Organisation, Management and Control Model pursuant to Legislative Decree 231/2001

General Part

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EQUITER SGR

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1. Introduction

Equiter SGR S.p.A. (hereinafter also “Equiter”, the “SGR” or the “Company”) places at the centre of its values and corporate policy fairness and transparency in the conduct of corporate activities, in order to preserve its reputation, meet the expectations of stakeholders — including the investors in the managed funds and the regulators — and facilitate the work of employees and collaborators. Therefore, the Company has decided to adopt an Organisation, Management and Control Model (hereinafter also simply the “Model”) compliant with Legislative Decree 231/2001, with the aim of establishing a structured and organic system of prevention, deterrence and control, aimed at reducing the risk of committing offences by identifying the sensitive activities and their consequent regulation.

1.1. The Company

The Company (formerly Equor Capital Partners SGR S.p.A.) was incorporated on 28 June 2021. Since 17 January 2022, it has been registered under No. 202 in the register kept by the Bank of Italy pursuant to Article 35 of the TUF.

On 30 October 2024, the acquisition of the SGR by the current shareholder Equiter S.p.A. was finalised, following the granting of authorisation by the Bank of Italy pursuant to Article 15 of the TUF and the regulation on collective asset management adopted by the Provision of 19 January 2015. At the same time, the company’s articles of association and corporate name were amended.

The SGR, pursuant to Article 2 of the articles of association, has as its object: “(i) collective asset management, which may be carried out through the establishment, the management of the assets and risks, the administration and the marketing of one or more reserved closed-end alternative securities investment funds pursuant to Article 14 of Ministerial Decree No. 30/2015, which do not resort to financial leverage and exclude the exercise of the relevant participants’ right to redeem units or shares, where provided for, for a period of at least five years from the date of the initial investment in each of such alternative investment funds, for a total amount of assets managed not exceeding the threshold of EUR 500 million, and (ii) management under delegation conferred by parties that provide the collective asset management service and by foreign collective investment undertakings, within the limits established by the applicable legislation. […] For the purpose of pursuing the corporate object, the company may also subscribe units of funds it has itself established. The company may also confer management delegations on authorised parties within the limits established by the legal and regulatory provisions in force.”

Currently, Equiter has not yet established a fund of its own and operates by managing — as delegate of Ersel Asset Management SGR S.p.A. (hereinafter, jointly with the SGR, also the “Managing Parties”) — a closed-end alternative securities investment fund under Italian law, reserved for professional investors, named “Equiter Infrastructure II” (hereinafter also “EIF II” or the “Fund”). The delegation is exercised in accordance with the AIF management delegation contract signed on 13 November 2024 (hereinafter also the “Delegation”) and with the Fund’s management rules (hereinafter the “EIF II Rules”).

As further specified in paragraph 2.4 of the aforementioned management rules, the Fund may invest, including indirectly, in transactions pertaining to the infrastructure sector. Investment transactions relate exclusively to Italian companies and are aimed, principally, at acquiring the majority or the entirety of their risk capital. In order to enhance the Fund’s investments, the Managing Parties therefore intend to contribute to the management of the companies forming part of its assets.

The process of designing and approving new AIFs by the SGR’s board of directors will include the definition of the target market of end clients, ensuring that all the specific risks connected to that market have been assessed and that the envisaged distribution strategy is in line with the characteristics of the market so identified.

The Company intends, in the future, to market Italian AIFs with investment strategies consistent with ESG sustainability principles and in compliance with EU Regulation 2088/2019 on sustainability-related disclosures in the financial services sector (the so-called SFDR Regulation). The Funds indeed promote environmental, social and governance criteria with reference to all the target companies in their portfolios. To this end, the establishment of a Sustainability – SDGs Committee is envisaged, to be set up after the start of operations of a reserved Italian AIF established and managed by the SGR (for further details on the establishment of new AIFs by Equiter, see Section B of the Organisational Structure Report and Section II of the procedures manual).

As regards EIF II, consistently with the Fund’s general investment strategies as well as its management rules, the SGR will not provide financial support of any kind, nor will it invest, even indirectly:

- in the production or trade of tobacco, weapons and ammunition;
- in the production, trade or distribution of alcoholic beverages;
- in gambling or in the production or trade of products related thereto;
- in pornography, prostitution or similar activities;
- in the production of illicit substances;
- in the production or trade of products or services that promote the termination of human life;
- in the production and extraction of fossil coal;
- in the production or trade of products or services that are (a) illegal in the legal system in which the company is based, or (b) contrary to international conventions, agreements or prohibitions, to the extent that these are applicable to such companies;
- in activities that entail the violation of human rights.

The duration of the Company is set until 31 December 2060, with the possibility of extension by resolution of the shareholders’ meeting in accordance with the legislation in force from time to time. The registered office of the SGR is in Turin, Piazza San Carlo No. 156. The Company also has an operating office in Milan, Via Camperio No. 9.

1.2. The Company's corporate governance

The Company's share capital, fully subscribed and paid up, is EUR 75,001.00 (seventy-five thousand and one), divided into ordinary shares with a nominal value of one euro each, held 100% by Equiter S.p.A. As established by Article 7 of the articles of association, the shares are represented by registered share certificates and confer equal rights on the holders; each share is indivisible and confers the right to one vote.

The SGR adopts a traditional governance model, which is structured into the board of directors, the board of statutory auditors and the shareholders' meeting.

Currently, the board of directors is composed of five directors, of whom one is an independent director, one is the Anti-Money Laundering officer, one member holds the office of chief executive officer and one member holds the office of chairman. The directors must possess the requirements of good repute, professionalism and independence required by the legal provisions in force for financial intermediaries, and remain in office until the date of the meeting convened for the approval of the financial statements relating to the last financial year of their term (31 December 2025).

The board of directors holds the broadest powers for the ordinary and extraordinary management of the Company, with the power to carry out all the acts it deems appropriate for the achievement of the corporate object, excluding only the acts which, under the law or the articles of association, are reserved to the shareholders' meeting. In particular, Section I of the procedures manual contains an exhaustive list of the matters reserved to its exclusive competence, in implementation of Article 14 of the articles of association. The functioning of the body is governed by Articles 13 et seq. of the articles of association.

The chief executive officer sees to the ordinary management of the Company, implements the corporate policies and risk-management strategies in implementation of the guidelines resolved by the board of directors. It has the task of ensuring that the Company's organisational structure is adequate, with a correct division of tasks and responsibilities, and that timely information flows between the corporate bodies are guaranteed. It may propose to the board of directors amendments or developments of the organisational, administrative and accounting structure, and supervises the communication of corporate policies and procedures to staff. It also formulates proposals to the board of directors relating to the SGR's strategic plan and annual budget and to the company's financial statements.

The chief executive officer directs the Company's activity towards the achievement of the defined objectives, executing the board's resolutions and carrying out the acts of ordinary administration necessary to pursue the corporate object. It manages current contracts, with specific limits on amounts, and sees to relations with public bodies, supervisory authorities and financial institutions. It has the power to negotiate and conclude financing contracts and to manage current accounts, treasury operations and current expenses within certain value limits.

Its powers also include the adoption of measures to ensure occupational safety and environmental protection. In addition, with reference to the management of human resources, it assumes the role of employer under the legislation in force. The chief executive officer represents the company in judicial and administrative matters, with specific value limits on disputes, and oversees relations with the supervisory bodies, signing the required declarations.

It may delegate part of its powers to internal or external collaborators, ensuring that the delegates have the skills necessary to fulfil the tasks assigned, with an obligation to report. It is in any event required to comply with the strategic guidelines of the board of directors and with the approved plans and budgets, always operating in compliance with the corporate procedures and internal regulations.

The SGR has appointed a general manager, who is granted the delegations relating to the supervision and performance of fund management activities, so that it can implement the decisions taken by the deliberating bodies in relation to investment transactions, fund management and divestment transactions, as well as any other transaction connected with, or otherwise pertaining to, the management of the funds' assets and liabilities.

The general manager has the task of coordinating the Investment Area, organising its activities and ensuring an adequate information flow with the other corporate functions. In compliance with the guidelines and investment policies established by the board of directors, the general manager conducts the negotiations relating to the purchase, subscription and disposal of shareholdings by the managed funds. In addition, it submits to the board of directors specific proposals concerning the management and disposal of shareholdings, including the exercise of rights associated with the investee companies, and executes its resolutions.

It has the power to enter into or amend shareholders' agreements within the limits approved by the board and oversees the transactions on the assets of the managed funds, ensuring that all activities comply with the management rules and the legislation in force. It manages relations with investors, including the signing of contractual documentation and the definition of the applicable fees. It is also responsible for arranging the drawdowns of the units subscribed by investors and for ensuring the adequate distribution of the funds' proceeds.

It is responsible for the management of treasury and current accounts, for which it arranges the necessary operations within predefined limits. It is also charged with defining the voting guidelines relating to the financial instruments held by the funds and with giving instructions for significant transactions such as capital increases or bond conversions.

Finally, the general manager is responsible for implementing the product governance policy adopted by the board of directors, including the development and proposal of the target market of the funds marketed. It ensures that the product governance process is effective and provides the board with timely information in the event of significant events that may affect that process. In the exercise of its functions, it operates in compliance with the internal strategies and rules, with the possibility of delegating specific powers to collaborators, while always retaining the obligation of supervision and control.

Currently, the SGR has appointed the chief executive officer as general manager, who will hold both offices until the expiry of the board of directors' mandate.

Pursuant to Article 21 of the articles of association, the board of statutory auditors is appointed by the shareholders' meeting according to criteria that ensure an adequate degree of diversification in terms of skills, experience, age and gender. The statutory auditors have a mandate of three financial years, with the possibility of re-election, and their term expires on the date of the meeting convened for the approval of the financial statements relating to the third financial year.

The statutory auditors must possess the requirements of good repute, professionalism and independence required by the legal provisions. The board of statutory auditors carries out its supervisory role in accordance with the legislation in force, monitoring compliance with the law and the articles of association, as well as verifying the adequacy of the organisational and accounting structure adopted by the Company. It has the task of detecting irregularities in the management and breaches of the rules governing the provision of services, making use, where necessary, of the internal control functions. As specified in the articles of association, in addition to the powers referred to in Article 2403-*bis* of the Civil Code, the board of statutory auditors is granted broad powers of inspection, verification and control for the purpose of fulfilling the reporting obligations towards the competent supervisory authorities pursuant to Article 8, paragraph 3, of the TUF.

The statutory audit of the accounts is carried out by KPMG S.p.A., a company registered in the register of auditors.

