

ARCHIVA S.R.L.

ORGANIZATION MODEL, MANAGEMENT AND CONTROL

(pursuant to Legislative Decree no. 231 of 8 June 2001)

GENERAL PART

**Approved by the Board of Directors
by ARCHIVA S.R.L. on 12/02/2026**

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1. Definitions and abbreviations

For the purposes of this Organisation, Management and Control Model, unless otherwise specified, the following general definitions apply.

Sensitive activities: business activities within which opportunities, conditions or means for committing offences may potentially arise.

Supervisory Authority: the Public Authorities (pursuant to Article 2638 of the Civil Code) that carry out supervisory activities with regard to the Company, such as, for example, the Guarantor for the Protection of Personal Data.

CCNL: the National Collective Labour Agreement for workers in the private metalworking industry and the installation of plants applicable to employees of Archiva S.r.l.

Code of Ethics: the Code of Ethics and Conduct adopted by the Company to define the principles of conduct in its business, which must be observed by directors, employees, suppliers, collaborators and/or consultants.

Collaborators and/or Consultants: persons who have collaborative relationships with the Company without subordination, which take the form of a non-subordinate professional service, whether continuous or occasional, as well as those who, by virtue of specific mandates and powers of attorney, represent the Company towards third parties.

Board of Directors (BoD): the Board of Directors of Archiva S.r.l.

Decree 231 or Legislative Decree 231/2001: Legislative Decree no. 231 of 8 June 2001, containing the "Regulation of the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to art. 11 of Law no. 300 of 29 September 2000", in the content in force from time to time.

Recipients: the subjects to whom the provisions of this Model apply.

Employees: natural persons subject to the management or supervision of persons who hold representation, administration or management functions of the Company, i.e. all persons who have an employment relationship, of any nature, with the Company.

Suppliers: those who provide goods or services in favor of Archiva S.r.l.

Confindustria Guidelines: Confindustria guide-document (approved for the first time on 7 March 2002 and subsequently updated in 2004, 2008 and 2014 and, most recently, in June 2021) for the construction of the Organisation, Management and Control Models referred to in Decree 231.

Organization, Management and Control Model ("Model"): this Organisation, Management and Control Model adopted pursuant to Articles 6 and 7 of Legislative Decree 231/2001.

Supervisory Body (also "Body" or "SB"): the Body of the entity with autonomous powers of initiative and control, with the task of supervising the operation, compliance with the Model, as well as taking care of its updating.

Crimes: offences of a criminal nature which, if committed, may result in the administrative liability of Archiva S.r.l., by virtue of the discipline provided for by Legislative Decree 231/2001.

Report: communication concerning the reasonable and legitimate suspicion or awareness of Violations.

Company (also "Archiva"): Archiva S.r.l. with registered office in via Spagna n. 24 in Villafranca di Verona (VR).

Top management: persons who hold representation, administration or management functions of the Company or of one of its units with financial and functional autonomy, as well as persons who exercise, even de facto, the management or control of the Company.

Subordinate subjects: persons subject to the management or supervision of one of the subjects referred to in the previous point.

Violation: all conducts, acts and omissions identified in the "Model for the receipt and management of reports" procedure (including those consisting of unlawful conduct relevant pursuant to the Legislative Decree or in non-compliance with the Organizational Model).

Whistleblower: An individual who submits a Report.

2. Legislative Decree no. 231 of 8 June 2001

2.1. General characteristics

Legislative Decree no. 231 of 8 June 2001 (hereinafter "Decree 231" or "Legislative Decree 231/2001") introduced into the Italian legal system a regime of an administrative liability regime applicable to entities for certain criminal offences, outlining the general principles and criteria for attribution.

Decree 231, which intended to adapt national legislation to some international conventions to which Italy had adhered over the years, provided for the subjection of **legal persons, companies and associations, including those without legal personality** ⁽¹⁾ to a system of obligations and sanctions related to the eventuality that one of the subjects functionally linked to one of these entities commits a crime falling within those for which liability is envisaged.

Although intimately connected to the commission of a criminal offence by an official of the Entity, it is an autonomous system of liability, characterised by assumptions and consequences distinct from those provided for the criminal liability of the natural person.

In particular, the first application requirement of the liability of the Entity is the realization (even in a merely "attempted" form) of one of the crimes expressly identified within art. 24 et seq. of Decree 231: this form of liability, therefore, does not arise indiscriminately from the commission of any criminal offence, but only from the commission of one of the **offences (so-called "criminal offence"). "predicate crimes") exhaustively provided for in the catalogue obtainable from Legislative Decree 231/2001.**

Secondly, the liability of the Entity may exist only in relation to predicate crimes committed by one of the following qualified subjects:

- Individuals who hold - or exercise, even if only de facto - representation, administration or management functions of the Entity or of one of its Organizational Units endowed with functional and functional autonomy (so-called "Organizational Unit"). **"apex"**);
- Individuals who are subject to the direction or supervision of the subjects indicated in the previous point (so-called "S.p.A. **"employees"**).

¹ Pursuant to art. 1 paragraph 3 of Legislative Decree 231/2001, the State, local public bodies, non-economic public bodies, as well as bodies that perform functions of constitutional importance remain excluded from this form of liability

Furthermore, the Entity can be held liable for the criminal offence committed by the official only if the offence was committed in his **interest** or to his **advantage**: that is, the Entity must be able to abstractly obtain or must have actually derived a benefit or utility from the commission of the offence (which must not have been carried out by the natural person in his or her exclusive interest or in the interest of third parties: a hypothesis for which the liability of the Authority remains radically excluded).

If all the conditions described above were to be met in practice, Decree 231 provides for a **sanctioning regime** characterized by the application of **pecuniary, ablatory** (confiscation) and, in some cases, **disqualification sanctions**, to which the Entity would remain directly subject (see infra § 2.3).

It is precisely the afflictive nature of the sanctions that can be imposed on the Authority that leads us to believe that the form of liability governed by Decree 231, despite having been defined by the legislator as "administrative", actually has the characteristics of a properly "criminal" liability, also considering that:

- follows, as mentioned, from the commission of a crime (among those identified in Decree 231), and
- is **ascertained by the criminal court**, during a proceeding in which the procedural provisions relating to the defendant apply to the Entity, where compatible.

2.2. The "catalogue" of crimes relevant for the purposes of Decree 231

The crimes for which the liability of the Entity may arise (so-called predicate crimes), as mentioned above, in § 2.1., are exhaustively identified within Legislative Decree 231/2001.

These are, in particular, the following cases:

Crimes against the Public Administration and its assets (Articles 24 and 25 of Decree 231)

- Embezzlement of public funds (Article 316-bis of the Criminal Code);
- Undue receipt of public funds (Article 316-ter of the Criminal Code);
- Fraud in public procurement (Article 356 of the Criminal Code);
- Fraud to the detriment of the State or another public body or of the European Union (Article 640, paragraph 2, no. 1, of the Criminal Code);
- Aggravated fraud for the achievement of public disbursements (Article 640-bis of the Criminal Code);
- Computer fraud to the detriment of the State or other public body or the European Union (Article 640-ter of the Criminal Code);
- Fraud against the European Agricultural Fund (art. 2 Law 898/1986);
- Embezzlement (Article 314 of the Criminal Code);
- Undue use of money or movable property (Article 314-bis of the Criminal Code);
- Embezzlement by taking advantage of the error of others (Article 316 of the Criminal Code);
- Bribery (Article 317 of the Criminal Code);
- Corruption for the exercise of the function (Articles 318 of the Criminal Code);
- Corruption for an act contrary to the duties of office (Articles 319 of the Criminal Code);
- Aggravating circumstances (Article 319-bis of the Criminal Code);
- Corruption in judicial acts (Article 319-ter of the Criminal Code);
- Undue inducement to give or promise benefits (Article 319-quarter of the Criminal Code);
- Corruption of a person in charge of a public service (Article 320 of the Criminal Code);
- Penalties for the corruptor (Article 321 of the Criminal Code);
- Incitement to corruption (Article 322 of the Criminal Code);

- Embezzlement, undue use of money or movable property, bribery, undue inducement to give or promise benefits, corruption and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign States (Article 322-bis of the Criminal Code);
- Trafficking in illicit influence (Article 346-bis of the Criminal Code);
- Disturbed freedom of enchantments (Article 353 of the Criminal Code);
- Disturbed freedom of the procedure for choosing the contractor (Article 353-bis of the Criminal Code).

Computer crimes and unlawful data processing (Article 24-bis of Decree 231)

- Electronic documents (Article 491-bis of the Criminal Code);
- Abusive access to a computer or telematic system (615-ter of the Criminal Code);
- Illegal possession, dissemination and installation of equipment, codes and other means of access to computer or telematic systems (615-quarter of the Criminal Code);
- Unlawful interception, impediment or interruption of computer or telematic communications (Article 617-quarter of the Criminal Code);
- Illegal possession, dissemination and installation of equipment and other means to intercept, prevent or interrupt computer or telematic communications (Article 617-quinquies of the Criminal Code);
- Computer extortion (Article 629, paragraph 3 of the Criminal Code);
- Damage to information, data and computer programs (Article 635-bis of the Criminal Code);
- Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (Article 635-ter of the Criminal Code);
- Damage to computer or telematic systems (Article 635-quarter of the Criminal Code);
- Illegal possession, dissemination and installation of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (Article 635-quarter.1 of the Criminal Code);
- Damage to computer or telematic systems of public interest (Article 635-quinquies of the Criminal Code);
- Computer fraud of the person who provides electronic signature certification services (Article 640-quinquies of the Criminal Code);
- Violation of the rules on the National Cyber Security Perimeter (art. 1, paragraph 11, Legislative Decree 105/2019).

Crimes of organized crime (art. 24-ter of Decree 231)

- Criminal conspiracy (Article 416 of the Criminal Code);
- Mafia-type associations, including foreigners (Article 416-bis of the Criminal Code);
- Political-mafia electoral exchange (Article 416-ter of the Criminal Code);
- Kidnapping for the purpose of extortion (Article 630 of the Criminal Code);
- Association aimed at the illicit trafficking of narcotic or psychotropic substances (Article 74 of Presidential Decree No. 309 of 9 October 1990);
- All offences if committed using the conditions set out in Article 416-bis of the Criminal Code to facilitate the activities of the associations provided for in the same article (Article 7 of Law 203/91);
- Illegal manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or place open to the public of weapons of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as several common firearms except those provided for in Article 2, third paragraph, of Law No. 110 of 18 April 1975 (offences referred to in Article 407, paragraph 2, letter a), number 5), c.p.p.).

Offences of counterfeiting coins, public credit cards, revenue stamps and identification instruments or signs (Article 25-bis of Decree 231)

- Counterfeiting of coins, spending and introduction into the State, after concert, of counterfeit coins (Article 453 of the Criminal Code);
- Alteration of coins (Article 454 of the Criminal Code);
- Spending and introduction into the State, without concert, of counterfeit coins (Article 455 of the Criminal Code);
- Spending of counterfeit coins received in good faith (Article 457 of the Criminal Code);
- Forgery of revenue stamps, introduction into the State, purchase, possession or putting into circulation of falsified revenue stamps (Article 459 of the Criminal Code);
- Counterfeiting of watermarked paper used for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code);
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps or watermarked paper (Article 461 of the Criminal Code);
- Use of counterfeit or altered revenue stamps (Article 464 of the Criminal Code);
- Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs (Article 473 of the Criminal Code);
- Introduction into the State and trade in products with false signs (Article 474 of the Criminal Code).

