



THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL

RHIAG S.R.L.

Adopted by Resolution of the Board of Directors on 30.11.2023

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Introduction

The Organization Model - published here in its most recent version, in compliance with the regulatory indication regarding its periodic updating - consists of:

- a **General Part** (from the first to the fourth section of the document), aimed at introducing the regulatory context, the purposes and the reference framework of the Model itself (function, scope of operation, recipients, sanctioning system, powers and functions of the Supervisory Body, etc.);
- a **Special Part**, (the fifth section of the document) which contains the **Decision Protocols** (hereinafter also the "Protocols") or that set of rules and principles of control and conduct considered suitable to govern the areas for which a risk of potential commission of the predicate crimes of administrative liability pursuant to Legislative Decree no. 231/2001 has been detected.

The Model is an integral part and connection of all the elements that make up the internal risk governance system (Organizational System, System of Delegations and Powers of Attorney, Internal Procedures, Code of Ethics, etc.).

A prerequisite for the definition of the Model is the analysis and understanding of the business context (see the following paragraph "2.5 The construction of the Model").

The scope of applicability of the Model corresponds to that of the company organization of Rhiag S.r.l.

With respect to the Italian companies belonging to the corporate group headed by Rhiag S.r.l. and subject to the management and control of the same, the Company, in compliance with its role of guidance and coordination, generally promotes full compliance with the principles of control and management suitable for preventing the commission of the offences referred to in Legislative Decree no. 231/2001, as well as compliance with all national regulations. The Company also promotes the adoption of its own Model in the future and the appointment of the relevant Supervisory Body, taking into account the organizational, operational and business specificities of the same.

GENERAL PART

Section One

1. Legislative Decree no. 231 of 8 June 2001

1.1 The Administrative Liability of Entities

Legislative Decree no. 231 of 2001, which contains the "Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality" (hereinafter also "Legislative Decree 231/2001"), which came into force on 4 July 2001 in implementation of art. 11 of Delegated Law no. 300 of 29 September 2000, introduced into the Italian legal system, in accordance with the provisions of the European Union, the administrative liability of entities, where "entities" means commercial, corporation and partnership companies, and associations, even without legal personality.

This new form of liability, although defined as "administrative" by the legislator, has the characteristics of criminal liability, since it is left to the competent criminal judge to ascertain the crimes from which it derives, and the same guarantees as for criminal proceedings are extended to the entity.

The administrative liability of the entity derives from the commission of crimes, expressly indicated in Legislative Decree 231/2001, committed in the interest or to the advantage of the entity by natural persons who hold representation, administration or management functions of the entity or of one of its organizational units with financial and functional autonomy, or who exercise, even de facto, its management and control (the so-called "top management"), or that they are subject to the direction or supervision of one of the subjects indicated above (the so-called "subordinates").

In addition to the existence of the requirements described above, Legislative Decree 231/2001 also requires the ascertainment of the guilt of the entity, in order to be able to assert its liability. This requirement is attributable to an "organizational fault", to be understood as the failure of the entity to adopt adequate preventive measures to prevent the commission of the crimes referred to in the following paragraph, by the subjects expressly identified by the decree.

Where the entity is able to demonstrate that it has adopted and effectively implemented an organization suitable for avoiding the commission of such crimes, through the adoption of the organization, management and control model provided for by Legislative Decree 231/2001, it will not be liable for administrative liability.

1.2 The crimes provided for by the Decree

The offences from the commission of which the administrative liability of the entity is derived, are those expressly and exhaustively referred to by Legislative Decree 231/2001 and subsequent amendments and additions.

The following is a list of the offences currently provided for by Legislative Decree 231/2001 and by special laws supplementing it, specifying, however, that this is a list that is likely to expand in the near future (please refer to Annex 1 – Catalogue of offences for the complete list of all the offences provided for by the Decree):

1. Undue receipt of disbursements, fraud to the detriment of the State, a public body or the European Union or to obtain public disbursements, computer fraud to the detriment of the State or a public body and fraud in public procurement (Art. 24, Legislative Decree no. 231/2001) [article amended by Law 161/2017, Legislative Decree no. 75/2020, Legislative Decree 13/2022 and Law no. 137/2023];
2. Computer crimes and unlawful processing of data and cyber security perimeter (Art. 24-bis, Legislative Decree no. 231/2001) [article added by Law no. 48/2008; amended by Legislative Decree no. 7 and 8/2016 and by Legislative Decree no. 124/2019, converted into Law no. 157/2019];
3. Organised crime offences (Art. 24-ter, Legislative Decree no. 231/2001) [article added by Law no. 94/2009 and amended by Law 69/2015];
4. Embezzlement, bribery, undue inducement to give or promise benefits, corruption and abuse of office (Art. 25, Legislative Decree no. 231/2001) [amended by Law no. 190/2012, Law 3/2019 and Legislative Decree no. 75/2020];
5. Counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs (Art. 25-bis, Legislative Decree no. 231/2001) [article added by Legislative Decree no. 350/2001, converted with amendments by Law no. 409/2001; amended by Law no. 99/2009; amended by Legislative Decree 125/2016];
6. Crimes against industry and commerce (Art. 25-bis.1, Legislative Decree no. 231/2001) [article added by Law no. 99/2009];
7. Corporate offences (Art. 25-ter, Legislative Decree no. 231/2001) [article added by

Legislative Decree no. 61/2002, amended by Law no. 190/2012, Law 69/2015 and Legislative Decree no. 38/2017 and Legislative Decree no. 19/2023];

8. Offences with the purpose of terrorism or subversion of the democratic order provided for by the Criminal Code and special laws (Art. 25-quarter, Legislative Decree no. 231/2001) [article added by Law no. 7/2003];
9. Practices of mutilation of female genital organs (Art. 25-quarter.1, Legislative Decree no. 231/2001) [article added by Law no. 7/2006];
10. Crimes against the individual personality (Art. 25-quinquies, Legislative Decree no. 231/2001) [article added by Law no. 228/2003; amended by Law no. 199/2016];
11. Offences of market abuse (Art. 25-sexies, Legislative Decree no. 231/2001) [article added by Law no. 62/2005 and amended by Legislative Decree no. 107/2018 and Law no. 238/2021] and Other cases relating to market abuse (Art. 187-quinquies TUF) [article amended by Legislative Decree no. 107/2018];
12. Offences of manslaughter and serious or very serious culpable injuries, committed in violation of accident prevention regulations and on the protection of hygiene and health at work (Art. 25-septies, Legislative Decree no. 231/2001) [article added by Law no. 123/2007; amended by Law no. 3/2018];
13. Receiving stolen goods, laundering and use of money, goods or utilities of illegal origin, as well as self-laundering (Art. 25-octies, Legislative Decree no. 231/2001) [article added by Legislative Decree no. 231/2007; amended by Law no. 186/2014 and Legislative Decree no. 195/2021];
14. Offences relating to non-cash payment instruments (Art. 25-octies.1 Legislative Decree no. 231/2001 [article added by Legislative Decree no. 184/2021 and amended by Law no. 137/2023];
15. Offences relating to copyright infringement (Art. 25-novies, Legislative Decree no. 231/2001) [article added by Law no. 99/2009];
16. Inducement not to make declarations or to make false declarations to the judicial authority (Art. 25-decies, Legislative Decree no. 231/2001) [article added by Law no. 116/2009];