The Company is organised into the following functional areas:

- **Control functions:** risk management; compliance; internal audit (outsourced); anti-money laundering; valuation (carried out by the CFO).
- **Operating functions:** investment area; commercial area; operations area.
- **Staff functions:** IT (outsourced).

In support of the board of directors' activities, a Management Committee is also present. An Experts' Committee may also be established.

The Company's corporate governance system is extensively described in the "Organisational Structure Report", which the SGR draws up annually in compliance with the provisions contained in the Bank of Italy provision of 19 January 2015, as subsequently amended. Together with the other corporate documents — including in particular the corporate procedures — the Organisational Structure Report contributes to the composition of Equiter's so-called "regulatory body", in which the tasks and areas of responsibility of the functions and organisational units into which the Company is structured are defined.

1.3. The internal control system

The Model, aimed at preventing (or in any case mitigating) the risk of predicate offences occurring, constitutes one of the pillars of the broader internal control system implemented by Equiter, aimed at ensuring the correct functioning and sound operation of the Company in full compliance with the legislation in force, including the measures of the supervisory authorities. The corporate organisational structure — comprising the various control functions and the tasks assigned by law or the articles of association to the board of statutory auditors — constitutes the foundation of this system.

The internal audit function is outsourced to the company Regulatory Consulting S.r.l. The internal contact person is the independent director. The mission of internal audit consists in the global verification of the adequacy of the management service, also considering the parties involved. This function adopts, applies and maintains a verification plan to examine and assess the adequacy and effectiveness of the Company's systems, processes, procedures and control mechanisms, formulating recommendations based on the results of the work carried out and verifying compliance with them. With reference to the adequacy and efficiency of the organisational and IT measures adopted by the SGR for the management of operational continuity, the function produces a report with its assessment at least annually.

Among its main functions, it prepares the annual audit plan to be presented to the board of directors, verifies that the operating activities comply with the sector legislation, the internal regulation and the management objectives defined by the board of directors and the management bodies. It ensures the legitimacy of the acts, the administrative and accounting correctness of the operations, and the regularity of the procedural steps. It assesses the reliability of the information systems, including those for accounting recording, and monitors the main corporate processes. In addition, it promptly reports any cases of irregularity or serious inadequacy detected. Finally, it conducts a regular assessment of the adequacy and effectiveness of the Company's organisation. The internal audit service also verifies the effectiveness of the control activities carried out by the risk management, compliance and anti-money laundering functions.

The Company's compliance function assumes the crucial role of preventing and managing the risk of non-compliance with the legislation in force — including with reference to the measures of the sector supervisory authorities — aiming to preserve the Company's reputation, establish investor confidence and contribute to corporate value creation. Its mission includes the regular verification of the adequacy and effectiveness of the measures adopted to ensure compliance with the legislation. It enjoys functional and hierarchical autonomy in relation to the other functions and reports to the board of directors and the board of statutory auditors. The compliance function monitors the evolution of legislation, supports the other corporate functions and also verifies the adequacy and effectiveness of the measures, reporting any serious deficiencies to the board of directors and the board of statutory auditors. Through risk assessments, periodic reports and collaboration with the corporate control functions, it actively contributes to transparency, fairness and compliance with the legislation prescribed for the activities carried out by Equiter, maintaining constant vigilance over legislative and regulatory developments. It is its task to prepare information notes on the relevant legislation and, more generally, on the legislative, regulatory and case-law developments concerning the performance of asset management services, as well as to provide ongoing assistance on the specific and routine matters relating to corporate activities that arise from time to time. The compliance function is also responsible — with the support of the operating areas — for the handling of complaints and the management of the complaints register. As further specified in Section IX of the procedures manual, it reports to the board of statutory auditors and the board of directors on a periodic basis.

The Company’s anti-money laundering function has as its main mission the verification of the consistency of corporate procedures with the objective of preventing and combating breaches of the regulatory and self-regulatory rules on money laundering and terrorist financing. Its mission includes the identification of the applicable legislation, collaboration in the definition of the internal control system for the prevention of money-laundering risks, and the ongoing assessment of the effectiveness of the risk-management process, proposing any organisational changes. The function enjoys functional and hierarchical autonomy in relation to the other functions and reports to the board of directors and the board of statutory auditors. The anti-money laundering function provides ongoing support to all corporate units, assisting them in the application of anti-money-laundering legislation and collaborating in the drafting of internal codes and self-regulatory rules. It carries out periodic and extraordinary verifications, following a plan approved by the board of directors, to monitor the adequacy of the corporate controls and procedures. Where anomalies or deficiencies emerge, it proposes the necessary corrective actions, collaborating with senior management to implement them and communicating them to the operating structures involved. In addition, it carries out staff training activities, aimed at ensuring constant updating on the legislation and on the practices to be adopted for the prevention of money-laundering risk. The function then draws up regular information flows for the senior corporate bodies, reporting any critical issues and proposing improvement measures, and is responsible for drafting the anti-money-laundering manual (Section III of the procedures manual).

The risk management function has the objective of identifying, measuring, managing and controlling all risks, both financial and operational. It enjoys functional and hierarchical autonomy in relation to the other functions and reports to the board of directors and the board of statutory auditors. As further examined in Section IX of the procedures manual, this function collaborates in defining the risk profile of the individual funds consistently with the SGR’s risk profile, and in verifying its correct formalisation within the rules. It also verifies the adequacy and effectiveness of the measures taken to remedy the deficiencies found in the risk-management system of the SGR and the funds, as well as compliance with the risk-taking limits of the individual funds and the consistency between the level of risk they assume and their risk-return profile. On the occasion of new investment or divestment transactions, it examines any factors that would prevent the completion of the transaction. On an annual basis, it carries out stress tests on the liquidity level of the funds and presents a report to the board of directors on the activity carried out. On a half-yearly basis, it presents reporting on the risk of the analyses on the periodic valuations carried out on the individual investee companies and the funds.

The compliance, anti-money laundering and risk management functions are currently carried out by Ms Silvia Stefini, who holds the relevant positions concurrently.

First-level control activity, on the other hand, is the responsibility of the operating corporate functions in the context of the provision of the collective asset management service. This provision and the related first-level controls are governed by the procedures set out in the procedures manual in relation to the main operating processes relating to the activities of the AIFs and the SGR.

1.4. The system of delegations and powers

The system of powers adopted by Equiter is designed with particular attention to formalisation and clarity, effective communication and separation of roles, with a clear attribution of responsibilities and definition of the hierarchical lines and operating activities. The existing organisational tools — such as the organisation chart, organisational communications and procedures — follow, as guiding principles, knowability within the organisational structure and a clear description of the reporting lines. The SGR's organisational structure is defined by the corporate organisation chart (to which reference is made), from which the hierarchical contact person of each function is apparent.

The framework of the system of delegations and powers is founded on the following rules:

- tasks and responsibilities are allocated clearly and appropriately;
- verification of the exercise of delegated powers is provided for;
- the grid and the limits of any "cascade" delegations are well documented;
- the delegate has spending powers appropriate to the functions conferred on it.

Delegations are carefully managed to avoid misalignments between the delegate's role and the powers conferred, unambiguously specifying the powers and the hierarchical relationships. In addition, such delegations assign management powers consistently with the corporate objectives. In order to allow the corporate activity to be carried out, the scope of the representative and deliberative powers of the parties holding a delegation is precisely defined, consistently with the organisational and management responsibilities attributed.

Delegations and powers of attorney are formally communicated to the individual addressees with a clear indication of the subject matter of the delegation/power of attorney and of the limits within which the delegate is entitled to exercise the power conferred. The level of autonomy, the power of representation and the spending limits assigned to the various holders of delegations and powers of attorney within the Company are always identified and set consistently with the hierarchical level of the addressee of the delegation or power of attorney, and within the limits of what is strictly necessary for the performance of the tasks and duties covered by the delegation.

2. Legislative Decree No. 231 of 8 June 2001

2.1. General notes

Legislative Decree 231/2001 (hereinafter also simply the "Decree") introduces and governs the administrative liability of entities arising from offences. The Decree, which implements EU-origin legislation on combating corruption, constituted a novelty for our legal system, which until 2001 did not recognise forms of criminal or administrative liability for collective bodies, which could at most be called upon to pay, on a joint-and-several basis, fines, penalties and administrative sanctions imposed on their legal representatives, directors or employees.

The scope of the Decree is vast and affects all entities with legal personality, companies, associations even without legal personality, public economic entities, and private entities that are concessionaires of a public service. Excluded, on the other hand, are the State, territorial public entities, non-economic public entities and entities that perform functions of constitutional importance (for example, political parties and trade unions).

The “new” liability attributed to entities is based on the following punitive model: the legislature identifies certain types of offences — whose perpetrators are necessarily natural persons — that may be committed in the interest or to the advantage of the entity; it then identifies a particular link between the perpetrator of the offence and the entity, such that it can be inferred that the perpetrator of the offence acted within the scope of the activities carried out for the entity; from the link between the natural person and the entity, and from the link between the offence and the interest of the entity, it derives a direct liability of the latter; it chooses a particular punitive system for the entity, independent of the one otherwise applicable to the natural person.

The entity’s liability therefore arises if:

- an offence is committed to which the Decree links the entity’s liability;
- the offence was committed by a party who has a particular link with the entity;
- there is an interest or an advantage for the entity in the commission of the offence;
- the entity has not adopted and effectively implemented measures aimed at preventing, through the establishment of rules of conduct, the commission of the offence.

The nature of this new form of entity liability is of a mixed kind. It may be defined as a liability that combines the essential features of the criminal system with those of the administrative system. The entity is liable for an administrative offence and is punished with an administrative sanction, but the mechanism for imposing the sanctions is based on criminal proceedings, the authority competent to charge the offence is the Public Prosecutor, and the authority competent to impose the sanctions is the criminal court.

The administrative liability of the entity is autonomous with respect to that of the natural person who commits the offence, and therefore exists even if the perpetrator of the offence has not been identified or if the offence has been extinguished for a cause other than an amnesty. In any event, the entity’s liability is in addition to, and does not replace, that of the natural person who is the perpetrator of the offence.

2.2. The predicate offences

The entity’s liability arises within the limits provided for by law. The first and fundamental limit consists in the closed number of offences for which the entity may be called upon to be liable. This means that the entity cannot be sanctioned for any offence committed in the course of carrying out its activities, but only for the offences selected by the legislature and expressly indicated by law. The Decree, in its original version and in its subsequent supplements, indicates in Articles 24 et seq. the offences (the so-called predicate offences) that may give rise to the entity's liability.

