Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001

REV.	DATE	DRAFTED	APPROVED	REASONS FOR THE REVIEW
1.0	18/11/2011	==	Board of Directors	First Issuance
2.0	13/05/2015	==	Board of Directors	Update on predicate offences
3.0	26/10/2017	==	Board of Directors	Update on predicate offences
4.0	31/07/2020	==	Board of Directors	Update on predicate offences
5.0	26/10/2023	==	Board of Directors	Update on predicate offences and the whistleblowing scheme
6.0	23/07/2026	==	Board of Directors	Update to the document following regulatory, organisational and business changes

CONTENTS

DEFINITIONS

For the purposes of the Organisational and Management Model under Legislative Decree No. 231/2001: unless otherwise specified, the terms listed below shall have the meanings assigned to each of them below:

- **Code of Ethics**: the Code of Ethics adopted by the Company's Board of Directors.
- **Legislative Decree:** Legislative Decree No. 231 of 8 June 2001, with the heading *"Regulations governing the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000"*, published in Official Journal No. 140 of 19 June 2001, together with subsequent amendments and additions, including Law No. 146/2006, which, in Article 10, refers to its application.
- **Recipients**: those to whom the Organisational Model of **Eigenmann & Veronelli S.p.A.** applies, and who are required to comply with it.
- **Entity:** a legal person, a company or an association, whether or not it has legal personality.
- **Role:** A role responsible for carrying out specific functions or performing certain deeds in relation to one or more **Risk Processes.**
- **Organisational Model:** The Organisational and Management Model adopted by **Eigenmann & Veronelli S.p.A.**, as provided for in Articles 6 and 7 of the **Legislative Decree**, intended as a comprehensive set of principles, rules, provisions, organisational structures and related duties and responsibilities aimed at preventing the offences referred to in the Legislative Decree. In particular, the term 'Organisational Model' refers collectively to the General Section, the Special Sections and the Protocols.
- **Supervisory Body (SB):** A body established under Article 6 of **the Legislative Decree**, responsible for monitoring the operation of and compliance with the Organisational Model, as well as for ensuring that it is kept up to date.
- **Special Section**: a document setting out the **offences** that may be committed in **high-risk processes**, the **principles of conduct** and the information flows to **the Supervisory Body** in relation to **high-risk processes**.
- **Principles of Conduct:** general **principles** of conduct to which the **Recipients** must adhere when carrying out the activities set out in the **Organisational Model**.
- **Processes at Risk**: business processes, or stages thereof, the conduct of which could give rise to unlawful conduct (criminal offences or administrative offences) as referred to in the **Legislative Decree**.
- **Protocol:** a document adopted by the Company with the aim of preventing criminal and administrative offences as referred to in the **Legislative Decree**.
- **Offences**: criminal or administrative offences which, if committed, may give rise to administrative liability on the part of **Eigenmann & Veronelli S.p.A.** pursuant to the **Legislative Decree**.
- **Disciplinary System:** the set of disciplinary measures applicable to those subject to the Code who fail to comply with the provisions of the **Organisational Model** and/or the **Code of Ethics**.

- **<u>Company:</u>** Eigenmann & Veronelli S.p.A.
- **<u>Third Parties</u>**: consultants , suppliers, contractors or other parties with contractual relationships with the **Company**.
- **<u>Senior Management or Top Executives</u>:** Chairman, Chief Executive and the members of the Board of Directors.

Terms defined in the singular shall also be understood to include the plural where the context so requires, and vice versa; the definitions hereto set out shall also apply where used in **the Special Parts** and **Protocols**.

The business functions of EV Produzione S.r.l. which, under specific formalised intercompany agreements, also provide services to Eigenmann & Veronelli S.p.A., are indicated in the text using ***<u>italics, bold and underlining</u>***.

DOCUMENT OUTLINE

The purpose of this document is to set out the key elements of the **Organisational Model of Eigenmann & Veronelli S.p.A.**

It consists of four sections, the contents of which are summarised below.

Section I

- explains the **contents of the Legislative Decree** and any subsequent amendments and additions, with a view to providing all **Recipients** with an overview of the regulatory framework within which the **Company's Organisational Model** operates.

Section II

- describes **the structure of the Organisational Model** and sets out its contents.

Section III

- sets out the **disciplinary measures** to be applied to those **subject to the Code** who fail to comply with the provisions contained in the Organisational Model.

Section IV

- contains the **Special Sections and Protocols** that must be observed in order to eliminate, or at least reduce to an acceptable level, the risk of conduct constituting one of the **offences**, the commission of which may result in the application of the penalties provided for by the **Legislative Decree** and subsequent amendments and additions.

Annexes

- List of Offences
- Group Code of Ethics
- Staff organisation chart
- List of Information Flows to the Supervisory Body

SECTION I

1 LEGISLATIVE DECREE NO. 231/2001

Legislative Decree No. 231 of 8 June 2001 has introduced a system of administrative liability for **legal entities** into the Italian legal system**.**

The enactment of the **Legislative Decree** forms part of the national legislative framework for the implementation of international obligations.

The original text, which referred to a series of offences committed against the public administration, has been supplemented by subsequent legislative measures that have broadened the scope of offences the commission of which may give rise to the administrative liability of the organisation. Furthermore, Law 146/06 provides for the **organisation's** liability in the event of certain offences being committed (Transnational Crime).

The organisation's liability – which is analogous to criminal liability – arises as a result of the commission, by a person in a functional relationship with **the organisation**, of one of **the offences** specifically provided for in the **Legislative Decree.**

The organisation may be held liable if the **offences** are committed **in its interest or for its benefit**; however, liability does not arise where the perpetrator acted solely in their own interest or in the interest of third parties.

The functional relationship linking the perpetrator of **the offence** to the organisation may be one of representation, subordination or collaboration, within the limits laid down by **the Legislative Decree.**

Where the perpetrator of **the offence** is a natural person holding a position of representation, administration, management or control **within the organisation**, or within one of its organisational units endowed with financial and functional autonomy, as well as a person who exercises, even de facto, the management and control of the Organisation, a presumption of liability shall apply to the Organisation. This is in view of the fact that the individual articulates, represents and implements the **organisation's** management policy.

There is no presumption of liability on the part **of the organisation** where the perpetrator of **the offence** is a person subject to the management or supervision of one of the persons referred to in the preceding sentence; consequently, in such a case, the act committed by the subordinate shall give rise to the **organisation's** liability only if it is established that the offence was made possible by a failure to fulfil management and supervision obligations.

The (administrative) liability of the **organisation** is in addition to the (criminal) liability of the individual and does not replace it. It follows from the substantial autonomy of this liability that **the organisation** is liable for the offence even where the perpetrator has not been identified or cannot be held criminally liable, or where the offence is extinguished for reasons other than an amnesty. The criminal liability of natural persons continues to be governed by ordinary criminal law.

The legislator has established a **system of penalties** characterised by the imposition of a penalty – usually a financial one – on the organisation.

