



Model of organization, management and control

Pursuant to Article 6, paragraph 3, of Legislative Decree No. 231 of June 8, 2001.

Approved by the Board of Directors of Giacomini S.p.A. on 11/25/2024

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Definitions

- **Company** or **Giacomini**: Giacomini S.p.A., based in San Maurizio d'Opaglio (NO), Via per Alzo, No. 39.
- **Decree**: Legislative Decree No. 231 of June 8, 2001, as amended or supplemented.
- **Sensitive activities**: activities of the Company within the scope of which there is a risk, even potential risk, of commission of offenses under the Decree.
- **PA**: Public Administration.
- **Public official**: one who exercises a legislative, judicial or administrative public function under Article 357 of the Criminal Code.
- **Person in charge of a public service**: one who in any capacity performs a public service, to be understood as an activity regulated in the same forms as the public function, but characterized by the lack of powers typical of the latter under Article 358 of the Criminal Code.
- **Confindustria Guidelines**: guidance document of Confindustria (approved on March 7, 2002 and updated as of March 31, 2014) for the construction of the organization, management and control models referred to in the Decree.
- **Model**: Organization, management and control model pursuant to Legislative Decree 231/2001 adopted by the Company.
- **Code of Ethics**: Code of Ethics (Integrity and Transparency Guidelines and Regulations) adopted by the Company.
- **Supervisory Board** or **SB**: a body provided for in Article 6 of the Decree, responsible for supervising the functioning of and compliance with the organizational model and its updating.
- **Senior Persons**: persons who hold representative, administrative or managerial positions in the Company or in a unit of the Company with financial and functional autonomy, as well as persons who exercise, even de facto, management or control of the Company.
- **Subordinates**: persons subject to the direction or supervision of the persons mentioned in the preceding paragraph.
- **Consultants**: individuals who, by reason of professional expertise, perform their intellectual work for or on behalf of the Company on the basis of a mandate or other professional relationship.
- **Employees**: individuals having with the Company a contract of employment, parasubordinate employment, or administered by employment agencies.
- **Partners**: the contractual counterparts of the Company, natural or legal persons, with whom the Company comes to any form of contractually regulated collaboration.
- **CCNL**: National Collective Labor Agreement currently in force and applied by Giacomini S.p.A.
- **Implementation tools of the Model**: all provisions, internal measures, acts and corporate operating procedures, etc., e.g., bylaws, delegations and powers, organizational charts, *job descriptions*, procedures, organizational provisions.

Document structure

This document consists of a **General Part** and a **Special Part**.

The **General Part** is concerned with a description of the regulations contained in Legislative Decree 231/2001, an indication, in the parts relevant to the Decree, of the regulations specifically applicable to the Company, a description of the offenses relevant to the Company, an indication of the recipients of the Model, the operating principles of the Supervisory Board, the definition of a system of sanctions dedicated to the supervision of violations of the Model, and an indication of the obligations to communicate the Model and train personnel.

The object of the **Special Part** is to indicate the "sensitive" activities-that is, the activities that have been considered by the Company to be at risk of crime, as a result of the risk analyses conducted-in accordance with the Decree, the general principles of conduct, the elements of prevention to guard the aforementioned activities, and the essential control measures deputed to the prevention or mitigation of offenses.

They also constitute an integral part of the Model:

- the *risk self-assessment* aimed at identifying sensitive activities, referred to here in full and on file with the Company;
- The *Code of Ethics*, which defines the principles and standards of behavior of the Company;
- The *Model's Implementation Tools*.

These acts and documents can be found, in the manner prescribed for their dissemination, within the company and on the company intranet. The Model 231 sets out i) the assessment carried out regarding the risks of committing the crimes expressly referred to in the Decree 231; ii) the identification of the Sensitive Activities, in order to verify which areas of activities and in which ways the aforementioned types of crime could abstractly be committed; iii) the existing control system with reference to the control measures applied to prevent risks of commission of these crimes; iv) the rules for the identification, composition and operation of the 231 Supervisory Body and the reporting to and from such Body; v) the disciplinary and sanctioning system applicable in the event of non-compliance with the rules referred to in the Model and vi) the procedures for updating the Model 231 itself.

General Part

1. Legislative Decree No. 231 of June 8, 2001.

1.1. Characteristics and nature of entity liability

Legislative Decree No. 231 of June 8, 2001, in transposing international regulations regarding the fight against corruption, establishes the principle through which some collective bodies (hereinafter also referred to as “*Entities*”) are responsible, in the manner and within the terms indicated, for crimes committed by Staff belonging to the corporate structure – crimes which are specifically indicated in the Decree itself. The nature of this new form of liability of entities is of a "mixed" kind, and its peculiarity lies in the fact that it combines aspects of the criminal and administrative sanction system. Under the Decree, in fact, the entity is punished with a sanction of an administrative nature, as it responds to an administrative offense, but the sanction system is based on the criminal process: the competent Authority to challenge the offense is the public prosecutor, and it is the criminal judge who imposes the sanction.

The administrative liability of the entity is distinct and autonomous from that of the natural person committing the crime and subsists even when the perpetrator of the crime has not been identified, or when the crime has been extinguished for a cause other than amnesty. In any case, the liability of the entity is always in addition to, and never in place of, that of the individual perpetrator of the crime.

The scope of application of the Decree is very broad and covers all entities provided with legal personality, companies, associations, including those without legal personality, public economic entities, and private entities that are concessionaires of a public service. On the other hand, the regulations do not apply to the state, territorial public entities, noneconomic public entities, and entities that perform functions of constitutional importance (such as, for example, political parties and trade unions).

The liability is however excluded if the legal entity has, among other things, before the commission of the crime, adopted and effectively implemented appropriate organization, management and control models apt to prevent the crimes themselves.

The rule does not refer to entities not based in Italy. However, in this regard, an order of the GIP of the Court of Milan (ord. June 13, 2007; see also GIP Milan, ord. April 27, 2004, and Court of Milan, ord. October 28, 2004) has sanctioned, basing the decision on the principle of territoriality, the existence of the jurisdiction of the Italian court in relation to crimes committed by foreign entities in Italy.

The entity may be called on to answer in Italy for the crimes contemplated by the same Legislative Decree no. 231 of 2001, which were committed abroad, where the substantive and procedural conditions provided for under Art. 4 of Legislative Decree n. 231 of 2001 are met.