Crimes against industry and commerce (art. 25-bis.1 of Decree 231)

- Disturbed freedom of industry or commerce (Article 513 of the Criminal Code);
- Unlawful competition with threat or violence (Article 513-bis of the Criminal Code);
- Fraud against national industries (Article 514 of the Criminal Code);
- Fraud in the exercise of trade (Article 515 of the Criminal Code);
- Sale of non-genuine foodstuffs as genuine (Article 516 of the Criminal Code);
- Sale of industrial products with false signs (Article 517 of the Criminal Code);
- Manufacture and trade of goods made by usurping industrial property rights (Article 517-ter of the Criminal Code);
- Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quarter of the Criminal Code).

Corporate crimes (Article 25-ter of Decree 231)

- False corporate communications (Article 2621 of the Italian Civil Code);
- Minor facts (Article 2621-bis of the Italian Civil Code);
- False corporate communications of listed companies (Article 2622 of the Italian Civil Code);
- Impeded control (Article 2625, paragraph 2, of the Italian Civil Code);
- Undue restitution of contributions (Article 2626 of the Italian Civil Code);
- Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code);
- Unlawful transactions on the shares or quotas of the company or of the parent company (Article 2628 of the Italian Civil Code);
- Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code);
- Failure to communicate the conflict of interest (Article 2629-bis of the Italian Civil Code);
- Fictitious formation of capital (Article 2632 of the Italian Civil Code);

- Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code);
- Corruption between private individuals (Article 2635 of the Italian Civil Code);
- Incitement to corruption between private individuals (Article 2635-bis of the Italian Civil Code);
- Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code);
- Rigging (art. 2637 of the Italian Civil Code);
- Obstruction of the exercise of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2, of the Italian Civil Code);
- False or omitted declarations for the issuance of the preliminary certificate (art. 54 of Legislative Decree 19/2023).

Crimes with the purpose of terrorism or subversion of the democratic order (art. 25-quarter of Decree 231)

- Subversive associations (Article 270 of the Criminal Code);
- Associations with the purpose of terrorism, including international terrorism, or subversion of the democratic order (Article 270-bis of the Criminal Code);
- Aggravating and mitigating circumstances (Article 270-bis. 1 of the Criminal Code);
- Assistance to members (Article 270-ter of the Criminal Code);
- Enlistment for the purpose of terrorism, including international terrorism (Article 270-quarter of the Criminal Code);
- Organization of transfers for terrorist purposes (Article 270-quarter 1 of the Criminal Code);
- Training in activities with the purpose of terrorism, including international terrorism (Article 270-quinquies of the Criminal Code);
- Financing of conduct for the purpose of terrorism (Article 270-quinquies. 1 of the Criminal Code);
- Theft of assets or money subject to seizure (Article 270-quinquies.2 of the Criminal Code);
- Possession of material for terrorist purposes (Article 270-quinquies.3 of the Criminal Code);
- Conduct for the purpose of terrorism (Article 270-sexies of the Criminal Code);
- Attack for terrorist or subversion purposes (Article 280 of the Criminal Code);
- Act of terrorism with deadly or explosive devices (Article 280-bis of the Criminal Code);
- Acts of nuclear terrorism (Article 280-ter of the Criminal Code);
- Kidnapping for the purpose of terrorism or subversion (Article 289-bis of the Criminal Code);
- Kidnapping for the purpose of coercion (Article 289-ter of the Criminal Code);
- Instigation to commit any of the crimes provided for in the first and second chapters (Article 302 of the Criminal Code);
- Political conspiracy by agreement (Article 304 of the Criminal Code);
- Political conspiracy by association (Article 305 of the Criminal Code);
- Armed band: formation and participation (Article 306 of the Criminal Code);
- Assistance to participants in conspiracy or armed gang (Article 307 of the Criminal Code);
- Possession, hijacking and destruction of an aircraft (Law no. 342/1976, art. 1);
- Damage to ground installations (Law no. 342/1976, art. 2);
- Penalties (Law no. 422/1989, art. 3);
- Industrious repentance (Legislative Decree No. 625/1979, art. 5);
- New York Convention of 9 December 1999 (art. 2).

Crime of mutilation of the female genital organs (art. 25-quarter.1 of Decree 231)

- Practices of mutilation of female genital organs (Article 583-bis of the Criminal Code).

Crimes against the individual personality (art. 25-quinquies of Decree 231)

- Reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code);
- Child prostitution (Article 600-bis of the Criminal Code);
- Child pornography (Article 600-ter of the Criminal Code);
- Possession of or access to pornographic material (Article 600-quarter of the Criminal Code);
- Virtual pornography (Article 600-quarter 1 of the Criminal Code);
- Tourist initiatives aimed at exploiting child prostitution (Article 600-quinquies of the Criminal Code);
- Trafficking in persons (Article 601 of the Criminal Code);
- Purchase and alienation of slaves (Article 602 of the Criminal Code);
- Illegal intermediation and exploitation of labour (Article 603-bis of the Criminal Code);
- Solicitation of minors (Article 609-undecies of the Criminal Code).

Crimes of market abuse (art. 25-sexies of Decree 231)

- Misuse or unlawful disclosure of inside information. Recommendation or inducement of others to commit insider dealing (Article 184 of Legislative Decree 58/1998 – Article 187-bis of the TUF);
- Market manipulation (art. 185 of Legislative Decree 58/1998 – art. 187-ter TUF).

Crimes of manslaughter and serious or very serious culpable injuries, committed in violation of the rules for the protection of health and safety at work (art. 25-septies of Decree 231)

- Manslaughter (Article 589 of the Criminal Code);
- Culpable personal injury (Article 590 of the Criminal Code).

Offences of receiving stolen goods, money laundering, use of money, goods or utilities of illicit origin, as well as self-laundering (Article 25-octies of Decree 231)

- Receiving stolen goods (Article 648 of the Criminal Code);
- Money laundering (Article 648-bis of the Criminal Code);
- Use of money, goods or utilities of illicit origin (Article 648-ter of the Criminal Code);
- Self-laundering (Article 648-ter.1 of the Criminal Code).

Offences relating to non-cash payment instruments and fraudulent transfer of valuables (art. 25-octies.1 of Decree 231)

- Undue use and falsification of non-cash payment instruments (Article 493-ter of the Criminal Code);
- Possession and dissemination of equipment, devices or computer programs aimed at committing crimes concerning payment instruments other than cash (Article 493-quarter of the Criminal Code);
- Computer fraud [aggravated by the transfer of money, monetary value or virtual currency] (Article 640-ter, paragraph 2 of the Criminal Code);
- Other crimes against public faith, against property or that in any case offend property, if they concern payment instruments other than cash (Article 25-octies, paragraph 2 of Legislative Decree 231/2001);
- Fraudulent transfer of values (Article 512-bis of the Criminal Code).

Offences relating to copyright infringements (Article 25-novies of Decree 231)

- Criminal protection of the rights of economic and moral use (Article 171, paragraph 1, letter a]-bis and paragraph 3, Law 633/1941);
- Criminal protection of software and databases (Article 171-bis, paragraph 1 and paragraph 2, Law 633/1941);

- Criminal protection of audiovisual works (art. 171-ter, Law 633/1941);
- Criminal liability relating to media (art. 171-septies, Law 633/1941);
- Criminal liability relating to audiovisual broadcasts with conditional access (art. 171-octies, L. 633/1941).

Offence of inducement not to make declarations or to make false declarations to the judicial authority (art. 25-decies of Decree 231)

- Inducement not to make statements or to make false statements to the judicial authority (Article 377-bis of the Criminal Code).

Environmental crimes (art. 25-undecies of Decree 231)

These are crimes provided for by the penal code and special laws.

- Environmental pollution (Article 452-bis of the Criminal Code);
- Environmental disaster (Article 452-quarter of the Criminal Code);
- Culpable crimes against the environment (Article 452-quinquies of the Criminal Code);
- Trafficking and abandonment of highly radioactive material (Article 452-sexies of the Criminal Code);
- Impediment of control (Article 452-septies of the Criminal Code);
- Aggravating circumstances (Article 452-octies of the Criminal Code);
- Failure to remediate (Article 452-terdecies of the Criminal Code);
- Organised activities for the illegal trafficking of waste (Article 452-quaterdecies of the Criminal Code);
- Killing, destruction, capture, removal, possession of specimens of protected wild animal or plant species (Article 727-bis of the Criminal Code);
- Destruction or deterioration of habitats within a protected site (Article 733-bis of the Criminal Code);
- Import, export, possession, use for profit, purchase, sale, exhibition or possession for sale or for commercial purposes of protected species (Law no. 150/1992, art. 1, art. 2, art.3-bis and art. 6);
- Industrial wastewater discharges containing hazardous substances; discharges into the soil, subsoil and groundwater; discharge into sea waters by ships or aircraft (Legislative Decree 152/2006, art. 137);
- Abandonment of non-hazardous waste in special cases (Legislative Decree 152/2006, art. 255-bis);
- Abandonment of hazardous waste (Legislative Decree 152/2006, art. 255-ter);
- Unauthorized waste management activities (Legislative Decree 152/2006, art. 256);
- Illegal combustion of waste (Legislative Decree 152/2006, art. 256-bis);
- Pollution of soil, subsoil, surface water or groundwater (Legislative Decree 152/2006, art. 257);
- Violation of the obligations of communication, keeping of mandatory registers and forms (Legislative Decree 152/2006, art. 258);
- Illegal shipment of waste (Legislative Decree 152/2006, art. 259);
- Culpable crimes in the field of waste (Legislative Decree 152/2006, art. 259-ter);
- False indications on the nature, composition and chemical-physical characteristics of waste in the preparation of a certificate of analysis of waste; inclusion in SISTRI of a false waste analysis certificate; omission or fraudulent alteration of the paper copy of the SISTRI form - handling area in the transport of waste (Legislative Decree 152/2006, art. 260-bis);
- Penalties (Legislative Decree no. 152/2006, art. 279);
- Intentional pollution caused by ships (Legislative Decree No. 202/2007, art. 8);
- Culpable pollution caused by ships (Legislative Decree No. 202/2007, art. 9);
- Cessation and reduction of the use of harmful substances (Law no. 549/1993, art. 3).

Offence of employment of illegally staying third-country nationals (Article 25-duodecies of Decree 231)

- Provisions against illegal immigration (Article 12, paragraph 3, 3-bis, 3-ter and paragraph 5, Legislative Decree no. 286/1998);
- Employment of illegally staying third-country nationals (Article 22, paragraph 12-bis, Legislative Decree no. 286/1998).

Crimes of racism and xenophobia (art. 25-terdecies of Decree 231)

- Propaganda and incitement to commit crimes for reasons of racial, ethnic and religious discrimination (Article 604-bis of the Criminal Code).