In addition to a financial penalty, disqualification measures may also be imposed in certain cases, such as disqualification from carrying out the activity, the suspension or revocation of authorisations, licences or concessions used to commit the offence, a ban on contracting with the public administration, exclusion from benefits, funding, grants or subsidies, the potential revocation of those already granted, and a ban on advertising goods or services.

In addition to the aforementioned penalties – both financial and disqualification ones – there is also the confiscation (always ordered as part of the conviction) of the proceeds or profits of the offence (including 'their equivalent') and, in certain cases, the publication of the conviction.

The legislator has also provided that such disqualification measures – where there are serious indications of **the organisation's** liability and there are well-founded and specific grounds for believing that there is a real risk of offences of the same nature being committed – may be applied, at the request of the Public Prosecutor, even as a precautionary measure, as early as the investigation stage.

Where specific conditions are met, the court, when imposing a disqualification order that would result in the suspension of the organisation's activities, has the power to appoint a commissioner to oversee the continuation of those activities for a term corresponding to the term of the disqualification order that would otherwise have been imposed.

Foreign companies operating in Italy are also subject to the provisions set out in the **Legislative Decree**, regardless of whether or not their country of origin has regulations governing the same matter in a similar manner.

2 OFFENCES GIVING RISE TO THE ADMINISTRATIVE LIABILITY OF THE ORGANISATION

The offences which may give rise to administrative liability on the part of **the organisation** are expressly set out in the **Legislative Decree** and in certain regulatory provisions which have broadened its scope:

- **offences committed in dealings with the public administration** (Articles 24 and 25 of Legislative Decree No. 231/2001, supplemented by Law 190/2012 and partly amended by Law 119/2013, Law 69/2015, Law 3/2019 and Legislative Decree No. 75/2020, by Law 25/2022 and by Legislative Decree No. 156/2022);
- **cybercrime and unlawful processing of data** (Article 24-*bis* of Legislative Decree No. 231/2001, introduced by Law 48/2008, as amended by Legislative Decree No. 7/2016, Law 133/2019, Law 238/2021 and Law 90/2024);
- **organised crime offences** (Article 24-*ter* of Legislative Decree No. 231/2001, inserted by Law 94/2009 and amended by Law 69/2015);
- **forgery of money, public credit instruments, revenue stamps and identification instruments or signs** (Art. 25-bis of Legislative Decree No. 231/2001, introduced by Law 409/2001, supplemented by Law 99/2009 and partly amended by Legislative Decree No. 125/2016);
- **offences against industry and commerce** (Article 25-*bis*.1 of Legislative Decree No. 231/2001, introduced by Law 99/2009);
- **corporate offences** (Article 25-*ter* of Legislative Decree No. 231/2001, introduced by Legislative Decree No. 61/2002, as partially amended by Law 262/2005, supplemented by Law 190/2012, and amended by Law 69/2015 and Law 3/2019, supplemented by Legislative Decree No. 19/2023);
- **offences committed with the aim of terrorism or subverting the democratic order** (Article 25-*quater* of Legislative Decree No. 231/2001, introduced by Law 7/2003);

- **practices involving female genital mutilation** (Article 25-*quater.*1 of Legislative Decree No. 231/2001, introduced by Law 7/2006);
- **offences against the person** (Article 25-*quinquies* of Legislative Decree No. 231/2001, introduced by Law 228/2003, as partially amended by Law 38/2006, by Legislative Decree No. 39/2014, Law 199/2016 and subsequently Law 238/2021);
- **market abuse** (Article 25-*sexies* of Legislative Decree No. 231/2001, introduced by Law 62/2005, amended by Legislative Decree 107/2018 and by Law 238/2021);
- **manslaughter and causing serious or very serious bodily harm in breach of the regulations on health and safety at work** (Article 25-*septies* of Legislative Decree No. 231/2001, introduced by Law 123/2007 and subsequently replaced by Article 300 of Legislative Decree No. 81/2008);
- **receiving stolen goods, money laundering and the use of money, property or benefits of unlawful origin, as well as self-laundering** (Article 25-*octies* of Legislative Decree No. 231/2001, introduced by Legislative Decree No. 231/2007, as partially amended by Law 186/2014 and by Law 195/2021);
- **offences relating to non-cash payment instruments** (Article *25-octies.1* of Legislative Decree No. 231/2001, introduced by Legislative Decree No. 184/2021);
- **offences relating to breaches of European Union restrictive measures** (Article *25-octies(2)* of Legislative Decree No. 231/2001, introduced by Legislative Decree No. 211/2025);
- **offences relating to copyright infringement** (Article 25-*novies* of Legislative Decree No. 231/2001, introduced by Law 99/2009);
- **incitement to make no statements or to make false statements to the judicial authorities** (Article 25-*decies* of Legislative Decree No. 231/2001, introduced by Law 116/2009 and amended by Legislative Decree No. 121/2011);
- **environmental offences** (Article 25-*undecies* of Legislative Decree No. 231/2001, introduced by Legislative Decree 121/2011 and amended by Law 68/2015, by Legislative Decree No. 21/2018 and by Law 147/2025);
- **employment of third-country nationals residing in the country illegally** (Article 25-*duodecies* Legislative Decree No. 231/2001, introduced by Legislative Decree No. 109/2012, as amended by Law No. 161 of 17 October 2017);
- **racism and xenophobia** (Article 25-*terdecies* of Legislative Decree No. 231/2001, introduced by Law 167/2017 and amended by Legislative Decree No. 21/2018);
- **fraud in sporting competitions, the unauthorised operation of games or betting schemes, and gambling carried out using prohibited machines** (Article 25-*quaterdecies* Legislative Decree No. 231/2001, introduced by Law 39/2019);
- **tax offences** (Article*25-quinquiesdecies* of Legislative Decree No. 231/2001, introduced by Law 157/2019 and amended by Legislative Decree No. 75/2020 and Legislative Decree No. 156/2022);
- **smuggling** (Article *25-sexiesdecies* of Legislative Decree No. 231/2001, introduced by Legislative Decree No. 75/2020, as amended by Legislative Decree No. 141/2024);
- **crimes against cultural heritage** (Article *25-septiesdecies* of Legislative *Decree* No. 231/2001, introduced by Law 22/2022);

- **the laundering of cultural property and the destruction and looting of cultural and landscape heritage** (Article *25-duodevicies* of Legislative Decree No. 231/2001, introduced by Law 22/2022);
- **offences against animals (**Article*25-undevicies* of Legislative Decree No. 231/2001, introduced by Law 82/2025);
- **transnational crime** (a category of offences introduced by Law No. 146/2006).

A description of the individual actions relevant for the purposes of criminal law is set out in **Annex 1 – *List of Criminal and Administrative Offences***.

3 I ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL

The **Legislative Decree** provides for a **specific form of exemption from liability for the organisation if**:

a) prior to the commission of the offence,the management body had adopted and effectively implemented *"organisational, management and control models"* suitable for preventing **offences**;

b) the task of supervising the functioning of and compliance with the models and ensuring that they are updated has been entrusted to a body of the entity with autonomous powers of initiative and control;

c) the persons who committed the offence acted by fraudulently circumventing the aforementioned organisational, management and control models;

d) there has been no failure or inadequacy in the supervision exercised by the body referred to in point b) above.

