive pressure, threats, intimidation or requests that may be connected in any way to criminal organizations;
5. Request, during the procedures to check and identify the counterparts and any entities on behalf of which they act, the necessary information in order to assess their reliability; said verification may occur by collecting data and proper documents (e.g. name, registered office and tax code); additionally, as regards the legal persons with which commercial relationships and service supply agreements are established, for which the Company issues or receives invoices, it is necessary to verify the VAT number and any other element useful to confirm the actual existence and structure of the third company and the activities specified in its corporate purpose;
6. Select suppliers, partners and consultants according to objectivity, competence, cost effectiveness, transparency and fairness principles and based on objective criteria such as the existence of appropriate titles, quality, price, capability to supply and guarantee goods or services on an appropriate level;
7. Verify the regularity of payments in commercial transactions, especially making sure that flows are directly related to the subjects holding the contractual relationship, and to this purpose update the counterpart records;
8. Ensure that each economic transaction involving the transfer of money by or to the Company is fully and accurately recorded on the company books.

It is expressly forbidden to:

- Establish and keep relationships with entities (potential customers, potential suppliers, potential consultants) that are undergoing criminal trials, of which the Company has formally been informed, or that do not meet the requirements set by the Company for corporate relationships with third parties;
- Establish and keep commercial or contractual relationships with entities which pursue, through their activities, purposes that are incompatible with the provisions of this Model as specifically regards the traceability of the origin of the goods and services under the related contract;
- Take part in or start the execution of money transfer operations through payment instruments which are not provided for in authorized procedures;
- Establish and keep commercial or contractual relationships with entities (meaning individuals or legal persons outside the corporate organization residing or having their headquarters in a

Country which is included in the list of the countries not considered as non-cooperative by the Financial Action Task Force ("*GAFI*") against money laundering, without previously making sure that they pursue, through their activities, purposes that are compatible with the provisions of this Model as regards the traceability of the origin of the goods and services under the contract;

- Receive funds from condemned national or foreign entities (including with no final judgment), or companies or organizations which have been proven responsible (including with no final judgment) for carrying out money laundering, self-laundering and fencing;
- Make donations (including as purchase of shares or stocks) to sentenced national or foreign entities (including with no final judgment), or companies or organizations which have been proven liable (including with no final judgment) for carrying out money laundering, self-laundering and fencing;
- Make negotiations with or, in general, establish or keep business relationships with third parties, both Italian and foreign, included in counter-terrorism blacklists;

In general, the recipients of this Model, even as regards the prevention of organized crime offenses, shall comply with the general and specific organizational and behavior rules of this Model with regard to all predicate offenses, especially cheat to public revenue, bribery and corruption, aimed at terrorism, fencing and money laundering and self-laundering, as well as environmental crimes.

In compliance with the Code of Ethics, the Company shall pay special attention to checking that the accounting and financial activities are correct and transparent, especially as regards tax regulations. It shall consider the regular fulfillment of its tax obligations as a principle of the social and economic cohesion; and shall consider tax evasion as a negative phenomenon for the regular competitiveness and the national equity balance, with consequent prejudice to the companies' business.

Therefore, the Directors and Employees of the competent company departments should constantly and fully comply with the internal regulations on general taxes, tax returns, direct taxes and VAT, including pursuant to Legislative Decree no. 74/00.

All the above in order to prevent the establishment of relationships and agreements among multiple entities, from inside and outside the company, aimed at arranging illegal conducts in general and, in any case, aimed at tax evasion and avoidance.

The Recipients must comply with the obligations, provisions and instructions described above even in the occasion of and during the activities concerning service provision contracts to third parties and especially to associated companies.

In turn, the Company shall implement the following general actions:

- Properly inform its employees on the importance of taking care of complying with laws and regulations against organized crime;
- Arrange procedures to formalize the steps to follow while managing the relationships with the suppliers and third parties in general, intergroup relationships, especially as regards financial flows or flows of goods coming from areas or entities for which reliability procedures must be implemented;

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of the measures provided in order to prevent the offenses referred to in article 24-ter Legislative Decree 231/2001, from being committed, and reserves the right to any appropriate communication to the senior functions of the associated companies.

The Functions involved in the sensitive activities mentioned above must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

The behavior and organizational rules above must be complied with even during activities performed to associated companies.

3.5.2 Specific behavior and organizational rules for preventing organized crime offenses

In order to implement the described rules, in addition to the principles included in this Model, when adopting the specific procedures regarding each type of sensitive activity described, the following reference principles shall be complied with as well.

The specific procedures below on corporate activities considered sensitive, with reference to what is provided for the activities that are already deemed sensitive with respect to other predicate offenses, require to:

- Identify the activities, roles and responsibilities;
- Define, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;

- Arrange a basic training program intended for all the organizational functions involved in the various activities, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Furthermore, the internal procedures included below require the Company to perform the following:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Keep written trace of each relevant step of the process (so-called "traceability");
- An appropriate level of formalization.

As regards the behavior and organizational rules mentioned above regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said authorities and the Supervising Body, even during inspections, the specific procedures require the Company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections or keep the relevant reports signed with the Authorities;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

In order to further specify the behavior rules above, with reference to what is provided for the activities that are already deemed sensitive with respect to other predicate offenses, the Company establishes the following:

1. The obligation to check corporate documents for legal origin and keeping;
2. The obligation to check funds/financial flows for legal origin, by asking the competent functions to provide the related documents;
3. In case of money grants to individuals, companies or organizations, both Italian and foreign, as well as the purchase of shares or stocks in national or foreign legal entities, the need for checking

the seriousness and professionalism of the recipient, as well as the need for making sure that no negative requirements exist as concerns the involvement in actions connected to organized crime activities;

4. Before entrusting consultants and partners with an assignment, the obligation to gather information on the seriousness and professionalism of the person to be appointed (references, CV, etc.), as well as their honorability requirements, by picking consultants enrolled in the appropriate professional associations;

5. As regards contractual relationships in general, the implementation of a special procedure through which the minimum requirements of the offering entities can be established and the assessment criteria of their offers can be fixed;

6. In contractual relationships, in particular, the provision of transparency clauses and consequent express termination clauses in case of breach by the third party contractor due to failure to communicate the lack or the change of the conclusion requirements, if the liability for activities connected to organized crime activities;

7. The obligation to ensure transparency and traceability of the agreements/joint ventures with foreign enterprises in order to make investments.

The behavior and organizational rules above must be set out and complied with even during the activities performed in execution and in the occasion of the supply of services to third parties and in particular to the associated companies.

In relation to the Hiring, managing, training and incentives to the employees and partners, in order to prevent any criminal infiltrations while performing the company's business, all company staff - each of them according to their responsibilities - shall have the following obligations:

- All company staff shall not accept any request that is contrary to the law in any way and shall inform their immediate manager so to inform the Police Authorities and file any necessary complaints;
- Each company staff member must immediately inform the Police Authorities in case of attack to corporate assets or threats, by providing all the necessary information as to both the single harmful act and any additional relevant circumstances, including previous ones, and file any necessary complaints;
- The managers of the single company units shall guarantee appropriate surveillance inside the facilities, so that the access is allowed to authorized staff or vehicles only, based on the rules set by the Company's top management;

- The managers of the single company units, also because of any warnings received, shall consider the opportunity to activate IT and video surveillance systems aimed at recording each access to the company's areas, in full compliance with the privacy regulations.

In any case, all company staff, including through their managers, must inform the Supervising Body on any detail that may lead to assuming the danger of criminal interference on the company business, and to this purpose the Company shall commit to guarantee confidentiality to those who comply with the warning or complaint obligations above with full support, including in terms of legal assistance.

By virtue of service contracts, according to its competences, the Company shall commit to constantly use staff selection criteria in order to guarantee that the choice is made in a transparent way, based on the following criteria:

- Professional skills appropriate to the tasks and responsibilities to be assigned;
- Equal treatment;
- Reliability against the risk of criminal infiltration.

As regards Filling out, keeping, storing and preparing the accounting records and collateral activities, the management of accounting and tax compliance, in addition to the already existing company's tools and to the provisions of this Model, when preparing and then keeping tax-relevant accounting records, the following employees in charge, within their competences:

- Shall not issue invoices or release other documents for non-existing transactions in order to let third parties commit tax evasion;
- Shall keep the accounting records and the other documents that must be kept for tax purposes in a fair and orderly manner, arranging physical and/or IT defense that prevent any destruction and/or concealment acts.

When drawing up annual income tax and VAT returns, the employees in charge, within their competences:

- Shall not report fictitious liabilities using invoices or other documents having evidence value similar to invoices, for non-existing transactions;
- Shall not report assets for an amount lower than the actual one or fictitious liabilities (e.g. fictitiously incurred costs and/or revenues lower than the actual ones) by performing objectively or subjectively simulated operations, or using false documents or other fraudulent means suitable to prevent them from being ascertained or to mislead the financial administration;

- Shall not report a lower taxable income than the actual one by exposing assets for a lower amount than the real one or fictitious liabilities;
- Shall not let the terms for submitting the returns above and the payment of the taxes resulting therefrom expire uselessly.
- The Company, including through the implementation of specific procedures, shall commit to guarantee the application of the segregation of duties principle with regard to the management of the company's accounting and later reporting in the tax returns, as regards, by way of example:
 - Making sure that the invoices issued match actual services;
 - Making sure that tax returns represent the accounting records truly;
 - Making sure that the certificates released as withholding agent and the withholdings remitted match.

With regard to the Selection of commercial/financial partners and the handling of the relationships with them in addition to the already existing company tools, and to the provisions of this Model, before entrusting consultants and partners, it is necessary to gather information on their seriousness and professionalism (references, CV, etc.), as well as their integrity requirements, by picking consultants enrolled in the appropriate professional associations;

3.6 Sensitive activities related to counterfeiting currency, legal tender, duty stamps, distinctive signs

First of all, as regards the Company's specific activity, it can be considered that within the offenses of counterfeiting currency, legal tender, duty stamps, distinctive signs, as predicate offenses where legal entity's administrative liability is held, the potential counterfeiting conducts under articles 453, 454, 455, 457, 458, 459, 460, 461, 464 of the criminal code do not represent a concrete risk, as they are not directly connected to the corporate activities, unless they result from autonomous and malicious conducts in violation of the criminal code, which, as such, are incompatible with the general rules and principles referred to in the Code of Ethics and this Model.

However, each stage of employees' and agents' activities involving a direct contact with payment instruments coming from third parties can be considered as a general sensitive activity.

More specifically, the types of sensitive activities related to offenses concerning counterfeiting of distinctive signs, provided for in article 25-bis Legislative Decree no. 231/2001 regarding the cases punished under articles 473 and 474 of the criminal code, are listed below:

- Product creation;
- Product release on the market and distribution;

- Product advertising.

Said activities are considered sensitive both if performed by the corporate staff and by third parties acting upon appointment by or on behalf of the Company.

The area of interest of the potential criminal conduct mentioned above is connected to the following sectors of corporate activities and competent functions: Design, Research & Development Department / Product Supply Department / IT Department / Human Resources and Organization / Sales Departments.

In addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to all the corporate activities carried out by the staff through a direct or indirect contact with conception, formulation, creation, production and release on the market of the corporate product.

3.6.1 General behavior and organizational rules for preventing offenses of counterfeiting distinctive signs

While carrying out all the operations regarding the management of the creation, release on the market and advertising of the company's products, the Employees and, as applicable, the Corporate Bodies must adopt and comply with the following:

1. The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
3. In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-*bis* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

The above mentioned entities must strictly comply with all the laws in force and, in particular, act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities aimed at managing the company product's creation, release on the market and

advertising stages, connected to the performance of their work, in compliance with the role covered within the corporate organization.

As a consequence, it is forbidden to:

- Counterfeit or alter national or foreign trademarks or distinctive signs of industrial products, capable of knowing the existence of industrial property rights or use counterfeit or altered trademarks or distinctive signs;
- Counterfeit or alter industrial patents, drawings or models, national or foreign, or use said counterfeit or altered patents, drawings or models;
- Introduce into the State, in order to gain profit, industrial products with counterfeit or altered trademarks or other distinctive signs, national and foreign;
- Keep for sale, sell or otherwise put into circulation, in order to gain profit, industrial products marked with counterfeit or altered trademarks which may mislead the purchasers, resulting in them being possibly confused in recognizing the product;
- Use names or distinctive signs aimed at creating confusion on the names or distinctive signs legitimately used by others, or slavishly imitate a competitor's products, or perform, by any other means, actions that are likely to generate possible confusion with a competitor's products and activities;
- Use, for commercial or industrial purposes (e.g. use on advertisement or commercial paper), of trademarks or distinctive signs counterfeited by others.

Therefore, the competent functions must:

- Carry out an appropriate clearance search before registering a trademark or patent, in order to check whether identical trademarks or patents or similar trademarks or patents exist, which may potentially envisage a conflict with the one to be registered;
- Comply with the procedures adopted by the Company during research, creation or release on the market stages of a new product, related to the critical issues of the trademark or patent.

In turn, the Company shall implement the following general actions:

- Adequately inform the employees on the importance of complying with the intellectual property and the reliability of the market as regards distinctive signs;
- Arrange procedures to verify and approve the trademarks and trade names to be used when creating the products, given the existence of any registered trademarks and patents, which may lead to confusion.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of

the measures provided in order to prevent the offenses referred to in article 25-*bis* of Legislative Decree 231/2001, from being committed.

The Functions involved in the management of IT systems and data processing must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred.

The behavior and organizational rules above must be complied with even during activities performed to associated companies.

3.6.2 Specific behavior and organizational rules for preventing offenses of counterfeiting distinctive signs

In order to implement the general rules above, in addition to the principles included in this Model, the specific procedures herein regarding each type of sensitive activity described must comply with the following reference principles.

The specific procedures contained herein regarding the creation, marketing and advertising of the product require the company to perform the following:

- Identify the activities, roles and responsibilities;
- Define the guidelines establishing, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Furthermore, the internal procedures included below require the Company to perform the following:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Keep written trace of each relevant step of the process (so-called "traceability");
- An appropriate level of formalization.

As regards the behavior and organizational rules above regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said Authorities and the Supervising Body, even during inspections, the specific procedures below require the company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

In order to further specify the behavior rules mentioned above, the Company establishes the following:

- The clearance search on the trademark or the trade name must be repeated when marketing a product for the first time, in order to make sure there is no previous registration in Italy and/or abroad;
- As regards currently used trademarks, logos, advertisement, the results of the research carried out to ensure fairness and avoid conflicts with trademarks already used must be documented, especially its history;
- As regards trademark, logos and advertisement not yet used, if their creation was entrusted to external suppliers, the appointment must specifically provide for the contractual obligation to fully perform the research to ensure fairness and to avoid conflicts, by releasing a declaration of conformity of the trademarks concerned;
- When establishing contractual relationships with said suppliers, their seriousness and professionalism must be assessed, as well as whether they comply with the principles contained in this Model or not, especially as regards the protection of trademark and patent properties; in particular, contracts for appointment to third parties must provide for a transparency clause and a consequent expressed termination clause in case of violation of said obligation for failing to inform on the lack or change of contractual requirements, also regarding the compliance of the trademarks presented.

The behavior and organizational rules above must be complied with even during activities performed to associated companies.

3.7 Sensitive activities related to crimes against industry and commerce

The types of sensitive activities related to crimes against industry and commerce under article 25-bis1 Legislative Decree no. 231/2001 are listed below:

- Product creation;
- Product release on the market and distribution;
- Product advertising;
- Trade, industrial and production activity which may potentially affect the business area of competing companies.

Said activities are considered sensitive both if performed by the corporate staff and by third parties acting upon appointment by or on behalf of the Company.

The area of interest of the potential criminal conduct mentioned above is connected to the following sectors and competent functions: Design, Research & Development Department / Product Supply Department / IT Department / Human Resources and Organization / Sales Departments.

In addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to all the corporate activities carried out by the staff through a direct or indirect contact with conception, formulation, creation, production and release on the market of the corporate product, as well as all the corporate activities potentially affecting the business area of competing companies.

3.7.1 General behavior and organizational rules for preventing crimes against industry and commerce

While carrying out all the operations regarding the management of the creation, release on the market and advertising of the company's products, as well as all the corporate activities potentially affecting the business area of competing companies, the Employees and, as applicable, the Corporate Bodies must adopt and comply with the following:

1. The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
3. In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-*bis* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

The above mentioned entities must strictly comply with all the laws in force and, in particular, act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities aimed at managing the company product's creation, release on the market and advertising stages, as well as all the corporate activities potentially affecting the business area of competing companies, connected to the performance of their work, in compliance with the role covered within the corporate organization.

Consequently, the recipients of this Model must not:

- Use violence on things or use fraudulent means in order to impede or infringe the business activities related to industry or commerce and perform acts of competition with violence or threats;
- Commit violent or intimidating actions or influence third parties' trade, industrial or production activities through forms of intimidation, in order to obstruct/remove competition;
- Commit acts of unfair competition, and in particular, spread news and evaluations of the products and activity of a competitor, aimed at discrediting it, or embezzle the qualities of a competitor's products or enterprise; directly or indirectly use any other means in violation of the professional competition principles and suitable to damage other people's company;
- Enter into agreements with other companies, in order to win tenders to the detriment of other competitors, or discourage or use any other fraudulent or violent means to persuade the competitors not to participate in tenders or not to submit competitive offers;
- Sell or otherwise put into circulation, on national or foreign markets, industrial products with counterfeit or altered names, trademarks or distinctive signs, to the detriment of the national industry;
- Maliciously deliver mobile objects in the place of another one or a mobile object having different origin, source, quality or quantity from the one declared or agreed on;
- Put original works or industrial products on sale or, otherwise, put them into circulation with national or foreign names, trademarks or distinctive signs, aimed at lulling the purchaser on the origin, source or quality of the work or product;

- Manufacture or use, in the industrial process, materials or other goods produced by seizing industrial property rights or violating them, being capable of knowing the existence of industrial property rights;
- Introduce into the State objects or other goods produced by seizing industrial property rights or violating them, keep them for sale or put them into circulation in order to obtain a profit from it;

In turn, the Company shall implement the following general actions:

- Properly inform its employees on the importance of complying with the regulations on industrial and trade activities, especially as regards the protection of the market as concerns competition, fairness and truthfulness of the information about the products, as well as fair commercial practices;
- Set up procedures to check and approve the production cycles, the commercial and advertising presentation of the products to be marketed, in terms of product quality, fairness and truthfulness of the presentation and communication, as well as the compliance with third parties' properties and rights;
- Set up procedures to carry out commercial practices inspired by fair industrial and commercial activities on the market.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of the measures provided in order to prevent the offenses referred to in article 25-*bis*1 of Legislative Decree 231/2011, from being committed.

The Functions involved in the management of IT systems and data processing must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

The behavior and organizational rules above must be set out and complied with even during activities performed to associated companies.

3.7.2 Specific behavior and organizational rules for preventing crimes against industry and commerce

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures below regarding the creation, marketing and advertising of the product,

as well as all the corporate activities potentially affecting the business area of competing companies, require the Company to perform the following:

- Identify the activities, roles and responsibilities;
- Define the guidelines establishing, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management of sensitive activities, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

As regards the behavior and organizational rules regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said authorities and the Supervising Body, even during inspections, the specific procedures require the company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

Furthermore, the internal procedures included herein require the company to perform the following:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Keep written trace of each relevant step of the process (so-called "traceability");
- An appropriate level of formalization.

In order to further specify the general behavior rules mentioned above, the Company's procedures establish that before marketing a product with a certain trademark, trade name, presentation, the information about the quality, quantity, type, origin, source of the product and its raw materials must be specifically analyzed, in order to make sure there is no risk to misunderstand the characteristics of the product purchased.

Furthermore, the Company's procedures establish that once the production cycle is completed, the quality of the product to be marketed should be checked.

When managing the corporate activities, the suppliers must be assessed and qualified, according to the provisions of the reference internal regulations. Specific contractual clauses must be provided for in order to guarantee the identification of the qualities and the origin of the goods delivered.

For each stage of the production, distribution and sale process of the products, the main critical issues and dangers, as well as the related control measure to be implemented in each production or organizational unit concerned must be identified, in compliance with the quality management system adopted and pursuant to risk analysis procedures. Also any corrective actions to take must be established, making sure to coordinate their recording, documents and monitoring, as well as ensure that the staff learns and comply with them through education and training.

The behavior and organizational rules above must be complied with even during activities performed towards associated companies.

3.8 Sensitive activities related to corporate offenses

The sensitive activities identified, applied to Fameccanica.Data S.p.A. in relation to corporate offenses referred to in article 25-ter of Legislative Decree 231/2001, are the following:

- 1) Communication to shareholders and/or third parties about the economic position, assets, liabilities or financial position of the Company (financial statements, consolidated financial statements, sub-annual balance sheets);
- 2) Management of the relationships with the corporate bodies performing checks on the management and with the auditor/auditing firm;
- 3) Communications to the Supervising Authorities and management of the relationships with them, including in case of verifications/inspections.

Additionally, as regards the offenses concerning corruption between private parties and the incitement to corruption between private parties pursuant to article 25-ter, paragraph 1, letter s-bis

of Legislative Decree no. 231/2001 involving all departments, the types of activities deemed most sensitive are the following:

- 1) Purchase of goods, services, procurements and advisory;
- 2) Hiring;
- 3) Drawing up of financial statements and record keeping;
- 4) Financial flows;
- 5) Gifts;
- 6) Organization of events and trade fairs;
- 7) Staff management, incentive and development system;
- 8) Entertainment and hospitality expenses;
- 9) Sponsorships and advertisement;
- 10) Management of business finders/agents;
- 11) Dealing with related parties.

3.8.1 General behavior and organizational rules for preventing corporate offenses

While carrying out all the operations regarding the corporate management, the Employees and, as applicable, the Corporate Bodies must adopt and comply with the following:

1. The internal control system, therefore the business procedures, the documents and the provisions about the corporate and organization hierarchical and functional structure;
2. Rules about the administrative, accounting, financial system and management control for joint-stock companies
3. The Code of Ethics;
4. In general, the regulations applicable;

The Corporate Bodies (directly) and the employees and consultants of the Company (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-ter of Legislative Decree 231/2001);
- Break corporate principles and procedures provided for in this document.

Consequently, Corporate Bodies (directly), employees and consultants must strictly comply with the current laws. In particular, they must:

1. Maintain a correct, transparent and collaborative conduct, in compliance with the law and the internal company procedures, in all activities concerning the preparation of financial

statements and other company communications in order to provide the third parties with true and correct information as to the economic position, assets, liabilities or financial position of the Company;

2. Strictly observe all the obligations imposed by the law to safeguard the integrity and consistency of the share capital, in order not to impair the interests of the creditors and third parties in general;
3. Ensure the normal operations of the Company and the Corporate Bodies, guaranteeing and facilitating the adoption of any internal control procedure concerning the management of the Company, envisaged by the law, and to further ensure the unhindered and correct decision-making processes by the shareholders;
4. Not make simulated operations nor spread false news on the company and its subsidiaries;
5. Provide in a timely and correct manner and in good faith, all the communications to the Supervising Authorities, and refrain from interposing any obstacles to the supervisory functions exercised;
6. Each member of the Board of Directors, executive or employee of the Company to have been appointed by it to act as director in Group's companies or in any other company, must inform the other directors and the board of statutory auditors of the company which is a director of, on any interest that it might have, on its own or third parties' behalf, in a certain operation of the company, and specify its nature, terms, origin and extent; in case of members of the Executive Committee, they also have to keep from carrying out said operations and entrust them to the Board of Directors.