17. Environmental crimes (Art. 25-undecies, Legislative Decree no. 231/2001) [article added by Legislative Decree no. 121/2011, amended by Law no. 68/2015 and Legislative Decree no. 21/2018];
18. Employment of illegally staying third-country nationals (Art. 25-duodecies, Legislative Decree No. 231/2001) [article added by Legislative Decree No. 109/2012, amended by Law No. 161 of 17 October 2017];
19. Racism and xenophobia (Art. 25-terdecies, Legislative Decree no. 231/2001) [article added by Law no. 167 of 20 November 2017 and amended by Legislative Decree no. 21/2018]
20. Fraud in sports competitions, abusive exercise of gaming or betting and games of chance exercised by means of prohibited machines (Art. 25-quaterdecies, Legislative Decree no. 231/2001) [article added by Law no. 39 of 3 May 2019]
21. Tax crimes (Art. 25-quinquiesdecies, Legislative Decree no. 231/2001), [article added by Law no. 157/2019 and Legislative Decree no. 75/2020]
22. Smuggling offences (Article 25-sexiesdecies) [article added by Legislative Decree no. 75/2020];
23. Crimes against cultural heritage (art. 25-septiesdecies) [Article added by Law no. 22/2022];
24. Recycling of cultural property, devastation and looting of cultural and landscape property (art 25-duodevices) [Article added by Law no. 22/2022];
25. Liability of entities for administrative offences dependent on crime (Art. 12, Law no. 9/2013) [A prerequisite for entities operating in the virgin olive oil supply chain]
26. Transnational crimes (Law no. 146/2006)

For details of the individual offences for which administrative liability is envisaged pursuant to Legislative Decree no. 231/2001, please refer to Annex I to this Model

1.3 The Sanctions imposed by the Decree

The sanctioning system described by Legislative Decree 231/2001, in the face of the commission of the crimes listed above, provides, depending on the offences committed, for the application of the following administrative sanctions:

- Financial penalties;
- disqualification sanctions;
- confiscation;
- publication of the judgment.

In particular, it should be noted that disqualification sanctions apply in relation to the crimes for which they are expressly provided. These penalties consist of:

- prohibition from exercising the activity;
- suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;
- prohibition of contracting with the Public Administration;
- exclusion from facilitations, financing, contributions and subsidies, and/or revocation of those already granted;
- prohibition of advertising goods or services.

Disqualification sanctions are applied, even as a precautionary measure, in the cases exhaustively indicated by the Decree, only if at least one of the following conditions is met:

- the entity has made a significant profit from the crime and the crime has been committed: (i) by persons in a top position; (ii) by persons subject to the direction and supervision of others when the commission of the crime was determined or facilitated by serious organizational deficiencies;
- in the event of repetition of offences.

Legislative Decree 231/2001 also provides that, if there are the conditions for the application of a disqualification sanction that determines the interruption of the company's activity, the judge, instead of applying the sanction, may order the continuation of the activity by a commissioner for a period equal to the duration of the disqualification penalty that would have been applied, when at least one of the following conditions is met:

- the company carries out a public service or a service of public necessity whose interruption may cause serious damage to the community;

- The interruption of the activity may, in view of its size and the economic conditions of the territory in which it is situated, have significant repercussions on employment.

1.4 Conditions for Exemption from Administrative Liability

Having introduced the administrative liability of the entity, art. 6 of Legislative Decree 231/2001 establishes that the same is not liable for administrative liability, if he proves that:

- the management body has adopted and effectively implemented, before the commission of the act, Organizational, management and control models suitable for preventing crimes of the kind that occurred;
- the task of supervising the functioning and compliance of the models and of taking care of their updating has been entrusted to a body of the entity with autonomous powers of initiative and control;
- the people committed the crime by fraudulently evading the organization, management and control models;
- there was no omission or insufficient supervision by the supervisory body.

The adoption of the organization, management and control model, therefore, allows the entity to be able to avoid the attribution of administrative liability. The mere adoption of this document, by resolution of the administrative body of the entity, to be identified in the Board of Directors, does not seem, however, sufficient to exclude such liability tout court, since it is necessary that the model be effectively implemented by the entity and actually applied by it.

With reference to the effectiveness of the Organizational, management and control model for the prevention of the commission of the offences provided for by Legislative Decree 231/2001, it is required that:

- identifies the activities in the context of which the offences may be committed;
- provides for specific protocols aimed at planning the formation and implementation of the decisions of the entity in relation to the crimes to be prevented;
- identifies methods of managing financial resources suitable for preventing the commission of crimes;

- provides for information obligations towards the body responsible for supervising the operation and compliance with the models;
- introduces a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Organizational, management and control model
- provides for internal reporting channels (to protect the authors of reports of wrongdoing of which they have become aware in the context of the workplace), pursuant to Legislative Decree 24/2023 implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, with a specific prohibition of retaliation and an adequate disciplinary system.

With reference to the effective application of the Organizational, management and control model, Legislative Decree 231/2001 requires:

- a periodic audit, and, in the event that significant violations of the requirements imposed by the model are discovered or changes occur in the organization or activity of the entity or legislative changes, the modification of the organization, management and control model;
- a disciplinary system suitable for sanctioning non-compliance with the requirements imposed by the organization, management and control model.

1.5 Confindustria Guidelines

Art. 6 of Legislative Decree 231/2001 expressly provides that Organizational, management and control models may be adopted on the basis of codes of conduct drawn up by the associations representing the entities.

The Confindustria Guidelines, approved by the Ministry of Justice with Ministerial Decree 4.12.2003 and subjected to subsequent updates (the most recent of which dates back to 25 June 2021), have been drawn up with the aim of sharing the best practices on the subject. In defining the model, these Guidelines therefore provide for the following design phases:

- the identification of potential risks, i.e. the analysis of the company context to highlight in which areas of activity and in what ways events may occur that are detrimental to the objectives indicated by Legislative Decree 231/2001;
- the preparation of a control system (the so-called protocols) suitable for preventing the risks

of crime identified in the previous phase, through the evaluation of the existing control system within the entity and its adaptation.

The most relevant components of the control system outlined in the Confindustria Guidelines to ensure the effectiveness of the organization, management and control model are the following:

- the adoption of ethical principles in relation to conduct that may constitute the offences provided for by the Decree, contained in a Code of Ethics;
- a sufficiently formalized and clear organizational system, in particular with regard to the attribution of responsibilities, hierarchical reporting lines and description of tasks with specific provision for control principles;
- manual and/or IT procedures that regulate the performance of activities, providing for appropriate controls;
- authorisation and signing powers attributed in line with the Organizational and managerial responsibilities defined, providing, where required, for the indication of the thresholds for approving expenditure;
- management control systems, capable of providing timely reporting of the existence or subsequent development of situations of general or particular criticality;
- communication to staff and their training.

The Confindustria Guidelines also specify that the components of the control system described above must comply with a series of control principles, including:

- verifiability, documentability, consistency and adequacy of every operation, transaction and action;
- application of the principle of separation of functions and segregation of duties (no one can manage an entire process independently);
- documentation of controls;
- provision of an adequate sanctioning system for the violation of the rules of the Code of Ethics and the procedures provided for by the Model;

- information obligations on the part of the Supervisory Body.

1.6 Whistleblowing regulations

Legislative Decree no. 24/2023 transposed EU Directive 2019/1937 on the "Protection of individuals who report violations of EU rules". This Decree contributes to advancing the culture of legality of compliance in organizational contexts by transposing, within the national discipline of the so-called "Compliance Authority". *Whistleblowing*, the indications issued by the European institutions and international best practices.

This regulatory provision has provided for the obligation for the Company to provide channels that allow the reporting of offences concerning violations of national and/or European regulatory provisions, which harm the interests and/or integrity of the organization to which it belongs, guaranteeing the utmost confidentiality regarding the identity of the whistleblower.

All employees of the Company or third parties connected to it who become aware of unlawful conduct, relevant pursuant to Legislative Decree 24/2023, due to the functions performed, must therefore promptly report such conduct through various communication channels.

In consideration of the above, the Company establishes a whistleblowing management system that provides for the use of written and oral reporting channels in order to ensure maximum protection and confidentiality of both the reporting persons and the subject of the reports.