The limitation of the applicability of the Decree to predicate offences only is logical and understandable: it would make no sense to punish the entity for the commission of offences that have no link with its activity and that derive solely from the choices or interests of the natural person who commits them. These are very different categories of offences. Some are typical and exclusive to business activity; others, on the other hand, normally fall outside genuine business activity and pertain to the typical activities of criminal organisations.

As at the date of approval of this Model, the predicate offences belong to the categories indicated below:

1. Offences against the Public Administration (Articles 24 and 25);
2. Computer offences and unlawful data processing (Article 24-*bis*);
3. Organised crime offences (Article 24-*ter*);
4. Offences relating to counterfeiting of money, of public credit instruments, of revenue stamps and of instruments or identification marks (Article 25-*bis*);
5. Offences against industry and commerce (Article 25-*bis*.1);
6. Corporate offences (Article 25-*ter*);
7. Offences with terrorist purposes or purposes of subverting the democratic order (Article 25-*quater*);
8. Offences against physical integrity, with particular reference to female genital mutilation practices (Article 25-*quater*.1);
9. Offences against the individual (Article 25-*quinquies*);
10. Market abuse offences (Article 25-*sexies*);
11. Negligent offences of homicide or serious or very serious injury, committed in breach of the accident-prevention rules and of those on the protection of occupational hygiene and health (Article 25-*septies*);
12. Offences of receiving, laundering and use of money, goods or benefits of unlawful origin, as well as self-laundering (Article 25-*octies*);
13. Offences relating to non-cash payment instruments (Article 25-*octies*.1);
14. Offences relating to breach of copyright (Article 25-*novies*);
15. Offence of inducing a person not to make statements or to make false statements to the judicial authority (Article 25-*decies*);
16. Environmental offences (Article 25-*undecies*);

17. Offence of employing third-country nationals whose stay is irregular (Article 25-*duodecies*);
18. Offences of racism and xenophobia (Article 25-*terdecies*);
19. Offences relating to fraud in sporting competitions, unlawful operation of gaming or betting, and gambling operated by means of prohibited devices (Article 25-*quaterdecies*);
20. Tax offences (Article 25-*quinquiesdecies*);
21. Smuggling offences (Article 25-*sexiesdecies*);
22. Offences against cultural heritage (Article 25-*septiesdecies*);
23. Offences of laundering cultural goods and devastation and looting of cultural and landscape goods (Article 25-*duodevicies*);
24. Attempted offences (Article 26);
25. Transnational offences relating to criminal associations, money laundering, unlawful trafficking of migrants and obstruction of justice (Law No. 146 of 16 March 2006, Articles 3 and 10).

2.3. The criteria for attributing liability

If one of the predicate offences is committed, the entity can be punished only if certain conditions are met, which are defined as the criteria for attributing the offence to the entity.

The first criterion is that the offence was committed by a party linked to the entity by a qualified relationship. There must, therefore, be a relevant connection between the individual perpetrator of the offence and the entity. The administrative liability of the entity can exist only if the perpetrator of the offence belongs to one of these two categories:

- parties in a “senior position”, such as, for example, the legal representative, the director, the general manager or the head of an autonomous organisational unit, as well as the persons who exercise, even de facto, the management of the entity. These are, in essence, those who have an autonomous power to take decisions in the name and on behalf of the company. It is considered that this category also includes all the parties delegated by the directors to exercise management or direction activities of the company or of its branch offices. In this light, the structure of the system of delegations of powers and functions is of particular importance in the overall logic of defining this Organisation, Management and Control Model.
- “subordinate” parties, i.e. all those subject to the direction and supervision of the senior parties; typically, employees, but also parties not belonging to the entity’s staff who have been entrusted with an assignment to be carried out under the direction and supervision of the senior parties. What matters for belonging to this category is not the existence of a subordinate employment contract, but the activity actually carried out. The law’s need to prevent the entity from escaping liability by delegating to external collaborators activities in the course of which an offence may be committed is evident. External parties concerned include,

for example, collaborators, promoters, agents and consultants who, on the company's mandate, carry out activities in its interest.

The second criterion is that the offence must be committed in the interest or to the advantage of the entity. The offence must therefore concern the company's activity, or the company must have obtained some benefit — even potential — from the offence. The two conditions are alternative, and it is sufficient that at least one of the two exists. In more detail:

- interest exists when the perpetrator of the offence acted with the intent of favouring the company, regardless of whether that objective was subsequently achieved;
- advantage exists when the company obtained, or could have obtained, a positive result — economic or otherwise — from the offence.

The law does not require the benefit obtained or hoped for by the entity to be necessarily of an economic nature: liability exists not only where the unlawful conduct resulted in an asset advantage, but also in the case where — even in the absence of such a concrete result — the offence has its rationale in the interest of the company. Even the improvement of the entity's market position, the concealment of a financial crisis situation, or the conquest of a new territorial area are results that involve the interests of the company, without procuring it an immediate economic benefit. The entity is not liable if the offence was committed in the exclusive interest of the perpetrator of the offence or in the exclusive interest of third parties.

The Decree also establishes the conditions under which the offence is not attributable to the entity: if — before the commission of the offence — it has adopted and effectively implemented an "organisation and management model" (the Model), suitable for preventing the commission of offences of the kind that occurred. Putting the wording of the law in the positive, it can be stated that the entity is liable for the offence only in the event of failure to adopt the Model, or failure to comply with the due standards relating to its organisation and the carrying out of its activity — a deficiency attributable to a mistaken corporate policy or to structural shortcomings of the corporate organisation. Since the entity cannot express a will of its own to commit an offence, it is its representatives, its directors or its organisation that express and give concrete form to its culpable participation in the commission of the offence.

In order for the offence not to be attributed to it, the entity must demonstrate that it did everything in its power to organise itself, manage itself and control that, in the exercise of business activity, an offence provided for by the Decree cannot be committed. For this reason, the Decree provides for the exclusion of liability only if the entity demonstrates:

- that the management body adopted and effectively implemented, before the commission of the act, organisation, management and control models suitable for preventing offences of the kind that occurred;
- that the task of supervising the functioning of and compliance with the models, and of seeing to their updating, was entrusted to a body of the entity endowed with autonomous powers of initiative and control (the so-called Supervisory Body);

- that there was no omitted or insufficient supervision by the aforementioned Body.

The conditions just listed must concur jointly in order for the entity's liability to be excluded. The company's exemption from fault therefore depends on the adoption and effective implementation of an offence-prevention Model and on the establishment of a Supervisory Body over the Model. The Supervisory Body is assigned the responsibility of overseeing the compliance of the activity with the standards and procedures defined in the Model. In particular, the Decree assigns the following tasks to the Supervisory Body:

- supervising the functioning of the Model;
- seeing to the updating of the Model;
- acquiring information relating to breaches of the behavioural precepts, including through the creation of an internal information flow;
- coordinating with the other corporate bodies with similar competences;
- activating disciplinary proceedings.

The Model operates as a ground for the non-punishability of the entity, whether the predicate offence is committed by a senior party or by a subordinate party. However, the Decree is much stricter on the entity's culpability and leaves less possibility of defence if the offence is committed by a senior party. In this case, in fact, the Decree provides that the entity must also demonstrate that the persons committed the offence by fraudulently circumventing the Model. In this way, the Decree requires stronger proof of extraneousness to the offence, since the entity must also prove a kind of internal "fraud" against the Model by the senior parties.

In the case of offences committed by subordinate parties, the entity may instead be called upon to be liable only where it is ascertained that the commission of the offence was made possible by the failure to comply with the obligations of direction or supervision. This is a genuine organisational fault: the company consented to or indirectly facilitated the commission of the offence, by failing to oversee the activities and parties at risk of committing a predicate offence.

The adoption and implementation of the Model does not constitute a mandatory obligation under the law. However, in light of the aforementioned criteria for attributing the offence to the entity, the Model is the only instrument available to demonstrate its own lack of culpability and, ultimately, to avoid suffering the sanctions established by the Decree. It is therefore in the company's interest to equip itself with an effective model and to ensure compliance with it.

2.4. The sanctioning system

The entity found liable for the commission of one of the predicate offences may be sentenced to four types of sanctions, differing in nature and in method of execution:

1) The monetary sanction. When the court finds the entity liable, the monetary sanction is always applied. The monetary sanction is determined by the court through a system based on "units". The monetary sanction is applied in units in a number no less than one hundred and no more than one thousand.

The amount of a single unit ranges from a minimum of EUR 258.23 to a maximum of EUR 1,549.37. The size of the monetary sanction depends on the seriousness of the offence, the degree of the company's liability, and the activity carried out to eliminate or mitigate the consequences of the offence or to prevent the commission of further offences. The court, in determining the amount of the sanction, takes into account the economic and asset conditions of the company.

2) The disqualifying sanctions. The disqualifying sanctions may be applied in addition to the monetary sanctions, but only if expressly provided for the offence being prosecuted and provided that at least one of the following conditions is met:

- the entity obtained a significant profit from the offence and the offence was committed by a senior party, or by a subordinate party but only where the commission of the offence was made possible by serious organisational deficiencies;
- in the event of repetition of the offences.

The disqualifying sanctions provided for by the Decree are:

- disqualification, temporary or permanent, from carrying on the activity;
- the suspension or revocation of the authorisations, licences or concessions instrumental to the commission of the offence;
- the prohibition on contracting with the Public Administration, save for obtaining the provision of a public service;
- exclusion from facilities, financing, contributions or subsidies, and the possible revocation of those already granted;
- the prohibition, temporary or permanent, on advertising goods or services.

The disqualifying sanctions relate to the specific activity to which the entity's offence refers and are normally temporary, in a range from three months to two years, but may exceptionally be applied with permanent effect. They may also be applied on a precautionary basis, before the conviction judgment, at the request of the Public Prosecutor, where there are serious indications of the entity's liability and there are well-founded and specific elements to suggest the concrete danger that offences of the same nature as the one being prosecuted will be committed.

3) Confiscation. Mandatory in application, on the other hand, is the confiscation of the price or profit of the offence, save for the part that can be returned to the injured party. This is an ablative measure, consequent upon the ascertainment of the entity's liability, which affects the price and the profit of the offence, identified as the economic advantage deriving directly and immediately from the offence in terms of causation. In the case of negligent result-offences, it may consist in the cost saving resulting from the failure to implement prescribed measures.

