



**ORGANISATION, MANAGEMENT
AND CONTROL MODEL PURSUANT
TO LEGISLATIVE DECREE NO. 231
OF 8 JUNE 2001**

Adopted by the Board of Directors in 2018 and last updated on 13/07/2023

INDEX

Summary

SECTION ONE.....	4
1. LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001.....	4
1.1. THE ADMINISTRATIVE LIABILITY OF ENTITIES	4
1.2. THE CRIMES PROVIDED FOR BY THE DECREE	4
1.3. THE PENALTIES IMPOSED BY THE DECREE	12
1.4. EXEMPTION CONDITION OF ADMINISTRATIVE LIABILITY	12
1.5. THE GUIDELINES OF THE TRADE ASSOCIATIONS	13
- SPECIAL PART -	15
THE ORGANIZATIONAL MODEL	15
SECTION TWO	15
2. THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL OF LAICA S.P.A.....	15
2.1. PURPOSE OF THE MODEL.....	15
2.2. RECIPIENTS.....	15
2.3. MODEL FUNDAMENTALS	16
2.4. CODE OF ETHICS AND MODEL.....	16
2.5. METHODOLOGICAL PATH FOR DEFINING THE MODEL: MAPPING OF THE AREAS OF ACTIVITY AT RISK - CRIME - INSTRUMENTAL AND MANAGEMENT PROCESSES	16
2.6. BUSINESS PROCESSES (INSTRUMENTAL AND FUNCTIONAL TO THE POTENTIAL COMMISSION OF CRIMES)....	19
2.7. "OPERATIONAL" PROTOCOLS.....	19
2.8. INTERNAL CONTROL SYSTEM	19
2.9. GENERAL RULES OF CONDUCT	20
2.9.1 CONDUCT TO BE ADOPTED IN RELATIONS WITH THE PUBLIC ADMINISTRATION, WITH THE INDEPENDENT ADMINISTRATIVE AUTHORITIES AND, IN GENERAL, WITH THIRD PARTIES	20
2.9.2 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO COMPUTER CRIME CRIMES INTRODUCED BY LAW 48/2008.....	22
2.9.3 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIMES OF ORGANIZED CRIME REFERRED TO IN ART. 24 TER OF LEGISLATIVE DECREE 231/01, AND IN PARTICULAR IN THE CRIME OF "CRIMINAL ASSOCIATION" (ART. 416 OF THE CRIMINAL CODE)	23
2.9.5 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CORPORATE CRIMES INTRODUCED BY LEGISLATIVE DECREE 61/2002 AND AMENDED BY LAW 262/2005 AND LAW 69/2015.....	23
2.9.6 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CULPABLE CRIMES INTRODUCED BY LAW 123/2007	25
2.9.7 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIMES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING AS WELL AS SELF-LAUNDERING AND USE OF MONEY, GOODS OR UTILITIES OF ILLEGAL ORIGIN INTRODUCED BY LEGISLATIVE DECREE 231/2007 AND AMENDED BY LAW 186 /2014	26
2.9.8 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CRIMES RELATING TO COPYRIGHT INFRINGEMENT INTRODUCED BY LAW 99/2009	28
2.9.9 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIME OF INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITY" INTRODUCED BY LAW 116/2009.....	29

2.9.10	CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CRIMES INTRODUCED BY LEGISLATIVE DECREE 121/2011 AND AMENDED BY LAW 68/2015	29
2.9.11	CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIMES OF EMPLOYMENT OF THIRD NATIONALS WHOSE STAY IS ILLEGAL	30
2.9.12	CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIME OF FRAUD IN SPORTS COMPETITIONS INTRODUCED BY LAW NO. 39/2019	30
2.9.13	CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO TAX CRIMES	31
2.9.14	CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO SMUGGLING CRIMES	33
SECTION THREE		34
3.	SUPERVISORY BODY	34
3.1.	FORFEITURE AND REVOCATION.....	34
3.2.	POWERS AND FUNCTIONS OF THE SUPERVISORY BODY.....	35
3.3.	REPORTING BY THE SUPERVISORY BODY.....	37
3.4.	INFORMATION FLOWS TO THE SUPERVISORY BODY	37
SECTION FOUR		39
4.	DISCIPLINARY SYSTEM.....	39
4.1.	PENALTIES FOR EMPLOYEES	39
4.2.	PENALTIES FOR EMPLOYEES WITH THE STATUS OF MANAGERS.....	40
4.3.	PENALTIES FOR EMPLOYEES SUBJECT TO MANAGEMENT OR SUPERVISION	40
4.4.	MEASURES AGAINST DIRECTORS	41
4.5.	MEASURES AGAINST TOP MANAGEMENT.....	41
SECTION FIVE		42
5.	DISSEMINATION OF THE MODEL.....	42
SECTION SIX		43
6.	ADOPTION AND UPDATING OF THE MODEL	43

- GENERAL PART -

REGULATORY FRAMEWORK

SECTION ONE

1. LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001

1.1. THE ADMINISTRATIVE LIABILITY OF ENTITIES

Legislative Decree no. 231 of 8 June 2001, which regulates the "*Administrative liability of legal persons, companies and associations, including those without legal personality*" (hereinafter also referred to as "**Legislative Decree 231/2001**" or, even just the "**Decree**"), which came into force on 4 July 2001 in implementation of art. 11 of Delegated Law no. 300 of 29 September 2000, introduced into the Italian legal system, in accordance with the provisions of the European Union, the administrative liability of entities. This form of liability, although defined as "administrative" by the legislator, has the characteristics of criminal liability, since it is left to the criminal judge to ascertain the crimes from which it derives, and the guarantees of the criminal process are extended to the entity.

The administrative liability of the entity derives from the commission of crimes, expressly indicated in Legislative Decree 231/2001, committed, *in the interest or to the advantage* of the entity itself, by natural persons who hold representation, administration or management functions of the entity or of one of its organizational units endowed with financial and functional autonomy, or who exercise, even de facto, its management and control (the so-called "*top management subjects*"), or that are subject to the direction or supervision of one of the above-mentioned subjects (the so-called "*subordinate subjects*").

In addition to the existence of the requirements described above, Legislative Decree 231/2001 also requires the ascertainment of the guilt of the entity, in order to be able to assert its administrative liability. This requirement is attributable to an "*organizational fault*", to be understood as the failure of the entity to adopt adequate preventive measures to prevent the commission of the crimes listed in the following paragraph, by the subjects identified in the Decree.

Where the entity is able to demonstrate that it has adopted and effectively implemented an organization suitable for avoiding the commission of such crimes, through the adoption of the organization, management and control model provided for by Legislative Decree 231/2001, it will not be liable for administrative liability.

1.2. THE CRIMES PROVIDED FOR BY THE DECREE

The offences from the commission of which the administrative liability of the entity is derived, are those expressly and exhaustively referred to by Legislative Decree 231/2001 and subsequent amendments and additions.

The crimes currently included in the scope of application of Legislative Decree 231/2001 are listed below, specifying however that this is a list destined to expand in the near future:

- Crimes against the Public Administration (Articles 24 and 25):
 - Undue receipt of public funds (Article 316 *ter* of the Criminal Code);
 - Embezzlement of public funds (Article 316 *bis* of the Criminal Code);
 - Fraud in public procurement (art. 356);

- Fraud to the detriment of the State or other public body of the European Communities (Article 640, paragraph 2, no. 1, of the Criminal Code);
 - Aggravated fraud for the achievement of public disbursements (Article 640 *bis* of the Criminal Code);
 - Computer fraud to the detriment of the State or other public body (Article 640 *ter* of the Criminal Code);
 - Fraud against the European Agricultural Fund (art. 2 L. 23/12/1986, n. 898);
 - Embezzlement (art. 314);
 - Embezzlement by taking advantage of the error of others (art. 316);
 - Corruption (Articles 318, 319, 319 *encore*, 320, 321 and 322 *encore* of the Criminal Code);
 - Incitement to corruption (Article 322 of the Criminal Code);
 - Corruption in judicial acts (Article 319 *ter* of the Criminal Code);
 - Bribery (Article 317 of the Criminal Code);
 - Undue inducement to give or promise benefits (art. 319 *quarter*);
 - Abuse of office (art. 323);
 - Trafficking in illicit influence (Article 346 *bis*)
- Crimes of computer crime and illegal processing of data introduced in the Decree by Law 48/2008 (art. 24 *bis*):
- Forgeries concerning an electronic document (Article 491 *bis of the* Criminal Code);
 - Abusive access to a computer or telematic system (Article 615 *ter* of the Criminal Code);
 - Possession and abusive dissemination of access codes to computer or telematic systems (Article 615 *quarter of the* Criminal Code);
 - Dissemination of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (Article 615 *quinquies* of the Criminal Code);
 - Unlawful interception, impediment or interruption of computer or telematic communications (Article 617 *quarter of the* Criminal Code);
 - Installation of equipment to intercept, prevent or interrupt computer or telematic communications (Article 617 *quinquies* of the Criminal Code);
 - Damage to information, data and computer programs (Article 635 *bis of the* Criminal Code);
 - Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (Article 635 *ter* of the Criminal Code);
 - Damage to computer and telematic systems (Article 635 *quarter of the* Criminal Code);
 - Damage to computer and telematic systems of public utility (art. 635 *quinquies* of the Criminal Code);
 - Computer fraud of the person who provides electronic signature certification services (Article 640 *quinquies* of the Criminal Code);
 - Violation of the rules on the National Cyber Security Perimeter (art. 1, paragraph 11, Legislative Decree no. 105 of 21 September 2019).
- Organized crime crimes introduced into the Decree by Law 94/2009 (art. 24 *ter*).
- Personal aiding and abetting (Article 378 of the Criminal Code);
 - Criminal association (Article 416 of the Criminal Code);
 - Mafia-type associations, including foreign ones (Article 416 *bis of the* Criminal Code);
 - Political-mafia electoral exchange (Article 416 *ter* of the Criminal Code);
 - Kidnapping for the purpose of robbery or extortion (Article 630 of the Criminal Code);
 - Association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 74, Presidential Decree no. 309 of 9 October 1990);
 - Offences of unlawful manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or place open to the public of weapons of war or war-type weapons or parts thereof, explosives, clandestine weapons and several common firearms, excluding those provided for in Article 2, third paragraph, of the Law of 18 April 1975, no. 110 (art. 407, paragraph 2, letter a), number 5) of the Code of Criminal Procedure);
 - Criminal conspiracy to smuggle foreign manufactured tobacco (Article 291 *quarter*, Presidential Decree 43/1973);

- Provisions against illegal immigration (Article 12, Legislative Decree 286/1998 "Smuggling of migrants").
- Offences relating to counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs, introduced into the Decree by Law 409/2001 and amended by Law 99/2009 (art. 25 *bis*):
 - Counterfeiting of coins, spending and introduction into the State, after concert, of counterfeit coins (Article 453 of the Criminal Code);
 - Alteration of coins (Article 454 of the Criminal Code);
 - Spending and introduction into the State, without concert, of counterfeit coins (Article 455 of the Criminal Code);
 - Spending of counterfeit coins received in good faith (Article 457 of the Criminal Code);
 - Forgery of revenue stamps, introduction into the State, purchase, possession or putting into circulation of falsified revenue stamps (Article 459 of the Criminal Code);
 - Counterfeiting of watermarked paper used for the manufacture of public credit cards or in revenue stamps (Article 460 of the Criminal Code);
 - Manufacture or possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps, or watermarked paper (Article 461 of the Criminal Code);
 - Use of counterfeit or altered stamps (Article 464, paragraphs 1 and 2, of the Criminal Code);
 - Counterfeiting, alteration, use of trademarks or distinctive signs or patents, models and designs (473 of the Criminal Code);
 - Introduction into the State and trade in industrial products with false signs (474 of the Criminal Code).
- Crimes against industry and commerce, introduced into the Decree by Law 99/2009 (art. 25-bis 1):
 - Disturbed freedom of industry or commerce (Article 513 of the Criminal Code);
 - Unlawful competition with threat or violence (Article 513 *bis of the* Criminal Code);
 - Fraud against national industries (Article 514 of the Criminal Code);
 - Fraud in the exercise of trade (Article 515 of the Criminal Code);
 - Sale of non-genuine foodstuffs as genuine (Article 516 of the Criminal Code);
 - Sale of industrial products with false signs (Article 517 of the Criminal Code);
 - Manufacture and trade of goods made by usurping industrial property rights (Article 517 *ter* of the Criminal Code);
 - Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517 *quarter of the* Criminal Code).
- Corporate crimes, introduced by Legislative Decree 61/2002 and amended by Law 262/2005, Law 190/2012, Law 69/2015 (art. 25 *ter*) and Legislative Decree 38/2017:
 - False corporate communications (Article 2621 of the Italian Civil Code);
 - False corporate communications regarding minor facts (Article 2621 *bis of the* Italian Civil Code);
 - False corporate communications of listed companies (Article 2622 of the Italian Civil Code);
 - Impeded control (art. 2625 of the Italian Civil Code);
 - Undue restitution of contributions (Article 2626 of the Italian Civil Code);
 - Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code);
 - Unlawful transactions on the shares or quotas of the company or of the parent company (Article 2628 of the Italian Civil Code);
 - Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code);
 - Failure to communicate the conflict of interest (Article 2629 *bis of the* Italian Civil Code);
 - Fictitious formation of capital (Article 2632 of the Italian Civil Code);
 - Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code);
 - Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code);
 - Rigging (art. 2637 of the Italian Civil Code);
 - Obstruction of the exercise of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2, of the Italian Civil Code);
 - Corruption between private individuals (Article 2635 of the Italian Civil Code);

