ORGANIZATION, MANAGEMENT AND CONTROL MODEL

(Legislative Decree no. 231 of 2001 and subsequent modifications and integrations)

MEMC ELECTRONIC MATERIALS S.P.A.

SPECIAL SECTION

Approved by resolution of the Board of Directors on 26/11/2024

TABLE OF CONTENTS

Please note:

- c.p. – Italian Criminal Code
- c.c. – Italian Civil Code
- DPR – Italian Presidential Decree
- D.Lgs. – Italian Legislative Decree

FOREWORD

The Special Section of the Organization, Management, and Control Model pursuant to Italian Legislative Decree 231/2001 (also D.Lgs. 231/2001) is developed based on the analyses conducted within the "Matrix of Processes and Sensitive Activities," which constitutes an integral and essential component of the Model.

For each process identified in the matrix, the following elements have been examined in the Special Part of the Model:

- Sensitive Activities: Activities associated with sensitive areas where a potential risk of committing specific offenses referenced in the Decree have been identified.
- Potential Offences: The potential offences that may be linked to these sensitive activities are identified.
- Control System to Mitigate Offense Risk: To reduce the risk of offenses being committed within sensitive activities, appropriate conduct and preventive measures have been established.

As previously noted in the General Section, in addition to the controls described in the subsequent chapters, each at-risk process ("Sensitive Process") incorporates risk mitigation elements that apply universally across all company areas and processes including:

- Corporate governance model,
- Organizational structure,
- System of powers and proxies,
- Recognised general principles of conduct (Code of Ethics),
- The Company's comprehensive body of procedures and documents,
- Disciplinary and sanctions system,
- Communication and training,
- Information systems,
- Proper documentation management.

The objective of this Special Section is to ensure that all Recipients, as they may be involved in activities within Sensitive Processes, adhere to rules of conduct consistent with the provisions herein. This adherence aims to prevent and impede the occurrence of offenses, while considering each individual's distinct position relative to the Company and, consequently, the variations in their obligations as specified in the Model.

In particular, this Special Section serves to:

- provide a list of general principles and specific procedural guidelines that Recipients must follow based on their relationship with the Company to ensure proper application of the Model.
- equip the Supervisory Board and heads of other related corporate functions required to cooperate with it, with operational tools necessary for conducting control, monitoring, and verification activities as outlined.

MEMC'S PROCESSES

Beginning with the analysis of the types of offenses enumerated in Chapter 6 of the "General Section" of the Model, the "sensitive activities" are defined, together with the framework of the Company's "sensitive processes", in which the potential risk of committing the specified offenses is identified.

The control and prevention measures implemented by the Company across all identified sensitive processes, are subsequently assessed to determine their effectiveness.

The analysis conducted on the types of activities performed by the Company has identified the following areas at risk for the commission of actions that may violate the criminal offenses outlined in Italian Legislative Decree No. 231 of 2001 or, more generally, the Company's Code of Ethics. These areas represent current or potential risks, as they pertain to activities or offenses that may not be presently occurring but could feasibly arise in one or more of the following processes:

- Administration, Finance, and Control,
- Relations with the Public Administration,
- Customs Compliance,
- Procurement of Goods and Services,
- Production,
- Research and Development,
- Commercial Activities,
- Information Technology,
- Communication and Marketing,
- Personnel Selection, Recruitment, and Management,
- Occupational Health and Safety,
- Environmental Management.

For each Sensitive Process, each Part of the Special Section delineates the procedures necessary for conducting activities within that process, in order to mitigate the risk of perpetrating the alleged offenses. This includes specifically identifying:

- the particular Sensitive Activities,
- the relevant types of offenses,
- the control measures applicable to the Sensitive Activities associated with the Sensitive Process.

GENERAL PROTOCOLS OF CONDUCT

All recipients of the Model are required to adhere to rules of conduct that comply with applicable laws, the provisions outlined in this document, the principles contained in the Code of Ethics, and the implementation tools of the Model, with the aim of preventing offenses under the Decree.

In general, any form of bribery is strictly prohibited, not only in favour of Public Entities but also in favour of individuals acting on behalf of private companies or entities.

The offer, promise, and provision of corrupt payments, as well as the solicitation, acceptance, and receipt of such payments by individuals associated with MEMC or anyone acting on behalf of MEMC, are expressly forbidden.

In line with this principle, it is strictly prohibited—and will be met with zero tolerance—for individuals associated with MEMC in Italy to solicit, receive, or accept the promise or provision of any economic advantage or other benefits. Similarly, it is prohibited for MEMC personnel (or third parties) to offer, promise, or provide economic advantages or other benefits to Public Officials or individuals acting on behalf of private companies or entities.

It is important to recognize that bribery can take various forms beyond the mere offer or provision of money or other valuable assets. Common business practices or social activities—such as gifts and hospitality—may also constitute acts of bribery under certain circumstances.

The following general protocols of conduct are implemented across all operations involving sensitive activities as detailed in the subsequent Sections:

- only individuals who have been previously designated through proxies, powers of attorney, organizational charts, job descriptions, procedures, or any other organizational provisions, are authorized to engage in sensitive activities,
- only those individuals specifically identified for this purpose are permitted to interact with the Public Administration,

- the system of proxies and signature authority for external dealings aligns with the responsibilities assigned to each individual; adequate communication and publicity mechanisms ensure that external parties are aware of these powers,
- the formation and execution of Company decisions adhere to the principles and requirements established by law, the Articles of Association, the Code of Ethics, and the Model's implementation tools,
- responsibilities for management, coordination, and control within the Company are formalized,
- hierarchical and functional dependencies are clearly defined, and distinct duties within the Company are articulated,
- the phases involved in decision-making and authorization levels for Company actions are consistently documented and retrievable,
- the assignment and exercise of powers within a decision-making process are aligned with positions of responsibility and reflect the significance and/or criticality of the underlying economic transactions,
- there is no overlap in identity between those who make or implement decisions, those who must provide the accounting evidence, and those responsible for conducting legally mandated controls as outlined in internal control procedures,
- for all sensitive activities, specific control systems are established and enforced. The Head of the relevant Function responsible for managing risk associated with these operations, is designated, unless otherwise specified as the Head of Function. The Head of Function:
    - may request information and clarifications from all corporate Functions or from individuals involved in, or previously engaged with, the at-risk operation,
    - shall promptly inform the Supervisory Board of any critical issues,
    - may consult with the Supervisory Board in cases where prevention protocols or operational procedures are ineffective, inadequate, or challenging to implement; this includes seeking clarifications regarding objectives and prevention methods established in the Model.
- access to the Company's data shall comply with regulations governing the processing of personal data,
- documents related to the formulation of significant decisions and their implementation shall be archived and stored by the relevant function. Access to archived documents is restricted to authorized individuals in accordance with the company’s operating procedures, as well as to the Board of Statutory Auditors, the

Auditing Firm, and the Supervisory Board,

- the selection of any external consultants must be justified and based on criteria of professionalism, independence, and competence,
- employee reward systems shall align with realistic objectives that are consistent with assigned tasks, performed activities, and entrusted responsibilities,
- the Company's financial flows, both incoming and outgoing, shall be continuously monitored and remain fully traceable,
- all forms of donations intended to promote the Company's image and activities must be authorized, justified, and documented,
- the Supervisory Board shall ensure that the control protocols outlined in this Special Section are fully implemented within the company operating procedures governing activities deemed at risk.

ADMINISTRATION, FINANCE AND CONTROL

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities of the administration, finance and control process:

a) Collection, recording and representation of business activities in accounting records, assessments and estimates, financial statements, reports and other accounting documents,
b) Management of relations with the Shareholder and corporate bodies,
c) Management of taxation,
d) Financing transactions, including intra-group, or other financial transactions,
e) Management of extraordinary corporate transactions and capital transactions,
f) Safekeeping of accounting records and corporate books and access to documentation.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities of the administration, finance and control process, the following offences potentially arise:

Offences against the P.A. (art. 25 D.Lgs. 231/2001)

- Bribery for the exercise of a function (art. 318 c.p.)
- Bribery for an act against office duties (art. 319 c.p.)
- Bribery in judicial proceedings (art. 319-ter c.p.)
- Unlawful inducement to promise or give benefits (art. 319-quater c.p.)
- Bribery of person in charge of public service (art. 320 c.p.)
- Incitement to bribery (art. 322 c.p.)
- Embezzlement, illegal abuse of a position or office for personal gain (malfeasance), unlawful inducement to promise or give benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states. (art. 322-bis c.p.)
- Unlawful trading in influence (art. 346 bis c.p.)

Corporate Offences (art. 25 ter D.Lgs. 231/2001)

- Bribery among private individuals (art. 2635 c.c.)

- Incitement to bribery among private individuals (art. 2635-bis c.c.)

Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and self-laundering (art. 25 octies D.Lgs. 231/2001)

- Receiving stolen goods (art. 648 c.p.)
- Money laundering (art. 648-bis c.p.)
- Use of money, goods or benefits of unlawful origin (art. 648-ter c.p.)
- Self-laundering (art. 648-ter.1 c.p.)

Tax offences (art. 25-quinquiesdecies D.Lgs. 231/2001)

- Fraudulent tax declaration through invoices for non-existent transactions (art. 2 D.Lgs 74/2000)
- Fraudulent tax declaration through other means (art. 3 D.Lgs 74/2000)
- Issuing invoices or other documents for non-existent transactions (art. 8 D.Lgs 74/2000)
- Concealment or destruction of accounting documents (art. 10 D.Lgs 74/2000)
- Fraudulent evasion of tax payments (art. 11 D.Lgs 74/2000)
- Unfaithful declaration (art. 4 del D. Lgs 74/2000) - If the requirements of the "PIF Directive" are met.
- Failure to declare (art. 5 del D. Lgs 74/2000) - If the requirements of the "PIF Directive" are met.
- Undue compensation (art. 10-quater del D. Lgs 74/2000) - If the requirements of the "PIF Directive" are met.

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, are required to adopt rules of conduct that comply with applicable laws, the provisions outlined in this document, the principles contained in the Code of Ethics, and the implementation tools of the Model, with the aim of preventing the occurrence of offenses specified in the Decree.

The following general rules of conduct apply to Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in activities related to administration, finance, and control processes.

The following actions are strictly prohibited:

- preparing or communicating data that is false, incomplete, or otherwise likely to misrepresent the Company's economic, equity, and financial situation,
- failing to disclose data and information required by applicable laws and procedures

regarding the Company's economic and financial status,

- non-compliance with the principles and requirements set forth in instructions for preparing financial statements,
- returning contributions to shareholders or releasing them from their obligation to contribute, except in cases of legitimate capital reduction,
- distributing profits (or advances on profits) that have not been legitimately earned or that are legally required to be allocated to reserves, as well as distributing reserves (even if not established from profits) that cannot be legally distributed,
- purchasing or subscribing for shares of the Company, or its parent company, outside the circumstances permitted by law, thereby jeopardizing the integrity of the share capital or reserves that cannot be distributed by law,
- executing reductions in share capital, mergers, or demergers in violation of legal provisions designed to protect creditors,
- engaging in any manner with fictitious formation or increase of share capital,
- distributing the Company's assets among shareholders during liquidation, prior to settling obligations with creditors, or prior to setting aside sufficient funds to satisfy such obligations,
- engaging in behaviour that materially impedes or otherwise hinders the performance of control or auditing activities by the Board of Statutory Auditors, the Auditing Company, or shareholders, including the concealment of documents or the use of other fraudulent means,
- conducting simulated or fraudulent acts during shareholders' meetings, aimed at altering the proper procedure for forming the will of the shareholders' meeting itself,
- publishing or disseminating false information, engaging in simulated transactions, or employing other fraudulent or deceptive conduct that could affect unlisted financial instruments or instruments for which no request for admission to trading on a regulated market has been submitted, and that may significantly alter their price,
- failing to communicate, with due clarity, completeness, and timeliness to the relevant Authorities, (a) all communications required by law and additional sector regulations, both periodic and otherwise, as well as (b) the transmission of data and documents mandated by applicable laws and/or specifically requested by said Authorities,
- including untrue statements in such communications and documentation transmitted, or concealing facts related to the Company's economic, equity, or financial situation,
- utilizing invoices or other documents for non-existent transactions and recording them in mandatory accounting records, including such fictitious liabilities in declarations related to income tax or value-added tax,

- engaging in objectively or subjectively simulated transactions or using false documents or other fraudulent means capable of obstructing assessments and misleading tax authorities, by reporting assets at amounts lower than their actual value or including fictitious liabilities or fictitious credits and deductions in declarations related to income tax or value-added tax,
- issuing invoices or other documents for non-existent transactions to facilitate third parties in evading income tax or value-added tax obligations,
- engaging in any conduct that obstructs the exercise of functions by public supervisory authorities, including during inspections (such as expressing opposition, making pretextual refusals, exhibiting obstructive behaviour, or failing to cooperate through delays in communications or in providing documents).

Specific Prevention Protocols

For operations involving the collection, recording, and representation of business activities in accounting records, assessments and estimates, financial statements, reports, and other accounting documents, the management of relations with Shareholders and corporate bodies, the custody of accounting records and corporate books, access to the collection and aggregation of the accounting data necessary for the preparation of the draft of annual and interim financial statements, the Company has implemented and adheres to SAP procedures. These procedures, which are based on current international accounting standards, establish special communication flows between various corporate functions to ensure that accounting data is consistently accessible and provide guarantees of certification.

The Company has also retained the framework of procedures and controls previously adopted by the MEMC group in compliance with the Sarbanes-Oxley Act, even though adherence to this Act is no longer mandatory.