Within the above mentioned behaviors, it is especially forbidden to:

- With reference to point 1 above:
 - a) Represent or transmit for processing or inclusion in financial statements, reports and prospectuses or other corporate communications, data that are false, incomplete or otherwise not reflective of the truth with regard to the economic position, assets, liabilities or financial position of the company;
 - b) Omit data and information about the economic position, assets, liabilities or financial position of the Company, the disclosure of which is required by law.
- With reference to point 2 above:
 - c) Return capital contributions to shareholders or release shareholders from conveyance obligations, except in the event of a lawful reduction of share capital;
 - d) Distribute profits or advance payments of profits which have not yet been earned or which are required by law to be set aside as reserves;

- e) Purchase or underwrite own shares or stockholdings of subsidiaries, except in the cases provided by law, to the detriment of the integrity of the share capital;
- f) Make reductions of share capital, mergers or demergers in violation of provisions of the law that protect the rights of creditors, causing damage to creditors;
- g) Fictitiously establish or increase share capital in order to allocate shares at less than their par value;
- With reference to point 3 above:
- h) Engage in actions that, by hiding documents or using other fraudulent means, physically impede the implementation of control activities by shareholders, the Board of Statutory Auditors or the Auditing Firm;
- With reference to point 4 above:
- i) Publish or disclose false information, perform fictitious transactions or engage in other fraudulent or deceptive acts involving the operating performance, financial position and financial performance of the company and its subsidiaries;
- With reference to point 5 above:
- j) Fail to provide the Supervising Authority, in a duly complete, clear and prompt manner, with all of the regular communications required by the applicable laws and regulations, or provide any other data or document that may be required pursuant to law or may have been specifically requested by the above mentioned Authority;
- k) Include in the above mentioned communications and transmissions false information or hide facts that are significant with regard to the company's operating performance, equity situation and financial performance;
- l) Engage in conduct that in any way hinders public supervising authorities in the performance of their oversight and inspection function (e.g., outright opposition, refusal based on a pretext or simple obstructive behavior or lack of collaboration, such as delays in publishing communications or making documents available).

The behavior and organizational rules above must be set out and complied with even during activities performed to associated companies.

3.8.2 Specific behavior and organizational rules for preventing corporate offenses

In order to implement the rules in the section above, in addition to the principles included in this Model, the specific procedures herein regarding each type of sensitive activity described below must also comply with the following reference principles.

3.8.2.1 Specific behavior and organizational rules for performing administrative activities and communicating to shareholders and/or third parties.

The specific procedures contained herein regarding the communication to shareholders/third parties about the economic position, assets, liabilities or financial position, in line with the group's provisions, require the Company to perform the following:

- Define activities, roles and responsibilities aimed at drawing up the draft financial statements, recording the main corporate operations, asset management, budgeting, calculation and payment of commissions and benefits to the sales force;
- Define, in an unequivocal way, the activities, roles and responsibilities about the management of accounts payable and receivable;
- Capitalize tangible and intangible assets and their amortization and depreciation;
- The process regarding the recording and the salaries due to the internal and external workforce, the tax and social security burden resulting from physical handling and accounting transactions, inbound and outbound, of the warehouse and to the order evaluation process (definition of the price list, allocation of discounts, methods of payment and deferrals, etc.);
- The budgeting and management report process;
- Clearly and thoroughly describe the data and news that each function must provide, the criteria for data processing and the deadlines for delivery of such information to the functions responsible for drafting the financial statements;
- Clearly and thoroughly describe the data and news that Fameccanica.Data S.p.A. must provide, the accounting criteria for data processing, and the deadlines for delivery of such information to the group's function in charge for the purpose of drafting the financial statements;
- Transmission of the data and information to the function responsible for drafting the financial statements and for sub-annual operating performance, financial position and financial performance, by means of an information system (also electronic) that permits the traceability of the individual steps and the identification of the people inserting data into the system;
- The Financial Manager must write a statement declaring that the information provided for the purposes of drafting the statutory financial statements is true and complete;
- Promptly make available the draft financial statements to the members of the Board of Directors as regards the Board meeting to approve the financial statements, as well as the

judgment on the financial statements - or similar clear and analytical statement - by the auditing firm, all the above along with certificates proving that the draft mentioned above has been delivered;

- Inform the Supervising Body on any assignment entrusted to the auditing firm or to companies connected thereto, which is different from the accounting check and/or the financial audit, as well as the power of the Supervising Body to ask for consultation with the auditing firm and the board of statutory auditors also before the Board of Directors session for the financial statements approval.

The behavior and organizational rules mentioned above must be complied with even during activities performed to associated companies.

3.8.2.2 Specific behavior and organizational rules for managing the relationships with the corporate bodies performing checks on the management and with the auditor/auditing firm

The specific procedures contained below regarding the management of the relationships with the corporate bodies performing checks on the management and with the auditor/auditing firm require the Company to perform the following:

- Clearly identify the people in charge of receiving, collecting, consolidating and transmitting the data and information requested by the corporate bodies or the auditing firm, within the functions involved in the Type of sensitive activity;
- Adopt specific control systems that guarantee the origin and truthfulness and completeness of the data, also by means of comparing them with the data and information included in documents and/or deeds already notified to said entities;
- Special meetings to share the transmitted data and/or information, in order to ensure that they can be understood by the people in charge of the checks and the obligation to record the decisions made;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Obligation to provide all the data, information and documents requested by the auditing firm in the most complete, transparent, accurate and true manner;
- Provide the Board of Statutory Auditors with all the documents on the management of the company for the regular checks and those concerning the items on the agendas of Meetings and Meetings of the Board of Directors, or on which the Board of Statutory Auditors must provide for an opinion as per the law;

- Record the results of the main meetings held with the auditing firm (for example; work opening and closing meetings).

The behavior and organizational rules mentioned above must be complied with even during activities performed to associated companies.

3.8.2.3 Specific behavior and organizational rules for communicating with the Supervising Authorities and managing the relationships with them, including in case of verifications/inspections

The specific procedures contained herein require the Company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering and consolidating data, drafting and transmitting communications to the Supervising Authorities;
- Use specific control systems that guarantee the origin and truthfulness, completeness and correctness of the data, also by means of comparing them with the data and information included in documents and/or deeds already notified to other entities, until the final approval of the communication by the Executive Committee;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body;

The behavior and organizational rules mentioned above must be complied with even during activities performed to associated companies.

3.8.2.4 Specific behavior and organizational rules for preventing offenses of corruption between private parties and incitement to corruption between private parties

The specific procedures contained herein regarding the creation, marketing and advertising of the product require to:

- Identify activities, roles and responsibilities;

- Define, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Also, they shall comply with the following:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

Provided that the Company signs each contract after having accurately selected its counterparts and meticulously making sure that they have proven experience, professionalism and sound ethical principles. They shall be given proper information on the principles and values to which the Company inspires; said parties shall also be contractually bound to use the best qualified professional diligence when complying with the relevant obligations.

Each employee of the Company shall carry out their job by strictly complying with all the internal regulations and procedures as well as the Code of Ethics, irrespective of the fact that failing to do so may constitute one of the corruption crimes under the Decree, even in the abstract. Specific provisions are included in the paragraph below as regards the single potential activities at risk.

Additionally, in order to prevent private corruption crimes, all the Company's employees shall comply with the following rules:

- (i) It is forbidden to give, promise or offer and/or request and/or propose anyone and/or ask any third parties to promise and/or offer and/or propose anyone, including through intermediaries, money, goods or, more generally, benefits of various kinds in order to obtain the execution of actions contrary to their official duties or professional activity and/or to the duty of trust and loyalty in the company in which the person works (including failure to adopt measures that should have been adopted in accordance with the official or professional duties or in compliance with the duty of loyalty);
- (ii) Any corruption practice is forbidden, with no exceptions whatsoever. In particular, it is forbidden to request, receive, demand, give or offer, directly or indirectly, any type of

rewards, gifts, economic benefits or other types of benefits from or to a private entity and/or the entity he/she represents directly or indirectly, that:

- a. Exceed a moderate amount and the reasonable limits of courtesy practice as act of spontaneous donation and, anyway,
 - b. Are likely to be interpreted as intended to illegally influence the relationships between the Company and the subject, regardless of the purpose of pursuing, even exclusively, the Company interest or advantage.
- (iii) No unofficial payments are allowed in order to speed up, enhance or ensure the performance of a routine activity or an activity that falls under the obligations of the private entities with which the Company deals.
 - (iv) No service may be imposed or accepted if the only way it can be provided is by breaching the values and principles of the Code of Ethics or the internal rules and/or procedures.
 - (v) The Company's consultants and/or agents shall read the Company's Model and the Code of Ethics and accept to comply with the provisions therein; also, contract/purchase orders with them shall contain the disciplinary/contractual penalties to be applied in case of breach of the Organization Model provisions;
 - (vi) Provide for collection methods allowing to always identify the subject which has ordered the transaction toward the bank;
 - (vii) Make payments to encrypted accounts or accounts whose owner's details cannot be clearly identified.

For the functions concerned, the roles and responsibilities shall be clearly defined, in order to ensure they are segregated while carrying out the activities related to the management of financial flows, especially the following:

- Payments to suppliers/consultants (recording the supplier's invoice, endorsing payment, check for the presence of the payment endorsement, authorization of payments); or
- Petty cash movements; or
- Requests of refunds or advance money in case of travel; or
- Staff costs (preparation and verification of calculations and payment); or
- Collection of invoices receivables.

3.8.3 Other rules aimed at preventing general corporate offenses

The following integration measures shall be adopted as well:

- Activate a regular education and training program for the relevant staff on Corporate Governance rules, internal control and Corporate offenses;
 - Plan regular meetings among the Board of Statutory Auditors, the Supervising Body and the people responsible for the individual corporate areas/functions, in order to make sure that the corporate regulations and Corporate Governance rules are complied with;
 - Transmit to the Board of Statutory Auditors all the documents related to the items on the agendas of general meetings or meetings of the Board of Directors, or on which the Board must provide for an opinion as per the law;
 - Formally establish and/or update of internal regulations and procedures regarding the compliance with the corporate regulations;
 - Set up an official system that regulates the profiles for access to the corporate IT systems by the staff, the roles covered and the qualification profile assigned;
 - Define a policy on the storage/destruction of data and documents, as well as so-called disaster recovery computer procedures for the storage and recovery of electronic data.
- The integration measures above must be complied with even during the activities performed to associated companies.

3.9 Sensitive activities related to crimes with terrorist purposes or designed to overthrow the democratic order

The types of sensitive activities related to crimes with terrorist purposes or designed to overthrow the democratic order under article 25-*quater* of Legislative Decree no. 231/2001 are listed below:

- Management of intergroup relationships;
- Management of national and foreign financial flows and investments;
- Management of sales;
- Management of purchase of goods and services;
- Staff selection.

Said activities are considered sensitive both if performed by the corporate staff and by third parties acting upon appointment by or on behalf of the Company.

The area of interest of the potential criminal conduct mentioned above is therefore connected to the following sectors:

- Administrative / financial (Administration / legal);
- Commercial (purchase/sale, legal);
- Relationships within the group (Administration / legal);
- Management of financial flows and investments (Administration)

- Human resources (Staff).

In addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to all the preparatory corporate activities or with indirect contacts with the management of the sensitive activities provided.

3.9.1 General behavior and organizational rules for preventing crimes with terrorist purposes or designed to overthrow the democratic order

While carrying out all the operations relating to purchase of goods and services, management of sales, intergroup relationships, financial flows and investments and staff selection, the Employees and the Corporate Bodies, as relevant to them, must adopt and comply with the following:

1. The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
3. In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-*quater* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

The above mentioned entities must strictly comply with all the laws in force and, in particular, act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities aimed at managing the management stages concerned which are connected to the performance of their work, in compliance with the role covered within the corporate organization.

Consequently, the recipients of this Model must not:

- Receive funds from sentenced entities, or companies or organizations which have been proven liable for carrying out terrorist activities or activities designed to overthrow the public order, whether they are companies established under the Italian law or foreign laws;

- Make donations (including as purchase of shares or stocks) to sentenced entities, or companies or organizations which have been proven liable for carrying out terrorist activities or activities designed to overthrow the public order;
- Entrust assignments to consultants or partners, both Italian and foreign, who have been found guilty of carrying out terrorist activities or activities designed to overthrow the public order;
- Conduct negotiations with or, in general, keep business relationships with third parties, both Italian and foreign, included in counter-terrorism blacklists;
- Conduct negotiations with or, in general, keep business relationships with third parties (meaning individuals or legal persons outside the corporate organization) residing or having their headquarters in a Country which is included in the list of the countries not considered as cooperative by the Financial Action Task Force ("FAFT") against money laundering;

In turn, the Company shall implement the following general actions:

- Properly inform its employees on the importance of taking care of complying with counter-terrorism regulations;
- Arrange procedures to formalize the steps to follow while managing the relationships with the suppliers and third parties in general, intergroup relationships, especially as regards financial flows or flows of goods coming from areas or entities which reliability procedures must be implemented for;
- Arrange appropriate procedures for staff selection, especially as regards the identification of the negative employment requirements connected to the ascertained liability for (or connections with) terrorist activities or activities designed to overthrow the public order.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of the measures provided in order to prevent the offenses referred to in article 25 *quater* of Legislative Decree 231/2011, from being committed.

The Functions involved in the management of IT systems and data processing must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

The behavior and organizational rules above must be set out and complied with even during activities performed to associated companies.

3.9.2 Specific behavior and organizational rules for preventing crimes with terrorist purposes or designed to overthrow the democratic order

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures below regarding the activities concerning purchase of goods and services, sales, intergroup relationships, management of financial flows to and from abroad, and staff selection, require the company to perform the following:

- Identify the activities, roles and responsibilities;
- Define, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management of sensitive activities, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

As regards the behavior and organizational rules regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said authorities and the Supervising Body, even during inspections, the specific procedures below require the company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

Furthermore, the internal procedures herein have the following characteristics:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

In order to further specify the behavior rules mentioned above, the Company establishes the following:

1. The obligation to check corporate documents for legal origin and keeping;
2. The obligation to check funds / financial flows for legal origin, by asking the competent functions to provide the related documents;
3. In case of money grants to individuals, companies or organizations, both Italian and foreign, as well as the purchase of shares or stocks in national or foreign legal entities, the need for checking the seriousness and professionalism of the recipient, as well as the need for making sure that no negative requirements exist as concerns the involvement in actions connected to terrorist activities or activities designed to overthrow the democratic order;
4. Before entrusting consultants and partners with an assignment, the obligation to gather information on the seriousness and professionalism of the person to be appointed (references, CV, etc.), as well as their honorability requirements, by picking consultants enrolled in the appropriate professional associations;
5. As regards contractual relationships in general, the implementation of a special procedure through which the minimum requirements of the offering entities can be established and the assessment criteria of their offers can be fixed;
6. The obligation to ensure transparency and traceability of the agreements/joint ventures with foreign enterprises in order to make investments.

3.10 Sensitive activities related to the crimes of manslaughter or assault causing severe, or very severe, injury, committed in breach of the provisions on the protection of health and safety at the workplace under article 25-septies Legislative Decree no. 231/2001

The general principles of the Code of Ethics are based on the enhancement of human resources and the environment, and the guarantee of the integrity, also physical, of the workers, employees and third parties that contribute or anyhow participate in performing the corporate activity.

Fameccanica.Data S.p.A. considers any conduct which may directly or indirectly cause even a potential prejudice to said values as contrary to its interest and therefore rejects any conduct that bypasses the corporate procedures and the regulations on health and safety at the workplace. Fameccanica.Data S.p.A. expressly declares that said conducts do not result in any advantage for the Company. On the contrary, they compromise its ideals and assets, considering that one of the expressed purposes of the company is the improvement and increase of the skills of each employee and coworker.

In order to pursue the concrete achievement of said goals, all the above was taken into account when arranging the disciplinary system provided for in this Model.

The types of sensitive activities related to offenses of manslaughter or assault causing severe, or very severe, injury, committed in breach of the provisions on the protection of health and safety at the workplace under article 25-septies Legislative Decree no. 231/2001 are listed below.

First of all, it is not possible to exclude any operational area of the Company from the list of sensitive activities in a preliminary evaluation, since the relevant prejudicial conducts for the purposes of the predicate offenses above may occur in each company sector where provisions on safety and health at the workplace may potentially be violated.

As a consequence, the potential areas at risk identified by the Company in relation to said offenses involve all the activities carried out at the Company's facilities, especially as regards production facilities, research and development laboratories, administrative offices and offices where the Company business is developed. Furthermore, all the activities performed by external staff are considered areas at risk (e.g. service providers as per contracts for the supply of goods and services).

Special attention must be paid to those activities carried out in association with partners or by the stipulation of contracts for the supply of goods and services or with consulting firms or independent professionals, whose interferences must be evaluated individually.

The activities mentioned above are considered sensitive both if performed by the corporate staff and by third parties acting upon appointment by or on behalf of the Company.

In addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to all the corporate activities carried out by the staff or third parties through a physical direct or indirect contact with the assets and the places pertaining to the company, including the mere presence and activity at the workplace.

As regards the management of the fulfillments concerning safety and health at the workplace, the following activities are established:

- Assessment of the compliance with the technical and structural standards provided by law relating to equipment, plants, workplaces, chemicals, physical and biological agents;
- Assessment of the risks and arrangement of the consequent preventive and protective measures:
- Activities of an organizational nature (e.g. emergencies, first aid, contract management, periodic meetings concerning safety matters, consultation with the workers' safety representatives);
- Health surveillance;
- Information and training to the workers;
- Supervisory activity, in regard to the observance by the workers of the occupational safety procedures and instructions;
- Procurement of the documentation and certification prescribed by the law;
- Periodic verification of the application and effectiveness of the procedures adopted.

Additionally, also the following activities can be considered relevant:

- Assessment of risks resulting from the interactions between different activities and arrangement of the related organizational plans;
- Relationships with supervising and control Bodies;
- Observance of the provisions by the activities' authorizations or of inspections' outcomes.

In this Model, the factors reported in Risk Assessment Documents (hereinafter also RAD) of production facilities must be fully referred to, considering that said documents do not fully cover the procedures provided for, which are aimed at making up the overall occupational safety management system by complying with the principles set out by the UNI - INAIL Guidelines and by the OHSAS 18001 British Standard, in accordance with article 30 of Legislative Decree 81/2008.

3.10.1 General behavior and organizational rules for preventing manslaughter or assault causing severe, or very severe, injury, committed in breach of the provisions on the protection of health and safety at the workplace

While carrying out all the operations regarding the sensitive activities in relation to accident prevention, the Employees and the Corporate Bodies, as relevant to them, must adopt and comply with the following:

1. The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;

2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;

3. In general, the current regulations applicable;

Generally, the organization system of Fameccanica.Data S.p.A. must comply with the fundamental requirements of formalization and clearness, communication and separation of roles, especially for what concerns the assignment of responsibility, representativeness, definition of the management hierarchy and of the operational activities.

The Company must have organizational instruments (organizational charts, organizational communications, procedures, etc.) inspired to general principles of:

- Clear description of reporting lines;
- Openness, transparency and accessibility of the powers granted (within the company and towards the third parties concerned);
- Clear and formal delimitation of roles, with complete description of each function, its powers and responsibilities;
- Subdivision of the areas of responsibility, by means of appropriate delegations of functions, with the following limits and conditions:
 - Properly identify the professional and expertise requirements needed for the specific nature of the functions entrusted;
 - Write down and publish the authorization granted and its acceptance;
 - Grant the authorized person the power of expenditure needed for the delegated functions;
 - The employer keeps the general obligation to supervise on the proper fulfillment by the authorized people of the functions entrusted to them.

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-*septies* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

Consequently, the above mentioned entities must strictly comply with all the current laws, and in particular, act in a proper, transparent and cooperative way, as well as behave diligently,

competently and prudently, in compliance with the law and the internal company procedures, in all the corporate activities.

The Company commits to guarantee an appropriate working environment in terms of personal safety and health also through adequate investments in plants and machinery in order to improve safety standards.

In general, the Company shall implement the following general actions:

- Properly inform its employees on the importance of complying with the regulations on health and safety at the workplace;
- Arrange appropriate procedures aimed at preventing conducts breaching the regulations referred to above.

The entities involved in the performance of the above mentioned activities must comply with all regulations on accident prevention, protection of health and safety at the workplace, in order to contribute to keeping a healthy and safe working environment.

It is expressly forbidden to commit or cause the commitment of violations of behavior principles, protocols and corporate procedures. The entities involved in the performance of the above mentioned activities must comply with accident prevention and protection measures adopted by the Company and inform the Protection and Prevention Service on any anomalies and/or malfunctions arising during their use. Furthermore, they must diligently attend training and education sessions on the specific risks related to the tasks they have been assigned by the Company.

The entities involved in the performance of the above mentioned activities must inform the Protection and Prevention Service on any clearly risky situations concerning the activities carried out by consultants, partners, suppliers in compliance with a contract for the supply of goods and services working at the Company's facilities.

It is expressly forbidden to use contracted services without having signed proper contracts, or enter into or renew any contracts for the supply of goods or services with consultants, partners and suppliers in general working at the Company's facilities, failing to comply with social security and contribution requirements.

As concerns the noncompliance with laws on protection of safety and health of workers which can result in damages in one of the sensitive areas mentioned above, the Company shall comply with the following lines of action:

- a) Establish the policies on health and safety at the workplace aimed at defining the general commitments taken for risk prevention and the increasing improvement of health and safety;

- b) Identify and implement the provisions laid down by the law and regulations applicable on issues regarding health and safety at the workplace;
- c) Identify and assess risks for all categories of workers, especially as regards drafting and updating of:
- Risk Assessment Document (DVR);
 - Contracts for services and goods;
 - Assessment of the risks resulting from interferences;
 - In case the Company is a constructing company, Safety and Coordination Plans, Work file and Safety Operational Plans;
- d) Set the goals in compliance with general commitments defined in the policies referred to in point a) and drafts the plans to achieve said goals, by establishing priorities, times and the attribution of the respective responsibilities - including the allocation of the necessary resources - on health and safety at the workplace, especially as regards the following:
- Assignment of tasks and duties;
 - Activities of the Protection and Prevention Service and the Company Physician;
 - Activities of all the other entities in charge of implementing the measures on health and safety for workers;
- e) Raise awareness of the whole corporate structure, at all levels, in order to make sure that the goals set have been achieved, including by means of scheduling training plans, especially as regards the following:
- Monitoring, frequency, use and learning;
 - Differentiated training for entities exposed to specific risks;
- f) Implement appropriate monitoring, check and inspection activities in order to ensure the effectiveness of the above mentioned workplace health and safety management system, especially as concerns the following:
- Keeping and improvement measures;
 - Management, adjustment and inhibition of the behaviors in breach of the rules, also through the adoption of the disciplinary actions provided;
 - Consistency between the activity carried out and skills;
- g) Implement the necessary corrective and preventive actions according to the monitoring outcomes;

h) Regularly examine the workplace safety and health protection system for effectiveness in achieving the goals set, as well as for adequacy as regards both the specific current situation of the Company and any changes in the activities.