4) The publication of the conviction judgment. This measure is optional in nature and may be ordered only where a disqualifying sanction is imposed. Its main purpose is to give legitimacy to the public interest in knowing of the conviction, so as to allow third parties to assess the appropriateness of maintaining relationships with the entity. It consists in the publication of the conviction on one occasion only — in extract or in full, at the entity's expense — in one or more newspapers indicated by the court in the judgment, as well as through posting in the Municipality where the entity has its principal office.

The administrative sanctions against the entity become time-barred, save in cases of interruption of the limitation period, within five years of the date on which the offence was completed. The final conviction of the entity is registered in the national register of administrative sanctions arising from an entity's offence: an archive containing all the decisions relating to sanctions that have become irrevocable, applied to entities pursuant to the Decree.

Legislative Decree 197/2004, implementing Directive 2001/24/EC on the reorganisation and winding-up of credit institutions operating within the EU, excludes, with respect to a bank or a company carrying out financial intermediation activity (SIM, SGR, SICAV or SICAF), the application — at the precautionary stage — of the disqualifying sanctions referred to in Article 9, paragraph 2, letters a) and b), of the Decree (temporary disqualification from carrying on the activity; suspension or revocation of authorisations, licences and concessions), and likewise the ordering of judicial receivership both as a precautionary measure and as a permanent sanction. This is a derogatory regime prepared in favour of collective bodies of a markedly public character, characterised by a specific sector regime and by subjection to more than one supervisory and control authority (Bank of Italy and CONSOB). In addition, Article 60-*bis* of the TUF provides that all disqualifying sanctions imposed definitively on SGRs are not enforced by the Public Prosecutor but by the Bank of Italy or Consob — according to their respective competences — which may propose or adopt different measures (Articles 7-*bis* et seq. of the TUF), taking into account the characteristics of the sanction imposed and "the pre-eminent purposes of safeguarding stability and protecting investors' rights".

2.5. The exempting effect of the Model

The adoption and effective implementation by the entity of suitable Organisation, Management and Control Models constitutes, without any doubt, the characterising feature of "231" liability. Drawing from the US experience the philosophy of compliance programs, the legislature introduced a mechanism of self-regulation and self-control that allows the entity, through the identification of specific behavioural models, to demonstrate that the offence committed did not depend on a so-called organisational deficiency, but on a breach of the Model by individuals in contrast with the will of the entity.

Suitability and effective implementation represent the two fundamental coordinates of the Model. Suitability derives from the possession of the requirements required by law in order to prevent the occurrence of a predicate offence: it therefore pertains to the content of the Model — in its General and Special Parts — and to that of the corporate regulation referred to. Implementation, on the other hand, concerns the concrete functioning of the Model, that is, the actual and not merely theoretical operation of all the anti-crime safeguards. This element is further qualified as "effective", thereby emphasising the necessary capacity of the Model to actually achieve the prevention purposes pursued.

From an analysis of the legislative text, it is apparent that the Model must respond to the following requirements: a) identify the activities in the course of which offences may be committed (so-called sensitive activities); b) provide for specific protocols aimed at programming the formation and implementation of the entity's decisions in relation to the offences to be prevented; c) identify the methods for managing financial resources suitable for preventing the commission of the offences; d) provide for the establishment of a Supervisory Body endowed with autonomous powers of initiative and control; e) provide for information obligations towards the Supervisory Body (so-called information flows); f) provide for the possibility for corporate officers to report unlawful acts or breaches of the Model (so-called whistleblowing); g) introduce a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the Model.

With respect, on the other hand, to the affirmation of the legal person's liability, the Model may perform:

- an **exempting function**, if adopted and effectively implemented before the commission of the offence (Articles 6 and 7);
- a **function mitigating the monetary sanction**, if — before the declaration opening the first-instance trial — "an organisational model suitable for preventing offences of the kind that occurred is adopted and made operational" (Article 12);
- a **function preventing the imposition of the disqualifying sanction**, where — before the declaration opening the first-instance trial (or, pursuant to Article 78, within twenty days of notification of the extract of the judgment) — "through the adoption and implementation of organisational models suitable for preventing offences of the kind that occurred", the organisational deficiencies that led to the offence are eliminated (Article 17).

With respect to the so-called exempting function, Legislative Decree 231/2001 expressly provides for the exemption from administrative liability for offences committed to the entity's own advantage and/or interest where the entity has equipped itself with effective and efficient instruments for organising and managing the risk of the offence occurring. Adequate internal organisation therefore represents the only means capable of excluding the entity's liability and, consequently, of preventing the application of the sanctions against it.

2.6. Cases of incompatibility of the investigated/charged legal representative

The legal representative who is investigated for or charged with the predicate offence cannot — owing to an evident condition of incompatibility — appoint the entity's defence counsel, because of the general and absolute prohibition of representation laid down by Article 39 of Legislative Decree 231/2001. The existence of this "conflict" is presumed *iuris et de iure*, and its existence need not therefore be ascertained in concrete terms; on the contrary, the prohibition is triggered in any event upon the occurrence of the situation contemplated by the rule.

Considering that non-compliance with the prohibition referred to in Article 39 produces significant procedural consequences (all the activities carried out by the “incompatible” representative in the criminal proceedings concerning the entity must be considered ineffective), the Model must provide precautionary rules for the possible situations of conflict of interest of the legal representative investigated for the predicate offence, capable of equipping the entity with a defence counsel, appointed by a specifically delegated party, who protects its interests.

In this sense, with a view to guaranteeing the immediate appearance of the entity in the proceedings and, consequently, not prejudicing any defensive choice, the Company — in accordance with the most recent rulings of the case law of the Court of Cassation — appoints a legal representative *ad litem* for the purpose of appearing in the proceedings against the entity. This party, considering the requirements of good repute, autonomy and independence that characterise the Body, must be identified as the chairman of the board of statutory auditors.

3. The Company’s Organisation, Management and Control Model

Equiter has decided to equip itself with the Organisation, Management and Control Model in order to align its structure with the prevention standards indicated by the legislature, thereby seizing an important opportunity to plan, verify and integrate its decision-making and application processes, with a view to achieving the best results in every area of activity. The periodic updating of this Organisation, Management and Control Model also allows the analysis and review of the internal control systems in place to oversee Equiter’s activity, which are indispensable for guaranteeing the Company’s correct operation.

3.1. The structure of the Model

The Organisation, Management and Control Model adopted by the Company is composed of the Code of Ethics, this General Part and several Special Parts, relating to the behavioural safeguards referring to each family of offences. Likewise, the rules and principles contained in the Organisational Structure Report and in each corporate procedure are to be understood as an integral part of the Model, since they constitute an instrument to safeguard against unlawful conduct in general — thus including those referred to in Legislative Decree 231/2001, which forms part of the broader organisation, management and control system that the Model is intended to integrate and that all the addressees are required to comply with, in relation to the type of relationship in place with the Company.

Specifically, in addition to this General Part, the following Special Parts have been prepared:

- **Special Part A:** Offences against the Public Administration (Articles 24 and 25);
- **Special Part B:** Computer offences and unlawful data processing (Article 24-*bis*);
- **Special Part C:** Corporate offences (Article 25-*ter*);
- **Special Part D:** Market abuse (Article 25-*sexies*);

- **Special Part E:** Negligent homicide or serious or very serious injury committed in breach of the rules on the protection of occupational health and safety (Article 25-*septies*);
- **Special Part F:** Receiving, laundering and use of money, goods or other benefits of unlawful origin, as well as self-laundering (Article 25-*octies*);
- **Special Part G:** Offences relating to non-cash payment instruments (Article 25-*octies*.1);
- **Special Part H:** Inducing a person not to make statements or to make false statements to the judicial authority (Article 25-*decies*);
- **Special Part I:** Environmental offences (Article 25-*undecies*);
- **Special Part L:** Employment of third-country nationals whose stay is irregular (Article 25-*duodecies*);
- **Special Part M:** Tax offences (Article 25-*quinquiesdecies*);
- **Special Part N:** The indirect risk profiles relating to the activities carried out by the portfolio companies.

3.2. The purposes of the Model

The adoption of the Model is aimed at creating a system of requirements and organisational instruments intended to ensure that the Company's activity is carried out in full compliance with the Decree and to prevent and sanction any attempts to engage in conduct at risk of committing one of the offences provided for by the Decree.

The Model, therefore, sets itself the following purposes:

- to make aware all those who work, in any capacity, in the Company's interest — with particular reference to those who operate in the so-called sensitive areas — that they may, in the event of breaches of the provisions set out in the Model, incur the commission of offences liable to criminal sanctions against themselves and "administrative" sanctions that can be imposed on the Company;
- to make such parties aware that unlawful conduct is strongly condemned by the Company, as it is always and in any event contrary to the provisions of law, the corporate culture and the ethical principles adopted as its own guidelines in business activity;
- to allow the Company to intervene promptly to prevent or counter the commission of offences, or at least to significantly reduce the harm caused by them;
- to improve Equiter's corporate governance and reputation.

The Model prepared by Equiter is therefore founded on a structured and organic system of protocols and control activities that:

- identifies the areas and activities potentially at risk in the conduct of corporate dynamics, that is, those activities in the course of which the possibility that offences may be committed is considered highest;

- defines an internal regulatory system aimed at preventing offences, which includes, among other things: ethical principles that express the ethical commitments and responsibilities in the conduct of business and corporate activities; a system of delegations, powers and powers of attorney for signing corporate acts that ensure a clear and transparent representation of the process of forming and implementing decisions; formalised procedures aimed at governing the operating and control methods in the at-risk areas;
- has its foundation in an organisational structure consistent with the activity carried out by the Company and designed with the aim of ensuring, on the one hand, correct strategic-operational management of business activities and, on the other, ongoing control of conduct. This control is ensured by guaranteeing a clear and organic attribution of tasks, applying a proper segregation of functions, and ensuring that the defined organisational structure is actually implemented, through: a formally defined, updated, clear, adequate organisation chart consistent with the activity carried out by the Company, and a clear definition of the functions and responsibilities attributed to each organisational unit; a system of delegations and powers of attorney that ensures a clear and consistent identification of the tasks and powers attributed;
- identifies the management and control activities of financial resources in the at-risk activities;
- assigns to a specific body the task of supervising the functioning of and compliance with the Model and of periodically proposing its updating.

3.3. The addressees of the Model

The rules contained in the Model are addressed to those who perform representation, administration or management functions of the Company, as well as to those persons who exercise, even de facto, its management or control, i.e. the senior figures. They also apply to the parties subject to the direction or supervision of others (so-called subordinates), as well as to those who, although not belonging to the entity, operate on its behalf, known as contractual counterparties.