In detail, the specific protocols provide that:

- accounting procedures are adopted and continuously updated to clearly indicate the data and information that each Function or Organizational Unit must provide, as well as the accounting criteria for processing this data and the timelines for its transmission to the responsible Functions,
- communications regarding the Company's economic and financial situation are prepared based on current corporate practices, which: (i) clearly and comprehensively define the data and information each function must provide, the accounting criteria for processing this data, and the deadlines for its delivery to the responsible Functions; (ii) mandate the transmission of data and information to the responsible Function through a system (including computerized systems) that allows for traceability of significant actions that are sensitive and/or relevant, thereby facilitating the identification of individuals entering data into the system,
- any significant changes to balance sheet items or the accounting criteria, shall be

adequately authorized in accordance with relevant company procedures and internal delegations,

- any request—by any individual—for unjustified changes to the criteria for recording, accounting representation, or for quantitative alterations to data compared to those already recorded in accordance with the Company's operating procedures, must be immediately communicated to the Supervisory Board,
- the accounting records shall be shared internally, including with the auditing firm, prior to the formal approval of the balance sheet by the Board of Directors and the Shareholders' Meeting of the Company,
- access profiles to the accounting system shall be established, ensuring the separation of functions and coherence of authorization levels,
- the Board of Statutory Auditors and the auditing firm shall receive, with adequate advance notice, all documents relating to the topics on the agenda of the Shareholders' Meeting or of the Board of Directors, on which they are required to express an opinion pursuant to law,
- the transmission of data and information, as well as any observations, communications, or assessments officially expressed by Shareholders, the Board of Auditors, and the auditing firm, shall be documented and retained,
- the Supervisory Board shall be invited to participate in assembly meetings through a specific invitation prepared by the competent corporate functions,
- drafts of financial statements and other accounting documents shall be made available to the Administrative Body reasonably in advance of the scheduled date for approval of the financial statements,
- documents pertaining to the management of the Company shall be made available to the Board of Auditors, the auditing firm, and entities conducting accounting control activities, enabling these bodies to carry out necessary controls,
- all documents related to transactions on the Board of Directors' Agenda shall be communicated and made available reasonably in advance,
- the activities related to collection, transmission, and aggregation of accounting information aimed at preparing corporate communications shall be conducted using methods that ensure traceability of each step in the data formation process, even *ex post*, as well as identification of the individuals entering data into the system,
- all books and accounting records shall be managed and stored in compliance with civil and tax legislation,
- internal regulations and procedures concerning compliance with corporate legislation shall be formalized and/or undergo periodic updating,

- with reference to asset management:
    - the transfer or disposal of assets requires an adequately formalized approval process,
    - the Company maintains a fixed assets register in which all owned assets are recorded, including those held by third parties. This register includes the minimum necessary data, supporting documentary evidence, and the approval process for authorizing the insertion, modification, or deletion of an asset,
    - a process is established for monitoring the tax implications (increases and decreases for the tax return) associated with discrepancies between the civil value and the tax value of the assets,
    - for the management of asset transfers or disposals, an approval process is implemented that ensures appropriate and valid authorization, as well as accounting and tax management related to the registration associated with the transfer or disposal,
    - in cases of asset disposal intended for destruction or scrapping, checks are conducted to verify that the authorization request contains a minimum set of information regarding the reasons for disposal, methods of disposal, involved parties (disposal agents), and the execution date. Additionally, appropriate information is provided to the Guardia di Finanza and territorial Revenue Agencies when requested,
- suitable rules are established to ensure the proper archiving of documentation produced in relation to the aforementioned activities. As part of the system of controls and assessments related to the implementation of a system aligned with the Sarbanes-Oxley Act, the Company implements procedures for monitoring financial and treasury flows.

For operations concerning the management of financing transactions, including intra-group or other financial transactions, as well as the management of extraordinary corporate transactions and transactions involving share capital, while adhering to the limits set by group procedures, the specific protocols provide for the following:

- the Company implements procedures and information flows to ensure that operations related to addressing short-, medium-, or long-term financial or liquidity needs, risk coverage through financial instruments, or investments—particularly when not activated through traditional bank credit channels but rather through mechanisms such as financing by shareholders or third parties, intercompany financing, or cash-pooling structures—:
    - are conducted in compliance with applicable laws,

- are initiated in response to actual financial needs and adhere to the principles of economic viability and sustainability concerning the strategic and operational requirements of the Company,
- provide the Company with adequate and sufficient knowledge of counterparties (when financing is not provided by members or is intercompany in nature) and of the characteristics of the transaction,
- provide the corporate and control bodies (with particular emphasis on the Board of Auditors and the auditing firm) with adequate information flows and supporting documentation regarding these operations,
- are formalized in specific deeds or contracts, meet criteria for economic viability and sustainability, and are authorized by the bodies or individuals expressly delegated to do so,
- the implementation of these transactions ensures traceability of the associated financial flows.

– the Company implements procedures and information flows to ensure that capital transactions (such as capital increases, including those through contributions), even when aimed at extraordinary corporate transactions, are conducted in compliance with applicable laws and the bylaws. These transactions are managed by providing the corporate and control bodies (with particular but not exclusive reference to the Board of Auditors and the auditing firm) with adequate information flows. Such transactions must be approved by the bodies responsible for this control and implemented in a manner that ensures traceability of the associated financial flows,

– in the management of extraordinary corporate transactions, a preliminary feasibility study is prepared, along with a verification process of the counterparty. The involvement of the tax function during the preliminary phase is mandated to assess the tax implications of the transaction, and due diligence activities are conducted with support from specialist advisors,

– specific limits to move financial resources are established for all individuals with formal authority, categorized by type of transaction, frequency, and amount. Furthermore, joint signatures from at least two individuals are required for transactions exceeding certain pre-established value thresholds,

– formal and substantive checks are performed on corporate financial flows concerning intra-group payments and transactions. These checks take into account:

- the registered office of the counterparty (e.g., tax havens, countries at risk of terrorism, etc.),
- the credit institutions utilized (including the registered offices of banks involved in the transactions and institutions that lack physical locations in

any country),

- any corporate screens and trust structures employed for extraordinary transactions or operations,

– intra-group or commercial or financial intra-group relationships and operations are adequately formalized and documented in specific documents, deeds, or contracts.

For operations concerning tax management, the specific protocols provide that:

– all formal documents, requests, and communications related to tax matters addressed to the Public Administration (e.g., Italian Revenue Agency, Financial Authority) are managed and signed solely by individuals previously identified by the Company, who are authorized and possess suitable powers,

– the Company archives and maintains accounting documentation to support tax returns to ensure adequate traceability,

– the Company actively monitors tax regulations and developments in legal requirements that may impact tax management,

– the Company addresses situations of uncertainty in the application of tax regulations by seeking preventive opinions on ambiguous situations, when necessary, from a number of independent professionals,

– the Company adapts and updates its tax obligations based on new regulations periodically issued by the tax legislator,

– the Company adopts correct, truthful, and transparent accounting practices for both active and passive invoices,

– the Company establishes a specific archiving system—both digital (managed by consultants) and paper-based—relating to reports as well as any measures implemented for the proper management of taxation,

– the process of determining taxes includes, in instances where it is managed by external tax representatives, the prior definition of timelines for the transmission of documents underlying the calculation (i.e., trial balance),

– agreements with external tax consultants for the preparation of tax returns are formalized through written contracts that clearly identify the activities they will manage,

– appropriate information flows are established between the tax representative and consultants regarding the preparation of tax returns, with the Company being kept informed at all times,

– the Company verifies the data necessary for preparing tax returns and calculating related taxes,

- tax returns are signed, following the completion of controls, by the legal representative of the Company or by an individual with a specific power of attorney,
- the Company ensures timely and accurate settlement of taxes in accordance with legal deadlines and what is reported in submitted declarations, taking into account both advance payments already made and those due for the current financial year,
- the Company guarantees the maintenance and preservation of accurate documentation of the tax calculation process, to allow for subsequent reconstruction of transactions carried out,
- controls are conducted after the end of the financial year and prior to the accounting of taxes to confirm that: (i) complete, accurate, and timely information has been provided regarding the Company's activities; (ii) the accounting records of transactions related to the Company have been maintained in compliance with the principles of relevance, competence, and documentation; and (iii) no additional information or data are known that may be relevant for the accurate and complete representation of the Company's economic and financial situation,
- there is an obligation to ensure the proper compilation, control, and custody of mandatory accounting and tax books,
- as part of the system of controls and assessments related to the implementation of the Sarbanes-Oxley Act in Italy, the Company implements control procedures concerning financial and treasury flows.

MANAGEMENT OF RELATIONS WITH THE PUBLIC ADMINISTRATION

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities in the process of managing relations with the Public Administration[1]:

a) management of public contributions and/or subsidized financing (e.g. for training). Relations with Public Bodies during the request for the disbursement of contributions, reporting and collection,

b) technical-specialist support provided to public bodies within the technical areas of competence of the Company,

[1] The concept of Public Administration in criminal law is to be understood broadly, in order to encompass the entire range of activities conducted by the State and other public bodies. Consequently, offences against Public Administration address actions that impede or disrupt not only the regular performance of administrative activities in a technical sense, but also legislative and judicial functions. Thus, Public Administration is protected as the collective set of all public functions carried out by the State or other public entities.
For the purposes of criminal law, individuals who represent the Public Administration are those who perform a public function or a public service.
Public function refers to activities governed by provisions of public law that relate to legislative functions (such as those performed by the State, Regions, and Provinces with special statutes), administrative functions (including members of state and territorial administrations, Law Enforcement, members of supranational administrations, members of regulatory authorities, Chambers of Commerce, members of Building Commissions, inspectors of public works, experts from the Italian Naval Register, etc.), and judicial functions (such as judges, judicial officers, and auxiliary bodies of the Administration of Justice like bankruptcy trustees or liquidators). The public function is characterized by the exercise of:

- authoritative power: the power that enables the Public Administration to achieve its objectives through actual commands, placing private individuals in a position of subordination. This encompasses the so-called "power of command *(potere d'imperio)*", which includes both coercive powers (such as arrest and search) and powers related to contesting legal violations (such as verifying offences), as well as hierarchical supremacy within public offices,
- power of certification: the authority to attest to a fact with probative effect.

Public service refers to activities governed by public law provisions that lack the authoritative or certifying powers characteristic of public functions. This excludes simple administrative duties and purely material work.
Individuals who perform a public function or a public service are referred to as public officials or public service officers. A public official is defined as someone who can form or express the will of the Public Administration or exercise authoritative or certifying powers.
By way of example, but not limited to this list, public officials include members of state and territorial administrations, members of supranational administrations (such as those within the European Union), *NAS Nucleo Anti Sofisticazioni* (Food Law Enforcement Department), members of Supervisory Authorities, police officers including those from the Guardia di Finanza, members of Chambers of Commerce, administrators of public bodies, members of Building Commissions, judges, judicial officers, and auxiliary bodies within the administration of justice (such as bankruptcy trustees).
Conversely, a person in charge of a public service, performs activities related to safeguarding public interests or fulfilling general needs under the supervision of a public authority. Criminal law clarifies that bureaucratic classification within a public body does not determine whether an individual qualifies as a person in charge of a public service; rather, what matters is the actual activity performed by that individual. Thus, even private individuals or employees of private companies may be classified as persons in charge of a public service when they engage in activities aimed at pursuing a public purpose and protecting a public interest. Examples include employees of the National Health Service (SSN), hospital staff, employees at Local Health Authorities (ASL), INAIL (National Institute for Insurance against Accidents at Work), INPS (National Institute for Social Security), municipal energy companies, banks, post offices, and customs offices.

c) management of relationships with public entities for obtaining authorizations, licenses, and concessions necessary for the conduct of business activities, as well as the management of approval, certification, and declaration of conformity practices by designated bodies and entities,

d) management of inspections conducted by public or private bodies in relation to all business areas,

e) relationships with public bodies concerning personnel management.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities of managing relations with the Public Administration, the following types of offences potentially arise:

Offences committed against the Public Administration (art. 25 D.Lgs. 231/2001)

- Bribery for the exercise of a function (art. 318 c.p.)
- Bribery for an act against office duties (art. 319 c.p.)
- Bribery in judicial proceedings (art. 319-ter c.p.)
- Unlawful inducement to promise or give benefits (art. 319-quater c.p.)
- Bribery of person in charge of public service (art. 320 c.p.)
- Incitement to bribery (art. 322 c.p.)
- Embezzlement, illegal abuse of a position or office for personal gain (malfeasance), unlawful inducement to promise or give benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states. (art. 322-bis c.p.)
- Unlawful trading in influence (art. 346 bis c.p.)

Corporate Offences (art. 25 ter D.Lgs. 231/2001)

- Bribery among private individuals (art. 2635 c.c.)
- Incitement to bribery among private individuals (art. 2635-bis c.c.).

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, are required to adopt rules of conduct that comply with applicable laws, the provisions outlined in this document, the principles contained in the Code of Ethics, and the implementation tools of the Model, with the aim of preventing the occurrence of offenses specified in the Decree.

The following general rules of conduct apply to the Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in managing relationships with the Public Administration.

In particular, it is prohibited to:

- make financial donations to public officials or receive such donations,
- distribute and/or receive gifts and presents outside what is permitted by company practice (i.e., any form of gift offered or received that exceeds normal commercial or courtesy practices or is aimed at acquiring preferential treatment in any company activity). Specifically, any form of gift to Italian and foreign public officials (even in countries where gift-giving is customary) or to their family members that may influence their independence of judgment or induce them to provide any advantage to the Company, is prohibited. Permitted gifts must always be characterized by their modest value or be intended to promote artistic initiatives (for example, the distribution of art books) or enhance the brand image of the Company. Gifts offered must be adequately documented to facilitate required controls,
- promise or grant other advantages of any nature (such as promises of employment) to representatives of the Public Administration that may result in consequences similar to those outlined in the previous point,
- submit false statements to national or community public bodies in order to obtain public grants, contributions, or subsidized financings,
- allocate funds received from national or community public bodies as grants, contributions, or financing for purposes other than those for which they were intended. Furthermore, the Company commits to ensuring transparent conduct towards the Public Administration regarding compliance with technical-regulatory obligations related to obtaining authorizations, licenses, concessions, or permits, as well as managing controls and inspections related to environmental activities and processes. By way of example, the Company adopts processes and develops control activities aimed at:
    - ensuring that all information transmitted to relevant bodies—whether verbal, written, or through information-telecommunications systems—is prepared in compliance with specific legislation governing the underlying activity and is complete, truthful, accurate, and can be traced in terms of information flows and the data that generated them,
    - avoiding omissions of indications or information that could lead to

erroneous representations or inappropriate decisions by public counterparties,

- not presenting false or altered documents and data.

