



**Organisation, management and control
model for the prevention of offences
(according to Italian Legislative Decree 231/2001)**

FIAMM Energy Technology S.p.A.

Edition no. 6

Approved with resolution by the Board of Directors on 22/04/2024

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DEFINITIONS

Activities at Risk

The activities considered at risk derive from the *Risk Assessment* analysis carried out by the Company and are the Sensitive Activities with a potentially significant associated risk.

Sensitive Activities

The corporate activities in the scope of which the opportunities, conditions and means for the commission of the Offences could potentially arise.

Bribery

The UK Bribery Act 2010.

Parent or Holding Company

Resonac Corporation

CCNL

The National Collective Bargaining Agreement for the Private Metalworking and Plant Installation Industry.

Board of Directors or Management Body

The Board of Directors of FIAMM Energy Technology S.p.A.

Code of Conduct

The Code of Conduct adopted by FIAMM Energy Technology S.p.A.

Collaborators

Subjects who have with the Company relationships of collaboration without subordination, commercial representation and other relationships that take the form of a professional service of a non-subordinate nature, whether continuous or occasional, as well as those who, by virtue of specific mandates and proxies, represent the Company towards third parties.

Italian Legislative Decree 231/2001 or Leg. Dec. 231/2001 or Decree

Italian Legislative Decree no. 231 of 8 June 2001, as amended, introduced into Italian law the regulation of administrative liability arising from offences committed by legal persons, companies and associations, including those without status of legal entity.

Recipients

Subjects to which the provisions of the Company's Organisation, Management and Control Model apply.

Employees

All employees of FIAMM Energy Technology S.p.A.

FIAMM Energy Technology or FET or Company or Organisation or Corporate

The company FIAMM Energy Technology S.p.A.

Group

The Group of subsidiaries controlled by FIAMM Energy Technology S.p.A.

Organisation Model or Model 231 or Model

This Organisation, Management and Control Model, of which the ethical and behavioural principles contained in the Code of Conduct, the Group General Procedures, the other organisational tools (by way of example only, organisational charts, guidelines, service orders, company powers of attorney and all the behavioural principles adopted and operating within the Company), as well as the Disciplinary System, also form an integral part.

SB or Supervisory Board

Supervisory Board, provided for in Article 6 of the Decree, with the task of supervising the operation of and compliance with the Model, as well as ensuring that it is updated.

Corporate Bodies

The Board of Directors and the Board of Statutory Auditors.

General Procedures

The Group General Procedures in force and also applicable to FIAMM Energy Technology S.p.A., which are considered an integral part of this Organisation Model.

Operating Procedures or Operating Instructions

They indicate, in addition to the General Procedures of the certified Group Occupational Safety Management Systems (SGSLG) and Group Environmental Management Systems (SGAG), all those procedures and operating instructions relevant to the specific reality of FIAMM Energy Technology S.p.A. (Site Quality Management Systems and plant Occupational Health and Environmental Operating Procedures/Instructions).

Public Administration or PA

The complex of authorities, bodies and agents to which the legal system entrusts the care of public interests. They are:

- national, EU and international public institutions, understood as organisational structures with the task of pursuing the satisfaction of the interests of the community by legal means; this public function also qualifies the activity performed by members of the Commission of the European Communities, the European Parliament, the Court of Justice and the Court of Auditors of the European Communities;
- public officials, i.e. those who exercise a public legislative (production of legal rules), judicial (exercise of jurisdictional power), administrative (characterised by the formation or manifestation of the will of the Public Administration or by its performance by means of authoritative or certifying powers) function (pursuant to Article 357 of the Italian Criminal Code);
- persons in charge of a public service, i.e. those who perform an activity regulated in the same manner as a public function, but characterised by the lack of the powers typical of the latter (within the meaning of Article 358 of the Italian Criminal Code).

Offences or Offence

The predicate offences and administrative offences relevant to the Decree.

SGAG

Group's Environmental Management System.

SGQ

Quality Management Systems of FIAMM Energy Technology S.p.A.

SGSLG

Group's Occupational Health and Safety Management System.

Disciplinary System

The corporate Disciplinary System - an integral part of the Organisation Model - aimed at sanctioning the violation of the rules set out in the Code of Conduct, the Model, the Procedures and the corporate Regulations.

ADOPTION AND UPDATES OF THE MODEL

Date	Description	Deliberative Body
26/01/2017	Model Adoption (v.1)	Board of Directors
28/05/2018	Model Update (v.2)	Board of Directors
25/10/2019	Model Update (v.3)	Board of Directors
11/03/2021	Model Update (v.4)	Board of Directors
25/05/2022	Model Update (v.5)	Board of Directors
22/04/2024	Model Update (v.6)	Board of Directors

SUPERVISORY BOARD APPOINTMENT

Start of Mandate	Expiry/Cessation of Mandate	Composition
04/01/2017	30/06/2017	Monocratic
01/07/2017	31/12/2019	Collegial
01/01/2020	31/12/2022	Collegial
01/01/2023	31/12/2025	Collegial

GENERAL SECTION

1. FOREWORD

1.1. FIAMM ENERGY TECHNOLOGY S.P.A. AND THE RESONAC GROUP

FIAMM Energy Technology S.p.A. (hereinafter also referred to as "FET" or the "Company") is engaged in the sale and distribution of automotive components, electric accumulators and industrial accumulators to meet the energy and security needs for the mobility of people, goods and information in the automotive components, industrial battery and telecommunications markets.

The Company's registered office is in Montecchio Maggiore (VI), Viale Europa, no. 75.

FET was incorporated on 29 June 2016 and received the business unit related to the production and distribution of automotive and industrial batteries in contribution from its 100% parent company, FIAMM S.p.A. through a deed effective on 1 January 2017.

On 13 February 2017 Hitachi Chemical Co., Ltd., a multinational belonging to the Japanese Hitachi Ltd. Group, acquired 51% of the share capital of FET.

In March 2019 the FET battery production division, based at the Veronella plant, was transferred to the subsidiary SIAPRA S.p.A.

Effective 1 October 2020, Hitachi Chemical Co., Ltd. resolved to change its company name to "Showa Denko Materials Co., Ltd." (also "SDMC").

During April 2020 the Japanese Group Showa Denko K.K. registered in Tokyo and listed on the Tokyo Stock Exchange, acquired the majority stake in Hitachi Chemical Co., Ltd., controlling enterprise of the Parent FIAMM Energy Technology S.p.A., from Hitachi Ltd. Therefore, as a result of this operation the FET Group no longer belongs to the Hitachi Group; instead, like its direct controlling enterprise Showa Denko Materials Co., Ltd., it is within the consolidation perimeter of the Showa Denko K.K. Group.

On 22 December 2022 the controlling enterprise Showa Denko Materials Co., Ltd, which already held a 51% stake in the Company's share capital and directed and coordinated its operations under the terms of article 2497 et seq. of the Italian Civil Code, acquired the other 49% of the Company's share capital from the minority shareholder Elettra 1938 S.p.A. and thus became the Company's single shareholder.

Effective from January 2023, Showa Denko Materials Co., Ltd. changed its name to Resonac Corporation.

The Company has obtained certification of compliance with the following standards:

- UNI EN ISO 9001:2015;
- IATF 16949:2016;
- UNI EN ISO 14001:2015;
- UNI EN ISO 45001:2018.

1.2. ADMINISTRATION AND CONTROL SYSTEM OF FIAMM ENERGY TECHNOLOGY S.P.A.

The Company has entrusted its management to a Board of Directors, consisting of Chairman, Managing Director and three Directors.

There are also a Board of Statutory Auditors (consisting of three full and two alternate auditors) and an external auditing company in charge of auditing the accounts.

1.3. RELATIONSHIP WITH FOREIGN LEGISLATIONS ON ORGANISATION, MANAGEMENT AND CONTROL MODELS: UK BRIBERY ACT OF 2010

Since FET operates in the UK through a subsidiary company, the regulations of the UK Bribery Act of 2010 may be relevant with respect to the transactions carried out there. These regulations establish administrative liability for companies in the event of the commission of the offence of active or passive bribery of a subject, whether public or private, by a subject associated with it. In particular, Section 7(2) of the Bribery Act provides for the exclusion of liability for the legal person (so-called "exempting person"), if the legal person proves that it has effectively adopted specific procedures aimed at preventing offences, in accordance with the guidelines provided from time to time by the British Ministry of Justice.

Special Section "B" of the Model is devoted to the Bribery Act.

2. ITALIAN LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001

2.1. THE CORNERSTONES OF THE REGULATIONS

Italian Legislative Decree no. 231 of 8 June 2001 introduced into our legal system the administrative liability of legal persons, companies and associations, including without status of legal entity (also referred to as "Entities"), in the event of the commission or attempted commission of certain types of offences or administrative crimes in the interest or to the advantage of the Entity by:

- persons holding functions of representation, administration or management of the Entity or of one of its Organisational Units with financial and functional autonomy, as well as natural persons exercising, also de facto, the management and control thereof (so-called "Apical" subjects);
- subjects "Subordinated" to the direction or supervision of the persons referred to in the preceding paragraph.

The regulations do not apply to the State, local and regional public bodies, other non-economic public bodies and bodies performing functions of constitutional importance.

The Decree aimed to bring domestic legislation on the liability of legal persons into line with a number of international conventions to which Italy had long since acceded¹.

This liability, although defined by the legislator as "administrative", and considered by now almost unanimously as belonging to a *tertium genus*, presents - in terms of substance - features borrowed from criminal liability, since it is ascertained in criminal proceedings, follows the commission of offences and provides for the application of sanctions borrowed from the criminal system.

The liability of the Entity, pursuant to the Decree, is in addition to and does not replace the (criminal) liability of the perpetrator of the offence: in the event that an offence falling within the so-called catalogue of "predicate offences" is committed, both the natural person and the legal person will therefore be potentially liable to criminal proceedings.

2.2. OFFENCES AND ADMINISTRATIVE CRIMES COVERED BY THE LEGISLATION

The administrative liability of entities arises in the event of the commission (or attempted commission) of the Offences and administrative crimes specified below.

2.2.1. Non-compliance with prohibitory sanctions (Article 23 of the Decree)

Infringement committed by anyone who, in the course of the activity of the entity to which a sanction or prohibitory measure has been applied, transgresses the obligations or prohibitions inherent in such sanctions or measures.