The **Organisational Model** is the set of rules, set out in the Special Sections and in the 231 Procedures, covering both conduct and control, compliance with which – when carrying out activities within the scope of the **Risk Processes** – helps prevent unlawful, improper or irregular conduct.

Failure by the **Recipients** to comply with the **Organisational Model** and/or the **Code of Ethics** is punishable. To this end, the **Organisational Model** also comprises a **Disciplinary System**, as set out and explained herein.

4 THE CONFINDUSTRIA GUIDELINES

In drawing up this document, **Eigenmann & Veronelli S.p.A.** has followed the Confindustria Guidelines.

It is understood that the decision not to align the **Organisational Model** with certain provisions set out in the Confindustria Guidelines does not affect its validity, as organisational, management and control models must be drawn up with reference to the Company's specific circumstances.

SECTION II

5 Description ofthe Company

5.1 The activities of Eigenmann & Veronelli S.p.A.

Eigenmann & Veronelli S.p.A. is a company engaged in the distribution and trade of chemicals, products and derivatives of animal and plant origin, minerals and metals, fibres and manufactured goods, as well as equipment and parts of equipment used in connection with the aforementioned products.

5.2 Group Code of Ethics

Eigenmann & Veronelli S.p.A. has adopted the Group Code of Ethics (**Annex 2**), which sets out the values that guide the **Company** and the Group in the conduct of their business.

The Code of Ethics sets out the ethical principles and rules of conduct that the **Company's senior management**, as well as all persons with professional and/or employment relationships with the Company, and, in general, all those acting in the name of or on behalf of **the Company**, are required to observe and/or uphold.

The provisions of the **Organisational Model** are based on the ethical principles and rules of conduct set out in the **Group's Code of Ethics** and are consistent with and complement it.

5.3 Purpose and Structure of the Organisational Model

The adoption of the **Organisational Model** in accordance with the provisions of the **Legislative Decree**, and in particular Articles 6 and 7, together with the adoption of the **Code of Ethics**, was undertaken in the belief that this initiative may also serve as a valuable tool for raising awareness amongst the **Recipients**, so that they, in the course of their duties, adopt correct and consistent conduct, thereby preventing the risk of committing predicate offences.

More specifically, the **Organisational Model** has the following objectives:

a) establish a ***structured and comprehensive system of prevention and control***, aimed at reducing the risk of offences being committed in connection with professional activities and at preventing and combating any unlawful conduct;

b) ensure that all those acting in the name and/or on behalf of **the Company** , particularly in 'high-risk areas of activity', ***an awareness that***, in the event of a breach of the provisions set out herein, ***they may be guilty of an offence punishable by sanctions***, which may include criminal penalties, and that such a breach may also result in sanctions being imposed on the **Company**;

c) inform the Recipients that any breach of the provisions set out in the Code, with which they are required to comply, will result in ***penalties and, in the most serious cases, the termination of the contractual relationship***;

d) reiterate that ***the Company does not tolerate unlawful conduct*** of any kind, regardless of its purpose, as such conduct (even where the Company might appear to stand to gain from it) is in any case contrary to the ethical principles to which the **Company** is committed.

The **Organisational Model** drawn up by **the Company** is designed to establish a preventive control system, aimed primarily at planning the formulation and implementation of **the**

Company's decisions in relation to the risks and offences to be prevented, and consists, in particular, of:

- the Code of Ethics, which sets out the core values to which the **Company** intends to adhere and thus establishes the general guidelines for the Company's activities;
- an up-to-date, formalised and clear organisational system that ensures a systematic allocation of tasks and an adequate level of segregation of duties;
- Special Sections / Protocols designed to regulate the conduct of activities, in particular with regard to high-risk processes, by establishing appropriate control points and ensuring the segregation of duties amongst those carrying out critical stages or activities within such processes;
- a clear allocation of authorisation and signing powers, consistent with organisational and managerial responsibilities;
- control mechanisms, relating primarily to the potential commission of predicate offences, capable of providing prompt notification of the existence and emergence of situations of general and/or specific concern.

6 RECIPIENTS

The intended **recipients** of the **Organisational Model** are:

- the Chairman, Chief Executive Officer and the other members of the Board of Directors (**Senior Management**);
- **Employees** or other persons – whatever their relationship with the **Company** may be – who are subject to the management or supervision of any of the persons referred to above.

Compliance with the requirements set out in the **Legislative Decree**, as well as with the principles of conduct set out in the **Code of Ethics**, is also required of **third parties** through the inclusion – where possible – of specific contract clauses.

7 ADOPTION OF THE ORGANISATIONAL MODEL BY THE COMPANY

Eigenmann & Veronelli S.p.A. - as part of the existing preventive control system – has implemented the necessary measures to bring that control system into line with the provisions of the **Legislative Decree.**

By adopting the **Organisational Model**, the **Company** has set itself the objective of establishing a set of Principles of Conduct and operating procedures designed to guide the formulation and implementation of decisions relating to the offences to be prevented, in accordance with the system for the allocation of functions and the delegation of powers, as well as internal procedures.

The **Organisational Model** was adopted by the Board of Directors of **Eigenmann & Veronelli S.p.A.**

Any amendments or additions to the **Organisational Model** must be approved by the Board of Directors.

7.1 IDENTIFICATION OF HIGH-RISK PROCESSES

Article 6(2)(a) of **the Legislative Decree** expressly provides that the organisational and management model must *"identify the activities in the course of which offences may be committed*". Accordingly, the **Company** has analysed the professional activities, the decision-making and implementation processes within each individual area, and the internal control systems.

In particular, as part of the aforementioned activities, the Company, with the support of an external consultant, has taken the following steps:

a) identify the professional activities within the scope of which the offences could, in theory, be committed;

b) analyse the potential risks of offences and the possible ways in which they might be committed;

c) identify the parties and functions involved;

d) define and, where necessary, adapt the internal control system.

7.2 IDENTIFICATION AND CLASSIFICATION OF HIGH-RISK ACTIVITIES

Following completion of the checks referred to in paragraph 7.1 above, the **Company** has identified the activities, or stages thereof, within which offences may, in theory, be committed (hereinafter the **"Processes at Risk"**).

In order to identify processes at risk, the **Company –** with the support of an external consultant – has implemented the following measures:

a) review of official documentation;

b) detailed mapping of operations, organised according to the Company's organisational units and carried out through interviews and survey questionnaires;

c) detailed analysis of each individual activity, aimed at verifying the precise content, the specific operational procedures, the allocation of responsibilities, and whether or not each of the offences set out in the **Legislative Decree** has been committed.