Specific Prevention Protocols

For Sensitive Activities related to the management of relationships with the Public Administration, the specific protocols provide that:

- relationships with representatives of the Public Administration are managed exclusively by company personnel with appropriate authority in accordance with the system of delegations and powers of attorney, or by individuals formally designated by them, and in any case must be in compliance with company procedures governing such relationships,
- at all relevant meetings with representatives of the Public Administration, at least two members of the company personnel shall be present whenever possible,
- all documentation shared with the Public Administration must be verified and signed by the head of the relevant department or another authorized individual, or, if necessary, by a company attorney,
- each company department is responsible for archiving and storing all documentation produced within the scope of its activities, including any documentation transmitted to the Public Administration, whether in physical or electronic form,
- full and immediate cooperation shall be provided to authorities or supervisory and control bodies, with documentation and information requested being promptly and comprehensively supplied,
- individuals who maintain relationships with the Public Administration are strictly prohibited from seeking or unlawfully establishing, personal relationships that may exert favour, influence, or interference capable of affecting, directly or indirectly, the outcome of interactions with the Public Administration,
- if public officials prepare a report during investigations conducted at the Company, the involved director is required to sign these reports and retain a copy in their office,
- obligations towards the Public Administration and the preparation of related documentation, shall be performed avoiding situations of conflict of interest, and any such situations must be reported in an appropriate manner.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

CUSTOMS COMPLIANCE

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning customs compliance:

a) definitive import with an approved place,

b) definitive import as a customs representative of a non-established subsidiary.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the sensitive activities associated with customs compliance, the following types of crime may potentially arise:

Smuggling (art. 25 septies D.Lgs 231/2001)

- Smuggling of goods across land borders and customs areas (art. 282 DPR n. 43/1973)
- Smuggling of goods by sea (art. 284 DPR n. 43/1973)
- Smuggling in the movement of goods by air (art. 285 DPR n. 43/1973)
- Smuggling for undue use of imported goods with customs facilities (art. 287 DPR n. 43/1973)
- Other smuggling cases (art. 292 D.P.R. 43/1973)
- Aggravating circumstances of smuggling (art. 295 DPR n. 43/1973).

General Prevention Protocols

All Recipients of the Model, as identified in the General Part, are required to adopt rules of conduct that comply with applicable laws, the provisions contained in this document, the principles outlined in the Code of Ethics, and the tools for implementing the Model, in order to prevent the occurrence of crimes specified by the Decree.

The following general rules of conduct apply to Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in processes related to customs obligations. It is prohibited to:

- present false or misleading declarations to national and foreign public bodies, or engage in any act that could mislead such bodies,
- pay or promise money or other benefits to a third party or to an individual associated

with that third party, with the intention of securing undue advantages of any kind for the Company through the intermediary's influence over members of the Public Administration,

- succumb to undue recommendations or pressures from public officials or representatives of public service,
- engage in deceptive or fraudulent conduct towards members of the Public Administration that may lead them to make erroneous assessments,
- obtain, import, store, or possess goods in violation of customs legislation.

Specific Prevention Protocols

For Sensitive Activities relating to Customs Obligations, the specific protocols provide that:

- individuals appointed to maintain relationships and represent the Company before the Financial Administration and the Customs Agency, including during inspections and checks conducted by the latter, must be formally identified through a system of delegations and powers of attorney,
- when external parties are engaged to maintain relationships and represent the Company before the Customs Agency, including during inspections and checks by the latter, such individuals must be formally identified, and the related delegations and mandates must be formalized contractually,
- in relation to activities carried out with the support of external third parties, the corresponding contracts shall include explicit clauses accepting the Code of Ethics and committing to compliance with the Model,
- customs operations conducted as a representative of the Parent Company shall be governed by a specific general mandate, and the method of representation exercised, must be duly indicated in the customs declaration,
- the procedures adopted for conducting customs operations must clearly and thoroughly reflect the relevant regulatory provisions, particularly concerning methods for determining customs value or implementing controls on the non-preferential origin of imported goods,
- continuous monitoring is conducted, including through external consultants, regarding developments in applicable legislation and deadlines that must be adhered to for communications, reports, and obligations towards the Customs Agency,
- the Internal Manager responsible for implementing import and export operations (Logistics & Import Export Supervisor) shall:
    - identify the most suitable tools to ensure that relationships held by his/her function with public authorities are always transparent, documented, and verifiable,

- verify that documents, declarations, and information sent to public authorities by the Company are complete, truthful, and adequately authorized.

- customs training activities shall be planned at the company level.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

PROCUREMENT OF GOODS AND SERVICES

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the procurement of goods and services:

a) selection and management of suppliers, as well as the management of purchases of goods, services, and consultancy from non-public entities for business purposes,

b) management of contracts,

c) selection and management of suppliers, as well as the management of purchases of goods, services, and consultancy from non-public entities for non-business purposes,

d) purchase of consultancy services from entities that also hold public roles or otherwise engage in public functions.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities associated with the procurement process of goods and services, the following types of crime may potentially arise:

Offences against the P.A. (art. 25 D.Lgs. 231/2001)

- Bribery for the exercise of a function (art. 318 c.p.)
- Bribery for an act against office duties (art. 319 c.p.)
- Bribery in judicial proceedings (art. 319-ter c.p.)
- Unlawful inducement to promise or give benefits (art. 319-quater c.p.)
- Bribery of person in charge of public service (art. 320 c.p.)
- Incitement to bribery (art. 322 c.p.)
- Embezzlement, illegal abuse of a position or office for personal gain (malfeasance), unlawful inducement to promise or give benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states. (art. 322-bis c.p.)
- Unlawful trading in influence (art. 346 bis c.p.)

Corporate Offences (art. 25 ter D.Lgs. 231/2001)

- Bribery among private individuals (art. 2635 c.c.)
- Incitement to bribery among private individuals (art. 2635-bis c.c.)

Offences against the individual (art. 25 quinquies D.Lgs. 231/2001)

- Illegal intermediation and exploitation of labour. (art. 603-bis c.p.)

Unintentional murder and grievous or very grievous body injuries (art. 25 septies D.Lgs. 231/2001)

- Unintentional murder (art. 589 c.p.)
- Negligent personal injury (art. 590 c.p.)

Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and self-laundering (art. 25 octies D.Lgs. 231/2001)

- Receiving stolen goods (art. 648 c.p.)
- Money laundering (art. 648-bis c.p.)
- Use of money, goods or benefits of unlawful origin (art. 648-ter c.p.)
- Self-laundering (art. 648-ter.1 c.p.)

Environmental offences (art. 25- undecies D.Lgs. 231/2001)

- Environmental pollution (art. 452-bis c.p.)
- Environmental disaster (art. 452-quater c.p.)
- Non-culpable crimes against the environment (art. 452-quinquies c.p.)
- Aggravating circumstances (art. 452-octies c.p.)
- Trafficking and abandonment of highly radioactive material (art. 452-sexies c.p.)
- Organized activities for illegal waste trafficking (art. 452-quaterdecies c.p.)
- Unauthorized waste management activities (art. 256 D.Lgs. n.152/2006)
- Pollution of the soil, the subsoil, the surface waters or the underground waters (art. 257 D.Lgs n. 152/2006)
- Illegal waste trafficking (art. 259 D.Lgs. n.152/2006)
- Sanctions (art. 279 D.Lgs. n. 152/2006)

Employment of illegally staying third-country nationals (art. 25 duodecies D.Lgs. 231/2001)

- Employment of illegally staying third-country nationals (art. 22, comma 12-bis, D.Lgs. n. 286/1998)

Tax offences (art. 25-quinquiesdecies D.Lgs. 231/2001)

- Fraudulent tax declaration through invoices for non-existent transactions (art. 2 D.Lgs 74/2000)
- Fraudulent tax declaration through other means (art. 3 D.Lgs 74/2000)

Smuggling (art. 25 sexiesdecies D.Lgs 231/2001)

- Smuggling of goods across land borders and customs areas (art. 282 DPR n. 43/1973)
- Smuggling of goods by sea (art. 284 DPR n. 43/1973);
- Smuggling in the movement of goods by air (art. 285 DPR n. 43/1973)
- Smuggling for undue use of imported goods with customs facilities (art. 287 DPR n. 43/1973)
- Other smuggling cases (art. 292 D.P.R. 43/1973)
- Aggravating circumstances of smuggling (art. 295 DPR n. 43/1973).

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, are required to adopt rules of conduct that comply with applicable laws, the provisions contained in this document, the principles outlined in the Code of Ethics, and the implementation tools of the Model, in order to prevent the occurrence of offences as specified by the Decree.

The following general rules of conduct apply to Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in activities related to the procurement process for goods and services. It is prohibited to:

- make monetary donations to public officials or receive such donations,
- distribute and/or receive gifts or presents outside what is permitted by company practice (i.e., any form of gift offered or received that exceeds normal commercial or courtesy practices, or is aimed at acquiring preferential treatment in any company activity),
- promise or grant other advantages of any nature (such as promises of employment) to representatives of the Public Administration,
- acknowledge compensation or perform services for consultants and partners that exceed a maximum ceiling of 10% of the net turnover generated through promotions carried out and/or services rendered by the consultant or partner; such compensation or services must not exceed the average compensation established by market standards for similar services,
- incur unjustified entertainment expenses that serve purposes other than merely promoting the company's image, which are disproportionate to potential benefits and not compliant with specific company procedures,

- favour collaborators, suppliers, consultants, or other third parties indicated by representatives of the Public Administration, whether Italian or foreign, as a condition for performing subsequent activities in purchasing processes,
- unduly favour collaborators, suppliers, consultants, or other third parties indicated by private interlocutors or referents in purchasing processes,
- provide services or make payments to collaborators, suppliers, consultants, partners, or other third parties acting on behalf of the Company that are not adequately justified within the context of the established contractual relationship and in relation to the type of assignment being performed,
- conclude contracts or assign work or professional activities to former public employees within three years following their termination from public employment if they have exercised authoritative or negotiating powers on behalf of public administrations referred to in Article 1, paragraph 2, of Legislative Decree No. 165 of 30 March 2001 during their last three years of service. This applies if the Company was a recipient of public administration activities carried out through those powers,
- create any situation that may result in a conflict of interest in order to obtain undue benefits or advantages derived from improper conduct by an interlocutor (including acts that violate obligations inherent to their office or obligations of loyalty to their Company),
- use invoices or other documents for non-existent transactions and record them in mandatory accounting records, indicating such fictitious liabilities in declarations related to income tax or value-added tax,
- submit false declarations or declarations lacking required information to national and foreign public bodies, and engage in any act that may deceive such bodies,
- pay or promise money or other benefits to a third party or an individual associated with that third party in order to secure undue advantages for the Company through intermediary influence over members of the Public Administration,
- yield to undue recommendations or pressure from public officials or representatives of public service,
- engage in deceptive or fraudulent conduct towards members of the Public Administration that may lead them to make erroneous assessments,
- obtain, import, store, or hold goods in violation of customs legislation.

Specific Prevention Protocols

For Sensitive Activities related to the procurement process of goods and services, specific prevention protocols provide that:

- the Suppliers are selected using transparent methods based on merit and efficiency criteria,
- in the case of direct assignment to a single counterparty, it is ensured—according to internal procedures—that the choice is adequately justified and submitted for approval to the competent manager,
- the tasks assigned to Suppliers are documented in writing, specifying the agreed compensation, and must be approved in writing—according to SAP procedures—by the manager of the area responsible for the main services covered by the contract,
- contracts established with Suppliers are drafted in writing, detailing the agreed compensation and general economic conditions, and must be approved—according to SAP procedures—by the appropriate company functions,
- contracts with Suppliers include standard clauses defined by the Legal Department to ensure compliance with Legislative Decree 231/2001,
- new contracts and/or contract renewals with Suppliers contain a specific clause in which they declare their awareness of the Model adopted by the Company and its implications, that they accept these terms and undertake to comply with them, that they have adopted a similar code of conduct and organizational model, and that they have never been involved in legal proceedings related to the offenses contemplated in the Company's Model or Italian Legislative Decree 231/2001 (or if they have been, they must disclose this for greater scrutiny by the Company should a consultancy or partnership relationship be established),
- contracts with Suppliers include a specific clause that outlines the consequences of violations—by the Suppliers—of the rules set forth in the Model (e.g., express termination clauses, penalties),
- specific clauses are included in contracts with service suppliers related to waste management, allowing the Company to reserve the right to periodically verify communications, certifications, and authorizations concerning environmental matters, taking into account their expiration dates and renewal terms as well as their scope of application,
- no payments may be made in cash,
- in purchasing processes, it is prohibited to assign supply or contracting tasks to third parties when there is knowledge or even mere suspicion of irregular labour practices by the supplier or non-compliance with regulations concerning worker protection and immigration. If any Recipient involved in the purchasing process identifies such risks, they are required to immediately inform those delegated to finalize the supply contract so that compliance with this prohibition can be ensured,
- in the case of supply relationships in particularly sensitive areas (for example,

geographical regions with a high incidence of irregular work or business sectors historically exposed to such risks), the Company shall raise awareness among its suppliers regarding the principles that their activities must adhere to, within the scope of collaboration with MEMC, particularly concerning legal and moral guarantees for workers (including compliance with the law, non-discrimination, prohibition of child labour, prohibition of forms of mental or physical duress, prohibition of abuse and harassment, adherence to health and safety regulations in the workplace, compliance with minimum wage and working hour standards, respect for freedom of association, and adherence to environmental protection regulations, etc.),

- the respectability and reliability of suppliers providing services related to environmental aspects are assessed prior to establishing the relationship through the acquisition and verification of the validity and relevance of their authorizations, registrations, communications, and any environmental certifications they hold,
- service providers operating on MEMC's sites are required to know and comply with company procedures regarding environmental management and health and safety at work,
- the Company gathers comprehensive and relevant information on the activities and operations of its suppliers in order to assess the coherence and compatibility between ongoing operations and the profile of the counterparty,
- the Company implements an internal procedure for managing supplier personal data (including company name, VAT number, billing address, shipping address, IBAN coordinates, and payment method) to ensure proper accounting management of relationships with them,
- the Company provides formalized and duly authorized methods for modifying payment or collection bank details in relation to those initially communicated during the contractual phase with the counterparty or those used in previous contractual relationships,
- the Company implements a procedure aimed at verifying the completeness and accuracy of data reported in invoices concerning the content of contracts or orders, as well as regarding the goods or services provided,
- in cases where it is necessary to verify the commercial and professional reliability of suppliers (for example, for new relationships with unknown counterparties), the Company proceeds by requesting information (such as Chamber of Commerce certificates) or by consulting specialized databases,
- the Company proceeds to negotiate agreements with Suppliers with headquarters or residence in countries considered non-cooperative by the FATF (GAFI) or resident in so-called low-tax countries (see "blacklist" published on the Bank of Italy website) only and exclusively after verifying the commercial and professional reliability of the

counterparty and, in any case, in compliance with the provisions of Legislative Decree no. 40/2010 converted into law no. 73/2010,