2.2.2. Offences against the Public Administration and its assets (Articles 24 and 25 of the Decree)

- Aggravated fraud for the purpose of obtaining public funds (art. 316-bis of the Italian Criminal Code);
- Fraudulent misrepresentation to obtain public funds (art. 316-ter of the Italian Criminal Code)
- Fraud in public procurement (art. 356 of the Italian Criminal Code);
- Fraud against the State or another public body or body of the European Union (art. 640, para. 2 (1) of the Italian Criminal Code);
- Aggravated fraud for the purpose of obtaining public funds (art. 640-bis of the Italian Criminal Code)

¹ Brussels Convention of 26 July 1995 on the Protection of the European Communities' Financial Interests, Convention also signed in Brussels on 26 May 1997 on Combating Bribery Involving Officials of the European Community or Member States, and the OECD Convention of 17 December 1997 on Combating Bribery of Foreign Public Officials in International Business Transactions.

- IT fraud (art. 640-ter of the Italian Criminal Code);
- Undue receipt of aid, premiums, allowances, refunds, contributions or other disbursements charged in full or in part to the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (art. 2, Italian Law 898/1986);
- Interference with competitive bidding processes (art. 353 of the Italian Criminal Code);
- Interference with contractor selection processes (art. 353-bis);
- Embezzlement of European Union funds (art. 314, para.1 of the Italian Criminal Code);
- Embezzlement of European Union funds by exploiting the errors of others (art. 316 of the Italian Criminal Code);
- Extortion (art. 317 of the Italian Criminal Code);
- Bribery for the exercise of office (art. 318 and 321 of the Italian Criminal Code);
- Bribery for an act contrary to official duties (art. 319 of the Italian Criminal Code);
- Aggravating circumstances (art. 319-bis of the Italian Criminal Code);
- Bribery in judicial proceedings (art. 319-ter of the Italian Criminal Code);
- Persuasion to offer or promise illicit benefits (art. 319-quarter of the Italian Criminal Code);
- Bribery of a person in charge of a public service (art. 320 of the Italian Criminal Code);
- Penalties for the corruptor (art. 321 of the Italian Criminal Code);
- Incitement to bribery (art. 322 of the Italian Criminal Code)²;
- Embezzlement, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities, international parliamentary assemblies or international organisations and officials of the European Communities and of foreign States (art. 322-bis of the Italian Criminal Code);
- Abuse of power against the financial interests of the European Union (art. 323 of the Italian Criminal Code);
- Influence peddling (art. 346-bis of the Italian Criminal Code).

2.2.3. IT crimes and unlawful processing of data (art. 24-bis of the Decree)³

- Misrepresentation in a public digital document or a digital document valid as evidence (art. 491-bis of the Italian Criminal Code);
- Hacking of an IT or digital communications system (art. 615-ter of the Italian Criminal Code);
- Unlawful possession, dissemination and installation of equipment, codes and other means of accessing IT or digital communication systems (art. 615-quarter of the Italian Criminal Code);
- Unlawful possession, dissemination and installation of IT equipment, devices or programs intended to damage or bring down an IT or digital communication system (art. 615-quinquies of the Italian Criminal Code);
- Unlawful interception, prevention or interruption of IT or digital communications (art. 617-quarter of the Italian Criminal Code);
- Unauthorised possession, dissemination and installation of equipment and other means designed to intercept, prevent or interrupt IT or digital communications (art. 617-quinquies of the Italian Criminal Code);
- Damaging of digital information, data and programs (art. 635-bis of the Italian Criminal Code);
- Damaging of digital information, data or programs used by the state or any other public body or organisation of public utility (art. 635-ter of the Italian Criminal Code);
- Damaging of IT or digital transmission systems (art. 635-quarter of the Italian Criminal Code);

² As amended by Law No. 190 of 6 November 2012 (Provisions for the prevention and repression of corruption and illegality in the Public Administration), in force since 28 November 2012.

³ Introduced by Law no. 48/2008.

- Damaging of IT or data transmission systems of public utility (art. 635-*quiquies* of the Italian Criminal Code);
- IT fraud involving the trust services provider (art. 640-*quiquies* of the Italian Criminal Code);
- Offences relating to cyber security (art. 1, para. 11-*bis*, Law 133/2019).

2.2.4. Organised crime offences (art. 24-*ter* of the Decree)⁴

- Criminal association (art. 416 of the Italian Criminal Code, with the exception of the sixth paragraph);
- Criminal association for the purpose of enslavement or maintenance in slavery, people trafficking and the buying and selling of slaves and offences concerning violations of the provisions on illegal immigration set out in art. 12 of Italian Legislative Decree 286/1998 (art. 416, para. 6 of the Italian Criminal Code);
- Mafia-type association (art. 416-*bis* of the Italian Criminal Code)
- Use of Mafia-type activities to deliver votes (art. 416-*ter* of the Italian Criminal Code);
- Kidnapping for the purpose of extortion (art- 630 of the Italian Criminal Code);
- Association for the purpose of illicit trafficking in narcotic drugs or mind-altering substances (art. 74, Italian Presidential Decree no. 309, 9 October 1990);
- All offences if committed in the conditions envisaged by art. 416-*bis* of the Italian Criminal Code to facilitate the activity of the associations envisaged in the said article (L. 203/91);
- Unlawful manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or a place open to the public of weapons of war or warlike weapons or parts thereof, explosives, clandestine weapons as well as several common firing weapons (art. 407, para. 2, (a) (5) of the Italian Code of Criminal Procedure).

2.2.5. Offences of counterfeiting currency, legal tender, revenue stamps and identification instruments or signs (art. 25-*bis* of the Decree)⁵

- Counterfeiting of currency, spending and introduction into the State, in agreement with others, of counterfeit currency (art. 453 of the Italian Criminal Code);
- Tampering with currency (art. 454 of the Italian Criminal Code);
- Spending and introduction into the State of counterfeit currency (art. 455 of the Italian Criminal Code);
- Spending of counterfeit currency received in good faith (art. 457 of the Italian Criminal Code);
- Forgery of revenue stamps, introduction into the State, purchase, possession or putting into circulation of forged revenue stamps (art. 459 of the Italian Criminal Code);
- Counterfeiting of watermarked paper in use for the manufacture of legal tender or revenue stamps (art. 460 of the Italian Criminal Code);
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of currency, revenue stamps or watermarked paper (art. 461 of the of the Italian Criminal Code);
- Use of counterfeit or tampered with revenue stamps (art. 464 of the Italian Criminal Code);
- Counterfeiting, tampering with or use of trademarks or logos or of patents, models and designs (art. 473 of the Italian Criminal Code);
- Introduction into the State and offering for sale of products with false brands or logos (art. 474 of the Italian Criminal Code).

⁴ Added by Law no. 49/2009.

⁵ As amended by the Italian Legislative Decree No. 125, 21 June 2016 (Implementation of Directive 2014/62/EU on the protection by criminal law of the euro and other currencies against counterfeiting), in force since 27 July 2016.

2.2.6. Crimes against industry and trade (art. 25-bis.1 of the Decree)⁶

- Interfering with the freedom of industry or trade (art. 513 of the Italian Criminal Code);
- Unlawful competition with threats or violence (art. 513-bis of the Italian Criminal Code);
- Fraud against national industries (art. 514 of the Italian Criminal Code);
- Fraudulent trading (art. 515 of the Italian Criminal Code);
- Sale of non-genuine foodstuffs as genuine (art. 516 of the Italian Criminal Code);
- Sale of industrial products with misleading brands or logos (art. 517 of the Italian Criminal Code);
- Manufacture of and trade in goods produced in contravention of industrial property rights (art.517-ter of the Italian Criminal Code);
- Counterfeiting of geographical indications or designations of origin of agri-food products (art. 517-quater of the Italian Criminal Code).

2.2.7. Corporate offences (art. 25-ter of the Decree)⁷

- False corporate reporting (art. 2621 of the Italian Civil Code)⁸;
- Minor offences (art. 2621-bis of the Italian Civil Code)⁹;
- False corporate reporting of listed companies (art. 2622 of the Italian Civil Code)¹⁰;
- Obstruction of inspection (art. 2625, para. 2 of the Italian Civil Code);
- Unlawful restitution of capital contributions (art. 2626 of the Italian Civil Code);
- Unlawful distribution of profits and reserves (art. 2627 of the Italian Civil Code);
- Unlawful transactions involving shares or stakes in a company or its parent company (art. 2628 of the Italian Civil Code);
- Transactions to the detriment of creditors (art. 2629 of the Italian Civil Code);
- Failure to declare conflict of interest (art. 2629-bis of the Italian Civil Code);
- Fraud in the formation of share capital (art. 2632 of the Italian Civil Code);
- Unlawful distribution of company assets by liquidators (art. 2633 of the Italian Civil Code);
- Bribery between private individuals (art. 2635, para. 3 of the Italian Civil Code);
- Incitement to bribery between private individuals (art. 2635-bis of the Italian Civil Code);
- Unlawful influence on the shareholders' meeting (art. 2636 of the Italian Civil Code);
- Market rigging (art. 2637 of the Italian Civil Code);
- Obstructing the exercise of the functions of public supervisory authorities (art. 2638, para. 1 and 2 of the Italian Civil Code).
- Misleading declarations or omission of information when applying for a preliminary certificate of legality (art. 54 of Legislative Decree 19/2023).

2.2.8. Crimes for the purpose of terrorism or the overthrow of the democratic order (Article 25-quater of the Decree)¹¹

- Conspiracy against the State (art. 270 of the Italian Criminal Code);
- Conspiracy for the purposes of terrorism, including international terrorism or the overthrow of the democratic order (art. 270-bis of the Italian Criminal Code);

⁶ Article added by Law no. 99/2009.

⁷ Added by Legislative Decree 61/2002.

⁸ As amended by Law No. 69 of 27 May 2015 (Provisions on crimes against the Public Administration, mafia-type associations and false accounting), in force since 14 June 2015.

⁹ Article added by Law no. 69/2015.

¹⁰ As amended by Law No. 69 of 27 May 2015 (Provisions on crimes against the Public Administration, mafia-type associations and false accounting), in force since 14 June 2015.

¹¹ Added by Law no. 7/2003.