According to the most recent case-law, there is liability pursuant to Italian Legislative Decree n. 231 of 2001 before the Italian courts, both i) for legal entities that have their registered office

abroad, for acts committed in a minor part in Italy, and ii) for legal entities that have their registered office in Italy for acts of crimes committed entirely abroad.

With regard to the legal entities under ii), in order to avoid having an organizational deficit, which could result in a judgment regarding the inappropriate nature of the Model 231, adequate procedures must be adopted and implemented to prevent the risk of breach of the Model abroad.

1.2. Offenses identified by the Decree and subsequent amendments

- As concerns crimes from which the liability of Entities arises, Legislative Decree 231/2001 identifies the following standard types: Crimes committed in relations with the Public Administration (Articles 24 and 25);
- Computer crimes and unlawful data processing (Article 24-bis);
- organized crime offenses (Article 24-ter);
- counterfeiting money, public credit cards, revenue stamps, and identification instruments or signs (Article 25-bis);
- Crimes against industry and commerce (Art. 25-bis.1);
- corporate crimes (Art. 25-ter);
- Crimes for the purpose of terrorism or subversion of democratic order (Art. 25-quater);
- female genital mutilation practices (Art.25-quater.1);
- Crimes against the individual personality (Art. 25-quinquies);
- market abuse (Art. 25-sexies);
- culpable homicide or serious or very serious injury, committed in violation of occupational health and safety regulations (Art. 25-septies);
- Handling stolen goods, money laundering and use of money, goods or benefits of illicit origin as well as self-money laundering (Art. 25-octies);
- Crimes relating to payment instruments other than cash and fraudulent values transfer (art.25-octies)
- Copyright infringement crimes (Art. 25-novies);
- Inducement not to make statements or to make false statements to judicial authorities (Art. 25-decies);
- Environmental crimes (Art. 25-undecies);
- Crime of employing foreign nationals with no residence permit (Art. 25-duodecies);
- Transnational crimes (Art. 10, Law No. 146 of March 16, 2006);
- racism and xenophobia (Article 25-terdecies);
- fraud in sports competitions, unlawful gaming or betting and gambling exercised by means of prohibited devices (Art. 25-quaterdecies);
- Tax crimes (Art. 25- quinquiesdecies);
- smuggling crimes (art. 25-undecies)
- Crimes against cultural heritage (Articles 25-septiesdecies and 25-duodevicies)

The applicability and relevance of each offense to the Company is discussed in more detail in Section 7 of this General Part.

1.3. Criteria for imputing liability to the entity

In addition to the commission of one of the predicate offenses, other regulatory requirements must be integrated for the entity to be punishable under Legislative Decree 231/2001. These additional criteria of entity liability can be distinguished into "objective" and "subjective."

The first objective criterion is supplemented by the fact that the crime was committed by a person linked to the entity by a qualified relationship. In this regard, a distinction is made between:

individuals who hold the position of representatives, directors or managers of the entity or of one of its organizational units that enjoys financial and functional independence, in addition to individuals who are responsible for the management or control of the entity" (i.e. persons in "senior positions" or "top management"); Art. 5, paragraph 1, letter a), Leg. Decree 231/2001); individuals subject to the management or supervision of one of the persons/entities referred to in letter a)" (i.e. individuals subject to the management of others; Article 5, paragraph (1), letter (b) of Leg. Decree 231/2001) For crimes committed by the top management, the Decree introduces a sort of presumption of liability for the legal entity, which needs to demonstrate that the conditions referred to in Art. 6 of the Decree exist (jointly).

Otherwise, for crimes committed by persons subject to the management of others, the burden of proof is reversed. For this reason, the legal entity can only be called to account if it has been ascertained that the crime was committed due to a breach of the management or supervision obligations.

This circumstance is deemed excluded, if the legal entity has adopted and effectively implemented a Model that is appropriate in terms of its preventive effectiveness, subsequent to the crime being committed.

Another objective criterion is that the crime must be committed in the interest or for the benefit of the entity; the existence of at least one of the two conditions, which are alternatives, is sufficient:

- "interest" exists when the perpetrator acted with the intent to benefit the entity, regardless of whether that goal was then actually achieved;
- "advantage" exists when the positive result that the legal entity has objectively obtained from the crime committed, regardless of the intention of the person committing it. The legal entity is not liable if the unlawful act was committed in the exclusive interest of the person or of third parties.

According to the Supreme Court of Cassation (Cass. Pen., March 4, 2014, n10265), the concepts of interest and advantage are not to be understood as a unitary concept, but dissociated, the distinction between what could be understood as a possible gain foreshadowed as a consequence of the offence, versus an advantage clearly achieved as a result of the outcome of the offence, being evident. The Court of Milan (ord. Dec. 20, 2004) and the Supreme Court of Cassation (see also Cass. Pen. pronouncement, March 4, 2014, no. 10265) have also expressed this view, according to which the mere finalization of the criminal conduct to the pursuit of a given utility is sufficient, regardless of whether this is actually achieved. The liability of the entity exists not only when it has gained an immediate pecuniary advantage from the commission of the crime, but also in the event that, even in the absence of such a result, the act finds motivation in the interest of the entity. Improving one's position in the market or concealing a financial crisis situation, for example, are cases that involve the interests of the entity without, however, bringing it an immediate financial benefit. It is also important to point out that if the crime is committed by qualified individuals of an entity belonging to a group, the concept of interest may be extended in a sense unfavorable to the parent company. The Court of

Milan (ord. Dec. 20, 2004) has sanctioned that the element characterizing group interest lies in the fact that it is not configured as proper and exclusive to one of the members of the group, but as common to all the individuals who are part of it. For this reason, it is affirmed that the offence committed by the subsidiary can also be charged to the parent company, provided that the natural person who committed the offence - even as an accomplice - also belongs functionally to it.

As for the subjective criteria for imputation of the crime to the entity, these pertain to the preventive tools that the entity has equipped itself with in order to prevent the commission of one of the crimes provided for by the Decree in the exercise of its business activity. The Decree, in fact, provides for the exclusion of the entity from liability only if it demonstrates:

- that the management body has adopted and effectively implemented, prior to the commission of the act, organization, management and control models suitable for preventing crimes of the kind that occurred;
- that the task of supervising the operation of and compliance with the models and ensuring that they are updated has been entrusted to a body of the entity with autonomous powers of initiative and control;
- That there was no failure or insufficient supervision by the said body.

The conditions just listed must work together for the entity's liability to be excluded.