Fraud in sports competitions, abusive exercise of gaming or betting and games of chance exercised by means of prohibited machines (art. 25-quaterdecies of Decree 231)

- Fraud in sports competitions (art. 1 Law no. 401/1989);
- Abusive exercise of gaming or betting activities (Article 4 of Law No. 401/1989).

Tax offences (Article 25-quinquiesdecies of Decree 231)

- Fraudulent declaration through the use of invoices or other documents for non-existent transactions (art. 2 Legislative Decree no. 74/2000);
- Fraudulent declaration by other artifices (art. 3 D.Lgs. no. 74/2000);
- Unfaithful declaration (art. 4 of Legislative Decree no. 74/2000) ⁽²⁾;
- Failure to declare (Article 5 of Legislative Decree No. 74/2000) ⁽³⁾;
- Issuance of invoices or other documents for non-existent transactions (Article 8 of Legislative Decree No. 74/2000);
- Concealment or destruction of accounting documents (Article 10 of Legislative Decree No. 74/2000);
- Undue compensation (Article 10 – quarter of Legislative Decree No. 74/2000);⁴
- Fraudulent evasion of the payment of taxes (Article 11 of Legislative Decree No. 74/2000).

Smuggling offences (Article 25-sexiesdecies of Decree 231)

- Evasion of the assessment or payment of excise duty on energy products (Article 40 of Legislative Decree No. 504/1995);
- Evasion of the assessment or payment of excise duty on manufactured tobacco (Article 40-bis of Legislative Decree No. 504/1995);

² The crime of unfaithful declaration, punished by art. 4 of Legislative Decree 74/2000 and introduced among the predicate offences referred to in art. 25-quinquiesdecies of Legislative Decree 231/2001 by Legislative Decree no. 75 of 14 July 2020, on "Implementation of Directive (EU) 2017/1371, on the fight against fraud affecting the financial interests of the Union by means of criminal law" (so-called "PIF Directive"), may entail the administrative liability of the Entity if committed in the context of cross-border fraudulent systems and in order to evade value added tax for a total amount of not less than ten million euros.

³ The crime of failure to declare, punished by art. 5 of Legislative Decree 74/2000 and introduced among the predicate offences referred to in art. 25-quinquiesdecies of Legislative Decree 231/2001 by Legislative Decree no. 75 of 14 July 2020, on "Implementation of Directive (EU) 2017/1371, on the fight against fraud to the financial interests of the Union by means of criminal law" (so-called "PIF Directive"), may entail the administrative liability of the Entity if committed in the context of cross-border fraudulent schemes and in order to evade value added tax for a total amount of not less than ten million Euros

⁴ The crime of undue compensation, punishable by art. 10-quarter of Legislative Decree 74/2000 and introduced among the predicate offences referred to in art. 25-quinquiesdecies of Legislative Decree 231/2001 by Legislative Decree no. 75 of 14 July 2020, on "Implementation of Directive (EU) 2017/1371 on the fight against fraud affecting the financial interests of the Union by means of criminal law" (the so-called "PIF Directive"), may entail the administrative liability of the Entity if committed in the context of cross-border fraudulent systems and in order to evade value added tax for a total amount of not less than ten million euros.

- Aggravating circumstances of the crime of evading the assessment or payment of excise duty on tobacco (Article 40 ter of Legislative Decree 504/1995);
- Mitigating circumstances (art. 40 quarter of Legislative Decree 504/1995);
- Sale of manufactured tobacco without authorization or purchase from persons not authorized to sell it (Article 40-quinquies of Legislative Decree No. 504/1995);
- Clandestine manufacture of alcohol and alcoholic beverages (Article 41 of Legislative Decree No. 504/1995);
- Association for the purpose of clandestine manufacture of alcohol and alcoholic beverages (Article 42 of Legislative Decree No. 504/1995);
- Evasion of the assessment and payment of excise duty on alcohol and alcoholic beverages (Article 43 of Legislative Decree No. 504/1995);
- Aggravating circumstances (Article 45 of Legislative Decree 504/1995);
- Alteration of devices, fingerprints and markings (art. 46 Legislative Decree no. 504/1995);
- Deficiencies and surpluses in the storage and circulation of products subject to excise duty" (art. 47 Legislative Decree 504/1995);
- Irregularities in traffic (art. 49 of Legislative Decree 504/1995);
- General provisions (art. 61 c. 4 Legislative Decree 504/1995);
- Consumption tax on substitutes for smoking products (Article 62-quarter of Legislative Decree 504/1995);
- Consumption tax on products containing nicotine (Article 62-quarter.1 of Legislative Decree 504/1995);
- Products for inhalation without combustion consisting of solid substances other than tobacco (art. 62 quarter 2 of Legislative Decree 504/1995);
- Consumption tax on ancillary products to smoking tobacco (Art. 62 quinquies of Legislative Decree 504/1995);
- Smuggling for failure to declare (art. 78 Legislative Decree no. 141/2024);
- Smuggling for unfaithful declaration (art. 79 Legislative Decree no. 141/2024);
- Smuggling in the movement of goods by sea, air and in border lakes (art. 80 Legislative Decree no. 141/2024);
- Smuggling for undue use of imported goods with total or partial reduction of duties (Article 81 of Legislative Decree No. 141/2024);
- Smuggling in the export of goods eligible for the refund of duties (Article 82 of Legislative Decree No. 141/2024);
- Smuggling in temporary export and in special use and improvement regimes (art. 83 Legislative Decree no. 141/2024);
- Smuggling of manufactured tobacco (art. 84 Legislative Decree no. 141/2024);
- Criminal conspiracy to smuggle manufactured tobacco (art. 86 Legislative Decree no. 141/2024);
- Equivalence of the attempted crime with the one committed (art. 87 Legislative Decree no. 141/2024);
- Aggravating circumstances of smuggling (art. 88 Legislative Decree 141/2024);

Crimes against cultural heritage (art. 25-septiesdecies of Decree 231)

- Theft of cultural property (Article 518-bis of the Criminal Code);
- Misappropriation of cultural property (Article 518-ter of the Criminal Code);
- Receiving stolen cultural property (Article 518-quarter of the Criminal Code);
- Forgery in private deeds relating to cultural assets (Article 518-octies of the Criminal Code);
- Violations regarding the alienation of cultural property (Article 518-novies of the Criminal Code);
- Illegal importation of cultural property (Article 518-decies of the Criminal Code);
- Illegal exit or export of cultural property (Article 518-undecies of the Criminal Code);
- Destruction, dispersion, deterioration, disfigurement, soiling and illegal use of cultural or landscape property (Article 518-duodecies of the Criminal Code);

- Counterfeiting of works of art (Article 518-quaterdecies of the Criminal Code).

Laundering of cultural property and devastation and looting of cultural and landscape property (art. 25-duodevicies of Decree 231)

- Money laundering of cultural property (Article 518-sexies of the Criminal Code);
- Devastation and looting of cultural and landscape property (Article 518-terdecies of the Criminal Code).

Crimes against animals (art. 25-undevicies of Decree 231)

- Killing of animals (Article 544-bis of the Criminal Code);
- Animal mistreatment (Article 544-ter of the Criminal Code);
- Prohibited shows or events (Article 544-quarter of the Criminal Code);
- Prohibition of animal fights (Article 544-quinquies of the Criminal Code);
- Killing or damaging other people's animals (Article 638 of the Criminal Code).

Liability of entities for administrative offences arising from crime [A prerequisite for entities operating in the virgin olive oil supply chain] (Article 12 of Law no. 9/2013)

- Use, adulteration and counterfeiting of foodstuffs (Article 440 of the Criminal Code);
- Trade in counterfeit or adulterated foodstuffs (Article 442 of the Criminal Code);
- Trade in harmful food substances (Article 444 of the Criminal Code);
- Counterfeiting, alteration or use of distinctive signs of intellectual works or industrial products (Article 473 of the Criminal Code);
- Introduction into the State and trade in products with false signs (Article 474 of the Criminal Code);
- Fraud in the exercise of trade (Article 515 of the Criminal Code);
- Sale of non-genuine foodstuffs as genuine (Article 516 of the Criminal Code);
- Sale of industrial products with false signs (Article 517 of the Criminal Code);
- Counterfeiting of geographical indications designations of origin of agri-food products (Article 517-quarter of the Criminal Code).

Transnational crimes (art. 10 L. 146/2006)

The following offences are a prerequisite for the administrative liability of entities, if committed in a transnational manner:

- Criminal conspiracy (Article 416 of the Criminal Code);
- Mafia-type association, including foreign (Article 416-bis of the Criminal Code);
- Criminal conspiracy aimed at smuggling foreign manufactured tobacco (Article 291-quarter of the Consolidated Law referred to in Presidential Decree No. 43 of 23 January 1973);
- Association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 74 of the Consolidated Law referred to in Presidential Decree no. 309 of 9 October 1990);
- Provisions against illegal immigration (Article 12, paragraphs 3, 3-bis, 3-ter and 5, of the Consolidated Law referred to in Legislative Decree 286/1998);
- Inducement not to make statements or to make false statements to the judicial authority (Article 377-bis of the Criminal Code);
- Personal aiding and abetting (Article 378 of the Criminal Code).

The crimes and administrative offences mentioned above may also entail the administrative liability of the Entity which, despite having its main office in Italy, were committed abroad.

2.3. The penalties provided for by Decree 231

The ascertainment of liability provided for by Decree 231 exposes the Entity to a variety of sanctions, the types and limits of which are applied, based on the principle of legality (Article 2 of Legislative Decree 231/2001), are predetermined by the Legislator.

For all offences committed by the Authority, financial **penalties are first of all envisaged**, which can be imposed by the criminal judge on the basis of a system of "quotas", within the minimum and maximum limits defined by Decree 231.

For each offence, in fact, the law determines in the abstract a minimum and maximum number of shares, on the model of the edictal frameworks that traditionally characterise the system of sanctions applicable to natural persons. Article 10 of Decree 231 merely provides that the number of shares can never be less than one hundred and more than one thousand and that the amount of the individual shares can fluctuate between a minimum of 258 euros and a maximum of 1549 euros.

On the basis of these coordinates, the judge, having ascertained the liability of the entity, determines the financial penalty applicable in the specific case. The determination of the number of shares by the judge is commensurate with the seriousness of the fact, the degree of responsibility of the entity, any activity carried out to repair the consequences of the offence committed and to prevent others. The amount of the individual instalments is instead set on the basis of the economic and financial conditions of the entity, in order to ensure the effectiveness of the sanction.

In addition to financial penalties, Decree 231 provides that confiscation is always ordered, consisting in the expropriation and acquisition by the State of the money, goods or other equivalent benefits that constitute the price or profit of the crime (i.e. the consideration paid for the commission of the offence or the economic advantage derived from it).

In addition to the above sanctions, the criminal judge may also apply **disqualification sanctions**, which can also be anticipated as a precautionary measure (i.e. before the final sentence, as in the preliminary investigation phase), including: disqualification from carrying out business activities; suspension and revocation of authorizations, licenses or concessions functional to the commission of the offence; prohibition from contracting with the public administration (except to obtain the performance of a public service); the exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those granted; the prohibition of advertising goods or services.