For details of the reporting channels and operating methods for managing reports, please refer to Paragraph 3.6 of this document and to the Whistleblowing Policy ("Whistleblowing Procedure") issued by the Company, respectively.

The Company does not tolerate any detrimental consequences towards the whistleblower in the disciplinary field, protecting him in the event of the adoption of "discriminatory measures, direct or indirect, having effects on working conditions for reasons directly or indirectly related to the complaint". The aforementioned protection does not, therefore, apply in cases where the report reports false information provided with intent or gross negligence.

In the event of suspected discrimination or retaliation against the Whistleblower, related to the report, or abuse of the reporting tool by the same, the Company will apply disciplinary sanctions against both the Whistleblower and the Reported Persons as described in chapter 4 of section four of this General Part of the Model, see for more details.

Section Two

2. The ORGANIZATION, Management and Control Model of Rhiag S.r.l.

2.1 Purpose of the Model

Rhiag S.r.l. (hereinafter "Rhiag" or "the Company"), a company operating in the automotive sector as a leader in the market for the distribution of components for cars and industrial vehicles, has approved this ORGANIZATION, management and control model (hereinafter also referred to as the "Model"), by resolution of the Board of Directors on 30/11/2023. The Company, both as a separate entity and as the main company of the Rhiag Group, (as the group of subsidiaries it is commonly called) is sensitive to the need to ensure conditions of fairness and transparency in the conduct of business and corporate activities, to protect its position and image and the work of its employees and is, it is also aware of the importance of adopting an Organizational, management and control model (hereinafter the "Model"), suitable for preventing the commission of unlawful conduct by its directors, employees and collaborators subject to management or supervision by the Company.

Rhiag believes, therefore, that the adoption of the Model, together with the Code of Ethics - beyond the provisions of Legislative Decree 231/2001 which indicate the Model itself as an optional and non-mandatory element - can constitute a valid tool for further raising awareness among all the Company's employees and all other recipients, so that they follow, in the performance of their activities, correct and transparent behaviour, such as to prevent the risk of committing the offences contemplated in Legislative Decree 231/2001.

In particular, through the adoption of the Model, Rhiag intends to pursue the following purposes:

- determine in the recipients of the Model, defined in paragraph 2.2 below, the awareness that they may incur, in the event of violation of the provisions contained therein, in the commission of offences punishable by criminal sanctions that can be imposed on them, as well as administrative sanctions that can be imposed directly on the Company;
- reiterate that these forms of unlawful conduct are strongly condemned by Rhiag, as they (even if the Company were apparently in a position to take advantage of them) are in any case contrary not only to the provisions of the law, but also to the ethical principles to which the Company intends to comply in the exercise of its business activities;
- allow the Company and the Rhiag Group, thanks to a monitoring action on the areas of activity

at risk based on a structured and organic system of control procedures and activities, to intervene promptly to prevent or combat the commission of the crimes themselves.

2.2 Recipients

The rules contained in the Model apply to the following Recipients:

- a) all directors, attorneys and those who hold representation, administration or management functions in the Company as well as those who also exercise de facto management and control of the Company;
- b) all those who have an employment relationship with the Company (employees);
- c) all those who collaborate with the Company by virtue of a para-subordinate employment relationship (project collaborators, temporary workers, temporary workers, interns, etc.).

The Recipients of the Model must distinguish those who - although not formally included in the corporate organization - operate on behalf of or on behalf of the Company in the context of "sensitive" processes and activities, such as, for example, consultants, suppliers, partners, collaborators in general, who for the activity carried out may contribute to giving rise to liability for the Company.

With regard to the activities carried out by these parties (hereinafter also referred to as "Third Parties"), the contracts that govern their relationships must include specific clauses that prescribe the commitment to comply with the provisions of Legislative Decree 231/2001 and the Code of Ethics.

2.3 Objectives and Key Components of the Model

The main objective of the drafting of the Organizational Model is to formalize and share Rhiag's internal control system internally, which must ensure, with reasonable certainty, the achievement of operational, information and compliance objectives and in particular:

- the operational objective of the internal control system concerns the effectiveness and efficiency of the Company in using resources, protecting itself from losses, and safeguarding company assets; this system is also aimed at ensuring that the staff works for the pursuit of the company's objectives, without putting other interests before those of Rhiag;
- the objective of information translates into the preparation of timely and reliable reports for the decision-making process inside and outside the company organization.

- The compliance objective ensures, on the other hand, that all operations and actions are conducted in compliance with laws and regulations, prudential requirements and internal company procedures.

With reference to the needs identified in Legislative Decree 231/2001, in common with the aim of ensuring the achievement of the aforementioned objectives, the fundamental elements developed by Rhiag in the definition of the Model, constituting and supplementing it, can be summarized as follows:

- mapping of sensitive activities, with examples of possible ways of committing crimes and instrumental processes potentially associated with the commission of the crimes referred to in the Decree, to be subjected, therefore, to periodic analysis and monitoring.
- identification of the ethical principles and rules of conduct aimed at preventing conduct that may constitute the offences provided for by Legislative Decree 231/2001, enshrined in the Code of Ethics adopted by Rhiag and, more specifically, in this Model;
- provision of specific protocols relating to instrumental processes deemed to be at greater potential risk of committing a crime, aimed at expressly regulating the formation and implementation of the Company's decisions, in order to provide specific indications on the system of preventive controls in relation to the individual types of offences to be prevented;
- appointment of a Supervisory Body (hereinafter also the "Body"), and assignment of specific supervisory tasks on the effective implementation and effective application of the Model;
- definition of a sanctioning system suitable for ensuring the effective implementation of the Model, containing the disciplinary provisions applicable in the event of non-compliance with the measures indicated in the Model itself;
- carrying out information, awareness-raising and dissemination activities to the Recipients of this Model;
- procedures for the adoption and effective application of the Model as well as for the necessary amendments or additions to the same (updating of the Model).

2.4 Code of Ethics and Model

Rhiag intends to operate according to ethical principles and rules of conduct aimed at shaping the performance of the company's activities, the pursuit of the corporate purpose and its growth with

respect to compliance with the laws and regulations in force in Italy. To this end, the Company has adopted a Code of Ethics aimed at defining a series of principles of "corporate ethics" and rules of conduct, which the Company recognizes as its own and which it requires to be observed both by its corporate bodies and employees, and by all those who cooperate with it in the pursuit of business objectives, including external third parties. The Company requires the latter to read and commit to compliance with the Code of Ethics as a precondition for the establishment of contractual relationships.

The Code of Ethics therefore has a general scope and represents a set of rules, spontaneously adopted by Rhiag, aimed at spreading a solid ethical integrity and a strong sensitivity to compliance with current regulations.

The Model, on the other hand, responds to specific provisions contained in Legislative Decree 231/2001, expressly aimed at preventing the commission of the types of crimes provided for by the decree itself (for facts that, apparently committed in the interest or to the advantage of the Company, may give rise to administrative liability for a crime).

In consideration of the fact that the Code of Ethics recalls principles of conduct (including legality, fairness and transparency) also suitable for preventing unlawful conduct pursuant to Legislative Decree 231/2001, this document acquires relevance for the purposes of the Model and therefore constitutes a complementary element to the same, with the same scope of application already specified above.

2.5 Design and Implementation of the Model

The choice of the Board of Directors of Rhiag to adopt a Model is part of the Company's broader business policy, which is expressed in interventions and initiatives aimed at raising awareness among all personnel of the transparent and correct management of the Company, compliance with the legal regulations in force and the fundamental principles of business ethics in the pursuit of the corporate purpose.