The policies on safety and health at the workplace adopted shall be applied to the activities carried out by the Company and must be aimed at describing the principles inspiring every corporate action and which shall be complied with by every Recipient according to his/her role and the responsibilities taken within the Company, in order to ensure safety and health to all workers.

Said policies, in compliance with UNI-INAIL standards, include:

- A clear definition of the responsibility of the whole corporate organization, from the Employer to the single worker, in managing the safety and health at the workplace, each of them according to their functions and responsibilities;
- The commitment to consider the health and safety system as an integral part of the corporate management, whose openness must be guaranteed for all the Recipients;
- The commitment to a constant improvement and prevention;
- The commitment to provide the necessary human and financial resources;
- The commitment to make sure that the Recipients, within their functions, have their awareness raised and are trained in order to carry out their tasks in compliance with health and safety protection rules and to take their responsibilities on issues regarding health and safety at the workplace;
- The commitment to involve and consult the workers, including through the Workers' Health and Safety Representative;
- The commitment to regularly reexamine the safety and health policies adopted and the relevant management system implemented in order to make sure they are constantly appropriate to the Company's organizational structure, as well as in compliance with the current laws, including regulations, on this issue;
- The commitment to set and spread the goals of Health and Safety at Workplace within the Company and the plans to implement them.

Policies are reexamined on a regular basis according to the system monitoring outcomes and pursuant to the scheduling of health and safety goals.

The re-examination, whose outcome must result in changes in the policies mentioned above, may also be carried out after any event or situation that make it necessary.

The Company shall regularly:

- Set the goals aimed at maintaining and/or improving the system;
- Establish the assessment criteria appropriate to prove that the goals have been achieved;
- Prepare a plan to achieve each goal, to identify the figures/entities involved in the implementation of the above mentioned plan and the assignment of the relevant tasks and responsibilities;
- Define the necessary resources, including economic resources, checking their adequacy with regard to their employment and the achievement of goals through the assignments of the previous year and arranging any needed adaptation or implementation of these resources;
- Provide for the procedures for periodic monitoring and the final evaluation of the actual and effective achievement of the goals through the verification of the finalization of the use of resources allocated to the appropriate functions.

The assessment carried out pursuant to the policies on safety and health at the workplace, shall be completed by the goals regarding information and training of the workers, communication of the policies, goals and procedures, the activities' documents as well as the keeping of their relevant data and, finally, the monitoring of the solidity and effectiveness of the system of measures aimed at protecting the health and safety at the workplace.

The Company shall provide the workers with easy-to-understand information that allows them to gain the necessary awareness on the following:

- a. Consequences resulting from carrying out their activity not complying with the workplace health and safety system adopted by the Company;
- b. Their role and responsibilities on each of them and the importance to act in compliance with corporate policies and the procedures regarding health and safety at the workplace, as well as the principles described in this Special Section.

Considering the above, according to the different roles, responsibilities and skills and the risks the staff is exposed to, the Company must fulfill the following information duties:

- It must provide the Employees and the newly-hired workers (including temporary workers, interns, and so on) with appropriate information about the specific risks of the company, on the consequences of said risks and the preventive and protective measures adopted;
- The information related to the management of first aid, emergency, evacuation and fire prevention must be shown and any meetings must be recorded;

- The Employees and the newly hired people must receive information about the appointment of the Health and Safety Manager, the Company Physician and the other people in charge of specific tasks of first aid, rescue, evacuation and fire prevention;
- The information and instructions for the use of work equipment available to the Employees must be formally documented;
- The Health and Safety Manager and/or the Company Physician must be involved in defining said information;
- The Company must organize regular meetings among the functions in charge of safety at the workplace;
- The Company must consult the Workers' Safety Representative (RLS) when organizing risk identification and assessment activities, when appointing those the people in charge of fire prevention, first aid and evacuation.

All the information mentioned above must be documented, also through special recording.

The Company shall provide all the employees with appropriate information on safety at the workplace, taking into consideration the following instructions:

- The Health and Safety Manager and/or the Company Physician must participate in the drafting of the training plan;
- The training provided must include evaluation questionnaires;
- The training must be appropriate to the risks of the tasks that are actually assigned to the workers;
- A specific training plan must be developed for those workers who are exposed to serious and direct risks;
- The workers who change jobs or are transferred must be provided with preventive, additional and specific training, as well as must be preventively considered suitable by the Company Physician in case of works involving specific risks;
- The people assigned to specific prevention and protection duties (fire prevention, evacuation, first aid) must be provided with appropriate training;
- The Company must perform periodic evacuation exercises which must be recorded (documented report on the evacuation exercise carried out with reference to the participants, performance and results).

All the training activities mentioned above must be documented, also through special recording, which shall be accessible to the Recipients, and must be repeated regularly.

In order for the organization system adopted to be more effective in managing safety and therefore preventing accidents at the workplace, an appropriate level of circulation and sharing of information among all the workers must be ensured.

Therefore, the Company shall adopt an internal communication system providing for two different types of information flows;

- From bottom to top: it is guaranteed through dedicated report cards to be compiled by workers so to have the opportunity to inform the direct supervisor on one's own observations, proposals and requirements of improvements related to the management of health and safety at the workplace;
- From top to bottom: it is aimed at spreading among all workers the knowledge of the system adopted for the management of health and safety at the workplace.

To this end, the Company guarantees to all company staff (the directors, managers, members of the Board of Statutory Auditors and the employees of the Company) an adequate and constant information through the preparation of releases to be spread internally and through the organization of regular meetings on the following:

- New risks on Workers' health and safety;
- Changes to the organizational structure adopted for the management of workers' health and safety;
- Contents of the corporate procedures adopted for the management of workers' health and safety;
- Any other aspect related to health and safety of the workers.

The Company shall keep the documents required by current rules for the legal term and through methods aimed at guaranteeing the consultation and the legally valid exhibition. Said documents are the following ones:

- The medical record, which must be created and updated by the Company Physician and kept by the Employer;
- The register of accidents;
- The Risk Assessment Document;
- In case the Company is a construction works contractor, the documents related to contracts, the Safety and Coordination Plan, the Work file, the coordination records concerning the verification that contracting companies have implemented the provisions of the Safety and Coordination Plan, and to Safety Operational Plans.

The Company must also ensure the following:

- The formal appointment of the Health and Safety Manager and the Company Physician, in charge of implementing emergency and first aid measures;

- Documented evidence of the visits carried out jointly by the Health and Safety Manager and the Company Physician;
- The adoption and updating of the register of files of occupational diseases reporting the date, disease, medical certificate's date of issue and date when the file was forwarded;
- The keeping of the documents relating to laws, regulations, accident prevention rules concerning the corporate activity;
- The keeping of the documents concerning corporate regulations and agreements;
- The keeping, also in Italian, of the manuals and instructions for use of the machinery, equipment and personal protective equipment supplied by manufacturers;
- The keeping of any procedure adopted for the management of health and safety at the workplace;
- The keeping, by the Health and Safety Manager, of all the documents concerning Information and Training activities and its availability to the Supervising Body.

The Company must ensure continuous and effective monitoring of the system for the management of health and safety at the workplace.

For this purpose it:

- Ensures a constant monitoring of preventive and protective measures prepared for the management of health and safety at workplaces;
- Ensures a constant monitoring of the adequacy and functionality of health and safety management system to achieve the goals set and its proper application;
- Performs in-depth analysis with regard to any accident occurred at the workplace, as well as any malfunctioning occurred which did not result in any accident, in order to identify any gaps in the management system of health and safety and to identify any corrective actions to undertake.

In order to properly carry on the monitoring activity described above, the Company, should the specific field of intervention require it, shall rely on external resources with a high level of specialization.

Any additional corrective measure shall be arranged as soon as possible.

Once the monitoring is completed, the system adopted for the management of health and safety of the workers shall undergo an annual re-examination by the Employer, in order to make sure that it is properly implemented and guarantees the set goals to be achieved.

The above mentioned re-examination and its outcomes shall be proven through documents.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of

the measures provided in order to prevent the offenses referred to in article 25-*septies* of Legislative Decree 231/2011, from being committed.

The Functions involved in the management of IT systems and data processing must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

3.10.2 Specific behavior and organizational rules for preventing manslaughter or assault causing severe, or very severe, injury, committed in breach of the provisions on the protection of health and safety at the workplace

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures below regarding accident prevention at the workplace, require the company to perform the following:

- Identify the activities, roles and responsibilities;
- Define, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide
- The criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management of systems and data processing, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Also, internal procedures must have the following characteristics:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

As regards the behavior and organizational rules above regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said authorities and the Supervising Body, even during inspections, the specific procedures below require the company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

Since, as regards health and safety at the workplace, the Company has adopted an organizational structure so as to make sure it complies with the needs provided for in the current regulations as referred to in Legislative Decree 81/2008 as amended, in order to eliminate, or contain the risks for the workers, the specific behavior rules refer to the different positions within the structure.

The "employer" is entrusted with all the obligations on health and safety at the workplace, including the following duties which cannot be delegated:

- 1) Evaluate all the risks to the workers' safety and health, also in choosing work equipment, personal protective equipment and the chemical substances or compounds used, as well as the layout of the workplaces, including those pertaining to groups of workers exposed to particular risks (e.g. risks related to differences in gender, age, origin from other Countries);
- 2) Draft, at the end of the assessment, a Risk Assessment Document with firm date (DVR to be kept at the company) containing:
 - A report on the risks to health and safety during the work, specifying the criteria adopted for the assessment;
 - The preventive and protective measures as well as the personal protective equipment adopted following the risk assessment mentioned above;
 - The program for the implementation of the measures considered necessary to progressively ensure the improvement of safety levels.
 - The procedures for adopting the measures to implement as well as the roles within the corporate organization in charge of this;

- The name of the Head of the Protection and Prevention Service (hereinafter RSPP), the Representative for Job Safety (hereinafter RLS) and the Company Physician who took part in the risk assessment;
- The tasks that may possibly expose the workers to specific risks which require recognized professional skills, specific expertise, proper education and training.

The assessment activity and the drafting of the document must be carried out in collaboration with the RSPP and the Company Physician. The risk assessment shall be preventively discussed with the Workers' Safety Representative and shall be repeated if important changes to the production process occur, to ensure workers' health and safety;

3) Appoint the RSPP.

The Employer is entrusted with additional duties which he/she can empower to qualified people. Said duties, which are provided for in the safety regulations, involve the following, among other things:

- a) Appoint the Company Physician to carry out Health Surveillance;
- b) Designate the workers responsible for the implementation of the measures for fire prevention and firefighting, evacuation of the workplaces in the event of serious or direct danger, rescue, first aid and emergency management in general;
- c) Provide the workers, in agreement with the RPP and the Company Physician, with the essential and appropriate personal protective equipment;
- d) Introduce appropriate measures to ensure that only the workers who have received appropriate information and specific training can access those areas that expose them to serious or specific risks;
- e) Fulfill information, education and training obligations;
- f) Communicate to the competent Entities the data on accidents at the workplace;
- g) Call the regular meeting provided for in the safety regulations;
- h) Update the preventive measures according to organizational and production changes which are significant in regard to occupational health and safety, or according to how technically evolved prevention and protection are;
- i) Guarantee the safety of materials, electrical systems and equipment and make sure that buildings, systems and equipment are properly protected against lightnings and other electrical discharges.

In relation with said duties, and to any other duty entrusted to the Employer which they can empower pursuant to the above mentioned regulations, the authorization to act above is allowed, within the limits and conditions which have already been described, and more precisely:

- It shall result from written deed reporting expressed acceptance and firm date;
- The appointed person shall comply meets all professionalism and expertise requirements required by the specific nature of the delegated functions;
- It shall give the authorized person all the organizational, management and control powers required by the specific nature of the delegated functions;
- It shall give the authorized person the power of expenditure needed to perform the delegated functions and/or when the expenditure amount is such to require another person's consent and said consent is denied; it shall grant the power to discontinue the operations of the unit in charge if the delegated person thinks that any obligations may not be properly fulfilled as regards the plants and/or buildings for which he/she was awarded the above mentioned delegation of functions.

In order to guarantee the implementation of an integrated corporate safety model with the contributions from all corporate functions, the Employer shall provide the Protection and Prevention Service and the Company Physician with information about:

- a) The nature of risks;
- b) The work organization, the planning and implementation of preventive and protective measures;
- c) The description of plants and production processes;
- d) The information about accidents and information about professional diseases.

In fulfilling health and safety obligations on occupational health and safety, the Employer avails itself of the Protection and Prevention Service for professional risks, which:

- Identifies risk factors, assesses risks and establishes measures for the safety and healthiness of working environments, in compliance with the regulations in force based on the specific knowledge of the corporate organization;
- Drafts, as long as it is concerned, the preventive and protective measures following the risk assessment and the control systems of said measures;
- Drafts safety procedures for the various corporate activities;
- Proposes information and training programs for the workers;

- Attends consultations on protection of health and safety at the workplace as well as the mandatory regular meetings;
- Provides workers with any information on protection of health and safety at the workplace which may be needed.

While fulfilling their duties, if the People in charge of Protection and Prevention Service (ASPP) or the RSPP find any critical aspects in the implementation of the preventive measures adopted by the Employer, the entity involved must promptly inform the Supervising Body on that.

Any replacement of the RSPP must be communicated to the Supervising Body by expressly specifying the reasons for said decisions.

The RSPP must have professional skills and requisites in prevention and safety. In particular, he/she must:

- Hold a high school diploma;
- Have attended specific training courses adequate to the nature of the risks existing at the workplace;
- Have obtained attendance certificates for specific training courses on risk prevention and protection;
- Have attended refresher training.

The RSPP shall be regularly involved and shall be invited to the Supervising Body meetings relating to the issues he/she is competent for.

Among other things, the Company Physician must:

- Collaborate with the Employer and the Prevention and Protection Service at assessing risks, including in order to schedule, where necessary, Health Surveillance, arranging the implementation of the measures to protect workers' safety and psychophysical integrity, training and information toward them, within the scope of its functions, and at organizing first aid service considering the particular types of works and exposure and the specific work organizational methods;
- Schedule and perform Health Surveillance;
- Have the Workers to be employed in works involving specific risks undergo medical examination to assess their suitability to carry out their tasks;
- Establish, update and keep under his/her responsibility a sanitary and risk file for each Worker undergoing Health Surveillance;

- Provide workers with information on the meaning of the health care examinations they undergo and inform them on the outcomes;
- During the mandatory regular meetings, inform in written on the overall anonymous outcomes of the Health Surveillance carried out, and provide instructions on the meaning of said outcomes in order to implement the measures for the protection of health and psycho-physical integrity of the workers;
- Visit working environments at least once a year or on a different time basis, according to the risk assessment;
- Take part in scheduling the monitoring of workers' exposure, whose results are promptly provided to him/her to the purpose of assessing risks and the Health Surveillance.

The physician must have one of the professional qualifications envisaged by article 38 of Legislative Decree 81/2008 and, more specifically:

- Specialization in workplace medicine or in preventive medicine for employees and psychotechnics, or in industrial toxicology, or in industrial hygiene, or in physiology and workplace hygiene, or in workplace clinics and other specializations established, if necessary, through decree of the Minister of Health in agreement with the Minister of Education, Universities and Scientific and Technological Research;

or:

- Be professor or freelance professor in workplace medicine or preventive medicine for employees and psychotechnics, or industrial toxicology, industrial hygiene, physiology and workplace hygiene;
- Hold the authorization referred to in article 55 of Legislative Decree 277/91, which requires a proven professional experience of at least 4 years.

The Workers' Safety Representative (RLS) is the elected or appointed entity, in compliance with what provided for in union agreements on this issue, to represent the workers as regards health and safety at the workplace.

They receive, by the Employer or its authorized person, the specific training on health and safety as provided.

The RLS:

- Accesses the workplaces;

- Is preventively and promptly consulted on risk assessment and on the identification, scheduling, performance and checking of preventive measures;
- Is consulted about the appointment of the RSPP, ASPPs and the people in charge of implementing emergency and first aid measures, as well as the Company Physician;
- Shall be consulted about the organization of training activities;
- Promotes the drafting, identification and the implementation of preventive measures aimed at protecting health and psychophysical integrity of workers;
- Attends the "risk prevention and protection regular meeting";
- Receives information about risk assessment and the related preventive measures and, if he/she requires it and in order to carry out his/her function, a copy of Risk Assessment Documents.

The RLS has the necessary time to carry out his/her task, without losing salary, as well as the necessary means to exercise the functions and powers he/she has been awarded; the performance of his/her activity cannot result in no damage whatsoever for him/her and the same protections provided for by law toward union representatives shall be applied.

In order to further specify the above mentioned general behavior rules, each worker must take care of his/her safety and health and of those of the other people at the workplace who may be affected by the consequences of his/her actions and failures, as regards training and the instructions received and the equipment supplied.

In particular, workers must:

- Comply with the provisions and instructions given by the Employer or its representative in order to ensure collective and individual protection;
- Use the machinery, equipment, tools, substances and hazardous compounds, means of transport and the other work instruments, as well as safety equipment, properly and in compliance with the information and training received;
- Use protective equipment provided to them properly;
- Promptly inform the Employer or its representative in charge on the deficiencies of the means and equipment mentioned above, as well as any other dangerous condition they may be aware of, and directly act, in case of emergency, within their skills and possibilities, to eliminate or reduce said deficiencies or dangers, and inform the Workers' Safety Representative;

- Not remove or modify, without authorization, the safety, warning or control devices, or the setup of machinery, equipment, tools, substances and hazardous compounds, means of transport and work instruments;
- Not undertake, on their own initiative, operations or manoeuvres for which they are not responsible or in prohibited areas or differently from the received information and training, or which could compromise their own safety or that of the other workers;
- Diligently attend education and training programs organized by the Employer;
- Undergo health controls programmed for them;
- Contribute, together with the Employer or his/her representative to the fulfillment of all the duties imposed by the competent authority or which are essential to ensure the workers' safety and health while at work.

In addition to the fulfillments and obligations imposed by the regulations on the protection of safety and hygiene at the workplace, specific procedures must be arranged aiming at identifying the methods and the entities responsible for managing inspections and verifications by the public officials and criminal investigation appointed for that purpose.

The specific procedures contained herein require the company to perform the following:

- Clearly define the roles and tasks of the entities responsible for managing the initial contacts with the Public Administration, providing for controls (for example, filling out information sheets, calling special meetings, recording the main deliberations) on the regularity and legitimacy of information requests by Fameccanica.Data S.p.A. to Public Administration's offices;
- Specific information flows between the functions concerned as part of a collaboration, mutual surveillance and coordination;
- Appoint the entity in charge of managing the relationships with the Public Administration which, in case of inspections by Public Administration entities, is authorized to manage said verifications and, also provide for the recording of the activities performed during verifications.
- File the documents related to the sensitive activity;
- Disseminate safety and health regulations, leaving proper track of the dissemination of the rules within the company;
- Specify the main internal control measures when managing the relationships with the Public Administration;

- Give a special power of attorney and/or authorization to act to the people responsible for the functions involved in inspections and/or verifications in order to grant them the power to represent the company before public authorities in case of inspection and/or verification;
- Have the attorneys above draw up an information report on the activities carried out during the inspection containing, among other things, the names of the officials met, the requested and/or submitted documents, the entities involved and a resume of the verbal information requested and/or provided; if more entities take part in the inspection, the report must be drawn up jointly;
- Set up specific forms of periodic reporting on the management to the Supervising Body.

3.11 Sensitive activities related to offenses of fencing, money laundering, self-laundering and use of funds, goods and services of illegal origin

The types of sensitive activities related to offenses of fencing, money laundering, self-laundering and use of funds, goods and services of illegal origin under article 25-*octies* Legislative Decree no. 231/2001 are listed below;

- Management of purchase of goods and services;
- Management of sales;
- Management of intergroup relationships;
- Financial resources management;
- Warehouse management.

Said activities are considered sensitive both if performed by the corporate staff and by third parties acting upon appointment by or on behalf of the Company.

The area of interest of the potential criminal conduct mentioned above is connected to the following sectors:

- Administration / finance (legal, Administration, Commercial) as regards relationships with third parties;
- Purchase/sale contracts (Commercial / legal)
- Relationships within the group (Administration / legal)
- Management of financial flows and investments (Administration).

Therefore, in addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to all the preparatory corporate activities or with indirect contacts with the management of the sensitive activities provided.

3.11.1 General behavior and organizational rules for preventing offenses of fencing, money laundering, self-laundering and use of funds, goods and services of illegal origin

While carrying out all the operations relating to purchase of goods and services, sales, intergroup relationships, management of treasury, the Employees and the Corporate Bodies, as relevant to them, must adopt and comply with the following:

- The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
- The Code of Ethics, as well as the values and policies of the Company, as well as the rules included in this model;
- In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-*octies* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

Consequently, The above mentioned entities must strictly comply with all the laws in force and, in particular, act in a proper, transparent and cooperative way, complying with the laws and, specifically, those referred to in article 25-*octies* Legislative Decree no. 231/2001, of the corporate procedures in all the activities aimed at handling the management stages concerned (purchase of goods and services, suppliers' qualification, sales, intergroup relationships, treasury) which are connected to the performance of their work, in compliance with the role covered within the corporate organization.