- Aggravating and mitigating circumstances (art. 270-bis (1) of the Italian Criminal Code);
- Assisting conspirators (art. 270-ter of the Italian Criminal Code);
- Recruitment for the purposes of terrorism, including international terrorism (art. 270-quater of the Italian Criminal Code);
- Organisation of travel for the purposes of terrorism (art. 270-quater (1) of the Italian Criminal Code)
- Training in activities for the purposes of terrorism, including international terrorism (art. 270-quinquies of the Italian Criminal Code);
- Financing of conduct intended to lead to acts of terrorism (Law no. 153/2016, art. 270-quinquies (1) of the Italian Criminal Code);
- Removal of frozen assets or money (art. 270-quinquies (2) of the Italian Criminal Code);
- Conduct for the purposes of terrorism (art. 270-sexies of the Italian Criminal Code);
- Attacks for the purposes of terrorism or the overthrow of the state (art. 280 of the Italian Criminal Code);
- Acts of terrorism with lethal or explosive devices (art. 280-bis of the Italian Criminal Code);
- Nuclear terrorism (art. 280-ter of the Italian Criminal Code);
- Kidnapping for the purpose of terrorism or the overthrow of the state (art. 289-bis of the Italian Criminal Code);
- Incitement to commit any of the offences covered by points one and two (art.302 of the Italian Criminal Code);
- Political conspiracy by agreement (art. 304 of the Italian Criminal Code);
- Political conspiracy by association (art. 305 of the Italian Criminal Code);
- Armed subversive groups: formation and participation (art. 306 of the Italian Criminal Code);
- Assistance to participants in armed subversive groups or conspiracies (art. 307 of the Italian Criminal Code);
- Seizure, hijacking or destruction of an aeroplane (Law no. 342/1976, art. 1)
- Damaging of ground installations (Law no. 342/1976, art. 2);
- Penalties (Law no. 422/1989, art. 3);
- Repentance with attempted remedial action (Legislative Decree no. 625/1979, art. 5).

The liability of the entity may also arise in relation to the commission of offences for the purpose of terrorism or overthrow of the democratic order provided for by special laws, as well as in relation to the commission of different offences, which have in any case been committed in violation of the provisions of Article 2 of the International Convention for the Suppression of the Financing of Terrorism, issued in New York on 9 December 1999.

2.2.9. Offence of female genital mutilation practices (art. 25-quater (1) of the Decree)¹²

- Female genital mutilation practices (Article 583-bis of the Italian Criminal Code).

2.2.10. Crimes against the individual (art. 25-quinquies of the Decree)¹³

- Enslavement or keeping in slavery (art. 600 of the Italian Criminal Code);
- Child prostitution (art. 600-bis of the Italian Criminal Code);
- Child pornography (art. 600-ter of the Italian Criminal Code);
- Possessing or accessing pornographic material (art. 600-quater);
- Virtual pornography (art. 600-quater (1) of the Italian Criminal Code)¹⁴;
- Tourism projects for the exploitation of child prostitution (art. 600-quinquies of the Italian Criminal Code);

¹² Article added by Law no. 7/2006.

¹³ Article added by Law no. 228/2003.

¹⁴ Added by Article 10, Law No. 38, 6 February 2006.

- People trafficking (art. 601 of the Italian Criminal Code);
- Purchase and sale of slaves (art. 602 of the Italian Criminal Code);
- Labour trafficking and exploitation (art. 603-bis of the Italian Criminal Code);
- Soliciting of minors (art. 609-undecies of Italian Criminal Code);

2.2.11. Market abuse offences¹⁵

Offences (art. 25-sexies of the Decree)¹⁶

- Abuse or unlawful disclosure of insider information and recommending or inducing others to commit insider trading (art. 184, Legislative Decree No. 58 of 24 February 1998 - Consolidated Law on Finance);¹⁷
- Market rigging (art. 185, Legislative Decree No. 58 of 24 February 1998 - Consolidated Law on Finance)¹⁸.

Administrative Offences (Article 187-quinquies Consolidated Law on Finance)¹⁹

- Prohibition of insider trading and unlawful disclosure of insider information (Article 14 Regulation (EU) No. 596/2014);
- Prohibition of market rigging (Article 15 Regulation (EU) No. 596/2014).

2.2.12. Offences of manslaughter and grievous or very grievous involuntary injuries committed in violation of the provisions on occupational health and safety (art. 25-septies of the Decree)²⁰

- Manslaughter (art. 589 of the Italian Criminal Code, committed in violation of the provisions on occupational health and safety);
- Involuntary personal injury (art. 590, para. 3, Italian Criminal Code).

2.2.13. Offences of receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin as well as self-laundering (Article 25-octies of the Decree)²¹

- Receiving stolen goods (art. 648 of the Italian Criminal Code);
- Money laundering (art. 648-bis of the Italian Criminal Code);
- Use of money, goods or benefits of unlawful origin (art. 648-ter of the Italian Criminal Code);
- Self-laundering (art. 648-ter (1) of the Italian Criminal Code).

2.2.14. Offences relating to non-cash payment instruments (art. 25-octies.1 of the Decree)²²

- Unlawful use and counterfeiting of non-cash payment instruments (art.493-ter of the Italian Criminal Code);

¹⁵ Article added by Law no. 62/2005.

¹⁶ As amended by Italian Legislative Decree No. 107, 10 August 2018 (Rules adapting national legislation to the provisions of EU Regulation No. 596/2014 on market abuse) in force since 29 September 2018.

¹⁷ As amended by Law No. 238/2021.

¹⁸ As amended by Law No. 238/2021.

¹⁹ As amended by Italian Legislative Decree No. 107, 10 August 2018 (Rules adapting national legislation to the provisions of EU Regulation No. 596/2014 on market abuse) in force since 29 September 2018.

²⁰ Article added by Law no. 123/2007.

²¹ Article added by Legislative Decree 231/2007. It should be noted that the rules were updated by Italian Legislative Decree No. 195 of 8 November 2021 which, by intervening on Articles 648, 648-bis, 648-ter and 648-ter.1 of the Italian Criminal Code extended the scope of application of the offences of money laundering, self-laundering, receiving and using stolen goods (within the limits respectively specified by the relevant provisions) also to cases in which the predicate offences are unintentional offences or contraventions. As a result, the scope of application of Italian Legislative Decree 231/2001 was correspondingly expanded.

²² Article added by Italian Legislative Decree No. 184 of 8 November 2021.

- Possession and dissemination of IT equipment, devices or programs intended to commit offences involving non-cash payment instruments (art. 493-*quater* of the Italian Criminal Code);
- IT fraud aggravated by the fact that the conduct results in a transfer of money, monetary value or virtual currency (art. 640-*ter*(2) of the Italian Criminal Code);
- Fraudulent remittances (art. 512-*bis*).

The new legislation also provides for sanctions against the entity arising from the commission of any other offence against public trust, against property, or which in any way damages property, provided for in the Criminal Code, when it relates to non-cash payment instruments (art. 25-*octies*.1 para. 2, Legislative Decree no. 231/2001).

2.2.15. Copyright infringement offences (art. 25-*novies* of the Decree)²³

- Dissemination of intellectual works through a digital network (art. 171, par.a. 1 (a)-*bis* and para. 3, Law No. 633/1941);
- Software and database offences (art. 171-*bis* (1), Law No. 633/1941);
- Offences relating to intellectual works intended for the radio, television and film circuits or literary, scientific and educational works (art. 171-*ter*, Law No. 633/1941);
- Violations against SIAE [Italian Society of Authors and Publishers] (art. 171-*septies*, Law No. 633/1941);
- Tampering with equipment for decoding audiovisual signals with conditional access (art. 171-*octies*, Law No. 633/1941).

2.2.16. Offence of inducement not to make statements or to make false statements to the judicial authorities (art. 25-*decies* of the Decree)²⁴

- Inducement not to make statements or to make false statements to the judicial authorities (art. 377-*bis* of the Italian Criminal Code).

2.2.17. Environmental offences (art. 25-*undecies* of the Decree)²⁵

These are **offences under the Italian Criminal Code** and special laws. In particular, in relation to the commission of offences under the Criminal Code:

- Environmental pollution (art. 452-*bis* of the Italian Criminal Code);
- Environmental disaster (art. 452-*quater* of the Italian Criminal Code);
- Involuntary offences against the environment (art. 452-*quinques* of the Italian Criminal Code);
- Trafficking and dumping of highly radioactive material (art.452-*sexies* of the Italian Criminal Code);
- Aggravating circumstances (art. 452-*octies* of the Italian Criminal Code);
- Organised waste trafficking (art.452-*quaterdecies* of the Italian Criminal Code);
- Killing, destruction, capture, taking or possession of specimens of protected wild animal or plant species (art. 727-*bis* of the Italian Criminal Code);
- Destruction or harming of habitats within a protected site (art. 733-*bis* of the Italian Criminal Code).

With reference to the **offences provided for in Italian Legislative Decree 152/2006** "Environmental Regulations":

- Discharges of industrial wastewater containing hazardous substances; discharges to soil, subsoil and groundwater; discharges into the sea from ships or aircraft (art. 137);

²³ Article added by Law no. 99/2009.

²⁴ Article added by Law no. 116/2009.

²⁵ Article added by Legislative Decree 121/2001.

- Unauthorised waste management activities (art. 256 para. 1 (a) and (b) and paras 3, 5 and 6);
- Pollution of soil, subsoil, surface water or groundwater (art. 257);
- Breach of obligations to submit notification and keep mandatory registers and forms (art. 258, para.4, second point);
- Illegal waste trafficking (art. 259 para.1);
- Emissions offences (art. 279 para 5).

By virtue of the Italian Legislative Decree No. 136 of 10 December 2013, converted into Law No. 6 of 6 February 2014, a new art. 256-*bis* was introduced into the text of Italian Legislative Decree No. 152 of 3 April 2006, entitled "Illegal combustion of waste" and creating the following offences:

- setting fire to dumped or illegally stored waste;
- illegally storing or dumping waste, or trafficking it across borders with a view to its subsequent lawful combustion.

Although the provision is not specifically referred to in Article 25-*undecies*, it is of particular relevance with regard to administrative liability since, in the event of the commission (or attempted commission) of the aforementioned offence, it establishes the liability - independent of that of the perpetrators - of the owner (natural person) of the company or the person in charge of the activity, however organised, for failure to supervise, providing for the application of the prohibitory sanctions laid down in Article 9 para.2 of the Decree.