Although the model serves as a cause for non-punishment whether the predicate offense was committed by a person in an apical position or by a person in a subordinate position, the mechanism provided by the Decree regarding the burden of proof is much stricter for the entity in the case where the offense was committed by a person in an apical position. In the latter case, in fact, the entity must prove that the individuals committed the crime by fraudulently circumventing the model; the Decree thus requires a stronger proof of extraneousness, as the entity must also prove fraudulent conduct by apical individuals.

In the case of offenses committed by subordinates, on the other hand, the entity can be held liable only if it is established that the commission of the crime was made possible by the failure to comply with management or supervisory obligations, which is in any case excluded if, prior to the commission of the crime, the entity had an organizational, management and control model suitable for preventing crimes of the kind committed. This is, in this case, a true fault in organization: the entity has indirectly consented to the commission of the crime by not supervising the activities or behavior of the individuals at risk of committing a predicate offense.

1.4. Indications of the Decree regarding the characteristics of the Model

The Decree merely regulates some general principles regarding the organization, management and control model, but does not provide specific characteristics of it.

The model operates as a cause for non-punishment only if:

- effective, that is, whether reasonably suitable to prevent the crime or crimes committed;
- actually implemented, that is, whether its content is applied in the company's procedures and internal control system.

As for the effectiveness of the model, the Decree stipulates that it should have the following minimum content:

- activities of the entity in the scope of which crimes may be committed are identified;
- there are specific protocols aimed at planning the formation and implementation of the entity's decisions, in relation to the crimes to be prevented;
- methods of managing financial resources suitable for preventing the commission of crimes are identified;
- an appropriate disciplinary system is introduced to punish non-compliance with the measures specified in the model;
- there are obligations to provide information to the Supervisory Board;
- in relation to the nature and size of the organization, as well as the type of activity carried out, appropriate measures are planned to ensure that the activity is carried out in compliance with the law and to discover and eliminate risk situations in a timely manner.

The Decree stipulates that the model must be subject to periodic verification and updating, both if significant violations of the requirements emerge and if significant changes occur in the organization or activity of the entity or if the relevant regulations change, particularly when new predicate offenses are introduced.

1.5. Crimes committed abroad

Under Article 4 of the Decree, the entity can be held accountable in Italy for predicate offenses committed abroad.

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

- the general conditions of prosecution provided for in Articles 7, 8, 9, 10 of the Criminal Code are met in order to prosecute in Italy a crime committed abroad;
- the entity has its head office in the territory of the Italian state;
- the state of the place where the crime was committed does not prosecute the entity.

1.6. Sanctions

The penalty system under Legislative Decree 231/2001 is divided into four types of sanctions, to which the entity may be subject in the event of conviction under the Decree:

- **Monetary penalty:** is always applied if the court finds the entity liable. It is calculated through a system based on quotas, which are determined by the

judge in number and amount: the number of quotas, to be applied between a minimum and a maximum that varies depending on the case, depends on the seriousness of the crime, the degree of responsibility of the entity, the activity carried out to eliminate or mitigate the consequences of the crime or to prevent the commission of other offenses; the amount of the individual quota, on the other hand, is to be established, between a minimum of € 258.00 and a maximum of € 1,549.00, depending on the economic and patrimonial conditions of the entity;

- **Disqualification** sanctions: disqualification sanctions apply, in addition to monetary sanctions, only if expressly provided for the crime for which the entity is convicted and only if at least one of the following conditions is met:
 - ✓ the entity derived a significant profit from the crime and the crime was committed by a top person, or by a subordinate person if the commission of the crime was made possible by serious organizational deficiencies;
 - ✓ In case of repeated offenses.

The disqualifying sanctions under the Decree are:

- ✓ Disqualification from engaging in the business;
- ✓ The suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;
- ✓ The prohibition of contracting with the public administration, except to obtain the performance of a public service;
- ✓ exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted;
- ✓ A ban on advertising goods or services.

Exceptionally applicable with definitive effects, interdictory sanctions are temporary, with a duration ranging from three months to two years, and are aimed at the specific activity of the entity to which the offence refers. They can also be applied as a precautionary measure, prior to conviction, at the request of the Public Prosecutor, if there are serious indications of the entity's liability and well-founded and specific elements that suggest a concrete danger of further commission of offenses of the same nature as the one for which they are being prosecuted;

- **confiscation:** the confiscation of the price or profit of the crime (ordinary confiscation) or of goods or other utilities of equivalent value (equivalent confiscation) is always ordered with the conviction. The profit of the crime has been defined by the United Sections of the Court of Cassation (see Cass. Pen., S.U., March 27, 2008, no. 26654) as the economic advantage of direct and immediate causal derivation from the crime, and concretely determined net of the actual utility obtained by the injured party in the context of a possible contractual relationship with the entity; the United Sections also specified that any business-type parameter must be excluded from this definition, so that profit cannot be identified with the net profit made by the entity (except in

case, normatively provided for, of commissioning of the entity). For the Court of Naples (ord. July 26, 2007) the failure to decrease assets determined by the failure to disburse sums for costs that should have been incurred cannot also be considered extraneous to the concept of profit;

- **publication of the judgment of conviction:** may be ordered when the entity is sentenced to a disqualifying sanction; consists of the publication of the judgment once only, in excerpts or in full, in one or more newspapers indicated by the judge in the judgment as well as by posting in the municipality where the entity has its main office, and is carried out at the expense of the entity.

Administrative penalties against the entity shall be prescribed as of the fifth year from the date of commission of the offense.

The entity's final conviction shall be entered in the National Register of Administrative Offense Penalties.

1.7. The modifying events of the entity

The Decree regulates the entity's liability regime in the event of transformation, merger, demerger and transfer of business.

In case of transformation of the entity, liability for crimes committed prior to the date on which the transformation took effect remains in place. The new entity will therefore be the recipient of the penalties applicable to the original entity, for acts committed prior to the transformation.

In the case of a merger, the merged entity, including by incorporation, is liable for the crimes for which the merged entities were liable. If it took place before the conclusion of the trial to determine the liability of the entity, the court must take into account the economic conditions of the original entity and not those of the merged entity.

In the case of a demerger, the liability of the demerged entity for offenses committed prior to the date on which the demerger took effect remains unaffected, and the entities benefiting from the demerger are jointly and severally liable to pay the financial penalties imposed on the demerged entity to the extent of the value of the net assets transferred to each individual entity, unless it is an entity to which the branch of activity within which the offense was committed was also transferred in part; disqualification penalties apply to the entity (or entities) into which the branch of activity within which the crime was committed has remained or merged. If the demerger took place before the conclusion of the judgment to establish the liability of the entity, the court must take into account the economic conditions of the original entity and not those of the merged entity.