Pursuant to art. 13 of Legislative Decree 231/2001, these disqualification sanctions, in particular, are applicable only if expressly provided for by Decree 231 for the crime for which the proceedings are being carried out and only in the event that, alternatively:

- the Entity has made a significant profit from the commission of the offence and this has been committed by a top management or an employee and, in the latter case, the offence has been committed or facilitated by serious organisational deficiencies;
- the offence has been committed within five years following the final conviction for another offence (hypothesis of the so-called repetition of offences).

Pursuant to art. 17 of Legislative Decree 231/2001, disqualification sanctions do not apply (or are revoked, if already applied as a precautionary measure) if the Entity, before the declaration of the opening of the first instance hearing, has:

- compensated for the damage and eliminated the harmful or dangerous consequences of the crime (or, at least, has worked to do so);
- made available to the Judicial Authority, for confiscation, the profit of the crime;
- eliminated the organisational deficiencies that led to the crime, adopting organisational models suitable for preventing the commission of new offences.

Finally, when the criminal court has applied a disqualification sanction, it may order the **publication of the sentence**, carried out by the Judicial Authority and at the expense of the Entity, by posting it in the Municipality where the Entity has its main office as well as by publishing it on the website of the Ministry of Justice.

2.4. The Organization, Management and Control Model as an exemption from liability provided for by Decree 231

In outlining the system of obligations and sanctions related to the liability of the Entity, Legislative Decree 231/2001 provides for a **cause of exemption**, applicable to cases in which the legal person demonstrates that it is not in a situation of "organizational fault", having prepared a **corporate risk management system** suitable for preventing criminal conduct that can be carried out by natural persons functionally connected to it.

In detail, articles 6 and 7 of Legislative Decree 231/2001 provide that the Entity is not liable for the sanctions provided for by Decree 231, if it demonstrates that it has **adopted and effectively implemented, before the commission of the unlawful act, an organization and management model suitable for preventing crimes of the kind that actually occurred.**

On the basis of the exemption mechanism devised by the Legislator, the cause of exemption therefore requires not only the mere and abstract preparation of an organizational model, but also its concrete implementation, characterized by:

- o **periodic checks on the concrete compliance with the model** by the recipients;
- o **updating the model** in the event of significant non-compliance and/or ascertained violations of the provisions contained therein or in the event of changes affecting the organisation or activity of the Entity;
- o a **disciplinary system** suitable for sanctioning non-compliance with the measures provided for in the model.

With specific regard to the prevention of predicate crimes that can be carried out by the so-called subjects. (i.e., as explained above, individuals exercising representation, administration or management functions of the Entity or one of its organizational units), Decree 231 provides that the cause of exemption from liability depends, in addition to the implementation of an adequate model, also on the circumstance that the legal person can demonstrate that:

- o the task of **supervising the operation and observance of the model** and of **taking care of its updating** has been entrusted to a body with autonomous powers of initiative and control;
- o the offender committed the offence by fraudulently circumventing the Model;
- o there has been no omission or insufficient supervision by the **Supervisory Body** with regard to the model.

In describing the requirements that an organizational, management and control model suitable and congruous for preventing the risks of crime must possess in order to give rise to the special exemption cause under discussion, Decree 231 provides that it must meet the following requirements:

- identify the "sensitive" activities, in the context of which the crimes provided for by Decree 231 may be committed;
- provide for specific protocols aimed at planning the formation and implementation of the Authority's decisions in relation to the crimes to be prevented;
- identify methods of managing financial resources suitable for preventing the commission of such crimes;
- provide for information obligations towards the Body responsible for supervising the operation and compliance with the Models;
- introduce a system suitable for sanctioning non-compliance with the measures indicated in the model;
- provide, in relation to the nature and size of the organisation, as well as the type of activity carried out, suitable measures to ensure that the activity is carried out in compliance with the law and to promptly detect and eliminate risk situations.

3. Archiva S.r.l.

Archiva S.r.l. is a leading company on the national and international scene that, for over 25 years, has been providing consultancy, services and solutions in the digital field to over 1500 companies, including multinationals, of medium and large size.

The company offers various services aimed at modern document and digital data management, guiding digital transition projects.

Archiva S.r.l. is 100% owned by the company Aura Prima S.r.l., whose majority shareholder is Progressio Società di Gestione del Risparmio S.p.A.

Archiva recognizes the fundamental importance of a socially responsible business activity oriented towards compliance with the pillars of environmental, social and governance sustainability and, precisely with this in mind, adopts measures to promote sustainability and ESG principles.

3.1. The Corporate Governance of Archiva S.r.l.

The Company has adopted a traditional administration system.

The **Board of Directors** is the administrative body vested with the powers of ordinary and extraordinary management of the Company.

The Board of Statutory Auditors has the task of supervising compliance with the law, the Articles of Association, and principles of sound management, compliance with the principles of proper administration and the adequacy of the Company's organisational structure, internal control system and administrative accounting system.

The statutory financial statements are subject to verification by the **Independent Auditors**, in accordance with the provisions of the regulations and the reference standards.

3.2. The internal control system

In the construction of the Archiva S.r.l. Model, account was taken of the governance tools of the Company's organization that guarantee its proper functioning, and in particular the following:

- **Articles of Association:** it contains various provisions relating to corporate governance aimed at ensuring the proper performance of management activities;

- **Organisational system:** consisting of organisational structures/positions and areas of responsibility, represented in the company organisation chart;
- **Procedural system:** consisting of policies, regulations and internal procedures aimed at regulating the relevant processes and providing operating methods and control measures for the performance of company activities (e.g. certifications attesting to the compliance of a product/service or company with certain standards);
- **Other documents:** corporate deeds and documents, for example of a contractual or authorisation nature, suitable for regulating relevant organisational and managerial aspects.

The rules and principles contained in the documentation listed above, although not reported in detail in this Model, constitute a tool to monitor illegal conduct in general, including those referred to in Legislative Decree 231/2001 which is part of the broader system of organization, management and control that the Model intends to integrate and that all recipients are required to comply with. in relation to the type of relationship in place with the Company.

4. The Organization, Management and Control Model of Archiva S.r.l.

The Board of Directors of Archiva S.r.l. adopts the first edition of the Organization, Management and Control Model with a resolution approved by the Board of Directors on April 17, 2015.

Further amendments and additions to this Organisational Model are approved by the Board of Directors, also at the request of the Supervisory Body.

The Company's Board of Directors takes any decision relating to the implementation of the Model, by assessing and approving the actions necessary for the implementation of the constituent elements of the Model.

4.1. Purpose of the Organizational Model of Archiva S.r.l.

The purpose of the Organization, Management and Control Model of Archiva S.r.l. is the construction of a structured and integrated system of prevention and control aimed at reducing the risk of committing the crimes referred to in Legislative Decree 231/2001, through the identification of the activities exposed to the risk of crime and their consequent proceduralization.

Through the adoption of the Model, Archiva S.r.l. proposes, in particular, to pursue the following main purposes:

- **identify the areas and business activities sensitive** to the risk of committing the relevant crimes pursuant to Decree 231;
- define a **coherent and integrated system of protocols and control activities** suitable for preventing the commission of offences in the corporate context;
- to determine in the recipients of the Model the **awareness** that they may incur, in the event of non-compliance with the provisions contained therein, in the commission of **offences punishable by criminal sanctions** applicable to them, as well as administrative sanctions imposed on the Company;
- reiterate that these **forms of unlawful conduct are strongly condemned and not tolerated by Archiva S.r.l.**, 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 it intends to comply in the exercise of its business activities;
- allow the Company, thanks to monitoring **the areas of activity at risk, to intervene promptly to prevent or combat the commission of the crimes** themselves.

4.2. The "Recipients" of the Organizational Model of Archiva S.r.l.

The principles and provisions of this Model must be complied with by all the bodies, officers and employees of the Company, as well as by third parties who are operating in any capacity on behalf of or in the interest of the Company.

This Model applies, in particular, to:

- members of the **Board of Directors, Board of Statutory Auditors and Auditors**;
- **employees**;
- **suppliers, Collaborators and/or Consultants, professionals, agents** and any **Third Parties** to the extent that they may be involved in the performance of activities in which the commission of one of the predicate crimes referred to in Decree 231 is conceivable;
- **those who act under the direction or supervision of the company's top management** within the scope of the tasks and functions assigned.

The subjects identified in this way are hereinafter referred to as "Recipients".

4.3. The preparation of the Organizational Model of Archiva S.r.l.

The process of defining this Model was divided into the following phases:

1) Preliminary analysis of the business context

This phase had as its objective the preventive examination, through **documentary analysis** and interviews with the subjects informed within the company structure, the organization and the activities carried out by the various Functions, as well as the business processes in which the activities are articulated.

2) Identification of areas of activity and business processes at "risk of crime"

Through the aforementioned preliminary analysis of the business context, the following were identified:

- the **areas of activity "sensitive" to the commission of crimes**, i.e. the activities in which the opportunities for the implementation of the illegal conduct provided for by Decree 231 may hypothetically be created,
- the processes that may indirectly facilitate the commission of offences ("instrumental processes") referred to in Decree 231, i.e. the processes in which, in principle, the conditions and/or tools for committing crimes could be created
- the **potentially achievable offences**, as well as the possible methods of committing them.

3) Pattern Design

Following the activities described above, Archiva S.r.l. has deemed it appropriate to define the **operating principles and reference "protocols"** of the Model that it intends to implement in order to prevent the commission of offences and to monitor corporate compliance, bearing in mind:

- the provisions of the Decree;
- the Guidelines drawn up on the subject by Confindustria ⁽⁵⁾;
- the Articles of Association and the corporate organisational system;
- the set of internal procedures already adopted by the Company.

⁵ It is understood that any decision not to adapt the Model to some of the indications referred to in the aforementioned Guidelines does not affect the validity of the Model. In fact, the Model adopted by the Entity must necessarily be drawn up with specific reference to the concrete company reality, and therefore it may also deviate from the relevant Guidelines, which, by their very nature, are of a general nature.

At the same time as the preparation of the Model, the **Code of Ethics of Archiva S.r.l. was also drawn up. (Annex 1)** which defines the **values** and **general rules of conduct** that inspire the Company in carrying out its activities and is **an integral part of this Model.**

4.4. The mapping of the "sensitive" activities of Archiva S.r.l.

In accordance with the provisions of Decree 231 and with the procedures outlined above, the activities in which, in principle, the offences envisaged by Decree 231 (so-called **"sensitive" activities**) could be committed and the related **business functions** concerned have been identified, as well as the business processes in which, again in principle, the conditions or tools for the commission of certain types of crimes (so-called **"instrumental" processes**) could be created.

As part of this mapping, to which reference is made for every detail and specification, **some cases belonging to the following types of offences provided for by Legislative Decree 231/2001** were considered potentially relevant:

- crimes committed in relations with the Public Administration (Articles 24 and 25);
- computer crimes and unlawful processing of data (art. 24-bis);
- crimes of organized crime (art. 24-ter);
- counterfeiting of coins, 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 against the individual personality (art. 25-quinquies);
- manslaughter and serious or very serious culpable injuries committed with violation of accident prevention regulations and on the protection of hygiene and health at work (art. 25-septies);
- receiving stolen goods, laundering and use of money, goods or utilities of illegal origin, as well as self-laundering (art. 25-octies);
- offences relating to non-cash payment instruments and fraudulent transfer of valuables (Article 25-octies.1);
- crimes relating to copyright infringement (art. 25-novies);
- inducement not to make declarations or to make false declarations to the judicial authority (art. 25-decies);
- tax offences (Article 25-quinquiesdecies);
- smuggling offences (art. 25-sexiesdecies);
- transnational crimes (Law 146/2006).