The creation of this version of the Model started from the analysis of the *governance* system, the organizational structure and all the objectives referred to in paragraph 2.3 above, and took into express consideration the indications to date detected by the case law and by the pronouncements, even provisional, of the Judicial Authority, together with those expressed by the Trade Associations (Confindustria Guidelines).

The Model was designed and implemented by an internal working group of the Company with the support of leading external consultants, through the development of various project phases, based on compliance with the principles of traceability and verifiability of the activities carried out.

The starting point was the identification of the map of the areas at risk 231 or of the activities carried out by the Company that could be exposed to the risk of committing crimes, in accordance with the express provisions of art. 6, paragraph 2, letter a) of the Decree.

The internal control system to monitor the risks identified was then assessed and a Code of Ethics and specific Protocols were adopted, aimed at governing the risk profiles identified following the mapping of corporate activities, as required by art. 6 c. 2 lett. b) and lett. c).

2.5.1 Map of risk areas 231

The Rhiag Model is based on the identification of the areas at risk 231, i.e. the activities in which crimes can be committed, as expressly provided for by art. 6, paragraph 2, letter a) of the Decree.

The mapping of the 231 risk areas was carried out by assessing the specific operating areas and the Organizational structure of the Company, with reference to the risks of crime that can actually be envisaged.

The methodology followed, both in the construction and update phases, saw the involvement of an integrated working group made up of external professionals - with *risk management* and internal control skills - and internal resources of the Company.

The methodologies followed and the criteria adopted in the various phases are set out below.

Phase I: collection and analysis of all relevant documentation

Preparatory to the identification of the activities at risk was the documentary analysis: first of all, the relevant official documentation available from the Company was collected in order to better understand the Company's activities and identify the business areas subject to analysis.

By way of example and not exhaustively, the following documentation was analyzed:

- Statute;
- flowchart;
- Code of Ethics;
- formalized procedural body;
- documentation relating to the system of proxies and powers of attorney;

- elements relating to the disciplinary sanctions provided for by the applicable CCNL;
- Intercompany *service contracts*;
- significant contracts with third parties.

Phase II: Risk Assessment

The purpose of the phase in question was the preventive identification of company processes and activities and therefore the identification of areas at risk, i.e. company areas within which crimes may be committed.

The company's activities have therefore been divided into the reference processes which, at the date of approval of this version of the Model, are represented by the following:

- Supply chain & Logistics;
- Commercial;
- Marketing & Communication;
- Shopping;
- Administration, Finance and Control;
- Human Resources;
- Legal and Corporate;
- Internal Audit;
- Information systems;
- Safety and Environment.

On the basis of this classification, company resources with in-depth knowledge of the aforementioned business processes and existing control mechanisms were then identified, who were interviewed by the working group in order to build first of all and subsequently update the Model in order to make it as close as possible to the specific operating areas and organizational structure of the company. with reference to the risks of crime that can actually be envisaged.

The interviews, in fact, also aimed at initiating/continuing the process of raising awareness with respect to i) the provisions of Legislative Decree 231/2001, ii) the Company's compliance activities with the aforementioned Decree, iii) the importance of compliance with the internal rules adopted by the Company for the prevention of crimes, were conducted with the aim of identifying the processes and activities potentially at risk of committing the crimes provided for by the Decree as well as the safeguards already to mitigate the aforementioned risks.

A mapping of all the Company's processes and related activities was thus carried out, with evidence

of the corporate and Group Structures involved in various capacities. For each activity, the risk profile was therefore highlighted through the indication of the potential associated crimes and the example of the possible ways of committing the crimes themselves. The results of this activity have been formalized in a specific document called "Map of 231 risk areas" which, shared and approved by the company representatives, remains available to the Supervisory Body for the institutional activity entrusted to it.

It is important to highlight that the 231 map of activities at risk provides a snapshot of the situation existing at the date of drafting this Model. The evolution of business activities will require the necessary updating of the mapping, in order to include any risks associated with the new activities.

In accordance with the provisions of art. 6, paragraph 2, letter a) of Legislative Decree 231/01, the areas of company activity identified as at risk pursuant to Legislative Decree 231/2001 are reported, i.e. in the context of which there may be potential risks of committing the offences provided for by the Decree.

In particular, the following **areas at risk 231 have been identified**:

- Environmental compliance;
- Obligations regarding health and safety at work;
- Procurement of goods and services (core);
- Procurement of goods and services (no core);
- Consultancy and professional assignments to third parties;
- Supply Chain & Logistics;
- Accounting, financial statements and asset operations;
- Management of tax obligations;
- Management of gifts, sponsorships, donations and entertainment expenses;
- Management of external communication and relations with the Media;
- Management of relations with shareholders and other corporate bodies;
- Management of relations and obligations with the Public Administration;
- Request and management of public funding;
- Management of intra-group relationships;
- Litigation management and settlement agreements;
- Business;
- Management of monetary and financial flows;
- Management of relations with agents;
- Selection, recruitment and management of personnel;

- Information systems.

In these areas, the risks of committing certain offences indicated in art. 24, 24-bis, 24-ter (and art. 10, Law no. 146 of 16 March 2006), 25, 25-bis 1, 25-ter, 25-quarter, 25-quinquies, 25-sexies, 25-septies, 25-octies, *25-octies 1*, *25-novies*, 25-decies, 25-undecies, 25-duodecies, 25-terdecies and 25-quinquiesdecies, *25-sexiesdecies*, *25-septiesdecies*, *25-duodevicies of the Decree*.

With regard to the other offences and offences (and typically the offences relating to counterfeiting of coins, public credit cards, revenue stamps and instruments or signs of identification, practices of mutilation of the female genital organs, fraud in sports competitions, abusive exercise of gaming or betting and games of chance exercised by means of prohibited machines) it was considered, also on the basis of the Risk Assessment carried out, that the specific activity carried out by the Company does not present risk profiles such as to make the possibility of their commission in the interest or to the advantage of the Company reasonably well-founded. Therefore, the reference to the principles contained in both this Model and the Code of Ethics was considered exhaustive, where the Recipients are bound to respect the values of solidarity, protection of individual personality, fairness, morality and respect for the law.

Phase III: Gap Analysis

The purpose of this phase consisted in identifying, for each risk area, the Organizational, control and behavioural safeguards existing to protect the specific types of offences referred to in the Decree, assessing their suitability to prevent the risks highlighted in the previous *risk assessment phase* and therefore in the improvement actions to be taken.

A comparative analysis was then made between the existing ORGANIZATION, Management and Control Model ("as is") and a reference model to be evaluated on the basis of the content of the Decree, the indications of the extensive case law and the guidelines of Confindustria.

In particular, the analysis was conducted with the aim of verifying:

- the existence of rules of conduct of a general nature to oversee the activities carried out;
- the existence and adequacy of procedures that regulate the performance of activities in compliance with the principles of control;
- respect for and concrete implementation of the general principle of separation of duties;
- the existence of authorization levels to guarantee adequate control of the decision-making process;
- the existence of specific control and monitoring activities on activities at risk.

From this comparison, the areas for improvement of the existing internal control system were identified and shared with the heads of the company departments concerned; some areas for improvement identified during the *gap analysis* phase were incorporated into the Protocols.

2.5.2 Decision protocols

Following the identification of the areas at risk and on the basis of the relevant existing control system, the Company has drawn up **specific Protocols**, in accordance with the provisions of Article 6, paragraph 2, letter b) of Legislative Decree 231/2001, which contain a set of rules and principles of control and conduct deemed suitable to govern the identified risk profile.

A Protocol has been created for each 231 risk area, inspired by the rule of making the various phases of the decision-making process documented and verifiable, so that it is possible to trace the motivation that guided the decision.

The control principles set out in the Protocols refer to:

- authorization levels;
- functional segregation of authorization, operational and control activities;
- specific controls;
- traceability of the decision-making process and archiving of supporting documentation.