In case of sale or transfer of the business within which the crime was committed, except for the benefit of prior enforcement of the transferor entity, the transferee is jointly and severally obligated with the transferor entity to pay the financial penalty, within the limits

of the value of the transferred business and to the extent of the fines shown in the statutory books of account or due for wrongdoing of which the transferee was otherwise aware.

2. The Company and its system of internal control

Giacomini S.p.A., founded in 1951 as a small engineering company to manufacture brass valves for the plumbing and heating industry, is now a leading group in the industry.

In addition to the *core business* of brass, raw, chrome-plated and nickel-plated, the Company offers the market a wide range of plastic pipes and fittings and radiant heating and cooling systems for building systems.

The catalog is completed with a thermoregulation package, metering systems, and systems designed for the use of renewable sources (solar thermal, etc.).

The products meet the strictest international standards, and guarantee high quality, innovation and technology content. The goal is to provide the market with "a **zero-emission**," or environmentally friendly, **home**.

Giacomini in particular invests in the **search for energy solutions with an ever decreasing environmental impact**, for the exploitation of renewable resources (sun, water) as opposed to traditional ones (oil, methane), and for the containment of emissions (CO₂, NO_x).

The company counts on a Quality Management System that has been established and certified for years according to the UNI EN ISO 9001 standard and an Environment and Occupational Health and Safety Management System that complies with ISO 14001:2004 and OHSAS 18001:2007, respectively.

The Company's *corporate governance* system is broken down as follows:

- **Shareholders' Meeting:** deliberates on matters reserved to it by law as well as on the authorizations required by the Articles of Association for the performance of acts of the directors. In any case, resolutions concerning the assumption of shareholdings involving unlimited liability for the obligations of the investee company are the responsibility of the ordinary shareholders' meeting.
- **Board of Directors:** consists of a minimum of *four* to a maximum of *eleven* members. It is up to the ordinary shareholders' meeting to determine the number of members of the Board of Directors. The Board of Directors is vested with the broadest powers of ordinary and extraordinary administration without any limitation except for the following operations for which the prior authorization of the ordinary shareholders' meeting is required, which, in such a case, must deliberate, both in first and subsequent calls, with the favorable vote of as many shareholders as represent 75% of the share capital, without prejudice, in any case, to the responsibility of the administrative body for the acts performed:
 - a) Sales, exchanges and divisions of real estate;

- b) sureties and guarantees in general in favor of third parties, as well as endorsement of bills issued by third parties;
 - c) borrowing and long-term financing;
 - d) Establishment, subrogation, reduction, subordination and cancellation of mortgages on real estate;
 - e) Establishment of Companies of any nature and assumption or transfer of participation in them;
 - f) Purchase, sale and lease of businesses, trademarks and patents.
- **Board of Statutory Auditors:** monitors compliance with the law and the Articles of Association, compliance with the principles of proper administration and, in particular, the adequacy of the administrative and accounting organizational structure adopted by the Company and its actual functioning. The Board of Statutory Auditors consists of three standing auditors and two alternate auditors.
 - **Statutory Auditor:** the statutory audit on the Company is performed by a registered auditing firm.

3. Purpose of the Model

By adopting the Model, the Company intends to comply with the Decree on time and to improve and make its existing internal control and corporate governance system as efficient as possible.

The main objective of the Model is to create an organic and structured system of control principles and procedures, designed to prevent, where possible and concretely feasible, the commission of the offenses set forth in the Decree. The Model constitutes the foundation of the Company's governance system and implements the process of spreading a business culture marked by fairness, transparency and legality.

In addition, the Model has the following purposes:

- provide adequate information to Employees, those who act on behalf of the Company, or are linked to the Company by relationships relevant to the Decree, with reference to activities that involve the risk of commission of crimes;
- spread a business culture that is based on legality, as the Company condemns any behavior that does not comply with the law or internal provisions, and in particular the provisions contained in its Model;
- Spread a culture of control and risk management;
- implement an effective and efficient organization of business activities, with special emphasis on the formation of decisions and their transparency and traceability, the empowerment of resources dedicated to the making of such decisions and their implementation, the provision of controls, preventive and subsequent, and the management of internal and external information;
- Implement all necessary measures to reduce the risk of committing crimes as much as possible and in a short time.

4. Code of Ethics

The Company has adopted a Code of Ethics, the ultimate purpose of which is to establish the principles of conduct that guide everyone operating in and for Company. Honesty, integrity, respect for laws, regulations and codes of ethics constitute the founding values of the organizational culture and the activities carried out by the Company.

The Model presupposes compliance with the provisions of the Code of Ethics, forming with it a *body* of internal rules aimed at the dissemination of a culture marked by ethics and corporate transparency.

The Company's Code of Ethics, in all its future reformulations, **is hereby understood to be referred to in its entirety and constitutes the essential foundation of the Model**, the provisions of which are supplemented by what is set forth therein.

5. Methodology for preparing and adopting the Model

Giacomini S.p.A.'s Model has been prepared taking into account the activity concretely carried out by the Company, its structure, and the nature and size of its organization. It is understood, however, that the Model will be subject to updates as necessary, based on the future evolution of the Company and the context in which it operates.

The Company carried out a preliminary analysis of its corporate context and, subsequently, an analysis of the areas of activity that present potential risk profiles, in relation to the commission of the crimes indicated by the Decree. In particular, the following were analyzed: the history of the Company, the corporate context, the sector to which it belongs, the corporate organizational structure, the existing corporate governance system, the system of proxies and powers of attorney, the existing legal relationships with third parties, the operational reality, and the practices and procedures formalized and disseminated within the Company for the performance of operations.

For the purposes of preparing this document, consistent with the provisions of the Decree and the Guidelines for the construction of organization, management and control models pursuant to Legislative Decree No. 231 of June 8, 2001, issued by Confindustria in the March 2014 version, the Company therefore proceeded:

- to the identification of processes, sub-processes or business activities in which it is possible that the predicate offenses set forth in the Decree may be committed, through interviews with the Heads of Business Functions;
- to the self-assessment of risks (so-called risk self-assessment) of the commission of crimes and the internal control system suitable for preventing illegal behavior;

- to the identification of adequate control measures, either already in place or to be implemented in the company's operating procedures and practices, necessary for the prevention or mitigation of the risk of commission of the offenses referred to in the Decree;
- to the analysis of its own system of delegation and authority and allocation of responsibilities.