In more detail, this Model applies to:

- the members of the board of directors;
- the shareholder(s);
- the senior figures;
- the employees;
- the consultants and all the collaborators with whom Equiter has contractual relationships, in any capacity, including occasional and/or temporary ones;
- all those who carry out activities considered sensitive for the Company or who have commercial and/or financial relationships of any nature with it.

The parties to whom the Model is addressed are required to comply precisely with all its provisions, also in fulfilment of the duties of loyalty, fairness and diligence that arise from the legal relationships established with the Company. Equiter condemns any conduct that differs — in addition to from the law — from the provisions of the Model, even where the conduct is carried out in the interest of the Company or with the intention of procuring an advantage for it.

3.4. The Model drafting project

The Model was developed taking into account the structure and the activity actually carried out by the Company, and the nature and size of its organisation. In particular, the structure of the project is summarised below. The Company proceeded to a preliminary analysis of its corporate context and subsequently to an examination of the areas of activity that present potential risk profiles in relation to the commission of the offences identified as priorities among those indicated by the Decree.

In particular, the following were analysed, by way of example only:

- the Company's history and the corporate context;
- the sector to which it belongs;
- the organisational structure;
- the existing corporate governance system;
- the system of powers of attorney and delegations;
- the manner of conducting the business;
- the type of relationships and activities with the Public Administration;
- the cases of any alleged irregularities that occurred in the past;
- the practices and procedures formalised and disseminated within the Company for carrying out corporate activities.

On the basis of the preliminary analyses, the corporate functions involved in the areas of activity that present potential risk profiles in relation to the commission of the indicated offences were then identified, as well as the parties belonging to such functions who occupy key roles in the corporate organisation (so-called Key Officers), in order to be able to conduct the interviews relating to the subsequent investigation phase.

For the purposes of preparing this document, the Company then proceeded — through interviews with the Key Officers and documentary analysis — to:

- identify the sensitive activities, that is, the areas in which the predicate offences identified as priorities and indicated in the Decree may be committed, and the possible ways of carrying out such offences;
- identify the operating methods for carrying out the sensitive activities, the parties involved and the system for allocating responsibilities;
- carry out a self-assessment of the risks (so-called Control & Risk Self Assessment) of committing an offence and of the internal control system suitable for preventing potentially unlawful conduct;

- identify adequate control safeguards, necessary for preventing the identified offences or for mitigating the risk of their commission;
- identify any deficiencies and/or areas for improvement of the control safeguards.

In more detail, the sensitive activities that — on the basis of the assessment carried out — may constitute an opportunity for the commission of the offences relevant for the purposes of the Decree are divided into the following categories:

- **Strategic processes and corporate governance:** 1. Accounting and financial statements; 2. Treasury and finance; 3. Management of tax compliance; 4. Management of corporate affairs and capital transactions; 5. Management of relations with investors.
- **Operating processes and asset management:** 6. Management of the investment/divestment process; 7. Relations with the portfolio companies; 8. Management of relations with supervisory authorities, as well as the request for and management of concessions, authorisations and administrative licences.
- **Support processes:** 9. Management of the purchasing of goods and services (so-called procurement); 10. Management of human resources and the reward system; 11. Management of litigation and relations with the judicial authority; 12. Management of IT security; 13. Management of activities with an environmental impact; 14. Management of the prevention and protection system; 15. Management of administrative compliance and relations with other Public Administrations; 16. Management of sponsorships and donations/liberalities; 17. Management of expense reports and entertainment expenses.

The concluding phase of the project is represented by the drafting of the Organisation, Management and Control Model. In the Model, in light of the results of the Control & Risk Self Assessment activities, the general principles of conduct and the prevention rules that must be implemented to prevent — as far as reasonably possible — the commission of the predicate offences relevant to the Company were then identified. To this end, Equiter took into account the control and prevention instruments already existing, aimed at governing corporate governance, such as the articles of association, the system of delegations and powers of attorney, the contracts, and the procedures and operating instructions drawn up by the individual corporate functions.

3.5. The risk-based approach methodology

The methodology used for the purpose of assessing the risk relating to “231” compliance is founded on a dedicated analysis for each sensitive activity identified during the assessment phase. This assessment — which takes into account the inherent and residual risk value — makes it possible to provide a prioritisation of the risk areas and to determine, for each corporate process, a concrete numerical index by means of which the Company can identify and, consequently, manage the risk of committing offences.

In more detail, to determine the inherent risk, analyses were carried out aimed at assessing the inherent impact and frequency.

With reference to the inherent impact, the analyses referred to the type of sanction under Legislative Decree 231/2001 (monetary sanction, disqualifying sanction, confiscation, publication of the judgment). Specifically, a value of [LOW/MEDIUM/HIGH] was assigned based on the type of sanction pertaining to the offences potentially applicable to Equiter for each at-risk area.

Inherent impact – Sanction	Value	
Monetary (< 500 units)	LOW	1
Monetary (> 500 units)	MEDIUM	2
Disqualification / Confiscation / Publication of conviction judgment	HIGH	3

The inherent frequency was assessed by means of the arithmetic mean of the following factors: historical data; external relevance of the process; complexity of the process.

Frequency indicator	LOW (1)	MEDIUM (2)	HIGH (3)
Historical data	The risk has materialised a few times in the last 5 years	The risk has materialised a few times in the last year	The risk has materialised very frequently in the last year
External relevance of the process	Low relevance of the process	Medium external relevance of the process	High external relevance of the process
Complexity of the process	Low complexity of the process	Medium complexity of the process	High complexity of the process

Ultimately, the inherent risk equals the product of the frequency value (from 1 to 3) that one of the predicate offences occurs and the impact (from 1 to 3) that it may cause in the corporate context (frequency × impact).

> **INHERENT RISK** — Indicates the level of risk of committing offences in the absence of control measures. Inherent frequency × Inherent impact.

For the calculation of the residual risk, an analysis was carried out on the system of controls pertaining to each sensitive activity. In more detail, for each risk area the set of controls was assessed in relation to its capacity to mitigate the commission of the offences covered by the Decree, on the basis of a numerical coefficient corresponding to:

- 3 = adequate safeguard
- 2 = partially adequate safeguard

- 1 = inadequate safeguard

Mitigation score	
3	Adequate safeguard
2	Partially adequate safeguard
1	Inadequate safeguard

In more detail, in order to provide a more objective judgment criterion, less susceptible to being arbitrarily adjusted, the assessment of the adequacy of the control safeguards takes into consideration four distinct items: regulation, segregation, traceability, and the system of delegations and powers of attorney.

The final risk level (so-called residual risk) is therefore obtained by dividing the result of the inherent risk by the numerical value corresponding to the adequacy of the internal safeguards adopted (inherent risk ÷ mitigation measures).

> **RESIDUAL RISK** — Indicates the level of risk of committing offences in view of the design of the internal control system in force. Inherent Risk ÷ Internal control system.

From here, with reference to each Risk Area, the residual risk value is indicated, attributable to the assessment scale set out below.

LOW		MEDIUM	HIGH
1	3	6	9

3.6. The approval and updating of the Model

The Decree provides that it is the management body that adopts the Model, leaving each entity the task of identifying internally the body to which to entrust this task. Consistently with the indications of the sector guidelines, Equiter has identified its own board of directors as the management body responsible for adopting the Model. The task of supervising the effective implementation of the Model is, on the other hand, entrusted — as provided for by the Decree — to the Supervisory Body. Consequently, as this document is “an act emanating from the management body”, subsequent amendments and supplements to it are reserved to the competence of the same board of directors.

3.7. The dissemination of the Model and training activity

The Company intends to ensure a correct and complete knowledge of the provisions of the Model and of Legislative Decree 231/2001 among all those who, by reason of the function they perform, are required to know its content, to observe it and to contribute to its effective implementation. For this reason, this document is communicated to all corporate resources, through a dedicated official communication. All subsequent amendments and information concerning the Model will be communicated to corporate resources through the official information channels. All corporate staff are guaranteed the possibility, at all times, of consulting the Model and its annexes directly through access to the reserved area of SharePoint, a system for archiving and sharing corporate documentation.

The Company promotes adequate awareness-raising activity on the matters relating to the Decree and the related compliance obligations, thanks to the organisation of periodic training sessions. Participation in the training activities aimed at spreading knowledge of Legislative Decree 231/2001, the Model, and the role of the Supervisory Body and the tasks entrusted to it must be considered mandatory. The training will take into account — in the content and in the delivery methods of the relevant courses — the qualification of the addressees, the level of risk of the area in which they are called upon to operate, and any attribution of representation functions to the addressees of the training. Unjustified absence from the training sessions is considered a disciplinary offence, in accordance with the sanctioning system referred to in this Model. The Supervisory Body verifies that the training programmes are qualitatively adequate and effectively implemented.

Equiter promotes knowledge of and compliance with the Model also among the contractual counterparties, as defined by this document, through the inclusion of specific contractual clauses. The activity of disseminating the Model, like the training activity, is managed by the board of directors, which in this task is assisted by the Supervisory Body. The same parties also operate in close coordination with the heads of the various corporate functions involved in the application of the Model.

4. The Supervisory Body

For the purposes of excluding administrative liability arising from an offence, Article 6, paragraph 1, of Legislative Decree 231/2001 prescribes the mandatory establishment of a body internal to the entity, known as the "Supervisory Body" (OdV). This Body must be endowed with autonomous control powers to continuously oversee the operation of and adherence to the Model, as well as with an autonomous capacity for initiative to ensure the constant updating of the Model itself. On the basis of the wording of Article 6 and of the Guidelines of Confindustria, Assosim and ABI, the Body must possess the following requirements:

- **autonomy:** it represents the freedom of self-determination and action, characterised by complete technical discretion in the fulfilment of its functions. This autonomy is oriented above all towards the other corporate bodies, guaranteeing the OdV the capacity to operate without being subject to conditioning or pressure, especially from senior management and management. To preserve objectivity in the checks on conduct and on the Model, the OdV may not carry out operating tasks that could compromise its independence;
- **independence:** the Supervisory Body must not be subject to conditioning by the Company, especially by the corporate management, who are not hierarchically superior to it;
- **professionalism:** the OdV must demonstrate competence and reliability, both at the individual level of its members and in the overall functioning of the body. As an entity, it must possess the technical knowledge and the

professional skills necessary to carry out effectively the functions assigned;

- **continuity of action:** the Supervisory Body must be able to constantly monitor compliance with the Model, seeing to its updating and implementation;
- **good repute and absence of conflicts of interest.**

Equiter's Supervisory Body, established in compliance with the legislation in force and the sector guidelines, undertakes to comply with all the essential requirements just listed.