Consequently, the recipients of this Model must not:

1. Establish and keep commercial or contractual relationships with entities which pursue, through their activities, purposes that are incompatible with the provisions of this Model as regards the traceability of the origin of the goods and services under the related contract;
2. Take part in the execution of money transfer operations through payment instruments which are not provided for in authorized procedures;

3. Establish and keep commercial or contractual relationships with entities (meaning individuals or legal persons outside the corporate organization) residing or having their headquarters in a Country which is included in the list of the countries not considered as cooperative by the Financial Action Task Force ("FAFT") against money laundering and which do not pursue, through their activities, purposes that are incompatible with the provisions of this Model as regards the traceability of the origin of the goods and services object of the contract;
4. Receive funds from sentenced national or foreign entities, or companies or organizations which have been proven responsible for carrying out money laundering, self-laundering and fencing;
5. Make donations (including as purchase of shares or stocks) to sentenced national or foreign entities, or companies or organizations which have been proven liable for carrying out money laundering, self-laundering and fencing;
6. Conduct negotiations with or, in general, keep business relationships with third parties, both Italian and foreign, included in counter-terrorism blacklists;

Additionally, the Recipients must:

7. Request, during the procedures to check and identify the counterparts and any entities on behalf of which they act, the necessary information in order to assess their reliability; said verification may occur by collecting data and proper documents (name, registered office and tax code, tax domicile, certificate of incorporation and by-laws, representation powers and directors' personal information); to this purpose, they must check and update the lists available concerning counterparts' reliability (for example, the lists provided by the following entities: Financial Intelligence Unit UIF, Ministry of Economics and Finance, OFAC, FAFT, European Union);
8. Select suppliers, partners and consultants according to objectivity, competence, cost effectiveness, transparency and fairness principles and based on objective criteria such as quality, price, capability to supply and guarantee goods or services on an appropriate level;
9. In case of joint venture, the Company verifies the economic adequacy of the investment, taking care of identifying the criteria of comparison with market prices, by availing itself of trusted professionals in order to carry out the due diligence;
10. Verify the regularity of payments in commercial transactions, especially making sure that flows are directly related to the subjects holding the contractual relationship, and to this purpose update the counterpart records;
11. Ensure that each economic transaction involving the transfer of money by or to the Company is fully and accurately recorded on the company books.

In turn, the Company shall implement the following general actions:

- Properly inform its employees on the importance of taking care of complying with anti money laundering regulations;
- Arrange procedures to formalize the steps to follow while managing the relationships with the suppliers and third parties in general, intergroup relationships, especially as regards financial flows or flows of goods coming from areas or entities which reliability procedures must be implemented for.

With specific reference to the management of intra-group relations, the following protocols must be observed:

- Always evaluate the purpose, profitability and interest of the Company in the execution of an intra-group transaction;
- Formalize the contractual terms and conditions governing relations and transactions between companies belonging to the same group; in detail, a contract must be drawn up in writing for each intra-group transaction, specifying the following:
 - ✓ The parties to the contract;
 - ✓ The object (provision of services, purchase/sale of goods, provision of financing) of the contract;
 - ✓ The consideration (price, commission, royalties, interest rate) or at least the criterion for determining the relative consideration;
 - ✓ The duration of the contract.
- Ensure that the consideration for intra-group transactions is at market value in accordance with the provisions contained in art. 110, paragraph 7 of DPR (Presidential Decree) no. 917 of 22 December 1986 and the OECD Guidelines on transfer pricing, including through the preparation of the "Country File";
- Comply with the following operational protocols:

- ✓ A copy of the contract signed in original by the parties must be properly filed and kept at the Company's registered office;
 - ✓ The services covered by the contract must be performed by the various parties involved in accordance with the agreed terms and conditions;
 - ✓ An adequate documentary record of purchases or sales, of services provided or acquired must be kept by the manager concerned, and the relevant documents must be filed at the Company's registered office;
 - ✓ Payments made or received by way of consideration must be in compliance with the following: (i) The sales/services actually provided/received as well as (ii) the agreements contained in the relevant contract;
 - ✓ All payments must be made against invoice or equivalent document, where required by law.
- All payments must be properly accounted for in accordance with the applicable legal provisions. The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the existence of the measures provided in order to prevent the offenses referred to in article 25 *octies*, Legislative Decree 231/2011, from being committed.

The Functions involved in the management of IT systems and data processing must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

3.11.2 Specific behavior and organizational rules for preventing offenses of fencing, money laundering, self-laundering and use of funds, goods and services of illegal origin

In order to implement the rules listed herein, in addition to the general principles included in this Model, the specific procedures below regarding the activities concerning purchase of goods and services, sales, intergroup relationships, management of financial resources and warehouse, require the company to perform the following:

- Identify the activities, roles and responsibilities;

- Define, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management of sensitive activities, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

As regards the behavior and organizational rules above regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said authorities and the Supervising Body, even during inspections, the specific procedures below require the company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

Furthermore, the internal procedures herein have the following characteristics:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

In order to further specify the behavior rules mentioned above, it is established that:

- The Company shall identify counterparts, and establish the procedures for filing and updating the collected data;

- The Company shall select the commercial and contractual counterparts according to methods which make it possible to compare in an objective and transparent way the offers and the consistency with the services requested by the Company, based on criteria which are objective and can be documented, by verifying the commercial reliability of the counterparts, considering the economic relevance of the service, also through:
 - Standard surveys from the Chamber of Commerce or equivalent certificate from foreign jurisdictions;
 - References by other entities having existing relationships with the Company or by public authorities or professional associations or renown professional firms;
 - If required by current laws, the anti-mafia certificate or certificate of pending proceedings of the directors or equivalent certificates from foreign jurisdictions;
- The Company shall include in the contracts with counterparties a specific clause on the knowledge of and compliance with Fameccanica.Data Spa ethical principles and behavior rules contained in the Model. Failing to comply with ethical conducts or rendering false statements related to the counterparty's situation may result in a penalty or, according to the seriousness, the termination of the contract;
- The Company establishes specific procedures for any use of cash or bearer bonds;
- The Company constantly monitors the corporate financial flows, especially as regards the source of payments; said controls must consider the registered office of the contractual counterpart (e.g. tax havens, terrorism-risk countries), the credit institutions used (registered office of the banks involved in the transactions) and any trusts used for extraordinary transactions or operations.

Self-laundering

In accordance with and in addition to all the provisions referred to in Article 3.11, it should be noted that the self-laundering offense includes all the offenses capable of providing the author with a supply of money or other goods or utilities, such as corruption, tax evasion and any tax offense, appropriation of corporate assets, embezzlement, false corporate communications, crimes against the public faith, corruption between private parties, as well as money laundering or self-laundering crimes themselves.

All the provisions related to the single offenses mentioned above, as well as to the payment control and/or the disposition of corporate assets, shall be considered appropriate to prevent the predicate offense of self-laundering.

3.12 Sensitive activities related to copyright infringement crimes

First of all, as regards the Company's specific activity, it can be considered that the crimes of copyright violation as predicate offenses under article 25 *novies* of Legislative Decree no. 231/2001 of the legal entity's administrative liability do not represent a concrete risk, as they are not directly connected to the corporate activities, unless they result from autonomous and malicious conducts in violation of the criminal code, which, as such, are incompatible with the general rules and principles referred to in this Model.

Advertising communication of corporate products may be considered the only potential specific sensitive activity, in relation to the risk of illegal diffusion of other people's original works.

However, any stage of employees' work involving the use of IT equipment which may result in the illegal sharing and diffusion of original works in violation of copyright regulations may be considered as general sensitive activity.

Said activities are considered sensitive both if performed by the corporate staff and by third parties acting upon appointment by or on behalf of the Company.

3.12.1 General behavior and organizational rules for preventing copyright infringement crimes

While carrying out all the operations regarding the management and use of IT equipment, as well as the advertising of the company's products, the Employees and the Corporate Bodies, as long as applicable to them, must adopt and comply with the following:

1. The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
3. In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-*novies* of Legislative Decree 231/2001);

➤ Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

As a consequence, the above mentioned entities must strictly comply with all the laws in force and, in particular, act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities connected to the use of IT equipment and related to the performance of their work, in accordance with their role within the corporate organization.

In general, the employees must comply with the current laws on copyright.

In turn, the Company shall implement the following general actions:

- The installation of programs shall be authorized by each area manager;
- it is forbidden to listen to audio or music files or viewing videos and/or images or protected texts on the Company's PCs, on any device they are stored in, unless for purely work purposes;
- Prevents, on the Company's IT systems, the installation and use of software through which it is possible to exchange files (video and/or audio, etc.) with other entities within the Internet network for purposes other than those of the company;
- If wireless connections are used to access the corporate Internet network, it establishes the protection of the network through access keys that prevent third parties from using it illegally.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of the measures provided in order to prevent the offenses referred to in article 25-*nonies* of Legislative Decree 231/2011, from being committed.

The Functions involved in the management of IT systems and data processing must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

3.12.2 Specific behavior and organizational rules for preventing copyright violation crimes

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures contained herein concerning computer systems management and data processing activities, require the Company to perform the following:

- Identify the activities, roles and responsibilities;

- Define, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management of systems and data processing, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Also, internal procedures must have the following characteristics:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

As regards the behavior and organizational rules above regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said authorities and the Supervising Body, even during inspections, the specific procedures below require the company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

In order to further specify the behavior rules mentioned above, it is expressly and specifically forbidden to:

1. Provide the public with protected original works, or part of them, by putting them in a system of telecommunication networks through any kind of connections, or with other people's original works which are not to be advertised, or by seizing the authorship of the work, or through distortion, mutilation or any other changes to said works, prejudicial to the authors' honor or reputation;
2. Unlawfully copy computer programs in order to gain a profit therefrom or, for the same purposes, import, distribute, sell, hold for commercial or entrepreneurial purposes or lease out programs embodied in media not marked by SIAE (Italian Society of Authors and Publishers);
3. In order to gain a profit therefrom, reproduce on media not marked by SIAE, or transfer on other media, distribute, communicate, present or show to the public the contents of a database, extract or reuse said database in breach of the provisions of law no. 633/1941, as well as distribute, sell or lease out a database;
4. Unlawfully duplicate, reproduce, transmit or broadcast in public by whatever means, in whole or in part, an original work intended for television, cinema, sale or rent, records, tapes or similar media or any other media containing phonograms or videograms of comparable musical, film or audiovisual works or sequences of moving images;
5. Unlawfully reproduce, transmit or broadcast in public by whatever means, works or parts of works of literary, drama, scientific, educational or drama-musical nature, as well as multimedia works, even when included in collective or composite works or databases;
6. Even if not involved in duplicating or reproducing, introduce in the State territory, hold for sale or distribution, or distribute, market, lease out or transfer for whatever reason, broadcast in public, through television by whatever means, radio broadcast, play in public unlawful copies or reproductions;
7. Hold for sale or distribution, market, sell, rent, transfer for whatever reason, project in public, broadcast via radio or television by whatever means, video cassettes, music cassettes, any media containing phonograms or videograms of music, film or audiovisual works or sequences of moving images, or any other media for which SIAE (Italian Authors and Publishers' Society) markings are compulsory and that is devoid of said markings, or bear forged or altered markings;
8. Re-transmit or diffuse by any means an encrypted service received by means of equipment or parts of equipment used for decoding conditional access transmissions without the agreement of the authorized distributor;

9. Introduce into the State territory, hold for the purposes of sale and distribution, distribute, sell, lease out, transfer for whatever reason, promote commercially, install special decoding devices or elements that allow access to an encrypted service without payment of the due fee;
10. Manufacture, import, distribute, sell, lease out, transfer for whatever reason advertise for sale or rental or hold for commercial purposes, equipment, products or components or provide services for commercial purposes or primarily aimed at bypassing effective technological measures referred to in law no. 633/1941, or which are mainly designed, produced, adjusted or made with the intention of making it possible or easier to bypass said measures;
11. Unlawfully remove or adulterate electronic information referred to in law 633/1941, or distribute, import for the purposes of distribution, broadcast via radio or television, communicate or provide the public with works or other protected materials from which said electronic information has been removed or adulterated;
12. Reproduce, duplicate, transmit or unlawfully broadcast, sell or otherwise market, transfer for whatever reason or unlawfully import more than fifty copies or specimens of works protected by copyright and the rights thereof;
13. Communicate original works protected by copyright, or parts of them, to the public, by putting them into a system of telecommunication networks through any kind of connections in order to gain a profit, in breach of law no. 633/1941;
14. If the advertising of corporate products involves the use of original works or works protected by copyright, as well as the use of programs or media containing them, and their creation is contracted to external suppliers, the assignment must expressly provide for the contractual obligation to carry out the research on the originality of the proposed work or on the compliance with the conditions for their use, in accordance with copyright regulations, as well as the obligation to release a statement proving that said obligations have been fulfilled.

3.13 Sensitive activities related to environmental crimes.

In compliance with the general principles of the Code of Ethics, the Company's primary interest is developing its investments in a way that is compatible with the respect for the environment, which is recognized as the primary asset to protect, by pursuing the best balance between its business initiatives and the protection of environmental needs through the reduction of the impact of its activities, including production, as well as the compliance with environmental regulations.

Therefore, Fameccanica.Data S.p.A. considers any conduct which may directly or indirectly prejudice the environment, even just potentially, contrary to its interest and rejects any conduct

aimed at bypassing corporate procedures and breaching the regulations in force, by expressly declaring that said conducts do not result in any advantage to the Company, rather they compromise its ideals and assets.

The disciplinary system has specifically taken into consideration the protection of said goals and values.

For the purposes of this Model, when listing the types of sensitive activities relating to environmental offenses under article 25 *undecies* of Legislative Decree no. 231/2001, as amended, Fameccanica.Data S.p.A. has verified that all the activities carried out in its facilities, or production plants, additional buildings, research laboratories, as well as administrative offices and corporate headquarters where employees perform corporate activities are potential areas at risk.

Furthermore, all the activities performed by external staff are considered areas at risk (e.g. service providers as per contracts for the supply of goods and services). Special attention will therefore be paid to those activities carried out jointly with external partners as well. Hence, the activities are considered sensitive both if they are carried out by corporate staff and third parties acting upon assignment or on behalf of the Company, or that have a contractual relationship with the Company, especially as regards the scope of the activities assigned to them and carried out under the Company management or supervision.

The activities to be considered sensitive are those having significant impacts on environmental compartments (water, air, soil, flora, fauna, waste), or impacts which impose measures to reduce said impacts.

In particular, the areas where intentional conducts or gross negligence may occur which may result in prejudice or danger of relevant damages pursuant to 2008/99 EC and 2009/123 EC Directives, shall be considered corporate activities relevant to the protection of environmental compartments, as they cause or may cause death or severe injury to people or significant damage to the quality of the air, soil, waters, flora and fauna.

Within said activities, those considered as sensitive are those having:

- a) Indirect environmental impact, as they are connected to the development of activities comparable to household activities even though, according to the extension of the plant or the household occupancy of the urban settlement it is located in, the site does not fall under the definition of place where household waste may come from, pursuant to article 184 of TUA (Consolidated Act on the Environment) of Legislative Decree no. 152/2006;
- b) Direct environmental impact, as they are connected to the development of activities that are different from household activities (industrial activities, production activities, activities causing waste discharge or emissions). These include also the activities subjected to the assessment

under article 18 paragraph 1 letter q) of Legislative Decree 81/2008 which are carried out in places where measures for the protection of health and safety of the working environment have been adopted. The activities subjected to administrative proceedings involving enabling, recording, or authorization, as well as to specific prohibitions pursuant to the TUA of legislative Decree no. 156/2006, shall also be considered sensitive activities, as they may potentially have direct impacts.

Within the management of fulfillments on environmental issues, the following activities are identified:

- Assessment of the compliance with the technical and structural standards provided by law regarding treatment and purification plants, emission discharge plants, temporary storage and waste storage places;
- Procurement of the documentation and certification prescribed by the law;
- Assessment of the risks connected to production cycles having impacts on the environment;
- Assessment of the compliance with technical and structural law standards provided for in environmental regulations in order to obtain administrative measures (e.g. authorizations, licenses, concessions, permissions, evaluations, opinions, approvals, subscriptions, etc.), to carry out activities, as well as to carry out fulfillments before it (communications, statements, enrollments, records, conservation of deeds and documents, submission of deeds and documents, etc.) needed to carry out the corporate activities;
- Update and coordination of corporate procedures on environmental protection issues with those on health and safety at the workplace;
- Surveillance of the compliance by the workers and third parties with working procedures and instructions given to achieve goals in terms of environmental compatibility and safety at the workplace;
- Periodic verification of the application and effectiveness of the procedures adopted.

Therefore, in addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the environmental offenses, with special reference to all the corporate activities carried out by the staff that may affect, directly or indirectly, the management of the fulfillments concerning environmental protection and compliance with the specific environmental regulations. Consequently, the activities affecting directly and indirectly the environmental compartments, namely water, air, soil, flora and fauna, as well as the activities to manage waste production cycle shall be identified.

In this Model, the assessment factors reported in the specific corporate activities management systems must be fully referred to, with special reference to protection of health and safety at the

workplace, as well as the management of the relationships and bargaining with the Public Administration, management of litigations, staff selection and rules covering the agreements with commercial partners and third parties, as well as regards the regularity, truthfulness and correctness of the information about the economic position, assets, liabilities or financial position of the Company, considering that said factors do not fully cover the procedures provided for, aimed at establishing the overall environmental management system.

The Company has promoted the constitution of a specific work group helped by the contribution of specialists with appropriate skills, and has appointed it with the harmonization and any renovation of the mapping of sensitive production activities affecting the environment, in order to get to an effective coordination of the internal procedures system in force.

3.13.1 General behavior and organizational rules for preventing environmental crimes

It shall be considered that, as currently there are no statutory provisions as regards the requirements for delegating functions on environmental issues and an allegedly legal compliance of the Model (as instead provided pursuant to articles 16 and 30 of Legislative Decree no. 81/2008 on safety at the workplace), in wait for regulations on the criteria for implementing the above, the following minimum requirements and goals of the system of rules and procedures of the Company referred to in this Model can be identified, in order to provide for appropriate rules of conduct on environmental issues aimed at preventing conducts that integrate or enhance the integration of environmentally relevant predicate offenses.

In particular, in compliance with the precautionary principle, the goal of complying with the behavior rules and the related internal procedures provided for the protection of environmental compartments, will be preventing intentional conducts or conducts of gross negligence which may result in prejudice or danger of relevant damages to the air, soil or waters, as well as fauna and flora, or which cause or may cause death or severe injury to people.

Therefore, the Company must provide for and pursue the following:

- An environmental management system which guarantees compliance with the statutory obligations provided and regulations;
- The distribution of skills through appropriate delegations of functions.

In particular, functions managing the activities having an environmental impact shall be entrusted under the following requirements:

- Identify an individual having specific skills and professional reputation;
- Make the authorization official, expressly accept it and publish it;
- Confer the appropriate decision-making powers;

- Assign the appropriate resources and budget, especially considering the current needs and the need for regular investments;
- Coordinate the powers conferred upon the appointed person in relation to any different managing activities concerning the overall corporate organization;
- Coordinate the different risk assessment schemes, with special regard to the assessment required by article 18, paragraph 1, lett. q) of Legislative Decree no. 81/2008, in order to identify the action which, as a result of the assessment on the external environmental impact, has the lowest impact in terms of occupational health and safety.

Additionally, the Company must pursue the following:

- The management and adjustment of working procedures, as well as environmental monitoring;
- The surveillance on the compliance with working procedures and instructions;
- The setting up of an environmental impact prevention and reduction system according to the hierarchy and the priorities provided for in the Consolidated Act on the Environment as per Legislative Decree 152/2006.

In particular, under the latter perspective, waste management must comply with the following hierarchy:

- a) Prevention;
- b) Preparation for reuse;
- c) Recycling;
- d) Other types of recovery, for example energy recovery;
- e) Disposal.

The hierarchy establishes, in general, an order of priorities for what the best sustainable environmental option is. In accordance with said hierarchy, the measures aimed at encouraging those options which guarantee the best overall outcome must be adopted, considering health, social and economic impacts, including the technical feasibility and economic viability.

As regards the single waste streams, it is exceptionally possible to depart from said priority order when it is justified, in accordance with the precautionary and sustainability principle, based on a specific assessment of the overall impacts of the production and the management of said waste, both under an environmental and health care perspective, in terms of life cycle, and under the social and economic point of view, including technical feasibility and protection of resources.

In wait for and in compliance with any provisions coming from the competent Ministerial Bodies concerning the regulations of the single specific waste streams and from the Public Administration, with special reference to the hierarchy for waste treatment, in order to achieve the best result in

terms of human health and environmental protection, the Company shall orient its implementations and the actions of its environmental management system in order to promote:

- The development of clean technologies, which allow to use natural resources in a reasonable way and to save them;
- The use of products conceived so that their manufacturing, use or disposal does not contribute or contributes as little as possible to increase the quantity and the harmfulness of waste and the risks of pollution;
- The use of techniques which are appropriate to the removal of dangerous substances contained in waste in order to enhance their recovery;
- Within the contract stipulation conditions, the provision for the use of the materials recovered from waste and substances and objects produced, even only in part, with materials recovered from waste in order to facilitate the market of said materials;
- The use of the waste produced, where compatible, for the production of fuel and the later use or as a means to produce energy.

Under the latter perspective, in compliance with the waste treatment hierarchy, the measures aimed at recovering waste through the preparation for reuse, recycling or any other materials recovery operation, shall be adopted by the Company as a priority compared to the use of waste as source of energy.

Additionally, the Company must adopt and pursue the following:

- A verification and control system with regular check of environmental monitoring and following renovation of the adequacy assessment of working procedures and instructions;
- The education and training of workers, commercial partners and third parties, including the circularization of notifications to the different functions involved;
- The keeping and storing of documents, even accounting documents and the notification to the competent Supervising Authorities of the data on the activities affecting the environment;
- The proper management of resources within an appropriate financial planning;
- The specific area of competence of the Supervising Body, with special references in the system of disciplinary sanctions.

The Company, in addition to constantly harmonizing and possibly renovating the mapping of the sensitive production activities impacting on the environment, in order to implement the internal procedure system, shall take the following regulations under consideration, with the purpose of adopting quality systems which will be identified as compliant to Models for the management and prevention of risks resulting from environmental crimes which are presume to be compliant.

As regards the general rules to follow while carrying out all the operations regarding the sensitive activities in relation to the environment, the Employees and the Corporate Bodies, as relevant to them, must comply with the following:

1. An internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
3. In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25 *undecies* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

Consequently, the above mentioned entities must strictly comply with all the current laws, and in particular, act in a proper, transparent and cooperative way, in compliance with the environment laws and the procedures, in all the corporate activities.

It is expressly forbidden to commit or cause the commitment of violations of behavior principles, protocols and corporate procedures. The individuals involved in the above mentioned activities must comply with the organization and preventive measures provided for performing environment-affecting production activities and the information obligations related, by diligently participating in training and education sessions connected to the tasks which the Company conferred upon each of them.

In particular, it is forbidden to change production cycles, systems, machinery, purification processes, places and the relevant procedures as regards the preparation and the starting stages of disposal, according to the priority order, of waste coming from corporate activities.