- Incitement to corruption between private individuals (art. 2635 *bis* of the Italian Civil Code).
- Crimes with the purpose of terrorism or subversion of the democratic order, introduced into the Decree by Law 7/2003 (art. 25 *quarter*).
- Offences against the individual personality, introduced into the Decree by Law 228/2003 and amended by Law 38/2006 and Law 199/2016 (art. 25 *quinquies*):
 - Reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code);
 - Child prostitution (Article 600 *bis* of the Criminal Code);
 - Child pornography (Article 600 *ter* of the Criminal Code);
 - Possession of pornographic material (Article 600 *quarter* of the Criminal Code);
 - Virtual pornography (Article 600 *quarter* 1 of the Criminal Code);
 - Solicitation of minors (Article 609 *undecies* of the Criminal Code);
 - Tourist initiatives aimed at the exploitation of child prostitution (art. 600 *quinquies* c.p.)
 - Trafficking in persons (Article 601 of the Criminal Code);
 - Purchase and alienation of slaves (Article 602 of the Criminal Code);
 - Illegal intermediation and exploitation of labour (Article 603 *bis* of the Criminal Code);
 - Solicitation of minors (Article 609 *undecies* of the Criminal Code).
- Market abuse, introduced into the Decree by Law 62/2005 and amended by Law 262/2005 (art. 25 *sexies*):
 - Abuse of inside information (Article 184 of Legislative Decree 58/1998);
 - Market manipulation (Article 185 of Legislative Decree 58/1998).
- Transnational crimes, introduced in the Decree by Law 146/2006:
 - Criminal conspiracy (Article 416 of the Criminal Code);
 - Mafia-type associations, including foreign ones (Article 416 *bis* of the Criminal Code);
 - Criminal conspiracy aimed at smuggling foreign manufactured tobacco (Presidential Decree 43/1973, art. 291 *quarter*);
 - Association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 74 of Presidential Decree 309/1990);
 - Provisions against illegal immigration (Article 12 of Legislative Decree 286/1998);
 - Inducement not to make statements or to make false statements to the judicial authority (Article 377 *bis* of the Criminal Code);
 - Personal aiding and abetting (Article 378 of the Criminal Code).
- Culpable offences committed in violation of accident prevention legislation and on the protection of hygiene and health at work, introduced into the Decree by Law 123/2007 (art. 25 *septies*):
 - Manslaughter (Article 589 of the Criminal Code);
 - Culpable, serious or very serious personal injuries (Article 590 of the Criminal Code).
- Money laundering offences, introduced into the Decree by Legislative Decree 231/2007 and amended by Law 186/2014 (art. 25 *octies*):
 - Receiving stolen goods (Article 648 of the Criminal Code);
 - Money laundering (Article 648 *bis* of the Criminal Code);
 - Use of money, goods or utilities of illicit origin (Article 648 *ter* of the Criminal Code);
 - Self-laundering (Article 648 *ter* 1 of the Criminal Code).
- Offences relating to non-cash payment instruments, introduced by Legislative Decree 184/2021 (art. 25 *octies* 1):

- Undue use and falsification of non-cash payment instruments (Article 493 *ter* of the Criminal Code);
 - Possession and dissemination of equipment, devices or computer programs aimed at committing crimes concerning payment instruments other than cash (Article 493 *quarter* of the Criminal Code);
 - Computer fraud (Article 640 *ter* of the Criminal Code).
- Offences relating to copyright infringement, introduced into the Decree by Law 99/2009 (art. 25-novies):
- Placing on computer network systems available to the public, through connections of any kind, a protected intellectual work or part of it (Article 171, first paragraph, letter a-bis), Law 633/41);
 - Offences referred to in the previous point committed in relation to a work of another person not intended for publication, or with usurpation of the authorship of the work, or with deformation, mutilation or other modification of the work itself, if it is offended to the honour or reputation of the author (Article 171, third paragraph, Law 633/41);
 - Abusive duplication, for profit, of computer programs; import, distribution, sale, possession for commercial or entrepreneurial purposes or leasing of programs contained in media not marked by the SIAE; provision of means intended solely to allow or facilitate the arbitrary removal or functional circumvention of devices applied to protect a computer program (art. 171-bis, first paragraph, Law 633/41);
 - Reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public of the contents of a database in violation of the provisions of articles 64-quinquies and 64-sexies of Law 633/41, in order to make a profit and on media not marked SIAE; extraction or reuse of the database in violation of the provisions of articles 102-bis and 102-*ter* of Law 633/41; distribution, sale and leasing of the database (art. 171-bis, second paragraph, Law 633/41);
 - Unlawful duplication, reproduction, transmission or public dissemination by any process, in whole or in part, of an intellectual work intended for television, cinema, sale or rental, discs, tapes or similar supports or any other support containing phonograms or videograms of musical, cinematographic or equivalent audiovisual works or sequences of moving images; abusive reproduction, transmission or dissemination in public, by any process, of works, or parts of literary, dramatic, scientific or didactic, musical or dramatic-musical works, multimedia, even if included in collective or composite works or databases; introduction into the territory of the State, even if it has not contributed to duplication or reproduction, possession for sale or distribution, distribution, marketing, concession for rental or transfer for any reason, public projection, transmission by television by any means, transmission by radio, dissemination for listening to the public, the abusive reproductions referred to in this point; possession for sale or distribution, distribution, marketing, rental or in any case transfer for any reason, public projection, transmission by television by any process, transmission by radio, public listening to the duplications or abusive reproductions mentioned; possession for sale or distribution, putting on the market, sale, rental, transfer for any reason, transmission by radio or television by any process, of video cassettes, cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images, or of any other medium for which it is prescribed, pursuant to Law 633/41, the affixing of the SIAE mark, without the mark itself or with a counterfeit or altered mark; retransmission or dissemination by any means, in the absence of agreement with the legitimate distributor, of an encrypted service received by means of equipment or parts of equipment suitable for the decoding of access transmissions conditional;
 - introduction into the territory of the State, possession for sale or distribution, distribution, sale, leasing, transfer for any reason, commercial promotion, installation of special decoding devices or elements that allow access to an encrypted service without payment of the fee due; manufacture, import, distribution, sale, rental, assignment for any reason, advertising for sale or rental, o possession for commercial purposes, of equipment, products or components, or provision of services that have the prevalent purpose or commercial use of circumventing effective technological measures referred to in Article

102-quarter of Law 633/41 or are mainly designed, produced, adapted or manufactured with the aim of making possible or facilitating the circumvention of the aforementioned measures; abusive removal or alteration of electronic information referred to in Article 102-quinquies, i.e. distribution, importation for the purpose of distribution, broadcasting by radio or television, communication or making available to the public of works or other protected subject matter from which the electronic information itself has been removed or altered (Article 171-ter, paragraph 1 of Law 633/41);

- Reproduction, duplication, transmission or abusive dissemination, sale or putting on the market, transfer for any reason or unlawful importation of more than fifty copies or copies of works protected by copyright and related rights; communication to the public, for profit, by placing it in a system of telematic networks, through connections of any kind, of an intellectual work protected by copyright, or part of it; commission of one of the offences referred to in the previous point by exercising in an entrepreneurial form the activity of reproduction, distribution, sale or marketing, importation of works protected by copyright and related rights; promotion or organisation of the illegal activities referred to in the previous point (Article 171-ter, paragraph 2 of Law 633/41);
 - Failure to communicate to the SIAE, by manufacturers or importers of media not subject to the marking referred to in Article 181-bis of Law 633/41, within thirty days of the date of placing on the market on the national territory or of importation, the identification data of the media not subject to the marking or false declaration of such data (Article 171-septies of Law 633/41);
 - Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment suitable for the decoding of conditional access audiovisual transmissions made over the air, by satellite, by cable, in both analogue and digital form (Article 171-octies of Law 633/41).
- Crime of inducement not to make declarations or to make false declarations to the judicial authority (Article 377 bis of the Criminal Code), introduced into the Decree by Law 116/2009 (Article 25-decies).
 - Environmental crimes, introduced by Legislative Decree 121/2011 and amended by Law 69/2015 (art. 25-undecies):
 - Killing, destruction, capture, removal, possession of specimens of protected wild animal or plant species (Article 727 bis of the Criminal Code);
 - Destruction or deterioration of habitats within a protected site (Article 733 bis of the Criminal Code);
 - Discharges of industrial waste water containing hazardous substances, in the absence of authorisation or after the same has been suspended or revoked, and discharge into sea waters, by ships or aircraft, of substances or materials for which there is an absolute ban on spillage (Article 137, paragraphs 2, 3, 5, 11 and 13 of Legislative Decree 152/2006);
 - Unauthorized waste management activities (art. 256 paragraphs 1, 3, 5 and 6 second sentence of Legislative Decree 152/2006);
 - Failure to remediate the sites in accordance with the project approved by the competent authority (art. 257 paragraphs 1 and 2 of Legislative Decree 152/2006);
 - Violation of the obligations of communication, keeping of mandatory registers and forms (art. 258 paragraph 4 second sentence of Legislative Decree 152/2006);
 - Illegal trafficking of waste (Article 259, paragraph 1 of Legislative Decree 152/2006);

- Organised activities for the illegal trafficking of waste (Article 452 *quaterdecies*);
 - IT system for the control of waste traceability (art. 260-bis of Legislative Decree 152/2006);
 - Exceeding emission limit values that result in the exceedance of air quality limit values (Article 279, paragraph 5 of Legislative Decree 152/2006);
 - Offences relating to the protection of animal species belonging to protected species and trade in artificially reproduced plants (Law 150/1992 art. 1,2,3 *bis*, 6);
 - Cessation and reduction of the use of harmful substances (art. 3 Law no. 549/1993);
 - Intentional pollution of ships flying any flag (art. 8 Legislative Decree no. 202/2007);
 - Culpable pollution of ships flying any flag (art. 9 Legislative Decree no. 202/2007);
 - Environmental pollution (Article 452 *bis of the Criminal Code*);
 - Environmental disaster (Article 452 *quarter of the Criminal Code*);
 - Culpable crimes against the environment (Article 452 *quinquies of the Criminal Code*);
 - Trafficking and abandonment of highly radioactive material (Article 452 *sexies of the Criminal Code*);
 - Aggravating circumstances (Article 452 *octies of the Criminal Code*).
- Employment of illegally staying third-country nationals (Article 25 *duodecies*), introduced in Legislative Decree 109/2012:
 - Employment of illegally staying third-country nationals (Article 22, paragraphs 12 and 12-bis of Legislative Decree No. 286/1998);
 - Promotion, direction, organization, financing or transport of foreigners in the territory of the State, or performance of other acts aimed at illegally procuring their entry into the territory of the State, or of another State of which the person is not a citizen or does not have a permanent residence title (Article 12, paragraphs 3, 3 bis and 3 ter of Legislative Decree 25 July 1998, no. 286 of the Consolidated Law on immigration);
 - Aiding and abetting the stay of foreigners in the territory of the State in order to take unfair advantage of their illegal condition or in the context of activities punished by the provisions against illegal immigration, in violation of the rules of the Consolidated Law on immigration outside the cases provided for in the previous paragraphs and unless the fact constitutes a more serious crime (art. 12, paragraph 5 of Legislative Decree no. 286 of 25 July 1998 on immigration).
 - Crimes of racism and xenophobia, introduced by Law No. 167 of 20 November 2017 amended by Legislative Decree No. 21/2018 (Article 25 *terdecies*):
 - Propaganda and incitement to commit crimes for reasons of racial, ethnic and religious discrimination (Article 604 *bis of the Criminal Code*)
 - Sports crimes, introduced by Law no. 39 of 3 May 2019 (art. 25 *quaterdecies*):
 - Fraud in sports competitions (art. 1 of Law no. 401 of 13 December 1989);
 - Abusive exercise of gaming or betting activities (art. 4 of Law no. 401 of 13 December 1989).
 - Tax crimes, introduced by Legislative Decree no. 124 of 26 October 2019 and amended by Legislative Decree 75/2020 (art. 25-quinquiesdecies):
 - Fraudulent declaration through the use of invoices or other documents for non-existent transactions, which result in a fictitious liability (Article 2 of Legislative Decree 74/2000);
 - Fraudulent declaration by other artifices (art. 3 Legislative Decree 74/2000);
 - Unfaithful Declaration (art. 4 Legislative Decree 74/2000);
 - Failure to declare (art. 5 of Legislative Decree 74/2000);
 - Issuance of invoices or other documents for non-existent transactions (art. 8 Legislative Decree 74/2000);
 - Concealment or destruction of accounting documents (Article 10 of Legislative Decree 74/2000);
 - Undue compensation (Article 10 *quarter of* Legislative Decree 74/2000);
 - Fraudulent evasion of the payment of taxes (art. 11 of Legislative Decree 74/2000).

