

**D.LGS. 231/2001**  
**ORGANIZATION AND MANAGEMENT MODEL**  
**- GENERAL PART -**

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## 1. PREMISE

This document describes the Organisation and Management Model that the Board of Directors of the SACMA LIMBIATE S.p.A. organisation has prepared to comply with the provisions of Legislative Decree no. 231 of 2001 and prevent the offences of manslaughter and serious or very serious culpable injuries with violation of accident prevention regulations and on the protection of hygiene and health at work (Article 25 septies of Legislative Decree no. 231/01) and environmental offences introduced by Legislative Decree no. 121/2011 (Article 25 undecies of Legislative Decree 231/01).

## 2. LEGISLATIVE AND REGULATORY FRAMEWORK

### 2.1 Legislative Decree no. 231 of 8 June 2001

Legislative Decree 231/2001 introduced the punishability of entities with legal personality and of companies and associations, including those without legal personality, as subjects responsible for the unlawful acts attributable to them. The regulatory provision in question was introduced following the ratification by Italy of some international conventions and the European Community which required to provide for forms of liability of entities for certain categories of crime precisely indicated. On the basis of the provisions of the Legislative Decree in question, the Entities may be held liable in relation to certain crimes, punctually indicated, committed or attempted in the interest or to the advantage of the Entities themselves by:

- natural persons who hold top positions of representation, administration, management of the Entity or of one of its organizational units with financial and functional autonomy, as well as by persons who exercise, even de facto, the management and control of the Entity itself;
- by persons subject to the direction or supervision of one of the persons in a top position.

This Decree, which is considered not to be in conflict with the principle contained in Article 27 of the Constitution according to which criminal liability is personal, contains administrative sanctions that will apply to legal persons who will be responsible for criminal offences, committed by directors, managers or employees in the interest or to the advantage of the Entity itself. This is in order to involve, for certain specific types of crime, the assets of the Company and the economic interest of the shareholders who, until the time of the introduction of the provision in question, were exempt from consequences in the event of offences committed by employees and/or directors in their interest or to their advantage (therefore the liability of the Entity is excluded in the event that the aforementioned subjects have acted in their own exclusive interest or in the interest of third parties – Article 5 of Legislative Decree no. 231/01).

The liability of the Company - which, pursuant to Article 4 of the same Decree, for entities having their principal office in the territory of the State, also extends to crimes committed abroad, provided that the State of the place where the act was committed does not proceed against them - is autonomous from the criminal and civil liability of the natural person who committed the crime and is associated with the latter. In the event of a crime committed by "top-down" subjects, Article 6, paragraph 1 of the aforementioned Decree provides for a specific form of exemption from liability if the Entity proves that:

- a) the management body has adopted and effectively implemented, before the commission of the act, organizational and management models suitable for preventing crimes of the kind that occurred;
- b) the task of supervising the operation and compliance of the models as well as taking care of their updating has been entrusted to a body of the Authority with autonomous powers of initiative and control;
- c) the persons who committed the crimes and offences acted by fraudulently circumventing the aforementioned models;

d) there has been no omission or insufficient supervision by the body referred to in letter b).

In the event of a crime committed by persons subject to the direction or supervision of others, the Company is liable if the crime occurred due to non-compliance with management and supervision obligations; non-compliance to be excluded, specifies Article 7 of the Decree, if the Entity before the commission of the crime has adopted and effectively implemented a model suitable for preventing crimes of the kind that occurred. Effective implementation, continues art. 7, Guaranteed by:

- a) periodic verification and possible modification of the model when significant violations of the requirements are discovered or significant changes occur in the Organization or in the activity;
- b) a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model.

The forms must also meet the following requirements (art. 6 paragraph 2):

- identify the activities in which there is a possibility of committing crimes and offences;
- provide for specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to crimes and offences;
- identify methods of managing financial resources suitable for preventing the commission of crimes;
- provide for information obligations towards the body responsible for supervising compliance with and operation of the models;
- introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model;
- in relation to the nature and size of the Organization as well as the type of activity carried out, provide for suitable measures to ensure that the activity is carried out in compliance with the law and to promptly detect and eliminate risk situations.