Within the relationships with the Public Administration and, in particular, the Entities in charge of releasing authorizations and measures on environmental protection, the procedures herein establish that the company implements the following:

- Separate the duties among the people responsible for establishing contacts with the public entity to ask for information, for drafting the application, submitting the application and

managing the authorization to exercise and perform the environment-affecting production activity, establishing specific control systems (e.g. fill in information sheets, call special meetings, record the main deliberations) in order to guarantee the compliance with process integrity, transparency and fairness criteria;

- Check and make sure that the documents that must be produced are true and correct (e.g. joint check by the person responsible for the application submission and the person responsible for controlling the authorization management) and set up control criteria (deadlines, charts, internal training), as well as the related responsibilities in order to ensure that the relevant data are transmitted to the Public Administration within the deadlines;
- Specific information flows between the functions concerned as part of a collaboration, mutual surveillance and coordination;
- Identify the subject in charge of representing the Company before the granting Public Administration, which must be conferred with an appropriate authorization to act and powers of attorney as well as specific periodic reports about the tasks carried out both to the Supervising Body and the person responsible for the function in charge of managing said relationships;
- A clear and accurate description of the roles and duties of the function responsible for controlling the attainment and the management of authorizations, especially as regards the factual and legal grounds which the submission of the related request shall be based on;
- Specific forms of periodic reporting to the Supervising Body.

Additionally, specific protocols related to each sensitive process of the several Functions/Departments of Fameccanica.Data S.p.A. must be complied with:

In particular, the Product Supply Department must:

- Define the roles and responsibilities of the subjects involved and the related decision-making process for managing the stages to obtain the authorization to carry out the environment-affecting production activity;
- Record all the meetings with the people in charge of the relevant administrative, surveillance and control procedure, and file said records and the whole documents produced during the processing of the authorization, specifying the relevant source;
- Appoint a person, on a central level, in charge of organizing environment-affecting production activities, by defining the roles and responsibilities of the entities involved in order to delegate their functions in compliance with law provisions.

The Supervising Body, in addition to the discretionary power of carrying out specific checks following the reports received, performs periodical verifications on the compliance with this special section and evaluates the effectiveness of the measures provided in order to prevent the offenses referred to in article 25-*undecies* of Legislative Decree 231/2011 from being committed. To this purpose, the Supervising Body is allowed free access to all the relevant corporate documents.

The Corporate Functions and Departments involved must promptly notify the Supervising Body on any exceptional conduct or any unusual event, providing the reasons for said variances and giving proof of the authorization process followed, guaranteeing the possibility to document the process followed proving the compliance with the regulations, keeping all the documents needed for the purpose available for the Supervising Body, in a tidy archive.

3.13.2 Specific behavior and organizational rules for preventing environmental crimes

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures below regarding environmental protection and prevention against harmful environmental impacts require the company to perform the following:

- Identify the activities, roles and responsibilities;
- Define, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management of production activities having an environmental impact, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Furthermore, the internal procedures herein must have the following characteristics:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

The Company must identify the methods and the functions representing Fameccanica.Data S.p.A. in the management of the relationships with the competent administrative Authorities, as well as of the inspections and verifications in relation to environmental protection.

In particular, the following shall be done:

- A special power of attorney must be given to the people responsible for the functions involved in inspections and/or verifications in order to grant them the power to represent the Company before public Authorities (in particular, Revenue Agency, Finance Police, Italian Regional Environmental Protection Agency, Local Health Unit, Ecology Operative Unit, State Forestry Corps, Forestry and Environmental Protection Investigation Units, Anti-adulteration and Health Police Unit, as well as the other Law Enforcement Agencies responsible for environmental issues) in case of inspection and/or verification;
- A specific authorization to act must be given to the function in charge of representing the company before the Public Administration's Body which is granting an administrative measure or which a communication is addressed to;
- Draw up an information report by the attorneys above of the activities carried out during the inspection containing, among other things, the scope and nature of the inspection, the names of the officials met, the requested and/or submitted documents, the entities involved and a resume of the verbal information requested and/or provided; if more entities take part in the inspection, the report must be drawn up jointly;
- A method for filing the documents related to the activity in question must be arranged. In particular, the methods used to keep track of the applications, authorizations, communications and any other data sent to Public Administration entities must be specified, in order to make sure that the documents are immediately available in case of request;
- A preliminary communication method in order to inform the entities in charge on inspection notices (also periodical, e.g. Integrated Environmental Authorizations), as well as their role in orienting, supervising and monitoring, must be arranged;
- The methods used to fulfill the request of information by the Supervising Authority must be established, as well as to manage the information flow toward any other functions or, if needed and urgent, the methods to inform the Managing Directors;
- Specific methods to report periodically to the Supervising Body on the management of said stages must be arranged.

Additionally, the Company formalizes specific protocols related to the single sensitive processes of the several Functions/Departments of Fameccanica.Data S.p.a.:

In particular, as regards the Product Supply Department, a special procedure must be arranged, which identifies:

- The roles and responsibilities in carrying out the several environment-affecting production activities;

- The staff in charge of managing the different activities and supervising them: in particular, a function other than the one in charge of managing the sampling operations or the sampling on the performance of corporate activities by the Law Enforcement agencies in charge of the verifications during inspections must be identified. Also, the methods used to keep track of the applications, authorizations, communications and any other data sent to Public Administration entities, in order to make sure that the documents are immediately available in case of request shall be established.
- Roles and responsibilities for managing the asset distribution process, especially the investments intended for the management and implementation of the corporate production activities having an impact on the environment;
- The process for managing the selection of the enterprises coping with environmental activities, such as waste management and disposal, as well as the external chemistry labs;
- A special power of attorney to be given to the people responsible for the functions involved in inspections and/or verifications in order to grant them the power to represent the Company before public Authorities in case of inspection and/or verification;
- A specific authorization to act to the function in charge of representing the Company toward the Public Administration which is granting an authorization or which a communication is addressed to;

As specifically regards the management of the application for and the issue of environmental authorizations by the Public Administration, the Company arranges and implements the following specific procedures which establish that the company arrange the following:

- Clearly define the roles and tasks of the functions responsible for managing the production activities having an impact on the environment, regarding the establishment of the initial contacts with the Public Administration, providing for controls (for example, filling out information sheets, calling special meetings, recording the main deliberations) on the regularity and legitimacy of information requests by Fameccanica.Data to Public Administration's competent offices, or requests by Public Administration's representatives to Fameccanica.Data Spa;
- Specific information flows between the functions concerned as part of a collaboration, mutual surveillance and coordination;
- Identify the function in charge of representing the company before the Public Administration, which must be conferred with an appropriate authorization to act and power of attorney, as well as establish specific forms of periodic reporting on the activity carried out both toward the

Supervising Body and the person responsible for the function in charge of managing said relationships;

- Separate the functions in charge of preparing and submitting the request for obtaining the authorizations, as well as provide for specific methods to check for the technical and structural conformity in relation to the nature and the object of the environmental activity they refer to;
- Introduce, when applying for the authorization, an appropriate control system to avoid submitting incomplete or incorrect documents to the Public Administration stating, in contrast with the truth, the existence of the conditions or necessary requirements to obtain the request for the authorization, having also complied with the regulations to protect third parties;
- Deliver data and information to the function responsible for the request for authorization through a system (also computer system) which makes it possible to trace the single steps and identify the entities inserting data into the system;
- Segregate the tasks related to the stipulation of the contract concerning the contracting out of the production activities having an impact on the environment, the input of the software application for invoicing, the check of payments and debits;
- Establish the methods and terms to manage any claims on administrative violations identified, and identify the functions responsible for receiving the claims, ensuring that the objections made are appropriate and carrying out actions to implement the provisions or the instructions given and checking them;

As regards the behavior and organizational rules regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said Authorities and the Supervising Body, even during inspections, the specific procedures require the company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;

- Clearly identify the function in charge of representing the Company toward Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney;
- Specific forms of periodic reporting to the Supervising Body on the activity carried out.

3.14 Sensitive activities and behavior rules concerning the Crime of employment of illegally staying third-country nationals

The Department that is more likely to be involved in the crime of employment of illegally staying third-country nationals is the Human Resources and Organization Department.

As regards the crime of employing illegally staying third-country nationals, the corporate organization shall comply with the following protocols, criteria and/or principles (integrated through corporate procedures, or through the other organizational instruments adopted by the Company):

- Identify the activities, roles and responsibilities;
- Guidelines defining, in an unequivocal way, the activities, roles and responsibilities about the staff selection and management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in staff management, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Furthermore, the internal procedures herein have the following characteristics:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

Specific criteria to be adopted when selecting and hiring staff (expressly excluding the employment of foreign people who did not submit to the Company all the documents required for the regular employment on the territory where they work.

The Company establishes and implements the procedures aimed at identifying the methods and the functions representing Fameccanica.Data S.p.A. in managing the relationships with the competent administrative Authorities, as well as in the inspections and verifications on staff selection and in checking that workers meet the requirements to perform the job.

In particular, the HR department may not:

- Employ people in order to make favors to public officials or people in charge of a public service, and to give money or other benefits to directors, general managers, managers in charge of drawing up the corporate accounting documents, the statutory auditors and the liquidators of other companies (as well as to those whom they manage and supervise on) to have them take or refrain from taking actions, in violation of the obligations pertaining to their position or of loyalty obligations, thus causing damage to their company;
- Implement mechanisms to check the compliance with the staff selection and employment criteria set by the Company;
- Record/track and/or, if needed, motivate every relevant stage of the staffing process;
- Implement a control mechanism on wage and salary policies;
- Hold pre-employment meetings, also to comply with any relevant foreign legislation aimed at making sure that there are no impediments to employment, even in relation to the specific activity to be carried out by the resource;
- Specify any impeding circumstances as well as the several situations that, after completing pre-employment checks, may be key issues to the employment;
- Define the methods to open and manage Employees' records;
- Use systems, including automated ones, that guarantee traceability of attendance records in accordance with the applicable legal provisions;
- Traceability of the company procedures and activities and keeping of the related documents, even on paper, especially those regarding the foreign workers staffing process, as well as their entry and stay on the Italian territory, and the consequent obligation to keep said documents in a special archive, with the prohibition to erase or destroy the documents stored;
- Obligation to check that the permits allowing the foreign workers to enter and stay in the Country in order to be employed or establish a different type of partnership with the Company are complete and fully compliant to administrative requisites; or a monitoring system on everything concerning the permits of stay (expiry, renewal, etc.).

3.15 General behavior and organizational rules for preventing offenses of incitement to not testify or to bear false testimony before the judicial authority

While carrying out all the operations regarding the management of the different types of sensitive activities, the Employees and, as applicable, the Corporate Bodies must adopt and comply with the following:

- The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;

- The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
- In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25 *decies* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

The above mentioned entities must strictly comply with all the laws in force and, in particular, act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities aimed at managing the type of sensitive activities concerned which are connected to the performance of their work, in compliance with the role covered within the corporate organization.

As a consequence, it is forbidden to engage in any activity of pressure, incitement, bribery toward people who are called to testify before the Judicial Authority, or to make statements that may still be used in criminal trials.

In turn, the Company shall implement the general actions, aimed at properly informing employees about the importance of a transparent collaboration with the Judicial Authority, and the obligation to speak the truth when testifying before the Authority itself or when making statements that may be used in criminal trials.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of the measures provided in order to prevent the offenses referred to in article 25-*decies* of Legislative Decree 231/2011, from being committed, and reserves the right to any appropriate communication to the senior functions of the company.

The Functions involved must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

The previous behavior and organizational rules must be set out and complied with even during the activities performed in execution and in the occasion of the supply of services to third parties.

3.15.1 Specific behavior and organizational rules for preventing offenses of incitement to not testify or to bear false testimony before the judicial authority

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures below regarding the creation, marketing and advertising of the product require the Company to perform the following:

- Identify the activities, roles and responsibilities;
- Define, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

Furthermore, the internal procedures herein must have the following characteristics:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Written trace of each relevant step of the process (so-called "traceability");
- Appropriate level of formalization.

As regards the behavior and organizational rules regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said Authorities and the Supervising Body, even during inspections, the specific procedures below require the Company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;

- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

In order to further specify the general behavior rules mentioned above, the Company establishes that, when dealing with the Judicial Authority in the occasion of in-court disputes or Criminal Investigation activities requiring statements from Company Employees or the CEO, the declarant's full autonomy and spontaneity, as well as the confidentiality related to the status of the person involved in the investigation shall be ensured.

The previous behavior and organizational rules must be complied with even during the activities performed in execution and in the occasion of the supply of services to third parties.

3.16 Sensitive activities related to tax offenses

The types of sensitive activities related to tax offenses under article 25-*quinquiesdecies* of Legislative Decree no. 231/2001 are listed below:

- Preparation of tax returns and related obligations;
- Recognition, accounting and recording of active transactions;
- Recognition, accounting and recording of passive transactions;
- Filing of accounting records;
- Management of company transactions.

Said activities are considered sensitive both if performed by the corporate staff and by consultants acting upon appointment by or on behalf of the Company.

The area of interest of the potential criminal conduct mentioned above is connected to the following sectors and competent functions: Human Resources and Organization Department/Administration and Finance Department/Legal/Sales Department/Logistics/Purchasing.

In addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to:

- a Supply of goods, services and advisory;
- b Financial resource management;
- c Travel and entertainment expenses, gifts, gratuities, advertisement and sponsorships.

3.16.1 General behavior and organizational rules for preventing tax offenses

While carrying out all the operations regarding tax management and the relevant obligations, the Employees and, as applicable, the Corporate Bodies must adopt and comply with the following:

1. The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
3. In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-*quinquiesdecies* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

The above mentioned entities must strictly comply with all the laws in force and, in particular, act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities aimed at managing tax compliance, in accordance with the role covered within the corporate organization.

Consequently, the recipients of this Model must not:

- Report fictitious liabilities in one of the income tax or VAT returns, using invoices or other documents for non-existent transactions;
- Perform objectively or subjectively simulated operations, or use false documents or other fraudulent means suitable to prevent them from being ascertained or to mislead the financial administration;
- Issue or release invoices or other documents for non-existing operations;
- Hide or destroy in whole or in part the accounting records or documents that must be kept;
-
- Report assets for an amount lower than the actual one or fictitious liabilities in the documentation submitted for the tax transaction procedure;

- Use dummy corporations in EU transactions to evade VAT.

In turn, the Company requires compliance with the following general protocols:

- Act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities aimed at drawing up the documents required by tax laws, especially the declarations made to the tax authorities in order to provide them with true and correct information on the Company's tax obligations and, more generally, real and reliable elements relating to the legal tax relationship between the Company and the Tax Authorities;
- Comply with the rules laid down by the national tax system and by international conventions against double taxation;
- Submit tax returns to the company's legal representative using specific channels and in due time;
- Submit tax returns within the terms of the law including through external consultants, fill them in with absolutely truthful data and information and pay taxes on the due dates or by voluntarily correcting any errors;
- Ensure maximum cooperation in the event of visits, inspections, accesses by the Revenue Agency or the Finance Police;
- Answer with true data and information to questionnaires notified by the Revenue Agency or other public bodies (e.g. INPS, INAIL);
- Follow the internal procedures concerning accounts payable and receivable and their journal posting.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of the measures provided in order to prevent the offenses referred to in article 25-*quinquiesdecies* of Legislative Decree 231/2001, from being committed.

The Functions involved in the management of tax compliance must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

The behavior and organizational rules above must be set out and complied with even during activities performed to associated companies.

3.16.2 Specific behavior and organizational rules for preventing tax offenses

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures below regarding the tax compliance management activities require the Company to perform the following:

- Identify the activities, roles and responsibilities;
- Define the guidelines establishing, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange specific training in case of need (i.e. statutory changes) intended for all the organizational functions involved in the management of sensitive activities, about the main legal fundamentals and problems.

As regards the behavior and organizational rules regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said Authorities and the Supervising Body, even during inspections, the specific procedures require the Company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;
- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

Furthermore, the internal procedures included herein require the Company to perform the following:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Keep written trace of each relevant step of the process (so-called "traceability");
- An appropriate level of formalization.

In order to further specify the general behavior rules mentioned above, the Company requires the following protocols to be implemented.

Concerning the Preparation of tax returns and related obligations process, it is necessary to:

- Provide control mechanisms to ensure that each cost/revenue item can be traced back to an invoice or any other document certifying the existence of the transaction;
- Have the increases and/or decreases reported in tax returns be supported by adequate documentation and justification in accordance with the applicable tax regulations;
- Ensure the data and information in the VAT returns are consistent and coherent with the VAT registers and the settlements made;
- Ensure that the taxes paid (IRES, IRAP if due, VAT, withholding taxes) are consistent and coherent with the data and information reported in the tax returns;
- Prepare reconciliation statements for tax calculations;
- Guarantee compliance with the requirements under direct and indirect tax regulations;
- Hold regular training sessions on tax issues and related obligations by a third party consultant, including through the examination of guidelines and explanatory circulars;
- Create mechanisms for periodic review of the proper fulfilment of tax obligations.

As regards the Recognition, accounting and recording of passive transactions process, the following is needed:

- Traceable Supplier's accreditation decision-making process - counterparty evaluation parameters in place (Ownership and Management Bodies, Related Parties, Financial Stability, Commercial Reliability, Jurisdiction, Conflict of Interest) specifying the people responsible for the evaluation and any "red flags" highlighted by the analysis;
- Traceable decision-making process by documenting and filing (on electronic and/or hard copy) each accounts payable entry; in particular, each goods and/or service purchase transaction must correspond to a duly authorized purchase request, a purchase order, a contract, documents certifying the existence of the supplier, its competency, the execution of the transaction (self-declaration with data summary, last balance sheet for significant suppliers, category for VAT purposes, delivery note, transport documents, time sheets, reports, etc.);

- As far as production purchases are concerned, the purchasing process is managed through the management system, where the purchased products are loaded onto the warehouse based on the delivery note. The final invoice reports the details of the delivery note, which is analyzed by the system for a final check to make sure that what was ordered, received, how much was the order and the price on the invoice all match;
- Clear and traceable identification of the contact person responsible for the supplier (role covered, e-mail address, company details, headquarters/office);
- A mechanism to check the economic viability of the transaction and its objectively and subjectively substantial effectiveness;
- A mechanism to make sure that the value/price of goods/services is in line with that normally practiced in the target market;
- Use a specific computer system for recording invoices payable, as well as any other economic event, capable of tracing each entry;
- Supervise on and monitor accesses to the IT system;
- Posting by the relevant office in the journal and VAT registers of payable invoices, following the authorization steps in the system, which require to verify the documents to allow the next operational steps;
- Recognize all the company administrative events payable having an impact on profit and loss and equity;
- Regularly check that the salaries paid to employees match the amounts on pay slips, and run a final check on the information included in certifications.
- Check expense reports through authorizations and proofs of expense, using the management software.

As regards the Recognition, accounting and recording of active transactions process, the following is needed:

- Traceable customer's accreditation decision-making process - counterparty evaluation parameters in place (Ownership and Management Bodies, Related Parties, Financial Stability, Commercial Reliability, Jurisdiction, Conflict of Interest) specifying the people responsible for the evaluation and any "red flags" highlighted by the analysis; Proper, accurate and traceable customer master data input, change and check even to properly apply the corresponding VAT rates;
- Traceable decision-making process by documenting and filing (on electronic and/or hard copy) each accounts receivable entry; in particular, each good selling transaction must correspond to a

purchase order sent by the purchaser, a contract, documents certifying the execution of the transaction (delivery note, transport documents, etc.);

- Traceable decision-making process by documenting and filing (on electronic and/or hard copy) each goods returning process activity; in particular, each goods return transaction must correspond to documents certifying the execution of the transaction (delivery note, transport documents, etc.) and to an opened and closed "return request" with the reason why;
- A mechanism to check the economic viability of the transaction and its objectively and subjectively substantial effectiveness;
- Use a specific computer system for recording invoices receivable, as well as any other economic event, capable of tracing each entry;
- Supervise on and monitor accesses to the IT system;
- Posting by the relevant office in the journal and VAT registers of invoices receivable, following the process steps in the system, which require to prepare the documents related to products outgoing from the company;
- Make sure that the VAT on the issued invoices and the actual VAT received match;
- Recognize all the company administrative events receivable having an impact on profit and loss and equity;
- Verify, with a third party consultant, if necessary, any tax implications arising from the execution of a transaction of an ordinary or extraordinary nature involving the sale of Company assets, especially in case of a tax dispute.

As regards the Managing and Filing of accounting records, the Company adopts the following control measures:

- Regularly keep and retain compulsory accounting records for income tax and VAT purposes;
- Comply with the requirements under direct and indirect tax regulations, with regard to the terms and conditions for keeping accounting and tax records;
- Adopt a transparent, effective and efficient accounting and tax records filing system;
- Provide true information and communications about the location where the accounting records are kept or retained;
- A mechanism to control and monitor transfer to a remote archive and/or destruction of documents, which is allowed only if the tax assessment deadline has expired.

As regards the management of company transactions, each transaction to be carried out must be analyzed for any tax avoidance, with the help of a third party consultant.

As regards the management of company transactions, each transaction to be carried out must be analyzed for any tax avoidance, with the help of a third party consultant.

Also, follow the behavior and organizational rules regarding the following, if applicable:

- a Supply of goods, services and advisory;
- b Financial resource management;
- c Handling of travel and entertainment expenses, gifts, gratuities, advertisement and sponsorships;
- d Prevention of corporate offenses;
- e Prevention of offenses of fencing, money laundering, self-laundering and use of funds, goods and services of illegal origin.

3.17 Sensitive activities related to smuggling crimes

The types of sensitive activities related to tax offenses under article 25-*sexiesdecies* of Legislative Decree no. 231/2001 are listed below:

- Management of customs operations, also through freight forwarders.

Said activities are considered sensitive both if performed by the corporate staff and by consultants acting upon appointment by or on behalf of the Company.

The area of interest of the potential criminal conduct mentioned above is connected to the following sectors and competent functions: Product Supply Department.

In addition to sensitive direct activities, also instrumental areas to those mentioned above can be identified, as potential support and base to perpetrate the offenses mentioned, with special reference to:

- a Supply of goods, services and advisory;
- b Financial resource management.

3.17.1 General behavior and organizational rules for preventing smuggling crimes

While carrying out all the operations regarding the management of customs issues and relevant obligations, the Employees and, as applicable, the Corporate Bodies must adopt and comply with the following:

1. The internal organization and control system, and therefore the corporate procedures, the documents and the provisions concerning the conduct to adopt as regards the sensitive activities mentioned above, in compliance with the laws in force;
2. The Code of Ethics, the values and policies of the Company, as well as the rules included in this Model;
3. In general, the current regulations applicable;

The Corporate Bodies (directly) and the employees and consultants, freight forwarders in particular (only limited to obligations provided for in the specific procedures and the Code of Ethics adopted and to obligations set out in the specific contractual clauses respectively) must not:

- Commit, collaborate with or cause the commitment of acts that individually or collectively contribute, directly or indirectly, to the perpetration of the type of offenses mentioned above (article 25-*sexiesdecies* of Legislative Decree 231/2001);
- Break the principles set out in this document and commit acts which do not comply with the corporate procedures provided.

The above mentioned entities must strictly comply with all the laws in force and, in particular, act in a proper, transparent and cooperative way, complying with the laws and the corporate procedures in all the activities aimed at managing customs operations, in accordance with the role covered within the corporate organization.