4.1. Composition and appointment

The Supervisory Body — in full accordance with the provisions of the sector guidelines and with the most recent and consolidated case-law positions — has a multi-member composition, providing for the presence of three effective members. With a view to a greater guarantee of the requirements of independence and autonomy, the Body is composed of two external members and one internal member. The latter will be appropriately selected from among the corporate control functions (compliance, anti-money laundering, internal audit, risk management) that do not introduce significant "231" risks, and may not hold the office of chairman of the OdV. The external professionals must have legal skills (with particular reference to criminal law and the administrative liability of entities under Legislative Decree 231/2001), economic and financial skills, and must have gained specific professional and/or academic experience in the activity of the Supervisory Body.

In carrying out its tasks, the OdV resolves by majority and constitutes itself in accordance with its own internal regulations. The co-presence of members internal and external to the Company guarantees, on the one hand, the body's independence and, on the other, better knowledge of the corporate processes. Considering the tasks that the OdV is called upon to carry out, and bearing in mind the matters within the competence of each member, the Body must be able to express skills and professionalism in at least the following areas: legal; offence-risk mapping; compliance and/or audit controls; analysis of corporate procedures; lines of business.

The members of the Supervisory Body (OdV) must maintain, for the entire period during which they hold office, the specific qualities of professionalism, competence and experience required by the nature of the assignment. In addition, they must not be in situations of conflict or common interest with respect to the functions they are to perform.

The Supervisory Body (OdV) may make use of the collaboration of other organisational units of Equiter to address specific issues. To facilitate communication and the exchange of information, at the time the OdV takes office, dedicated tools are implemented to guarantee adequate information flows with the units involved.

The appointment of the members is the responsibility of the board of directors. This choice is considered the most appropriate, since it guarantees the Body the maximum degree of autonomy and independence and allows a direct link with senior management. The Company's board of directors establishes, for the entire duration of the office, the annual remuneration due to the Supervisory Body. The OdV and its chairman are appointed by resolution of the board of directors. They remain in office, save for re-election, until the meeting of the board of directors that approves the OdV's third consecutive annual report.

4.2. Grounds for ineligibility, revocation, suspension and forfeiture

The members of the Supervisory Body must possess the requirements of professionalism, good repute and independence. In particular, the following may in no case be appointed members of the Body:

- persons subject to interdiction, disqualification, bankruptcy, or who have in any case been convicted — even in the case of a suspended sentence — of one of the offences provided for by the Decree or of one of the offences relating to banking, finance, corporate, securities or insurance matters, or to a penalty entailing disqualification — even temporary — from public office or incapacity to hold managerial office, save the effects of rehabilitation. A judgment applying a penalty on the request of the parties pursuant to Article 444 of the Code of Criminal Procedure is equivalent to a conviction judgment;
- those who have been convicted — even in the case of a suspended sentence — of an offence provided for by the bankruptcy law (Royal Decree No. 267 of 16 March 1942) or by the Code of Business Crisis and Insolvency (Legislative Decree 14/2019), save the effects of rehabilitation. A judgment applying a penalty on the request of the parties pursuant to Article 444 of the Code of Criminal Procedure is equivalent to a conviction judgment;
- those who have received a sentence of not less than one year for an offence against the Public Administration, against public faith, against property, against public order, against the public economy, or for a tax offence, where the offence does not fall within the catalogue of predicate offences, save the effects of rehabilitation. A judgment applying a penalty on the request of the parties pursuant to Article 444 of the Code of Criminal Procedure is equivalent to a conviction judgment;
- those who have received a sentence exceeding two years for any other intentional offence, save the effects of rehabilitation. A judgment applying a penalty on the request of the parties pursuant to Article 444 of the Code of Criminal Procedure is equivalent to a conviction judgment;
- those who have been members of an OdV of a company against which the disqualifying sanctions provided for by Legislative Decree 231/2001 have been applied for the body's failure to perform its supervisory tasks;
- the parties to whom one of the preventive measures provided for by Legislative Decree 159/2011 has been definitively applied;
- those to whom the accessory administrative sanctions provided for by Article 187-*quater* of the TUF have been applied;
- the parties who have relationships of kinship, marriage or affinity up to the fourth degree with the members of the board of directors or of the

board of statutory auditors of the Company, or with the members of the audit firm;

- the parties who have asset relationships (save for any subordinate employment relationship) with the Company such as to compromise their independence.

The members of the Supervisory Body must self-certify that they are not in any of the conditions indicated above, expressly undertaking to communicate any changes with respect to the content of such declarations. The individual member of the Body forfeits the office when one of the requirements set out above ceases to be met, including as a result of measures relating to acts committed before their appointment.

The following constitute grounds for suspension from the function of member of the Supervisory Body:

- conviction or the application of a penalty on the request of the parties, by non-final judgment, for one of the offences indicated above;
- the application of a personal precautionary measure;
- the provisional application of one of the preventive measures provided for by Legislative Decree 159/2011;
- the non-final application of the accessory administrative sanction referred to in Article 187-*quater* of the TUF;
- the precautionary application of one of the disqualifying sanctions provided for by Legislative Decree 231/2001 in another company in which the same party is a member of the OdV, in the event of failure to perform the Body's supervisory tasks;
- the initiation of proceedings under Legislative Decree 231/2001 against the Company for a predicate offence facilitated by the failure of the OdV member to supervise.

Upon the occurrence of one of the aforementioned grounds for suspension, the board of directors — promptly convened — assesses the reasons that determined the suspension and resolves whether to reinstate or revoke the member of the Supervisory Body. In the latter case, it appoints the new member.

The Supervisory Body may at any time be revoked for just cause and/or justified reason by the Company's board of directors. In the event of revocation, the board of directors promptly replaces the revoked Body, always in compliance with the appointment and composition rules illustrated above. The revocation or replacement of even a single member of the OdV before the expiry of the mandate can also take place only for just cause or justified reason. By way of example: the voluntary resignation by the member of the Body; supervening incapacity for natural causes; the loss of the requirements of good repute; failure to attend, without justified reason, three or more meetings — even non-consecutive — within two years; a supervening conviction judgment against the Company for a predicate offence under Legislative Decree 231/2001 facilitated by the inactivity of the member of the Supervisory Body.

4.3. THE POWERS, TASKS AND RESPONSIBILITIES OF THE SUPERVISORY BODY

The institutional function of the Supervisory Body, as defined by Article 6, paragraph 1, letter b), of Legislative Decree 231/2001, is to supervise the functioning of and compliance with the Model. In addition, the OdV sees to its ongoing updating, in accordance with the legislation in force from time to time. The incorporation of amendments to the Model is the exclusive responsibility of the board of directors, which resolves on the matter on the basis of the reports of the Supervisory Body.

In order to carry out the function of supervising the functioning of the Model, the OdV:

- carries out ongoing analysis of the corporate activities, identifying the offence-risk areas. Where necessary, it proposes the updating and supplementing of the Model, adapting it to legislative developments or to changed internal dynamics;
- schedules specific interventions to assess the effectiveness of the Model in relation to the corporate structure and operations. It proposes any updates, especially in view of legislative developments, organisational changes or new corporate dynamics;
- monitors the validity of the Model over time, collaborating with other corporate structures to ensure its effectiveness. It formulates proposals for adaptation and verifies the implementation of the solutions proposed;
- through targeted planning, carries out periodic verifications at the at-risk corporate structures, coordinating with the competent corporate structures to ensure that the activities comply with the Model adopted;
- proposes to the competent corporate structures the development, supplementing and amendment of operating and control procedures, in order to implement an adequate Model;
- sees to the information flows that allow the OdV to be periodically updated;
- implements an effective information flow towards the competent corporate bodies;
- in collaboration with the competent functions, promotes, where necessary, an adequate staff training process through initiatives aimed at spreading knowledge and understanding of the Model;
- initiates, in the event of any breaches of the Model, the disciplinary procedure;
- promotes and coordinates initiatives to facilitate knowledge of the Model and the related procedures by all those who act on behalf of Equiter;
- coordinating with the competent function, assists in the supervision of compliance with the rules contained in Legislative Decree 231/2007.

The periodic assessment and the targeted verifications on the functioning of and compliance with the Model are carried out in accordance with a programme drawn up by the Body following a scheduling of the activities. The OdV ensures the preparation of the reporting on the basis of the interventions carried out. To fulfil these tasks and guarantee the full autonomy of the body, the board of directors assigns the OdV an annual budget, adequate to fulfil its functions.

The Supervisory Body equips itself with internal regulations, aimed at ensuring the correct carrying out of the activities within its competence. The Body meets at least once every three months, and minutes are drawn up of the meetings.

The Body may request information — in complete autonomy, without the need for any prior consent — from all the Company's management staff and employees, as well as from external collaborators and consultants, obtaining access to the documentation relating to the activity carried out in the at-risk areas. It also has free access to the corporate documentation relevant for the purpose of verifying the correct functioning of the Model. In carrying out its tasks, the OdV may also make use of the corporate functions that it identifies from time to time, with particular regard to the control functions. The Body may also make use of the collaboration of third parties (or external collaborators) endowed with adequate professional characteristics: the latter must be suitable to support it in carrying out the tasks and verifications which, requiring specific technical knowledge, cannot be carried out by the members of the OdV. On the specific mandate of the Supervisory Body, the external collaborators may also individually carry out the supervisory activities deemed appropriate for the correct functioning of and compliance with the Model. In any event, the results of the activities carried out and the outcomes of the verifications performed must be promptly communicated to the Supervisory Body, which records their ratification in the minutes.

4.4. The reporting obligations towards the Supervisory Body

Article 6, paragraph 2, letter d), of Legislative Decree 231/2001 lays down as a condition of the Model's suitability the provision of information obligations towards the OdV. These information flows serve to allow the Body to effectively carry out the analysis of the areas at risk of offences occurring and to propose, where necessary, adjustments to the Model. In addition, they make it possible to ascertain and reconstruct the causes that led to any breaches of the Model or of the Code of Ethics. The information flows may be:

- event-based, i.e. upon the occurrence of an event that must be reported to the OdV;
- periodic;
- whistleblowing, i.e. relating to a report of a possible breach of the Model.

To Equiter's OdV there are always communicated, in addition to breaches of a general nature, the information concerning the measures or news of the judicial authority or of the supervisory authorities from which it is apparent that investigations are being carried out for offences provided for in the Decree, as well as reports prepared by the heads of corporate functions in the course of their control activity where facts relevant for Legislative Decree 231/2001 emerge.