Specifically, the **high-risk processes** within which **offences** may, in theory, be committed are set out below:

1. **Purchases;**
2. **Corporate fulfilments;**
3. **Environment;**
4. **Administration and Finance;**
5. **Communication;**
6. **Litigation;**
7. **Distribution (Commercial Process);**

8. **Financial and monetary flows;**
9. **Tax matters;**
10. **Excise duty management;**
11. **Management of import and export operations;**
12. **Information Technology;**
13. **Gifts, sponsorships, donations and charitable contributions;**
14. **Relations with certification bodies;**
15. **Relations with the Public Administration;**
16. **Intercompany relations;**
17. **Human resources;**
18. **Safety.**

With regard to **the Risk Processes** set out above, the following categories of **offences** are, in theory, applicable:

- **offences committed in dealings with the public administration** (Articles 24 and 25);
- **cyber crimes and unlawful data processing** (Art. 24-bis);
- **organized crime offences** (Art. 24-ter);
- **forgery of money, public credit instruments, revenue stamps and identification instruments or signs** (Art. 25-bis);
- **offences against industry and trade** (Art. 25-bis.1);
- **corporate crimes** (Art. 25-ter);
- **offences against individuals** (Art. 25- *quinquies*);
- **offences of manslaughter and causing serious or very serious bodily harm through negligence (** Article*25-septies*);
- **receiving stolen goods, money laundering and the use of money, property or benefits of unlawful origin, as well as self-laundering** (Article 25-*octies*);
- **offences relating to non-cash payment instruments** (Article 25-*octies.1*);
- **offences relating to breaches of European Union restrictive measures** (Article *25-octies.2*);
- **offences relating to violation of copyright** (Art. 25-novies);
- **offence of Induction not to make statements or to make false statements to the judicial authority** (Art. 25-*decies*);
- **environmental crimes** (Art. 25-undecies);
- **offence of employment of citizens of third countries whose stay is unlawful** (Article 25-*duodecies*);
- **tax offences (**Article*25-quinquiesdecies);*
- **smuggling** (Article *25-sexiesdecies*);
- **transnational crimes** *(Law 146/2006).*

In view of the nature of its business, the **Company** has deemed the safeguards set out in **the Code of Ethics** to be sufficient for the **offences** listed below:

- **offences relating to terrorism or the subversion of the democratic order** (Article 25-*quater*);
- **racism and xenophobia** (Article 25-terdecies);

In view of the nature of its business activities, the **Company** considers that the offences listed below do not apply to it:

- **mutilation of female genital organs** (Art. 25-quater 1);
- **market abuse offences** (Article*25-sexies*);
- **fraud in sporting competitions, the unauthorised operation of games or betting schemes, and gambling carried out using prohibited machines** (Article 25-*quaterdecies);*
- **offences against cultural heritage** (Article *25-septiesdecies of* Legislative *Decree* No. 231/2001);
- **the laundering of cultural property and the destruction and looting of cultural and landscape heritage** (Article *25-duodevicies*);
- **offences against animals (**Article*25-undevicies* of Legislative Decree No. 231/2001, introduced by Law 82/2025).

The **Company** is committed to continuously monitoring its activities, both in relation to the offences listed above and in relation to any amendments or additions to the **Legislative Decree.**

7.3 DESIGN OF ORGANISATIONAL AND PROCEDURAL ARRANGEMENTS

Under the provisions of Art. 6, paragraph 2 of the Decree, the Organisational Model must, among other things, “provide specific protocols aimed at planning the definition and implementation of the Institution's decisions in relation to the crimes to be prevented”.

The provision in question highlights the need to establish – or improve, where they already exist – specific mechanisms for formalising management and decision-making procedures, with a view to ensuring that the various stages of each process are documented and verifiable.

It is therefore clear that the overall framework of organisational structures, activities and applicable operational rules – as directed by *management* – must be geared towards this specific objective, with the aim of ensuring, with reasonable certainty, that the objectives falling within the scope of an adequate and efficient risk monitoring system are achieved, including the risk of incurring the penalties provided for in the **Legislative Decree**.

The current organisational structure is based on the following principles:

- verifiability, documentability, consistency and coherence of each transaction
- separation of duties (no one may independently manage all stages of a process)
- inspection records
- introduction of an adequate system of sanctions for violations of the rules and procedures laid down in the Organisational Model
- the establishment of a Supervisory Body characterised by autonomy and independence, professionalism and continuity of action

8 Dissemination, Communication and Training

Appropriate formation and the provision of ongoing or periodic information to **the relevant parties regarding** the principles and requirements set out in **the Organisational Model** are factors of great importance for the correct and effective implementation of the prevention system.

The **Recipients are** required to be fully aware of the objectives of integrity and transparency that the **Organisational Model** is intended to pursue, and of the methods by which the **Company** has sought to achieve them, by establishing an appropriate system of procedures and controls.

The communication and training activity is differentiated depending on its **Recipients**, but in any event, it is based on principles of completeness, clarity, accessibility and continuity, in order to make the various Recipients fully aware of the corporate regulations they have to comply with and of the ethical rules that must inspire their actions.

8.1 Employees

8.1.1 Communication

Employees and new recruits are informed of the adoption of **the Organisational Model** through delivery of a copy of **the Organisational Model** and the **Code of Ethics**, or through the opportunity to consult them directly on the company's intranet portal.

For employees or new recruits who do not have access to the intranet, this documentation must be made available by alternative means, such as, for example, by attaching it to their payslips or by displaying it on company noticeboards.

Employees and new recruits must also sign a statement confirming their knowledge of and compliance with the **Organisational Model** and the **Code of Ethics**.

Appropriate communication channels are used to keep employees and new recruits informed of any amendments made to the **Organisational Model**, as well as any significant procedural, regulatory or organisational changes.

8.1.2 Training

Formation on the principles and content of **the Organisational Model** and **Code of Ethics** is provided by **the relevant departments**, which, in accordance with the guidance and plans set out **by the Supervisory Body**, determine the most appropriate way to deliver these services.

Training programmes may also be delivered remotely using IT systems.

At the end of the training event, participants must complete a questionnaire, thereby confirming that they have received and attended the training programme.

Completing and submitting the questionnaire constitutes a declaration that one is aware of and will comply with the contents of the Code.

8.2 Company management and senior executives

8.2.1 Communication

A hard copy of **the Organisational Model** is made available to **the Company** 's **senior management and key executives** upon their acceptance of their appointed posts, and they are required to sign a declaration confirming their compliance with the principles of the **Organisational Model** and the **Code of Ethics.**

Appropriate communication channels are used to keep them informed of any amendments to the **Organisational Model**, as well as of any significant procedural, regulatory or organisational changes.

9 Supervisory and Control Body

9.1 Role of the Supervisory Body

The **Board of Directors of Eigenmann & Veronelli S.p.A.,** in accordance with the provisions of **the Legislative Decree**, has established **the Supervisory and Control Body (SB)**, which is responsible for **overseeing the operation of and compliance with the Organisational Model**, as well as for **ensuring that it is kept up to date**. **The Company 's Supervisory Body** is therefore responsible for the supervisory and monitoring activities set out in the **Organisational Model.**

The appointment of the **Supervisory Body**, as well as its dismissal (for just cause), falls within the remit of the Board of Directors. The **Supervisory Body** reports directly to the **Board of Directors.**

In accordance with the provisions of the Decree (Articles 6 and 7) and the guidance set out in the Explanatory Memorandum accompanying the **Legislative Decree**, the **Supervisory Body** must have the following characteristics:

1. <u>Autonomy and independence</u>

The requirements for autonomy and independence ensure that the tasks and functions assigned to the **Supervisory Body** are carried out effectively. To this end, it is essential that **the Supervisory Body** is not directly involved in the management activities that form the subject matter, purpose, or scope of its supervisory role, nor is it hierarchically subordinate to those carrying out such activities.