In relation to the commission of the offences provided for in Law 150/1992 "Discipline of offences relating to the application in Italy of the Convention on International Trade in Endangered Species of Wild Fauna and Flora, as well as rules for the marketing and possession of live specimens of mammals and reptiles that may constitute a danger to public health and safety":

- import, export or re-export, sale, possession for the purpose of sale, transport, etc., in breach of the provisions of Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended, for specimens belonging to the species listed in Annex A to that Regulation, as subsequently amended (art. 1, paras 1 and 2);
- import, export or re-export of specimens, under any customs regime, without the required certificate or permit (etc.) in breach of the provisions of Council Regulation (EC) No. 338/97 of 9 December 1996 and subsequent implementations and amendments, for specimens belonging to the species listed in Annexes B and C of the same Regulation and subsequent amendments, and unless this constitutes a more serious offence (art. 2, paras 1 and 2);
- possession of live specimens of mammals and reptiles from captive breeding that constitute a danger to public health and safety, except as provided for in Law 157/1992 (art. 6, para.4);
- forgery or alteration of certificates, licences, import notifications, declarations, communications of information for the purpose of acquiring a licence or certificate, use of forged or falsified certificates or licences (Criminal Code offences referred to in art. 3-*bis*, para.1).

In relation to the commission of offences provided for by Law 549/1993 "Measures to protect the stratospheric ozone layer and the environment":

- cessation and reduction of the use of harmful substances (art.3, para. 6).

In relation to the commission of offences provided for in Italian Legislative Decree 202/2007 "Implementation of Directive 2005/35/EC on ship source pollution and related penalties":

- pollution with criminal intent (art. 8, paras 1 and 2);
- involuntary pollution (art. 9. paras 1 and 2).

2.2.18. Employment of non-EU nationals who are not legally resident (art. 25-duodecies of the Decree)²⁶

- Employment, with fixed-term and indefinite-term subordinate employment contracts of foreign workers who do not have a residence permit, or whose permit has been revoked, cancelled or expired and whose renewal has not been requested, within the legal time limits, if the workers employed are (a) more than three; (b) minors of non-working age; (c) subject to other particularly exploitative working conditions (art. 22, para. 12-bis, Italian Legislative Decree no. 286 of 25 July 1998 - Consolidation Act on Immigration);
- This offence is committed if the aforesaid illegal immigrants are encouraged to remain in the country in order to obtain an unfair profit from their illegal status (art. 12, para.5, Italian Legislative Decree no. 286/98),
- Criminal association for the purpose of illegal immigration, also aggravated (art. 12(3), (3-bis) and (3-ter) of Italian Legislative Decree No. 286 of 25 July 1998 - Consolidation Act on Immigration)²⁷

2.2.19. Racism and xenophobia (art. 25-terdecies of the Decree)²⁸

- Propaganda, incitement and encouragement of racial discrimination based on denial, minimisation or apologia of the Shoah, crimes of genocide, crimes against humanity and war crimes (art. 604-bis para. 3, Italian Criminal Code).

2.2.20. Offences of Fraud in sporting competitions and illegal gaming or betting and gambling by means of prohibited devices (art. 25-quaterdecies of the Decree)²⁹

- Sports Fraud (art. 1 of Law No. 401 of 13 December 1989);
- Illegal gaming or betting and gambling by means of prohibited devices (art. 4 of Law No. 401 of 13 December 1989).

2.2.21. Tax offences (art. 25-quinquiesdecies of Italian Legislative Decree no. 231/2001)³⁰

- Fraudulent declaration by use of invoices or other documents for non-existent transactions (art. 2, paras 1 and (2-bis) Italian Legislative Decree No. 74 of 10 March 2000);
- Fraudulent declaration by other means (art. 3 Italian Legislative Decree No. 74 of 10 March 2000);
- Misrepresentation (art. 4 Italian Legislative Decree No. 74 of 10 March 2000) if committed as part of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount of not less than EUR 10 million;
- Failure to declare (art. 5 Italian Legislative Decree No. 74 of 10 March 2000) if committed as part of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount of not less than EUR 10 million;
- Issue of invoices or other documents for non-existent transactions (art. 8 para. 1 and 2-bis Italian Legislative Decree No. 74 of 10 March 2000);
- Concealment or destruction of accounting documents (art. 10 Italian Legislative Decree No. 74 of 10 March 2000);

²⁶ Article added by Legislative Decree 109/2012.

²⁷ Article added by Law no. 161/2017.

²⁸ As amended by the Italian Legislative Decree No. 21 of 1 March 2018 (Provisions implementing the enabling principle of code reservation in criminal matters pursuant to Article 1(85)(q) of Law No. 103 of 23 June 2017) in force since 6 April 2018.

²⁹ Article added by the Law 39/2019. In force since 17 May 2019.

³⁰ Article added by Law No. 157 of 19 December 2019 and subsequently supplemented by Italian Legislative Decree no. 75 of 14 July 2020.

- Unlawful compensation (art. 10-*quater* Italian Legislative Decree No. 74 of 10 March 2000) if committed as part of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount of not less than EUR 10 million;
- Fraudulent evasion of tax payments (art. 11 Italian Legislative Decree No. 74 of 10 March 2000).

2.2.22. Smuggling (art. 25-*sexiesdecies* of the Decree)³¹

The provision provides for the administrative liability of entities with reference to all the offences provided for in Italian Presidential Decree No. 43 of 23 January 1973, including:

- Smuggling in the movement of goods across land borders and customs areas (art. 282 of Italian Presidential Decree No. 43, 23 January 1973);
- Smuggling in the movement of goods in border lakes (art. 283 of Italian Presidential Decree No. 43/1973);
- Smuggling in the maritime movement of goods (art. 284 of Italian Presidential Decree No. 43/1973);
- Smuggling in the movement of goods by air (art. 285 of Italian Presidential Decree No. 43/1973);
- Smuggling in customs free zones (art. 286 of Italian Presidential Decree No. 43, 23 January 1973);
- Smuggling for unlawful use of goods imported with customs facilitations (art. 287 of Italian Presidential Decree No. 43, 23 January 1973);
- Smuggling in customs warehouses (art. 288 of Italian Presidential Decree No. 43, 23 January 1973);
- Smuggling in cabotage and traffic (art. 289 of Italian Presidential Decree No. 43, 23 January 1973);
- Smuggling in the export of goods eligible for duty drawback (art. 290 of Italian Presidential Decree No. 43, 23 January 1973);
- Import or temporary export smuggling (art. 291 of Italian Presidential Decree no. 43, 23 January 1973).
- Other forms of smuggling (art. 292 of Presidential Decree. no. 43/1973);
- Aggravating circumstances in smuggling (art. 295 of Presidential Decree. no. 43/1973).

2.2.23. Crimes against the cultural heritage (art. 25-*septiesdecies* and 25-*duodevicies*)

Law No. 22 of 9 March 2022, concerning "Provisions on offences against the cultural heritage"³² extended the administrative liability of organisations to **crimes against the cultural heritage** (article 25-*septiesdecies*). In this case, the following offences now constitute predicate offences:

- Theft of cultural assets (art. 518-*bis* of the Italian Criminal Code),
- Misappropriation of cultural assets (art. 518-*ter* of the Italian Criminal Code),
- Receiving stolen cultural assets (art. 518-*quater* of the Italian Criminal Code),
- Forgery in private contracts relating to cultural asset (art. 518-*octies* of the Italian Criminal Code),
- Violations concerning the sale of cultural assets (art. 518-*novies* of the Italian Criminal Code),
- Illegal import of cultural assets (art. 518-*decies* of the Italian Criminal Code),
- Illegal expatriation or export of cultural assets (art. 518-*undecies* of the Italian Criminal Code),
- Destruction, dispersal, deterioration, defacement, soiling, illegal use of cultural or landscape heritage (art. 518-*duodecies* of the Italian Criminal Code);
- Counterfeiting of works of art (art. 518-*quaterdecies*³³ of the Italian Criminal Code)

³¹ Article added by Law No. 157 of 19 December 2019 and subsequently supplemented by Italian Legislative Decree no. 75 of 14 July 2020.

³² Specifically, the legislation reformed the criminal provisions protecting cultural heritage, currently contained mainly in the Cultural Heritage Code (Italian Legislative Decree No. 42 of 2004), by including them in the Criminal Code and providing for the administrative liability of legal persons when such offences are committed in their interest or to their advantage.

³³ As amended by Law No. 22 of 9 March 2022.

and to the **laundering of cultural heritage and the destruction and looting of cultural and landscape heritage** (art. 25-*duodicies*), such as:

- laundering of cultural assets (art. 518-*sexies* of the Italian Criminal Code);
- destruction and looting of cultural and landscape heritage (Article 518-*terdecies* of the Italian Criminal Code).

2.2.24. Transnational offences (art. 10 – Law No. 146 of 16 March 2006)

The following offences constitute grounds for the administrative liability of entities, if committed with circumstances which qualify them as transnational offences (as defined below):

- criminal association (art. 416 of the Italian Criminal Code);
- mafia-type association (art. 416-*bis* of the Italian Criminal Code);
- criminal association for the purpose of smuggling foreign manufactured tobacco (Article 291-*quater* of the Consolidated Text of Italian Presidential Decree No. 43 of 23 January 1973);
- association for the illegal trafficking of narcotic or mind-altering substances (Article 74 of the Consolidated Text of Italian Presidential Decree No. 309 of 9 October 1990);
- provisions against illegal immigration (art. 12, paras 3, 3-*bis*, 3-*ter* and 5 of the Consolidated Act contained in Italian Legislative Decree No. 286, 25 July 1998);
- inducement not to make statements or to make false statements to the judicial authorities (art. 377-*bis* of the Italian Criminal Code);
- aiding and abetting (art. 378 of the Italian Criminal Code).

It should be noted that, pursuant to art. 3 of Law no. 146/2006, the “transnational” nature of the aforementioned offences, which is only relevant where the offences are punishable by a maximum term of imprisonment of no less than four years, presupposes that (a) an organised criminal group is involved, and (b) the offence is committed in more than one State or (c) it is committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State; or (d) it is committed in one State, but an organised criminal group engaged in criminal activities in more than one State is involved; or (e) it is committed in one State but has substantial effects in another State.

The offences and administrative crimes referred to above may entail the administrative liability of an Entity which has its registered office in Italy even if committed abroad³⁴.

Moreover, the Entity is held liable in connection with the commission - by its representatives - of the offences identified in art. 24 et seq. even if they were only attempted. In such cases, however, the pecuniary and disqualification penalties are reduced by between one third and one half. The Entity is not liable when it voluntarily prevents the performance of the action or the realisation of the event (art. 26 of Italian Legislative Decree no. 231/2001).

Special Section “A” illustrates the “families” of offences considered in the mapping of activities. Offences not specifically mentioned in Special Section “A” are in any case covered by the Code of Conduct and the General Section of the Model.