- the Company carries out both formal and substantive checks on outgoing corporate financial flows; such checks must take into account the registered office of the counterparty company (e.g. tax havens, countries at risk of terrorism, etc.), the headquarters of the credit institutions used for the transactions, and any recourse to third-party companies,
- the Company refuses to make payments in cash and bearer securities (checks, postal orders, certificates of deposit, etc.) for amounts that are in total higher than the thresholds set forth by Legislative Decree 231/07 and subsequent amendments, except through intermediaries authorized to do so, by Legislative Decree 231/2007, such as banks and Poste Italiane S.p.A.,
- the Company implements an internal payment management system that provides for a standardized authorization process at successive levels, in the event that the personnel in charge, encounters possible anomalies pursuant to the provisions of the previous points,
- the Company communicates to the Revenue Agency all services received, registered or subject to registration, in respect of economic operators with registered office, residence or domicile in so-called "blacklist" countries (see Legislative Decree no. 40/2010 converted into Law no. 73/2010),
- the Company defines the criteria for recording invoices, debit notes or credit notes received from suppliers and the controls to be carried out before accounting,
- Suppliers who materially maintain relationships with the Public Administration on behalf of the Company are formally granted power to do so by the Company (with a specific delegation for employees and corporate bodies or in the relevant consultancy or partnership contract for the other parties indicated). Where necessary, a specific written power of attorney will be issued to the aforementioned parties; the parties responsible for maintaining relationships and representing the Company with the Financial Administration and the Customs Agency, including during inspections and checks by the latter, are formally identified through a system of delegations and powers of attorney,
- where external parties are used to maintain relationships and represent the Company with the Customs Agency, including during inspections and controls by the latter, such parties are formally identified and the related delegations and mandates are formalized in the contract,
- with reference to the activities carried out with the support of external third parties, the related contracts include explicit clauses of acceptance of the Code of Ethics and commitment to compliance with the Model,

- customs operations carried out as a representative of the Parent Company are governed by a specific general mandate and the method of representation exercised is duly indicated in the customs declaration,
- the procedures adopted for carrying out customs operations clearly and in detail reflect the regulatory provisions in this area (especially with reference to the methods of determining the customs value, or the methods with which controls on the non-preferential origin of imported goods, must be implemented),
- constant monitoring is carried out, also through external consultants, on the evolution of the reference legislation and the deadlines to be respected for communications/reports/fulfilments towards the Customs Agency,
- the Internal Manager for the implementation of import and export operations:
    - identifies the most suitable tools to ensure that the relationships held by his/her function with the PA, are always transparent, documented and verifiable,
    - verifies that the documents, declarations and information sent to the PA by the Company are complete and truthful and adequately authorised,
- customs training activities are planned at company level,
- the Supervisory Board is informed, with a written note, of any critical issues or conflicts of interest that arise in the context of the relationship with the PA.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

PRODUCTION

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the production process:

a) Management of the activities connected with the production and distribution processes of the goods marketed by the Company.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities of the production process, the following offences are potentially envisaged:

Counterfeiting of money, in public credit cards, revenue stamps and identification instruments or signs (art. 25-bis D.Lgs 231/2001)

- Counterfeiting, alteration, use of trademarks or distinguishing signs, or of patents, models and designs (art. 473 c.p.)
- Introducing and trading of products with false signs in the State (art. 474 c.p.)

Offences against industry and trade (art. 25-bis 1)

- Fraud in trade (art. 515 c.p.)

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, shall adopt rules of conduct that comply with applicable laws, the provisions contained herein, the principles outlined in the Code of Ethics, and the Model's implementation tools, in order to prevent the commission of offences as envisaged by the Decree.

The following general rules of conduct apply to the Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in the production process. In particular, it is prohibited to:

- alter or counterfeit—through any means of reproduction—national and foreign trademarks or distinctive signs that are registered or deposited, or to make use of altered or counterfeit trademarks or distinctive signs,
- alter or counterfeit—through any means of reproduction—patents, designs, or

industrial models, or to make use of altered or counterfeit patents, designs, or industrial models,

- hold for sale intellectual works or products bearing counterfeit or altered trademarks, distinctive signs, or patents,
- put into circulation, including through storage for distribution and customs clearance, works or products with names, trademarks, or distinctive signs belonging to others—even if not registered—with the intent to mislead consumers/customers.

Specific Prevention Protocols

For Sensitive Activities related to the production process, the specific protocols stipulate that:

- the roles and responsibilities of the involved functions are clearly identified through suitable and traceable means,
- the Company shall not proceed with the production and/or commercialization of any goods or services without first conducting all necessary investigations to exclude the violation of other patent rights (e.g., by performing prior research),
- in cases where assets protected by industrial property rights of others are utilized, it is imperative to obtain prior authorization from the owner for such use, through the execution of an appropriate license agreement, as defined and/or controlled by the Legal Affairs function,
- the aforementioned provisions also apply to activities involving the acquisition of raw materials, as well as goods intended for subsequent placement on the market by the company (whether branded with its own logo or that of others) and/or stored at the company's production sites or warehouses,
- in the activities of acquiring raw materials and goods intended for sale, strict standards for supplier selection and qualification shall be adhered to,
- the production process shall be based on previously defined technical specifications, clearly establishing the type and quality of goods (raw materials and semi-finished products) to be used in relation to the technical and qualitative characteristics of the finished product,
- the manufacturing, production, and processing processes shall be continuously monitored to ensure that only goods (raw materials and semi-finished products) that comply with product specifications in terms of quality and technical characteristics, are introduced,
- products that do not conform to predefined quality and technical characteristics shall be identified, and specific control activities shall be implemented to prevent them from being destined to subsequent sales phases,

- checks shall be conducted and documented to ensure that the information provided corresponds accurately to the product's composition in terms of quality, quantity, and origin or provenance,
- checks shall also be carried out and documented to ensure that the description and technical/commercial information of the sold product correspond with what is stated on the product itself or in any informational material (including packaging) delivered to customers or distributed to the public or used for advertising purposes.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

RESEARCH AND DEVELOPMENT

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the research and development process.

a) Management of the innovation process during the launch of a new product, also through the collaboration of third parties.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities of the research and development process, the following offences are potentially envisaged:

Corporate Offences (art. 25 ter D.Lgs. 231/2001)

- Bribery among private individuals (art. 2635 c.c.)
- Incitement to bribery among private individuals (art. 2635-bis c.c.)

Counterfeiting of money, in public credit cards, revenue stamps and identification instruments or signs (art. 25-bis D.Lgs 231/2001)

- Counterfeiting, alteration, use of trademarks or distinguishing signs, or of patents, models and designs (art. 473 c.p.)
- Introducing and trading products with false signs in the State (art. 474 c.p.)

Offences against industry and trade (art. 25-bis 1)

- Fraud in trade (art. 515 c.p.)

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, shall adopt rules of conduct that comply with applicable laws, the provisions contained herein, the principles outlined in the Code of Ethics, and the Model's implementation tools, in order to prevent the commission of offences as envisaged by the Decree.

The following general rules of conduct apply to the Recipients of this Model who, in any capacity and on behalf of or in the interest of the Company, are involved in the research and development process. In particular, it is prohibited to:

- alter or counterfeit—through any means of reproduction—national and foreign trademarks or distinctive signs that are registered or deposited, or to make use of altered or counterfeit trademarks or distinctive signs,
- alter or counterfeit—through any means of reproduction—patents, designs, or industrial models, or to make use of altered or counterfeit patents, designs, or industrial models,
- hold for sale intellectual works or products bearing counterfeit or altered trademarks, distinctive signs, or patents,
- put into circulation, including through storage for distribution and customs clearance, works or products with names, trademarks, or distinctive signs belonging to others—even if not registered—with the intent to mislead consumers/customers.

Specific Prevention Protocols

For the management operations of the innovation process, whether at the stage of launching a new product—including through collaboration with third parties—the specific protocols stipulate that:

- the roles and responsibilities of the involved functions are clearly identified through suitable and traceable means,
- a structured process is defined for research activities and for the development of new products, subdivided into specific relevant phases. For each phase, specific documentation shall be prepared, information flows shall be directed to higher hierarchical bodies, and authorization shall be obtained before proceeding to the next phase,
- new products resulting from research and development activities shall be subjected—through the appropriate Group functions—to specific control activities aimed at verifying their compliance with predefined requirements regarding quality and technical characteristics before entering the corporate production cycle,
- when new products are developed, investigations shall be conducted regarding their actual novelty and any potential use of production techniques, patents, or other industrial property rights belonging to third parties,
- if elements suggesting a possible infringement of third-party industrial property rights are identified, thorough analyses shall be conducted—including commissioning third-party specialists—and records shall be maintained.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

COMMERCIAL

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the commercial process.

a) managing business relations with customers or potential customers for the promotion and sale of the Company's products carried out directly or mediated by agents or distributors,

b) managing business brokers and business partners,

c) selection of business brokers and business partners,

d) sale of goods or services to public entities through participation in public procedures,

e) sale of goods or services to public entities through private negotiations,

f) management of the supply contract to public entities,

g) complaint and dispute management.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities of the commercial process, the following offences are potentially envisaged:

Offences against the P.A. (art. 25 D.Lgs. 231/2001)

- Bribery for the exercise of a function (art. 318 c.p.)
- Bribery for an act against office duties (art. 319 c.p.)
- Bribery in judicial proceedings (art. 319-ter c.p.)
- Unlawful inducement to promise or give benefits (art. 319-quater c.p.)
- Bribery of person in charge of public service (art. 320 c.p.)
- Incitement to bribery (art. 322 c.p.)
- Embezzlement, illegal abuse of a position or office for personal gain (malfeasance), unlawful inducement to promise or give benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states. (art. 322-bis c.p.)

- Unlawful trading in influence (art. 346 bis c.p.)

Counterfeiting of money, in public credit cards, revenue stamps and identification instruments or signs (art. 25-bis D.Lgs 231/2001)

- Counterfeiting, alteration, use of trademarks or distinguishing signs, or of patents, models and designs (art. 473 c.p.)
- Introducing and trading products with false signs in the State (art. 474 c.p.)

Offences against industry and trade (art. 25-bis 1)

- Disruption of the freedom of industry or trade (art. 513 c.p.)
- Unlawful competition through threat or violence (art. 513-bis c.p.)
- Fraud against national industries (art. 514 c.p.);
- Fraud in trade (art. 515 c.p.);
- Sale of industrial products bearing mendacious trademarks (art. 517 c.p.)
- Production and sale of goods produced by usurping industrial property rights (art. 517-ter c.p.)

Corporate Offences (art. 25 ter D.Lgs. 231/2001)

- Bribery among private individuals (art. 2635 c.c.)
- Incitement to bribery among private individuals (art. 2635-bis c.c.)

Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and self-laundering (art. 25 octies D.Lgs. 231/2001)

- Receiving stolen goods (art. 648 c.p.)
- Money laundering (art. 648-bis c.p.)
- Use of money, goods or benefits of unlawful origin (art. 648-ter c.p.)
- Self-laundering (art. 648-ter.1 c.p.)

Employment of illegally staying third-country nationals (art. 25 duodecies D.Lgs. 231/2001)

- Employment of illegally staying third-country nationals (art. 22, comma 12-bis, D.Lgs. n. 286/1998)

Tax offences (art. 25-quinquiesdecies D.Lgs. 231/2001)

- Issuing invoices or other documents for non-existent transactions (art. 8 D.Lgs 74/2000)
- Fraudulent tax declaration through invoices for non-existent transactions (art. 2 D.Lgs 74/2000)

- Fraudulent tax declaration through other means (art. 3 D.Lgs 74/2000)

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, shall adopt rules of conduct that comply with applicable laws, the provisions contained herein, the principles outlined in the Code of Ethics, and the Model's implementation tools, in order to prevent the commission of offences as envisaged by the Decree.

The following general rules of conduct apply to the Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in commercial process:

- relations with third parties for the negotiation, signing, and implementation of commercial agreements are managed exclusively by individuals with appropriate authority or by those formally delegated by them,
- the system of proxies and powers of signature granted to external parties is consistent with the responsibilities assigned to each individual. The knowledge of such powers by external parties is ensured through adequate communication and publicity measures,
- the formation and implementation of the Company's decisions comply with the principles and provisions contained in applicable laws, the Articles of Association, the Code of Ethics, and the instruments implementing the Model,
- the phases of formation and authorization levels for the Company's acts are always documented and traceable,
- all acts, requests, and formal communications are managed and signed only by individuals who have been previously identified and authorized by the Company,
- the most appropriate tools are identified to ensure that the relationships maintained by the Company with third parties, are always transparent, documented, and verifiable,
- with respect to the signing of agreements or contracts, there is a clear separation of duties between the individual who negotiates within the assigned limits and the individual who ultimately approves the agreement by affixing their signature,
- it is strictly prohibited to issue invoices or other documents for non-existent transactions in order to allow third parties to evade income tax or value-added tax,
- in all negotiations, all employees shall operate in compliance with applicable laws and regulations, as well as established business practices and existing company procedures,
- documents concerning the formation of decisions and their implementation shall be archived and stored by the competent Department or Function.