The Company adopts a dedicated procedure on information flows towards the OdV, in which the communications that the individual corporate functions are obliged to forward to the Body — according to the timing provided for therein — are governed.

The following are always communicated to the Supervisory Body:

- the Organisational Structure Report;
- the annual financial statements;
- amendments to the articles of association;
- amendments to the organisation chart;
- detailed reports of unlawful conduct or of breaches of the Model relevant under Legislative Decree 231/2001;
- disciplinary proceedings against employees and any sanctions imposed;
- visits, inspections, checks or sanctioning measures by the supervisory authorities or the Public Administration;
- any irregularity in the keeping of the accounts or in the retention of the documents on which the accounting records are based;
- new investments and divestments;
- any act of liberality, sponsorship or gift in the terms indicated in the procedure.

Reference is made to the information-flows procedure for the other relevant information and for the identification of the individual functions responsible for sending it.

4.5. THE REPORTING ACTIVITY OF THE SUPERVISORY BODY

The Supervisory Body is responsible for periodic information obligations towards the board of directors and the board of statutory auditors. In addition, where necessary, the OdV promptly informs the chief executive officer.

In particular, the OdV prepares an annual report on the activity carried out and its outcome, sent to the board of directors and the board of statutory auditors. The report must indicate:

- the set of activities carried out during the period, focusing in particular on the verification activities;
- the reports received from employees and/or third parties concerning alleged breaches of the Model or of the Code of Ethics;
- any critical issues that emerged in relation to the effectiveness of the Model;
- the corrective and improvement interventions necessary and/or appropriate for the Model, providing an update on the state of implementation of such interventions;
- the ascertainment of conduct not compliant with the Model or the Code of Ethics;

- the detection of organisational or procedural deficiencies that could expose the Company to the risk of offences relevant under the Decree occurring;
- any situations of missing or deficient collaboration by the responsible functions in the performance of their tasks;
- the statement of the expenses incurred during the period under review;
- the legislative changes that could require the updating of the Model, in order to guarantee its compliance with the provisions in force;
- any activities not carried out for justified reasons of time or lack of resources;
- any other information deemed useful for the purpose of taking urgent decisions.

4.6. The retention of information

All the information, reports, communications and other documents collected and/or prepared in application of this Model are retained by the OdV — or by a party appointed and delegated by it — in a dedicated archive (electronic and/or paper), managed by the OdV, for a period of at least five years. Access to the archive is permitted exclusively to the OdV and to the internal contact person possibly appointed.

5. The Whistleblowing System

5.1. General profiles and methods of submitting reports

In fulfilment of the legal provisions laid down by Legislative Decree 24/2023 — implementing EU Directive 2019/1937 of the European Parliament and of the Council — on whistleblowing, Equiter has adopted a dedicated Whistleblowing Policy, with the aim of encouraging and allowing the addressees to report in good faith, or on the basis of a reasonable belief, unlawful acts encountered during their work activity, benefiting from a protective system based on the safeguarding of confidentiality and on the prohibition of applying retaliatory measures against the reporting person.

The reports must concern unlawful acts relevant under Legislative Decree 231/2001, breaches of the Organisational Model, as well as acts or facts that may constitute breaches of the provisions laid down for the prevention of money laundering and terrorist financing, of the rules of the TUF, of European Union acts directly applicable in the same matters governed by the TUF, and of Regulation (EU) No. 596/2014.

Specifically, in compliance with the provisions of Article 2 of Legislative Decree No. 24 of 10 March 2023, the reports may concern:

- administrative, accounting, civil or criminal offences;
- unlawful conduct relevant under Legislative Decree No. 231/2001;
- breaches of Model 231;

- unlawful acts falling within the scope of application of European Union acts relating to the following sectors: public procurement; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; protection of privacy and personal data and security of networks and information systems;
- acts or omissions harming the financial interests of the European Union;
- acts or omissions concerning the internal market (by way of example: breaches relating to competition and State aid);
- acts or conduct that frustrate the object or purpose of the provisions of the European Union acts.

In this regard, Equiter has identified as the main internal reporting channel the following email address:

odv@equitersgr.it

Alternatively, reporting persons may also resort to the alternative internal channel indicated below:

- ordinary post, marked “confidential”, to the address: Equiter SGR S.p.A. – Head of the Internal Reporting Systems (OdV) – Via Camperio No. 9 (Milan).

Where the Head of the Internal Reporting Systems (RSIS) is the presumed responsible party indicated in the report, or has a potential interest related to the report itself such as to compromise impartiality of judgment, the activity of receiving, examining and assessing the report will be carried out by the holder of the reserve function.

Equiter encourages anyone who becomes aware of breaches (conduct, acts or omissions) of the law or of internal corporate protocols that are, even potentially, harmful to the public interest or to the integrity of the Company, to make a report through the channels specifically dedicated to it.

For further details on reports and the related guarantees and protections activated for the reporting person, the person involved or the reported party, and for the other “parties” to whom the protection is extended (as provided for by Legislative Decree 24/2023), reference is made to the provisions of the Whistleblowing Policy.

6. The Disciplinary System

6.1. General profiles

The provision of a disciplinary system suitable for sanctioning failure to comply with the rules indicated in the Model is a condition required — pursuant to Articles 6, paragraph 2, letter e), and 7, paragraph 4, letter b), of Legislative Decree 231/2001 — for the exemption from the administrative liability of entities and for guaranteeing the effectiveness of the Model itself.

Equiter, in compliance with the legal provisions in force and the rules of the National Collective Bargaining Agreement, has adopted a sanctioning system for breaches of the principles and measures provided for in the Model and in the corporate protocols by its addressees. The imposition of disciplinary sanctions is independent of any initiation of criminal proceedings and of the outcome of the consequent trial for the commission of one of the unlawful acts provided for by the Decree. In fact, the rules imposed by the Model are adopted by the Company in full autonomy, regardless of whether any conduct may constitute a criminal or administrative offence and of whether the judicial or administrative authority intends to prosecute such offence. The Company therefore brings to the attention of all the addressees the activities that present a significant risk of committing offences, as well as the rules and procedures that govern such activities, thereby intending to spread awareness of the disapproval of any conduct contrary to the law, the regulations, the self-regulatory rules and, in particular, the provisions contained in this Model, with the consequent application of suitable disciplinary sanctions.

The verification of the adequacy of the disciplinary system, the constant monitoring of any procedures for imposing sanctions against employees, and of the interventions against external parties, are entrusted to the OdV, which also reports the infringements of which it becomes aware in the course of carrying out its functions. The disciplinary system defined may also be applied against the members of the OdV, in relation to the functions attributed to them by this Model.

For the purposes of this sanctioning system, and depending on the corporate qualification and/or position and/or competences in the Company of the party, and regardless of the criminal relevance of the fact, any breach of the rules contained in this Model constitutes an offence — and in particular those indicated below, by way of example and not exhaustively:

- conduct that constitutes the offences contemplated in the Decree;
- conduct that, although it does not constitute one of the offences contemplated in the Decree, is unequivocally directed at their commission;
- conduct not compliant with the principles of the Code of Ethics;
- conduct not compliant with the corporate procedures;
- the breach of the information obligations towards the Supervisory Body;
- the falsification/failure to prepare the documentation of the activities carried out on the occasion of inspections and checks by the competent authorities;
- the breach of documentation and traceability obligations of corporate activities;
- unjustified absence from training or refresher courses relating to offence prevention;
- failure to comply with the corporate provisions on occupational hygiene and safety of the workplace, as well as with the obligations deriving —

according to one’s own attributions and competences — from the applicable legislation in force from time to time on the same matter;

- the breach of the provisions of Legislative Decree 24/2023 on reports of unlawful conduct. In more detail: acts of retaliation or discrimination against those who have reported unlawful conduct relevant for the purposes of Legislative Decree 231/2001, or a breach of the Model, for reasons directly or indirectly connected to the report itself; the conduct of those who make, with intent or gross negligence, reports that prove to be unfounded; the conduct of those who obstruct or attempt to obstruct the report; the breach of the confidentiality obligations regarding the identity of the person who made a report.

Also in relation to whistleblowing, ANAC may, on its own initiative, impose sanctions against the Company where it is ascertained that:

- retaliation has been committed, or it is ascertained that the report has been obstructed or that an attempt has been made to obstruct it, or that the confidentiality obligation has been breached (monetary sanction from EUR 10,000 to EUR 50,000);
- in the event that it is ascertained that reporting channels have not been established, that procedures for making and managing reports have not been adopted, or that the adoption of such procedures does not comply with the Decree, as well as where it is ascertained that the activity of verifying and analysing the reports received has not been carried out (monetary sanction from EUR 10,000 to EUR 50,000).

The same ANAC may impose sanctions against reporting persons who — following a report that proved to be unfounded — have been convicted, even at first instance, of the offences of defamation or slander, or in any case for the same offences committed by means of the complaint to the judicial or accounting authority (monetary sanction from EUR 500 to EUR 2,500).

6.2. The criteria for imposing sanctions

The type and size of the sanction, in relation to each individual disciplinary offence, are determined on the basis of the following general criteria:

- whether the breach is committed by act or omission;
- any repetition by the party concerned of the breach of the same or a similar type;
- whether the breach is intentional or negligent and, respectively, the intensity of the intent or the degree of negligence;
- the degree of proximity (temporal or teleological) to one of the predicate offences provided for by the Decree;
- the position of the party with respect to the Company (for example, corporate body, senior figure, subordinate to the direction and supervision of others, third party);
- the size of the harm caused to the Company, and any application of the sanctions provided for by Legislative Decree 231/2001;

- past conduct (the conduct previously held in the Company, in particular if the party concerned has already been subject to other disciplinary sanctions) and subsequent conduct (whether there was collaboration — including in order to eliminate or mitigate the possible consequences of the offence for the Company — the admission of one's own responsibilities and the sincere remorse of the party concerned);
- all the other circumstances of the specific case (methods, timing, relevance of the breach in relation to the corporate activity, etc.).

Where, by a single conduct, more than one infringement punishable with different sanctions has been committed, only the most serious sanction applies. Recidivism within a two-year period — that is, the repeated imposition of disciplinary sanctions for breaches of the Model — as well as the repetition of disciplinarily relevant conduct, constitutes an important element in the decision to apply the most serious of the sanctions provided for that particular type of party. The principles of promptness and immediacy must guide the imposition of the disciplinary sanction, even independently of the outcome of any criminal trial initiated against the perpetrator of the offence for the same facts.