³⁴ Article 4 of Italian Legislative Decree No. 231/2001, under the heading “offences committed abroad”, provides: “1. in the cases and under the conditions laid down in Articles 7, 8, 9 and 10 of the Criminal Code, entities having their head office in the territory of the State shall also be liable in respect of offences committed abroad, provided that the State of the place where the offence was committed does not take action against them. 2. In cases where the law provides that the offender shall be punished at the request of the Minister of Justice, proceedings shall be brought against the entity only if the request is made against the latter”.

2.3. THE SANCTIONS STRUCTURE PROVIDED FOR IN THE DECREE

The sanctions provided for by the Decree against organisations are:

- monetary sanctions;
- disqualifying sanctions;
- confiscation of the price or profit of the offence;
- publication of the conviction.

Monetary sanctions apply whenever the liability of the legal person is established and are determined by the criminal court through a system based on "quotas". Within a minimum and a maximum of quotas indicated by the legislation for each offence, the criminal court decides the value to be attributed to them and establishes the amount of the monetary sanctions to be imposed on the Entity, considering parameters such as the gravity of the offence and the degree of liability of the company.

Disqualification sanctions may apply for certain types of offence and for more serious cases (significant profit for the entity or repetition of the offence). They result in:

- disqualification from conducting business activities;
- suspension and/or revocation of authorisations, licences or concessions involved in the commission of the offence;
- prohibition of entering into contracts with the Public Administration (except to obtain the provision of a public service);
- exclusion from benefits, financing, contributions or subsidies and possible revocation of those granted;
- prohibition of advertising goods or services.

Disqualification sanctions shall not be applied (or shall be revoked, if already applied as a precautionary measure) if the Entity, prior to the declaration of the opening of the first instance hearing, has:

- compensated or made good the damage;
- eliminated the harmful or dangerous consequences of the offence (or at least endeavoured to do so);
- placed the profit from the offence at the disposal of the Judicial Authority for confiscation;
- eliminated the organisational shortcomings that led to the Offence, by adopting organisational models capable of preventing the commission of new Offences.

Confiscation is a mandatory sanction that follows a conviction (art. 19). It consists: (a) in the acquisition by the State of the price or profit of the offence (i.e., respectively, the utility promised to the offender to carry out the offence and the gains, including those of a non-pecuniary nature, resulting from the commission of the offence), or, where it is not possible to proceed with the direct confiscation of the price or profit of the Offence, for example because the economic benefit that the entity has derived immediately from it cannot be found, (b) in the acquisition of sums of money, goods or other utilities of equivalent value to the price or profit of the Offence (so-called "equivalent" or "value" confiscation). Confiscation does not, however, cover that part of the price or profit of the Offence that can be returned to the injured party.

Publication of the conviction may be imposed when a disqualification sanction is imposed on the Entity. The conviction is published by posting it in the municipality where the entity has its registered office as well as by publication on the website of the Ministry of Justice.

2.4. THE ORGANISATION, MANAGEMENT AND CONTROL MODEL AS AN EXEMPTION FROM LIABILITY

The Decree provides that the Company shall not be liable to sanctions if it has adopted and effectively implemented models of organisation, management and control suitable for preventing the commission of the Offences committed, without prejudice to the personal liability of the person who committed the Offence.

Therefore, the legislation considers that the Company's possession of organisation, management and control models that are suitable for the prevention of risk, as well as adopted and effectively implemented, constitutes grounds for exemption. The Decree also specifies the requirements that the models must meet.

Specifically:

- identifying the activities within the scope of which the Offences provided for in the Decree may be committed;
- providing for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the Offences to be prevented;
- identifying ways of managing financial resources suitable for preventing the commission of such Offences;
- providing for information obligations vis-à-vis the Board responsible for supervising the functioning of and compliance with the models;
- introducing an appropriate disciplinary system to sanction non-compliance with the measures indicated in the Model.

If the Offence is committed by persons holding functions of representation, administration or management of the entity or of one of its organisational units with financial and functional autonomy, as well as subjects exercising, also de facto, the management and control thereof, the Entity is not liable if it proves that:

- the management body has adopted and effectively implemented, prior to the commission of the offence, a Model capable of preventing Offences of the kind committed;
- the task of supervising the operation of and compliance with the Model and ensuring that it is updated has been entrusted to a Board of the Entity endowed with autonomous powers of initiative and control;
- the subjects committed the Offence by fraudulently circumventing the Model;
- there has been no omission or insufficient supervision by the Supervisory Board with regard to the Model.

If, on the other hand, the Offence is committed by subjects under the direction or supervision of one of the above-mentioned subjects, the legal person is liable if the commission of the Offence was made possible by the failure to comply with the obligations of direction and supervision. Such non-compliance is, in any case, excluded if the Entity, before the commission of the Offence, adopted and effectively implemented a Model capable of preventing Offences of the kind committed.

3. THE FIAMM ENERGY TECHNOLOGY MODEL

3.1. MODEL STRUCTURE

The FET has always adopted a strong culture of checks, which the management views as an opportunity for growth and continual improvement towards the achievement of both business and ethical goals.

This commitment received new impetus with the arrival of the new majority shareholder Showa Denko Materials Co., Ltd.; the controlling enterprise, which has since changed its name to Resonac Corporation, is listed on the Tokyo Stock Market and subject to Japanese law on financial instruments (Financial Instruments and Exchange Act, also known as J-SOX), which seeks to ensure the fair disclosure of corporate information to investors and thus reaffirms the importance of the internal control system and its ability to influence a company's financial performance.

The aforementioned law obliges "listed companies" to develop and operate a system of financial controls to prevent fraud and errors for companies themselves and their subsidiaries in order to guarantee reliable financial reporting.

Therefore, Resonac Holdings Corporation has established its own Internal Control guidelines applicable to all its subsidiaries (including FET), thus providing a specific tool for the assessment of the main processes involved in the production of financial reporting.

These activities, which the Company is required to apply, are the subject of an "Opinion Letter of J-SOX Compliance", compulsory for certification of the annual financial statements by the external auditor appointed.

As part of its Internal Control System, FET also has a Compliance Committee (coordinated by the Group Compliance Manager), an Export Control Committee, an Information Security Committee, a Risk and Crisis Committee, a Hedging Committee and a Group Internal Auditing and Compliance Manager.

As long ago as 2003 the Group adopted its Code of Conduct, updated over time and also adopted by FET, which also applies it in accordance with the Code of Conduct policy of the Resonac Group, of which the Company is a member.

This Model consists of one General and two Special Sections, which describe the general functioning of the Model and indicate the activities at risk and the principles of conduct as well as, in essence, the control principles.

The following also form an integral part of the Model:

- the Map of Sensitive Activities issued on the basis of paragraph 3.5 of this General Section (Annex No. 2 - Map of Sensitive Activities);
- Procedures and other company provisions containing supplementary and applicative indications referring to the Model (procedures, other application measures, specific information obligations). Please refer to the lists of these provisions (Annex No. 3 - List of Group provisions in relation to the prevention of offences applied within the companies and Annex No. 4 - List of main procedures and specific operating instructions of the Company).
- Group's Occupational Health and Safety Management System;
- Group's Environmental Management System;
- General Terms and Conditions of Purchase and Sale;

3.2. OBJECTIVES AND GOALS PURSUED THROUGH THE ADOPTION AND CONTINUOUS UPDATING OF THE MODEL

The main reason for adopting and maintaining an Organisation, Management and Control Model is the determination to raise the awareness of all persons interacting with the Company with respect to the adoption of correct conduct

in order to avoid the commission of Offences. It is also crucial for FET to protect its image as well as the interests and expectations of its various *stakeholders* (shareholders, employees, suppliers, etc.).

With the adoption of this Organisation Model, therefore, the Company aims to:

- make all those who work in the name and on behalf of the Company aware, with particular reference to those who operate in the so-called sensitive areas, that in the event of violations of the provisions set out in the Model, they may incur in the commission of offences liable to criminal sanctions against them, as well as “administrative” sanctions that may be imposed on the Company;
- make all these parties aware that the aforesaid unlawful conducts are strongly condemned by the Company, since they are always and in any case contrary to the provisions of the law, the corporate culture and the ethical principles adopted as its own guidelines in business activities;
- enable the Company to take timely action to prevent or counteract the commission of Offences or at least to significantly reduce the damage caused by them;
- improve the corporate governance and image of FET.

The preparation of this Model is also inspired by the Guidelines issued by Confindustria and updated over time.

In preparing the Model, it was borne in mind that the Company operates in close synergy with other Group companies, sharing coordination and control systems and functions. Within this framework, the proper functioning of each Group company is only possible through a high level of harmonisation and standardisation of their activities. In this way, it is possible to ensure the efficiency of processes on the one hand and their compliance with the law on the other. In particular, with regard to the Models, any variation to the identified risks, protocols and other measures for preventing offences not motivated by specific and well-founded reasons on the part of a company could result in an increase in the risks themselves, by rising the number of exceptions that the operators themselves should know, apply and verify.

3.3. THE RECIPIENTS OF THE MODEL

The principles and provisions of this document must be observed by:

- persons who hold representative, administrative or, where appropriate, management positions in FET or in one of its organisational units with financial and functional autonomy;
- any persons subject to the direction or supervision of one of the above-mentioned subjects.

The parties thus identified are hereinafter referred to as “Recipients”.

3.4. THE “CONSTRUCTION” AND UPDATING OF THE MODEL

The work undertaken to issue and maintain the Model involves:

- the identification of sensitive sectors/activities/areas, with reference to the offences referred to in Italian Legislative Decree No. 231/2001, through the analysis of company documents made available by the Company (by way of example: articles of association, company registration certificate, etc.);
- the analytical examination of the sensitive areas, with a prefiguration of the methods and instruments through which it would be possible to commit the Offences relevant to the Decree by the company, its administrative bodies, employees and, in general, the figures referred to in Article 5 of the Decree (also through meetings and interviews with the persons concerned);
- the identification of existing internal rules and protocols, whether formalised or not, with reference only to the areas identified as at risk of Offence;

- the definition of standards of conduct and control, for those activities that it was deemed appropriate to regulate;
- the issue of regulations to govern the management of financial resources suitable to the commission of Offences;
- the designation of the entity in charge of supervising the functioning and updating of this Model (the Supervisory Board) and the reporting system to and from the Board;
- the implementation of the Group Code of Conduct;
- the provision of an appropriate disciplinary system to sanction both non-compliance with the measures indicated in the Model and violations of the Code of Conduct.