These requirements can be met by ensuring that the Supervisory Body enjoys the highest possible independence from the management hierarchy, and by providing for reporting directly to senior management, namely the Chairman, the Chief Executive Officer and the other members of the Board of Directors.

2. <u>Professionalism</u>

The **Supervisory Body** must possess the technical and professional expertise appropriate to the duties it is required to perform. These characteristics, combined with independence, ensure objectivity of judgement.

3. <u>Continuity of action</u>

The **Supervisory Body** must:

1 work continuously on monitoring the **Organisational Model**, with the necessary investigative powers, including with the support of external consultants;

2 oversee the implementation of the **Organisational Model** and ensure that it is kept up to date;

3 not carry out operational tasks that might impair the overall view of the company's activities that is required of them.

9.2 Composition and Appointment of the Supervisory Body

The Supervisory Body remains in office for the period specified by the Board of Directors in the deed of appointment and may be re-elected.

The replacement of one or more members of the **Supervisory Body** before the end of their term of office may only take place for just cause or on justified grounds, which include, by way of example:

- the voluntary withdrawal by the **Supervisory Body**;
- incapacity arising from natural causes;
- the occurrence of any of the grounds for ineligibility, forfeiture, suspension or revocation referred to in paragraph 9.3 below.

The **Company's** Board of Directors determines, for the entire term of its office, the annual remuneration payable to the **Supervisory Body.**

In the event of the forfeiture, suspension or removal of a member of the **Supervisory Body**, the Board of Directors shall take steps to restore its composition.

The **Supervisory Body** shall, in any event, be deemed to have ceased to exist if the majority of its members cease to hold office, whether through resignation or for other reasons. In that case, the Board of Directors shall appoint the new members.

In the event of the appointment of a Supervisory Body comprising several members,**the Supervisory Body** shall establish a self-regulatory framework through a specific set of regulations, accompanied by provisions designed to ensure its optimal functioning. The adoption of said Regulation shall be notified to the Board of Directors at the first meeting.

9.3 GROUNDS FOR (IN)ELIGIBILITY, FORFEITURE OF OFFICE, SUSPENSION AND DISMISSAL OF THE SUPERVISORY BODY

9.3.1 INELIGIBILITY AND FORFEITURE OF OFFICE

Without prejudice to the Board of Directors' assessment as set out below, the following persons **may not be appointed** as members of the **Supervisory Body** and, if appointed, **shall be removed** from office:

a) those who are in a conflict of interest, even potentially, with the **Company**;
b) those who hold, directly or indirectly, significant shareholdings in the **Company** within the meaning of Article 2359 of the Civil Code;
c) those who hold administrative positions involving delegated powers or executive responsibilities within the **Company**;
d) those who owners, directly or indirectly, of equity investments large enough to create control or significant influence over the Company;
e) those who in a legal position where they have been declared legally incapacitated, disqualified, bankrupt, or have been sentenced to a penalty entailing incapacity, even if only temporary, from public office or the inability to hold executive positions;
f) those who have been subject to preventive measures ordered by the judicial authorities pursuant to Law No. 1423 of 27 December 1956, or Legislative Decree No. 159/2011 , as amended and supplemented, without prejudice to the effects of rehabilitation;
g) those who have been convicted by a final judgement, without prejudice to the effects of rehabilitation:
    - to imprisonment for one of the offences provided in title XI of book V of the Italian Civil Code and in Royal Decree No. 267 of 16 March 1942;
    - to imprisonment for a period equal to or greater than one year for an offence against the public administration, public faith, property, public order, public economic or for an offence in tax matters;
    - to imprisonment for a period equal to or greater than two years for any offence committed with criminal intent;
h) those who have been convicted by a final judgement imposing a sentence at the request of the parties, except where the offence has been time-barred:
    - to imprisonment for one of the offences provided in title XI of book V of the Italian Civil Code and in Royal Decree No. 267 of 16 March 1942;
    - to imprisonment for a period equal to or greater than one year for an offence against the public administration, public faith, property, public order, public economic or for an offence in tax matters;
    - to imprisonment for a period equal to or greater than two years for any offence committed with criminal intent;
i) those who have been convicted of criminal offences or been subject to other punitive measures in foreign countries for offences corresponding to those set out above.

It shall be the responsibility of the member of the **Supervisory Body** to promptly notify the other members of the Supervisory Body and the Board of Directors of the occurrence of any grounds for forfeiture.

Should any of the above-mentioned grounds for forfeiture arise, the Board of Directors, having carried out the necessary investigations, having heard the person concerned and the other members of the **Supervisory Body**, and subject to the favourable opinion of the Board of Statutory Auditors (where appointed), shall adopt, by an absolute majority, the measures it deems appropriate until such time as the member's removal is formally declared.

In the event that the **Supervisory Body** also comprises members of the Board of Statutory Auditors, the preliminary hearing of the Board of Statutory Auditors (where appointed) shall be conducted only with regard to those members of the Board of Statutory Auditors who are not **members of the Supervisory Body**.

The resolution on forfeiture must be brought to the attention of the Shareholders Meeting at the earliest opportunity.

9.3.2 SUSPENSION

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

a) a conviction, by a judgement that is not yet final, for one of the offences that result in ineligibility or forfeiture of office;
b) a conviction by a judgement that is not yet final, imposing a sentence at the request of the parties for one of the offences that result in ineligibility or forfeiture of office;
c) a conviction of the **Company** by a judgement that is not yet final pursuant to **the Legislative Decree**, or a conviction by a judgement that is not yet final imposing a penalty at the request of the parties, where the deed reveals "failure to exercise supervision or insufficient supervision" on the part of the **Supervisory Body**, in accordance with Article 6(1)(d) of the Decree;
d) a conviction by a by a judgement that is not yet final imposing a penalty at the request of the parties, handed down against one of the members of the **Supervisory Body** for having committed one of the offences provided for in the **Legislative Decree**;
e) being provisionally subject to one of the measures provided for in Article 10(3) of Law No. 575 of 31 May 1965, as replaced by Article 3 of Law No. 55 of 19 March 1990, as subsequently amended and supplemented.

Should any of the above-mentioned grounds for suspension arise, the Board of Directors, having carried out the necessary investigations, having heard the person concerned and the other members of the **Supervisory Body**, and subject to the favourable opinion of the Board of Statutory Auditors (where appointed), shall adopt, by an absolute majority, the measures it deems appropriate until such time as the member's suspension is formally declared.