Offences with the purpose of terrorism or subversion of the democratic order provided for by the Criminal Code and special laws (art. 25-quarter), offences of female genital mutilation (art. 25-quarter.1), offences of market abuse (art. 25-sexies), environmental offences (art. 25-undecies), the offence of employing illegally staying third-country nationals (art. 25-duodecies), crimes of racism and xenophobia (Article 25-terdecies), as well as crimes of fraud in sports competitions, abusive exercise of gaming or betting and games of chance exercised by means of prohibited devices (Article 25-quaterdecies), crimes against cultural heritage (Article 25-septiesdecies), crimes of laundering cultural property and devastation and looting of cultural and landscape property (Article 25-duodevicies) and crimes against animals (Article 25-undevicies), as well as **the other criminal offences** – among those attributable to the categories referred to in the previous bulleted list – not mentioned in the Special Part of this Model have all been analysed during the mapping of instrumental activities and processes. However, after a careful preliminary assessment, supported by the extensive cycle of interviews and documentary verification in the company, **no specific opportunities for implementation were identified** with respect to them because, both in consideration of

the operational reality of the Company and in consideration of the constituent elements necessary for the commission of the crimes in question. **In any case, it is considered that the risk profiles inherent in these additional criminal offences are overallly covered by the provisions of this Organisation, Management and Control Model**, and the annexes and documents that form an integral part thereof, as well as by **the general principles set out in the Code of Ethics**.

4.5. The structure of the Organizational Model of Archiva S.r.l.

The Model consists of a General Part and the following Special Parts aimed at monitoring the activities at risk previously identified:

- **Special Part A:** Crimes against the Public Administration and its Assets, crimes of corruption between private individuals and incitement to corruption between private individuals and the crime of inducement not to make declarations or to make false declarations to the Judicial Authority;
- **Special Part B:** Computer crimes and unlawful processing of data and crimes relating to copyright infringement;
- **Special Part C:** Corporate Crimes and Tax Crimes;
- **Special Part D:** Crimes of organized crime, crimes of receiving stolen goods, laundering and use of money, goods or utilities of illegal origin, as well as self-laundering, smuggling crimes and transnational crimes;
- **Special Part E:** Crimes against industry and commerce, Crimes of forgery in coins, public credit cards, revenue stamps and identification instruments or signs and Crimes in the field of payment instruments other than cash and fraudulent transfer of values;
- **Special Part F:** Crimes against the individual personality;
- **Special Part G:** Crimes of manslaughter and serious and very serious culpable bodily injury committed in violation of the rules for the protection of health and safety at work.

The Code of Ethics of Archiva S.r.l. and the Prevention Procedures referred to in the Special Part are also an integral part of the Model.

5. The Supervisory Body of Archiva S.r.l.

In implementation of the provisions of Article 6 of Decree 231, the task of supervising the functioning of, and compliance with, the Model and its annexes and documents that form an integral part of it, is entrusted to a body of the entity with autonomous powers of initiative and control (Article 6. 1, b) of Legislative Decree 231/2001), called the Supervisory Body (hereinafter also referred to as the "SB").

Pursuant to the provisions of Decree 231, the SB has the task of supervising, with autonomous powers of initiative and control:

- a) on the effectiveness and adequacy of the Model in relation to the corporate structure and its effective ability to prevent the commission of the offences provided for by Decree 231;
- b) on compliance with the requirements contained in the Model by the recipients;
- c) on the opportunity to update the Model, where there is a need to adapt and/or supplement it in relation to changed company and/or regulatory conditions, as well as as any ascertainment of relevant unlawful

conduct pursuant to Legislative Decree 231/2001 or ascertained non-compliance/violations of the Organisation, Management and Control Model.

5.1. The requirements of the Supervisory Body of Archiva S.r.l.

The members of the Supervisory Body must meet the requirements dictated by the Guidelines drawn up by Confindustria. And in particular:

AUTONOMY AND INDEPENDENCE: the Body must remain **extraneous to any form of interference and pressure from the top management and not be involved in any way in the exercise of operational activities and management decisions**. The Supervisory Body must not be in a situation of conflict of interest and operational tasks that may undermine its autonomy must not be assigned to the Body as a whole, but also to its individual members.

The requirement of autonomy and independence must also be understood as **the absence of family ties and hierarchical dependency ties** with the top management of the Company or with persons holding operational powers within the same.

The Supervisory Body must report to the highest operational management of the company and with this it must be able to dialogue "on an equal footing".

PROFESSIONALISM: i.e. **possession of technical-professional and specialized skills** for the concrete and effective performance of the assigned activity. These characteristics, combined with independence, guarantee objectivity of judgment;

CONTINUITY OF ACTION: the SB carries out **the activities necessary for the supervision of the Model in** a stable and continuous manner with **adequate commitment** and with the necessary **investigative powers**, meeting at least quarterly and, in any case, whenever the concrete situation requires it.

HONORABILITY: i.e. **seriousness** and **respectability**, also in relation to compliance with the causes of ineligibility, revocation, suspension or forfeiture from the function of Supervisory Body as specified below.

The requirements described above must be verified at the time of appointment by the Board of Directors.

The Company is currently oriented towards the choice of a monocratic body composed of a qualified person and expert in the matters relevant for the purposes of Legislative Decree no. 231/2001, as well as possessing the necessary integrity requirements.

5.2. The causes of ineligibility, revocation, suspension and forfeiture

In appointing the members of the Supervisory Body, the Board of Directors of the Company expressly established the following causes of **ineligibility** for the same members of the Supervisory Board.

Therefore, the following cannot be elected:

- those who have been **convicted** by a sentence, even if not final, or by a sentence of application of the penalty on request (so-called "plea bargaining") 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 267/1942;
 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 61/2002;
 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 or more crimes among those exhaustively provided for by Decree 231, even if with sentences to penalties lower than those indicated in the previous points;
- those against whom one of the **preventive measures** provided for by art. 10, paragraph 3, of Law 575/1965, as replaced by art. 3 of Law 55/1990 and subsequent amendments, has been definitively applied;
 - those against whom the **ancillary administrative sanctions provided for by art. 187-quarter of Legislative Decree 58/1998** have been applied.

The members of the Supervisory Body **must self-certify with a declaration** in lieu of notoriety that they are not in any of the above conditions, expressly undertaking to communicate any changes to the content of these declarations.

Any **revocation** of the members of the Body must be resolved by the Board of Directors of the Company and may only be ordered for reasons related to **serious breaches of the mandate assumed, including violations of confidentiality obligations strictly related to the performance of their office.**

The members of the Supervisory Body also lose their office when, following their appointment:

- are convicted by a final or plea bargain sentence for one of the crimes indicated in numbers 1, 2, 3, 4, 5, 6 and 7 of the conditions of ineligibility indicated above;
- are interdicted or incapacitated, or are in any case unable, for reasons of supervening physical or mental infirmity, to fully perform the functions assigned to them.

The members of the Supervisory Body are also **suspended** from the exercise of their functions in the event of:

- **conviction** with a non-final sentence for one of the crimes indicated in numbers 1 to 7 of the conditions of ineligibility indicated above;
- **application, at the request of the parties, of a penalty** among those referred to in numbers 1 to 7 of the conditions of ineligibility indicated above;
- application of a **personal precautionary measure**;
- provisional application of one of the **preventive measures** provided for by art. 10, paragraph 3, of Law 575/1965, as replaced by art. 3 of Law 55/1990 and subsequent amendments.

The duration and remuneration relating to the office of the Supervisory Body are defined by the Board of Directors.

At the natural expiry of the mandate, the Supervisory Body will remain in office under an extension regime until the appointment of the new Supervisory Body by the competent body.

The prorogatio will last a maximum of two months; if this term has elapsed without the new appointment having taken place, the Supervisory Body will be deemed to have automatically ceased to have performed its functions, without prejudice to the completion of the preliminary activities already started and the preparation of the final report.

5.3. The tasks of the Supervisory Body of Archiva S.r.l.

The SB carries out its functions **in full autonomy**, not operating under any other corporate function, nor the Board of Directors, to which it nevertheless reports the results of its activities: it, therefore, acts on the basis of the purposes attributed to it by law and directs its concrete work to the pursuit of the same.

In accordance with the provisions of Decree 231, the SB exercises its **powers of initiative and control over all the Company's representatives**, including the Board of Directors and its members, as well as **Collaborators and/or Consultants**.

In fulfillment of the tasks entrusted to him pursuant to art. 6 of Decree 231, the SB is entrusted with the following activities:

- a) promote the dissemination and **verification of knowledge and understanding of the principles and rules of conduct outlined in the Model** and in the annexes and documents that form an integral part of it and in the Code of Ethics;
- b) **prepare the annual plan of the activities** it intends to carry out to verify the adequacy and functioning of the Model;
- c) verify, **also through periodic and/or undisclosed checks**, the identified risk areas/transactions and the efficiency of the protocols put in place by the Company to oversee them, with particular regard to the overall system of proxies, powers of attorney and methods for managing financial flows;
- d) **request, collect and process any relevant information** for the purpose of verifying the adequacy and compliance with the Model by the recipients, establishing specific "dedicated" information channels aimed at facilitating correspondence and communication of anomalies and also determining the methods and periodicity of transmission;
- e) **verify and control the regular keeping and effectiveness of all the documentation** relating to the activities/operations identified in the Model and the annexes and documents that form an integral part of it;
- f) **inform the competent body of the non-compliance with the Model** of which they have become aware as part of their monitoring activity for the purpose of opening disciplinary proceedings;
- g) verify that non-compliance and/or ascertained Violations of the Model are **effectively and adequately sanctioned**;
- h) promote the preparation of a **training plan** aimed at promoting knowledge of the Model, the annexes and documents that form an integral part of it, and the Code of Ethics, where possible differentiated according to the role, responsibility of the recipients and the circumstance that they operate in areas at risk, providing for mandatory participation in training activities and specific controls aimed at verifying actual attendance and learning;
- i) **monitor the adequacy of the Model** with respect to the provisions and regulatory principles of Decree 231;
- j) **monitor the adequacy of information flows** and adopt any corrective measures;
- k) **transmit to the Board of Directors any information and/or request** relevant to the proper performance of the SB's functions, as well as for the correct fulfilment of the provisions contained in Decree 231.

As for the SB's task of promoting the updating of the Model, this function translates into the following activities:

- a) **monitor the evolution of the reference legislation** ;
- b) **promote the updating of the mapping of areas at risk**, according to the methods and principles followed in the adoption of this Model;

- c) **supervise the adequacy and updating of the protocols** with respect to the needs of crime prevention and verify that each party that contributes to outlining the Model is and remains responsive and adequate to the purposes of the Model itself, as identified by law;
- d) in the event of actual commission of offences and/or significant non-compliance and/or ascertained violations of the Model, **suggest and/or recommend to the Board of Directors the opportunity to introduce amendments to the Model** itself and propose them to the Board of Directors;
- e) verify **the effectiveness and correct implementation of the changes** made to the Model.