- Smuggling offences, introduced by Legislative Decree no. 75/2020 (art. 25 *sexiesdecies*):
 - Smuggling in the movement of goods across land borders and customs areas (Article 282 of Presidential Decree No. 43/1973);
 - Smuggling in the movement of goods in border lakes (art. 283 Presidential Decree no. 43/1973);
 - Smuggling in the maritime movement of goods (art. 284 Presidential Decree no. 43/1973);
 - Smuggling in the movement of goods by air (Article 285 of Presidential Decree No. 43/1973);
 - Smuggling in non-customs areas (art. 286 Presidential Decree no. 43/1973);
 - Smuggling for undue use of goods imported with customs facilities (Article 287 of Presidential Decree No. 43/1973);
 - Smuggling in customs warehouses (Article 288 of Presidential Decree no. 43/1973);
 - Smuggling in cabotage and traffic (art. 289 Presidential Decree no. 43/1973);
 - Smuggling in the export of goods eligible for the refund of duties (Article 290 of Presidential Decree No. 43/1973);
 - Smuggling in temporary import or export (art. 291 Presidential Decree no. 43/1973);
 - Smuggling of foreign manufactured tobacco (Article 291 *bis* of Presidential Decree No. 43/1973);
 - Aggravating circumstances of the crime of smuggling foreign manufactured tobacco (art. 291 *ter* Presidential Decree no. 43/1973);
 - Criminal conspiracy to smuggle foreign manufactured tobacco (art. 291 *quarter* of Presidential Decree no. 43/1973);
 - Other cases of smuggling (Article 292 of Presidential Decree No. 43/1973);
 - Penalties for smuggling in the event of failure or incomplete verification of the object of the crime (Article 294 of Presidential Decree no. 43/1973)
 - Aggravating circumstances of smuggling (Article 295 of Presidential Decree No. 43/1973);
 - Differences between the load and the poster (art. 302 Presidential Decree no. 43/1973);
 - Differences with respect to the declaration for the export of goods with refund of duties (Article 304 of Presidential Decree no. 43/1973);
 - Failure to discharge the deposit bill, Differences in quantity (art. 305 Presidential Decree no. 43/1973);
 - Differences in quality with respect to the security bill (art. 306 Presidential Decree no. 43/1973);
 - Differences in goods stored in private customs warehouses (Article 308 of Presidential Decree No. 43/1973);
 - Differences with respect to the declaration of goods intended for temporary import or export (Article 310 of Presidential Decree No. 43/1973);
 - Differences in quality in re-exports to temporary importation (Article 311 of Presidential Decree no. 43/1973);
 - Differences in quality in the re-importation for temporary export unloading (Article 312 of Presidential Decree no. 43/1973);
 - Differences in quantity with respect to the declaration for re-export and re-importation (Article 313 of Presidential Decree no. 43/1973);
 - Failure to comply with the obligations imposed on captains (Article 316 of Presidential Decree No. 43/1973);
 - Failure to comply with customs requirements by aircraft captains (Article 317 of Presidential Decree No. 43/1973);
 - Omission or delay in the submission of the customs declaration (Article 318 of Presidential Decree no. 43/1973);
 - Failure to comply with customs formalities (Article 319 of Presidential Decree No. 43/1973);
 - Penalties for violations of regulations on deposits in surveillance areas (Article 320 of Presidential Decree No. 43/1973);
 - Penalties for violations of the regulations imposed on navigation in the surveillance areas (art. 321 Presidential Decree no. 43/1973).
 -
- Offences against cultural heritage (art. 25 *septiesdecies*):
 - Theft of cultural property (Article 518 *bis* of the Criminal Code);

- Misappropriation of cultural property (Article 518 *ter* of the Criminal Code);
 - Receiving stolen cultural property (Article 518 *quarter of the* Criminal Code);
 - Forgery in private deeds relating to cultural assets (Article 518 *octies* of the Criminal Code);
 - Violations regarding the alienation of cultural property (Article 518 *novies* of the Criminal Code);
 - Illegal importation of cultural goods (Article 518 *decies* of the Criminal Code);
 - Illegal exit or export of cultural property (Article 518 *undecies* of the Criminal Code);
 - Destruction, dispersion, deterioration, disfigurement, soiling and illegal use of cultural or landscape property (Article 518 *duodecies* of the Criminal Code);
 - Counterfeiting of works of art (Article 518 *quaterdecies* of the Criminal Code).
- Laundrying of cultural property and devastation and looting of cultural and landscape property introduced by Law no. 22 of 9 March 2022 (art. 25 *duodecies*):
- Money laundering of cultural property (Article 518 *sexies* of the Criminal Code);
 - Devastation and looting of cultural and landscape property (Article 518 *terdecies* of the Criminal Code).

1.3. THE PENALTIES IMPOSED BY THE DECREE

The sanctioning system described by Legislative Decree 231/2001, in the face of the commission of the crimes listed above, provides, depending on the offences committed, for the application of the following administrative sanctions:

- Financial penalties;
- disqualification sanctions;
- confiscation;
- publication of the judgment.

The disqualification sanctions, which can be imposed only where expressly provided for and also as a precautionary measure, are as follows:

- prohibition from exercising the activity;
- suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;
- prohibition of contracting with the Public Administration;
- exclusion from facilitations, financing, contributions and subsidies, and/or revocation of those already granted;
- prohibition of advertising goods or services.

Legislative Decree 231/2001 also provides that if the conditions provided for by art. 15 of the Decree, the judge, instead of applying the disqualification sanction, may order the continuation of the activity by an appointed judicial commissioner for a period equal to the duration of the disqualification penalty that would have been applied.

1.4. EXEMPTION CONDITION OF ADMINISTRATIVE LIABILITY

Art. 6 of Legislative Decree 231/2001 establishes that the entity is not liable for administrative liability, if it demonstrates that:

- the management body has adopted and effectively implemented, before the commission of the act, organisational, management and control models suitable for preventing crimes of the kind that occurred;
- the task of supervising the operation and observance of the models and of ensuring that they are updated has been entrusted to a body of the entity with autonomous powers of initiative and control (the so-called Supervisory Body);

- the people committed the crime by fraudulently evading the organization, management and control models;
- there was no omission or insufficient supervision by the Supervisory Body.

The adoption of the organization, management and control model, therefore, allows the entity to be able to exempt from the imputation of administrative liability. The mere adoption of this document, by resolution of the administrative body of the entity, is not, however, sufficient in itself to exclude such liability, since it is necessary that the model be effectively and effectively implemented.

With reference to the effectiveness of the organisational, management and control model for the prevention of the commission of the offences provided for by Legislative Decree 231/2001, it is required that:

- individuals the business activities in the context of which the offences may be committed;
- provides for specific protocols aimed at planning the formation and implementation of the decisions of the entity in relation to the crimes to be prevented;
- identifies methods of managing financial resources suitable for preventing the commission of crimes;
- provides for information obligations towards the body responsible for supervising the operation and compliance with the models;
- introduces a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the organisation, management and control model;
- provides for dedicated reporting channels to report any violations of the Organizational Model and Protocols that guarantee the anonymity of the reporting party (so-called "Protocols"). *whistleblowing*).

With reference to the effective application of the organisational, management and control model, Legislative Decree 231/2001 requires:

- a periodic audit, and, in the event that significant violations of the requirements imposed by the model are discovered or changes occur in the organization or activity of the entity or legislative changes, the modification of the organization, management and control model;
- the imposition of sanctions in the event of violation of the requirements imposed by the organization, management and control model.

1.5. THE GUIDELINES OF THE TRADE ASSOCIATIONS

Art. 6 of Legislative Decree 231/2001 expressly provides that organisational, management and control models may be adopted on the basis of codes of conduct drawn up by the associations representing the entities.

The Confindustria Guidelines were approved by the Ministry of Justice with the Ministerial Decree of 4 December 2003. The subsequent update, published by Confindustria on 24 May 2004, was approved by the Ministry of Justice, which judged these Guidelines to be suitable for achieving the purposes set out in the Decree. These Guidelines were updated by Confindustria in March 2014 and approved by the Ministry of Justice on 21 July 2014 and last updated in June 2021.

In defining the organization, management and control model, the Confindustria Guidelines provide for the following project phases:

- the identification of risks, i.e. the analysis of the business context to highlight in which areas of activity and in what ways the offences envisaged by Legislative Decree 231/2001 may occur;
- the preparation of a control system suitable for preventing the risks of crime identified in the previous phase, through the assessment of the existing control system within the entity and its degree of adaptation to the requirements expressed by Legislative Decree 231/2001.

The most relevant components of the control system outlined in the Confindustria Guidelines to ensure the effectiveness of the organization, management and control model are the following:

- provision of ethical principles and rules of conduct in a Code of Ethics;
- a sufficiently up-to-date, formalised and clear organisational system, in particular with regard to the attribution of responsibilities, hierarchical reporting lines and the description of tasks with specific provision for control principles;
- manual and/or IT procedures that regulate the performance of activities, providing for appropriate controls;
- authorization and signing powers consistent with the organizational and managerial responsibilities attributed by the entity, providing, where appropriate, for the provision of expenditure limits;
- integrated control systems that, considering all operational risks, are capable of providing timely reporting of the existence and occurrence of situations of general and/or particular criticality;
- information and communication to staff, characterised by capillarity, effectiveness, authority, clarity and adequately detailed as well as periodically repeated, to which is added an adequate staff training programme, modulated according to the levels of the recipients;
- the identification of risks, i.e. the analysis of the business context to highlight in which areas of activity and in what ways the offences envisaged by Legislative Decree 231/2001 may occur;
- the preparation of a control system suitable for preventing the risks of crime identified in the previous phase, through the assessment of the existing control system within the entity and its degree of adaptation to the requirements expressed by Legislative Decree 231/2001.

These Guidelines also specify that the components of the control system described above must comply with a series of control principles, including:

- verifiability, traceability, consistency and adequacy of every operation, transaction and action;
- application of the principle of separation of functions and segregation of duties (no one can manage an entire process independently);
- establishment, execution and documentation of the control activity on processes and activities at risk of crime.

Consequently, this document has been prepared taking into consideration the indications provided by the trade associations and, more specifically, those provided in the Confindustria Guidelines, adapting them to the peculiarities of the Company.

- SPECIAL PART - THE ORGANIZATIONAL MODEL

SECTION TWO

2. THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL OF LAICA S.p.A.

2.1. PURPOSE OF THE MODEL

Laica S.p.A. (hereinafter referred to as "Laica" or the "Company"), is a joint-stock company, with registered office in Novara, specialized in the production of pralines and other chocolate products for domestic and foreign consumption.

Laica, aware of the importance of adopting and effectively implementing an organization, management and control model pursuant to Legislative Decree 231/2001, suitable for preventing the commission of illegal conduct in the corporate context, adopted, by resolution of the Board of Directors in 2018, its own organization, management and control model (hereinafter also the "**Model**"), on the assumption that it constitutes a valid tool for raising awareness among the recipients (as defined in paragraph 2.2) to adopt correct and transparent behavior.

The document was last updated during the year 2022, to incorporate the regulatory changes introduced by the National Legislator, and approved by resolution of the Board of Directors on 13.07.2023.

Through the adoption of the Model, the Company intends to pursue the following purposes:

- prohibit conduct that may constitute the types of offences included in the Decree;
- spread awareness that, from the violation of the Decree, of the provisions contained in the Model and of the principles of the Code of Ethics, the application of sanctioning measures (pecuniary and disqualification) may also result in the application of sanctions (pecuniary and disqualification) against the Company;
- to spread a corporate culture based on legality, in the knowledge that the Company condemns any conduct contrary to the law, regulations, internal provisions and, in particular, to the provisions contained in this Model;
- to create a balanced and efficient organisational structure, with particular regard to the clear attribution of powers, the formation of decisions and their transparency and motivation, preventive and subsequent controls on company acts and activities, as well as the correctness and truthfulness of internal and external information;
- allow, thanks to constant monitoring of the correct implementation of the internal system of rules, to prevent and/or promptly combat the commission of relevant crimes pursuant to the Decree.

2.2. RECIPIENTS

The provisions of this Model are binding for the Directors and for all those who hold, within Laica, functions of representation, administration and management or management and control, even de facto, as well as for employees (including managers), for collaborators subject to the direction or supervision of the Company's top management (hereinafter the "Recipients").

2.3. MODEL FUNDAMENTALS

The fundamental elements developed by Laica in the definition of its Model can be summarized as follows:

- the mapping of so-called "sensitive" activities, with examples of possible ways of committing crimes and instrumental and/or functional processes within which, in principle, the conditions and/or means for the commission of the crimes included in the Decree could occur, formalized in the company document called "**Matrix of Activities at Risk - Crime**";
- the provision of specific **control measures** relating to the instrumental and management processes considered exposed to the potential risk of committing crimes;
- the appointment of a **Supervisory Body**, with the assignment of specific supervisory tasks on the effective implementation and effective application of the Model and referred to in Section Three;
- the adoption of a **sanctioning system** aimed at ensuring the effective implementation of the Model, containing the disciplinary measures applicable in the event of violation of the provisions of the same, described in Section Four of this Model;
- the performance of **information and training** activities on the contents of this Model;
- the provision of **dedicated reporting channels** to report any violations of the Organisational Model and Protocols that guarantee the anonymity of the reporting party (so-called "Reporting Protocols"). *whistleblowing*).

2.4. CODE OF ETHICS AND MODEL

The Company, determined to base the performance of corporate activities on compliance with the law, has formally adopted a Code of *Ethics* with which it intends to disseminate the guidelines on legal compliance and ethical conduct to the identified Recipients, also with specific reference to the contents of Legislative Decree 231/2001. The *Code of Ethics* is the most direct reference in the field of ethics and includes a series of rules of corporate ethics that the Company recognizes as its own and which it requires to be observed by its corporate bodies and employees, as well as by third parties who, for any reason, have relations with it.

The Model, whose provisions are in any case consistent and compliant with the principles of corporate documentation in the field of ethics, responds more specifically to the needs expressed by the Decree and is, therefore, aimed at preventing the commission of the types of offences included in the scope of operation of Legislative Decree 231/2001.

The ethical documentation adopted by the Company, although it has its own independent value, affirms ethical and behavioural principles that are also suitable for preventing the unlawful conduct referred to in the Decree, thus also acquiring relevance for the purposes of the Model and becoming a complementary element.

2.5 METHODOLOGICAL PATH FOR DEFINING THE MODEL: MAPPING OF THE AREAS OF ACTIVITY AT RISK - CRIME - INSTRUMENTAL AND MANAGEMENT PROCESSES

Article 6, paragraph 2, letter a) of Legislative Decree 231/2001 expressly provides that the organisation, management and control model of the entity identifies the activities in which the offences included in the Decree may potentially be committed.