The Protocols take up and integrate the provisions contained in the *pro tempore* corporate documentation in force and refer to the internal procedural body, where existing, also developed to cover the risks of committing crimes *pursuant to* Legislative Decree 231/2001.

The Protocols have been submitted to the examination of the parties responsible for the management of the activities at risk for their assessment and approval, thus making the rules of conduct contained therein official and mandatory for all those who find themselves carrying out the activity in the context of which a risk profile has been identified.

2.6 Control principles

The control system, the monitoring of which is assisted by the activities of the internal control function, involves every sector of the activity carried out by Rhiag through the distinction of operational tasks from control tasks, reasonably reducing any possible conflict of interest.

All personnel, within the scope of their functions, are responsible for defining and correctly functioning the control system through line controls, consisting of the set of control activities that the individual operating units carry out on their processes.

Rhiag manages the main processes and areas of activity at risk identified above, in compliance with principles that appear consistent with the indications provided by Legislative Decree 231/2001, ensuring their correct and concrete application.

The principles that govern activities in these areas and processes are as follows:

- existence of rules of conduct of a general nature to oversee the activities carried out;
- existence and adequacy of procedures for the regulation of the performance of activities in compliance with the principles of: traceability of acts, objectification of the decision-making process and provision of adequate control points;
- respect for and concrete implementation of the general principle of separation of duties;
- existence of authorisation levels to guarantee adequate control of the decision-making process, supported by a system of proxies and powers of attorney concerning both internal authorisation powers, on which the company's decision-making processes regarding the transactions to be carried out depend, and the powers of representation for the signing of deeds or documents intended for external use and suitable for binding the Company towards third parties (so-called special or general "powers of attorney");
- existence of specific control and monitoring activities.

These principles can be summarized more generally in the following general behaviors:

- every operation, transaction and action must be truthful, verifiable, consistent and documented;
- no one should be able to manage an entire process independently;
- The internal control system must be able to document the performance of controls, including supervisory controls.

Rhiag has assigned the task of verifying the constant application of these principles, as well as their adequacy and updating, to the heads of the Company Departments, who are called upon to interface with the Supervisory Body, so that the latter is constantly informed of any changes introduced in the organization or in the company's activities and from which opinions or indications of principle and orientation may be requested.

Section Three

3. Supervisory Body

3.1 Introduction

Art. Article 6, paragraph 1, of Legislative Decree 231/2001 provides that the function of supervising and updating the Model is entrusted to a Supervisory Body within the entity which, endowed with autonomous powers of initiative and control, continuously exercises the tasks assigned to it.

In this regard, the Confindustria Guidelines point out that, although Legislative Decree 231/2001 allows for the opting for both a monocratic and multi-subject composition, the choice between one or the other solution must take into account the purposes pursued by the law and, therefore, ensure the effectiveness of the controls in relation to the size and organizational complexity of the entity.

In compliance with the provisions of Legislative Decree 231/2001, the indications expressed by the Confindustria Guidelines and the guidelines of the jurisprudence formed on the subject, the Board of Directors of Rhiag has resolved to assign the role of Supervisory Body to a body constituted in collegial form, which can ensure knowledge of the company's activities, skills in auditing and risk management and - at the same time - has the authority and independence such as to be able to ensure the credibility of their functions.

The Supervisory Body has been defined in such a way as to be able to guarantee the following requirements:

- **Autonomy and independence**: this requirement is ensured by the absence of any hierarchical reporting within the organization and by the faculty of reporting to the highest *top* management;
- **Professionalism**: this requirement is guaranteed by the wealth of professional, technical and practical knowledge available to each member of the Supervisory Body;
- **Ongoing** with reference to this requirement, the Supervisory Body is required to constantly monitor, through investigative powers, compliance with the Model, to take care of its implementation and updating, representing a constant reference for all Rhiag staff.

In addition, the Company has established that the members of the SB must meet the integrity requirement pursuant to art. 109 of Legislative Decree no. 385 of 1 September 1993. In particular, the members of the Supervisory Body must not have been convicted by a sentence, even if not final, or by a sentence of application of the penalty on request (issued pursuant to Articles 444 et seq. of the

Code of Criminal Procedure) and even if with a conditionally suspended sentence, without prejudice to the effects of rehabilitation:

1. imprisonment for a period of not less than one year for one of the crimes provided for by Royal Decree No. 267 of 16 March 1942 (the so-called bankruptcy law);
2. to imprisonment for a period of not less than one year for one of the offences provided for by the rules governing banking, financial, securities and insurance activities and by the rules on markets and transferable securities, payment instruments;
3. imprisonment for a period of not less than one year for a crime against the Public Administration, against public faith, against property, against the public economy, for a crime in tax matters;
4. for any non-culpable crime to the penalty of imprisonment for a period of not less than two years;
5. for one of the offences provided for in Title XI of Book V of the Civil Code as reformulated by Legislative Decree no. 61/02 (Regulation of criminal and administrative offences concerning commercial companies);
6. for an offence that imposes and has resulted in a sentence resulting in disqualification, even temporary, from holding public office, or temporary disqualification from the management offices of legal persons and companies;
7. for one of the prevention measures provided for by art. 10, paragraph 3, of Law No. 575 of 31 May 1965, as replaced by Article 3 of Law No. 55 of 19 March 1990, as subsequently amended (Provisions against the Mafia);
8. for the ancillary administrative sanctions provided for by art. 187-quarter of Legislative Decree no. 58/1998 (TUF - Consolidated Law on Financial Intermediation).

By means of specific Organizational documents/internal communications, the operating criteria of the aforementioned Body will be established, as well as the information flows to and from the Body itself. For its operation, the Body has also adopted its own regulations.

The Board of Directors recognises that the Supervisory Body has an adequate expenditure budget to carry out its functions. The Body autonomously decides on the expenses to be incurred and, in the

event of expenses exceeding the approved budget, must be authorized directly by the Board of Directors.

Without prejudice to the hypothesis of a possible revision of the positioning of the Supervisory Body also on the basis of the experience of implementing the Model, the revocation of the powers of this body may only take place for just cause and subject to a resolution of the Board of Directors of Rhiag.

3.2 Term of office, revocation, resignation and replacement of the members of the Body

The Supervisory Body remains in office for a period of three financial years, and expire with the approval of the financial statements relating to the third financial year of its term of office.

Any revocation of the Supervisory Body may only be ordered for reasons exhaustively provided for, related to serious breaches with respect to the mandate assumed, including violations of confidentiality obligations and the causes of ineligibility reported above.

The following constitute just cause for revocation of the SB:

- gross negligence in the performance of tasks related to the assignment;
- violation of confidentiality duties;
- the "omitted or insufficient supervision" by the Supervisory Body – according to the provisions of art. 6, paragraph 1, letter d), Legislative Decree 231/2001 serious and ascertained reasons of incompatibility that nullify its independence and autonomy;
- unjustified absence from two or more consecutive meetings of the SB, following a ritual convocation.

The revocation of the mandate must, in any case, be resolved by the Board of Directors of the Company with an act that clearly specifies the reasons for the decision taken.

The Supervisory Body shall cease to hold office when, after its appointment, it becomes the following:

- in one of the situations contemplated in art. 2399 of the Italian Civil Code, paragraph 1, letters a), b) and c);
- convicted by a final sentence (meaning that a conviction is also pronounced pursuant to Article 444 of the Code of Criminal Procedure) for a period of not less than one year, for one of the crimes indicated in numbers 1 to 8 of the conditions of ineligibility indicated in paragraph 3.1.

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

- conviction by non-final judgment for one of the offences of numbers 1 to 8 of the conditions of ineligibility indicated in paragraph 3.1;
- the application of one of the penalties for the offences referred to in numbers 1 to 8 of the conditions of ineligibility indicated in paragraph 3.1;
- the application of a personal precautionary measure.