The process of updating the Model, on the other hand, takes the form of its periodic review considering:

- changes in the organisation or activities;
- regulatory changes relevant for the purposes of Italian Legislative Decree No. 231/2001, new case law, the guidelines of the association representing the Company (Article 6(3) of Italian Legislative Decree No. 231/2001), applicable standards as well as doctrinal contributions on the subject of the administrative liability of entities or changes in corporate organisation occurred in the meantime;
- the needs for improvement arising from i) proposals by members of the Company's organisation (including through the appropriate reporting channels) or ii) observations made by the Compliance Manager.

3.5. MAP OF SENSITIVE ACTIVITIES

In accordance with the provisions of the Decree and in the manner outlined in the previous paragraph, the Company's Sensitive Activities have been identified, taking into account FET's current operations.

The main areas and corporate processes that may constitute an opportunity or a method for the commission of offences relevant to the Decree are identified in a special activity matrix, which is constantly updated during the organisation's *Continuous Risk Assessment* process (Annex no. 1 - Analytical risk identification table and Annex no. 2 - Map of sensitive activities)

3.6. APPROVAL OF THE MODEL, AMENDMENTS AND ADDITIONS

The Organisation, Management and Control Model is issued by the Management Body.

Amendments and additions to this Model, therefore, are made by the FET Board of Directors, also on the information of the Company's Compliance Manager.

The Company's Board of Directors also takes decisions concerning the implementation of the Model, by evaluating and approving the actions necessary for the implementation of its constituent elements.

Supervision of the functioning and observance of the Model is the responsibility of the Compliance Manager of FIAMM Energy Technology S.p.A., who is also in charge of its maintenance.

3.7. TRAINING PROTOCOLS AND IMPLEMENTATION OF DECISIONS AIMED AT PREVENTING ALL OFFENCES COVERED BY THE MODEL

The Protocols that constitute effective control principles for the prevention of all offences covered by the Model are:

- the **Code of Conduct**: it encompasses the ethical principles - such as fairness, loyalty, integrity and transparency - that must inspire behaviours in the conduct of business and in general in the performance of all forms of corporate activities, for the proper functioning, reliability and reputation of the Company;

- the **verifiability, documentability, consistency and congruity** of each operation: for each operation there must be adequate documentary support which can be used at any time as the basis for checks that attest the characteristics and motivations of the operation and identify who authorised, carried out, recorded, verified the operation itself;
- the **segregation of duties**: the system must ensure the application of the principle of segregation of duties, whereby authorisation to carry out a transaction must be under the responsibility of a person other than the person who accounts for, operationally performs or checks the transaction;
- the **documentation of controls**: the control system must document (possibly by means of minutes) the performance of controls, including supervisory controls;
- the **organisational system - organisational charts**: the corporate organisational structure defines the line entities entrusted with decision-making responsibility for the organisational structure according to hierarchical level, and staff entities, which are assigned advisory, support, standardisation and support duties for the activities of line entities;
- the **organisational system - the system of delegations and proxies**: in principle, this must have "security" features for the purposes of preventing Offences.
- "Delegation" is understood to mean the internal act by which duties and tasks are assigned, reflected in the organisational communication system. "Proxy" means the unilateral legal transaction whereby the company grants powers of representation to third parties.
- Holders of a corporate function who require powers of representation in order to perform their duties shall be granted a "general proxy" of appropriate scope and consistent with the functions and management powers assigned to the holder through "delegation".
- In FET, there is a system of delegation of powers that establishes the procedure for company decision-making and action on the following assumptions:
 - size of the company, such as to require the effective division of tasks;
 - use of delegation to meet real organisational needs, not simply to relieve directors of their responsibilities;
 - delegates have the technical-professional capacities needed and are otherwise suitable to perform the task concerned;
 - absence of technical interference on the part of the delegator and lack of knowledge of the delegate's failures;
 - reliable evidence of delegation: there must be precise, unavoidable internal rules that specifically, accurately regulate the content of the delegation, as well as its award and publication, in accordance with the provisions of the Group General Procedures pertaining to the specific area of competence;
- the **organisational system - job descriptions**: they indicate the purpose of the position, the main areas of responsibility, the reference organisation, the main relationships of the role and the operational dimensions
- the **periodic audit processes**: the actual, correct and complete implementation of the model and the procedures implementing it are verified on a periodic basis through audits s conducted by the various relevant functions.

More specific protocols are indicated in the Chapters of the Special Section and in the List of Group Provisions in relation to the prevention of offences applied within the companies (Annex No. 3) and in the List of main procedures and specific operating instructions of the Company (Annex No. 4). It should be noted that the principles of conduct and control and the provisions indicated with reference to a particular Chapter of the Special Section (group of

offences) often also have specific effectiveness in the prevention of offences indicated in other Chapters, even when the same provisions are not mentioned in or do not refer to these Chapters.

3.8. PROCEDURES FOR MANAGING FINANCIAL RESOURCES

In the management of financial resources, in order to prevent, in particular, offences that may be committed by using such resources for unlawful purposes or in an unlawful manner (offences indicated in the Special Section) the Company has established:

- that only persons with the appropriate proxy are authorised to manage and handle cash flows;
- that all payments are made against invoices managed in the system with the relevant orders and in any case approved by the requesting function, which certifies that the relevant goods or services have been provided and consequently authorises payment;
- that cash payments are not permitted as standard practice, with the exception of those of insignificant value (stamps, etc.);
- that limits be set on the autonomous use of financial resources, by defining quantitative thresholds consistent with the organisational roles and responsibilities assigned to individual persons;
- that all cash flow operations are carried out with traceable instruments.

Recipients who, by reason of their position or function, are involved in the management of cash flows are required to:

- operate in compliance with the Code of Conduct, the laws and regulations in force;
- justify the use of financial resources and certify their relevance and appropriateness;
- guarantee the traceability of the stages of the decision-making process relating to financial relations with third parties, through the archiving of the relevant documentation supporting the transactions;
- ensure that all dispositions on bank accounts in the company's name, as well as payments made by different methods (e.g. non-transferable cheques, company credit cards), are adequately documented and authorised in accordance with the delegation system in force.

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

- make/receive payments in cash (for amounts in excess of the limits set by the version of Legislative Decree 231/2007 in force at any time) or by non-traceable means of payment;
- make payments to encrypted current accounts or current accounts not held in the name of the vendor;
- make payments to current accounts other than those specified in the contract;
- make payments which are not adequately documented, for (wholly or partially) non-existent operations, or for operations which do exist but between parties other than those named in the accounting documentation;
- make payments or grant remuneration to third-parties operating on the Company's behalf not sufficiently justified on the basis of the type of services provided;
- perform operations on the Company's current accounts intended to make a compulsory tax collection procedure partly or totally ineffective;
- make unauthorised use of credit or debit cards of which they are not the holder, or unauthorised use of any type of similar document which permits the withdrawal of cash or the purchase of goods or services, or any other payment instrument except cash;
- make payments which are not adequately documented, for (wholly or partially) non-existent operations, or for operations which do exist but between parties other than those named in the accounting documentation;
- falsely attribute the ownership or power to dispose of moneys with the aim of evading the law on financial crime or smuggling, or in order to facilitate the commission of one of the offences referred to in articles

648, 648-*bis* and 648-*ter* (receipt of stolen goods, money laundering or use of the proceeds of crime respectively);

- create funds against totally or partially unjustified payments;

More specific protocols are indicated in the Chapters of the Special Section and in the List of Group Provisions in relation to the prevention of offences applied within the companies (Annex No. 3) and in the List of main procedures and specific operating instructions of the Company (Annex No. 4).

4. THE SUPERVISORY BOARD OF FIAMM ENERGY TECHNOLOGY

Italian Legislative Decree 231/2001, in Article 6(1)(b), specifies as a necessary condition for exemption from administrative liability that the Entity must set up a Supervisory Board within the Company, with “the task of supervising the operation of and compliance with models and ensuring that they are updated”. It must also be “endowed with autonomous powers of initiative and control” to ensure the effective and efficient implementation of the Model.

The Board of Directors has chosen to provide FET with a collegial Supervisory Board, appointing four members: three “external” (one expert in criminal law, one expert in corporate law, one with expertise in business organisation and business ethics) and one “internal” (the Company's *Chief Audit Executive*); one of these individuals also assumes the role of Chairman of the Supervisory Board.

In view of the synergies with the other Group companies highlighted in paragraph 3.1. above, the Supervisory Board operates in close connection with the Supervisory Boards of those companies, through meetings usually held jointly and on the basis of verification activities that may involve several corporate entities at the same time.

The Supervisory Board remains in office for three years and may be re-elected. The relevant remuneration is determined by the Board of Directors upon appointment and for the entire term of office.

4.1. REQUIREMENTS OF THE SUPERVISORY BOARD

The Company considers it particularly important that the choice of the Supervisory Board be made in full compliance with the provisions of the Decree and the guidelines of the main trade associations. The requirements for the Supervisory Board are set out below.

Autonomy and Independence

The Board must be free from any form of interference and pressure from top management and not be in any way involved in operational activities and management decisions. The Supervisory Board must not find itself in a situation of conflict of interest and must not be assigned operational tasks that could undermine its autonomy. The Supervisory Board must report to the company's top operational management and must not be hierarchically inferior to the top management of the Company or entities holding operational powers within it. In addition, the Supervisory Board must have free access to all Company departments, without the need for any prior consent, in order to obtain any information or data deemed necessary for the performance of the tasks provided for by Italian Legislative Decree No. 231/2001.

Professionalism

The Board must possess the necessary tools and techniques for the concrete and effective performance of the activity assigned. The professionalism and authority of the Supervisory Board also rely on its professional experience: the Company takes special care to carefully assess the CVs of the possible candidates and their previous work experience, preferring candidates with specific professionalism in the field of inspection and consultancy activities. These characteristics, coupled with autonomy and independence, guarantee objectivity of judgement.

Continuity of action

The Supervisory Board continuously carries out the activities necessary for the supervision of the Model with adequate commitment and with the necessary powers of investigation, meeting as a rule on a quarterly basis.

4.2. GROUNDS FOR INELIGIBILITY, REVOCATION, DIVESTMENT AND SUSPENSION OF THE MEMBERS OF THE SUPERVISORY BOARD

Ineligibility

The Board of Directors has expressly established the following causes of ineligibility for the members of the Supervisory Board who hold office over time.