Consequently, Laica proceeded to carry out an analysis of its business activities, taking into consideration its organizational structure and the information provided, in the context of specific interviews, by the Company's representatives who, due to the role held, are equipped with the broadest and deepest knowledge of the operations of the sector of activity of their competence.

The results of the activity described above were subsequently collected in a descriptive sheet, called "**Matrix of Risk Activities - Crime pursuant to Legislative Decree 231/2001**", which illustrates in detail the risk profiles of commission of the crimes included in the Decree identified in the context of the activities of Laica.

In particular, the Matrix of Risk-Crime Activities identifies the business areas (in turn divided into sub-activities) for which there is a risk that some of the crimes envisaged by the Legislative Decree 231/2001 (so-called "**sensitive activities**"), the crimes associated with them, examples of possible methods and purposes of carrying them out, as well as the processes in the performance of which, again in principle, the tools and/or means for the commission of the crimes themselves could be created (so-called "**instrumental and management processes**").

The aforementioned Matrix, which forms part of the Model, is kept at the Company by the Personnel Management Office and is available for consultation by the Directors, Statutory Auditors, the Supervisory Body and anyone entitled by the Company to view it.

In consideration of the areas of business activity listed above, the following crimes were potentially associated with it:

- **Art. 24: Embezzlement of public funds** (Art. 316 bis of the Criminal Code); **Undue receipt of public funds** (Article 316 ter of the Criminal Code); **Fraud against the State or other Public Body of the European Communities** (Article 640 of the Criminal Code); **Aggravated fraud for the achievement of public disbursements** (Article 640 bis of the Criminal Code); **Computer fraud against the State or other Public Bodies** (Article 640 ter of the Criminal Code).
- **Article 24 bis: Forgery concerning an electronic document** (Article 491 bis of the Criminal Code); **Abusive access to a computer or telematic system** (Article 615 ter of the Criminal Code); **Possession and abusive dissemination of access codes to computer and telematic systems** (Article 615 quarter of the Criminal Code); **Unlawful interception, impediment or interruption of computer or telematic communications** (Article 617 quarter of the Criminal Code); **Damage to information, data and computer programs** (Article 635 bis of the Criminal Code); **Damage to information, data and computer programs used by the State or by another public body or in any case of public utility** (Article 635 ter of the Criminal Code); **Damage to computer and telematic systems** (Article 635 quarter of the Criminal Code).
- **Article 24 ter: Inducement not to make declarations or to make false declarations to the judicial authority** (Article 377 bis of the Criminal Code), **criminal association** (Article 416 of the Criminal Code).
- **Article 25: Corruption** (Articles 318 of the Criminal Code, 319 of the Criminal Code, 319 bis of the Criminal Code, 320 of the Criminal Code, 321 of the Criminal Code); **Incitement to corruption** (Article 322 of the Criminal Code) **Corruption in judicial acts** (Article 319 ter of the Criminal Code); **Undue inducement to give or promise benefits** (319 quarter of the Criminal Code); **Trafficking in illicit influence** (Article 346 bis of the Criminal Code).
- **Article 25 bis 1: Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs** (Article 473 of the Criminal Code), **Fraud in the exercise of trade** (Article 515 of the Criminal Code), **Sale of non-genuine food substances as genuine** (Article 516 of the Criminal Code), **Sale of industrial products with false signs** (Article 517 of the Criminal Code); **Counterfeiting of geographical indications or designations of origin of agri-food products** (Article 517 quarter of the Criminal Code).
- **Art. 25 ter: False corporate communications** (Art. 2621 of the Italian Civil Code); **False corporate communications – minor facts** (Article 2621 bis of the Italian Civil Code); **Impeded control** (Article 2625 of the Italian Civil Code), **Undue return of contributions** (Article 2626 of the Italian Civil Code), **Unlawful distribution of profits and reserves** (Article 2627 of the Italian Civil Code), **Unlawful transactions on shares or quotas of the company or of the parent company** (Article 2628 of the Italian Civil Code), **Transactions to the detriment of creditors** (Article 2629 of the Italian Civil Code); **Fictitious formation of capital** (Article 2632 of the Italian Civil Code); **Corruption between private individuals** (Article 2635 of the Italian Civil Code), **Incitement to**

- corruption between private individuals (Article 2635 bis of the Italian Civil Code), Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code), Obstruction of the exercise of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2, of the Italian Civil Code).*
- **Art. 25 septies:** *Manslaughter (Art. 589 of the Criminal Code); Serious or very serious culpable bodily injury (Article 590 of the Criminal Code).*
 - **Article 25 octies:** *Receiving stolen goods (Article 648 of the Criminal Code), Money laundering (Article 648-bis of the Criminal Code); Use of money, goods or utilities of illicit origin (Article 648-ter of the Criminal Code); Self-laundering (Article 648 ter 1 of the Criminal Code).*
 - **Art. 25 novies:** *Disclosure of intellectual works through the telematic network (art. 171, Law 633/1941), Crimes relating to software and databases (art. 171 bis, Law 633/1941), Violations against the Italian Society of Authors and Publishers (art. 171 septies, Law 633/1941).*
 - **Article 25 decies:** *Inducement not to make declarations or to make false declarations to the judicial authority (Article 377 bis of the Criminal Code).*
 - **Art. 25 undecies:** *Unauthorized waste management activities (art. 256, Legislative Decree 152/2006), Violation of reporting obligations, keeping of mandatory registers and forms (art. 258, Legislative Decree 152/2006), Organized activities for the illegal trafficking of waste (art. 260, Legislative Decree 152/2006), Computer system for the control of waste traceability (art. 260 bis, Legislative Decree 152/2006); Organised activities for the illegal trafficking of waste (Article 452 quaterdecies of the Criminal Code).*
 - **Article 25 duodecies:** *Employment of illegally staying third-country nationals (Article 22, paragraph 12 bis of Legislative Decree 286/1998).*
 - **Art. 25 quaterdecies:** *Fraud in sports competitions (Art. 1, Law 401/1989).*
 - **Art. 25 quinquiesdecies:** *Fraudulent declaration through the use of invoices or other documents for non-existent transactions (Art. 2 Legislative Decree 74/2000); Fraudulent declaration through the use of other artifices (art. 3 Legislative Decree 74/2000); Unfaithful declaration (art. 4 of Legislative Decree 74/2000); Failure to declare (art.5 Legislative Decree 74/2000); Issuance of invoices or other documents for non-existent transactions (art. 8 Legislative Decree 74/2000); Concealment or destruction of accounting documents (Article 10 of Legislative Decree 74/2000); Undue compensation (Article 10 quarter of Legislative Decree 74/2000); Fraudulent evasion of the payment of taxes (art. 11 of Legislative Decree 74/2000).*
 - **Art. 25 sexiesdecies:** *Smuggling in the movement of goods across land borders and customs areas (Art. 282 Presidential Decree 43/1973); Other cases of smuggling (art. 292 Presidential Decree 43/1973); Penalty for smuggling in the event of failure or incomplete verification of the object of the crime (art. 294 Presidential Decree 43/1973); Aggravating circumstances (art. 295 Presidential Decree 43/1973); Failure to discharge the deposit bill. Differences in quantity (art. 305 Presidential Decree 43/1973); Differences in quality with respect to the deposit bill (art. 306 Presidential Decree 43/1973); Omission or delay in the submission of the customs declaration (Article 318 of Presidential Decree 43/1973); Failure to comply with customs formalities (Article 319 of Presidential Decree 43/1973).*

On the other hand, due to Laica's business activities, there were no risk profiles with respect to the commission of the crimes referred to in Art. 25 quarter (*Crimes with the purpose of terrorism or subversion of the democratic order*), Art. 25 quarter 1 (*Practices of mutilation of the female genital organs*), Art. 25 quinquies (*Crimes against the individual personality*), Art. 25 sexies (*Market abuse*), Art. 25 octies 1 (*Offences relating to non-cash payment instruments*), Art. 25 terdecies (*Racism and Xenophobia*), Art. 25 septiesdecies and Art. 25 duodecies (*Offences against cultural heritage*) and other offences not expressly mentioned above and included in Articles 24, 24 bis, 24 ter, 25, 25 bis, 25 bis 1, 25b, 25novies, 25undecies, 25duodecies, 25quaterdecies, 25sexiesdecies. It is also believed that the

Laica S.p.A.

principles of Laica's Code of Ethics are suitable for excluding the risk of committing these crimes.

2.6 BUSINESS PROCESSES (INSTRUMENTAL AND FUNCTIONAL TO THE POTENTIAL COMMISSION OF CRIMES)

Within the Matrix, the instrumental and functional processes (also defined as "management") relevant in terms of 231 have also been identified, i.e. those processes in which, in principle, the conditions and/or means for the commission of the offences relevant for the purposes of the Decree could occur, namely:

1. Sales management
2. Management of purchases of goods, services and consultancy
3. Personnel management
4. Management of monetary and financial flows
5. Preparation of the Financial Statements and management of relations with control bodies
6. Management of obligations and relations with Public Bodies, even in the case of inspection visits
7. Management, use and maintenance of the company information system
8. Management of obligations regarding the protection of Health and Safety in the workplace
9. Management of environmental obligations
10. Tax management
11. Sponsorship management
12. Corporate Operations Management

2.7 "OPERATIONAL" PROTOCOLS

The principles, rules and procedures referred to in the "Operating Protocols" are not reported in detail in this Model, but are part of the broader system of organization and internal control that it intends to integrate.

The list of operating procedures, deemed necessary in the light of the detailed analysis of the potential risk profile associated with the "Sensitive Areas of Activity", is filed at the Personnel Management Office, and constantly updated in relation to the needs that have emerged for the proceduralization of activities and processes to be considered "sensitive" pursuant to the Decree and its regulatory developments.

2.8 INTERNAL CONTROL SYSTEM

In preparing the Model, Laica has taken into account its corporate organization, in order to verify the areas of activity most exposed to the risk of potential commission of crimes.

In this regard, the organization that is required to carry out the updating, conservation/archiving of the same and to make it available for possible consultation has been analyzed.

In preparing the Model, Laica also took into account the existing internal control system, in order to verify whether it was suitable for preventing the specific offences envisaged by the Decree and identified as potentially achievable in the Company's areas of activity.

The control system involves every sector of the Company's business by distinguishing operational tasks from control tasks, reasonably reducing possible conflicts of interest.

More generally, Laica's Internal Control System must ensure, with reasonable certainty, the achievement of operational, information and compliance objectives:

- the operational objective of the Internal Control System concerns the effectiveness and efficiency of the Company in using resources, protecting itself from losses, safeguarding company assets; this system is also aimed at ensuring that personnel work to pursue corporate objectives, without putting other interests before those of the Company;
- the objective of information translates into the preparation of timely and reliable reports for the decision-making process inside and outside the company organization;

- The compliance objective ensures, on the other hand, that all operations and actions are conducted in compliance with laws and regulations, prudential requirements and internal company procedures.

In particular, Laica's internal control system is based, in addition to the rules of conduct provided for in this Model, also on the following elements:

- the legal and regulatory framework applicable to the company's activities;
- the Code of Ethics;
- formalized and clear organizational system in the attribution of responsibilities and any powers.

Furthermore, with specific reference to the instrumental/functional processes previously identified, the Company considers it necessary for them to comply with the control principles set out below in relation to each process identified.

2.9 GENERAL RULES OF CONDUCT

The general rules of conduct that must be observed by the Recipients in order to prevent the risk of committing crimes associated with corporate activities are set out below.

The violation of these rules legitimizes Laica to apply the sanctioning measures provided for in Section Four of this Model.

2.9.1 CONDUCT TO BE ADOPTED IN RELATIONS WITH THE PUBLIC ADMINISTRATION, WITH THE INDEPENDENT ADMINISTRATIVE AUTHORITIES AND, IN GENERAL, WITH THIRD PARTIES

The following general rules of conduct apply to the Recipients of this Model who, for any reason, and on behalf of or in the interest of Laica, have relations with public officials, persons in charge of public services or, more generally, with representatives of the Public Administration and/or of the Independent Administrative Authorities, Italian or foreign (hereinafter, "**Representatives of the Public Administration**").

The Company's personnel, in any capacity involved in the management of relations with the Public Administration, are required to comply with the procedures set out in this procedure, the provisions of the law on the subject, the rules of conduct referred to in the Code of Ethics and in the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 adopted.

All Recipients, in various capacities involved in activities involving relations with the Public Administration, must scrupulously comply with the following guidelines:

- the obligations towards the Public Administration and the preparation of the related documentation must be carried out in compliance with the regulations in force (EU, national, regional, provincial and municipal);
- the obligations towards the Public Administration and the preparation of the related documentation must be carried out with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information, avoiding and in any case reporting, in the appropriate form and manner, situations of conflict of interest;
- relations with the Public Administration must be based on maximum transparency, collaboration, availability and in full respect of its institutional role, giving punctual and prompt execution of the prescriptions and obligations required;
- the documents must be drawn up in a timely manner and in clear, objective and exhaustive language;
- All documentation must be verified and signed by a person in possession of suitable powers.

in the context of inspections, preliminary procedures and the like.

Each company entity involved in the activities regulated below is responsible for archiving and storing all the documentation produced, including that transmitted to Public Bodies, possibly also electronically.

If the Company makes use of external companies to carry out activities related to the management of the processes in question, the contracts with these companies must contain a specific declaration of knowledge of the regulations referred to in Legislative Decree 231/01, the ethical principles and rules of conduct contained in the *Code of Ethics* and the commitment to comply with them.

The Company condemns, through the application of the Sanctioning System, conduct that does not comply with the principles set out above.