Finally, additional causes of forfeiture for the SB in addition to those previously outlined are being investigated or convicted, even with a non-final sentence or issued *pursuant to* art. 444 et seq. of the Code of Criminal Procedure (plea bargaining) or even if with a conditionally suspended sentence, without prejudice to the effects of rehabilitation, for one or more offences among those exhaustively provided for by Legislative Decree 231/01.

Should the SB be linked to the Company by an employment relationship, the dissolution of the employment relationship, for whatever reason, determines the automatic forfeiture of office.

Finally, it should be noted that the forfeiture of the office of SB operates automatically from the moment of the occurrence of the cause that produced it, without prejudice to the additional obligations described below.

The Supervisory Body may resign from office at any time, subject to written notice to the Board of Directors.

In the event of a supervening cause of resignation or forfeiture of office, the SB must immediately notify the Board of Directors in writing.

3.3 Powers and functions of the Supervisory Body

The Supervisory Body is entrusted with the following tasks:

- supervise the operation and compliance with the Model;
- take care of their updating.

These tasks are carried out by the Body through the following activities:

- supervision of the dissemination of knowledge, understanding and compliance with the Model in the corporate context;
- supervision of the validity and adequacy of the Model, with particular reference to the conduct found in the corporate context;

- verification of the effective ability of the Model to prevent the commission of the crimes provided for by Legislative Decree 231/2001;
- proposals to update the Model in the event that it is necessary and/or appropriate to make corrections and/or adjustments to it, in relation to changed legislative and/or company conditions;
- communication on an ongoing basis to the Board of Directors regarding the activities carried out;
- periodic communications to the Board of Statutory Auditors at the request of the same regarding the activities carried out, or for any violations by top management or by the Board of Directors.

In carrying out these activities, the Body will take care of the following obligations:

- collaborate with the competent company function in the planning of a periodic training plan aimed at promoting knowledge of the requirements of the Rhiag Model, differentiated according to the role and responsibility of the recipients;
- establish specific "dedicated" information channels (such as a dedicated e-mail address), aimed at facilitating the flow of reports and information to the Body;
- collect, process, store and update any information relevant to verifying compliance with the Model;
- periodically verify and check the risk areas/operations identified in the Model.

In order to allow the Body to have the best knowledge of the implementation of the Model, its effectiveness and effective functioning, as well as the need to update it, it is essential that the Supervisory Body works in close collaboration with the Company Management.

For the purposes of carrying out the obligations listed above, the Body is endowed with the powers indicated below:

- issue provisions, regulations and/or service orders intended to regulate the activity of the Body;
- freely access, without prior authorisation, to any company document relevant to the performance of the functions assigned to the Body pursuant to Legislative Decree 231/2001;

- request that the heads of the Company Departments, and in any case all the Recipients, promptly provide the information, data and/or news requested of them in order to identify aspects related to the various corporate activities relevant to the Model and to verify the effective implementation of the same by the corporate organizational structures;
- to resort to external consultants of proven professionalism in cases where this is necessary for the performance of verification and control activities or to update the Model.

3.4 Reporting by the Supervisory Body

As already mentioned above, in order to ensure full autonomy and independence in the performance of its functions, the Supervisory Body communicates directly to the Company's Board of Directors and the Board of Statutory Auditors.

Reporting to such corporate bodies, which are competent to convene the Shareholders' Meeting, is also the best guarantee of ultimate control over the work of the directors, entrusted - by legislative and statutory provision - to the shareholder.

In particular, the Supervisory Body reports, both to the Board of Directors and to the Board of Statutory Auditors, the state of affairs on the implementation of the Model, the results of the supervisory activity carried out and any appropriate interventions for the implementation of the Model:

- on an ongoing basis vis-à-vis the Board of Directors and, at least every six months, through a written report;
- periodically vis-à-vis the Board of Statutory Auditors, at the request of the Board of Statutory Auditors in relation to the activities carried out;
- occasionally against the Board of Statutory Auditors, in cases of alleged violations carried out by top management or by the Board of Directors, being able to receive requests for information or clarifications from the Board of Statutory Auditors.

The Supervisory Body may be convened at any time and, at the same time, may – in turn – request the Board of Directors of the Company to be convened whenever it deems it appropriate to examine or intervene in matters relating to the functioning and effective implementation of the Model or in relation to specific situations.

To guarantee a correct and effective flow of information, the Body also has the possibility, in order

to fully and correctly exercise its duties, to request clarifications or information directly from the subjects with the main operational responsibilities.

3.5 Information flows to the Supervisory Body

Legislative Decree 231/2001 sets out, among the requirements that the Model must satisfy, the establishment of information obligations towards the Supervisory Body.

These flows concern all the information and documents that must be brought to the attention of the Supervisory Body, in accordance with the provisions of the protocols adopted and of each document that contributes to constituting the Model.

Therefore, precise obligations have been established for Rhiag's corporate bodies and staff, in particular:

- the corporate bodies must report to the Supervisory Body any information relevant to compliance with and operation of the Model;
- all recipients must report to the Supervisory Body any information relating to conduct that may constitute violations of the provisions of the Model or types of crime (see paragraph 3.6 "Whistleblowing" below);
- the heads of the functions involved in the activities at risk must communicate to the Supervisory Body any useful information to facilitate the performance of checks on the correct implementation of the Model (so-called periodic flows, defined by weighing the intrinsic criticality of the individual processes and the results of the periodic risk assessment, in order to establish a monitoring mechanism from a "risk-based" perspective).

To this end, a communication channel is established for consultation with the Supervisory Body, consisting of a dedicated e-mail address, and precisely complianceodv@rhiag-group.com to which communications may be sent.

In addition to the communications indicated above, information must be compulsorily and promptly transmitted to the Supervisory Body (so-called event flows) regarding:

- measures and/or information from judicial police bodies, or from any other authority, including administrative authorities, involving the Company or top management, which show that investigations are being carried out, including against unknown persons, for the offences

referred to in Legislative Decree 231/2001, without prejudice to the obligations of confidentiality and secrecy imposed by law;

- requests for legal assistance submitted by managers and/or employees in the event of the initiation of legal proceedings, in particular for the offences included in Legislative Decree 231/2001;
- control activities carried out by the heads of other company departments from which facts, acts, events or omissions with critical profiles with respect to compliance with the rules of Legislative Decree 231/2001 or the Model have emerged;
- changes in the system of proxies and powers of attorney, changes to the bylaws or changes to the company organization chart;
- news relating to the effective implementation, at all company levels, of the Model with evidence of the disciplinary proceedings carried out and any sanctions imposed (including measures against employees), or of the measures for the dismissal of such proceedings with the related reasons;
- reporting of serious accidents (manslaughter or serious or very serious culpable injuries, in any case any accident with a prognosis of more than 40 days) occurring to employees, maintenance workers, contractors and/or collaborators present in the Company's workplaces.

In exercising its power of inspection, the Supervisory Body may freely access all sources of information of Rhiag, as well as view any document of the Company and consult data relating to the same.

All information, documentation and reports collected in the performance of institutional tasks must be archived and kept by the Supervisory Body, taking care to keep the documents and information acquired confidential, also in compliance with privacy legislation.

3.6 Whistleblowing

In addition to the reporting mechanisms established in compliance with the provisions of Decree 231, the Company has established a whistleblowing management system that provides for the use of written and oral reporting channels in order to ensure maximum protection and confidentiality of both the reporting persons and the subject of the reports.