The following persons cannot be elected, and if elected they are divested:

- those who have been convicted with an even non-definitive sentence, or with a plea bargaining sentence, even if the sentence is suspended, unless they have been rehabilitated:
 - a. to imprisonment for a term of not less than one year for one of the offences provided for in Italian Royal Decree No. 267 of 16 March 1942;
 - b. to imprisonment for a term of not less than one year for one of the offences provided for in the rules governing banking, financial, securities and insurance activities and in the rules governing markets, securities and payment instruments;
 - c. to imprisonment for a term of not less than one year for offences against the Public Administration, against public trust, against property, against the public economy and for tax offences;
 - d. to imprisonment for a term of not less than two years for any offence involving criminal intent;
 - e. for one of the offences provided for in Title XI of Book V of the Italian Civil Code as reformulated by Italian Legislative Decree No. 61/2002;
 - f. for an offence involving and having resulted in sentencing to a penalty resulting in disqualification, including temporary disqualification, from public office, or temporary disqualification from the executive offices of legal persons and companies;
 - g. for one or more offences among those specified as within the terms of the Decree, even if sentenced to lesser penalties than those indicated in the preceding points;
- anyone against whom one of the preventive measures provided for in Article 10(3) of Italian Law No. 575 of 31 May 1965, as replaced by Article 3 of Italian Law No. 55 of 19 March 1990, as amended, has been definitively applied;
- anyone against whom the accessory administrative sanctions provided for in Article 187-*quater* of Italian Legislative Decree No. 58/1998 have been applied.

The members of the Supervisory Board must self-certify by means of a declaration in lieu of affidavit that they are not in any of the above-mentioned conditions, expressly undertaking to notify any changes to the content of such declarations.

Revocation

Any revocation of the members of the Board must be decided by the Management Body and may only be ordered for reasons connected with serious breaches of the mandate undertaken, including breaches of the confidentiality obligations set out below, as well as for the causes of divestment set out below.

Divestment

The members of the Supervisory Board are also divested if, after their appointment, they:

- are convicted by final judgement or plea bargaining for one of the offences indicated in points a, b, c, d, e, f and g of the conditions of ineligibility indicated above;
- have breached confidentiality obligations strictly related to the performance of their duties.

Suspension

The members of the Supervisory Board are suspended from exercising their functions if:

- they are convicted by non-final judgement for one of the offences indicated in points a, b, c, d, e, f and g of the conditions of ineligibility indicated above;
- a personal precautionary measure is applied;
- one of the preventive measures provided for in Article 10(3) of Italian Law No. 575 of 31 May 1965, as replaced by Article 3 of Italian Law No. 55 of 19 March 1990, as amended, has been temporarily applied.

4.3. TASKS OF THE SUPERVISORY BOARD

The Supervisory Board has the following tasks:

- to supervise the compliance with and functioning of the Model;
- to maintain it.

These tasks are performed with the aid of an annual budget adequate for the fulfilment of their functions.

FET's Board of Directors considers that the Supervisory Board may nevertheless autonomously commit resources in excess of its budget, if the use of such resources is necessary to deal with exceptional and urgent situations. In such cases, the Supervisory Board must inform the Board of Directors of the Company without delay.

In order to perform the tasks entrusted to it, the Supervisory Board may make use of all the corporate functions or of external consultants, under its direct supervision and responsibility.

The Supervisory Board:

- supervises the effectiveness of the Model, in particular by verifying the consistency between the Model itself and the actual rules adopted in the areas of Risk Activities;
- periodically verifies, through the analysis of information obligations, as well as by means of sample surveys, that the rules defined in the Model and the measures put in place are complied with and function correctly. These reporting obligations include the transmission of all reports of audits carried out internally or received from external parties, such as certification bodies and customers; the data referred to in the information flows are checked by the Board on a sample basis, with particular regard to the information concerning the checks on compliance with the Model set out therein. The information received also enables the Board to request any additional information relating to sensitive areas from the functions concerned. In any case, the examination of information obligations is not intended to detect aspects of a technical nature, which are subject to the more specific controls provided for in the Model's procedures;
- ensures that the Code of Conduct and all the provisions contained therein are complied with by all persons in any capacity working in the Company;
- verifies the maintenance over time of the requirements of soundness and functionality of the Model and reports to the Board of Directors any opportunities to update and improve the Model, taking into account the evolution of the law and jurisprudence, besides as a result of changes to the Organisation and the Model's operating methods detected;
- supervises the proper functioning of the control activities for each area at risk, promptly reporting anomalies and malfunctions of the Model, after discussion with the corporate functions concerned;
- monitors the dissemination of the Code of Conduct and the Model to the Recipients, also with the help of the corporate intranet, and supports initiatives of an informative nature on request from the relevant Functions.

4.4. REPORTING ACTIVITIES OF THE SUPERVISORY BOARD

In order to guarantee full autonomy and independence in the performance of its functions, the Supervisory Board reports directly to top management and reports on the implementation of the Model, as well as on any critical issues, by means of a number of reporting lines:

- the first, only if specific needs arise, to the Managing Director and the Group Legal Director;
- the second, every six months, by means of a written report to the Board of Directors, in which the activities carried out during the period must be indicated in detail, in terms of controls performed and results obtained, as well as any suggestions for updating the Model and the updated register of issues detected during the period.

The Supervisory Board may, however, carry out checks not envisaged in the plan of action (so-called "spot checks") within the scope of sensitive corporate activities and when it deems it necessary for the performance of its functions.

The Supervisory Board may ask to meet with the Board of Directors whenever it deems it appropriate.

On the other hand, the Supervisory Board may be convened at any time by the Board of Directors to report on particular events or situations concerning the functioning of and compliance with the Model.

These meetings must be minuted, and copies of the minutes must be kept by the Supervisory Board (as well as by the entities involved on each occasion), as set out in the next section.

4.5. COMPULSORY REPORTING TO THE SUPERVISORY BOARD

In accordance with the provisions of art. 6, para. 2(d) of Italian Legislative Decree No. 231/2001, the Supervisory Board will be the recipient of information flows from all the corporate functions involved; these flows are aimed at facilitating the activity of monitoring the effectiveness of the Model and of ascertaining the causes that may make it possible for the hypotheses of conduct relevant under the Decree to occur.

The Supervisory Board ensures the utmost confidentiality with regard to any information it receives, under penalty of revocation of its mandate and the disciplinary measures defined below, without prejudice to the requirements inherent in carrying out investigations in the event that the support of consultants external to the Supervisory Board or other corporate structures is required.

All information referred to in this Model shall be kept by the Supervisory Board in a special computer and/or paper archive, in compliance with the provisions contained in the EU Data Protection Regulation 679/2016 on the processing of personal data (GDPR): the records of the Supervisory Board shall be kept at the Company's offices and contained in separate and closed cabinets, accessible only to its members and for the sole reasons related to the performance of the aforementioned tasks, under penalty of immediate divestment.

The Recipients of this Model and, in particular, the Function Managers for the area of their competence, are also required to transmit through the specific application on the company intranet called "Supervisory Board Reports", by way of example, to the Supervisory Board the information concerning:

- measures and/or information coming from the judicial police or any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons for the Offences under the Decree, concerning the Company;
- visits, inspections and checks initiated by the competent bodies (regions, regional authorities and local authorities) and, at their conclusion, any findings and sanctions imposed;
- requests for legal assistance made by subjects within the Company, in the event of the initiation of legal proceedings for one of the Offences under the Decree;

- reports prepared by the company structures as part of their control activities, from which critical elements emerge with respect to the rules of the Decree;
- periodically, information on the actual implementation of the Model in all the corporate Functions involved in the Risk Activities identified;
- periodically, news on the actual compliance with the Code of Conduct at all levels of the company;
- information on the evolution of the Risk Activities identified;
- the system of delegated and proxy powers adopted by the Company;
- risk or compliance indicators with reference to each chapter of Special Section "A".

5. COMMUNICATION, TRAINING AND DISSEMINATION

5.1. GENERAL PROVISIONS

The Company intends to ensure that all those who work for FET are fully and correctly acquainted with the Code of Conduct, the Model, the contents of the Decree and the obligations deriving therefrom, also through repeated communications over time.

Training and information are managed by the Human Resources Function, assisted by the Supervisory Board and in close coordination with the heads of the Functions involved in the application of the Model.

5.2. INITIAL COMMUNICATION

This Model is disseminated to all company resources by means of an official communication from the Chairman or Managing Director of the Company.

New employees are given an information set, consisting of the Code of Conduct and the company's Organisation Model, to ensure that they are provided with knowledge considered of primary importance. Furthermore, the Supervisory Board supports the Human Resources Function in the initial activity of specific information on the Model, consistent with the responsibility of the position that the employee will hold.

All subsequent amendments and information concerning the Model will be communicated to company employees through official information channels.

5.3. TRAINING

Participation in training activities aimed at disseminating knowledge of the regulations set out in the Decree, the Organisation, Management and Control Model and the Code of Conduct is mandatory. The contents and delivery methods of training courses will bear in mind the rank of the Recipients, the risk level of the area in which they work and whether or not they hold representative functions in the area.

Unjustified absence from training sessions is considered a disciplinary offence, in accordance with the Disciplinary System set out below.

The Company plans to implement training courses that illustrate, according to a modular approach:

- the regulatory environment;
- the Code of Conduct and the Organisation, Management and Control Model adopted by the Company, including the General Section and the Special Section;
- the role of the Supervisory Board and the tasks assigned to it by the Company.

The Supervisory Board verifies that training programs are qualitatively adequate and effectively implemented.

A SPECIFIC SECTION OF THE COMPANY INTRANET is set up, dedicated to the subject and updated periodically, in order to allow stakeholders to know in real time any changes, additions or implementations of the Code of Conduct and the Model.

The training programs and the contents of the information notes must be forwarded to the Supervisory Board.

5.4. INFORMATION TO "THIRD PARTY RECIPIENTS"

The Company requires knowledge of and compliance with the Model also from so-called "Third Party Recipients": in the letters of appointment to external subjects (Consultants, Collaborators, Customers, Suppliers of goods or services, as well as those who are from time to time contemplated among the Recipients of the same) special informative notes are attached concerning the application of the Organisation, Management and Control Model and compliance with the Code of Conduct.

Express termination clauses are also included in contracts signed by the Company, which make explicit reference to compliance with the provisions of the Model and the Code of Conduct.

6. MANAGEMENT OF WHISTLEBLOWING

As detailed in this section, Recipients are required to report unlawful behaviour as described in the following points.