Specific Prevention Protocols

For operations concerning the management of business relations with customers or potential customers for the promotion and sale of the Company's products—whether conducted directly or mediated by agents or distributors—and for the sale of goods or services to public entities in accordance with applicable regulations, the specific protocols provide that:

- business partners are selected using transparent methods and based on criteria of merit and efficiency,
- business relations with customers or potential customers (prospects) are governed by specific company policies that define roles and responsibilities in the management process across various markets,
- commercial strategies, pricing structures, discounts, and similar matters are approved by company managers expressly delegated for this purpose, in accordance with current local and corporate authorization profiles,
- the managers referenced in the preceding point are also tasked with overseeing the proper management of processes related to the granting of gifts to private individuals or the incurring of entertainment expenses within the relevant business area,
- contracts between the Company and business partners:
    - are defined in writing, detailing all terms and conditions,
    - contain standard clauses to ensure compliance with Legislative Decree No. 231/2001. In particular, new contracts and/or contract renewals with partners include a specific clause in which the partners declare their awareness of the Model adopted by the Company and its implications, their acceptance of it, their commitment to abide by it, their adoption of a similar code of conduct and organizational model, and their assurance that they have never been implicated in legal proceedings related to offenses contemplated in the Company's Model or Legislative Decree 231/2001,
    - include a specific clause regulating the consequences of any breach of the rules set forth in the Model (e.g., express termination clauses, penalties).
- the Company implements an internal procedure for managing customer records (including name/company name, residence, invoicing address, VAT and/or tax code, VIES registration, goods shipping address, IBAN details, and payment method) to ensure proper accounting management of these relationships,
- the Company conducts activities to verify the correspondence between services rendered to customers, amounts invoiced, and amounts collected,
- in cases where it is necessary to verify the commercial and professional reliability of customers and partners (for example, when establishing new relationships with unknown counterparties), the Company proceeds by requesting information (such as Chamber of Commerce certificates) or querying specialized databases,

- the Company shall negotiate agreements with partners whose headquarters or residence is located in countries deemed non-cooperative by the Financial Action Task Force (FATF - GAFI) or in so-called "blacklisted" countries (refer to the "black list" published on the Bank of Italy's website) only after verifying the commercial and professional reliability of the counterparty, and in compliance with the provisions of Law Decree No. 40/2010, converted into Law No. 73/2010,
- the Company shall conduct both formal and substantive controls of incoming financial flows. Such controls shall consider the registered office of the counterparty company (e.g., tax havens, countries at risk of terrorism, etc.), the offices of credit institutions involved in the transactions, and any recourse to third-party companies,
- the Company shall refuse to accept payments in cash and bearer instruments (such as cheques, postal orders, certificates of deposit, etc.) for amounts exceeding the thresholds established by Legislative Decree No. 231/2007, as subsequently amended, except through intermediaries authorized by Legislative Decree No. 231/2007, such as banks and Poste Italiane S.p.A.,
- the Company shall notify the Italian Revenue Service (Agenzia delle Entrate) of all sales of goods that are registered or subject to registration to economic operators having their seat, residence, or domicile in so-called "blacklist" countries (see Decree-Law No. 40/2010 converted into Law No. 73/2010).
- the Company adopts cash flow and treasury control procedures in compliance with the principles inherent to the implementation of the Sarbanes-Oxley Act in Italy.

For operations concerning the management of complaints and disputes, the specific protocols provide that:

- the system of powers and proxies identify individuals with the authority to sign settlement agreements, determine forecasts of losses incurred, and represent the Company before judicial authorities,
- involvement of the Finance Department is envisaged for all activities related to the allocation of reserves against potential loss forecasts and any subsequent recognition in financial statements of losses actually incurred or presumed, subject to authorization by individuals empowered under the system of powers and proxies,
- the documentation necessary for investigating complaints within the competent organizational structures, shall be acquired and transmitted to the customer,
- activities are established for periodic detection and monitoring of pending disputes,
- information and document flows within this process shall occur through means that ensure traceability of decisions made.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

INFORMATION TECHNOLOGY

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the Information Technology process.

a) Management and supervision of IT security and logical access,
b) Software management,
c) Network and hardware management.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities of the Information Technology process, the following offences are potentially envisaged:

Computer crimes and unlawful processing of data (art. 24-*bis*)

- Computer documents (Article 491-bis c.p)
- Unlawful access to a computer or telematic system (art. 615-ter c.p.)
- Unauthorized possession and diffusion of access codes to information technology or data transmission systems (art. 615-quater c.p.)
- Distribution of equipment, devices or software intended to damage or disrupt a computerised or telematic system (art. 615-quinquies c.p.)
- Unlawful tapping, obstruction or interruption of computer or network communications (art. 617-quater c.p.)
- Installation of equipment designed to tap, obstruct or interrupt computer or network communications (art. 617-quinquies c.p.)
- Damage to information, data and computer software (art. 635-bis c.p.)
- Damage to information, data and computer software used by the State or other public entity, or however of public interest (art. 635-ter c.p.)
- Damage to computer or telematic systems (art. 635-quater c.p.)
- Damage to computer and communication systems of public interest (art. 635-quinquies c.p.)
- Computer fraud of the subject providing electronic signature certification services (art.

640-quinquies c.p.)

Offences relating to the violation of copyright (art. 25 novies D.Lgs. 231/2001)

- Unlawful use of an original work protected by copyright, or part of it protected by copyright, (artt. 171, 171-bis, 171-ter, 171-septies, 171-octies, 174-quinquies L. n.633/1941

Tax offences (art. 25-quinquiesdecies D.Lgs. 231/2001)

- Concealment or destruction of accounting documents (art. 10 D.Lgs 74/2000)

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, shall adopt rules of conduct that comply with applicable laws, the provisions contained herein, the principles outlined in the Code of Ethics, and the Model's implementation tools, in order to prevent the commission of offences as envisaged by the Decree.

The following general rules of conduct apply to the Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in the Information Technology process. It is forbidden to:

- use company personal computers for activities unrelated to the Company's business, unless such activities are expressly authorized by the Company. In particular, personal computers may not be used to transmit, receive, or store communications or information that could be deemed sexually explicit, blasphemous, intimidating, unethical, or otherwise offensive,
- engage in any behaviour that may jeopardize the confidentiality and/or integrity of company data,
- no program may be installed on company computers, even if related to the Company's business, without prior consultation with the Information Systems Manager,
- access to third-party information systems is strictly prohibited, as is any alteration of their operation in order to obtain and/or modify data, programs, or information without proper authorization,
- conceal or destroy any accounting records or documents stored within information systems whose preservation is mandated, as this would hinder the accurate accounting representation of the Company's transactions,
- publicly disclosing any information related to the use of IT resources and access to data and systems (particularly usernames and passwords, even if outdated) required to access the Company's systems,
- attempt to circumvent protections applied to the Company’s information systems.

Specific Prevention Protocols

For Sensitive Activities related to the information technology process, the specific protocols provide that:

- the Company implements a governance approach to corporate information systems based on compliance with active and passive security standards, aimed at ensuring user identity and protecting the confidentiality, integrity, and availability of data,
- access to information systems is permitted only after appropriate identification of the user via an identification code and password originally assigned by the Company,
- the password initially assigned by the Company must be changed by the user following their first access and periodically thereafter, in accordance with the frequency established by the Company based on usage patterns and the criticality of accessed data. The use of cyclically repeated passwords is strongly discouraged,
- each employee is required to take necessary measures to protect the system and prevent unauthorized access. In this regard, all employees must log out of the system or lock their workstations when leaving their desks and power down their machines at the end of the working day,
- a careful review must be conducted to ensure that the powers assigned to a user profile align with their duties within the Company, both when an employee is assigned a different role and upon termination of employment,
- all access and activities conducted on the corporate network will be periodically monitored and made accessible to Company management as described in applicable corporate procedures,
- all employees will receive adequate training and information regarding conduct necessary to ensure the security of information systems, as well as potential consequences—including criminal liabilities—arising from violations of these protocols.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

MARKETING AND COMMUNICATION

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the marketing and communication process:

a) external communication of the corporate brand, also through the collaboration of third parties (e.g. agencies),

b) organization of, or participation in events, conventions, shows or other initiatives useful for promoting the corporate image to which public officials may be invited,

c) sponsorship of conventions or organization of other events in Italy or abroad,

d) management of donations, gifts and gratuities,

e) sponsorship of initiatives/events/projects of an ethical and/or cultural and/or scientific and/or educational and/or other nature.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities of the marketing and communication process, the following offences are potentially envisaged:

Offences against the P.A. (art. 25 D.Lgs. 231/2001)

- Bribery for the exercise of a function (art. 318 c.p.)
- Bribery for an act against office duties (art. 319 c.p.)
- Bribery in judicial proceedings (art. 319-ter c.p.)
- Unlawful inducement to promise or give benefits (art. 319-quater c.p.)
- Bribery of person in charge of public service (art. 320 c.p.)
- Incitement to bribery (art. 322 c.p.)
- Embezzlement, illegal abuse of a position or office for personal gain (malfeasance), unlawful inducement to promise or give benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states. (art. 322-bis c.p.)

- Unlawful trading in influence (art. 346 bis c.p.)

Corporate Offences (art. 25 ter D.Lgs. 231/2001)

- Bribery among private individuals (art. 2635 c.c.)
- Incitement to bribery among private individuals (art. 2635-bis c.c.)

Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and self-laundering (art. 25 octies D.Lgs. 231/2001)

- Receiving stolen goods (art. 648 c.p.)
- Money laundering (art. 648-bis c.p.)
- Use of money, goods or benefits of unlawful origin (art. 648-ter c.p.)
- Self-laundering (art. 648-ter.1 c.p.)

Offences relating to the violation of copyright (art. 25 novies D.Lgs. 231/2001)

- Unlawful use of an original work protected by copyright, or part of it protected by copyright, (artt. 171, 171-bis, 171-ter, 171-septies, 171-octies, 174-quinquies L. n.633/1941.

Offences against industry and trade (art. 25-bis 1)

- Fraud in trade (art. 515 c.p.)

Tax offences (art. 25-quinquiesdecies D.Lgs. 231/2001)

- Fraudulent tax declaration through invoices for non-existent transactions (art. 2 D.Lgs 74/2000)
- Fraudulent tax declaration through other means (art. 3 D.Lgs 74/2000).

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, shall adopt rules of conduct that comply with applicable laws, the provisions contained herein, the principles outlined in the Code of Ethics, and the Model's implementation tools, in order to prevent the commission of offences as envisaged by the Decree.

The following general rules of conduct apply to the Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in the Information Marketing and Communication process. It is prohibited to:

- make monetary donations to public officials or accept such donations,
- distribute and/or receive gifts and presents outside the parameters established by company policy (i.e., any form of gift offered or received that exceeds normal commercial or courtesy practices or is aimed at obtaining preferential treatment in the conduct of any company activity). In particular, any form of gift to Italian and foreign public officials (including in countries where gift-giving is customary) or to their family members that may influence their independence of judgment or induce them

to provide any advantage to the Company is strictly forbidden. Permitted gifts must be characterized by their modest value or be intended to promote artistic initiatives (e.g., the distribution of art books) or enhance the Company's brand image. All gifts offered must be adequately documented to facilitate necessary controls,

- improperly utilize donations and sponsorships to create financial resources that could facilitate the commission of corruption offenses, particularly in the case of donations or gifts made to private entities or sponsorships thereof,
- use invoices or other documents for non-existent transactions and record such fictitious elements in mandatory accounting records, and including these elements in declarations related to income tax or value-added tax.

Specific Prevention Protocols

For Sensitive Activities related to the marketing and communication process, specific protocols provide that:

- donations and sponsorships can only be made by subjects expressly delegated to do so. Controls must be established to verify the legal nature of the beneficiaries, ensuring that the initiatives are carried out only with respect to subjects who demonstrate credibility and good reputation and who orient their management towards ethical and transparent criteria. In the case of sponsorships, the relationship must be based on the principle of congruence between the respective services and must be formalized in a contract,
- on the basis of an approved budget and on the basis of the results of the economic and strategic opportunity assessments of the event, conference and/or demonstration, a system of formal approval of the operation by subjects with adequate spending powers must be provided,
- promotion and sponsorship operations must be aimed at increasing and promoting the image or mission of the Company,
- promotion and sponsorship operations must be, in addition to being aimed at lawful and ethical activities, also authorized, justified and documented,
- sponsorships and gifts are provided in compliance with applicable legislation, including tax legislation,
- the activation of each donation is subject to the guarantee of appropriateness, adequacy and documentability of the same,
- the Company's personnel, within their internal relationships and in relationships with all third parties, firmly avoid any discrimination based on age, racial and ethnic origin, nationality, political opinions, religious beliefs, sex, sexuality or state of health of their interlocutors,

- all gifts are purchased directly by the Company on the basis of the approved budget and according to the formally assigned system of powers,
- a report of all liberal donations and sponsorships made is drawn up annually,
- gifts are limited to acts of commercial courtesy or gifts - of a small, predefined amount - to employees on the occasion of holidays or special events (e.g. Christmas gifts or similar),
- specific requests and preventive controls are foreseen on activities and documents that involve the use of works covered by copyright (e.g. uploading images, musical content, quotations),
- all communications activities deemed relevant by the Company are authorised in advance,
- relations between the Company and the "media" are managed confidentially by the designated functions, in order to guarantee the security, coherence, completeness, homogeneity and univocity of the information,
- all formal documents, requests and communications concerning the Company are managed in compliance with the powers of attorney granted by the Company and the internal approval limits of the Company,
- the Company's personnel, even if so requested, does not establish or maintain direct relations with the mass media, nor release public statements, including on social media, of data and information concerning the Company, especially if they are detrimental or likely to influence the reference market and/or compromise the image of the Company, unless expressly authorised by the persons in charge,
- the following are verified:
    - the objectives of the event,
    - the communication target,
    - the details of the contents,
    - the speakers,
    - the supporting documentation and the person responsible for its drafting,
    - location and logistics,
    - the support goods and services.
- if the organization of training events is entrusted to a third party, the assignment must be governed by a written contract, in which the price of the service or the criteria for determining it are clearly established,
- the internal person responsible for implementing the operation ensures that all requests for activation/participation in events are in line with the provisions of current regulations,
- the documentation relating to the event (participants, location, date and speaker),

complete with the expense report for the event and/or copy of the related invoices, is stored, by the person responsible for the function involved, in a special archive, in a manner that prevents subsequent modification unless specifically highlighted, in order to allow correct traceability of the entire process and to facilitate any subsequent controls.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

SELECTION, RECRUITMENT AND MANAGEMENT OF PERSONNEL

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the process of selection, recruitment and management of personnel:

a) expense reimbursement management,

b) management of entertainment expenses,

c) activities relating to the selection and management of personnel,

d) management of remuneration policies, evaluations and the bonus system.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities in the process of selection, recruitment and management of personnel, the following offences are potentially envisaged:

Offences against the P.A. (art. 25 D.Lgs. 231/2001)

- Bribery for the exercise of a function (art. 318 c.p.)
- Bribery for an act against office duties (art. 319 c.p.)
- Bribery in judicial proceedings (art. 319-ter c.p.)
- Unlawful inducement to promise or give benefits (art. 319-quater c.p.)
- Bribery of person in charge of public service (art. 320 c.p.)
- Incitement to bribery (art. 322 c.p.)
- Embezzlement, illegal abuse of a position or office for personal gain (malfeasance), unlawful inducement to promise or give benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states. (art. 322-bis c.p.)
- Unlawful trading in influence (art. 346 bis c.p.)