In relation to the possible commission of the crimes of culpable homicide and serious or very serious injury committed in violation of accident prevention regulations (Article 25-septies of the Decree), the Company has carried out an analysis of its corporate context and all specific activities carried out, as well as an assessment of the risks associated with this on the basis of the results of the audits carried out in compliance with the provisions of Legislative Decree 81/2008 and the special regulations related thereto.

The Company adopted its organization, management and control model by a resolution of the Board of Directors on 16/10/2012

Amendments to the Model are the sole responsibility of the Board of Directors.

The Company promotes the adoption of the Model, or in any case of principles and rules of organization and control that conform to those contained in this Model, also by Foreign Subsidiaries that do not operate in Italy. In this regard, the Company has adopted the "Guidelines pursuant to Legislative Decree 231/2001 for the Foreign Subsidiaries of Giacomini S.p.A.," indicating the principles of organization and behavior to which the aforementioned companies are called upon to conform, in compliance with the regulations applicable in the countries in which they are based, as well as with the organizational structure and internal policies in place.

6. Amendments and updating of the Model

The Model must always be promptly amended or supplemented, by resolution of the Board of Directors, also upon the proposal of the Supervisory Board, when:

- significant changes in the Company's regulatory framework, organization or business have occurred;
- violations or circumventions of its requirements have occurred, which have demonstrated its ineffectiveness for the prevention of crimes.

For these purposes, the SB receives information and reports from the Human Resources and Organization Department regarding changes in the Company's organizational framework, procedures, and organizational and management methods.

In any case, any occurrences that make it necessary to amend or update the Model must be reported by the Supervisory Board in writing to the Board of Directors so that it can carry out the resolutions within its competence.

Changes in company procedures necessary for the implementation of the Model are undertaken by the Functions concerned. The Company shall update the special part of the Model accordingly, if necessary; such changes will be subject to ratification by

Of the first useful Board of Directors. The Supervisory Board is constantly informed about progress of the actions undertaken and implementation of new operating procedures and is entitled to express its opinion on changes made to the Model.

7. Crimes relevant to the Company

In view of the Company's structure and activities, the management involved in the analysis identified the following predicate offenses as relevant:

- Crimes committed in relations with the Public Administration (Articles 24 and 25);
- Computer crimes and unlawful data processing (Article 24-bis);
- organized crime offenses (Article 24-ter);
- counterfeiting money, public credit cards, revenue stamps, and identification instruments or signs (Article 25-bis);
- Crimes against industry and trade (art.25-bis.1);
- corporate crimes (Art. 25-ter);
- Crimes for the purpose of terrorism or subversion of democratic order (Art. 25-quater);
- Manslaughter or grievous or very grievous bodily harm committed in violation of occupational health and safety regulations (Article 25-septies);
- Handling stolen goods, money laundering and use of money, goods or benefits of illicit origin as well as self-money laundering (Art. 25-octies);
- Crimes relating to payment instruments other than cash and fraudulent values transfer (art.25-octies)
- Copyright infringement crimes (Art. 25-novies);
- Inducement not to make statements or to make false statements to judicial authorities (Art. 25-decies);
- Environmental crimes (Art. 25-undecies);
- Crime of employing foreign nationals with no residence permit (Art. 25-duodecies);
- Crimes against the individual (Art. 25-quinquies);
- transnational crimes (Art. 10, L. 146/2006);
- Tax crimes (Art. 25- quinquiesdecies);
- Smuggling (Art. 25-sexiesdecies).

On the other hand, practices of female genital mutilation (art. 25-quater.1), market abuse (art. 25-sexies), racism and xenophobia (art.25-terdecies) and fraud in sports competitions, abusive exercise of gaming or betting and games of chance exercised by means of prohibited devices (art. 25-quaterdecies), as the Company does not carry out activities in which the same can be committed, nor does it appear configurable, in case of their commission, the interest or advantage of the same.

This document identifies, in the following Special Part, for each category of crimes relevant to Giacomini, the activities of the Company referred to as sensitive due to the inherent risk of the commission of crimes of the kind listed here and provides for each of the sensitive activities principles and prevention protocols.

The Company is committed to constantly assessing the relevance for the purposes of the Model of any additional offenses, whether already provided for or to be provided for in the Decree in the future.

8. Addressees of the Model

Giacomini S.p.A.'s Model applies to:

- to those who perform, even de facto, management, administration, direction or control functions in the Company or in an autonomous organizational unit thereof;
- to Employees of the Company, even if abroad for the performance of activities;
- to Consultants and all those who, although not part of the Company's staff, act on behalf of or on behalf of the Company or act in its interest because they are linked to it by contractual legal relationships.

The Directors/Managers holding relationships with counterparties shall coordinate with the Supervisory Board in order to determine any additional categories of recipients of the Model, in relation to the legal relationships and activities carried out by them with the Company.

All recipients of the Model are required to comply punctually with its provisions and the **Model's Implementation Tools**.

9. Supervisory Board

9.1. Function

The Company establishes, in compliance with the Decree, a Supervisory Board (hereinafter also "SB"), which is autonomous, independent and competent in the control of risks related to the specific activity carried out by the Company itself and its legal profiles.

The Supervisory Board is responsible for constant vigilance:

- On compliance with the Model by the recipients, as identified in the previous paragraph;
- On the actual effectiveness of the Model in preventing the commission of the crimes referred to in the Decree;
- On the implementation of the requirements of the Model in the performance of the Company's activities;
- On updating the Model, in case it is found to be necessary to adapt it due to changes that have occurred in the company's structure and organization, the activities carried out by the Company, or the regulatory framework of reference.

The Supervisory Board shall have its own Rules of Operation, approving their contents and submitting them to the Board of Directors.