Consequently, the recipients of this Model must not:

- Engage/collaborate in/give rise to conduct that may fall within the types of offenses under Legislative Decree 231/2001:
- Introduce into the territory of the State goods in violation of customs provisions;
- Provide false and/or wrong data and information in customs declarations, using incorrect invoices or documents;
- Take advantage of undue customs benefits;
- Unduly use temporary importation;
- Issue or release false invoices or documents in order to dodge customs obligations.

In turn, the Company requires compliance with the following general protocols:

- Have a fair, transparent and cooperative behavior in compliance with the statutory and the company's internal procedures, in all activities aimed at drawing up the documents required by customs regulations, in import-export operations, in order to provide the Customs Agency with true and correct information on the Company's customs obligations;
- Abide by the national customs laws;
- Ensure maximum cooperation in the event of visits, inspections, accesses by the Customs Agency;
- Answer with true data and information to questionnaires notified by the Customs Agency.

The Supervising Body, in addition to the power of carrying out specific checks following the reports received, by freely accessing the relevant corporate documents, performs periodical verifications on the compliance with these general behavior rules and evaluates the effectiveness of

the measures provided in order to prevent the offenses referred to in article 25-*sexiesdecies* of Legislative Decree 231/2001, from being committed.

The Functions involved in the management of customs matters must promptly inform the Supervising Body on any anomalies or differences found in the corporate activity compared to the behavior rules provided, as well as on the exceptions occurred, specifying the reasons why and, in this case, providing proof of the authorization process followed and its documents, and keep the full archive of the necessary documents available to the Supervising Body.

The behavior and organizational rules above must be set out and complied with even during activities performed to associated companies.

3.17.2 Specific behavior and organizational rules for preventing smuggling crimes

In order to implement the general rules listed, in addition to the general principles included in this Model, the specific procedures below regarding the tax compliance management activities require the Company to perform the following:

- Identify the activities, roles and responsibilities;
- Define the guidelines establishing, in an unequivocal way, the activities, roles and responsibilities about the management process;
- Clearly and thoroughly describe the data and news that each function must provide, as well as the criteria for data processing;
- Arrange a basic training program intended for all the organizational functions involved in the management of sensitive activities, about the main legal fundamentals and problems; the periodical attendance of said entities to the training programs must be documented properly.

As regards the behavior and organizational rules regarding the communications addressed internally to the Supervising Body and externally to Supervising Authorities, as well as the management of the relationships with said Authorities and the Supervising Body, even during inspections, the specific procedures require the Company to perform the following:

- Clearly identify the roles and assignments of the functions responsible for gathering data, drafting and transmitting communications to the Supervising Authorities and the Supervising Body;
- Set up appropriate internal control systems;
- In case of inspections, appoint a person in charge of managing them, who shall also draft the reports of said inspections;

- Set up specific information flows between the functions involved in the process, as well as the documents and the traceability of each stage, as part of the maximum collaboration and transparency;
- Clearly identify the function in charge of representing the Company before the Supervising Authorities, which is to be conferred with an appropriate authorization to act and power of attorney, as well as specific forms of periodical reporting on the task carried out toward the Supervising Body.

Furthermore, the internal procedures included herein require the Company to perform the following:

- Within each process, the entity making the decision (decision input), the entity implementing said decision and the entity in charge of supervising the process (so-called "segregation of duties") must be separated;
- Keep written trace of each relevant step of the process (so-called "traceability");
- An appropriate level of formalization.

In order to further specify the general behavior rules mentioned above, the Company has the following protocols in place, as regards the Management of customs operations, also through freight forwarders process:

- Comply with internal procedures DS_LOG_P04-11 /DS_LOG_P03-12;
- Make and prepare customs declarations, also through third party freight forwarders, filling them in with absolutely truthful data and information (e.g. tariff number, origin, value, quantity, etc.) and pay duties and VAT, where due;
- Select the freight forwarders in accordance with internal procurement procedures, after verifying the requirements of integrity and professional reputation;
- Define the representation relationship with the freight forwarders by means of specific contracts that define terms and conditions, as well as their own scope of responsibility;
- Include clauses in contracts with freight forwarders whereby suppliers undertake to comply with the Company's organization model and the code of ethics;
- Set up control mechanisms on customs operations carried out by freight forwarders in the name and on behalf of the Company;
 - Guarantee fulfillment of customs laws obligations;

Also, follow the behavior and organizational rules regarding the following, if applicable:

- a Supply of goods, services and advisory;
- b Financial resource management;

- c Prevention of offenses of fencing, money laundering, self-laundering and use of funds, goods and services of illegal origin.

SECTION 4

APPOINTMENT OF THE SUPERVISING BODY

4.1 The supervising body pursuant to Legislative Decree 231/2001: purposes and requirements

4.1.1 Purposes

The prevention of the predicate offenses provided for in Legislative Decree 231/2001 is based on a complete structuring and implementation of the organizational Model and needs a special function to be created and provided for. To this purpose, the company avails itself of a Supervising Body and entrusts it with the assignment of checking that the Organizational model is appropriate, fulfilled, implemented, updated and complied with.

In order to carry out its function, the Supervising Body is given specific and autonomous powers of initiative and control aimed at effectively supervising the functioning of and the compliance with the Model.

Considering the adoption and effective implementation by the Company of models to organize, manage and control the corporate activity aimed at preventing illegal conducts to occur, in particular conducts involving the specific cases of predicate offenses provided for by law, the performance of surveillance by the Supervising Body releases the legal person from liability for the related violation, pursuant to article 6, paragraph I, Legislative Decree 231/01.

4.1.2 Requirements

In order to let the Supervising Body perform an effective activity and accomplish its goals, it is crucial to prevent interferences that may affect the autonomy and independence of the body, and consequently the accurate performance of its tasks.

Considering Fameccanica.Data S.p.A. corporate purpose and business, as well as their shareholding structure, the company, also in compliance with Confindustria Guidelines, pursues for its Supervising Body to be autonomous from external influences, independent from internal operational constraints and demands for professionalism as regards the suitability of competences and the concrete knowledge of the corporate structure, as well as perseverance in the performance of verification activities, to be developed constantly.

In particular, Fameccanica.Data recognizes that in order to obtain autonomy, independence, professionalism and continuity conditions for the Supervising Body, it is necessary that:

- The Supervising Body, as staff unit, be placed at the highest rank possible directly to the Board of Directors as a whole and to the Board of Statutory Auditors;
- The Supervising Body is not assigned operational tasks such to prejudice its objective judgment;
- The Supervising Body may have appropriate operational and economic instruments and may avail itself, if deemed appropriate, of the direct collaboration by corporate resources in gathering the necessary information to carry out its activities;
- The composition of the Supervising Body, made up of members from inside and from outside the corporate organization, expresses as a whole an appropriate background of expertise, analysis, inspection and checking tools and techniques;
- The tasks entrusted to external members, as well as the business tasks of internal members, are structured in such a way to ensure for them to regularly participate in the Supervising Body activities, so not to prejudice the steady development of the surveillance activity.

4.2 General principles for the establishment, appointment and replacement of the Supervising Body.

Fameccanica.Data S.p.A. Supervising Body is made up of three permanent members, one of which may be picked among the members of the Board of Directors, making sure that the members chosen within said body have not already been appointed with operational and management tasks. The members of the Supervising Body shall be appointed by the Shareholders' Meeting, remain in office for one year and can be reelected.

The appointment as a member of the Supervising Body is subject to subjective requirements which guarantee their autonomy, independence and good reputation required by the tasks they have been conferred, in addition to the appropriate vocational skills.

In particular, the following are some examples of reasons for ineligibility:

- Adverse judgment, even if not become *res judicata*, or judgment imposing the penalty requested (the so-called plea bargaining), in Italy or abroad, for the offenses referred to in Legislative Decree 231/2001 or offenses affecting the personal and professional good reputation in any way;
- Adverse judgment, even if not become *res judicata*, or judgment imposing the penalty requested (the so-called plea bargaining), resulting in the disqualification, even temporary,

from public duties, or the temporary disqualification from management duties for legal persons and companies;

- Personal conditions that make someone ineligible as a statutory auditor, or in any case when there is any conflict of interests, even potential;
- The actual performance of the duty as statutory auditor or member of the Board of Directors with operational and management functions in the company or in different legal persons which are linked to the company itself in any way.

Should any of the above mentioned reasons of ineligibility occur for an appointed entity, its office shall be automatically terminated, and a just cause for office revocation must be added in any case.

Therefore, the members of the Supervising Body commit to:

- Upon acceptance of the appointment, report to the company on any personal or professional situation from which potential elements of conflict of interests may be inferred, as well as situations which may constitute reasons of ineligibility;
- When taking the office, observe the principles and purposes referred to in this Model and Fameccanica.Data S.p.a.'s Code of Ethics;
- Promptly inform the Supervising Body should any of the incompatibility issues mentioned above occur, as well as, in any case, to confirm their non-existence, on a yearly-basis.

In order to keep a high level of professionalism and the necessary continuity of its activities, the Supervising Body may avail itself - under its direct control and responsibility - of the collaboration of all the Company's functions and facilities in performing the assigned tasks, as well as external consultants appointed for the purpose, using their specific competences and skills.

In this case, in order to limit any potential conflict of interests, the above mentioned reasons of ineligibility as well as the obligations to provide information valid for the members of the Supervising Body shall be applied to the external consultants.

In order to guarantee the necessary stability to its members and the continuity in the activities of the Supervising Body, the revocation of said Body or the revocation of one of its members shall only be possible due to just cause and formalized through decision by the Shareholders' Meeting. The reasons that legitimate the revocation of the joint Body include the organizational restructuring of the Company approved by the Board of Directors, subject to the opinion by the Board of Statutory Auditors, as well as the assignment to the members of the Supervising Body of operational functions and responsibilities within the corporate organization which are incompatible with the autonomy and independence requirements, as well as the continuity of the activities by the Supervising Body.

The following additional cases shall justify, just as an example, the revocation of the Supervising Body or its members for just cause:

- Failing to draw up the annual information report on the activities carried out or the related yearly summary report to be submitted to the Board of Directors and the Board of Statutory Auditors, as described in the paragraph below;
- Failing to draw up the supervision plan, as described in the paragraph below;
- Failing to supervise or inadequate supervision by the Supervising Body, inferred by an adverse judgment, even if not become *res judicata*, or judgment imposing the penalty requested (the so-called plea bargaining) issued against the Company, that ascertains the responsibility of the Company due to non-existence of the justifying cause pursuant referred to in article 6, paragraph I, letter d) of Legislative Decree 231/2001;
- Impossibility to perform the functions it was assigned for at least 180 consecutive days;
- Any other situation that may represent gross negligence by the Supervising Body or one of its members while fulfilling the duties connected to the appointment.

In particularly serious cases, the Shareholders' Meeting, before adopting the related revocation measure, may in any case impose - having heard the Board of Statutory Auditors - that the powers of the Supervisory Body or of its members' office be suspended.

In order to guarantee the independence of the Supervising Body, the activities shall be approved unanimously.

4.3 Functions and powers of the Supervising Body.

The Supervising Body shall adopt an internal regulation, providing for the methods to:

- Appoint its Chairman;
- Call sessions and draft the agenda;
- Pass its deliberations;
- Record and file its activities and deliberations;
- Make communications, provide information, submit reports and requests to the company's bodies, including those related to disciplinary issues;
- Confer specific assignments, also inspection assignments, to its members, as well as auxiliary assignments to third parties;
- Use and report on the equipment;
- Draw up and submit the regular reports to the Board of Directors, the Board of Statutory Auditors and the Chairman of the Board of Directors, also giving information about the status of the

relationships with the Board of Statutory Auditors and the status of any relationship with the Supervising Authorities.

In general, the Supervising Body is entrusted with the task to:

- Supervise on the compliance with Model's provisions on preventing the offenses referred to in Legislative Decree 231/2001, by the recipients, expressly identified in the single special sections, in relation to the different types of offenses provided for;
- Verify, according to the changes in the corporate structure and in regulations, the adequacy of the Model during time as well as its actual capability of preventing predicate offenses;
- Evaluate the need for proposing any Model updates to the Board of Directors, even with the help of the different functions involved, as a result of the evolution of the corporate organizational structure or efficiency of the company and the occurrence of regulatory amendments, as well as express opinions on any revision of the corporate policies and procedures, in order to make sure they comply with the Code of Ethics;
- Supervise the adequacy of the systems of delegations of functions and the powers and duties conferred through them, in order to ensure the Model effectiveness.

From the operational point of view, Fameccanica.Data S.p.A. Supervising Body will be entrusted with the task to:

- Gather, process and keep relevant information and reports concerning the compliance with the Model, as well as, if necessary, update the list of information to be transmitted to the Supervising Body by the relevant corporate functions or to be kept at its disposal;
- Conceive and implement a program to regularly check the actual application, especially by the designated operational functions, of the corporate control procedures in the "Areas of risk activities" and to ensure they are up-to-date, adequate and effective, as well as the appropriateness of training processes on the principles and provisions of this Model;
- Plan the constant and regular monitoring of the activities in the areas at risk, by checking their boundary and that they are up-to-date, also on the basis of the information received about the evolution of corporate activities;
- Carry out the appropriate inspection tasks to ascertain any violation of the Model provisions, also taking into account the warnings which the corporate functions are in charge of, as well as those coming from any employee, concerning anomalies which may result in conducts that may expose the company to the risk of committing an offense;
- Make sure that the precautions and the instructions provided for in the Model to prevent the different types of predicate offenses from occurring (e.g. adoption of standard clauses,

execution of procedures, segregation of responsibilities, etc.) are appropriate and respond to the need to observe the provisions of the Decree. If not, it shall request for their update or implementation;

- Check the ethical rules which the Model is based on for full compliance, and inform the relevant corporate functions on any non-fulfillment or violation detected, as well as promote the adoption of the consequent decisions about the need for amend or implement the protocols adopted by the company, as well as decide on sanctions to be applied;
- Ensure that the disciplinary system has been put into action by the Company, which is in charge of concretely apply the sanctions, provided that the corporate functions involved have been given the opportunity to discuss on the issue;
- Take care of the dissemination of the Organization model within the company, also with the collaboration of the several managers of the corporate functions involved, both by promoting or verifying the promotion of information and training activities aimed at spreading its content, and by drawing up documents explaining its principles. The dissemination, which shall aim at the appropriate understanding of the Model and the principles therein, shall be implemented in a general way, but also through the adoption of special information techniques and *ad hoc* courses for those who take part in the execution of tasks in areas considered at risk, regarding the commitment of predicate offenses. Any adopted update to the Model shall be followed by a new information and training activity which, according to the extent of the changes, will result in the corresponding implementation activity;
- Cooperate with the different heads of the corporate functions to make sure that the internal organizational documents necessary to understand and implement the Model itself, containing instructions, clarifications or updates, are drawn up;
- Effectively coordinate the Supervising Bodies, which are an expression of the legal persons linked to Fameccanica.Data S.p.A., aimed at the related consistent application and implementation of the Model and the principles of the Code of Ethics.

In order to fully execute its duties, the Supervising Body:

- Carries out its activity as an autonomous and independent body free from any obligations due to hierarchical subordination and is not subject to the opinion from any other corporate body or structure, and shall only report to the Board of Directors; to this purpose, appropriate support shall be guaranteed to its members who perform additional tasks and duties within the corporate organization, allowing the Supervising Body to perform its activity with the necessary diligence and in depth;

- Has free access to all the Company's functions, without having to provide any information and with no need for any prior approval, as well as has the right to ask for the collaboration of the same functions in order to obtain any information or data, including documents, deemed necessary for the performance of the tasks provided for in the Decree;
- May avail itself of the help from all the Company's structures, under its direct control and responsibility, or from the external consultants appointed for the purpose with methods which are in accordance with its internal regulations;
- Has a proper budget, established by the Shareholders' Meeting in the yearly budgeting process, designed to cover the expenses necessary to carry out its functions (qualified consultancies, missions and travels, refresher courses, etc.).

4.4 Obligation to provide information to the Supervising Body.

The Supervising Body must be promptly informed, through a special internal communication system, on any actions, behaviors or events resulting in situations which may cause a violation, even just potential, of the Model or which, in general, may be relevant to the purposes of Legislative Decree 231/2001.

The Supervising Body is responsible for monitoring, also through the Internal Control department, potentially sensitive operations and for setting up an effective internal communication system to allow the transmission and collection of relevant information pursuant to Legislative Decree 231/2001, which requires, in Article 6, paragraph 2, letter d), the Recipients of the Model to inform the Supervising Body in order to facilitate the proper performance of the tasks assigned to it.

Reports to the Supervising Body may concern all violations of the Model, even if only alleged, and ordinary and extraordinary facts, relevant to its implementation and effectiveness.

In particular, information concerning the following must be sent to the Supervising Body:

- Any pending criminal proceedings against employees and reports or requests for legal assistance made by the staff in the event of legal proceedings being initiated for one of the offences under Legislative Decree 231/2001;
- The reports prepared by the heads of other corporate functions and/or operating units as part of their control activities from which information may emerge regarding the effective implementation of the Model, as well as critical facts, acts, events or omissions as to the compliance with the provisions of Legislative Decree 231/2001;

- News relating to disciplinary proceedings carried out and any sanctions imposed, in relation to the offenses under Legislative Decree 231/2001, or the measures for dismissing such proceedings with the relevant reasons.

This obligation also applies to all people (directors, auditors, employees, partners, external consultants, suppliers, etc.) who, in the performance of their activities, become aware of the violations above.

4.4.1 Communication channels

Reports may be sent to the Supervising Body both in paper form (using the special mailbox at the headquarters entrance), and in electronic form, speaking of which, a whistleblowing computer platform will be introduced in addition to keeping the e-mail address "odv@fameccanica.com", in compliance with Law 197/2017.

4.4.2 Content of reports

The whistleblower must provide all the elements they know, which may be useful to confirm, following due verifications, the reported facts. In particular, the report must contain the following key elements:

- Subject: the reported facts must be clearly described, and the time and place in which they have been committed/omitted (if known) must be specified.
- Reported party: the whistleblower must specify the personal information or any other elements (such as the corporate role/function), so as to allow an easy identification of the alleged person committing the offense.

Furthermore, the whistleblower may: (i) Give their personal information, should they waive their right to keep their identity confidential; (ii) mention any other person who can report on the facts described; (iii) identify any documents which can confirm these facts to be true.

Should the report be manifestly unfounded and/or made intentionally or by serious negligence, with the aim of damaging the reported person, the Company and the reported person shall be entitled to act so as to safeguard correct behavior within the company and their reputation, respectively.

4.4.3 Whistleblower protection

The adoption of discriminatory measures against the whistleblowers can be reported to the National Labor Inspectorate, within its jurisdiction, not only by the whistleblower, but also by the trade union organization specified by the same.

The retaliatory or discriminatory dismissal of the whistleblower shall be null and void. Any change of duties pursuant to article 2103 of the Italian Civil Code, as well as any other retaliatory or discriminatory measure adopted against the whistleblower, shall also be null and void.

It is the responsibility of the employer, in case of disputes related to the application of disciplinary sanctions, or to demotions, dismissals, transfers, or any other organizational measure against the whistleblower having direct or indirect negative effects on the working conditions after submitting the report, to demonstrate that these measures are based on reasons not related to the report itself.

4.4.4 Forbidden reports

The reports, even when anonymous, must always have a relevant content, pursuant to the Decree or Code of Ethics. Under no circumstances should anonymity be used as an instrument to vent one's anger about disagreements or conflicts among the employees. The whistleblower's identity is not protected anymore, in case of manifestly unfounded and deliberately prearranged reports, aimed at damaging the reported person or the company. Such behavior constitutes a serious disciplinary infringement and will be sanctioned according to the procedures set forth in section 5 of this Model, exactly as in case of retaliatory acts against the reporting party being in good faith.

It is likewise forbidden to:

- Use insulting remarks;
- Submit reports with purely defamatory or slanderous purposes;
- Submit reports concerning aspects of private life only, with neither direct nor indirect link to the company business. Such reports will be deemed even more serious when concerning philosophical, political, religious or sexual orientation and habits.

In short, each report must have as its sole purpose the protection of the integrity of the company or the prevention and/or repression of unlawful conduct as defined in the Model.

4.4.5 Supervising Body's evaluation

The Supervising Body shall promptly assess the reports received and any measures that may be necessary. Any decisions not to carry out internal investigations must be justified, documented and kept in the Body's own records. Reports received will be kept on file by the Supervising Body.

The Company protects whistleblowers against any form of retaliation, discrimination or penalization, while also keeping the whistleblower's identity confidential, without prejudice to legal obligations and the protection of the rights of the company or of persons wrongly accused and/or in bad faith; failure to comply with this obligation represents a serious violation of the Model.

4.5. Supervising Body obligation to provide information to corporate bodies.

The Supervising Body shall report on the implementation of the Model or on any critical aspects that may emerge, and communicates the outcome of the activities carried out. The following reporting lines are provided for:

- Continuous, and in any case at least annually, toward the Chairman of the Board of Directors and the Executive Committee, who report to the Board of Directors within the information on the execution of the powers conferred;
- Annual, toward the Board of Directors and the Board of Statutory Auditors also on the relationships with the other corporate bodies and the Supervising Authorities;
- Immediate, should any particularly relevant facts be ascertained, toward the Board of Directors and the Board of Statutory Auditors, provided the Executive Committee has been informed.

The following is also required:

- When the Supervising Body becomes aware of conducts that may be a violation of the Model or the Code of Ethics by one or more members of the Board of Directors, it shall inform the Board of Statutory Auditors and all the Directors, and prompt the recipients to carry out the necessary inspections and to take the appropriate measures, having heard the opinion of the Board of Statutory Auditors;
- When the Supervising Body becomes aware of conducts that may be a violation of the Model or the Code of Ethics committed by one or more members of the Board of Directors, it shall inform the Board of Statutory Auditors and all the Directors, and prompt the recipients to carry out the necessary inspections and to take the appropriate measures, having heard the opinion of the Board of Statutory Auditors;

As regards the reporting line to the Board of Directors and the Board of Statutory Auditors, the Supervising Body must also prepare:

- A report on the activities carried out (the specific checks and verifications performed and their outcomes, update the map of sensitive processes, etc.) on an annual basis;
- As soon as possible, a note on any new regulations on the administrative liability of entities.

4.6. Reports and information flow between the Supervising Body of Fameccanica.Data S.p.A. and the Supervising Bodies of parent and affiliated companies

The Supervising Bodies of Fameccanica.Data S.p.A and of its parent and affiliated companies cooperate with transparency and mutual respect of their rights to autonomy and independence.

Fameccanica.Data S.p.A. Supervising Body may avail itself, where deemed appropriate and/or necessary, of the consultancy or support from its counterpart Supervising Bodies of its parent and affiliated companies, should it not deem appropriate, as established, to engage external resources to perform checks.