Corporate Offences (art. 25 ter D.Lgs. 231/2001)

- Bribery among private individuals (art. 2635 c.c.)

- Incitement to bribery among private individuals (art. 2635-bis c.c.)

Employment of illegally staying third-country nationals (art. 25 duedecies D.Lgs.231/2001)

- Employment of illegally staying third-country nationals (art. 22, comma 12-bis, D.Lgs. n. 286/1998)

Offences against the individual (art. 25 quinquies D.Lgs. 231/2001)

- Illegal intermediation and exploitation of labour (art. 603-bis c.p.)

Tax offences (art. 25-quinquiesdecies D.Lgs. 231/2001)

- Fraudulent tax declaration through invoices for non-existent transactions (art. 2 D.Lgs 74/2000)

General Prevention Protocols

All Recipients of the Model, as identified in the General Section, shall adopt rules of conduct that comply with applicable laws, the provisions contained herein, the principles outlined in the Code of Ethics, and the Model's implementation tools, in order to prevent the commission of offences as envisaged by the Decree.

The following general rules of conduct apply to the Recipients of this Model who, in any capacity and on behalf of, or in the interest of the Company, are involved in the selection, recruitment and management of personnel process.

It is prohibited to:

- employ foreign workers without a residence permit,
- employ workers whose permit has expired - and for which renewal is not required - revoked or cancelled,
- engaging in, collaborating in or causing the commission of a conduct such that - considered individually or collectively - it directly or indirectly constitutes the types of offences considered above.

Specific Prevention Protocols

For operations concerning the management of expense reimbursements and entertainment expenses, the specific protocols provide that:

- reimbursement of incurred expenses must be requested by completing designated forms and only after providing appropriate documentation justifying the expenses,
- expense reports are managed in accordance with procedures communicated to all staff members, ensuring compliance with predefined expenditure ceilings, the purposes of the incurred expenses, the required forms, authorization levels, and the settlement of reimbursable amounts,
- documentation is maintained by the individual responsible for the relevant function in a dedicated file to ensure proper traceability of the entire process and facilitate any

subsequent audits,

- reimbursement of expenses is managed in accordance with applicable legislation, including tax laws,
- travel authorization and control processes are always guided by criteria of cost-effectiveness and maximum transparency, in compliance with both internal company regulations and applicable laws and tax regulations,
- when conducting service activities, the most advantageous solutions are consistently sought in terms of both cost-effectiveness and operational efficiency,
- in interactions with representatives of the Public Administration, incurring unjustified entertainment expenses (such as reimbursement for travel, accommodations, etc.) is strictly prohibited,
- the name of the beneficiary of any entertainment expenses must always be documented,
- all expenses aimed at acquiring improper advantages are strictly forbidden,
- traceability of expense reports and related supporting documents is ensured.

For operations relating to personnel selection and management, the specific protocols provide that:

- it is prohibited to favour employees or collaborators in recruitment processes in exchange for favours, compensation, or other advantages for oneself or for the company,
- functions requesting personnel selection and recruitment must formalize their requests by completing specific forms within an annual budget,
- the request must be authorized by the competent manager in accordance with internal procedures,
- recruitment requests exceeding budgetary limits must be justified and duly authorized in compliance with procedures, authorizations, and internal controls adopted by the company,
- for each position sought, it is ensured that multiple applications are reviewed unless objective impossibility exists due to the particular nature of the profile itself,
- at the recruitment stage, a copy of the valid residence permit must be collected from the candidate, with its verified expiration date, in order to monitor its validity throughout the duration of the employment relationship,
- documentation is maintained by the head of the relevant function in a dedicated file to ensure proper traceability of the entire process and facilitate any subsequent audits,

- candidates undergo an assessment interview that also considers their ethical and behavioural aptitudes,
- assessments of candidates are formalized in appropriate documentation,
- the allocation of company benefits is justified based on the role and responsibilities of the beneficiary personnel and must be accompanied by a formal request from the individual concerned, validated by a hierarchical superior, in accordance with the applicable Model implementation tools,
- procedures for requesting and authorizing corporate assets and utilities are established,
- the company assets and utilities granted (e.g., personal computers, mobile phones, etc.) are clearly identified,
- an updated inventory of the benefits granted to assignees is maintained,
- provisions for the revocation of assigned goods are established in cases of violations of company procedures or regulations during their use,
- procedures for the return of assets in the event of resignation or dismissal are established,
- in the selection and recruitment processes for non-EU personnel, control measures are implemented by the human resources (HR) function to verify the valid possession of a residence permit; hiring can only be finalized after these elements have been verified,
- following the recruitment of non-EU staff, the HR function monitors the expiration of residence permits and promptly alerts employees well in advance to facilitate renewal,
- the measures referred to in the previous two points are also activated through the appointed employment agency, also in case of temporary employment supply.

For the management of remuneration policies, evaluations, and the bonus system, the specific protocols provide that:

- an incentive system is established that aligns with the objectives of the function performed,
- the determination of incentives assigned to company personnel, is based on proportional criteria with respect to the objectives achieved,
- the objectives to be achieved encompass not only economic factors but also qualitative aspects, ensuring they are lawful,
- any remuneration systems or salary increases awarded to employees and collaborators must correspond to realistic objectives that align with their tasks, activities performed, and responsibilities entrusted,

- annual audits are conducted to assess the skills and objectives achieved by company personnel, facilitating evaluations regarding changes in grading and allocation of incentives,
- there is a clear separation between those who authorize incentives and those who control their allocation.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

OCCUPATIONAL HEALTH AND SAFETY

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the occupational health and safety process:

a) identification of the applicable health and safety regulatory provisions to be complied with in order to meet technical and structural standards,

b) identification, definition and assessment of risks, preparation of consequent prevention and protection measures to eliminate hazards and reduce health and safety risks in the workplace (SSL – Salute e Sicurezza sul Lavoro),

c) definition of resources, roles, responsibilities and authorities in the organization,

d) definition of workers' competence, skills and awareness requirements,

e) health surveillance,

f) management of incidents, non-conformities and corrective actions (including occupational diseases and accidents),

g) procurement and management of contracts; acquisition of documentation/statutory certifications,

h) definition of operational control and change management measures (machinery, equipment, fire-fighting systems, etc.),

i) emergency preparedness and response,

j) communication, participation and consultation, management of periodic safety meetings, consultation with workers' safety representatives.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities involved in the occupational health and safety process, the following offences are potentially envisaged:

Offences of unintentional murder and grievous or very grievous body injuries, committed in violation of the rules on accident prevention and on the protection of hygiene and health at work (art. 25 septies D.Lgs. 231/2001*)*

- Unintentional murder (art. 589 c.p.)

- Negligent personal injury (art. 590 c.p.)

General Preventive Procedures

All Recipients of the Model, as identified in the General Section, are required to adopt rules of conduct that comply with applicable laws, the provisions contained in this document, the principles outlined in the Code of Ethics, and the implementation tools of the Model, in order to prevent the occurrence of offenses under the Decree.

The following general rules of conduct apply to Recipients of this Model who, in any capacity and on behalf of or in the interest of the Company, are involved in workplace health and safety processes. They must:

- take all reasonable measures within their power to prevent health and safety offenses,
- act diligently, ensuring full compliance with applicable laws and regulations as well as internal company procedures in the performance of all activities identified as high-risk in this Special Section. This is essential to maximize compliance with and effectiveness of the measures implemented to protect the health and safety of the Company's employees.

Within this framework, this section outlines general measures for the protection of workers' health and safety as specified by Article 15 of Legislative Decree 81/2008. These measures are the responsibility of the Employer, managers, and supervisors according to the division of powers and responsibilities in force within the Company. They consist of:

- assessment of health and safety risks,
- elimination of risks and, where elimination is not possible, reduction of risks to a minimum based on knowledge acquired from technical advancements,
- risk reduction at the source,
- prevention planning aimed at integrating technical production conditions with environmental factors and work organization into a cohesive prevention strategy,
- replacement of hazardous materials or processes with non-hazardous materials or safer alternatives,
- compliance with ergonomic principles in work organization, workplace design, equipment selection, and definition of work and production methods, particularly to mitigate health effects associated with monotonous and repetitive tasks,
- prioritization of collective protective measures over individual protective measures,
- limiting to a minimum the number of workers who are or may be exposed to risk,
- minimizing the use of chemical, physical, and biological agents in the workplace,
- conducting health checks on workers,
- removal of the worker from exposure to risk for health reasons related to their

individual circumstances, with reassignment to another position where feasible,

- provision of appropriate information and training for workers,
- provision of appropriate information and training for managers and supervisors,
- provision of appropriate information and training for workers' safety representatives,
- delivery of clear instructions to workers,
- facilitation of worker participation and consultation,
- Involvement and participation of workers' safety representatives in consultation processes,
- planning of measures deemed necessary to ensure continuous improvement of safety levels over time, including the adoption of codes of conduct and best practices,
- implementation of emergency measures for first aid, firefighting, evacuation of workers, and response to serious and immediate dangers,
- use of warning and safety signs,
- regular maintenance of workspaces, equipment, and facilities, with particular attention to safety devices in accordance with manufacturers' instructions.

All protective measures related to safety, hygiene, and health at work must not impose any financial burdens on workers.

In order to facilitate the implementation of these measures, the Company, in accordance with the provisions of legislative decree 81/2008, has established the following:

Procedures/provisions

- implements appropriate procedures/provisions aimed at formally defining safety tasks and responsibilities,
- implements an internal procedure/provision for organizing preventive and periodic health checks,
- implements an internal procedure/provision for managing first aid, emergency response, evacuation, and fire prevention,
- implements procedures/provisions for the administrative management of accident and occupational disease records,
- implements procedures/provisions for quality certification (commonly referred to as ISO).

The documentation related to these procedures is made available to employees.

Information

- the Company provides adequate information to employees and new hires (including temporary workers, interns, and co.co.pro. contracts) regarding the risks associated with the Company, the potential consequences of these risks, the prevention and protection measures adopted, and the appointment of the Responsible for Safety (RSPP - Responsabile del Servizio di Prevenzione e Protezione), the Competent Doctor, and individuals assigned specific tasks related to first aid, rescue, evacuation, and fire prevention,
- evidence of the information provided for managing first aid, emergency response, evacuation, and fire prevention is documented, including minutes of any relevant meetings,
- the Company formally arranges for information and instruction regarding the use of work equipment and personal protective equipment made available to employees.

The documentation and procedures related to this information activity are made accessible to employees.

Training

- the Company provides adequate training to employees on workplace safety, tailored to the characteristics of the training activity.

Registers and Other Documents

- the Company maintains a dedicated accident register that is continuously updated and completed in all its parts,
- a special “exposure register” is maintained in cases of exposure to carcinogenic or mutagenic agents,
- a register of occupational cases and illnesses is kept, detailing the date of occurrence, nature of the illness, date of issuance of the medical certificate, and date of issuance of the case report,
- adequate documentary evidence of workplace visits conducted jointly by the RSPP (Responsabile del Servizio di Prevenzione e Protezione) and the competent doctor is maintained,
- a file containing information on occupational health and safety obligations is kept,
- an appropriate risk assessment document is prepared, which includes a program for

maintenance and improvement measures,

- a list of companies operating on its sites under contract is maintained,
- documentary evidence is kept regarding prior consultation with workers' safety representatives (RLS - Rappresentante dei Lavoratori per la Sicurezza) concerning:
    - the organization of risk detection and assessment activities,
    - the definition of individuals responsible for fire prevention, first aid, and evacuation activities.

Meetings

- the Company arranges for periodic meetings among safety functions, which may also be attended by the Supervisory Board. These meetings are formally convened, and minutes are signed by the participants.

Specific Prevention Protocols

For operations concerning the identification of applicable regulatory provisions to be complied with, the specific protocols provide that:

- compliance with applicable standards (laws, technical standards, regulations, etc.) is ensured through the adoption of specific records to facilitate monitoring,
- the laws and regulations applicable to the Company's activities and products are identified,
- a periodic review of compliance with applicable regulations is established,
- individuals responsible for identifying and assessing the applicability of relevant regulations are designated, along with sources of in-depth regulatory information that can be consulted,
- the Company utilizes relevant functions for the identification, disclosure, and monitoring of legal aspects, including technical and structural standards.

For operations concerning the definition of resources, roles, responsibilities, and authorities within the organization, the specific protocols provide that:

- procedures, roles, and responsibilities are defined concerning the phases involved in preparing and implementing the system for the prevention and protection of workers' health and safety,
- mechanisms relating to the following are defined in accordance with relevant legal provisions:

- periodic assessment and control of the suitability and professional qualifications of the individual in charge of the prevention and protection service (referred to as 'RSPP - Responsabile del Servizio Prevenzione e Protezione') and those responsible for the prevention and protection service (referred to as 'ASPP'- Addetto al Servizio di Prevenzione e Protezione),
- definition of minimum competencies, number, duties, and responsibilities of workers assigned to implement emergency measures, fire prevention, and first aid procedures,
- appointment process and relative acceptance by the Competent Doctor, including documentation of procedures and timelines in case of rotation in this role,

– the presence and updating of the Headquarters/Company Safety Organizational Chart (e.g., RSPP, RLS, Competent Doctor, Fire Prevention Officers, First Aid Officers, Supervisors) is ensured. This includes prompt monitoring of any changes that have occurred and/or projects involving technological, plant, organizational, or procedural changes,

– the Company engages the relevant functions for the identification, distribution, and monitoring of aspects related to technical and structural standards,

– specific responsibilities are assigned, including through a written proxy system, which clearly defines the characteristics and limits of the appointment and, where appropriate, identifies the authority to incur expenditures,

– relevant management responsibilities are formalized in an unequivocal manner, including through specific deeds of appointment and the proper delegation of necessary powers to perform the role, including expenditure authority,

– individuals designated by legislation on workplace hygiene and safety (including those specified in Title IV of Italian Legislative Decree No. 81/2008 in the event of construction sites) are properly appointed and granted adequate powers necessary to fulfil their assigned roles,

– the assignment and exercise of powers within a decision-making process are consistent with the positions of responsibility and the relevance or criticality of the underlying risk situations,

– there is no subjective identity between those who make or implement decisions and those who are required to perform the controls mandated by law and by the procedures established in the control system,

– individuals holding an employer role pursuant to Legislative Decree 81/08 are formally designated by the Company, with corresponding delegation of proxies and powers of attorney in personnel management as well as in the protection of workers' health, to ensure proper management of health and safety issues in the workplace,

- the safety organizational chart is readily accessible and indicates the tasks, powers, and responsibilities of all individuals entrusted with roles within the company structure for preventing accidents and occupational diseases. The Company ensures that this chart is regularly updated,
- the identification and assessment of risks, as well as the preparation of subsequent prevention and protection measures aimed at eliminating hazards and reducing occupational safety and health (OSH) risks, are conducted regularly.