Furthermore, in general, the Recipients are prohibited from incorrectly and/or unlawfully influencing the decisions of the Representatives of the Public Administration with whom the Company has relations. In particular, they are prohibited from:

- promising, offering, paying, directly or through third parties, sums of money or other benefits in exchange for favours, compensation or other advantages for oneself and/or for Laica, not even by indulging in inductive behaviour on the part of the public official or the person in charge of public service;
- promising, offering, paying gifts or forms of hospitality that go beyond normal commercial or courtesy practices and, in any case, such as to compromise the impartiality and independence of judgment of the other party, as well as the integrity and reputation of the latter, not even by indulging the inductive behavior of the public official or the person in charge of public service;
- unduly influence relations with the Public Administration in relation to business of the Company;
- to favor suppliers, consultants or other referred parties in the purchasing processes in exchange for advantages of any kind for themselves and/or for Laica;
- unduly procure, for himself, or for the Company, advantages of any kind to the detriment of the Public Administration or a third party;
- to favour, in the recruitment and selection processes, employees, collaborators and consultants, upon specific notification, in exchange for favours, remuneration and/or other advantages for themselves and/or for Laica;
- make payments and receive receipts in relations with collaborators, customers, suppliers, consultants or other third parties, which are not adequately justified in the existing contractual relationship, not even by indulging in the inductive behavior of the public official or the person in charge of public service;
- conduct misleading the Public Administration, sending false documents, reporting falsely, certifying non-existent requirements or providing guarantees that do not correspond to the truth;
- represent, to the Funding Bodies, untrue and/or incomplete information or evade legal/regulatory obligations, or the obligation to act in absolute compliance with the law and any applicable regulations at all stages of the process, avoiding misconduct, by way of example, in order to obtain the overcoming of constraints or critical issues relating to the granting of the loan, during the meeting with officials of the funding bodies during the preliminary investigation.

Recipients who, on behalf of Laica, have relations with the judicial authorities or the police (in the context of proceedings of any kind) are obliged to apply the rules

also declined in these relationships, committing to ensure maximum availability and collaboration.

In the event of legal proceedings or investigations or inspections, it is forbidden to:

- destroy, alter or conceal records, minutes, accounting records and any type of document or data;
- declare falsehood or persuade others to do so;
- promise or bestow gifts, money or other benefits to the officials in charge of the activity of verification or control, in exchange for benefits for themselves and/or for the Laica.

With regard to relations with the Independent Administrative Authorities during inspections with reference to legal obligations (i.e. Privacy Guarantor), please refer to the principles of conduct indicated below for Corporate Crimes.

2.9.2 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO COMPUTER CRIME CRIMES INTRODUCED BY LAW 48/2008

The following general rules of conduct apply to the Recipients of this Model who, for whatever reason, are in charge of the management and maintenance of *servers*, databases, applications and *clients*, as well as to all those who have been assigned passwords and access keys to the company information system:

- the staff can access the information system only through the identification codes assigned uniquely;
- the staff shall refrain from any conduct that may compromise the confidentiality and integrity of the information and data of the Company and third parties;
- the staff shall refrain from any conduct aimed at overcoming or circumventing the protections of the company or others' computer system;
- the staff shall keep the assigned identification codes, refraining from communicating them to third parties;
- the staff does not install programs without the authorizations provided for in the internal procedures;
- the staff may not use connection methods other than those provided / authorized by Laica in the performance of the work performed in their favor.

Laica has also adopted, also with the help of an external IT consultant, the following measures:

- access to information residing on the Company's *servers* and databases, including *client*, is controlled by authentication tools;
 - system administrators are equipped with their own authentication credentials;
 - employees are equipped with unambiguous authentication credentials for access to *client*;
 - access to applications by IT staff is guaranteed through authorization tools;
 - the *server* and laptops are periodically updated on the basis of specific needs and protected by antivirus programs, updated automatically, against the risk of intrusion;
 - networking devices are protected by adequate access limitation tools (firewalls and proxies);
 - the *networking devices* are placed in dedicated and protected areas in order to make them accessible only to authorized personnel;

- The personnel shall refrain from using the company's IT and telematic resources for purposes other than those provided for in the contractual specifications with customers and/or the applicable legal regulations.

2.9.3 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIMES OF ORGANIZED CRIME REFERRED TO IN ART. 24 TER OF LEGISLATIVE DECREE 231/01, AND IN PARTICULAR IN THE CRIME OF "CRIMINAL ASSOCIATION" (ART. 416 OF THE CRIMINAL CODE)

The following general principles of conduct apply to the Recipients of this Model who are involved, in any capacity, in the commercial activities carried out by the Company, meaning as such the management of sales and the purchase of goods, services and consultancy projects.

In particular, it is required to refrain from purchasing, even illegally or outside the commercial channels that the Company has activated towards its Shareholders, machinery, plant parts or spare parts even when expanding the production line, either individually or in collaboration with other parties belonging to Laica or third party companies.

With regard to the conduct to be adopted in the context of "sensitive" activities with respect to the crime of "Inducement not to make declarations or to make false declarations to the judicial authority", introduced by Law 116/2009, please refer to the principles indicated, below, in the appropriate chapter.

2.9.4 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CRIMES AGAINST INDUSTRY AND COMMERCE, INTRODUCED BY LAW 99/2009

The following general principles of conduct apply to the Recipients of this Model who, for whatever reason, are involved in "sensitive" activities with respect to crimes against industry and commerce referred to in Article 25-bis.1 of Legislative Decree 231/2001.

In general, these subjects are required to:

- guarantee high quality standards, in compliance with the legislation protecting competition and the market;
- insert contractual clauses with suppliers that provide for the liability of the latter also for the work of any sub-suppliers;
- provide truthful, accurate and exhaustive information about the quality and compliance of the product with current regulations of the products offered for sale.

It is expressly forbidden for the Recipients to:

- declare an origin of the product or a qualitative characteristic that is untrue and different from the actual one; this principle is respected at every stage of processing and production;
- to sell or put into circulation products whose qualities and characteristics (intrinsic or extrinsic) are different, even partially, from those declared or agreed.

2.9.5 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CORPORATE CRIMES INTRODUCED BY LEGISLATIVE DECREE 61/2002 AND AMENDED BY LAW 262/2005 AND LAW 69/2015

The following general principles of conduct apply to the Recipients of this Model who, for whatever reason, are involved in "sensitive" activities with respect to corporate crimes referred to in Article 25 *ter* of Legislative Decree 231/2001.

In general, these subjects are required to:

- behave correctly, transparently and collaboratively, in compliance with the law and internal procedures, in all activities aimed at preparing the financial statements and other corporate communications, in order to provide the Shareholder and the public with truthful and correct information on the Company's economic, equity and financial situation;

- observe the rules laid down by law to protect the integrity and effectiveness of the share capital, in order not to damage the guarantees of creditors and third parties in general;
- guarantee the traceability of access profiles, with the support of IT systems, in the process of identifying the subjects who enter the data into the system, ensuring the separation of functions and the consistency of the authorization levels, in the context of the collection, transmission and aggregation of accounting information aimed at the preparation of corporate communications;
- formally regulate the operations of reduction/increase of the share capital, mergers and corporate demergers;
- to ensure overall adequate control over routine accounting and valuation records, which must be carried out accurately, correctly and truthfully, as well as to comply with the relevant accounting standards;
- to ensure the regular functioning of the Company and the corporate bodies, guaranteeing and facilitating all forms of internal control over the management of the company provided for by law, as well as the free and correct formation of the will of the shareholders' meeting.

It is expressly forbidden for the Recipients to:

- carry out simulated transactions or spread false news about the Company and its activities;
- represent or transmit for the preparation and representation in the financial statements, reports or other corporate communications, false, incomplete or, in any case, untrue data, or prepare corporate communications that do not truthfully represent the economic, equity and financial situation of the Company;
- omit data and information required by law on the economic, equity and financial situation of the Company;
- return contributions or release from the obligation to make them, except in cases of legitimate reduction of the share capital;
- allocate profits or advances on profits not actually achieved or allocated by law to reserves;
- carry out reductions in the share capital, mergers or demergers, in violation of the provisions of the law protecting creditors, causing them damage;
- proceed with a fictitious increase in the share capital, allocating shares for a value lower than their nominal value;
- to engage in conduct that prevents, through the concealment of documents or the use of other fraudulent means, or hinders the performance of control activities by the Board of Directors, the Board of Statutory Auditors and the Supervisory Body;
- engage in any conduct that is an obstacle to the exercise of the functions of the Administrative Authorities (i.e. the Guarantor for the protection of personal data), including during inspections (by way of example: express opposition, specious refusals, or even obstructive or non-cooperative behaviour, such as delays in communications or in the provision of documents).

In relation to the crime of "Corruption between private individuals" (Article 2635 of the Italian Civil Code), the Company is liable for administrative liability if it carries out, also through the conduct of its employees, acts of corruption against the top management of a private counterparty or their subordinates, in order to influence their conduct to obtain an advantage for the Company itself, with damage (i.e. "harm") of the counterparty (e.g. customer, supplier, business partner).

Top management of a private counterparty means, in particular, Directors, General Managers, Managers in charge of preparing the company's financial reports, statutory auditors and liquidators; "Subject subjects" means those who are subject to the management or supervision of the aforementioned top management.

The contact person of the private counterparty acts in conflict of interest with the entity to which he belongs, benefiting the corrupting company as a result of the money or other benefits received in a personal capacity or given to third parties related to it.

Consequently, in order to prevent the risk that Laica may be charged with the crime of "Corruption between private individuals", it is essential that any possible commercial relationship of the Company, both in the negotiation of agreements and in their execution, with other private operators is based on fairness and transparency.

More specifically, it is expressly forbidden for the Recipients to give or promise money or other benefits in favour of top management of counterparty companies or their subordinates (as defined above) and/or in favour of persons indicated by them, in order to illegally obtain an advantage in favour of Laica.

In this regard, these subjects are prohibited from:

- promise or make cash payments to a Director, Statutory Auditor, liquidator or subordinate, in order to obtain an advantage for the conduct of their business;
- promise or grant advantages of any kind (e.g.: promises of employment) in favor of a Director, Statutory Auditor, liquidator or subordinate, in order to influence his independence of judgment or induce to ensure any advantage to the Company;
- favour, in the purchasing processes, collaborators, suppliers, consultants or other third parties as indicated by a Director, Statutory Auditor, liquidator or subordinate, in order to obtain an advantage for the conduct of their business.

The gifts and entertainment expenses (including meals, travel or other entertainment) offered must not be aimed at obtaining an undue advantage that favors, for example, the performance or omission of acts in violation of the obligations inherent in their office or the obligations of loyalty, causing harm to the company.

Gifts and entertainment expenses must therefore be managed in accordance with the provisions of company practice and the Code of Ethics and, in particular, must, in all circumstances: (a) be made in relation to actual business purposes, (b) be reasonable and in good faith, (c) be recorded in appropriate documentation, and; they can never consist of a sum of money.

The rewards agreed with the customer must be managed in accordance with the provisions of the reference decision-making protocol.

2.9.6 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CULPABLE CRIMES INTRODUCED BY LAW 123/2007

The Company promotes the dissemination of a culture of safety and awareness of the risks associated with the work activities carried out at its headquarters and in all work environments under its direct responsibility, requesting, at all company levels, responsible behaviour that complies with the regulations in force to protect health and safety in the workplace.

In any case, all Recipients, in various capacities involved in the management of Laica's health and safety at work, are obliged to implement, each for the part of their competence, the powers received, the functions assigned, the prevention and protection measures prepared to monitor the risks related to safety identified in the Risk Assessment Documents (hereinafter "**DVRs**").

In particular, for effective risk prevention and in compliance with the obligations prescribed by Legislative Decree 81/2008 as subsequently amended and supplemented, as well as in line with the division of roles, tasks and responsibilities in the field of health and safety at work, an express request is made:

- to the company subjects and company functions involved in various capacities in the management of the safety system, to carry out the tasks assigned in this matter in compliance with the delegations and powers of attorney received, the prevention measures adopted and the existing company procedures, taking care to inform and train personnel who, in the performance of their activities, are exposed to risks related to safety at work;
- persons appointed by the Company or elected by the staff pursuant to Legislative Decree 81/2008 (such as, for example, the Head of the Prevention and Protection Service, the First Aid Officers, the Competent Doctor, the Workers' Safety Representatives) to carry out, each within the scope of their competences and attributions, the safety tasks specifically entrusted by current legislation and provided for in the safety system adopted by the Company;

- the persons in charge of supervising the correct observance, by all workers, of the safety measures and procedures adopted by the Company, reporting any deficiencies or misalignments in the safety system, as well as conduct contrary to it;
- all employees to take care, in accordance with the provisions of the law and in the company safety system, of their own safety and health and that of other people present in the workplace, observing the measures, safety procedures and operating instructions provided by the Company, and making mandatory use of the Personal Protective Equipment (PPE) provided by the same. It is also the duty of workers to undergo health checks, participate in training courses and report to the RSPP, the supervisor, or the RLS, or to the Employer himself any deficiencies in the equipment used and all the dangerous conditions that are encountered from time to time.

In addition, each recipient of the Model who is legitimately located at the Company's premises, or at the production plant, must:

- in accordance with their training and experience as well as the instructions and means provided or prepared by the employer, not to adopt imprudent behaviour with regard to safeguarding their health and safety;
- comply with the legislation for the purpose of collective and individual protection, exercising in particular all appropriate controls and activities suitable for safeguarding the health and safety of Collaborators, Suppliers and/or third parties, who may be present in the workplace;
- use the protective equipment made available appropriately;
- immediately report to the appropriate levels (due to the responsibilities assigned) the anomalies of the means and devices referred to in the previous points, as well as any other dangerous conditions of which you are aware;
- to act directly, in the face of a detected danger and only in cases of urgency, compatibly with their skills and possibilities;
- undergo the required health checks;
- adhere to the planned training interventions;
- contribute to the fulfilment of all obligations imposed by the competent authority or in any case necessary to protect the safety and health of workers at work.