In order to ensure full effectiveness of its action, the Supervisory Body has **free access to any and all company documents relevant** to the performance of the functions assigned to it pursuant to Decree 231.

In the performance of its duties and in any circumstance in which it is deemed necessary or appropriate for the proper performance of the functions provided for by Decree 231, **the SB may request information or address communications to the Board of Directors**, which may in turn request that it be convened.

In carrying out its supervisory and control tasks, the Supervisory Body **may avail itself of the support of other internal functions of the Company and of external consultants** of proven professionalism in cases where this is necessary for the performance of verification and control activities, or of updating the Model.

The SB is assigned an **appropriate annual/budget**, established by the Board of Directors at the time of appointment, so that it can carry out its tasks in full autonomy, without limitations that may derive from insufficient financial resources.

In any case, the SB may request financial **and logistical resources from the Board of Directors** in addition to the fund provided, where necessary to allow its normal operation as well as to carry out analyses and investigations deemed necessary to verify the adequacy of the Model and the annexes and documents that form an integral part of it.

5.4. The reporting activity of the Supervisory Body of Archiva S.r.l.

In order to ensure full autonomy and independence in the performance of its functions, the Supervisory Body **reports directly to the Company's Board of Directors**, to which it reports on the implementation of the Model and the emergence of any critical issues emerging in the context of corporate life.

In particular, the SB reports to the Board of Directors:

- **when necessary**, with regard to the formulation of proposals for any updates and adjustments to the adopted Model, to be carried out through any amendments and additions that may be necessary;
- **immediately**, with regard to non-compliance and/or ascertained violations of the Model adopted, in cases where they could result in the Company being liable, so that appropriate measures can be taken. In the event of non-compliance and/or ascertained violations committed by the directors, the Supervisory Body is also required to notify the Shareholders' Meeting;
- **periodically and on a six-monthly basis**, in the form of an information report on the verification and control activities carried out and the results of the same, as well as any critical issues that have emerged in terms of conduct or events that may have an effect on the adequacy or effectiveness of the Model itself. In the same report, the SB also provides an adequate report on the uses of the allocated budget and formulates, for approval, the requests for the resources necessary to fulfil its role in the subsequent period.

The SB must also annually prepare a **plan of activities planned for the following year**, which identifies the activities to be carried out and the areas that will be subject to verification, as well as the timing and priority of the interventions.

The Supervisory Body may, however, carry out, within the scope of sensitive company activities and if it deems it necessary for the performance of its functions, controls not provided for in the intervention plan (so-called "**surprise checks**").

The Body **may request to be heard by the Board of Directors** whenever it deems it appropriate to speak with said body; likewise, the SB is granted the right to request clarifications and information from the Board of Directors.

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

The aforementioned meetings must be **recorded** and a copy of the minutes must be kept by the SB (as well as by the bodies involved from time to time).

5.5. Disclosure obligations towards the Supervisory Body of Archiva S.r.l.

In order to effectively exercise its supervisory and control function, the Supervisory Body is kept constantly informed of the actual company operations and is promptly informed of the occurrence of any event of potential impact for the purposes of the proper functioning and compliance by all recipients with the Organisational Model.

The Supervisory Body establishes in its control activity the documentation that, on a periodic basis, must be submitted to its attention.

Without prejudice to the right of the SB to request information in any area deemed relevant for the purposes of its supervisory and control functions, the recipients are in any case required to send the Body:

- measures and/or information from judicial police bodies or any other authority, which show that investigations are being carried out, including against unknown persons for the offences provided for by Decree 231, concerning the Company;
- visits, inspections and investigations initiated by the competent bodies (state bodies, regions, regional authorities, local authorities, other) and, at their conclusion, any findings and sanctions imposed;
- requests for legal assistance made by persons within the Company, in the event of the initiation of legal proceedings for one of the offences provided for by Decree 231;
- reports prepared by the company structures as part of their control activities, from which critical elements emerge with respect to the rules of Decree 231;
- the system of proxies and powers of attorney adopted by the Company;
- reports of assessment of administrative, regulatory or tax offences.

In addition to the above, the SB may provide for the sending, on a periodic basis, of certain information that will be punctually outlined in an autonomous document (Information Flows Document).

The information flows mentioned so far may be received by the Body, either by paper mail addressed to:

Archiva S.r.l.
to the attention of the Supervisory Body of Archiva S.r.l.
via Spagna n. 24

37069 Villafranca di Verona (VR)

and by e-mail to the address:

odv@archivagroup.it

Each information transmitted is stored by the Supervisory Body in a special computer and paper archive, in accordance with the regulatory provisions in force on the protection of personal data.

5.6. Whistleblowing – protection of the employee and/or collaborator who reports wrongdoing – Article 6, paragraph 2-bis of Legislative Decree 231/2001

The Reports are managed in accordance with the applicable regulatory framework on whistleblowing, with particular reference to the protection of the Whistleblower from any form of retaliation and/or discrimination.

In particular, it is forbidden to carry out acts of retaliation or discrimination, direct or indirect, against the Whistleblower for reasons directly or indirectly related to the Report, in compliance with the regulatory provisions of art. 6, paragraph 2-bis, of Legislative Decree 231/2001, as well as Legislative Decree 24/2023 and EU Directive no. 2019/1937.

In accordance with the provisions of current legislation, Archiva S.r.l. has adopted a specific **Whistleblowing Procedure** that illustrates the principles put in place to safeguard the Whistleblowers and Persons involved, the methods for sending Reports, the related management process, as well as any possible action resulting from the violations found.

In particular, in order to allow the effectiveness and correctness of the internal reporting system, the Company has appointed a **Whistleblowing Manager**, who is responsible for receiving and managing all Reports, in compliance with current legislation.

The Company has also set up the following **reporting channels**, through which it is possible to transmit and communicate Reports:

- online platform via web channel by connecting to the Archiva website in the "Whistleblowing" section;
- deposit for analogue documentation for reports from within the organisation;
- registered mail with return receipt: for reports from inside or outside the organization to the Reports Manager and/or the SB;
- orally through a face-to-face meeting with the SB and/or the Whistleblowing Manager.

The Company, and its representatives, are prohibited from carrying out acts of retaliation or discrimination, direct or indirect, against the Whistleblower for reasons connected, directly or indirectly, to the Report.

It is clarified, in accordance with the provisions in force, that **the retaliatory or discriminatory dismissal of the Whistleblower is to be considered null and void**, as are the change of duties, as well as any other retaliatory or discriminatory measure adopted against him.

The burden of proof lies with the employer, who must demonstrate that, in the event of disputes related to the imposition of disciplinary sanctions, or demotion, dismissal, transfer, or subjection of the Whistleblower to other organizational measures having direct or indirect negative effects on working conditions, subsequent to the submission of the Report, such measures are based on reasons unrelated to the Report itself.

Failure to comply with the measures to protect the Whistleblower or the submission of unfounded Reports made with intent or gross negligence will be subject to **disciplinary sanctions** in accordance with the provisions of paragraph 7 below ("The Disciplinary System").

Further disciplinary sanctions are also provided for in the event of:

- failure to comply with the measures and principles indicated in the Model regarding Reports;
- failure to comply with legal regulations on whistleblowing;
- ascertained violation, by the Person Involved.

The Whistleblower Managers, in compliance with the provisions on the processing of personal data and the protection of the confidentiality of the identity of the Whistleblower, promptly inform the Supervisory Body of the receipt of a Whistleblower potentially relevant for the administrative liability of the Entity for crime (limiting themselves to indicating to the SB which conduct is the subject of the Report) and, at the end of the investigations carried out on the merits of the Report, communicate to the same Body the outcome of the verification procedure and the final measure adopted (filing or ascertainment of the existence of the violation subject to the Report).

6. Training and information

6.1. General provisions

The Company intends to **ensure correct and complete knowledge of the Model**, the annexes and documents that form an integral part of it, and in general of the content of Decree 231 and the obligations arising from it among those who work for the Company.

Training sessions will be organized over time by the Company, by virtue of the criteria of compulsory and reiteration, as well as the possible diversification criteria.

At the end of the training activities, a **verification of the degree of learning** and the level of satisfaction of the participants is carried out.

6.2. Initial communication

This Model is **communicated** to all company resources.

All Employees and Top Managers must confirm, through a **specific declaration received via link**, that they have become aware of and accept the Model, of which they have an electronic copy available.

New hires are given an **information set** containing the Model and the attachments and documents that form an integral part of it, including the Code of Ethics, with which they are assured of the knowledge considered of primary importance.

All subsequent **amendments** and information regarding the Model will be communicated to company resources through official **information channels**.

6.3. Staff training

Participation in training activities aimed at disseminating knowledge of the legislation referred to in Decree 231, the Organization, Management and Control Model and the annexes and documents that form an integral part thereof, including the Code of Ethics and the "**Whistleblowing**" procedure, is to be considered **mandatory**.

The training will take into account, in the contents and methods of delivery of the related courses, the qualification of the Recipients, the level of risk of the area in which they operate and the attribution or not of representative functions.

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

Archiva S.r.l. will provide for the implementation of **training courses** that will illustrate, according to a modular approach:

- the regulatory context;
- the Code of Ethics, the Organisation, Management and Control Model adopted by the Company, including the Special Parts, Protocols and Procedures referred to therein (including the "**Whistleblowing**" procedure);
- the role of the Supervisory Body and the tasks assigned to it by the Company.

The Company will make available to interested parties the updated versions of the Code of Ethics, the Model and the "**Whistleblowing**" procedure.

6.4. Information to "Third Party Recipients"

The Company requires knowledge and compliance with the Model and the Code of Ethics among the so-called "**Third Party Recipients**", such as Collaborators and/or Consultants, suppliers, partners and other external parties operating on behalf of the Company.

The information is ensured through the publication of the General Part of the Model and the Code of Ethics on the company website (www.archivagroup.com).

Archiva S.r.l. provides for the inclusion of specific clauses in the contracts with third parties with which it operates that provide, in the event of non-compliance with the established ethical principles, the termination of the contractual obligations.

7. The disciplinary system

7.1. General profiles

The provision of a **disciplinary system suitable** for sanctioning non-compliance with the rules indicated in the Model is a condition required by Legislative Decree 231/2001 for **the exemption of the administrative liability** of Entities and to ensure **the effectiveness of the Model** itself.

The disciplinary system outlined in the following paragraphs is aimed at **sanctioning non-compliance with the principles and rules of conduct provided for in the Organisational Model** and in the internal documents and acts referred to therein or in any case contemplated by corporate governance, supplementing, for what is not expressly provided for and limited to the cases contemplated therein, the National Collective Labour Agreements (CCNL) of the category applied to personnel employee.