9.2. Requirements and composition

Each member of the Supervisory Board must be selected solely on the basis of the requirements of:

- **autonomy** and independence: the autonomy and independence of the Supervisory Board, as well as of its members, are key elements for the effectiveness of the control activity. The concepts of autonomy and independence do not have a valid definition in an absolute sense, but must be declined and framed in the operational complex in which they are to be applied. Since the Supervisory Board has the task of verifying compliance, in the company's operations, with the protocols applied, its position within the entity must guarantee its autonomy from any form of interference and conditioning by any component of the entity and in particular the top management, especially considering that the function exercised is expressed, also, in the supervision regarding the activity of the apical organs. Therefore, the Supervisory Board is included in the organizational structure of the Company in the highest position and is accountable, in the performance of this function, only to the Board of Directors. Moreover, in order to further ensure the autonomy of the Supervisory Board, the Board of Directors provides it with company resources, of a number and skills commensurate with the tasks entrusted to it, and approves in the context of the formation of the company budget an adequate endowment of financial resources, proposed by the Supervisory Board, which the latter may use for any needs necessary for the proper performance of its tasks (e.g., specialized consulting, travel, etc.). The autonomy and independence of the individual member of the Supervisory Board should be determined on the basis of the function performed and the tasks assigned to him/her, identifying from whom and from what he/she must be autonomous and independent in order to be able to carry out these tasks. Consequently, each member must not hold decision-making, operational and managerial roles such as to compromise the autonomy and independence of the entire Supervisory Board. In any case, the requirements of autonomy and independence presuppose that members are not in a position, even potential, of personal conflict of interest with the Company;
- **professionalism**: the Supervisory Board must possess within it technical and professional skills appropriate to the functions it is called upon to perform. Therefore, it is necessary for the Supervisory Board to include individuals with appropriate professional skills in economic, legal and business risk analysis, control and management. In particular, the Supervisory Board must have the necessary specialized technical skills in order to carry out control and advisory activities. In order to ensure the professional skills useful or necessary for the activity of the Supervisory Board, and to guarantee the professionalism of the Board (as well as, as already pointed out, its autonomy), a specific expenditure budget is allocated to the Supervisory Board at its disposal, aimed at the possibility of acquiring outside the entity, when necessary, additional skills to its own. The Supervisory Board can thus, also making use of external professionals, equip itself with competent resources in, for example, legal matters, business organization, accounting, internal controls, finance and safety in the workplace, etc;
- **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. Continuity of action should not be understood as "incessant operation," since such an interpretation would necessarily impose a

Supervisory Board composed exclusively of members from within the entity, when, on the other hand, this circumstance would determine a decrease in the indispensable autonomy that must characterize the Board itself. Continuity of action implies that the activity of the Supervisory Board should not be limited to periodic meetings of its members, but should be organized on the basis of a plan of activities and the constant conduct of monitoring actions and analysis of the entity's system of preventive controls.

Applying these principles to the company's reality and in view of the specificity of the tasks that fall to the Supervisory Board, it is composed in collegial form of 3 members, at least 2 of whom are external to the Company, one of whom is appointed chairman.

9.3. Eligibility requirements

All members of the Supervisory Board are required in advance not to be in any of the following conditions of ineligibility and/or incompatibility:

- Have been subject to preventive measures ordered by the judicial authority under Law No. 1423 of December 27, 1956 ("Preventive measures against persons dangerous to security") or Law No. 575 of May 31, 1965 ("Provisions against the Mafia");
- being investigated or having been convicted, including by a judgment that is not yet final or issued pursuant to Article 444 ff. of the Code of Criminal Procedure, even if with a conditionally suspended sentence, subject to the effects of rehabilitation:
 - for one or more offenses among those peremptorily provided for in Legislative Decree 231/2001;
 - For any nonnegligent crime;
- being disqualified, incapacitated, bankrupt, or having been sentenced, even by a non-final judgment, to a penalty involving disqualification, including temporary disqualification, from public office or inability to hold executive office.

The occurrence of even one of the above conditions results in ineligibility to serve as a member of the SB.

9.4. Appointment, revocation, replacement, disqualification, and termination

The Board of Directors appoints the Supervisory Board, giving reasons for the decision regarding the choice of each member, after verifying the existence of the requirements set forth in the preceding paragraphs, basing this decision not only on resumes but also on official and specific statements collected directly from the candidates. In addition, the Board of Directors receives a statement from each candidate attesting to the absence of the grounds for ineligibility referred to in the preceding paragraph.

After formal acceptance of the nominees, the appointment is communicated to all levels of the company via internal communication.

The SB remains in office until the expiration of the Board of Directors that appointed it. Members of the SB are eligible for re-election.

Removal from the office of a member of the SB can only occur by resolution of the Board of Directors for one of the following reasons:

- The loss of the requirements in the previous paragraphs;
- Failure to fulfill the obligations inherent in the assignment given;
- The lack of good faith and diligence in the performance of their duties;
- Failure to cooperate with other members of the SB;
- unexcused absence from more than two meetings of the SB.

It is obligatory for each member of the SB to notify the Board of Directors of the loss of the requirements in the preceding paragraphs.

The Board of Directors shall revoke the appointment of the member of the Supervisory Board who is no longer suitable and, after adequate justification, provide for his or her immediate replacement.

It shall be cause for forfeiture of the office, before the expiration of the term provided, if the person is incapacitated or unable to hold the office.

Each member of the SB may withdraw from his or her position at any time by giving written notice to the first useful Board of Directors and the other members of the SB.

In the event of disqualification or withdrawal at the head of one of the members of the SB, the Board of Directors shall promptly, collectively provide for the replacement of the member who has become unfit.

9.5. Activities and powers

The Supervisory Board meets at least twice a year and whenever one of the members has asked the others to convene it, justifying the appropriateness of convening it. Minutes are kept of each meeting of the Supervisory Board.

To carry out its assigned tasks, the Supervisory Board is vested with all powers of initiative and control over every company activity and personnel level, and reports exclusively to the Board of Directors, to which it reports through one or more of its members.

The duties and attributions of the SB and its members cannot be syndicated by any other corporate body or structure, it being understood that the Board of Directors may verify the consistency between the activity actually carried out by the Body and the mandate assigned to it. In addition, the SB, unless prevailing provisions of law, has free access - without the need for any prior consent - to all Functions and Bodies of the Company, in order to obtain any information or data deemed necessary for the performance of its duties.

The Supervisory Board performs its functions by coordinating with the other Bodies or Control Functions existing in the Company. In addition, the Supervisory Board coordinates with the Company Functions responsible for sensitive activities for all aspects related to the implementation of operational procedures for the implementation of the Model. The SB may also enlist the help and support of employees and external consultants, particularly for issues that require the aid of specialized expertise.

The Supervisory Board organizes its activities on the basis of an annual action plan, through which the initiatives to be undertaken aimed at evaluating the effectiveness and effectiveness of the Model as well as updating it are planned. This plan is presented to the Board of Directors.

The Supervisory Board determines its annual budget and submits it to the Board of Directors for approval.