In the event that the **Supervisory Body** also comprises members of the Board of Statutory Auditors, the preliminary hearing of the Board of Statutory Auditors (where appointed) shall be conducted only with regard to those members of the Board of Statutory Auditors who are not **members of the Supervisory Body**.

The resolution on suspension must be brought to the attention of the Shareholders Meeting at the earliest opportunity.

9.3.3 REVOCATION

The following constitute grounds for **revocation** from the role of member of the **Supervisory Body**:

a) significant breaches of the mandate conferred, in relation to the duties set out in the **Organisational Model**;
b) breach of the obligations set out in the **Supervisory Body**'s Regulations, where such Regulations have been adopted;
c) absence at three or more meetings, whether consecutive or not, without justification, in any twelve consecutive month period;
d) the occurrence of circumstances that seriously and objectively impair the independence or autonomy of judgement of the component;
e) a final conviction of **the Company** pursuant to **the Legislative Decree** , or a judgment imposing a penalty at the request of the parties, which has become final, where the deed reveals "failure to exercise supervision or insufficient supervision" on the part **of the Supervisory Body**, in accordance with the provisions of Article 6(1)(d) of the Decree;
f) a final conviction, without prejudice to the effects of rehabilitation, or a final judgement imposing a sentence at the request of the parties - except where the offence has been time-barred - handed down against one of the members of the **Supervisory Body** for having committed one of the offences provided for in the **Legislative Decree**;
g) breaches of confidentiality obligations.

Should any of the above-mentioned grounds for revocation arise, the Board of Directors, having carried out the necessary investigations, having heard the person concerned and the other members of the **Supervisory Body**, and subject to the favourable opinion of the Board of Statutory Auditors (where appointed), shall adopt, by an absolute majority, the measures it deems appropriate until such time as the member's revocation is formally declared.

In the event that the **Supervisory Body** also comprises members of the Board of Statutory Auditors, the preliminary hearing of the Board of Statutory Auditors (where appointed) shall be conducted only with regard to those members of the Board of Statutory Auditors who are not **members of the Supervisory Body**.

The resolution on revocation must be brought to the attention of the Shareholders Meeting at the earliest opportunity.

9.4 RECORDS OF THE ASSESSMENT OF THE EFFECTIVENESS AND ONGOING ADAPTATION OF THE ORGANISATIONAL MODEL AND ACTION PLAN

The Supervisory Body, in coordination with the heads of the relevant departments, must periodically assess the effectiveness and suitability of the **Organisational Model** in preventing the offences referred to in the **Legislative Decree**. In particular, the following are envisaged:

1 **reviews of individual deeds.** To this end, it will periodically review the deeds and contracts relating to high-risk processes, in accordance with procedures determined by it;

2 **review of the Special Parts and the Protocols referred to therein.** To this end, it will periodically review the effectiveness and implementation of the Special Parts and the relevant Protocols;

3 **review of the level of understanding** of the **Organisational Model**, including through the analysis of requests for clarification or reports received;

4 **regular updating** of the *risk assessment* process, aimed at reviewing the list of activities potentially at risk, particularly in the event of changes to the Company's organisation or *business*, as well as in the event of additions to or amendments to the **Legislative Decree**.

With a view to the systematic exercise of the supervisory powers assigned to it,**the Supervisory Body** submits its annual **<u>action plan</u>** to the Board of Directors, informing it of the activities it intends to carry out and the areas that will be subject to review. In any case, within the scope of sensitive corporate activities and where it deems it necessary for the performance of its duties, the **Supervisory Body** may carry out checks not envisaged in the plan of action ("surprise checks").

In implementing the action plan, the **Supervisory Body** shall adopt procedures designed to facilitate the performance of its supervisory and monitoring activities, which shall be communicated to the relevant departments, and may set up working groups on specific issues. In the event of specific circumstances (for example, the discovery of previous breaches),**the Supervisory Body** will ensure that systematic procedures are followed to investigate and identify the risks subject to analysis.

In particular, it may request access to documentation relating to the activities carried out by individual organisational units and by those responsible for the high-risk processes subject to control and/or audit, making copies where necessary, as well as conducting interviews and requesting written reports where appropriate. During the course of these operations, it must keep the **department in charge** of the relevant organisational unit constantly informed.

Following the checks carried out, the **Supervisory Body** may report any comments and/or suggestions to the department in charge.

The work carried out by the **Supervisory Body** must be documented, even in summary form. The relevant documentation must be kept by the **Supervisory Body** itself, so as to ensure its confidentiality, in accordance with the relevant legislation on the protection of personal data.

Following checks, any regulatory changes that have occurred from time to time, and any emergence of new high-risk processes, the **Supervisory Body** proposes to the Board of Directors any adjustments and updates to the **Organisational Model** that it deems appropriate.

For the purposes of its audit work, the **Supervisory Body** may call upon the assistance of external consultants with the relevant expertise.

The **Supervisory Body** is allocated an annual budget, determined by a resolution of the Board of Directors, so that it may carry out its duties in full autonomy, without any constraints that might arise from a lack of financial resources. In any event, the **Supervisory Body** may request from the Board of Directors additional resources beyond the endowment fund, in order to enable it to operate normally and to carry out the analyses and investigations deemed necessary to verify the adequacy of the **Organisational Model**.

9.5 INFORMATION FLOWS TO THE SB

For the purposes of effectively monitoring the implementation of **the Organisational** Model, the **Recipients**, in accordance with their respective roles and responsibilities, are required to transmit information flows to **the Supervisory Body** (hereinafter the **"Information Flows"**).

The **information flows** are set out **in the Annex entitled 'List of Information Flows to the Supervisory Body'** and will be submitted to the Supervisory Body in accordance with the timetable set out therein.

In any event,**the Supervisory Body** is vested with all the powers set out in **the Organisational Model** to request, at any time, any information, data, documents or reports from **the Recipients**. The **Recipients** must provide the Supervisory Body with the requested information without delay.

It is also understood that any information or news which, under the **Organisational Model**, may be considered relevant must be reported to the Supervisory Body without delay.

In addition to the reports mentioned above, **senior management** is required to notify **the Supervisory Body** of:

a. any change with respect to the subject matter or purpose of either the system of delegated powers or the **Company's** organisational structure;
b. the **Company**'s extraordinary corporate transactions;
c. any new business activity;
d. any information relevant to compliance with, the operation of and the updating of the **Organisational Model**.

9.6 INFORMATION FROM THE SUPERVISORY BODY TO THE CORPORATE BODIES

The Supervisory Body reports directly to the Board of Directors on matters relating to **the Organisational Model.**

The Supervisory Body shall report to the Board of Directors, including in writing, on the implementation and effectiveness of **the Organisational Model** at least once a year (specifying, in particular, the controls carried out and their outcome, as well as any updates to processes at risk), or at other times in relation to specific or significant situations.

The Supervisory Body may be summoned by the Board of Directors to report on its activities and may request a meeting with the Board of Directors.