It is also required to comply with the specific legislation concerning temporary construction sites (Title IV of Legislative Decree 81/2008) in cases of opening of construction sites and the preparation of all the measures provided for therein.

Violation of company and regulatory rules on the protection of health and safety at work constitutes a violation of the Model and therefore a disciplinary offence punishable by the Company.

In the absence of an ISO 45001 certified management system, these devices are not sufficient to guarantee suitability for the Model. This part must be deepened and declined on all the relevant points of Legislative Decree 81/08. For example, the issue of risk assessment, DUVRI, accidents is missing. the control activities carried out by the RSPP, the traceability of accident analyses take a cue from the INAIL guidelines

2.9.7 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIMES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING AS WELL AS SELF-LAUNDERING AND USE OF MONEY, GOODS OR UTILITIES OF ILLEGAL ORIGIN INTRODUCED BY LEGISLATIVE DECREE 231/2007 AND AMENDED BY LAW 186 /2014

Although the analysis conducted on the Company's typical activities leads to the conclusion that the risk associated with the possible verification of conduct suitable for integrating the crimes of money laundering, self-laundering, receiving stolen goods, or the use of money, goods or other utilities of illegal origin pursuant to Article 25-octies is sufficiently monitored of the Decree, the Company has deemed it appropriate to consider in any case, as a business area at risk of committing one of the aforementioned crimes, the performance of the following activities:

- management of monetary and financial flows assets and liabilities;
- management of collections from customers;
- management of tax obligations and preparation of the tax return;
- management of accounting and closing of accounts;
- preparation of the Financial Statements;
- Purchasing management;
- sponsorship management;
- management of corporate operations.

In light of these assessments, the Company requires the Recipients involved in the sensitive activities described above to:

- refrain from carrying out any conduct that may in any way directly or indirectly integrate the aforementioned types of crime and/or facilitate or encourage their committality. In this regard, it should be noted that the conduct of money laundering or the use of money, goods or other benefits of illicit origin is integrated, when money, goods or other utilities of illicit origin are replaced or transferred or operations are carried out to hinder the identification of their illicit origin, while the conduct of receiving stolen goods is integrated when money or things deriving from any crime are purchased or received or concealed;
- use the banking system in transactions, also requiring customers to make payments exclusively through this system, which allows the traceability of financial transfers;
- verify, through the available information, suppliers and commercial counterparties in order to ascertain their respectability and reliability before starting business relationships with them, including for the benefit of sponsorships or third parties in general;
- define in writing the contractual conditions and terms governing transactions with third-party counterparties
- make payments to current accounts of banks operating in countries listed in the "*tax heaven*" lists or in favour of *off-shore* companies only with the express authorisation of the Head of Administration and Finance;
- use or use only economic and financial resources whose origin has been verified and only for transactions that have an express reason and that are recorded and documented;
- refrain from issuing invoices or issuing documents for non-existent transactions in order to allow third parties to commit tax evasion;
- refrain from submitting knowingly incorrect tax returns, in order to evade the payment of taxes due, and at the same time mask the fraudulent origin of such capital;
- monitor the Company's financial flows, both incoming and outgoing, on a constant basis, always ensuring traceability.

All Recipients, in the performance of their corporate functions and duties, must also comply with the rules regarding the limitations on the use of cash and bearer securities provided for by Legislative Decree 231/2007, as subsequently amended and supplemented.

In this regard, without any exhaustive intent, it is expressly forbidden to:

- transfer for any reason between different parties, except through banks or electronic money institutions or Poste Italiane S.p.A., cash or bearer bank or postal deposit books or bearer securities in euros or in foreign currencies, when the value of the transaction, even fractional, is equal to or greater than the total amount established by the reference legislation in force¹;
- to issue bank and postal cheques for amounts equal to or greater than those established by the reference legislation in force that do not bear the indication of the name or company name of the beneficiary and the non-transferability clause;

- turn over for the collection of bank and postal cheques issued to the order of the drawer to parties other than banks or Poste Italiane S.p.A.
- promising or offering money, benefits, promises of favours or other benefits, even under psychological pressure or coercion, even if indirectly, through an intermediary (e.g. agent, consultant, etc.), to subjects belonging to the Public Administration or to subjects indicated by them with the purpose, even implicit, of acquiring preferential treatment for themselves or in the conduct of any activity related to the Company;
- to provide any donation that may constitute, implicitly or explicitly, a constraint for the Entity to prefer the Company's products during the promotion and sale of the same, nor that may in any way influence the judgment of the beneficiary Entity's staff;
- to provide contributions in favour of organisations with which a conflict of interest may be identified.

2.9.8 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CRIMES RELATING TO COPYRIGHT INFRINGEMENT INTRODUCED BY LAW 99/2009

The following general principles of conduct apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to crimes committed in violation of criminally relevant copyright pursuant to Article 25-novies of Legislative Decree 231/2001.

The Company, in particular, has identified the opportunity to consider the activities of:

- use of images protected by copyright for the production of promotional material, such as, by way of example but not limited to, catalogues and advertising brochures, aimed at promoting the dissemination of the products marketed by the Company;
- reproduction and dissemination of audio-visual content and images protected by copyright on the occasion of the transmission of video/radio supports to the public of films and/or music inside the point of sale;
- use of licensed software in the context of corporate information systems.

It is therefore expressly forbidden to use and, in particular, disseminate for advertising and promotional purposes, images protected by copyright in the absence of contractual agreements formalized in writing with the relevant owners for the relative economic exploitation of the same.

In addition, it is expressly forbidden for the Recipients to:

- install and use software (programs) that are not approved by the Company and/or lack the necessary authorizations/licenses;
- install and use, on Laica's computer systems, software (so-called "P2P", *file sharing* or *instant messaging*) through which it is possible to exchange any type of *file* (such as videos, documentation, songs, data, etc.) with other subjects within the Internet without any possibility of control by the Company;
- install and/or modify hardware components or use software and/or hardware tools designed to destroy, deteriorate, delete, alter, suppress information, data or computer programs of others or even just endanger the integrity and availability of information, data or programs used by the State or by another Public Body or pertaining to them or in any case of public utility;
- carry out any conduct aimed, in general, at duplicating protected computer programs or databases on the computer's fixed memory;
- it is forbidden to use software and/or CDs without the necessary authorizations/licenses;
- it is forbidden to duplicate and/or disseminate programs and files in any form except in the forms and for the purposes of the service for which they were assigned;
- produce and transmit documents in electronic format with false and/or altered data;

reproduce or disseminate, in any form and without right, the intellectual work of others, in the

¹ As established by Legislative Decree 231/2007, in art. 24 paragraph 1, the limit for the use of cash is equal to € 2,999.99.

- absence of contractual agreements formalized in writing with the relevant owners for economic exploitation or in violation of the terms and conditions provided for in such agreements.

In general, the company personnel in charge are required to:

- ensure compliance with internal, EU and international standards for the protection of the *software* (computer programs and databases), promoting their correct use;
- diligently take care of the administrative formalities necessary for the use of the *software* in the management of the company information system.

2.9.9 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIME OF INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITY" INTRODUCED BY LAW 116/2009

The following principles of conduct of a general nature apply to the Recipients of this Model who, for whatever reason, are involved in "sensitive" activities with respect to the crime of inducing not to make declarations or to make false declarations to the judicial authority referred to in Article 25 *decies* of Legislative Decree 231/2001.

In general, these subjects are required to:

- to process promptly, correctly and in good faith all requests from the judicial police bodies and from the investigating and judging judicial authority, providing all information, data and information that may be useful;
- maintain a willingness and cooperative behaviour towards the judicial police bodies and the judicial authority in any situation.

It is expressly forbidden for the Recipients to:

- resort to physical force, threats or intimidation (whether physical or moral) or promise, offer or grant an undue benefit to induce those who may avail themselves of the right not to respond in criminal proceedings, not to make statements or to make false statements to the judicial authorities, with the intention of obtaining a ruling in favour of the Company or determining the achievement of other types of advantage;
- promise or offer cash or other benefits to persons involved in legal proceedings in order to induce them to conceal/omit facts that may cause penalties/sanctions to the Company, protecting or improving the position of the latter.

2.9.10 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CRIMES INTRODUCED BY LEGISLATIVE DECREE 121/2011 AND AMENDED BY LAW 68/2015

The following general principles of conduct apply to the Recipients of this Model who, for whatever reason, are involved in "sensitive" activities with respect to environmental crimes referred to in Article 25-undecies of Legislative Decree 231/2001.

In particular, the Recipients are required to:

- scrupulously comply with environmental legislation;
- assess potential risks and develop appropriate prevention programs to protect the environment;
- establish and update emergency procedures, in order to minimize the effects of environmental impacts generated in emergency conditions;
- verify, before establishing the relationship, that the suppliers of services related to waste management, where required by Legislative Decree 152/2006 and other legislative and regulatory sources, give evidence, based on the nature of the service provided, of compliance with the regulations on waste management and environmental protection, as established in the

company procedures;

- ascertain, before the establishment of the relationship, the respectability and reliability of the suppliers of services related to waste management, also through the acquisition and verification of communications, certifications and authorizations on environmental matters made by them or acquired in accordance with the law;
- include specific clauses in contracts entered into with suppliers of services related to waste management through which the Company may reserve the right to periodically verify communications, certifications and authorizations on environmental matters, taking into account the terms of expiry and renewal of the same;
- carry out the obligations and preparation of the relevant documentation towards the Public Administration bodies responsible for controlling environmental legislation, in compliance with current national and/or EU regulations, with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information, avoiding and in any case reporting, in the appropriate form and manner, situation of conflict of interest;
- disseminate the principles of this document at every level of the organization and raise awareness among its suppliers so that they ensure products and services in line with these principles.

2.9.11 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIMES OF EMPLOYMENT OF THIRD NATIONALS WHOSE STAY IS ILLEGAL

The following general principles of conduct apply to the Recipients of this Model who, for whatever reason, are involved in personnel management activities.

In particular, it is required to:

- carry out all the obligations with the competent Public Bodies required by law for the recruitment of non-EU personnel;
- promptly verify the position of the new employee's regular residence permit and/or the renewal of the residence permit according to the expiry terms indicated by law.

In particular, they are prohibited from:

- hire non-EU employees who are not in compliance with the requirements required by law to stay and work within the national territory;
- carry out activities aimed at facilitating the illegal stay of the non-EU subject in the Italian territory or in another State of which the person is not a citizen or does not have a permanent residence permit. In particular, activities aimed at the illegal introduction and stay in Italian territory of family members, outside the hypothesis of family reunification, expressly provided for by law, are prohibited.

In case of doubts about the correct interpretation of the rules of conduct indicated, the interested party may request clarifications from his or her manager, who may - in turn - consult the Supervisory Body.

2.9.12 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE CRIME OF FRAUD IN SPORTS COMPETITIONS INTRODUCED BY LAW NO. 39/2019

The following general principles of conduct apply to the Recipients of this model who, for any reason, are involved in sensitive activities with respect to the crime of fraud in sports competitions referred to in Article 25 *quaterdecies* of Legislative Decree 231/2001. In particular, it is required to:

- adhere to sponsorship requests from recognized associations by sports federations belonging to CONI or sports promotion bodies recognized at ministerial level (e.g. UISP, AICS);
- activate the sponsorship request after verifying its adequacy and documentability, as well as its

congruity with the Company's objectives;

- cooperate, including financially, with associations in a manner strictly compliant with the laws and provisions in force;
- conclude sponsorship requests exclusively for the purpose of promoting the Company's image or for purposes related to the company's business;
- ensure that any economic consideration for a sponsorship agreement is disbursed exclusively through authorised financial intermediaries, in order to ensure the traceability of the financial flows linked to the transaction;
- ensure that sponsorships are approved by corporate bodies with adequate authorization powers.

In particular, they are prohibited from:

- provide direct and indirect sponsorships, and in any form, to subjects not recognized by sports federations belonging to CONI or sports promotion bodies recognized at ministerial level (e.g. UISP, AICS)
- promising or offering money, benefits, promises of favours or other benefits, even under psychological pressure or coercion, even if indirectly, through an intermediary (e.g. agent, consultant, etc.), to beneficiaries with the purpose, even implicit, of acquiring preferential treatment for themselves or in the conduct of any activity related to the Company;
- provide any sponsorship that may constitute, implicitly or explicitly, a constraint for the sponsored party to prefer the Company's products during the promotion and sale of the same, nor that may in any way influence the judgment of the beneficiary entity's staff;
- provide sponsorships in favor of organizations within which there are directors / shareholders who, by virtue of their public or private activities, are in conflict of interest with the Company.

2.9.13 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO TAX CRIMES

The following general principles of conduct apply to the Recipients of this Model who, for whatever reason, are involved in sensitive activities with respect to tax crimes referred to in Article 25 *quinquiesdecies* of Legislative Decree 231/2001.