4.7 Functioning of the Supervising Body and planning of control activities to monitor sensitive activities with respect to predicate offenses

The Supervising Body shall meet regularly, at least on a four-monthly basis, summoned by its Chairman or upon request by the Board of Directors or the Board of Statutory Auditors, as well as upon request by one of the members of the Supervising Body itself.

The Supervising Body, through its regulations, sets the methods to summon, conduct and recording of the meetings, the methods to adopt and keep the decisions, as well as to keep the book of the meetings.

As the assignments of the Supervising Body and its supervision and control duties are specific, the Supervising Body may avail itself of the help of the managing corporate functions and their staff. Furthermore, it may decide to engage a specific staff or, should specific skills be needed to carry out the activities it is in charge of, to avail itself of external entities having the appropriate professional qualifications.

While carrying out its activities, the Supervising Body is allowed free access to all the relevant corporate documents concerning the cases of sensitive activities, as well as access to the places where they are stored, and shall be entitled to acquire the information deemed relevant directly from each corporate function.

The Supervising Body shall draw up special minutes and keep them according to the methods established by its regulations on any control activities, access to places and collection of information.

In order to verify that:

- The activities comply with the principles expressed in this Model and with the values of the Code of Ethics;
- The internal procedures adopted to implement this Model have been applied;
- The general and specific behavior rules provided for in this Model to prevent predicate offenses have been complied with;
- The required information flows within the company as well as the required communications to the Supervising Authorities have been executed;

The Supervising Body regularly performs sample checks on the types of sensitive activities related to the predicate offenses, establishes the plan of checks on a yearly basis, coordinates them with any warning received and arranges any related proper investigation.

In particular, the Supervising Body is in charge of the consequent task to:

- Constantly report the outcomes of the supervising and control activity to the Chairman of the Board of Directors and the Chief Executive Officer and/or the Executive Committee;
- Prepare, at least on a six-month basis, a report for the Board of Directors and the Board of Statutory Auditors on the activity carried out and the status of the relationships with the Board of Statutory Auditors and the status of any relationship with the Supervising Authorities;
- Report, as soon as possible, to the Board of Directors and the Board of Statutory Auditors on any ascertained facts which are particularly relevant pursuant to Legislative Decree 231/2001.

4.8 Collecting and keeping information.

Information, warnings and reports provided for in the Model shall be kept by the Supervising Body in a special archive (IT or paper-based), according to the methods established in its regulations. The access to information, warnings and reports provided for in the Model shall be disciplined the same way. The Recipients may apply for consultation upon justified request.

SECTION 5

DISCIPLINARY SYSTEM

5.1 Purpose of the disciplinary system

As a fundamental condition to ensure the real and effective fulfillment of the organization, management and control model, the Legislative Decree 231/2001 specifies the introduction of a disciplinary system suitable for the punishment for those who shall not respect the measures stated in the Model.

Therefore, defining a suitable disciplinary system is a fundamental requirement of the distinctive value of the organization, management and control model in respect to the administrative responsibility of entities.

Every verified violation of the provisions included in the Model and in the Code of Ethics shall cause the application of a disciplinary penalty, regardless of the commission of an offense, the potential execution and the outcome of a criminal proceeding initiated by the judiciary authority.

Fameccanica.Data S.p.A. shall remain entitled to claim for compensation for damages deriving from the violation of the Model by its own recipients.

The behavior and preventive provisions indicated on the Model, whose violation is to be punished, are transmitted by an internal newsletter to all employees, in compliance with the training and communication plan adopted by the Company, they bind all Company's employees and they are posted upon a place which is accessible to everybody.

5.2 Recipients

The disciplinary system is intended for the following people:

- Those who have representation, administration or management powers in Fameccanica.Data S.p.A. (referred to as "senior managers");
- Those who are subject to the management or to the surveillance of "senior managers" (referred to as "subordinates");
- Those who worked on assignment by the Company as partners, consultants, temporary workers, mediators, emissaries, representatives, agents, and intermediaries, as well as clients, contractors, sub-contractors or suppliers of the aforementioned Company (referred to as "external partners");
- As well as the members of the Board of Statutory Auditors and the Board of Directors, considering their function with reference to their tasks on surveillance, control and information duty to the Supervising Body.

The sanction system particularly applies to the entire corporate staff, with specific methods and measures according to the performed functions and the category of the position pursuant to article 2095 of the Italian Civil Code.

The disciplinary system is subject to the constant verification by the Supervising Body and by the Human Resources and Organization Department manager, being the latter responsible for the actual application of the indicated disciplinary measures to the corporate staff, upon any warning from the Board of Directors and after having heard the immediate manager of the person who committed the censored conduct.

5.3 General criteria for the application of disciplinary sanctions

The following general evaluation parameters shall be considered for the identification of the type and size of each sanction, to be determined in relation to the seriousness of the illegal conducts:

- Intensity of the intentional behavior or the level of negligence, imprudence or malpractice of the unintentional behavior, with reference also to the predictability of the event;
- Worker's tasks and level of technical and hierarchical responsibility;
- Worker's overall behavior with particular attention to the potential existence of any previous noticeable disciplinary misconduct within limits allowed by law;
- Any shared responsibility with other workers who participated in determining the commitment of the misconduct and the functional positioning of the staff involved in the circumstances;
- Importance of the violated duties;
- Seriousness of the danger related to the wrong conduct and extent of any damage caused to the Company, also as a consequence of any application of the related sanctions referred to in Legislative Decree 231/2001;
- Any other particular circumstance associated with the disciplinary offense of which the wrong conduct consists.

Fameccanica.Data S.p.A. shall remain entitled to claim for compensation for damages deriving from the violation of the Model by an employee.

Any compensation for damages requested shall be commensurate with:

- The level of responsibility and the autonomy of the employee who performed the disciplinary violation connected to the violation of the behavior rules in this Model and in the Code of Ethics;
- The existence of any previous disciplinary misconduct charged to the employee;
- The intentionality degree of their behavior;

- The seriousness of the caused effects, meaning by that the degree of risk to which the Company reasonably considers to have been exposed because of the misconduct, in compliance with the regulations of the Legislative Decree 231/2001.

5.4 Violations of the model

In accordance with the current regulations and the typicality principles of violations and sanctions, Fameccanica.Data S.p.A. intends to make its recipients acknowledge the provisions and the behavior rules included in the Model, whose violation represents a disciplinary misconduct, as well as the applicable sanctions considering the seriousness of the violations.

Without prejudice to the duties deriving from the Workers' Statute, the behaviors which represent a violation of the Model, together with the related sanctions, regarding the specific function performed, while exercising the hierarchical powers or, respectively, within the limits deriving from the system of delegations of functions, as well as the assigned task within the corporate organization, are the following ones:

- a) Failure to comply with the provisions of the Model and the internal procedures oriented to guarantee the execution of the activities in compliance with law, particularly to prevent risk situations relevant to Legislative Decree 231/2001;
- b) Act or failure to act forming part of the constitutive elements of a predicate offense for the purposes of Legislative Decree 231/2001;
- c) Misappropriation, destruction or alteration of the documents provided for in internal procedures, or rather accomplishment of a conduct that prevents the control or the access to the information and to the documents addressed to appointed subjects, including the Supervising Body, as well as the violation and/or avoidance of internal control systems;
- d) Failure to comply with the duty to provide information to the Supervising Body, or rather violation of hierarchical reporting duties concerning conducts or circumstances which are relevant for the purposes of Legislative Decree 231/2001;
- e) Failure to comply with the behavior rules provided for in the Code of Ethics;
- f) Lack of surveillance on the compliance with the procedures and provisions of the Model by hierarchically or functionally subordinate subjects, with reference to the verification of conformity of their conduct within crime risk areas relevant to Legislative Decree 231/2001 and, in any case, during the execution of activities which are considered ancillary to those contemplated as sensitive;
- g) Failure to comply with behavior duties on protection of health and safety at the workplace in compliance with Legislative Decree (art. 20 Legislative Decree of 9th April 2008, no. 81), or rather with specific corporate instructions;

h) Violation of behavior duties, or surveillance and control duties on the subject of environment protection as by law (referred to conducts in conformity with Legislative Decree 121/2011), by internal procedures and corporate instructions with regard to the compliance with provisions in the permits to carry out environmentally relevant activities; i) failure to comply with the provisions mentioned in specific contract clauses regarding the regulations of the Model and of the Code of Ethics, oriented to the prevention of predicate offenses pursuant to Legislative Decree 231/2001.

5.5 Measures and sanctions against subordinate workers: managers, employees and workers

Compliance with the provisions and behavior rules indicated in the Model and in the Code of Ethics represents, for all employees at Fameccanica.Data S.p.A., the fulfillment of the duties provided in art. 2104, second paragraph, Italian Civil Code. The content of the Model itself constitutes an integral and substantive part of said duties.

It is also specified that managers, white collars and blue collars are subject to their relevant National Labor Collective Agreement.

The disciplinary measures shall in any case be implemented towards subordinate employees in compliance with art. 7 of law no. 300 dated 20th May 1970 (so called "Workers' Statute") and any applicable special rule.

Therefore, pursuant to the combined provisions of article 5, letter b) and article 7 of Legislative Decree 231/2001, provided the preventive notification and the procedure required by art. 7 of law no. 300 dated 20th May 1970 (so called Workers' Statute), the sanctions mentioned in this paragraph shall be applicable to managers, white collars and blue collars employed by the Company, or outsourced staff (included subsidiary, affiliated and/or associated companies) who perform disciplinary crimes connected to the violation of the behavior rules included in this Model or Code of Ethics.

For each notice of conduct which may constitute a violation of the Model or the Code of Ethics, a disciplinary measure shall be implemented in order to verify the violation. In particular, during the verification stage the charge shall previously be notified to the employees and an adequate deadline for the reply shall be guaranteed for the purpose of their defense. Once the violation has been verified, a disciplinary sanction shall be assigned to the perpetrator according to the seriousness of the crime and its potential recidivism, as well as to the general application criteria of the described sanctions, otherwise the disciplinary measure shall be cancelled.

It shall be understood that the procedures, the provisions and warranties provided for by art. 7 on the Workers' Statute shall be respected, and non-managerial employees shall respect also the agreement rules on disciplinary measures.

In particular:

- For all disciplinary measures the written notification shall be issued to the employee, with specific information about the facts considered as infraction;
- The disciplinary measure may not be issued before 5 days have passed from such notification, during which the employees shall have faculty to submit their justifications. In case the measure is not issued within the following 5 days, said justifications shall be considered as accepted.
- The application of the measure shall be justified and notified in written;
- The employees shall have faculty to submit their justifications even orally;
- Any disciplinary measure other than dismissal may be contested by the employees through negotiations discussed with the unions, according to contract rules provided for by art. 67;
- Any disciplinary sanction occurred more than two years before its application shall no longer be considered for any effect.

The disciplinary measures to be adopted for non-managerial employees in case of violation of the Model and the Code of Ethics, following the above mentioned disciplinary proceeding, are those provided for by disciplinary rules as per the related National Labor Collective Agreement, and precisely, depending on the seriousness of the violation:

- Verbal warning;
- Written warning;
- Fine not exceeding three working hours salary;
- Suspension from service and salary until a maximum of three days;
- Dismissal.

5.6 Measures and sanctions against managers

In case of conducts that may constitute a violation or fraudulent avoidance by managers of the Code of Ethics, the behavior rules of the Model and of the internal procedures and the rules of conduct potentially applicable directly to the managing staff, as well as, while performing tasks connected to the types of sensitive activities, in case of behaviors against what is required of managers according to their role in the company and to their level of responsibility - still with reference to the principles expressed in this document and in the Organization and management model adopted - and also in case of lack of surveillance on the proper application, by the employees subjected to it, of the Code of Ethics, the internal procedures and behavior rules adopted in order to apply the principles expressed in this document, the Company shall implement, proportionally to the seriousness of the

improper conducts, the most appropriate measures under the applicable laws, and also change or revoke the powers and authorizations conferred.

5.7 Measures toward directors.

When the Supervising Body becomes aware of conducts that may be a violation or fraudulent avoidance of the organization and management provisions and of the behavior rules of the Model or the Code of Ethics by members of the Board of Directors, the Supervising Body shall promptly inform the entire Board of Statutory Auditors and the Board of Directors on the facts.

The recipients of the notification by the Supervising Body shall take suitable measures, according to what provided by the Statute, including the amendment or revocation of the authorizations to act conferred, in order to adopt the most adequate measures according to the law, proportionally to the seriousness of the improper conducts, first of all the summoning of the meeting.

5.8 Measures against statutory auditors.

Although statutory auditors are not senior managers, they conform to the principles of the Model and the Code of Ethics in relation to the performed task in the Company also with reference to the institutional tasks they have on supervision, control and information duties toward the Supervising Body.

When the Supervising Body becomes aware of conducts that may be a violation of the provisions and rules of the Model or the Code of Ethics by one or more Statutory Auditors, the Supervising Body shall promptly inform the entire Board of Statutory Auditors and the Board of Directors on the facts. The subjects who receive notification by the Supervising Body may take suitable measures, according to what provided by the Statute, included for example the summoning of the shareholders' meeting, in order to adopt the most adequate measures according to the law.

5.9 Measures toward commercial partners, agents, consultants, collaborators.

The compliance with the Model and the Code of Ethics of Fameccanica.Data S.p.A. and the commitment to observe its behavior rules, as applicable, and its values, as well as the commitment to keep from performing acts that may result in a violation of said principles by the corporate staff of the Company Fameccanica.Data S.p.A., are referred to in special contractual clauses, including termination and criminal clauses, which govern the relationships with commercial partners, agents, consultants, external coworkers or other entities having contractual a relationship with the Company.

The violation of said commitments, as well as the failure to comply with the above mentioned provisions shall be punished according to what provided for in said clauses and shall cause the

related penalties to be applied or the contract to be terminated, without prejudice to Fameccanica.Data S.p.A. right to demand for compensation for the damages suffered.

5.10 Measures implementing Whistleblowing regulations

In accordance with the provisions of article 2-bis, paragraph 1, letter d) of Legislative Decree 231/01, the sanctions above, in compliance with the principles and criteria set out therein, apply to anyone who violates the measures for the protection of whistleblowers, as well as anyone who makes reports that turn out to be unfounded with malicious intent or gross negligence.

In detail, retaliation against whistleblowers in good faith is a serious disciplinary violation that will be sanctioned according to the procedures set out in the paragraphs above. The adoption of discriminatory measures against the whistleblowers can be reported to the National Labor Inspectorate, within its jurisdiction, not only by the whistleblower, but also by the trade union organization specified by the same. The retaliatory or discriminatory dismissal of the whistleblower shall be null and void. Any change of duties pursuant to article 2103 of the Italian Civil Code, as well as any other retaliatory or discriminatory measure adopted against the whistleblower, shall also be null and void.

It is the responsibility of the employer, in case of disputes related to the application of disciplinary sanctions, or to demotions, dismissals, transfers, or any other organizational measure against the whistleblower having direct or indirect negative effects on the working conditions after submitting the report, to demonstrate that these measures are based on reasons not related to the report itself.

Any misuse of the reporting channels is also prohibited. The whistleblower's identity is not protected anymore, in case of manifestly unfounded and deliberately prearranged reports, aimed at damaging the reported person or the company. Also in this case, such conduct is a serious disciplinary violation and will be sanctioned according to the above procedures.

SECTION 6

TRAINING AND COMMUNICATION PLAN

6.1 Foreword

In order to effectively implement the Model, Fameccanica.Data S.p.A. intends to ensure a proper dissemination of its contents and principles both within and outside its organization.

In particular, Fameccanica.Data S.p.A. has the purpose of extending the communication of the Model contents and principles not only to its employees, but also to people who work to achieve the goals of Fameccanica.Data S.p.A. under contractual relationships even if they do not appear as formal employees.

The communication and training activity shall be diversified depending on its recipients, but it shall also be, in any case, imbued by principles of completeness, clarity, accessibility and continuity in order to transmit to different recipients the full awareness of the corporate provisions that they are expected to comply with and the ethic regulations which shall inspire their conduct.

The communication and the training on Model principles and contents shall be guaranteed according to what is specified and planned by the Supervising Body, identifying the best modality of fruition of such services (e.g. training courses, information programs, dissemination of information material).

The communication and training activity is supervised by the Supervising Body, whose assignment is also to "promote and define the initiatives for the diffusion of knowledge and understanding of the Model, as well as the staff training and consciousness of complying with the principles of the Model" and to "promote and elaborate communication and training interventions on the Legislative Decree contents and its effects on the corporate activity and the behavior rules".

The content of the communication included in this chapter shall enclose, as an essential part, the Code of Ethics of the Company.

6.2 Employees

Every employee must:

- Become aware of the principles and contents of the Model;
- Know the operating methods required for their tasks;
- Actively contribute, in relation to their responsibility and role, to effectively implement the Model, reporting any lacks found in it;
- Participate in training courses, diversified depending on the different sensitive activities.

In order to ensure an effective and rational communication activity, Fameccanica.Data S.p.A. intends to promote and facilitate the knowledge of the contents and principles of the Model among the employees, with diversified depth of analysis according to their position and role.

Each employee shall receive from the HR and Organization Department a copy of the Code of Ethics and a summary of the fundamental principles of the Model, as well as a communication explaining that compliance with its principles is a condition for the correct execution of the employment contract.

The copy of such communication, signed by the employee, shall be maintained at disposal of the Supervising Body by the Human Resources and Organization Department.

A full paper copy of the Model shall be available for the members of corporate bodies, Fameccanica.Data S.p.A. managers and the staff having the power to represent Fameccanica.Data S.p.A. A full paper copy of the Model shall be delivered to new managers and new members of corporate bodies at the moment of the acceptance of their role; they shall also sign a declaration of observance of the Model.

Suitable communication tools shall be implemented in order to update employees about possible changes to the Model.

The Human Resources and Organization Department is responsible for the compliance with the provisions referred to in the paragraphs above.

The Supervising Body reserves the right to promote any training activity which shall be considered suitable for the purposes of proper information and consciousness about the topics and the principles of the Model.

6.3 Other recipients.

The contents and principles of the Model shall also be communicated to third parties who maintain collaboration relationships under contract with Fameccanica.Data S.p.A. or who represent the Company without being its employees.

In order to ensure the knowledge of the ethical principles inspiring the company activity, Fameccanica.Data S.p.A. shall transmit the Code of Ethics to its suppliers with an attached letter imposing the compliance with such principles for the correct execution of the contract.

SECTION 7

MODEL IMPLEMENTATION – MODEL UPDATING AND ADJUSTING CRITERIA

7.1 Implementation of the model

Fameccanica.Data S.p.A. considered necessary to start and finish the internal project oriented to the preparation of an organization, management and control model in compliance with provisions under Article 6 of Legislative Decree 231/2001.

7.2 Checks and controls on the Model

The Supervising Body shall draw up yearly a supervising program by which it broadly plans its activities by including a schedule of the tasks to be carried out within the year, the frequency of checks, the analysis criteria and procedures, the possibility of carrying out unscheduled checks and controls.

While carrying out its activity, the Supervising Body may use both functions and facilities which are inside the Company with specific competency in business activities from time to time exposed to checks, and external consultants as regards the execution of technical operations which are necessary for the performing of the control function. In that case, the consultants shall always communicate the results of their actions to the Supervising Body

During checks and inspections, the Supervising Body is given the broadest power in order to effectively perform the assigned tasks.

7.3 Update and adjustment

The Board of Directors deliberates about the update of the Model and its adjustment in relation to changes and/or integrations that may be necessary in consequence of:

- Violations of Model provisions;
- Changes in the Company's internal structure and/or methods of execution of corporate activities;
- Changes in regulations;
- Results of checks.

Once approved, all the changes and the instructions for their immediate application are transmitted to the Supervising Body which, in turn, shall promptly make the same changes operative and handle the proper transmission of the contents within and outside the Company.

The Supervising Body shall also provide, by appropriate report, to inform the Board of Directors about the outcome of the activity undertaken in compliance with the deliberation deciding the update and/or adjustment of the Model.

In any case, the Supervising Body maintains clear tasks and powers regarding the handling, development and promotion of the constant update of the Model. For that purpose, it expresses observations and proposals pertaining to the organization and the control system, the corporate facilities in charge of that purpose or, in cases of particular relevance, to the Board of Directors.

In particular, in order to guarantee that the Model's changes are made as promptly and effectively as required, without incurring in coordination flaws between operating processes, the provisions included in the Model and their dissemination, the Board of Directors considered to give the Supervising Body the power to make any needed changes related to descriptive aspects of the Model on a regular basis.

It is hereby specified that by the expression "descriptive aspects" we refer to elements and information resulting from deeds deliberated by the Board of Directors (e.g. the readjustment of the organizational chart) or from business functions holding a specific power (e.g. new corporate procedures).

When presenting the yearly summary report, the Supervising Body shall present to the Board of Directors a specific informative note of all the changes made in compliance with the received authorization in order to have them approved by the Board of Directors.

In any case, the deliberation of updates and/or adjustments of the Model due to the following reasons remains exclusive competence of the Board of Directors:

- Changes to the regulations on the administrative liability of bodies;
- New sensitive identified or changes to those previously identified, including those related to the startup of new businesses;
- Any crimes committed under Legislative Decree 231/2001 by those affected by the Model provisions or, in general, any breaches to the Model;
- Any flaws or gaps found in the Model provisions following checks on its effectiveness.

In any case, the Model shall be subject to regular reviews, every three years, to be decided through deliberation by the Board of Directors.

7.4 First application of the Model and implementation of innovations.

Due to the complexity of the Model and its deep connection with Fameccanica.Data S.p.A. structure, its implementation into the business system will require an innovation implementation operational program to be developed.

Such program shall pinpoint the requested activities aiming at achieving the effective implementation of the principles of reference for the Model construction which are included in the present document with clarification of responsibility, time and modality of execution.

The program shall be observed by all involved subjects with maximum rigor, as it is oriented towards the prompt and complete fulfillment of all expected measures in compliance with the provisions and the purposes of the discipline provided for by Legislative Decree 231/2001.

The Program shall be prepared every time it is necessary to update and adjust the Model (see article 6, paragraph 1, letter b) of Legislative Decree no. 231/2001) and shall pinpoint the necessary activities for the effective implementation of the contents of the Model, describing the responsibilities, time intervals and method of execution.