The relevant conducts consist, by way of example and not exhaustively:

- failure to comply with the principles and rules of conduct set out in the Code of **Ethics**, in the **Special Section**, as well as in the **internal procedures** referred to in this Organisational Model (including the Whistleblowing Procedure);

- in the lack of or untruthful indication of the activity carried out in relation to the methods of **documentation, storage and control of the documents**, so as to prevent the transparency and verifiability of the same;
- failure to participate, without justified reason, in the training provided on the subject of Legislative Decree, Model, Code of Ethics and Whistleblowing Procedure";
- in the non-compliance and/or **circumvention of the control system**, carried out by subtracting, destroying or altering the documentation provided for by the Special Part and/or the Protocols, or in the performance of activities aimed at preventing the persons in charge and the SB from controlling or accessing the requested information and documentation;
- in non-compliance with the provisions relating to the **powers of signature** and the system of **proxies**;
- failure **by hierarchical superiors to supervise** their subordinates regarding the correct and effective application of the principles of conduct set out in the Code of Ethics, the Special Section and the internal procedures referred to in the Model;
- in conduct that constitutes non-compliance with the **regulatory provisions and measures** adopted by the Company on whistleblowing or consists of **unfounded reports, made with intent or gross negligence** (Article 6, paragraph 2-bis, Legislative Decree 231/2001 and Legislative Decree 24/2023 – for which see § 5.6 above).

The sanctioning system provided for the above non-compliance is aimed at both **employees** and **collaborators** and **third parties** who operate on behalf of the Company, providing for appropriate disciplinary sanctions in one case, contractual/contractual sanctions (e.g. termination of the contract, cancellation from the supplier list, etc.) in the other case.

The disciplinary system is also extended to **the so-called top management** (i.e. those who hold representation, administration or management functions of the entity, or exercise, even on a factual basis, management or control powers), who, due to the type of activity carried out, deserve independent consideration in the definition and application of sanctions.

The imposition of disciplinary sanctions for contravention of the principles and rules of conduct indicated in the Organizational Model is independent of the possible initiation of criminal proceedings and the outcome of the consequent judgment for the commission of one of the unlawful conducts provided for by Decree 231.

7.2. Criteria for imposing penalties

Any non-compliance and/or violations ascertained relevant for disciplinary purposes are **communicated by the SB to the body that, as the case may be, is responsible for imposing sanctions**, as well as, if existing, to the hierarchical superior of the person concerned.

Following the aforementioned communication, the interested party is promptly informed **of the** disputed charge, being guaranteed a reasonable time limit for **replying** to his defence.

Once **the non-compliance and/or violation of the** rules referred to in Legislative Decree 231/2001, the Organizational Model or the documents that compose it have been ascertained, the sanctions will be **applied in proportion to the seriousness** of the non-compliance, taking into account in any case the following **parameters of judgment**:

- relevance and extent of the obligations violated;
- level of hierarchical and/or technical responsibility of the perpetrator of the non-compliance and/or ascertained violation of the rules referred to in Legislative Decree 231/2001, of the Organizational Model or of the documents that compose it;

- subjective attitude with which the conduct was maintained (intent or negligence);
- factual circumstances suitable for outlining the context of the non-compliance and/or ascertained violation of the rules referred to in Legislative Decree 231/2001, of the Organizational Model or of the documents that compose it, with regard to professionalism, previous work experience and any repetition of the alleged non-compliance;
- possible sharing of responsibility with other individuals who contributed to determining the non-compliance;
- suitability of the conduct to compromise, albeit at a potential stage, the overall effectiveness of the Organisational Model.

If several offences have been committed with a single act punishable by different sanctions, the most serious sanction will be applied.

Any imposition of disciplinary sanctions, regardless of the possible initiation of proceedings and/or the outcome of any criminal proceedings, must be, as far as possible, inspired by the **principles of timeliness**.

7.3. Sanctions applicable to employees (non-managers)

The **sanctions that can be imposed** on employees, in accordance with the provisions of art. 7 of Law no. 300 of 20 May 1970 (the so-called "**Workers' Statute**"), as well as any special regulations (such as the **National Collective Labour Agreement for workers employed in the private metalworking industry and the installation of plants**, applicable to employees of Archiva S.r.l.), are as follows:

- 1) Verbal warning;
- 2) Written warning;
- 3) Fine not exceeding three hours of hourly wage calculated on the minimum wage;
- 4) Suspension from work and pay for up to a maximum of three days;
- 5) Dismissal for shortcomings.

A verbal warning or a written warning is adopted in cases of first failure; the fine in cases of recidivism; suspension in cases of recidivism in failure already punished with a fine in the previous six months. When, however, the shortcomings are of a more serious nature, also in relation to the tasks performed, a fine or suspension may be adopted even in the event of a first offense.

Dismissal, with immediate termination of the employment relationship and loss of notice compensation, can be adopted for the most serious shortcomings, i.e. in cases where the infringement is not compatible with the continuation, even temporarily, of the relationship.

1. Verbal warning: This is a verbal warning – therefore not accompanied by any written warning – provided for non-compliance and/or ascertained violations of the Organisational Model or the documents that compose it more slightly, in the event that the worker violates one of the internal rules provided for by the Model, Protocols and Procedures in force.

It must be a slight and **culpable** non-compliance and/or violation **of the Organisational Model or the documents that compose it** – which is committed for the first time by the worker – and that the infringement is not capable of refracting negative effects towards the outside such as to significantly undermine the effectiveness of the company's organisational controls.

A prior objection to the charge is not required, as it can be contained directly in the recall.

By way of example, a relevant reason for the imposition of the sanction in question is the conduct of the employee who, due to negligence, neglects to accurately keep the supporting documentation necessary to reconstruct the Company's operations in relation to an area at risk of crime.

2. Written warning: This is a reminder made in written form provided for non-compliance and/or ascertained violations of the Organizational Model or the documents that compose it that are minor – i.e., on a par with those previously analyzed – in the case of so-called "S.p.A. **first recidivism** (second non-compliance and/or ascertained violation).

As in the case of a verbal warning, by way of example, a significant reason for the imposition of the sanction in question is the conduct of the employee who, due to negligence, neglects to accurately keep the supporting documentation necessary to reconstruct the Company's operations in relation to an area at risk of crime.

3. Fine: this is a **financial penalty**, which can be raised **up to the amount corresponding to 3 hours of the hourly wage calculated on the minimum wage**, which can be imposed in the event of **repeated non-compliance with** the rules of conduct and procedures provided for by the Model. As with the warning, the imposition of the fine presupposes that the extent of the non-compliance and/or ascertained violations of the Organizational Model or the documents that compose it is not such as to undermine the general effectiveness of the Model and **has not caused damage to the Company**.

By way of example but not limited to, an employee who, due to negligence:

- fails to verify compliance with the Model, the annexes and documents that form an integral part of it and the related procedures, without this causing prejudice to the Company;
- fails to communicate to the Supervisory Body information due pursuant to the Model and relating to situations that are not particularly risky, without this causing damage to the Company;
- fails to communicate to the Supervisory Body relevant information due pursuant to the Model;
- fails to participate, in the absence of adequate justification, in the training activities provided by the Company in relation to the Model, the Code of Ethics, the Protocols and/or the other annexes and documents that form an integral part thereof, without this having caused damage to the Company.

4. Suspension of pay and service: this is a sanction of both a pecuniary and disqualification nature, consisting in the infliction of a **forced abstention of the worker from the service** performed and the **deprivation of a portion of the salary** up to a maximum of **3 days**.

In particular, this type of sanction is imposed on workers who, in violating the internal procedures provided for by the Model or in the annexes and documents that form an integral part thereof, or by adopting conduct in sensitive areas that does not comply with the requirements of the Model, expose the integrity of company assets to a **situation of objective danger** or cause real **damage** to the Company.

More specifically, these penalties are imposed in the event of:

- a) culpable and/or negligent conduct which, due to the hierarchical or technical level of responsibility of the author, or in the presence of factual circumstances such as to aggravate the situation, may undermine, albeit potentially, the effectiveness of the Model. By way of example, but not limited to:
 - failure to comply with the procedures provided for by the Model concerning an administrative or judicial procedure (e.g., in which one of the necessary parties is the Public Administration);

- adoption of incorrect, non-transparent, uncooperative or non-compliant conduct with the law and company procedures, in all activities aimed at the preparation of financial statements and other corporate communications;
 - failure to carry out promptly, correctly and in good faith all the communications required by law and regulations towards the supervisory authorities or obstruction of the exercise of the supervisory functions undertaken by them;
- b) serious non-compliance and/or ascertained procedural violations of the Model such as to expose the Company to liability towards third parties. By way of example:
- omission or issuance of false declarations relating to compliance with the Code of Ethics, the Model or the other annexes and documents that form an integral part thereof (including the "Whistleblowing" procedure);
 - failure to comply with the provisions relating to the powers of signature and the system of proxies;
 - failure to supervise the conduct of personnel operating within their sphere of responsibility in order to verify their actions within the areas at risk of crime and, in any case, in the performance of activities instrumental to operational processes at risk of crime;
 - wilful omission in the fulfilment of the obligations provided for by the Model for the purposes of risk management;
 - failure to comply with the protocols provided for by the Model on health and safety in the workplace;
 - failure to comply with the protocols provided for by the Model on environmental protection; failure to comply with the provisions contained in the Code of Ethics;
 - recidivism, beyond the third time in the calendar year, in the deficiencies referred to in points 1, 2 and those listed herein;
 - repeated and negligent non-compliance and/or ascertained violations of 231/2001, of the Organizational Model or of the documents that compose it, individually punishable with lighter sanctions, not necessarily of a malicious nature, but in any case an expression of significant non-compliance by the employee;
 - repeated non-compliance with the provisions contained in the Code of Ethics;
 - adoption in the performance of activities in sensitive areas of conduct that does not comply with the requirements and procedures of the Model that causes damage to the Company;
- c) any and all other non-compliance with contractual regulations or specific company provisions communicated to the employee, provided that the conditions indicated above are met, relating to the non-minor non-compliance and/or ascertained violation of the Organisational Model or the documents that compose it and the cause of danger or damage to the Company.

5. Dismissal: this is the termination of the employment relationship and the consequent removal of the employee from the workplace, which the worker may incur for the **most serious infringements**, consisting of a **serious non-compliance and/or ascertained violation of the rules of conduct** of the Model, of the annexes and documents that form an integral part of it, which due to their extent **radically undermine the company's trust in the employee**, constituting serious **moral and/or material damage** to the company.

The sanction applies first of all in the event that the employee's conduct involves the **commission of an offence** provided for by Decree 231 or is in any case capable of causing a concrete risk of the imposition of 231 sanctions on the Company.

In addition to the case just mentioned, the sanction is also applicable if the worker is **a repeat offender beyond the third time, within the same calendar year, in relation to the non-compliances referred to in point 4 above** (already punishable by suspension of pay and service).

It is also clear that dismissal must be considered not only an appropriate measure, but also necessary, in all events directly referred to by the legislation on corporate liability and, in any case, when **conduct contrary to ethical principles or rules of conduct implemented with malicious intent** is found.