The Supervisory Body may also request a hearing before the Board of Directors whenever it deems it appropriate to report promptly on breaches of **the Organisational Model** or to draw attention to critical issues relating to the functioning of and compliance with **the Organisational Model**. In the event of a need and/or an emergency,the **Supervisory Body** may liaise directly with the Chairman or the Chief Executive Officer of the Board of Directors.

The Supervisory Body is responsible for providing the necessary clarifications in the event of interpretation or queries issues relating to the **Organisational Model**.

10 WHISTLEBLOWING SYSTEM

The Company, in accordance with the provisions of Legislative Decree No. 24/2023 transposing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and national legal provisions, has established channels for reporting breaches as set out in the **Whistleblowing Procedure**, to which reference is hereby made.

11 FINANCIAL RESOURCE MANAGEMENT PROCEDURES

Article 6(2)(c) of the **Legislative Decree** requires the identification of appropriate procedures for the management of financial resources designed to prevent offences.

Consequently, the **Company** has deemed it appropriate, in order to supplement the **Organisational Model**, to issue a Protocol on the management of financial and cash flows, which sets out, for each individual type of transaction, the parties involved and their respective powers, the instruments used and the links with the administrative and accounting system.

SECTION III

12 Disciplinary system

12.1 General principles

These disciplinary rules are adopted pursuant to Article 6(2)(e) and Article 7(4)(b) of the **Legislative Decree.**

The system is designed to impose sanctions for failure to comply with the General Section, the Principles of Conduct set out in the Special Section and in the Protocols of the Organisational Model and the Whistleblowing Procedure and, pursuant to Article 2106 of the Civil Code, 'Disciplinary Sanctions', it supplements, insofar as not otherwise provided for, and limited to the cases covered, the relevant National Collective Labour Agreements (CCNL) applicable to employees in the chemical and pharmaceutical industry.

The imposition of disciplinary sanctions for breaches of **the Organisational Model** and/or the **Code of Ethics** is independent of whether criminal proceedings are brought and of the outcome of any subsequent trial for one of the offences provided for in **the Legislative Decree.**

The Company has adopted Procedure DIR-SOP-105: Disciplinary Proceedings (to which reference is made), whose purpose to set out the criteria and procedures for initiating disciplinary proceedings, whilst describing the roles and responsibilities assigned to the relevant corporate departments.

12.2 General Criteria for the Imposition of Sanctions

In the event of non-compliance with and/or breaches of the **Organisational Model**, the type and severity of the specific sanctions will be applied in proportion to the seriousness of the breaches and, in any event, taking into account the factors listed below:

1. • whether the conduct is intentional or negligent
2. • the significance of the breached obligations
3. • level of hierarchical and/or technical liability
4. • the presence of aggravating or mitigating circumstances, with particular regard to the individual's professional status, previous work experience, the circumstances in which the offence was committed and any previous convictions
5. • any sharing of liability with other parties who contributed to the breach
6. • behaviour that could compromise, even if only potentially, the effectiveness of **the Organisational Model**

If, with just a single act, several infractions are committed, punishable with different sanctions, the most severe sanction is applied.

The imposition of any disciplinary sanction, irrespective of whether proceedings are brought and/or the outcome of any criminal proceedings, must, as far as possible, be guided by the principle of promptness.

12.3 NON-SENIOR STAFF

Pursuant to the combined provisions of Articles 5(b) and 7 of **the Legislative Decree**, subject to the prior notification of the charge and the procedure laid down in Article 7 of Law No. 300 of 20 May 1970 (the Workers' Statute), the sanctions provided for herein may be applied, taking into account the general criteria set out above, to employees other than senior management.

12.3.1 BREACHES

Penalties may be imposed in the event of breaches consisting in:

a) failure to comply with the provisions set out in **the Organisational Model** and/or the **Code of Ethics**;
b) conduct which, directly or indirectly, constitutes an offence as defined in the **Legislative Decree**;
c) failure to attend, without valid reason, training sessions on the **Legislative Decree, the Organisational Model and the Code of Ethics**;
d) failure to provide, or the provision of false information regarding, the activities carried out in relation to the procedures for documenting, storing and checking deeds, thereby preventing transparency and verifiability of such activities;
e) the breach and/or circumvention of the control system, carried out by the removal, destruction or alteration of supporting documentation, or by carrying out activities aimed at preventing the persons responsible and the **Supervisory Body** from monitoring or accessing the requested information and documentation;
f) the failure to comply with the provisions relating to signing authority and the system of proxies;
g) failure to supervise their subordinates with regard to the correct and effective application of **the Organisational Model** and/or the **Code of Ethics**;
h) breaching the duty to provide information to the **Supervisory Body**;
i) the additional scenarios set out in the **<u>Whistleblowing Procedure.</u>**

This list of examples is not exhaustive.

12.3.2 PENALTIES

The disciplinary offences referred to in the previous paragraph shall be subject to the following disciplinary measures, depending on the seriousness of the breaches:

a. verbal warning;
b. written warning;
c. fine;
d. suspension from duty without pay;
e. dismissal for objective justified reason;
f. dismissal for just cause without notice.

Where the employees referred to above hold a power of attorney authorising them to represent the Company externally, the imposition of the sanction may result in the revocation of that power of attorney.

a) Verbal warning
A verbal warning may be imposed in cases of minor, unintentional breaches of the Principles of Conduct set out in **the Organisational Model** , or in cases of procedural errors resulting from negligence. No prior notice is required.

b) Written warning
A written warning shall be issued in the event of a repeat offence by an employee involving breaches which have already given rise to a verbal reprimand as referred to in point (a), or in the case of less serious disciplinary offences, or those which, whilst not having caused actual damage to the Company, are potentially harmful.

c) Fine
In addition to cases of repeated infringements that may result in the imposition of a written reprimand, a fine may be imposed in cases where, due to the level of hierarchical or technical liability or in the presence of aggravating circumstances, the culpable and/or negligent conduct may compromise, even if only potentially, the effectiveness of **the Organisational Model**. The fine may not exceed the equivalent of 4 hours' pay.

d) Suspension from duty without pay
A suspension may be imposed in cases of serious breaches of the provisions of the Organisational Model, such as to expose the Company to liability towards third parties, as well as in cases of repeat offences where such breaches may result in the imposition of a fine. Suspension from duty without pay may be imposed for a maximum of eight days.

e) Dismissal
In the event of dismissal, the employee may be suspended from work as a precautionary measure until the decision is formally imposed. Dismissal may be imposed for misconduct so serious as to undermine the relationship of trust with the Company and thus preclude the continuation of the employment relationship, even on a temporary basis, including, but not limited to:

i. breach of the provisions of the Organisational Model that have external implications and/or fraudulent circumvention of the Model;

ii. breach and/or circumvention of the control system, committed by removing, destroying, or altering documentation, or by preventing the persons responsible and **the Supervisory Body** from carrying out checks or accessing the requested information and documentation.

Disciplinary dismissal may be imposed:

- on the grounds of a legitimate reason;
- for just cause, without notice, and with the other consequences provided for by reason and by law (summary dismissal).