In particular, it is required to:

- verify the changes that have occurred to accounting standards and to the legislation relating to the determination of income taxes;
- to draw up, for the purposes of tax assessment, the tax return, taking care to include accounting elements, assets and liabilities, that correspond to the truth, representative of transactions actually incurred, corroborated by punctual, reliable, authentic documentation;
- draw up the VAT return in order to notify the tax authorities of the assets and liabilities actually incurred during the year prior to the year of submission and settle the tax due;
- keep, for the period of law, i.e. ten years, the balance sheet or the financial statements, as well as the related minutes and reports, to which they are obliged by the Civil Code, by special laws or by the Articles of Association. Revenues, costs, inventories and other elements necessary for the determination of the taxable amount must be indicated in a specific schedule, if they do not appear in the financial statements or in the statement. After 10 years, the tax documents cannot be destroyed in the event that an assessment is underway and the accounting records will be kept even beyond the deadline and at least until the assessments relating to the corresponding tax period are defined;
- keep the tax documents attached to the tax return until 31 December of the fourth year following the submission of the same (with the exception of electronic documents relevant for

tax purposes, exempt from compliance with civil law);

- manage the assets in compliance with the principle of transparency of the transactions carried out, in order to exclude the subtraction of the same from the satisfaction of the tax debt;
- adopt conduct in accordance with the principle of maximum prudence. To this end, where the tax legislation applicable to the case is not clear or is subject to multiple interpretations, it will be necessary to make use of the support of external consultants with adequate professional expertise. Where deemed appropriate, a further professional assessment (so-called second opinion) or forms of prior dialogue with the Tax Authorities will be used, in order to reach, by mutual agreement and where reasonably possible through the tools made available by the tax system, the identification of the most correct applicable tax regime;
- develop and promote relations with tax authorities based on the principles of fairness, honesty and mutual transparency
- carry out periodic refresher / training activities for the people involved in the tax definition/control process;
- implement a segregation of tasks between those who carry out the management of accounting and those who deal with the preparation of declarations and the calculation of taxes, also through the system of delegations;
- verify the correctness and veracity of the accounting elements before forwarding them to the external party responsible for filling out the tax return, affixing the compliance stamp and paying taxes;
- implement a segregation of tasks between those who participate in the process of formalizing declarations and calculating taxes and between those who authorize payment.

It is also forbidden for the personnel involved to:

- issue invoices and/or other documentation to counterparties without prior verification of an order confirmation or of the service actually provided;
- issue invoices and/or other documentation for transactions or activities not carried out or carried out partially, precisely following the contractual agreements undertaken with the counterparty itself;
- make payments to third parties not included in the contractual relationship between the Company and the counterparty holding the contract itself;
- issue payments for invoices and/or other documentation sent to the Companies without prior verification of the presence of purchase orders, the approval of the service rendered or the actual receipt of the goods subject to the invoice received or in the case of advances/advances on the basis of existing orders/contracts;
- record bank movements, assets or liabilities, in the accounting that do not have an actual correspondence in accounting documentation proving the actual receipt or implementation of the service received or rendered;
- indicate in the documentation submitted, in the event of any tax settlement procedures, assets for an amount lower than the actual amount or fictitious liabilities;
- indicate fictitious liabilities using invoices or other documents with probative value similar to invoices for non-existent transactions;
- destroy or conceal all or part of the accounting records and/or documents whose retention is mandatory by law;
- omit, being obliged to do so, the submission of the tax return, on value added and withholding agent;
- to resort to the institution of offsetting, pursuant to Article 17 of Legislative Decree no. 241/1997, using non-existent or non-due tax credits towards the Tax Administration in order to avoid payment of taxes due.

party may request clarifications from his or her manager, who may - in turn - consult the Supervisory Body.

2.9.14 CONDUCT TO BE ADOPTED IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO SMUGGLING CRIMES

The following general principles of conduct apply to the Recipients of this Model who, for whatever reason, are involved in "sensitive" activities with respect to the smuggling offences referred to in Article 25 *sexiesdecies* of Legislative Decree 231/2001.

In particular, it is required to:

- comply with laws, regulations and, in general, all applicable customs provisions and submit the relevant declarations in accordance with the terms of the law;
- behave loyally, transparently and correctly in relations with the Tax and Customs Authorities and, in general, in relations with public officials and/or persons in charge of public services and, in any case, interface with them only if authorised for the purpose, within the limits of the powers conferred by the powers of attorney and delegations in force;
- identify the roles and figures involved in the management of the obligations prescribed by the relevant customs legislation;
- accompany all imported goods with all the documentation required by the relevant customs regulations;
- transmit to the Customs Authority the documentation required by the relevant legislation on the subject (including Law 185/1990);
- request the intervention of a specialized consultant in case of doubts and/or critical issues relating to the obligations prescribed by the relevant customs legislation;
- take care of relations with carriers and freight forwarders, ensuring the correct receipt and signing of the documentation required for customs purposes;
- ensure that all documentation has been previously verified by the competent Company Departments / Functions and subsequently signed by the personnel with appropriate powers, in accordance with the provisions of the current system of powers of attorney and delegations;
- ensure the control and correct archiving of all customs documentation produced and received by the Company.

In particular, they are prohibited from:

- exhibit false or altered documents to the Public Administration, or subtract or omit the exhibition, if due, of documents, information or data of any kind, or conduct aimed at misleading the Public Administration;
- alter in any way or falsify computer documents containing relevant information on imported/exported goods;
- concealing goods in view of inspections carried out by the Customs Authority;
- issue declarations that do not attest to the veracity of the quantity and quality of the goods shipped.

SECTION THREE

3. SUPERVISORY BODY

Article 6, paragraph 1, of Legislative Decree 231/2001 requires, as a condition for benefiting from the condition exempt from administrative liability, that the task of supervising compliance with and functioning of the Model, taking care of its updating, be entrusted to a Supervisory Body within the entity which, endowed with autonomous powers of initiative and control, continuously exercises the tasks entrusted to it. Therefore, the Supervisory Body carries out its functions outside the Company's operational processes, reporting periodically to the Board of Directors, of which it is placed in a *staff position*, free from any hierarchical relationship with the individual top managers and with the Board itself.

In this regard, the Confindustria Guidelines specify that, although the silence of the Decree allows for the opting for both a monocratic and multi-subjective composition, the choice between one or the other solution must ensure the effectiveness of the controls in relation to the size and organizational complexity of the entity.

Pursuant to art. 6, paragraph 4 of Legislative Decree 231/01, the Board of Directors of Laica established, in the same resolution adopting the Model, a Supervisory Body with a collegial structure which, due to the composition chosen, can ensure knowledge of the Company's activities and - at the same time - has the authority and independence such as to be able to guarantee the credibility of the related functions

Therefore, the composition of the Supervisory Body has been defined in such a way as to guarantee the following requirements:

- *Autonomy and independence*: this requirement is ensured by staff placement and *reporting* directly to the Board of Directors.
- *Professionalism*: this requirement is guaranteed by the wealth of professional, technical and practical knowledge (risk analysis and assessment techniques, risk containment measures, experience in procedures, processes, etc.) available to the Supervisory Body. In consideration of the peculiarity of its responsibilities and the specific professional contents required by them, the SB, in carrying out its duties, will make use of external professionals and consultants to carry out its activities;
- *Continuity of action*: with reference to this requirement, the Supervisory Body is required to constantly monitor, through investigative powers, compliance with the Model by the Recipients, to ensure its implementation and updating, representing a constant reference for all the Company's personnel.

3.1. FORFEITURE AND REVOCATION

The Supervisory Body remains in office for three years, its members, in any case, may be re-elected. Members who have an employment relationship with the Company automatically lose their office in the event of termination of this relationship and regardless of the cause of its interruption. The loss of the affiliation relationship with Laica also constitutes a cause for forfeiture of the office of the members of the Body who are also Members of the Society.

The Board of Directors may revoke the members of the Body at any time but only for just cause.

The forfeiture of the Board of Directors also constitutes a cause for the forfeiture of the Supervisory Body, without prejudice to the right reserved to the appointing Board of Directors to confirm the composition of the Supervisory Body.

The following shall also constitute just cause for the revocation of the members:

- the ascertainment of a serious breach by the Supervisory Body in the performance of its duties;
- failure to notify the Board of Directors of a conflict of interest that prevents the maintenance of the role of member of the Body itself;
- the sentence condemning the Company, which has become final, or a plea bargaining sentence, where the documents show the omitted or insufficient supervision by the Supervisory Body;
- violation of confidentiality obligations with regard to news and information acquired in the exercise of the functions of the Supervisory Body;
- for the member linked to the Company by an employment relationship, the initiation of disciplinary proceedings for facts that may result in the sanction of dismissal.

If the revocation occurs without just cause, the member who has suffered the measure may request to be immediately reinstated in office.

Each member may resign from office at any time with at least 30 days' written notice, to be communicated to the Chairman of the Board of Directors by registered mail with return receipt or by certified email to the dedicated address.

The Supervisory Body autonomously regulates the rules for its operation in a specific Regulation, in particular by defining the operating procedures for the performance of the functions assigned to it. The Regulations are then transmitted to the Board of Directors for its acknowledgement.

3.2. POWERS AND FUNCTIONS OF THE SUPERVISORY BODY

The Supervisory Body is entrusted with the following tasks:

- supervising the dissemination of knowledge, understanding and compliance with the Model within the Society;
- supervise the validity and adequacy of the Model, with particular reference to the conduct found;
- supervise compliance with the Model by the Recipients;
- verify the effective ability of the Model to prevent the commission of the crimes included in the Decree and identified in the same;
- verifying the effective performance of the information and training initiatives on the Model undertaken by the Company;
- carry out or arrange for periodic inspection activities to be carried out, under its direct supervision and responsibility, according to the times and methods indicated in the annual Monitoring Plan;
- carry out or arrange for checks to be carried out on the truthfulness and validity of the reports received, and propose the possible adoption of the sanctions referred to in the following Section IV;
- inform the Board of Directors of the opportunity to update the Model, where there is a need for adaptation in relation to changed organisational and/or regulatory conditions.

In carrying out these activities, the Body will take care of the following obligations:

- coordinate and collaborate with the corporate functions (including through special meetings), for the best monitoring of the social activities identified as at risk of crime in the Model;

- verify the establishment and operation of specific "dedicated" information channels (e.g. e-mail address or physical mailbox for paper reports), aimed at facilitating the flow of reports and information to the Body;
- carry out targeted, periodic and/or impromptu checks on certain transactions or specific acts, carried out within the areas of activity identified as potentially at risk of committing the crime;
- verify the regular keeping and effectiveness of all the documentation relating to the activities and operations identified in the Model, with the possibility of accessing all the documentation and all the information deemed useful to carry out its monitoring activities
- plan and propose specific information and training activities on the Model to the various company levels, coordinating with the company functions involved in personnel management;
- verify with the department managers, the introduction and/or updating of tools, policies and/or written procedures suitable for preventing the commission of the offences referred to in the Decree, with reference to all sensitive activities;
- immediately report to the Board of Directors any violations of the Model, considered well-founded, by the Company's Directors or senior figures of the same, in the latter case also informing the Chairman (as the person appointed to exercise disciplinary and sanctioning powers) where not directly involved in the report;
- immediately report to the Board of Statutory Auditors any violations of the Model, considered well-founded, by the entire Board of Directors or by one or more Directors, if founded.

For the purposes of carrying out the obligations listed above, the Body is endowed with the powers indicated below:

- issue provisions and service orders aimed at regulating its activities and preparing and updating the list of information that must reach it from the company functions;
- access, without prior authorisation, to any document and information relevant to the performance of the functions attributed to it by Legislative Decree 231/2001;
- order that the heads of the corporate functions, and in any case all the Recipients, promptly provide the information, data and/or news requested of them for the verification of the effective implementation of the Model;
- carry out investigations into the reports received to verify whether they constitute violations of the Code of Ethics and/or the Model and to ascertain their validity, reporting, at the end of the investigations conducted, to the competent Management or to the Board of Directors, depending on the corporate role of the perpetrator of the violation, the opportunity to initiate disciplinary proceedings or to take appropriate sanctioning measures against the perpetrator;
- to inform the competent corporate functions and bodies of the opportunity to initiate sanctioning procedures following the ascertainment of violations of the Model;
- obtain information on the results of disciplinary procedures or sanctions taken by the Company for ascertained violations of the Code of Ethics and/or the Model, and, in the event of dismissal, ask for the reasons;
- to resort to external consultants of proven professionalism in cases where this is necessary for the performance of verification activities or updating of the Model.

The Board of Directors assigns the Supervisory Body an adequate expenditure budget with respect to the functions assigned to it, on the proposal of the Body itself. The Body autonomously decides on the expenses to be incurred in compliance with the powers of signature and the company procedures for activating purchases

and consultancy; in the event of expenses exceeding the budget, it must be authorized directly by the Board of Directors.

3.3. REPORTING BY THE SUPERVISORY BODY

As already mentioned above, in order to ensure full autonomy and independence in the performance of its functions, the Supervisory Body communicates directly to the Company's Board of Directors.

In particular, the Supervisory Body reports to the Board of Directors on the state of the implementation of the Model and the results of the supervisory activity carried out, as follows:

- at least annually, to the Board of Directors, through a written report, which illustrates the monitoring activities carried out, the critical issues that have emerged and any corrective and/or improvement measures appropriate for the implementation of the Model;
- to the Board of Statutory Auditors if it deems it necessary or in relation to alleged violations carried out by the Board of Directors, being able to receive requests from the Board of Statutory Auditors for information or clarifications regarding the aforementioned alleged violations and regarding the checks carried out.

The Supervisory Body may be convened at any time by both the Board of Directors and the Board of Statutory Auditors and, in turn, may request these bodies to be heard if it deems it appropriate to report on issues relating to the functioning and effective implementation of the Model or in relation to specific situations.

To guarantee a correct and effective flow of information, as well as for the complete and correct exercise of its duties, the Supervisory Body also has the right to request clarifications or information directly from the parties with the main operational responsibilities.

3.4. INFORMATION FLOWS TO THE SUPERVISORY BODY

Legislative Decree 231/2001 sets out, among the requirements that the Model must satisfy, the establishment of specific information obligations towards the Supervisory Body by the corporate functions, aimed at allowing the Body to carry out its supervisory activities.