By way of example and not exhaustively, the following may give rise to dismissal:

- the non-compliance and/or ascertained malicious violation of procedures with external relevance and/or the related circumvention;
- the implementation of conduct unequivocally aimed at the commission of a crime included among those provided for by Decree 231 such as to break the relationship of trust with the employer;
- non-compliance, ascertained violation and/or circumvention of the control system, carried out with intent through the theft, destruction or alteration of the documentation provided for by the Model, and of the attachments and documents that form an integral part thereof, or by preventing control or access to information and documentation to the persons in charge, including the Supervisory Body;
- the lack, incomplete or untruthful documentation of the activity carried out in relation to the methods of documentation and storage of documents and procedures, maliciously aimed at preventing their transparency and verifiability;
- the adoption, in the performance of activities classified as at risk pursuant to Decree 231, of conduct that does not comply with the rules of the Model and is unequivocally aimed at committing one or more of the crimes provided for by Decree 231.

The type and extent of each of the sanctions referred to will be applied according to criteria of **reasonableness, proportion and adequacy**, as well as taking into account **the parameters of judgment indicated in § 7.2 above**, relating to the seriousness of the act and the damage or danger caused, the subjective attitude of the perpetrator, his role and duties within the Company, as well as all other objective or subjective circumstances that contribute to outline the factual framework in which the offence was committed, **without prejudice to the Company's right to request and obtain compensation for damages** resulting from the employee's failure to comply and/or ascertained Violation of the Model, the annexes and documents that form an integral part thereof.

The ultimate responsible for the concrete application of the disciplinary measures described above is the **Employer**, who will impose the sanctions **after hearing the opinion of the Supervisory Body**, as well as the opinion of the immediate superior of the author of the impugned conduct.

In any case, **the Supervisory Body must receive timely information of any act concerning the disciplinary proceedings** against a worker for non-compliance and/or ascertained violation of this Model, of the annexes and documents that form an integral part thereof, from the moment of the disciplinary complaint.

7.4. Sanctions applicable to managers

The **Company's managers**, in carrying out their professional activities, are obliged both to **comply with** and to **ensure that their collaborators comply with** the requirements contained in the Model.

In the event of non-compliance and/or ascertained violation by managers of the provisions of the Model, the Code of Ethics, the other annexes and documents, the disciplinary power against the manager is exercised in compliance with the procedure pursuant to Article 7 of the Workers' Statute.

As regards the sanctions, the **same sanctions are applied as for other employees** (i.e. those listed in paragraph 7.3 above), as they are compatible, in the presence of the same infringements indicated therein.

In assessing the most appropriate initiatives to be taken, the particular circumstances, conditions and methods in which the conduct contrary to the Model, the annexes and documents that form an integral part thereof, including the Code of Ethics, occurred, must be considered.

If, as a result of this assessment, **the fiduciary relationship** between the Company and the manager is irreparably damaged, the measure of **dismissal will be taken**.

By way of example and not exhaustively, a conduct punishable by the measure of dismissal commits a manager who:

- commits repeated, serious and conscious non-compliance and/or ascertained violations of the Model, the Code of Ethics and the annexes and documents that form an integral part thereof (including the "**Whistleblowing**" procedure);
- voluntarily fails to supervise the conduct of personnel operating within its sphere of responsibility in the so-called "at risk" areas and, in any case, in the performance of activities instrumental to operational processes at risk of crime;
- fails to communicate situations of irregularities or anomalies inherent in the correct fulfilment of the procedures referred to in the Model of which he/she is aware, such as to compromise the effectiveness of the Model itself or determine a potential or present danger for the Company of the imposition of the sanctions referred to in Decree 231;
- fails to promptly and completely highlight to the SB any critical issues in the scope of application of the Model, which may have emerged as a result of inspections, verifications, communications and the like. of the authorities in charge.

In any case, the right of the Company to request **compensation** for the greater damage suffered due to the conduct of the manager remains unaffected.

7.5. The sanctions that may be imposed on the members of the Board of Directors

Failure to comply with the principles and rules of conduct set out in the Code of Ethics, the Model, the Protocols or the other annexes and documents that form an integral part thereof, as well as failure to comply with the measures put in place to protect *Whistleblowers* or Reports made with intent or gross negligence, entail, if committed by the **directors**, their subjection to **censure and sanctions of a disciplinary nature**.

The Supervisory Body must promptly inform the entire Board of Directors and the Board of Statutory **Auditors of such conduct, and of any conduct that does not comply with the requirements of the Model**, with a view to adopting any appropriate initiative.

By way of example and not exhaustively, the conduct of the director who:

- commits serious non-compliance and/or ascertained violations of the provisions of the Model, the Code of Ethics, the other annexes and documents that form an integral part thereof, as well as the measures to protect the Whistleblower, including **the omission or delay in communicating to the Supervisory Body information** due pursuant to the Model and relating to situations at risk, or in any case carries out such communications in an incomplete or incomplete manner;

- **fails to adequately supervise the conduct of employees** (including managers) placed directly under its direct report, in order to verify their actions within the areas at risk of crime and, in any case, in the performance of activities instrumental to operational processes at risk of crime;
- **fails to promptly communicate any situations of irregularities** or anomalies inherent in the correct fulfilment of the procedures referred to in the Model of which it is aware, such as to compromise the effectiveness of the Company's Model or determine a potential or present danger for the Company of the imposition of the sanctions referred to in Decree 231;
- **does not promptly identify, even through negligence or inexperience, any conduct contrary** to the procedures set out in the Model and **does not take steps to put an end to them** and the consequent perpetration of crimes;
- engages in malicious conduct such as to integrate the types of **crime** provided for by Decree 231;
- creates any situation of **conflict of interest** - even potential - with respect to the Company or the Public Administration;
- distributes **gifts or gifts to public officials** outside the provisions of the Code of Ethics or grants other benefits of any kind (e.g. promises of employment);
- provides **services in favour of partners that are not adequately justified** in the context of the relationship established with the partners themselves;
- present **untruthful declarations** to national or EU public bodies in order to obtain public disbursements, contributions or subsidized loans;
- uses sums received from national or EU public bodies by way of disbursements, **contributions or loans for purposes other than those for which they were intended**;
- recognizes **compensation in favor of external collaborators who are not adequately justified** in relation to the type of assignment to be carried out and the practices in force at the local level;
- does not strictly comply with all the rules laid down by law to protect the integrity and effectiveness of the share capital or does not act in compliance with the company's internal procedures that are based on these rules;
- does not ensure the regular functioning of the company and the corporate bodies or does not guarantee or facilitate any form of control over the company's management provided for by law, as well as the free and correct formation of the will of the shareholders' meeting;
- does not carry out promptly, correctly and in good faith all the communications required by law and regulations to the supervisory authorities or hinders the exercise of the supervisory functions undertaken by them.

The **Board of Directors**, promptly informed together with the Board of Statutory Auditors by the Supervisory Body, **resolves to ascertain the offence and impose the sanction on the** director responsible for the non-compliance and/or ascertained violation of the rules referred to in Legislative Decree 231/2001, the Organisational Model or the documents that compose it, applying any appropriate measure permitted by law, including the penalties, determined according to the seriousness of the act and the fault, as well as the consequences deriving from it.

If the **alleged offence concerns the majority of the members of the Board** of Directors and therefore this Body is unable to resolve on the above, the **Shareholders' Meeting** must be promptly convened at the request of at least one of the members of the Board of Directors or, failing that, by the Board of Statutory Auditors, so that the same can ascertain, contest and impose the sanction.

In the most serious cases, the Board of Directors or the Board of Statutory Auditors, in the event of non-compliance and/or ascertained violations of the rules referred to in Legislative Decree 231/2001, of the Organisational Model or of the documents that compose it such as to constitute **just cause for the revocation of** the member of the

management body, **proposes to the Shareholders' Meeting the adoption of the relevant measures** and provides for the additional duties provided for by law.

7.6. The sanctions that may be imposed on the Board of Statutory Auditors and the Auditors

In the event of non-compliance and/or ascertained violations of the Organisational Model and the annexes and documents that form an integral part thereof by the **Board of Statutory Auditors** or the **Auditing Body**, the SB must **immediately notify the Board of Directors by means of a written report**, which will take the appropriate legal measures.

In the event of non-compliance and/or ascertained violations of the rules referred to in Legislative Decree 231/2001, of the Organisational Model or of the documents that compose it such as to constitute *just cause for revocation*, the Board of Directors **shall convene the Shareholders' Meeting** by forwarding the report of the Supervisory Body to the shareholders in advance; the adoption of the consequent measure is in any case the responsibility of the Shareholders' Meeting.

7.7. The sanctions that may be imposed on the "Third Party Recipients"

Any conduct carried out by **Collaborators and/or Consultants** or other **third parties connected to the Company by a non-employee contractual relationship**, in contrast with the provisions of Legislative Decree 231/2001, may determine, in the event of serious non-compliance, the **termination of the contractual relationship**, without prejudice to any request for **compensation** if such conduct results in damage to the Company, even regardless of the termination of the contractual relationship.

To this end, with particular attention to activities entrusted to third parties in "*outsourcing*", **it is envisaged the inclusion in the contracts of specific clauses** that acknowledge the **knowledge of Decree 231** by the third party contractor and require **the assumption of a commitment** by the third party contractor and by the latter's employees and collaborators to refrain from conduct suitable for configuring the hypothesis of crime of referred to in Decree 231 itself and to adopt suitable control systems (regardless of the actual commission of the crime or its punishability) and that **govern the consequences in the event of violation of the** provisions of the clause; alternatively, the issuance of a unilateral declaration of "certification" by the third party or collaborator regarding the knowledge of Decree 231 and the commitment to base its activity on compliance with the of the provisions of the law.

7.8. Penalties in the event of violation of the whistleblower's protection measures and against those who make intentional or grossly negligent misconduct Unfounded reports

The disciplinary system adopted pursuant to art. 6, paragraph 2, letter e), of Legislative Decree no. 231/2001, also provides for sanctions to be applied to those who **violate the measures to protect the Whistleblower** as well as those who make **unfounded reports with intent or gross negligence**.

In particular:

- with regard to the **members of** the SB, failure to comply with these measures is grounds for *revocation*; the sanctions referred to in paragraphs 7.3, 7.4, 7.5, 7.6, 7.7 above, *where applicable, may also apply* ; the assessment process and the decision on the sanction to be applied is the responsibility of the Board of Directors;
- with regard **to any invited to the meetings of the Supervisory Body** (Board of Statutory Auditors, Directors, managers, employees, consultants), failure to comply and/or ascertained Violation of these measures will result in the *sanctions referred to in paragraphs 7.3, 7.4, 7.5, 7.6., 7.7 above;*

- with regard to **other subjects**, the violation of these measures involves the application of the *sanctions referred to in paragraphs 7.3, 7.4, 7.5, 7.6, 7.7* above.

The adoption of discriminatory measures against persons who make Reports can be reported to ANAC (National Anti-Corruption Authority), which – in this case – informs the National Labour Inspectorate for the measures within its competence.

The retaliatory or discriminatory dismissal of the reporting party is null and void. The change of duties pursuant to Article 2103 of the Civil Code, as well as any other retaliatory or discriminatory measure adopted against the Whistleblower, are also null and void. In any dispute concerning disciplinary sanctions, demotion, dismissal, transfer, or other organisational measures adopted after a Report, the employer bears the burden of proving that such measures are unrelated to the Report.

ANNEX 1 – Code of Ethics