12.4 Senior Staff – Executives

Pursuant to the combined provisions of Articles 5(a) and 7 of **the Legislative Decree** and the applicable statutory and contractual provisions, the sanctions set out herein may be imposed on managers, subject to compliance with the general criteria for their imposition, including formal requirements (written notice of the allegation and a request for an explanation).

12.4.1 Breaches

Penalties may be imposed in the event of breaches consisting in:

a) failure to comply with the provisions set out in **the Organisational Model** and/or the **Code of Ethics**;
b) failure to provide, or the provision of false evidence regarding, the activities carried out in relation to the procedures for documenting, storing and checking deeds relating to the **Organisational Model**, thereby preventing transparency and verifiability of such activities;
c) breach and/or circumvention of the control system, committed by removing, destroying, or altering documentation set out by the **Organisational Model** or by preventing the persons responsible and **the Supervisory Body** from carrying out checks or accessing the requested information and documentation;
d) the failure to comply with the provisions relating to signing authority and the system of proxies, except in cases of extreme necessity and urgency, in which case the line manager must be notified promptly;
e) failure to supervise, monitor and oversee subordinates with regard to the correct and effective application of the Principles of Conduct set out in **the Organisational Model**;
f) where applicable, the failure to provide formation and/or refresher formation and/or to inform staff involved in the processes governed by **the Organisational Model**;
g) breaching the duty to provide information to the **Supervisory Body**;
h) the additional scenarios set out in the **Whistleblowing Procedure.**

This list of examples is not exhaustive.

12.4.2 Penalties

The commission of disciplinary offences by managers, as referred to in the previous paragraph, shall be subject to the following disciplinary measures, depending on the seriousness of the breaches, taking into account the particular nature of the employment relationship, which is based on trust:

a) written warning;
b) dismissal without notice.

Where managers are granted a power of attorney authorising them to represent the Company externally, the imposition of a written reprimand may also result in the revocation of that power of attorney.

a) Written warning

A written warning may be imposed in cases of negligent breach of the provisions of the Organisational Model.

b) Dismissal without notice

Dismissal without notice may be imposed in cases where the relationship of trust has been breached to such an extent that the employment relationship cannot be continued, even on a temporary basis; examples of such cases include, but are not limited to:

i. a breach of the provisions of **the Organisational Model** and/or the **Code of Ethics** which has external implications and/or the fraudulent circumvention of such provisions, carried out through conduct aimed at committing a serious offence within the meaning of **the Legislative Decree**;

ii. breach and/or circumvention of the control system, committed by removing, destroying, or altering documentation set out by the **Organisational Model** or by preventing the persons responsible and **the Supervisory Body** from carrying out checks or accessing the requested information and documentation.

Should the manager have committed one of the offences punishable by dismissal, the **Company** may order his or her suspension as a precautionary measure with immediate effect.

Should the Company decide to proceed with the dismissal, it shall take effect from the day on which the precautionary suspension began.

12.5 Senior Management

The sanctions set out herein may be imposed on the **senior management**.

12.5.1 Breaches

The provisions herein may be applied in the event of breaches by the aforementioned parties, consisting in:

a) failure to comply with the provisions set out in **the Organisational Model** and/or the **Code of Ethics**;
b) breach and/or circumvention of the control system, committed by removing, destroying, or altering documentation, or by preventing the persons responsible and **the Supervisory Body** from carrying out checks or accessing the requested information and documentation;
c) failure to comply with the provisions relating to signing authority and, in general, the system of proxies, except in cases of extreme necessity and urgency, in which case the Chairman must be notified promptly;
d) the additional scenarios set out in the **Whistleblowing Procedure.**

This list of examples is not exhaustive.

12.5.2 Protective measures

Depending on the seriousness of the breach and subject to a decision to that effect by the Board of Directors, protective measures may be applied, such as, for example, the revocation of the authorisation, power of attorney and/or appointment granted to the individual.

In the most serious cases, the Board of Directors may recommend the Shareholders Meeting that the person be removed from office.

Notwithstanding the application of the protective measure, the **Company's** right to bring liability and/or compensation claims remains unaffected.

12.5.3 Case of a person holding several positions

In the event of breaches committed by a person referred to hereto who also holds the status of employee, the sanctions established by **the Board of Directors** shall apply, without prejudice, in any event, to the applicability of the various disciplinary measures that may be taken on the basis of the employment relationship with the **Company** and in accordance with the relevant legal procedures, where applicable.

12.6 THIRD PARTIES

Eigenmann & Veronelli S.p.A. deems that any conduct on the part of **third parties** which may entail the risk of one of **the offences** being committed is to be condemned. Consequently, breaches consisting in:

a) failure to comply with the principles set out in **the Company's Code of Ethics** relating to the subject matter, purpose, and scope of the assignment;

b) conduct aimed at committing, or in any event constituting, a serious offence within the meaning of the **Legislative Decree**;

c) breach of the provisions set out in the **Whistleblowing Procedure.**

constitute a breach of the contractual obligations undertaken, with all the legal consequences that this entails, and may therefore result – in the most serious cases – in the termination of the contract and/or the revocation of the appointment, as well as in compensation for any damages suffered by **the Company**.

SECTION IV

13 SPECIAL SECTIONS

- Special Section A: Offences against the public administration and incitement to make no representations or to make false representations to the judicial authorities.
- Special Section B: Corporate offences.
- Special Section C: Organised crime offences; transnational offences; offences relating to the handling of stolen goods, money laundering and the use of money, property or benefits of unlawful origin, as well as self-laundering and offences relating to non-cash payment instruments.
- Special Section D: Cyber crimes and unlawful processing of data.
- Special Section E: Offences relating to counterfeiting of currency, public credit instruments, revenue stamps and identification documents, and offences against industry and commerce.
- Special Section F: Manslaughter or grievous bodily harm committed in violation of the rules on the protection of health and safety at work.
- Special Section G: Environmental offences.
- Special Section H: Offences relating to the employment of third-country nationals residing in the country illegally, and offences against the person.
- Special Section I: Copyright infringement offences.
- Special Section L: Tax offences.
- Special Section M: Smuggling.
- Special Section N: Offences relating to breaches of European Union restrictive measures.

14 PROTOCOLS

- Protocol 1 – Dealings with the Public Administration.
- Protocol 2 – Management of financial and monetary flows.
- Protocol 3 – Bookkeeping, preparation of financial statements and other related activities.
- Protocol 4 – Selection, recruitment and management of human resources.
- Protocol 5 – Management of the procurement of goods and services, agency arrangements and consultancy services.

- Protocol 6 – Provision and management of gifts, sponsorships, donations and charitable contributions.
- Protocol 7 – Distribution (commercial process).
- Protocol 8 – Management of health and safety in the workplace.
- Protocol 9 – Environmental protection management.
- Protocol 10 – Management and use of the IT system.
- Protocol 11 – Taxation.
- Protocol 12 – Management of imports, exports and related customs formalities.

ANNEXES

Annex 1 – *List of Criminal Offences and Administrative Offences*

Annex 2 – *Group Code of Ethics*

Annex 3 – *Organisation chart*

Annex 4 – *List of Information flows to the Supervisory Body*