6.3. Sanctions against subordinates

All the Company's employees are obliged to exercise the diligence required by the nature of the performance due and by Equiter's interest, observing the internal procedures provided for by this Model. Pursuant to the combined provisions of Articles 5, paragraph 1, letter b), and 7 of Legislative Decree 231/2001 — subject to the prior charge and the procedure prescribed by Article 7 of Law No. 300 of 20 May 1970 (the so-called Workers' Statute) — by way of example and not exhaustively, the Company's employees are subject to sanction in the event of:

- failure to comply with the principles, protocols and procedures indicated in the Model;
- missing, incomplete or untruthful evidence of the activity carried out in relation to the methods of documenting, retaining and controlling the acts relating to the corporate procedures and protocols, which has prevented the transparency and verifiability of the activities carried out;
- breach and/or circumvention of the internal control system, carried out by removing, destroying or altering the documentation provided for by the reference procedures, or by preventing the control or access to the information and documentation by the appointed parties — including the Supervisory Body — so as to prevent their transparency and verifiability;
- failure to comply with the obligation to inform the Supervisory Body and/or the direct hierarchical superior of incorrect, anomalous and/or irregular conduct of which one has direct and certain proof, as well as of false or unfounded reports — save good faith — relating to breaches of the Model;
- failure to comply with the Model, where the breach determines a situation of concrete danger to the physical integrity of one or more persons, an injury classifiable as very serious pursuant to Article 583, paragraph 1, of the Criminal Code, or the death of one or more persons.

For the conduct just indicated, against the Company's employees — in compliance with the aforementioned general criteria for imposing sanctions — the following disciplinary measures apply, ordered on the basis of their seriousness:

a) **verbal reprimand:** applied in cases of minor non-compliance with the principles and rules of conduct provided for by the Model, as well as in the event of breach of the procedures and internal rules provided for or referred to within it. In particular, these are cases of negligent breach of the procedures and requirements provided for by the Model, recidivism of negligent breach of the procedures and requirements provided for by the Model, and/or procedural errors due to the party's negligence, in cases without external relevance;

b) **written reprimand:** applied in cases of non-compliance of medium seriousness with the principles, rules of conduct, procedures and all the other provisions of the Model. In particular, these are cases of recidivism of negligent breach of procedures, requirements and/or procedural errors due to the worker's negligence, in cases with external relevance;

c) **fine (not exceeding the amount of 4 hours of pay):** applied — in addition to cases of recidivism in the commission of infringements from which the application of the written reprimand may derive — in cases where the negligent conduct may undermine, even potentially, the effectiveness of the Model, in light of the hierarchical or technical level of responsibility of the party, or in the presence of aggravating circumstances. Among the conduct that can be sanctioned with a fine, by way of example only, is that where the failure to comply with the Model determines a situation of concrete danger to the physical integrity of one or more persons, including the perpetrator of the breach;

d) **suspension from work and pay:** applied in particularly serious cases (including those resulting from recidivism) of non-compliance with the principles and rules of conduct provided for by the Model, of breach of the procedures and internal rules provided for or referred to within it, and of the adoption of conduct not compliant with, or in any case not adequate to, the requirements of this document. In particular, this sanction may be imposed for a maximum of 10 days. This sanction may be imposed in cases of recidivism in the commission of infringements from which the application of the fine may derive;

e) **dismissal with payment in lieu of notice:** applied to the worker who commits infringements of the Model's discipline which — while being of greater significance than those contemplated in the preceding points — are not so serious as to render applicable the sanction of dismissal without notice. In particular, these are the cases in which the party, in carrying out its activities, adopts conduct not compliant with the requirements contained in this Model and directed unequivocally at committing one of the predicate offences sanctioned by the Decree;

f) **dismissal without notice:** applied in cases of significant non-fulfilment or of conduct knowingly engaged in contrast with the requirements, procedures or internal rules established by the Model. In particular, the sanction of dismissal without notice will be imposed for failings so serious as not to allow even the provisional continuation of the employment relationship (so-called dismissal for just cause) such as, by way of example and not exhaustively: the intentional breach of procedures and requirements of the Model having external relevance and/or their fraudulent circumvention carried out through conduct unequivocally directed at the commission of an offence among those provided for in Legislative Decree 231/2001, such as to cause the loss of the relationship of trust with the employer; the breach and/or circumvention of the internal control system carried out by removing, destroying or altering the documentation provided for by the reference corporate procedures, or by preventing the control or access to the information and documentation by the appointed parties — including the Supervisory Body — so as to prevent their transparency and verifiability; the missing, incomplete or untruthful evidence of the activity carried out in relation to the methods of documenting, retaining and controlling the acts relating to the corporate procedures and protocols, so as to prevent the transparency and verifiability of the activities carried out; and, finally, the failure to comply with the Model, where the breach determines an injury to physical integrity classifiable as "very serious" pursuant to Article 583, paragraph 1, of the Criminal Code, or the death of one or more persons.

In general, where the indicated employees hold a power of attorney with the power to represent the Company externally, the imposition of a sanction more serious than the fine may entail the assessment of the revocation of the power of attorney. The type and size of the sanction, in relation to each individual disciplinary offence, are determined on the basis of the general criteria indicated previously.

6.4. Sanctions against senior figures

The breach of the principles and rules of conduct contained in this Model committed by the so-called senior figures, as well as the adoption of conduct not compliant with the aforementioned requirements, will be subject to a disciplinary measure calibrated on the basis of the seriousness of the breach committed, in line with the general criteria already indicated. For the more serious cases, termination of the employment relationship is provided for, in view of the special relationship of trust that binds the senior figure to the Company.

Pursuant to the combined provisions of Articles 5, paragraph 1, letter a), and 6 of Legislative Decree 231/2001, by way of example and not exhaustively, the senior figures are subject to sanction in the event of:

- failure to comply with the specific protocols and procedures provided for in the Model and aimed at programming the formation and implementation of the Company's decisions in relation to the offences to be prevented;
- breach of the provisions relating to signing powers, as well as breach of the measures relating to the management of financial resources;
- breach and/or circumvention of the internal control system provided for in the Model, carried out by removing, destroying or altering the documentation provided for by the protocols and procedures, or by preventing the control or access to the information and documentation by

the appointed parties — including the Supervisory Body — so as to prevent their transparency and verifiability;

- breach of the information obligations provided for in the Model towards the Supervisory Body and/or any superior party;
- failure — in the exercise of hierarchical powers — of the obligations of control and supervision over the conduct of the direct subordinates (understood as only those who, under the direct and immediate authority of the senior figure, operate within the offence-risk areas), with particular regard to the provisions on occupational health and safety and the prevention of related accidents.

Against the senior figures who have breached the provisions of the Model, suitable measures will be taken, which must be assessed on the basis of the seriousness of the breach. In particular:

a) **written/oral reprimand:** imposed in cases of non-serious breach of the requirements of the procedural rules provided for by the Model;

b) **monetary sanction (equal to an amount from two to five times the emoluments calculated on a monthly basis):** applied in the event of a serious breach of one or more procedural or behavioural rules provided for in the Model;

c) **total or partial revocation of the delegations or powers of attorney:** applied in the event of a serious breach of one or more procedural or behavioural rules provided for in the Model, but not such as to irreparably damage the relationship of trust with the Company;

d) **revocation from office:** applied in the event of a serious breach of one or more procedural or behavioural rules provided for in the Model, such as to irreparably damage the relationship of trust with the Company. Such cases include, for example: the adoption, in carrying out the sensitive activities, of conduct not compliant with the requirements of the Model and directed unequivocally at the commission of one or more offences provided for by the Decree; the breach of internal procedures provided for by the Model and the adoption, in carrying out one's own activities, of conduct that exposes the Company to an objective situation of imminent risk of committing one of the predicate offences.

Regardless of the application of the protective measure, the possibility for the Company to bring liability and/or compensation actions is in any event reserved.

6.5. Actions against third parties

Where facts occur that may constitute a breach of the Model or of the internal regulatory system for its implementation by third parties (e.g. collaborators or contractual counterparties), the Supervisory Body informs the head of the competent department/function and the head of the area to which the contract or relationship pertains, by written report. Against the responsible parties, the competent bodies — in accordance with the Company's internal rules — also order the termination of the contracts or relationships in place, without prejudice to the possibility of judicial actions for compensation of any harm suffered by the Company.

6.6. The sanctioning procedure

The procedure for imposing the sanctions and/or the protective measures provided for by this disciplinary system is composed of the following stages:

i. **the pre-investigation stage:** a stage activated by the Supervisory Body, or by the head of the function responsible for managing human resources or a party delegated by the latter, or by the head of the contract, following the detection or reporting of an alleged breach of the Model, with the aim of ascertaining its existence;

ii. **the investigation stage:** a stage in which the breach is assessed, with the identification of the disciplinary measure (in the case of employees) or the applicable protective measure (in the case of third parties) by the party who has the task of deciding on the matter. At this stage, the following may intervene:

- the board of directors and the board of statutory auditors, through their respective chairmen, in cases where the breach is committed by one or more parties holding the office of statutory auditor or of director not linked to the Company by a subordinate employment relationship;
- the head of the function responsible for managing human resources, in cases where the breach is committed by an employee of the Company;
- the head of the contract, for breaches committed by third parties who have relationships with the Company (e.g. suppliers). During this stage, the Supervisory Body — where the ascertainment of the breach is prompted by its own verification or control activity — transmits to the parties indicated above a dedicated report containing: the description of the conduct charged; the indication of the provisions of the Model that appear to have been breached; the name of the party responsible for the breach; any documents proving the breach and/or the other elements of corroboration;

iii. **the decision stage:** a stage in which the outcome of the procedure and the disciplinary measure and/or the protective measure to be imposed are established;

iv. the possible stage of imposing the measure and/or the protective measure.

The sanctioning procedure so outlined must in any event take into account: the rules of the Civil Code on corporate, employment and contractual matters; the labour-law legislation on disciplinary sanctions referred to in Article 7 of Law No. 300/1970; the articles of association; the necessary distinction and separation of roles between the party judging and the party being judged.

In order to guarantee the effectiveness of this disciplinary system, the sanctioning procedure must be concluded within 60 days of the charge of the breaches (90 days for third parties). Every breach of the Model or of the procedures established therein, by whomever committed, must be communicated in writing to the Supervisory Body, without prejudice to the procedures and measures within the competence of the holder of the disciplinary power. The Supervisory Body, in the course of the checks to be carried out, guarantees the confidentiality of the party against whom the proceedings are brought.