The Supervisory Board, in overseeing the effective implementation of the Model, is endowed with powers and duties that it exercises in compliance with the law and the individual rights of workers and stakeholders, articulated as follows:

- Carry out or arrange to have carried out, under its direct supervision and responsibility, periodic inspection activities;
- Access to all information regarding the Company's sensitive activities;
- Request information or the production of documents regarding sensitive activities from all employees of the Company and, where necessary, from the Directors, the Board of Statutory Auditors, and persons appointed in compliance with the provisions of the regulations on accident prevention and the protection of health and safety in the workplace;
- to request information or the production of documents regarding sensitive activities from Consultants, Partners of the Company and in general from all recipients of the Model;
- Verify the main corporate acts and contracts concluded by the Company in relation to sensitive activities and their compliance with the provisions of the Model;
- Propose to the Body or Function holding disciplinary power the adoption of the necessary sanctions, referred to in paragraph 11 below;
- periodically check the effectiveness, effectiveness and updating of the Model and, where necessary, propose any changes and updates to the Board of Directors;
- To define, in accordance with the Human Resources and Organization Department, personnel training programs within the scope of issues on Legislative Decree 231/2001;
- prepare, at least every six months, a written report to the Board of Directors, with the minimum contents specified in Section 9.6 below;
- in the case of the occurrence of serious and urgent facts detected in the performance of its activities, immediately inform the Board of Directors;
- Coordinate with the Directors/Managers who hold relationships with counterparties in order to identify the types of recipients of the Model in relation to the legal relationships and activities carried out by them with the Company.

9.6. Information flows to and from the SB

The Supervisory Board has an obligation to report to the Board of Directors in two different ways:

- **On an ongoing basis**, for specific needs, including emergency needs;
- On a **semi-annual basis**, through a written report outlining the following specific information:
 - summary of the activity, controls carried out by the SB during the period and their findings;
 - Any discrepancies between the Model Implementation Tools and the Model itself;
 - Any new areas of commission of crimes under the Decree;
 - Disciplinary procedures activated on the proposal of the SB and any sanctions applied;
 - general evaluation of the Model and its effective functioning, with possible proposals for additions and improvements in form and content;
 - Any changes in the relevant regulatory framework;
 - Statement of expenses incurred.

The Board of Directors and the Chairman have the power to convene the SB at any time. Likewise, the SB has, in turn, the right to request, through the relevant Functions or individuals, the convening of the aforementioned Corporate Bodies for urgent reasons. Meetings with the Bodies to which the SB reports must be minuted and copies of the minutes must be kept by the SB and the Bodies involved from time to time.

The Supervisory Board also reports to the Board of Statutory Auditors, at least annually, on the application of the Model, its operation, its updating, and relevant facts or events encountered. In particular, the Supervisory Board:

- reports to the Board of Statutory Auditors any deficiencies found regarding the organizational structure and the effectiveness and functioning of procedures;
- reports on violations of the Model by Directors or other recipients of the Model.

All company personnel or external recipients of this document are obliged to communicate directly with the Supervisory Board through confidential internal mail or through the dedicated e-mail box.

Mailbox	odv@giacomini.com
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10. Performance by third parties

The provision of goods, works or services, which may involve sensitive activities, by third parties (e.g., other companies) must be regulated in the form of a written contract.

The contract between the parties should include the following clauses:

- The obligation on the part of the lending company to attest to the truthfulness and completeness of the documentation produced and information communicated to the Company pursuant to legal obligations;
- A commitment on the part of the lending company to comply, during the term of the contract, with the inspiring principles of the Model and Code of Ethics, as well as the provisions of Legislative Decree 231/2001 and to operate in line with them;
- The obligation to comply with any requests for information, data or news from the Company's Supervisory Board.

The contract must also provide for Giacomini's right to proceed with the application of forms of protection (e.g., termination of the contract, application of penalties, etc.), where a violation of the preceding points is detected.

11. Penalty system

11.1. General principles

The Company condemns any behavior that differs not only from the law, but also from the Model, the Model's Implementation Tools, and the Code of Ethics, even if the behavior is carried out in the interest of the Company or with the intention of bringing it an advantage.

Any violation of the Model or the Model's Implementation Tools, by anyone committed, must be immediately communicated, in writing, to the Supervisory Board, without prejudice to the procedures and measures within the competence of the holder of disciplinary power.

The right/duty to report falls on all recipients of the Model.

After receiving the report, the Supervisory Board must immediately put in place the necessary investigations, subject to maintaining the confidentiality of the person against whom it is proceeding. Having carried out the appropriate analysis and assessments, the Supervisory Board will inform the holder of the disciplinary power of the outcome, which will initiate the procedural process in order to proceed with the charges and the possible application of sanctions, it being understood that any disciplinary sanctions are adopted by the competent corporate bodies, by virtue of the powers conferred on them by the Articles of Association or internal regulations of the Company, and in accordance with the labor law.

By way of example, the following behaviors constitute disciplinary infractions:

- violation, including by omissive conduct and in possible complicity with others, of the principles of the Model and the Code of Ethics and the Model's Implementation Tools;

- The preparation, possibly in conjunction with others, of untrue documentation;
- The facilitation, through omissive conduct, of the preparation by others of untrue documentation;
- The removal, destruction or alteration of documentation to evade the system of controls provided for in the Model;
- Obstruction of the supervisory activities of the SB;
- The impediment of access to information and documentation requested by those responsible for monitoring procedures and decisions;
- The performance of any other conduct suitable for circumventing the control system provided by the Model.

11.2. Disciplinary measures

The Model constitutes a set of rules to which personnel must adhere, with regard to rules of conduct and sanctions: any violation of it, therefore, entails the application of the disciplinary procedure and related sanctions. All personnel employed at all levels (blue-collar workers, white-collar workers, middle managers and executives) and bound to the Company by any contract of employment (full-time or part-time), with or without a subordination bond (including those of a para-subordinate nature) are required to comply with the provisions contained in the Model.