For operations concerning the identification and assessment of risks, as well as the preparation of subsequent prevention and protection measures aimed at eliminating hazards and reducing OSH risks, the specific protocols provide that:

- mechanisms are established for preparing Risk Assessment Documents (DVR - Documento di Valutazione dei Rischi and DUVRI - Documento Unico di Valutazione dei Rischi Interferenti) for Occupational Health and Safety,
- a systematic and continuous monitoring model is developed for data/indicators representing the main features of various activities constituting the prevention and protection system,
- workers' representatives are consulted in advance regarding the identification and assessment of risks, as well as the definition of preventive measures,
- the external consultants and professionals required for involvement in the risk assessment and in the necessary documentary, technical, and engineering adaptations, are identified,
- the Risk Assessment Document (DVR – Documento di Valutazione Rischi) is defined, updated, and shared with the support of the Responsible for Safety (RSPP - Responsabile del Servizio di Prevenzione e Protezione),
- a risk assessment is conducted, resulting in the preparation of the DVR (Documento di Valutazione Rischi) and any other documents required to maintain or improve health and safety standards,
- the identification and detection of risks are the responsibility of the employer, who is supported by other parties such as the Prevention and Protection Service Manager and the Competent Doctor, following consultation with the workers' safety representative,
- all data and information necessary for assessing risks and consequently identifying protection measures (e.g., technical documentation, instrumental measures, results of internal surveys, etc.) are clear, complete, and accurately represent the state of the Company,
- data and information are collected and processed in a timely manner under the

supervision of the employer, including through individuals identified by the employer as possessing suitable qualifications, which may be certifiable as required, in terms of technical and, where appropriate, instrumental competence,

- upon request, any documents and sources from which the information is derived are also transmitted along with the data and information,
- the Company proceeds with the identification and assessment of all significant risks to workers' health and safety that fall under its responsibility. The criteria that supplement this identification include, but are not limited to, the following aspects:
    - routine and non-routine activities,
    - activities of all individuals having access to the workplace (including outsiders),
    - human behaviour,
    - hazards from external sources,
    - hazards related to operations or created within the environment,
    - infrastructure, equipment, and materials present at the workplace,
    - changes to processes and/or management systems, including temporary changes, and their impact on operations, processes, and activities,
    - any applicable legal requirements regarding risk assessment and implementation of necessary control measures,
- in compliance with the Safety Consolidation Act, a Risk Assessment Document (prepared by the Company) is available for each local unit. This document identifies the operational risks and potential damages that may occur in various areas of activity,
- the Company identifies appropriate prevention and protection measures to control risks and develops an improvement program by, among other actions:
    - identifying potential sources of danger present in all phases of work,
    - identifying individuals who may be exposed to these risks,
    - identifying injuries that have occurred in the past by examining statistics related to accidents and occupational diseases,
    - conducting a risk assessment that considers the adequacy and reliability of protective measures, followed by the identification of measures to eliminate or reduce risks, including the planning of prevention and protection actions,

Regarding Personal Protective Equipment (PPE), the Company must:

- identify the activities for which PPE is required and determine any involvement from the Competent Doctor and the Workers' Safety Representatives (RLS - Rappresentante dei Lavoratori per la Sicurezza);
- define criteria for selecting PPE that ensures suitability for the types of risks identified during the assessment phase and compliance with current technical standards (e.g., CE marking),

- establish methods for the delivery and, if necessary, storage and maintenance of PPE,
- define a timetable to ensure ongoing maintenance of protective requirements and outline specific actions to be taken in the event of non-compliance identified during inspections conducted at storage facilities,

For operations concerning emergency preparedness and response, the specific protocols provide that:

- mechanisms are defined regarding the minimum skills, number, duties, and responsibilities of workers assigned to implement emergency measures, fire prevention, and first aid procedures, in accordance with relevant legal provisions,
- the Fire Prevention and Emergency Plan for the Head Office is defined, updated, and distributed with the support of the Responsible for Safety (RSPP- Responsabile del Servizio di Prevenzione e Protezione),
- emergency management is implemented through specific plans that include:
  - identification of situations that may lead to a potential emergency,
  - definition of methods for responding to emergency conditions and preventing or mitigating related negative health and safety consequences,
  - specification of methods and responsibilities for managing emergency drills, particularly concerning the type of emergency (e.g., fire, evacuation, etc.),
  - planning and execution of emergency drills to verify the effectiveness of emergency management plans, ensuring that staff are fully knowledgeable about appropriate behavioural measures and that suitable recording tools are adopted to document the results of such drills as well as verification and maintenance activities for the prepared facilities,
- escape routes are identified within these plans, along with procedures for personnel to implement signalling and emergency management measures,
- suitable fire-fighting systems, selected based on type and quantity according to specific fire risk assessments, or directives from the competent authority, are available and maintained. Adequate sanitary facilities are also provided and maintained,
- an adequate organization of production activities is ensured within operational areas to facilitate the proper execution of emergency procedures,
- the Company obtains the Fire Prevention Certificate (CPI- Certificato Prevenzione Incendi) in accordance with Presidential Decree 151/2011.

For operations concerning the definition of operational control and change management measures (machinery, equipment, fire prevention systems, etc.), the specific protocols provide that:

- specific requirements and competencies for conducting audit activities on the

workers' health and safety model are identified, along with methods and timing for checks on the status of implementation of adopted measures,

- the suitability of buildings, proper maintenance of equipment and work tools, and compliance with legal obligations are guaranteed,
- operating instructions for the safety of workstations and/or work tasks are defined, updated, and distributed with the support of the Responsible for Safety (RSPP-Responsabile del Servizio di Prevenzione e Protezione),
- documentation under their responsibility is kept up to date as the technical and organizational processes of the Company evolve,
- the updating of site documentation and the calendar/schedule for improvement and implementation activities is ensured,
- periodic checks required by law on plants, machinery, and equipment are conducted,
- the Company ensures that appropriate checks and maintenance controls are carried out periodically at the various sites involved (e.g., inspections of earthing systems, fire prevention systems),
- inspections are conducted at various sites, during which any non-conformities are documented, and correction actions are planned,
- procedures for recording maintenance operations performed and the related responsibilities are defined,
- methods for reporting anomalies are established, identifying the most appropriate means of communication for such reports and designating the functions required to activate the relevant maintenance process (unscheduled maintenance),
- any specialized interventions are carried out by individuals who meet the legal requirements and who must provide the necessary documentation.

For operations concerning health surveillance, the specific protocols provide that:

- mechanisms relating to the process of appointment and acceptance by the Competent Doctor are defined in accordance with relevant legal provisions, including documentation of procedures and timelines in the event of rotation in this role,
- the training of the Company's workers and the medical supervision required by law, are guaranteed,
- an up-to-date list of personnel subject to health surveillance is maintained, monitoring deadlines, job changes, new hires, and compliance with prescriptions issued by the Competent Doctor,
- the health protocol, annual report on the state of health of workers, doctor's

inspection report, and copies of suitability judgments are retained on file,

- the overall and updated list of workers is sent to the Health, Safety, and Environment Manager (HSE) and the coordinating doctor to facilitate updates on the implementation status of health surveillance by the various appointed competent doctors in the region,
- the Competent Doctor conducts at least one annual inspection—and more frequently if necessary—of the workplace, issuing a relevant written report,
- implementation of health surveillance is ensured,
- procedures are defined for verifying requirements related to health aspects identified during risk assessments, which must be completed prior to assigning any tasks to workers.

For operations concerning the definition of competence, skill, and awareness requirements for workers, the specific protocols provide that:

- information and training activities are provided for all personnel regarding the correct execution of their duties, as well as in instances specified by regulations,
- necessary training and instruction courses are organized in accordance with the training program approved by the Employer,
- any deficiencies in the education, information, and training of personnel are reported based on the risks to which they are exposed and the tasks assigned to them,
- the Company utilizes relevant functions for the identification, distribution, and monitoring of the competence, skills, and awareness requirements necessary for the performance of company activities,
- current operating procedures stipulate that the Human Resources (HR) function communicates new hires and job changes to identify workers who require training activities,
- the Company monitors training needs through a schedule that includes forms related to each worker,
- personnel training certificates and certifications are archived appropriately.

For operations concerning communication, participation, consultation, management of periodic safety meetings, and consultation with workers and their representatives, the specific protocols provide that:

- periodic meetings are scheduled with management, workers, and their representatives,

- access to information is guaranteed for Workers' Safety Representatives (RLS - Rappresentante dei Lavoratori per la Sicurezza).
- the process of involving other parties as required by current legislation is coordinated to ensure they are kept informed of legal obligations and compliance methods,
- a periodic meeting is convened at least once a year—or more frequently if necessary—to discuss the Risk Assessment Document (DVR – Documento di Valutazione Rischi) and the preventive and protective measures identified,
- the Company identifies Workers' Safety Representatives (RLS- Rappresentante dei Lavoratori per la Sicurezza) who are consulted regarding risk assessments,
- the Company regularly conducts periodic meetings in accordance with Article 35 of Legislative Decree 81/2008,
- specific procedures are established to regulate the involvement and consultation of workers, particularly concerning:
    - internal communication between various levels and functions within the organization,
    - communication with suppliers and other visitors present in the workplace,
    - receipt and response to communications from external stakeholders,
    - participation of workers, including through their representatives, in: (i) identifying hazards, conducting risk assessments, and defining protective measures, (ii) investigating accidents, (iii) addressing changes that may impact health and safety.

For operations concerning the management of non-conformity incidents and corrective actions, the specific protocols provide that:

- technical and regulatory support is provided in the planning and resolution of open issues, as well as in maintaining standards of regulatory compliance,
- access to information is guaranteed for Workers' Safety Representatives (RLS - Rappresentante dei Lavoratori per la Sicurezza),
- corrective and preventive improvement actions identified during periodic safety meetings and approved by the Employer are implemented, with progress monitored and their effectiveness assessed. Any critical issue in the implementation of these measures is promptly reported,
- reports from responsible individuals are collected and evaluated,
- the Company maintains an accident register for the recording and management of workplace accidents (including those occurring during commutes),
- inspections are conducted at various sites, during which any non-conformities are documented, and appropriate remedies are planned,

- roles, responsibilities, and methods for detecting, tracing, recording, and internally investigating accidents, incidents, and “near misses” are clearly defined,
- the procedures for communication by operational managers to the Employer and the individual in charge of the prevention and protection service regarding accidents or incidents that have occurred, are established,
- the roles, responsibilities, and methods for monitoring accidents are defined (considering any pending disputes or litigation related to workplace accidents) to identify areas at greater risk of incidents.

For operations concerning procurement and contract management, as well as the acquisition of documents/certifications required by law, the specific protocols provide that:

- a budget, annual and multiannual investment plans, and specific programs are prepared to identify and allocate resources necessary to achieve health and safety objectives,
- mechanisms are defined for preparing Occupational Health and Safety Risk Assessment Documents,
- control mechanisms are established to ensure that costs related to occupational safety are included in tendering, subcontracting, and administration contracts,
- the exchange of information regarding risks is ensured with external companies responsible for providing services and monitoring the progress of work concerning interference risks,
- required health and safety clauses and controls are incorporated into procurement and contract management activities,
- procedures are established for assessing the health and safety requirements of equipment, machinery, and plants, taking into account the contributions of workers through their representatives. This assessment is conducted prior to the purchase of such items,
- the equipment, machinery, and plants must comply with current legislation (e.g., CE marking, possession of a declaration of conformity issued by the installer, etc.),
- provisions are made for equipment, machinery, and plants to be put into service only after initial examination or approval procedures are carried out, where applicable, in accordance with relevant regulations,
- appropriate training and/or instruction activities are mandated prior to the use of new equipment, machinery, or plants by the responsible worker,
- procurement activities are conducted with the aim of defining:

    - the criteria and methods for selecting, assessing, and qualifying suppliers, particularly concerning any critical issues related to occupational health and safety (OSH);
    - the methods and responsibilities for verification,

- methods for verifying the conformity of goods and machinery to be purchased with current regulations (e.g., CE marking) are defined, along with the criteria and methods for assessing acceptability requirements,

- where applicable, procedures for conducting acceptance checks, initial examinations, and approvals necessary for commissioning are outlined,

- in the case of purchasing services, including intellectual services (e.g., design services to be provided to the Company or its customers), the Company:
    - subordinates the awarding of contracts to a preliminary verification of the skills of its suppliers, based on prior experience and any mandatory requirements (e.g., registration in professional registers);
    - implements control measures over suppliers' work in accordance with its internal procedures (e.g., design control procedures, including obligations to supervise designers),

- if the activities carried out by such suppliers may impact the exposure of its workers to health and safety risks, the Company activates control measures defined for risk assessment purposes in advance,

- methods for verifying that individuals performing work possess appropriate technical and professional qualifications are established, including verification of registration with the Chamber of Commerce,

- the executor of the works demonstrates compliance with insurance and social security obligations concerning its personnel, including the presentation of the so called “Single Document of Contribution Regularity” (Documento Unico di Regolarità Contributiva),

- the contractor, in cases stipulated by law, issues a declaration of conformity to the applicable standards upon completion of the works,

- with particular reference to suppliers, installers, and external maintenance providers of machinery, systems, and any type of safety equipment and work equipment to be constructed or installed within facilities under the legal responsibility of the Company’s employer, specific control measures are implemented that include:
    - identification of the applicable legislation (Article 26 or Title IV of the Safety Consolidation Act),
    - procedures for auditing suppliers that also consider compliance by suppliers and their workers, with safety procedures,
    - definition of the scope of intervention and its impact within a written contract,

- provision of detailed information to the aforementioned individuals regarding specific risks present in the environment where they will work, as well as prevention and emergency measures adopted in relation to the Company's activities,
- definition of access points and activities conducted on-site by third parties, including a specific assessment of interference risks associated with their presence and the related preparation of required coordination documentation (e.g., DUVRI- Documento Unico di Valutazione dei Rischi Interferenti, PSC), signed by all external parties involved and promptly adjusted in the event of changes to the intervention assumptions,
- cooperation between the principal and the contractor, or generally between the executor of the work or service, in implementing preventive and protective measures against occupational risks affecting the contracted work or service. If contractor personnel work under the direction or control of individuals appointed by the Company or utilize tools provided by the Company, these phases of activity must also be considered sensitive, as must verification of safety and suitability, if work is conducted at client premises,
- inclusion of contractual clauses addressing any non-compliance by third-party workers at Company sites regarding safety issues, which stipulate activation of specific warnings and application of penalties or other appropriate contractual remedies,
- implementation of systems for tracking attendance of third-party workers at Company's sites and monitoring hours worked, as well as compliance with Company's safety principles, which may be supplemented by contracts,
- the formalisation and traceability of management and employer control of compliance with the control measures listed above.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.