In particular, reports relating to Rhiag can be sent:

- in writing or orally, via the Group's whistleblowing platform accessible through the following link: kqcorp.ethicspoint.com. It is a portal through which all employees and collaborators can anonymously report suspicious behavior or behavior contrary to the Code of Ethics or ask for clarification regarding any doubts. The whistleblowing portal has been configured in all the languages of the countries where the Rhiag Group is present and the access path has been included in the institutional website of all the companies that compose it, in order to expand the methods and geographical range of monitoring, with a view to creating an increasingly broad control environment, aware and accessible to all stakeholders. For details on the Group Whistleblowing system also adopted by Rhiag, in accordance with the latest regulatory provisions, please refer to the "Whistleblowing Procedure",
- orally, through the following group telephone line dedicated to Italy: 0800 715 004.
- in writing by registered mail, confidential and personal, addressed to the Supervisory Body, at the Company's address (Via Vincenzo Monti, 23, 20016 Pero MI);
- orally, through a request for a direct meeting with the Supervisory Body

All the above methods of transmission of reports are aimed at guaranteeing the confidentiality of whistleblowers also in order to avoid retaliatory attitudes towards them. Any relevant reports pursuant to Decree 231 will be analysed and conveyed by the function that received them to the SB, within the terms provided for by current legislation.

The SB assesses the reports and information within its competence received and any consequent initiatives to be implemented, in accordance with the provisions of the internal disciplinary system, possibly listening to the author of the report and/or the person responsible for the alleged violation, justifying any decision in writing and giving rise to all the checks and investigations it deems necessary.

The Supervisory Body shall ensure the necessary confidentiality, at all stages of the investigations and investigations that are necessary to ascertain the validity of the report.

For details on the Whistleblowing system adopted by Rhiag, in accordance with the latest regulatory provisions, please refer to the "Procedure for reporting wrongdoing and irregularities (Whistleblowing)".

Section Four

4. Sanctioning system

4.1 Recipients and Sanctioning and/or Termination Measures

This Model provides for a disciplinary system applicable in the event of violations of the procedures and provisions indicated therein, as well as the provisions and principles established in the Code of Ethics and the obligations provided for in the field of *Whistleblowing*. The disciplinary system set up is aimed at preventing the commission of administrative offences arising from the offences referred to in Legislative Decree 231/2001, for the purposes of exempting the Company from liability.

The application of disciplinary sanctions is independent of the possible establishment of a criminal trial in cases where the conduct constitutes a crime. The company, in fact, has the right to apply, at the end of the appropriate assessments, the disciplinary sanctions deemed most appropriate to the specific case, since the same, in consideration of their autonomy, must not coincide with the assessments made by the judge in criminal proceedings.

Employees

Failure to comply with the procedures and provisions indicated in the Model adopted pursuant to Legislative Decree 231/2001, as well as violations of the provisions and principles established in the Code of Ethics and in the Procedure for reporting offences and irregularities (*Whistleblowing*) prepared pursuant to Legislative Decree 24/2023 by employees constitutes a breach of the obligations arising from the employment relationship pursuant to Article 2104 of the Italian Civil Code and a disciplinary offence.

The adoption, by an employee of the Company, of conduct that can be qualified, on the basis of what is indicated in the previous paragraph, as a disciplinary offence, also constitutes a violation of the obligation of workers to perform the tasks entrusted to them with the utmost diligence, in compliance with the Company's directives, as provided for by the current CCNL of the category.

With reference to the sanctions that can be imposed, they will be applied in compliance with the procedures provided for by the CCNL.

These sanctions will be imposed on the basis of the importance of the individual cases considered and will be proportionate according to their seriousness.

In order to clarify in advance the criteria of correlation between the violations of workers and the disciplinary measures adopted, it is provided that:

- Disciplinary measures are taken by a worker who:

- violates internal procedures or behaves in a way that does not comply with the requirements of the Code of Ethics (e.g. that does not comply with the prescribed procedures, fails to communicate the required information to the Supervisory Body, fails to carry out checks, etc.) or adopts, in carrying out activities in areas at risk, conduct that does not comply with the requirements contained in the Model itself, such conduct must be recognized as a non-execution of the orders given by the Company both in written and verbal form.
- makes a culpable failure to comply with *the Whistleblowing* regulations, for example in the event that an employee makes one or more reports that prove to be false and unfounded against another person or if an employee attempts to violate the rules on the protection of the whistleblower

- Furthermore, the employee who:

- adopts, in carrying out activities in areas at risk, conduct that does not comply with the requirements contained in the Model and the Code of Ethics, unequivocally aimed at committing an offence sanctioned by Legislative Decree 231/2001, since such conduct must be considered an infringement of discipline and diligence in the workplace, so serious as to undermine the company's trust in the worker;
- adopts, in carrying out activities in areas at risk, a behaviour that is clearly in contrast with the requirements contained in the Model and in the Code of Ethics, such as to determine the concrete application to the Company of the measures provided for by Legislative Decree 231/2001, since such behaviour must be considered an act that causes serious moral and material damage to the Company that does not allow the continuation of the relationship, not even temporarily;
- makes a report of wrongdoing against another person with intent or repeatedly, within the workplace and with intent, which subsequently turns out to be false and unfounded, or even in cases where an employee repeatedly violates the confidentiality obligations referred to in art. 12 of Legislative Decree no. 24 of 2023.

The employer may not take any disciplinary action against the employee without having previously

challenged the charge and without having heard him in his defense. Except for a verbal warning, the complaint must be made in writing and disciplinary measures cannot be imposed before five days have elapsed, during which the worker may present his justifications.

If the measure is not imposed within six days following these justifications, they will be considered accepted.

The worker may also present his justifications verbally, with the possible assistance of a representative of the trade union association to which he belongs.

The imposition of the measure must be justified and communicated in writing.

Disciplinary measures may be challenged by the worker in the trade unions, according to the contractual rules relating to disputes. The dismissal may be challenged according to the procedures provided for by art. 7 of Law no. 604 of 15 July 1966, confirmed by article 18 of Law no. 300 of 20 May 1970.

Disciplinary measures two years after their imposition will not be taken into account for any purpose.

The type and extent of each of the penalties listed above will be determined in relation to:

- the seriousness of the violations committed and proportionate to them;
- the worker's duties;
- the predictability of the event;
- the intentionality of the conduct or degree of negligence, imprudence or inexperience;
- the overall conduct of the worker, with particular regard to the existence or absence of disciplinary precedents of the same, within the limits permitted by law;
- the functional position of the persons involved in the facts constituting the violation and the consequent intensity of the fiduciary bond underlying the employment relationship;
- to the other particular circumstances that accompany the disciplinary violation.

Disciplinary sanctions (as provided for by Article 7 of Law 300/70) and the Code of Ethics are brought to the attention of the worker by posting them in a place accessible to all.

Employees subject to management or supervision

Failure to comply with the procedures indicated in the Model adopted by Rhiag pursuant to Legislative Decree 231/2001, as well as violations of the provisions and principles established in the Code of Ethics and in the Whistleblowing Procedure prepared pursuant to Legislative Decree 24/2023 by collaborators subject to the Company's management or supervision, may result in, in accordance with the provisions of the specific contractual relationship, the termination of the relevant contract, or the right to withdraw from it, without prejudice to the right to claim compensation for damages occurring as a result of such conduct, including damages caused by the application by the judge of the measures provided for by Legislative Decree 231/2001.

Employees with the qualification of managers

Violations of the law, the provisions of the Code of Ethics and the provisions of this Model committed by managers, including the violation of the information obligations towards the Supervisory Body, as well as, in general, the adoption of conduct suitable for exposing the Company to the application of administrative sanctions provided for by Legislative Decree 231/2001, may result in the application of the sanctions referred to in the collective bargaining agreement for the other categories of employees, in compliance with art. 2106, 2118 and 2119 of the Civil Code, as well as art. 7 Law 300/1970.