6.1. SUBJECT OF THE REPORT

Whistleblowing reports are made with regard to conduct, actions or omissions ("violations") harmful to the Company's interest or integrity, which consist of:

- 1) administrative, accounting, civil or criminal offences not covered by points 3), 4), 5) and 6) below;
- 2) unlawful acts relevant for the purposes of Legislative Decree no. 231 of 8 June 2001, or violation of the Organisation and Management Model adopted by the Company pursuant to the said legislation, not covered by points 3), 4), 5) and 6) below;
- 3) unlawful acts within the area of application of European Union or national legislation referred to in the annex to this decree or the national legislation which implements the European Union legislation referred to in the annex to Directive (EU) 2019/1937, even if not included in the annex to this decree, relating to the following sectors: public tenders; financial services, products and markets and prevention of money laundering and the funding of terrorism; product safety and compliance; transport safety; environmental protection; protection from radiation and nuclear safety; safety of foods for human consumption and animal feed and animal health and welfare; public health; consumer protection; protection of privacy, of personal data and of the security of IT networks and systems;
- 4) actions or omissions harmful to the financial interest of the Union as referred to in article 325 of the Treaty on the Functioning of the European Union, specified in the relevant European Union law;
- 5) actions or omissions regarding the internal market, referred to in article 26, para. 2 of the Treaty on the Functioning of the European Union, including violations of European Union law with regard to competition and State aid, as well as violations concerning the internal market linked to actions in breach of corporate tax regulations or mechanisms intended to obtain a fiscal advantage which contravenes the subject or aims of the relevant corporate tax law;
- 6) actions or conduct which contravene the subject or purpose of the provisions of EU legislation in the sectors referred to in points 3), 4) and 5) above.

6.2. INTERNAL WHISTLEBLOWING CHANNEL

Whistleblowing using the Internal Channel (hereinafter "Internal Whistleblowing") ensures that reports of violations reach the people closest to the cause of the violation, enabling them to resolve it and adopt corrective measures. The Company offers the following communication channels for internal whistleblowing:

- IT platform which all Recipients can access at <https://fetgroup.segnalazioni.net/> ; this platform also allows Whistleblowing reports to be submitted in the form of a voice message;
- verbally by arranging an appointment with the Head of Internal Audit Compliance and Risk Management, who can be contacted at compliance.fet@fiamm.com and will upload the report to the platform.

6.3. BAN ON RETALIATION

No form of retaliation or discriminatory measures against the Whistleblower directly or indirectly linked to the subject of the report is permitted. Examples of retaliation include:

- dismissal, suspension or equivalent measures;
- demotion or non-promotion;

- change in duties or workplace, cut in pay, change in working hours;
- suspension from training or any restriction of access to it;
- negative assessments or references;
- the imposition of disciplinary measures, fines or other penalties;
- bullying, intimidation, harassment or ostracism;
- any form of discrimination or unfavourable treatment;
- failure to convert a temporary into a permanent employment contract if the worker was legitimately entitled to expect this conversion;
- failure to renew or early termination of a temporary employment contract;
- reputational damage, especially on social media, or economic or financial damage, including loss of economic opportunities and income;
- blacklisting which may make it impossible for the person to find employment in the sector or industry in the future;
- premature termination or cancellation of a contract for the supply of goods or services;
- cancellation of a licence or permit;
- the request to undergo psychiatric or medical checks.

6.4. THE WHISTLEBLOWING POLICY

The Company has issued a specific Whistleblowing Policy with clear information about the channels, procedures and requirements for internal and external reporting.

This Policy has been disseminated to staff and is easy visible in workplaces and accessible to people who have a legal relationship with the Company but do not attend workplaces; the Policy is available in a specific section of the company's website.

7. DISCIPLINARY SYSTEM

7.1. GENERAL PROFILES

The provision of an appropriate Disciplinary System to sanction non-compliance with the rules indicated in the Model is a necessary condition required by Italian Legislative Decree 231/2001, art. 6, para. 2 (e), for the exemption from the administrative liability of Entities and to ensure the effective and efficient adoption of the Model.

The system itself is aimed at penalising non-compliance with the principles and obligations of conduct set out in this Model, which in themselves constitute a breach of the relationship of trust established between the person concerned and FET, regardless of the external relevance of such facts. The imposition of disciplinary sanctions for violation of the principles and rules of conduct set out in the Model, in fact, is irrespective of whether or not criminal proceedings are instituted and of the outcome of the consequent judgement for the commission of one of the unlawful conducts set out in the Decree.

Following the identification of a case of non-compliance with the measures of the Model, an investigation procedure is initiated. This investigation procedure is conducted by the Functions in charge of imposing disciplinary sanctions in cooperation with the responsible Management, taking into account the seriousness of the conduct, the possible recurrence of the misconduct or the degree of guilt.

The Supervisory Board has no disciplinary powers. It follows that, as regards the ascertainment of the aforesaid breaches, disciplinary proceedings and the imposition of sanctions, the powers already conferred on the competent Functions remain unchanged, and they shall therefore impose, with consistency, impartiality and uniformity, sanctions proportionate to the respective breaches of the Model and in compliance with the provisions in force concerning the regulation of labour relations. The Supervisory Board is in any case responsible for monitoring the Disciplinary System with reference to the offences in question, in cooperation with the competent Functions of the Company.

The sanction measures for the different figures are set out below.

7.2. SANCTIONS AGAINST NON-MANAGEMENT EMPLOYEES

Conduct by employees in violation of the individual rules of conduct set out in this Model, the Code of Conduct, the Procedures and the corporate protocols adopted by the Company are defined as "disciplinary offences".

The sanctions that can be imposed on employees are adopted in accordance with the procedures laid down in the applicable legislation.

Express reference is made to the categories of punishable actions provided for by the existing sanctions structure, i.e. the provisions of the CCNL (National Collective Bargaining Agreement) for the Private Metalworking and Plant Installation Industry, brought to the attention of all Recipients also by means of posting on company notice boards, as provided for by art. 7, para. 1 of Law 300/1970 - Workers' Statute.

In application of the principle of proportionality, the disciplinary sanctions set out below are enforced in relation to the gravity of the offence. In particular, the type and extent of sanctions will also depend on:

- the extent to which the behaviour was intentional or the level of negligence, recklessness or carelessness, also with regard to the extent to which the event could have been predicted;
- overall conduct of the Employee, including any previous disciplinary offences;
- organisational position of the persons involved in the events constituting the misconduct and other particular circumstances accompanying the disciplinary violation.

Verbal reprimand

It applies in the case of the most minor non-compliance with the principles and rules of conduct laid down in this Model, such conduct related to a minor non-compliance with contractual rules or directives and instructions issued by management or superiors.

Written reprimand

It applies in the case of non-compliance with the principles and rules of conduct laid down in this Model, with respect to non-compliant or inadequate conduct to an extent that can be considered, even if not minor, not serious, correlated with a non-serious failure to comply with contractual rules or directives and instructions issued by management or superiors.

Fine not exceeding three hours' hourly pay calculated on the minimum wage scale

It applies in the case of a repeated infringement of the breaches referred to in the preceding paragraph.

Suspension from work and pay for up to three days

It applies in the case of more serious infringements than those referred to in the previous paragraph.

Disciplinary dismissal with notice

It applies in the case of serious and/or repeated infringement of the rules of conduct and Procedures contained in the Model, which do not conflict with the law and contractual provisions.

Disciplinary dismissal without notice

It applies in the case of intentional action in conflict with the prescriptions of this Model which, even if it only potentially constitutes one of the Offences sanctioned by the Decree, damages the trust central to the employment relationship, or is so serious as not to allow its continuation, even temporarily.

Infringements punishable by the aforementioned sanction include the following intentional conduct:

- issue of incomplete or untruthful documentation;
- failure to issue the documents required by the Model;
- violation or circumvention of the control system provided for by the Model by any means, including the removal, destruction or alteration of the documentation relating to the Procedure, obstruction of controls, or prevention of access to information and documentation by the persons in charge of controls or decisions.

7.3. SANCTIONS AGAINST MANAGERS

Infringement of the principles and rules of conduct contained in this Model by managers, or conduct that does not comply with the regulations set out above, will be subject to disciplinary measures modulated according to the gravity of the infringement committed, in accordance with the provisions of the CCNL (National Collective Bargaining Agreement) for industrial company managers applied by the Company. For the most serious cases, termination of employment is provided for, in view of the special bond of trust between managers and employers.

The following are also disciplinary offences:

- the failure of managerial staff to supervise the correct application, by hierarchically subordinate workers, of the rules laid down in the Model;
 - breach of the obligation to inform the Supervisory Board of the even attempted commission of the relevant Offences;
 - infringement of the rules of conduct contained therein by the managers themselves;
-

- the assumption, in the performance of their respective duties, of conduct that does not conform to conduct reasonably expected of a manager, in relation to the role held and the degree of autonomy granted.

7.4. SANCTIONS AGAINST DIRECTORS AND MEASURES AGAINST STATUTORY AUDITORS

The Shareholders' Meeting may apply any appropriate measure permitted by law against any Director who has committed a violation of this Model, including the following sanctions, determined according to the gravity of the offence and guilt, as well as the consequences thereof:

- formal written reprimand;
- fine equal to the amount of two to five times monthly remuneration.

In the case of violations constituting just cause for revocation, the Shareholders' Meeting shall take the measures within its competence and adopt the further steps required by law.

In the event of a violation by a member of the Board of Statutory Auditors, the Supervisory Board must immediately inform the Board of Directors, by means of a written report.

In the event of violations constituting just cause for revocation, the Board of Directors shall convene the Shareholders' Meeting.

7.5. SANCTIONS AGAINST NON-EMPLOYEE THIRD PARTIES

Any violation of the prescriptions of the Model by Consultants, Collaborators, Suppliers and anyone at any time included among the "Recipients" of the same, shall be sanctioned by the competent bodies on the basis of the internal company rules, in accordance with the provisions of the contractual clauses included in the relevant contracts, and in any case with the application of conventional penalties, which may also include the automatic termination of the contract (pursuant to Article 1456 of the Italian Civil Code), without prejudice to damages.

7.6. WHISTLEBLOWING SANCTIONS

With reference to the reports referred to in Chapter 6 of this Model, sanctions are provided for:

- against those who violate the whistleblower protection measures;
- against those who engage in retaliation or discrimination against a whistleblower;
- against those who make unfounded reports, through wilful malice or negligence;
- failure to adopt procedures for the submission and management of whistleblowing reports or the adoption of procedures in breach of the relevant regulations;
- for the functions and bodies responsible for managing whistleblowing reports, if they have failed to verify and analyse the said reports in accordance with Legislative Decree 23/2024.