ENVIRONMENTAL MANAGEMENT

Sensitive Activities

This part of the Special Section sets forth the principles of conduct, as well as the control tools, aimed at preventing the commission of the offences envisaged by the Decree with reference to the sensitive activities concerning the environmental management process:

a) management of environmentally relevant activities and processes also in relation to third parties,

b) waste management,

c) management of production activities and activities involving emissions into the atmosphere,

d) management of water discharges.

For the identification of risk areas, during the analysis, the activities of the company sites in Novara and Merano were evaluated.

It is noteworthy that the Company has implemented an environmental management system certified according to international standards ISO 14000 (specifically, UNI EN ISO 14001:2004 in Italy) and complies with the EMAS regulation (CE/1221/2009). The ISO 14001 certification is not mandatory; rather, it reflects a voluntary decision by the Company to adapt its business processes to proactively manage the environmental impacts of its activities. This initiative demonstrates the Company's commitment to systematic improvement in a coherent, effective, and sustainable manner.

Any additions to the above-mentioned sensitive activities may be proposed by the Supervisory Board, which is instructed to identify the relevant activities and define the appropriate operational measures.

The Relevant Offences

In relation to the Sensitive Activities involved in the occupational health and safety process, the following offences are potentially envisaged:

Offences against the P.A. (art. 25 D.Lgs. 231/2001)

- Bribery for the exercise of a function (art. 318 c.p.)
- Bribery for an act against office duties (art. 319 c.p.)
- Bribery in judicial proceedings (art. 319-ter c.p.)
- Unlawful inducement to promise or give benefits (art. 319-quater c.p.)
- Bribery of person in charge of public service (art. 320 c.p.)

- Incitement to bribery (art. 322 c.p.)
- Embezzlement, illegal abuse of a position or office for personal gain (malfeasance), unlawful inducement to promise or give benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states. (art. 322-bis c.p.)
- Unlawful trading in influence (art. 346 bis c.p.)

Corporate Offences (art. 25 ter D.Lgs. 231/2001)

- Bribery among private individuals (art. 2635 c.c.)
- Incitement to bribery among private individuals (art. 2635-bis c.c.)

Environmental offences (art. 25- undecies D.Lgs. 231/2001*)*

- Environmental pollution (art. 452-bis c.p.)
- Environmental disaster (art. 452-quater c.p.)
- Non-culpable crimes against the environment (art. 452-quinquies c.p.)
- Aggravating circumstances (art. 452-octies c.p.)
- Trafficking and abandonment of highly radioactive material (art. 452-sexies c.p.)
- Organized activities for illegal waste trafficking (art. 452-quaterdecies c.p.)
- Unauthorized waste management activities (art. 256 D.Lgs. n.152/2006)
- Pollution of the soil, the subsoil, the surface waters or the underground waters (art. 257 D.Lgs n. 152/2006)
- Illegal waste trafficking (art. 259 D.Lgs. n.152/2006)
- Sanctions (art. 279 D.Lgs. n. 152/2006)

General Preventive Procedures

All Recipients of the Model, as identified in the General Section, are required to adopt rules of conduct that comply with applicable laws, the provisions contained in this document, the principles outlined in the Code of Ethics, and the implementation tools of the Model, in order to prevent the occurrence of offenses under the Decree.

The following general rules of conduct apply to Recipients of this Model who, in any capacity and on behalf of or in the interest of the Company, are involved in workplace health and safety processes:

- all Sensitive Activities must be conducted in compliance with applicable laws, internal company regulations, and the rules outlined in this Model, particularly with an emphasis on avoiding any conduct that could harm the environment,
- in alignment with the ethical principles expressed in the Company's Code of Ethics, the Company and its Employees are prohibited from knowingly, intentionally, or wilfully engaging in the following conduct: opening or operating new discharges of industrial wastewater containing hazardous substances identified by law in Tables 3, 3A, 4, and 5 of Annex 5, Part Three of Legislative Decree 152/2006 and subsequent amendments, without authorization or if such authorization is suspended or revoked, or in violation of the conditions set forth in the authorization or other provisions established by the competent Authority.

Furthermore, it is expressly prohibited to:

- engage in actions or behaviours that are or may be construed as practices aimed at harming human health and/or the natural components of the environment,
- entrust waste management activities to entities that do not possess specific authorization for their disposal and recovery,
- violate obligations related to communication and maintenance of mandatory registers and forms for waste management,
- utilize systems and equipment in violation of regulatory provisions concerning ozone-depleting substances,
- discharge industrial wastewater containing the aforementioned hazardous substances in excess of limits established by law under Legislative Decree 152/2006 and subsequent amendments, or more restrictive limits set by regions, autonomous provinces, or competent Authorities,
- discharge water into soil, subsoil, or underground waters outside the cases permitted by law,
- fail to carry out necessary remediation interventions or violate provisions relating to the remediation project approved by the competent authority in cases of pollution affecting soil, subsoil, surface water, or underground water with concentrations exceeding risk thresholds, in violation of Article 242 of Italian Legislative Decree 152/2006 and subsequent amendments,
- fail to communicate a pollution incident to the competent Authorities as required by the provisions mentioned above,
- prepare a waste analysis certificate containing false information regarding the nature, composition, and chemical-physical characteristics of the waste or include a false certificate in data submitted for waste traceability purposes,

- determine, in the operation of plants that cause emissions into the atmosphere, that air quality limit values are exceeded by violating the emission values established by the authorization or imposed by the competent Authority, or by exceeding values identified by law,
- violations of the legislation concerning ozone protection are not permitted in relation to the production, consumption, import, export, possession, and marketing of substances deemed harmful pursuant to EEC Regulation 3093/94 and subsequent amendments,
- obligations to promptly ensure site safety and to report appropriately to the competent Authorities must be fulfilled, along with necessary remediation of sites in the event of accidents that result in pollution of soil, subsoil, or water exceeding risk thresholds,
- the correct filing of the loading and unloading register must be ensured, reporting all information regarding the qualitative and quantitative characteristics of the waste.

Furthermore, all Recipients are required to comply with the provisions of Italian Legislative Decree No. 334 of 17 August 1999 and subsequent amendments when dangerous substances are held at a Company site in quantities exceeding threshold values defined in the aforementioned legislation. In such cases, the Company must:

- identify risks associated with major accidents,
- integrate the Risk Assessment Document (DVR- Documento ddi Valutzione Rischi) in accordance with Legislative Decree 81/08,
- provide information, training, and instruction as required by the Ministerial Decree of 10 March 1998,
- notify the Ministry of the Environment, the Region, the Province, the Municipality, the Prefect, and the Regional or Interregional Technical Committee of the National Fire Department. The notification must include information regarding:
    - the name or function of the person responsible for the plant,
    - details that allow for identification of dangerous substances or categories thereof, including their quantity and physical form,
    - the current or planned activities of the plant or depot,
    - the immediate environment surrounding the plant, particularly elements that could cause a major accident or exacerbate its consequences,
- prepare and review every two years a major accident prevention policy document,
- implement a Safety Management System (SGS) as outlined in the major accident prevention policy document.

In the event that a site contains hazardous substances in quantities equal to or greater than those specified in Annex 1, Parts 1 and 2, Column 3 of Legislative Decree No. 334 of 17 August 1999, the

operator is required to prepare a safety report and submit it to the competent authority. This document must be reviewed:

- every five years,
- with each change that increases the pre-existing level of risk,
- whenever new technical knowledge regarding safety is acquired.

Additionally, the operator is required to develop an Internal Emergency Plan and provide information necessary for the preparation of an External Emergency Plan to the Prefect and the Province.

Specific Prevention Protocols

For operations concerning the management of activities and processes relevant to environmental considerations, including those involving third parties, the protocols stipulate that:

- relations with the Public Administration are managed exclusively by individuals with appropriate authority or by those formally delegated by them, in compliance with company procedures regulating this specific matter,
- compliance with legislation regarding emissions into the atmosphere, water discharges, ozone-depleting substances, and waste management, is monitored to ensure adaptation of facilities to any legislative changes,
- environmental impacts associated with the construction of new offices and/or the expansion or decommissioning of existing offices are assessed,
- management of aspects related to water discharges is regulated,
- the obtaining, maintenance, and renewal -where applicable- of required authorizations related to activities that may involve emissions into the atmosphere is ensured,
- specific procedures are adopted that govern activities, roles, and responsibilities associated with waste management,
- appropriate methods for identifying, characterizing, classifying, and registering waste are defined,
- areas designated for the temporary storage of waste and monitoring methods are identified in accordance with quantitative and/or temporal limits established by current legislation,
- roles and responsibilities are defined to ensure proper communication following environmental emergencies that result in pollution of soil, subsoil, surface water, or underground water,
- the legislation regarding soil communication and remediation is monitored to ensure that facilities are adapted to any legislative changes,

- specific procedures are adopted to regulate the activities, roles, and responsibilities related to the inventory, use, decommissioning, and necessary authorizations of equipment containing ozone-depleting substances,
- traceability and availability of relevant documentation (e.g., records related to analytical controls) are ensured, taking into account all described environmental impacts.

For operations concerning waste management, the specific protocols provide that:

- all necessary authorizations are requested and obtained in advance, along with the communications required for effective waste management,
- waste management and disposal activities are conducted with utmost care and attention, particularly concerning the characterization of waste, management of temporary deposits, and prohibition of mixing hazardous and non-hazardous waste,
- when assigning waste disposal or recovery activities to authorized companies, the following are verified: a) the validity date of the authorization; b) the type and quantity of waste for which the authorization for disposal or recovery activities has been issued, c) the location of the disposal facility, d) the treatment or recovery method employed,
- during waste transport activities conducted by authorized companies, the following is verified: a) the validity date of the authorization, b) the type and registration number of the vehicle, c) the authorized European Waste Catalogue (CER – Catalogo Europeo dei Rifiuti) codes,
- roles, responsibilities, methods, and controls are formalized in executing waste delivery activities,
- systematic controls on waste cycle management activities are formalized,
- individuals involved in compiling and controlling waste-related documentation receive specific training,
- waste produced is accurately characterized, classified, and identified,
- the congruence of produced waste with its CER classification is verified, even if testing is performed by third-party laboratories,
- areas designated for temporary storage of waste are identified and established in accordance with current legislation,
- correct methods for temporary storage of waste are identified based on the type and quantities of waste produced,
- temporary storage areas are maintained in a clean and orderly condition to prevent potential mixing of different types of waste,

- waste separation is mandated to prevent any illegal mixing of waste types,
- each type of waste is clearly identified by affixing a specific description and identification code on the exterior of the relevant container,
- the congruence of quantities sent for disposal with those represented in the accompanying documentation is verified,
- proper management of the Waste Identification Forms (FIR – Formulario di Identificazione Rifiuti)) is verified, utilizing databases and summaries by CER code, in preparation for the accurate compilation of the annual Single Environmental Declaration Model (MUD – Modello Unico di Dichiarazione Ambientale),
- the availability and proper archiving of documentation related to waste management are verified.

For operations concerning the management of production activities and activities involving emissions into the atmosphere, the specific protocols provide that:

- only specialized and authorized personnel are employed in the extraction, collection, and isolation of substances harmful to the stratospheric ozone layer, in compliance with mandatory legislation,
- disposal of substances harmful to the stratospheric ozone layer that cannot be regenerated or recovered is entrusted to authorized operators, in accordance with current legislation. Generally, durable goods containing such substances are delivered to authorized collection centres at the end of their operational life,
- periodic checks of emission points into the atmosphere are conducted in accordance with authorization provisions, and periodic inspections of systems for abating emissions into the atmosphere are planned and executed,
- the storage of chemical products in collection basins designed for spill containment is ensured,
- verification of compliance with environmental requirements regarding machinery, systems, and equipment is conducted,
- adherence to procedures issued in environmental matters is mandated during maintenance activities, particularly concerning waste management, discharges, protection of soil and subsoil from pollution events, emissions into the atmosphere, and proper management of systems containing ozone depleting gases,
- maintenance of systems and equipment is guaranteed,
- periodic checks, maintenance, and revisions of equipment containing refrigerant liquids with substances harmful to the stratospheric ozone layer are carried out. These activities are performed by qualified personnel and companies registered in the

appropriate legal registers and lists,

- the state of use and maintenance of containment systems for the storage of substances hazardous to the environment and waste, is monitored,
- suitable emergency maintenance intervention measures are defined to contain pollution in the event of environmental emergencies,
- the traceability and availability of documentation related to maintenance activities performed are guaranteed (e.g., records relating to analytical controls, maintenance registers).

For operations concerning the management of water discharges, the specific protocols provide that:

- the effectiveness of measures implemented to ensure proper management of industrial wastewater discharges is monitored, particularly regarding discharges containing hazardous substances, in full compliance with current legislation,
- periodic analytical controls of discharges are conducted to monitor their quality in accordance with authorization requirements,
- performance related to discharges, emissions, and waste production is monitored,
- the chemical and physical parameters of effluents are continuously monitored,
- periodic and scheduled maintenance interventions on discharge systems are carried out,
- any exceedances of pollutant concentrations and/or spills are communicated to the individual responsible for environmental compliance,
- required communications are made following environmental emergencies that have caused pollution of soil, subsoil, or surface or underground water,
- suitable emergency management methods are established,
- the availability and proper archiving of documentation related to water purification and treatment activities are verified.

This is without prejudice to any further procedure established for an enhanced protection in relation to Sensitive Activities.