The ascertainment of any violations, as well as inadequate supervision and failure to promptly inform the Supervisory Body, may result in workers with managerial qualifications, suspension as a precautionary measure from work, without prejudice to the manager's right to remuneration, as well as, again on a provisional and precautionary basis for a period not exceeding three months, the assignment to different positions in compliance with art. 2103 of the Italian Civil Code.

In addition, in the field of Whistleblowing, this sanction is envisaged, for example, in cases where a manager carries out, within the workplace and with intent, an obstacle or an attempted obstacle to the reporting of wrongdoing, or even in cases where a manager has not adopted procedures for the management of reporting systems, or has not carried out the verification and analysis of the reports received.

Measures against Directors

In the event of an ascertained violation of the Model or in the event of failure by the Directors to comply with the regulations on the protection of whistleblowers of offences in the context of an employment relationship, the Supervisory Body will promptly inform the entire Board of Directors and the Board of Statutory Auditors of the Company so that they can take or promote the most

appropriate and appropriate initiatives. in relation to the seriousness of the violation detected and in accordance with the powers provided for by current legislation and the Articles of Association.

In particular, in the event of minor violations of the Model by one or more Directors, the Board of Directors may proceed directly to the imposition of the sanctioning measure of formal written warning or temporary revocation of powers of attorney.

On the other hand, in the event of violations of the Model or failure to comply with *Whistleblowing* regulations by one or more Directors of particular importance as they are unequivocally aimed at facilitating or committing a relevant crime pursuant to Legislative Decree 231/2001 or intentionally obstructing the verification and analysis of the reports received, the sanctioning measures (such as, by way of example, temporary suspension from office and, in the most serious cases, revocation from office) will be adopted by the Shareholders' Meeting, on the proposal of the Board of Directors.

Measures against top management

In any case, even the violation of the specific duty of supervision of the subordinates incumbent on top management will entail the adoption by the Company of the sanctioning measures deemed most appropriate in relation, on the one hand, to the nature and seriousness of the violation committed and, on the other, to the qualification of the same top management who should commit the violation.

Parties having contractual/commercial relationships (so-called Third Parties)

The violation of the provisions and principles established in the Code of Ethics and in the Whistleblowing Procedure prepared pursuant to Legislative Decree 24/2023 by Third Parties, may result, in accordance with the provisions of the specific contractual relationship, in the termination of the relevant contract, or the right to withdraw from the same, without prejudice to the right to request compensation for damages incurred as a result of such conduct, including damage caused by the application by the judge of the measures provided for by Legislative Decree 231/2001.

5. Model Update

The adoption and effective implementation of the Model are - by express legislative provision - a responsibility entrusted to the Board of Directors. It follows that the power to adopt any updates to the Model therefore belongs to the Board of Directors, which will exercise it by resolution in the manner provided for its adoption.

The updating activity, intended both as an integration and as an amendment, is aimed at ensuring the adequacy and suitability of the Model, assessed with respect to the preventive function of committing the offences provided for by Legislative Decree 231/2001.

On the other hand, the Supervisory Body is responsible for concretely verifying the need or opportunity to proceed with the updating of the Model, promoting this need to the Board of Directors.

6. Staff Information and Training

In accordance with the provisions of Legislative Decree 231/2001, Rhiag has defined a communication and training program aimed at ensuring correct dissemination and knowledge of the Model and the rules of conduct contained therein, with regard to the resources already present in the company and those to be included, with different degrees of depth due to the different level of involvement of the same in activities at risk.

The information and training system is supervised and integrated by the Supervisory Body, in collaboration with the Human Resources Department and with the heads of the company departments involved from time to time in the application of the Model.

In relation to the communication of the Model, Rhiag undertakes to:

- disseminate the Model in the corporate context through publication on the company intranet and/or with any other tool deemed appropriate;
- train new hires on the Company's guiding principles, through knowledge of the Model and the Code of Ethics;
- share the Model, its purposes and the "maintenance" activities of the control environment with Top Management.

In any case, the training activity aimed at disseminating knowledge of the regulations referred to in Legislative Decree 231/2001 and the provisions of the Model adopted will be differentiated in content and methods according to the qualification of the recipients, the level of risk of the area in which they operate, and whether or not they have representative functions of the Company.

The initial communication and periodic training activities for company personnel will be documented by the Company's Human Resources Department and duly communicated to the SB, which will take note of them.

SPECIAL PART

Section Five

1. Introduction

The Special Part of the Model aims to define the rules of organization, management and control that must guide the Company and all the Recipients of the Model in carrying out the activities in the context of which the predicate offences of Legislative Decree 231/2001 may be committed.

In order to prevent or mitigate the risk of committing the offences envisaged by Legislative Decree 231/2001, the Company, in addition to having adopted a Code of Ethics, has defined specific prevention protocols for each of the 231 risk areas.

With reference to each of these risk areas, the risk profiles of the commission of the specific types of predicate offences have been identified, the parties involved in various capacities in the implementation of the activities have been identified, principles of conduct and control have been formulated to oversee the risks in question and the methods that must be observed by the Recipients of the Model have been identified to ensure a constant flow of information to the Supervisory Body, so that the same can effectively and efficiently carry out its control activity.

The principles on which the Company has based itself in the drafting of the protocols are as follows:

- formal attribution of responsibilities;
- powers of signature and internal authorization powers must be assigned on the basis of formalized rules, in line with organizational and managerial responsibilities and with a clear indication of expenditure limits;
- separation of tasks and functions: there must be no identity of subjects between those who authorise the operation, those who carry it out and report on it and those who control it;
- traceability: it must be possible to reconstruct the formation of the documents and the information/documentary sources used to support the activity carried out, to guarantee the transparency of the choices made; each operation must be documented at all stages so that verification and control activities are always possible. The verification and control activity must in turn be documented through the drafting of reports;
- archiving/keeping of documents: documents relating to the activities of the 231 risk area must be archived and stored, by the Head of the Department/Function concerned or by the person delegated by him/her, in such a way as not to allow access to third parties who are not expressly authorised. The documents officially approved by the corporate bodies and by the

persons authorised to represent the Company towards third parties may not be modified, except in the cases indicated by the procedures and in any case in such a way that there is always a trace of the change;

- confidentiality: access to documents already archived is allowed to the Head of the Department/Function and to the person delegated by him/her. It is also allowed to the members of the Supervisory Body, the Board of Directors and the Independent Auditors.

For each Decision Protocol, a person in charge is identified who guarantees compliance with and applies the rules of conduct and controls defined in the document, takes care of updating them and informs the Supervisory Body of significant facts or circumstances found in the exercise of the activities at risk pertaining to him, in accordance with the provisions of the General Part. This person generally coincides with the head of the Department/Function within which the activities referred to in risk area 231 or, in any case, a significant part of them are carried out.

2. Decision-Making protocols

The specific decision protocols, defined for each 231 risk area are:

- Supply chain planning & Logistics;
- Management of commercial activities;
- Management of relations with agents;
- Management of gifts, sponsorships, donations and entertainment expenses;
- Procurement of goods and services (direct purchases);
- Procurement of goods and services (indirect purchases);
- Consultancy and professional assignments to third parties;
- Accounting, financial statements and asset operations;
- Management of tax obligations;
- Management of monetary and financial flows;
- Management of intra-group relationships;
- Selection, recruitment and management of personnel;
- Management of litigation, settlement agreements and relations with the judicial authorities;
- Management of corporate obligations and relations with corporate bodies;
- Management of Relations with the Public Administration and the Supervisory Authorities;
- Management of information systems;
- Environmental and OSH obligations.

ATTACHMENTS

1. Relevant administrative crimes and offences pursuant to Legislative Decree 231/01
2. Code of Ethics
3. Whistleblowing procedure