Legislative Decree no. 231/2001 LIST

OF PREDICATE OFFENSES

Art. 24	Undue receipt of funds, fraud against the State or a Public authority or in order to attain public funds and computer fraud against the State or a Public authority - amended by Law no. 161/2017
	<ul style="list-style-type: none"> ▪ Misappropriation to the detriment of the State (article 316-bis Criminal Code) ▪ Undue receipt of funds to the detriment of the State (article 316-ter, Criminal Code) ▪ Fraud to the detriment of the State or other public entity or of European Communities (article 640, paragraph 2, no.1, Criminal Code) ▪ Aggravated fraud aimed at obtaining public funds (article 640-bis, Criminal Code) ▪ Computer fraud to the detriment of the State or other public entity (article 640-ter, Criminal Code) ▪ Fraud in public supplies (article 356, Criminal Code) [Article introduced by Legislative Decree no. 75/2020] ▪ Fraud to the detriment of the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (art. 2, Law no. 898 of 23 December 1986) (article introduced by Legislative Decree no. 75/2020)
Art. 24-bis	<p>Computer crimes and illegal data processing introduced by Law no. 48/2008 Amended by Legislative Decree no. 7 e 8/2016</p> <ul style="list-style-type: none"> ▪ Computer documents (article 491-bis, Criminal Code) ▪ Unauthorized access to a computer or telematic system (article 615-ter, Criminal Code) ▪ Illegal possession and dissemination of codes of access to computer or telematic systems (article 615-quater, Criminal Code) ▪ Dissemination of programs aimed at damaging or interrupting a computer system (article 615-quinquies, Criminal Code) ▪ Illegal interception, impediment or interruption of computer or telematic communications (art. 617-quater, Criminal Code) ▪ Installation of equipment designed to intercept, impede or interrupt computer or telematic communications (article 617-quinquies, Criminal Code) ▪ Damage to information, data and computer programs (article 635-bis, Criminal Code) ▪ Damaging computer information, data or programs used by the State or by another public authority or in any case useful to the public (article 635-ter, Criminal Code) ▪ Damage to computer or telematic systems (article 635-quater, Criminal Code) ▪ Damage to computer or telematic systems of public utility (article 635-quinquies, Criminal Code) ▪ Computer fraud by the body providing electronic signature certification services (article 640-quinquies, Criminal Code)
Art. 24-ter	<p>Organized crime offenses Introduced by Law no. 94/2009 and amended by Law no. 69/2015</p>

	<ul style="list-style-type: none"> ▪ Criminal organization (article 416, Criminal Code) ▪ Mafia-type organization, even foreign (article 416-bis, Criminal Code) [article amended by Law no. 69/2015] ▪ Swapping votes for favors with mafia-type organizations (article 416-ter, Criminal Code) ▪ Kidnapping for extortion (article 630, Criminal Code) ▪ Association for the purpose of unlawful trafficking in narcotic drugs or psychotropic substances (article 74 of Presidential Decree no. 309 dated 9th October 1990) [paragraph 7-bis introduced by Legislative Decree no. 202/2016] ▪ All crimes, if committed under the conditions contained in article 416-bis of Criminal Code to facilitate the activity of the associations contained in the same article (Law no. 203/91) ▪ Illegal manufacture, introduction into the Country, sale, transfer, possession and shelter in a public place or open to the public for war weapons or warlike arms or part of those, explosives, and illegal arms, as well as additional common firearms excluding those provided by Article 2, paragraph three, of Law no. 110 dated 18th April 1975 (article 407, paragraph 2, lett. A), number 5), Italian Code of Criminal Procedure)
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Art. 25	<p>Bribery, undue induction to give or promise other benefits and corruption amended by Law no. 190/2012</p> <ul style="list-style-type: none"> ▪ Embezzlement (article 314, Criminal Code) [Article introduced by Legislative Decree no. 75/2020] ▪ Embezzlement resulting from mistakes by others (art. 316 Criminal Code) [Article introduced by Legislative Decree no. 75/2020] ▪ Bribery (article 317, Criminal Code) [article amended by Law no. 69/2015] ▪ Corruption for the exercise of the function (article 318, Criminal Code) [article amended by Law no. 190/2012 and Law no. 69/2015] ▪ Corruption regarding actions contrary to official duties (article 319, Criminal Code) [article amended by Law no. 69/2015] ▪ Aggravating circumstances (article 319-bis, Criminal Code) ▪ Bribery in judicial proceedings (article 319-ter, Criminal Code) [article amended by Law no. 69/2015] ▪ Undue induction to give or promise benefits (article 319-quater) [article introduced by Law no. 190/2012 and amended by Law no. 69/2015] ▪ Corruption of a person in charge of public services (article 320, Criminal Code) ▪ Sanctions for the briber (article 321, Criminal Code) ▪ Incitement to corruption (article 322, Criminal Code) ▪ Embezzlement, bribery, undue induction to give or promise benefits, corruption and incitement to corruption of members of the bodies of the European Communities and of officials of the European Communities and Foreign States (article 322-bis, Criminal Code) [article amended by Law no. 190/2012] ▪ Abuse of office (art. 323 Criminal Code) [Article introduced by Legislative Decree no. 75/2020] ▪ Influence peddling (art. 346-bis) [as amended by law no. 3 of 9 January 2019]
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Art. 25-bis	<p>Counterfeiting currency, legal tender, duty stamps, distinctive signs introduced by Legislative Decree no. 350/2001, converted with amendments by Law no. 409/2001; amended by Law no. 99/2009; amended by Legislative Decree no. 125/2016</p>
	<ul style="list-style-type: none"> ▪ Counterfeiting currency, spending and introducing counterfeit currency in the Country, with accomplices (article 453, Criminal Code) ▪ Alteration of money (article 454, Criminal Code) ▪ Spending and introducing counterfeit currency in the Country, without accomplices (article 455, Criminal Code) ▪ Spending counterfeit money received in good faith (article 457, Criminal Code) ▪ Counterfeiting duty stamps, introducing in the Country, purchasing, holding or putting into circulation counterfeit duty stamps (article 459, Criminal Code) ▪ Counterfeiting watermarked paper used for manufacturing legal tender or duty stamps (article 460, Criminal Code) ▪ Fabrication or possession of watermarks or instruments intended for counterfeiting currencies, duty stamps or watermarked paper (article 461, Criminal Code) ▪ Use of counterfeit or altered duty stamps (article 464, Criminal Code) ▪ Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and drawings (article 473, Criminal Code) ▪ Introduction into the Country and trade of products with false signs (article 474, Criminal Code)
Art. 25-bis.1	<p>Crimes against industry and commerce introduced by Law no. 99/2009</p> <ul style="list-style-type: none"> ▪ Disruption of the freedom of trade or industry (article 513, Criminal Code) ▪ Illegal competition with threats or violence (article 513-bis, Criminal Code) ▪ Fraud against national industries (article 514, Criminal Code) ▪ Fraud in trade (article 515, Criminal Code) ▪ Sale of non-genuine food items as genuine (article 516, Criminal Code) ▪ Sale of industrial products with false signs (article 517, Criminal Code) ▪ Manufacturing and commerce of goods produced by seizing industrial property rights (article 517-ter, Criminal Code) ▪ Counterfeiting geographical indications or designations of origin of food products (article 517-quater, Criminal Code)

Art. 25-ter	<p>Corporate offenses introduced by Legislative Decree no. 61/2002; amended by Law no. 190/2012, by Law 69/2015 and by Legislative Decree no. 38/2017</p> <ul style="list-style-type: none"> ▪ False corporate communications (article 2621, Civil Code) [article amended by Law no. 69/2015] ▪ Minor false corporate communications (article 2621-bis, Civil Code) ▪ False corporate communications of listed companies (article 2622, Civil Code) [article amended by Law no. 69/2015] ▪ Prevented control (article 2625, paragraph 2, Civil Code) ▪ Unlawful repayment of contributions (article 2626, Civil Code) ▪ Unlawful subdivision of profits and reserves (article 2627, Civil Code) ▪ Illegal transactions on shares or quotas or of the parent company (article 2628, Civil Code) ▪ Transactions to the detriment of creditors (article 2629, Civil Code) ▪ Omission of communication of conflict of interests (article 2629-bis, Civil Code) [introduced by Law no. 262/2005] ▪ Fictitious formation of capital (article 2632, Civil Code) ▪ Unlawful subdivision of corporate assets by the liquidators (article 2633, Civil Code) ▪ Corruption between private parties (article 2635, Civil Code) [introduced by Law no. 190/2012; article amended by Legislative Decree no. 38/2017] ▪ Incitement to corruption between private parties (article 2635-bis, Civil Code) [introduced by Legislative Decree no. 38/2017] ▪ Illegal influence on the shareholders' meeting (article 2636 Civil Code) ▪ Market manipulation (article 2637, Civil Code) ▪ Hindering public supervisory authorities from performing their functions (article 2638, paragraphs 1 and 2, Civil Code)
Art. 25- quater	<p>Crimes with terrorist purposes or designed to overthrow the democratic order provided for by the Italian Criminal Code and special laws introduced by Law no. 7/2003</p> <ul style="list-style-type: none"> ▪ Subversive associations (article 270, Criminal Code) ▪ Associations with terrorist purposes, also international, or designed to overthrow the democratic order (article 270-bis, Criminal Code) ▪ Assistance to association members (article 270-ter, Criminal Code) ▪ Recruitment for terrorist purposes, also international (article 270-quater, Criminal Code) ▪ Training in activities for terrorist purposes, also international (article 270-quinquies, Criminal Code) ▪ Financing of misconduct having terrorist purposes (Law no. 153/2016, article 270-quinquies.1, Criminal Code) ▪ Taking of seized goods or money (article 270-quinquies.2, Criminal Code) ▪ Conducts for the purpose of terrorism (article 270-sexies, Criminal Code) ▪ Attack for terrorist or subversive purposes (article 280, Criminal Code) ▪ Terrorist action with lethal or explosive devices (article 280-bis, Criminal Code) ▪ Acts of nuclear terrorism (article 280-ter, Criminal Code) ▪ Kidnapping for terrorist or subversive purposes (article 289-bis, Criminal Code) ▪ Instigation to commit any of the crimes provided for in paragraphs one and two (article 302, Criminal Code) ▪ Political conspiracy through agreement (article 304, Criminal Code) ▪ Political conspiracy through association (article 305, Criminal Code) ▪ Armed gangs: constitution and participation (article 306, Criminal Code) ▪ Support to participants of conspiracies or armed gangs (article 307, Criminal Code) ▪ Seizure, hijacking and destruction of an airplane (Law no. 342/1976, article 1) ▪ Damages to ground installations (Law no. 342/1976, article 2) ▪ Sanctions (Law no. 422/1989, article 3) ▪ Active repentance (Legislative Decree no. 625/1979, article 5) ▪ Convention of New York, 9th December 1999 (article 2)
Art. 25- quater.1	<p>Female genital mutilation practices introduced by Law no. 7/2006</p>

▪ Female genital mutilation practices (article 583-bis, Criminal Code)
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Art. 25-quinquies	Crimes against the individual introduced by Law no. 228/2003 and amended by Law no. 199/2016
	<ul style="list-style-type: none"> ▪ Reduction to or maintenance of individuals in a state of slavery and servitude (article 600, Criminal Code) ▪ Child prostitution (article 600-bis, Criminal Code) ▪ Child pornography (article 600-ter, Criminal Code) ▪ Possession of pornographic material (article 600-quater) ▪ Virtual pornography (article 600-quater, Criminal Code) [introduced by article 10, Law no. 38 dated 6th February 2006] ▪ Tourist initiatives aimed at the exploitation of child prostitution (article 600-quinquies, Criminal Code) ▪ Human trafficking (article 601, Criminal Code) ▪ Purchase and sale of slaves (article 602, Criminal Code) ▪ Illegal intermediation and labor exploitation (article 603-bis, Criminal Code) ▪ Solicitation of minors (article 609-undecies, Criminal Code)
Art. 25-sexies	Crimes of market abuse introduced by Law no. 62/2005
	<ul style="list-style-type: none"> ▪ Insider trading (article 184 of Legislative Decree no. 58/1998) ▪ Market manipulation (article 185 of Legislative Decree no. 58/1998)
Art. 25-septies	Crimes of manslaughter and assault causing severe, or very severe, injury, committed in breach of the rules on accident prevention and protection of health and safety at the workplace introduced by Law no. 123/2007; amended by Law no. 3/2018
	<ul style="list-style-type: none"> ▪ Manslaughter (article 589, Criminal Code) ▪ Negligent personal injuries (article 590, Criminal Code)
Art. 25-octies	Fencing, money laundering and use of funds, goods and services of illegal origin and self-laundering introduced by Legislative Decree no. 231/2007; amended by Law no. 186/2014
	<ul style="list-style-type: none"> <input type="checkbox"/> Fencing (article 648, Criminal Code) <input type="checkbox"/> Money laundering (article 648-bis, Criminal Code) <input type="checkbox"/> Use of funds, goods and services of illegal origin (article 648-ter, Criminal Code) <input type="checkbox"/> Self-laundering (article 648-ter.1, Criminal Code)
Art. 25-novies	Copyright infringement crimes introduced by Law no. 99/2009
	<ul style="list-style-type: none"> ▪ Availability to the public, by way of a system of telecommunication networks, through any kind of connections, of a work protected by copyright or part of it (article 171, Law no. 633/1941, paragraph 1, lett. A) bis) ▪ Crimes referred to in the previous point and committed on other people's works not intended for publication, in case of insult to their honor and reputation (article 171, Law no. 633/1941, paragraph 3) ▪ Unauthorized copy of computer programs in order to gain a profit therefrom; import, distribute, sell, hold for commercial or entrepreneurial purposes or lease out programs embodied in media not marked by SIAE (Italian Society of Authors and Publishers); preparation of equipment to remove or avoid computer program protection devices (article 171-bis, Law no. 633/1941, paragraph 1) ▪ Reproduction, transfer to another device, distribution, communication, presentation or public demonstration of the contents of a database; extraction or re-use of the database; distribution, sale or lease of database (article 171-bis, Law no. 633/1941, paragraph 2) ▪ Unauthorized duplication, reproduction, transmission or dissemination in public, through any process, in whole or in part, of intellectual property works intended for television, cinema, sale or rent of records, tapes or similar devices or any other device containing sound or video recording of musical or cinema works or similar audiovisual devices or sequences of moving images; literary, dramatic, scientific, educational, musical or dramatic-musical, multimedia works, even if included in collective or composite works or

	<p>databases; unauthorized reproduction, duplication, transmission or dissemination, sale or trade, transfer for any reason or unauthorized import of over fifty copies or samples of work protected by copyright or related rights; introduction in a system of telematic networks, through connections of any kind, of a work protected by copyright, or of part of it (article 171-ter, Law no. 633/1941)</p> <ul style="list-style-type: none"> ▪ Failure to communicate to the SIAE the identification data of media for which the SIAE mark is not required, or false declaration of the said data (article 171-septies Law no. 633/1941) <p>Fraudulent manufacture, sale, import, promotion, installation, modification and public or private use of devices or parts thereof designed for decoding audiovisual broadcasts with conditional access over the air, by satellite or by cable, in analogue or digital form (article 171-octies of Law no. 633/1941)</p>
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Art. 25-decies	Incitement to not testify or to bear false testimony before the judicial authority - (added by Law no. 116/2009)
	<ul style="list-style-type: none"> ▪ Incitement to not testify or to bear false testimony before the judicial authority (article 377-bis, Criminal Code)
Art. 25-undecies	Environmental crimes – introduced by Legislative Decree no. 121/2011, amended by Law no. 68/2015, amended by Legislative Decree no. 21/2018
	<ul style="list-style-type: none"> ▪ Environmental pollution (article 452-bis, Criminal Code) ▪ Environmental disaster (article 452-quater, Criminal Code) ▪ Unintentional environmental crimes (article 452-quinquies, Criminal Code) ▪ Trafficking and abandonment of high radioactivity materials (article 452-sexies, Criminal Code) ▪ Aggravating circumstances (article 452-octies, Criminal Code) ▪ Killing, destroying, capturing, picking or detaining specimens of protected wild animal and vegetation species (article 727-bis, Criminal Code) ▪ Destruction or deterioration of habitats within a protected site (article 733-bis, Criminal Code) ▪ Import, export, holding, use for profit, purchase, sale, display or holding for sale or for commercial purposes of protected species (Law no. 150/1992, article 1, article 2, article 3-bis and article 6) ▪ Discharges of industrial waste water containing dangerous substances; discharges into subsoil and groundwater; discharge into the sea by ships or aircraft (Legislative Decree no. 152/2006, article 137) ▪ Unauthorized waste management activities (Legislative Decree no. 152/2006, article 256) ▪ Pollution of soil, subsoil, surface water or groundwater (Legislative Decree no. 152/2006, article 257) ▪ Illegal waste trafficking (Legislative Decree no. 152/2006, article 259) ▪ Violation of the obligations to provide communications, to keep compulsory registers and submit reporting forms (Legislative Decree no. 152/2006, article 258) ▪ Activities organized for illegal waste traffic (Legislative Decree no. 152/2006, article 260) - article repealed by Legislative Decree no. 21/2018 and substituted by article 452-quaterdecies, Criminal Code ▪ Activities organized for illegal waste traffic (article 452-quaterdecies, Criminal Code) ▪ False indications on the nature, composition and chemical-physical characteristics of the waste in the preparation of a certificate of waste analysis, insertion in the SISTRI (waste traceability control system) of a false waste analysis certificate; omission or fraudulent alteration of the hard copy of the SISTRI form - handling area in waste transportation (Legislative Decree no. 152/2006, Article 260-bis) ▪ Sanctions (Legislative Decree no. 152/2006, article 279)

	<ul style="list-style-type: none"> ▪ Intentional pollution caused by ships (Legislative Decree no. 202/2007, article 8) ▪ Unintentional pollution caused by ships (Legislative Decree no. 202/2007, article 9) ▪ Cessation and reduction of the use of harmful substances (Law no. 549/1993, article 3)
Art. 25-duodecies	Use of illegally residing third country citizens Introduced by Legislative Decree no. 109/2012, amended by Law no. 161/2017
	<ul style="list-style-type: none"> ▪ Provisions against illegal immigration (article 12, paragraphs 3, 3-bis, 3-ter and 5 of Legislative Decree no. 286/1998)
	<ul style="list-style-type: none"> ▪ Use of illegally residing third country citizens (article 22, paragraph 12-bis, Legislative Decree no. 286/1998)

Art. 25-terdecies	Racism and xenophobia introduced by Law no. 167/2017, amended by Legislative Decree no. 21/2018
	<ul style="list-style-type: none"> □ International convention on the elimination of all forms of racial discrimination (article 3, paragraph 3-bis of Law no. 654/1975) - article repealed by Legislative Decree no. 21/2018 and substituted by article 604-bis, Criminal Code □ Propaganda and incitement to commit crimes for the purposes of racial, ethnic and religious discrimination (article 604-bis, Criminal Code)
Article 12, Law no. 9/2013	Liability of legal entities for administrative offenses arising from a crime <i>[The following acts constitute predicate offenses for entities operating in the production and sale of virgin olive oils]</i>

	<ul style="list-style-type: none"> ▪ Use, adulteration and counterfeiting of foodstuffs (article 440, Criminal Code) ▪ Trade of counterfeit or adulterated foodstuffs (article 442, Criminal Code) ▪ Trade of harmful foodstuffs (article 444, Criminal Code) ▪ Counterfeiting, alteration or use of distinguishing signs of intellectual property or industrial products (article 473, Criminal Code) ▪ Introduction into the Country and trade of products with false signs (article 474, Criminal Code) ▪ Fraud in trade (article 515, Criminal Code) ▪ Sale of non-genuine food items as genuine (article 516, Criminal Code) ▪ Sale of industrial products with false signs (article 517, Criminal Code) ▪ Counterfeiting geographical indications or designations of origin of food products (article 517-quater, Criminal Code)
Law no. 146/2006	<p>Cross-border crimes <i>[The following crimes, if committed in a cross-border manner, constitute predicate offenses for the administrative liability of entities]</i></p> <ul style="list-style-type: none"> ▪ Provisions against illegal immigration (article 12, paragraphs 3, 3-bis, 3-ter and 5 of the Consolidated Act referred to in Legislative Decree no. 286 dated 25th July 1998) ▪ Association for the purpose of unlawful trafficking in narcotic drugs or psychotropic substances (article 74 of the Consolidated Act referred to in the Decree of the President of the Republic no. 309 dated 9th October 1990) ▪ Criminal organization for the purposes of smuggling foreign processed tobacco (article 291-quater of the Consolidated Act referred to in the Decree of the President of the Republic no. 43 dated 23rd January 1973) ▪ Incitement to not testify or to bear false testimony before the judicial authority (article 377-bis, Criminal Code) ▪ Aiding and abetting (article 378, Criminal Code) ▪ Criminal organization (article 416, Criminal Code) ▪ Mafia-type organization (article 416-bis, Criminal Code)
Art. 25- quaterdecies	<p>Fraud in sports competitions, illegal gaming or betting, and gambling with prohibited machines</p> <ul style="list-style-type: none"> ▪ Sports fraud (art.1, L. 401/1989) ▪ Crimes and offenses related to running, organizing and selling gaming and betting businesses in breach of administrative authorizations or concessions (art.1, Law no. 401/1989)
Art. 25- Quinquies- decies	<p>Tax offences introduced by Law no. 157/2019, amended by Legislative Decree no. 75/2020</p> <ul style="list-style-type: none"> ▪ Fraudulent tax return using invoices or other documents for non-existing operations (art. 2 of Legislative Decree 74/2000) ▪ Fraudulent tax return through contrived acts (art. 3 of Legislative Decree 74/2000) ▪ Untrue tax return for transactions with VAT evasion not lower than € 10 million (art. 4, Legislative Decree 74/2000) ▪ Failure to file tax return for transactions with VAT evasion not lower than € 10 million (art. 5, Legislative Decree 74/2000) ▪ Issue of invoices or other documents for non-existing operations (art. 8 of Legislative Decree 74/2000) ▪ Unlawful compensation for transactions with VAT evasion not lower than € 10 million (art. 10, quater of Legislative Decree 74/2000) ▪ Deliberate non-payment of taxes (art. 11, Legislative Decree 74/2000)
Art. 25- sexiesdecies	<p>Smuggling crimes added by Legislative Decree no. 75/2020</p>

	<ul style="list-style-type: none"> ▪ Smuggling in the movement of goods across land borders and customs areas (art. 282 of D.P.R. no. 43/1973); ▪ Smuggling in the movement of goods in border lakes (art. 283 of D.P.R. no. 43/1973); ▪ Smuggling in the movement of goods across the sea (art. 284 of D.P.R. no. 43/1973); ▪ Smuggling in the movement of goods by air (art. 285 of D.P.R. no. 43/1973); ▪ Smuggling in extra-customs areas (art. 286 of D.P.R. no. 43/1973); ▪ Smuggling for improper use of goods imported with customs benefits (art. 287 of D.P.R. no. 43/1973) ▪ Smuggling in customs warehouses (art. 288-bis D.P.R. no. 43/1973) ▪ Smuggling in cabotage and circulation (art. 289 of D.P.R. no. 43/1973); ▪ Smuggling in the export of goods eligible for duty refund (art. 290 of D.P.R. no. 43/1973) ▪ Smuggling in temporary import or export (art. 291 of D.P.R. no. 43/1973); ▪ Smuggling of foreign processed tobacco (art. 291-bis D.P.R. no. 43/1973) ▪ Criminal organization for the purposes of smuggling foreign processed tobacco (art. 291-quater D.P.R. no. 43/1973);