With respect to **Employees**, the disciplinary system is applied in accordance with Article 7 of Law No. 300 of May 20, 1970 (so-called Workers' Statute) and the current CCNL of the category. If the act also constitutes a violation of duties deriving from the law or from the employment relationship, such as not to allow further continuation of the employment relationship even on a provisional basis, dismissal without notice may be decided, in accordance with Article 2119 of the Civil Code, subject to compliance with the disciplinary procedure. Without prejudice to the discretion of the disciplinary power holder, the following apply, by way of example:

- for violation, including through omissive conduct and in possible complicity with others, of the principles of the Model and the Code of Ethics or the Model's Implementation Tools, the sanction of reprimand;
- for the preparation, possibly in conjunction with others, of untrue documentation and the facilitation, through omissive conduct, of the preparation by others of untrue documentation, the financial penalty;
- for the removal, destruction or alteration of documentation in order to evade the system of controls provided by the Model, hindering the supervisory activities of the Supervisory Board, preventing access to information and documentation requested by the persons in charge of controlling the procedures and decisions, and the performance of any other conduct suitable for evading the system of controls provided by the Model, the sanction of suspension from the job or position and salary.

In the case of repeated violations, or violations that are particularly serious, or have exposed the Company to the danger of detrimental consequences, a sanction of greater severity than that provided for the violation committed or, in the most serious cases, dismissal shall be applied.

If the violation concerns **managers**, the Supervisory Board must notify the holder of disciplinary power and the Board of Directors by means of a written report. The recipients of the communication shall initiate the procedures within their competence in order to initiate charges and, if necessary, impose the sanctions provided for by law and the applicable CCNL, together with the possible revocation of powers of attorney or proxies.

If the violation concerns a **Director of the Company**, the Supervisory Board must immediately notify the Board of Directors and the Board of Statutory Auditors by means of a written report. In this case, the Board of Directors may apply any measure provided for by law, determined on the basis of the seriousness, fault and damage caused to the Company. In the most serious cases and when the violation is such as to damage the relationship of trust with the Company, the Board of Directors shall propose to the Shareholders' Meeting that the person be removed from office.

In the event of a violation by a **member of the Board of Statutory Auditors**, the Board of Directors, if the violations are such as to constitute just cause for revocation, shall propose to the Shareholders' Meeting the adoption of the measures within its competence and provide for the further duties prescribed by law.

For measures against **members of the Supervisory Board**, please refer to the discipline of removal from office dictated for them (see Section 9.4).

Relationships with **third parties** are regulated by appropriate contracts that must include clauses of compliance with the fundamental principles of the Model and the Code of Ethics by such external parties. In particular, failure to comply with them must result in the termination for just cause of the same relationships, without prejudice to any claim for compensation if concrete damage to the Company results from such behavior.

12. Communication and training of corporate staff

The outward communication of the Model and its inspiring principles is taken care of by the Human Resources Manager, who ensures, through the means deemed most appropriate (e.g., company website, special brochures, etc.) their dissemination and awareness to the recipients referred to in Section 8, external to the Company, as well as to the community at large.

Company personnel training related to the Model is operationally entrusted to the Head of Human Resources and Organization who, coordinating with the Company's Supervisory Board, undertakes to facilitate and promote knowledge on the Model 231 to the management and employees of the Company.

It is the Company's duty to implement and formalize specific training plans, with the aim of ensuring effective knowledge of the Decree, the Code of Ethics and the Model on the part of all Company Departments and Functions.

The provision of training should be differentiated according to whether it is aimed at Employees in their generality, Employees operating in specific risk areas,

to the Supervisory Board, directors, etc., based on the skills and training needs analysis prepared by the Supervisory Board with the support of the Head of Human Resources and Organization.

Personnel training for the purpose of implementing the Model is mandatory for all recipients and is managed by the Head of Human Resources and Organization, in close cooperation with the Supervisory Board, which works to ensure that training programs are effectively delivered.

The Company ensures that means and methods are in place to enable the tracking of training initiatives and the formalization of participants' attendance, the possibility of evaluating their level of learning, and the assessment of their level of enjoyment of the course, in order to develop new training initiatives and improve those currently underway, including through comments and suggestions on content, material, lecturers, etc.

The training, which may also take place through e-learning courses, and whose contents are screened by the Supervisory Board, is carried out by experts in the disciplines dictated by the Decree.

13. Whistleblowing

Pursuant to the current legal and regulatory framework, updated by Legislative Decree no. 24/2023 in implementation of Directive (EU) 2019/1937 of the European Parliament and Council and in line with best practices, Giacomini S.p.A has set up a system for reporting violations that can be freely accessed by all persons operating in the "working context" of the Company, both internal (e.g. subordinate workers, volunteers or trainees, even if unpaid, shareholders, members of the administrative and control bodies even in the absence of regular investiture, etc.) and external (e.g. customers, suppliers, consultants, etc.).

These individuals have the opportunity to pass on reports of violations of this 231 Model that they have become aware of in the context of their work.

Reports can be made through the communication channels established by the Company in accordance with the provisions of the aforementioned Decree. In particular, reports can be made through: <https://wbreport.kpmg.se/GiacominiSpA>.

Through this channel, the reporter can also request a direct meeting with the handlers of the report.

The above channels are to be understood as privileged over the external channel established and managed by ANAC.

The absolute confidentiality of the identity of the whistleblower and any other information, including any attached documentation, from which the identity of the whistleblower can be directly or indirectly traced, is guaranteed at all stages of the whistleblowing activity. The identity of the reporter may not be disclosed without the reporter's consent, except in the cases provided for in current regulations.

In addition, the Company protects the whistleblower against any form of retaliation, understood as any behavior, act or omission, even if only attempted or threatened, that occurs in the work context and that causes-directly or indirectly-unjust damage to the protected parties. The same protection also applies to facilitators and other persons assimilated to the whistleblower (e.g., co-workers).

In addition, under the conditions and in the manner explicitly stipulated in Legislative Decree No. 24/2023, the reporter is granted a limitation of liability with respect to the disclosure and dissemination of certain categories of information that would otherwise expose him or her to criminal, civil, and administrative liability.

The Reporting Manager, appointed by the Company, is the Supervisory Board.

For more information on the handling of Reports, please see the Procedure "Handling of Reports," available on the Company's platform and the information on the Company's website.

13.1 Measures towards recipients of reports ("Whistleblowing")

In accordance with the provisions of Legislative Decree 24/2023 concerning the protection of persons who report violations of Union law and containing provisions concerning the protection of persons who report violations of national regulatory provisions, the Company applies the sanctions stipulated in the preceding paragraphs:

- when it determines that retaliation has been committed or when it determines that the report has been obstructed or attempted to be obstructed or that the duty of confidentiality has been violated;
- when it determines that procedures for making and handling reports have not been adopted, or that the adoption of such procedures does not comply with the provisions of Legislative Decree 24/2023, as well as when it determines that the verification and analysis of the reports received has not been carried out.