In this regard, the following information must be communicated to the Supervisory Body:

- on a periodic basis, the information, data, news and documents previously identified by the Supervisory Body and formally requested by the latter from the corporate functions (so-called information flows), according to the methods and timing defined by the same Body;
- on an occasional basis, any other information, of any kind, relating to the implementation of the Model in the areas of activity at risk of crime, as well as compliance with the provisions of the Decree and the Code of Ethics, which may be useful for the purpose of carrying out the Body's tasks (so-called reports).

In this regard, the Recipients must report to the Supervisory Body any information relating to conduct that may constitute a violation of the provisions of the Decree, the Model and/or the Code of Ethics, as well as specific offences of which they are aware.

To this end, the transmission of reports may be carried out through the following channels:

- dedicated e-mail address odvlaica@gmail.com;
- confidential letter addressed either to the Company's operational headquarters – Via Vittorio Veneto 102, 28041, Arona (NO) or to the Company's registered office – Via Cerruti 6, 28100, Novara (NO);
- reporting box at the Company's operational headquarters.

The SB, without prejudice to legal obligations, will take care to ensure the utmost confidentiality of whistleblowers, in order to avoid retaliatory attitudes or any other form of discrimination or penalization against them.

The Supervisory Body will ensure the confidentiality of the information it comes into possession of, as well as the related sources. For its part, the Company will not carry out any action that can be classified as retaliatory (disciplinary sanction, de-demotion, suspension, dismissal) or discriminatory, against personnel who have reported, in good faith, events or situations such as to suggest that there may have been a violation of the Model, the Code of Ethics, the protocols aimed at planning the implementation of the Company's decisions in relation to the crimes to be prevented or the relevant legislation of administrative liability of companies.

The Supervisory Body cannot fail to take into consideration reports that are devoid of any substantial element to support them, excessively generic or unsubstantiated, or of obvious defamatory or slanderous content.

The Supervisory Body will evaluate the reports received and may summon, if it deems it appropriate, both the whistleblower to obtain more information and the alleged perpetrator of the violation, also giving rise to all the checks and investigations that are necessary to ascertain the validity of the report.

In addition to the information indicated above, the following information must be sent to the Supervisory Body:

- measures and/or information from judicial police bodies, or from any other authority, including administrative authorities, involving the Company or top management, which show that investigations are being carried out, including against unknown persons, for the offences referred to in Legislative Decree 231/2001, without prejudice to the obligations of confidentiality and secrecy imposed by law;
- requests for legal assistance submitted by managers and/or employees in the event of the initiation of legal proceedings for offences included in Legislative Decree 231/2001 and carried out in the context of work activities;
- changes in the system of proxies and powers of attorney, changes to the bylaws or in the organizational structure;
- the results of any actions taken following a written report from the Supervisory Body of an ascertained violation of the Model, the imposition of disciplinary sanctions for violation of the Model, as well as the dismissal measures with the related reasons;
- reporting of serious accidents (manslaughter or serious or very serious culpable injuries, in any case any accident of criminal relevance, i.e. with a prognosis of more than 40 days) occurring to employees or collaborators of Laica and, more generally, to those who have access to the Company's work environments;
- alleged violations of the Code of Ethics.

The Body, with the support of the Company, defines the methods of transmission of information, communicating it to the corporate functions required to send it.

All information, documentation, including the reporting required by the Model, and reports collected by the Supervisory Body - and received by the same - in the performance of its institutional duties must be kept by the Body in a special archive set up at the Company's headquarters.

SECTION FOUR

4. DISCIPLINARY SYSTEM

The definition of a sanctioning system, applicable in the event of violation of the provisions of this Model, is a necessary condition to ensure the effective implementation of the Model itself, as well as an essential prerequisite for allowing the Company to benefit from the exemption from administrative liability.

The application of disciplinary sanctions is independent of the initiation and outcome of any criminal proceedings initiated in cases where the violation constitutes a relevant offence pursuant to the Legislative Decree 231/2001. The penalties that can be imposed are diversified according to the nature of the relationship between the offender and the Company, as well as the importance and seriousness of the violation committed and the role and responsibility of the perpetrator.

In general, violations can be traced back to the following behaviors and classified as follows:

- a) conduct that constitutes a culpable failure to implement the requirements of the Model and/or the Code of Ethics, including directives, procedures or instructions;
- b) conduct that constitutes a malicious transgression of the provisions of the Model and/or the Code of Ethics, such as to compromise the relationship of trust between the perpetrator and the Company as it is unequivocally preordained to commit a crime.

The sanctioning procedure is in any case referred to the competent corporate bodies.

4.1. PENALTIES FOR EMPLOYEES

In relation to employees, the Company must comply with the limits set out in Article 7 of Law 300/1970 (Workers' Statute) and the provisions contained in the **adopted National Collective Labour Agreement ("CCNL")**, both with regard to the sanctions that can be imposed and the methods of exercising disciplinary power.

Failure by employees to comply with the provisions of the Model as well as the principles of the Code of Ethics constitutes a breach of the duties arising from the employment relationship pursuant to Article 2104 of the Italian Civil Code. and disciplinary offence.

More specifically, the adoption, by an employee of the Company, of conduct that can be qualified, on the basis of what is indicated in the previous paragraph, as a disciplinary offence, also constitutes a violation of the employee's obligation to perform the tasks entrusted to him with the utmost diligence, in compliance with the directives of Laica, as provided for by the **reference CCNL** ².

The following disciplinary measures may be imposed on employees:

- i) verbal reprimand;
- ii) written warning;
- iii) fine not exceeding the amount of 3 hours of total salary (basic salary and contingency);
- iv) suspension from service and pay for a period not exceeding 10 days;
- v) dismissal.

In order to highlight the criteria of correlation between violations and disciplinary measures, it is specified, by way of example but not limited to, that the precautionary disciplinary measures are incurred by the

² To be understood as the CCNL currently adopted by the Company.

employee who violates the provisions contained in the Model and in all the documentation that forms part of it, or adopts, in carrying out activities in areas at risk, conduct that does not comply with the requirements contained in the Model itself, such conduct being considered a failure to execute the orders given by the Company.

On the other hand, the employee who:

- adopts, in carrying out activities in areas at risk, conduct that does not comply with the provisions contained in the Model, and in the documentation that forms part of it, since such conduct must be seen as a lack of discipline and diligence in the fulfilment of its contractual obligations so serious as to damage the Company's trust in the employee himself;
- adopts, in carrying out activities attributable to the areas at risk, a conduct that is clearly in contrast with the provisions contained in the Model and in the documentation that forms part of it, such as to determine the concrete application to the Company of the measures provided for by Legislative Decree 231/2001, constituting such conduct an act that causes serious moral and material damage to the Company that does not allow the continuation of the relationship, not even temporarily.

The Company may not adopt any disciplinary measures against the employee without compliance with the procedures provided for in the CCNL of reference for the individual cases.

The principles of correlation and proportionality between the violation committed and the sanction imposed are guaranteed by compliance with the following criteria:

- seriousness of the violation committed;
- the employee's task, role, responsibility and autonomy;
- predictability of the event;
- intentionality of conduct or degree of negligence, recklessness or inexperience;
- overall conduct of the offender, with regard to the existence or absence of disciplinary precedents within the terms provided for by the relevant CCNL;
- other particular circumstances that characterize the violation.

The existence of a sanctioning system related to non-compliance with the provisions contained in the Model, and in the documentation that forms part of it, must necessarily be brought to the attention of the employees through the means deemed most suitable by the Company.

4.2. PENALTIES FOR EMPLOYEES WITH THE STATUS OF MANAGERS

Failure by managers to comply with the provisions of the Model as well as the principles of the Code of Ethics, including the violation of the information obligations towards the Supervisory Body, results in the application of the sanctions referred to in the collective bargaining agreement and the regulatory framework of reference.

In the event of serious violations, the Company may proceed with the early termination of the employment contract without notice pursuant to and for the purposes of art. 2119 of the Italian Civil Code.

4.3. PENALTIES FOR EMPLOYEES SUBJECT TO MANAGEMENT OR SUPERVISION

Failure by collaborators subject to the management or supervision of the Company's top management to comply with the provisions of the Model and the principles of the Code of Ethics, as well as the information obligations towards the Supervisory Body, will result in the termination of the relevant contract, in accordance with the provisions of the specific contractual relationship, without prejudice to the Company's right to

request compensation for damages suffered as a result of such conduct, including damages caused by the application of the sanctions provided for by Legislative Decree 231/2001.

4.4. MEASURES AGAINST DIRECTORS

In the event of an ascertained violation of the Model provisions, including those of the documentation forming part thereof, by one or more Directors, the Supervisory Body shall promptly inform the entire Board of Directors and the Board of Statutory Auditors, so that they may take the most appropriate and appropriate initiatives, in relation to the seriousness of the violation detected and in accordance with the powers provided for by current legislation and the Articles of Association.

In the event of an ascertained violation of the provisions of the Model by the entire Board of Directors, including the documentation that forms part of it, the Supervisory Body shall immediately inform the Board of Statutory Auditors, so that it may take steps to promote the consequent initiatives.

In particular, in the event of violation of the provisions of the Model, including those of the documentation forming part of it, by one or more Directors, the Board of Directors may proceed directly, depending on the extent and seriousness of the violation committed, to the imposition of the sanctioning measure of the formal written warning or the revocation, even partial, of the delegated powers and powers of attorney conferred.

In the event of violations of the provisions of the Model, including those of the documentation forming part of it, by one or more Directors, unequivocally aimed at facilitating or instigating the commission of a relevant offence pursuant to Legislative Decree 231/2001 or committing it, the sanctioning measures (such as, but not limited to, temporary suspension from office and, in the most serious cases, revocation from the office) must be adopted by the Shareholders' Meeting, on the proposal of the Board of Directors or the Board of Statutory Auditors.

4.5. MEASURES AGAINST TOP MANAGEMENT

In any case, even the violation of the specific obligation of supervision of subordinates incumbent on the Directors who hold operational positions within Laica, will result in the assumption, by the Company, of the sanctioning measures deemed most appropriate in relation, on the one hand, to the nature and seriousness of the violation committed and, on the other, to the qualification of the person who should commit the violation.

4.6. MEASURES AGAINST *EXTERNAL PARTNERS* AND COLLABORATORS

Compliance with the Model is also guaranteed through the provision of contractual clauses that oblige external collaborators, consultants and *commercial partners* to comply with the principles contained in the Code of Ethics and, where possible, with the procedures specifically related to the activity carried out, failing which the Company may withdraw from the contract or terminate it.

If the violation, attributable to the scope of application of Legislative Decree 231/2001, is carried out by a self-employed worker, a supplier or other person in the context of contractual relations with the Company, the termination of the contract is envisaged as a sanction in application of the contractual clauses and legal provisions and, if necessary, the related report to the competent authority.

SECTION FIVE

5. DISSEMINATION OF THE MODEL

The Company, aware of the importance that information and training aspects assume from a prevention perspective, defines a communication and training program aimed at ensuring the necessary information to the Recipients regarding the adoption of the Model and the Code of Ethics, as well as the dissemination of the main contents of the Decree and the obligations deriving from it, the provisions of the Model and the rules of conduct of the Code of Ethics.

Information and training activities for staff are organised with different levels of detail due to the different degree of involvement of staff in the activities identified as at risk of crime. In any case, the training activity is provided in a differentiated manner in terms of content and dissemination methods depending on the qualification of the Recipients, the level of risk of the area in which they operate and whether or not they hold representation, administration and management functions of Laica.

The training activity involves all employees, as well as all the Directors and resources that are, from time to time, included in the organization. In this regard, the related training activities must be planned and concretely carried out both at the time of recruitment and on the occasion of any changes in duties, as well as following updates and/or amendments to the Model.

With regard to the dissemination of the Model and the Code of Ethics, Laica undertakes to:

- send a communication to all personnel concerning the adoption of these documents by the Board of Directors;
- publish the Model and Code of Ethics on the company bulletin boards, or on any other communication tool deemed suitable for the purpose;
- organise training activities aimed at disseminating knowledge of Legislative Decree 231/2001 and the provisions of the Model and the Code of Ethics, as well as planning training sessions for staff on the occasion of updates and/or amendments to the Model, in the manner deemed most appropriate.

The documentation relating to information and training activities will be kept by the Personnel Management Office, available for consultation by the Supervisory Body and anyone else entitled to view it.

SECTION SIX

6. ADOPTION AND UPDATING OF THE MODEL

The Board of Directors is responsible for the adoption, updating, adaptation and any other amendment of the Model resulting from:

- significant violations of the Model's provisions;
- identification of new sensitive activities, related to the start of new activities by the Company, or changes to those previously identified;
- changes in the Company's organisational structure;
- identification of possible areas for improvement of the Model identified by the Supervisory Body following periodic verification and monitoring activities;
- regulatory changes and doctrinal and jurisprudential developments on the subject of administrative liability of entities.

To this end, the Supervisory Body informs the Board of Directors of the need to proceed with amendments or updates to the Model. The Supervisory Body, within the scope of the powers conferred on it in accordance with Articles 6, paragraph 1, letter b) and Article 7, paragraph 4, letter a) of the Decree, is in fact responsible for formulating proposals to the Board of Directors regarding the updating and adaptation of this Model.

In any case, the Model must be promptly amended and supplemented by the Board of Directors, also on proposal and in any case after consultation with the Supervisory Body, when the following have taken place:

- circumvention of the provisions of the Model that have demonstrated its ineffectiveness or inconsistency for the purposes of preventing crimes;
- significant changes to the internal structure of the Company or to the methods of carrying out business activities;
- regulatory changes.

Changes, updates and additions to the Model must always be communicated to the Supervisory Body.