For crimes relating to the violation of health and safety legislation in the workplace, the additional point of reference is Article 30 of Legislative Decree 81/08 and subsequent amendments, which indicates specific suitability requirements.

On the basis of the provisions of Legislative Decree 231/2001 and subsequent amendments and additions, the administrative liability of the Entity is configured with reference to the following types of crime that can be summarized, for ease of exposition, in the following categories:

- crimes in relations with the Public Administration (such as corruption, bribery, embezzlement against the State, fraud against the State and computer fraud against the State, referred to in Articles 24 and 25 of Legislative Decree 231/2001);
- crimes of organized crime (such as the crimes of criminal association, political-mafia electoral exchange, referred to in Article 24 *ter* of Legislative Decree 231/2001);
- crimes against public faith (such as counterfeiting of coins, public credit cards and revenue stamps and identification instruments or signs, referred to in Article 25 *bis* of Legislative Decree 231/2001);
- crimes against industry and commerce (such as, for example, unlawful competition with threat or violence, fraud in the exercise of trade, sale of non-genuine food substances as genuine, referred to in Article 25-bis.1);
- corporate crimes (such as false corporate communications, impeded control, unlawful influence on the shareholders' meeting, referred to in Article 25 *ter* of Legislative Decree 231/2001);
- crimes relating to terrorism and subversion of the democratic order (referred to in Article 25 *quarter* of Legislative Decree 231/2001);

- crimes against the individual personality (such as human trafficking, reduction and maintenance in slavery, referred to in Article 25 *quarter* 1 and Article 25 *quinquies* of Legislative Decree 231/2001);
- crimes of market abuse (abuse of privileged information and market manipulation, referred to in Article 25 *sexies* of Legislative Decree 231/2001);
- crimes relating to health and safety in the workplace (manslaughter and culpable serious bodily injury referred to in Article 25 *septies* of Legislative Decree 231/2001);
- crimes of receiving stolen goods, money laundering, self-laundering and use of money, goods or utilities of illegal origin (referred to in Article 25 *octies* of Legislative Decree 231/01);
- computer crimes and unlawful processing of data (art. 24 *bis*, Legislative Decree 231/01);
- crimes relating to copyright infringement (art. 25 *novies* Legislative Decree 231/01);
- inducement not to make declarations or to make false declarations to the judicial authority (art. 25 *decies* Legislative Decree 231/01);
- environmental crimes (art. 25 *undecies* of Legislative Decree 231/01);
- offences relating to the employment of illegally staying third-country nationals (Article 25-duodecies of Legislative Decree 231/01);
- transnational crimes (such as criminal conspiracy and crimes of obstruction of justice, provided that the same crimes meet the requirement of "transnationality").

It is noted that Law 137/2023, which converted Legislative Decree 105/2023 into law, has made some changes to Legislative Decree 231/01 on the administrative liability of entities, in particular:

1) Inclusion of new predicate offences:

- Within art. 24 of Legislative Decree 231/01, in the context of "crimes against the Public Administration", the crimes referred to in articles 353 and 353-bis of the Criminal Code have been provided.

Article 353 of the Criminal Code (Disturbed freedom of enchantments): *Anyone who, by violence or threat, or by gifts, promises, collusion or other fraudulent means, prevents or disturbs the tender in public tenders or private tenders on behalf of public administrations, or expels bidders, shall be punished with imprisonment from six months to five years and a fine from € 103.00 to € 1,032.00. If the culprit is a person appointed by law or by the Authority to the aforementioned enchantments or tenders, imprisonment is from one to five years and the fine from € 516.00 to € 2,065.00. The penalties established in this article also apply in the case of private tenders on behalf of private individuals, directed by a public official or by a legally authorized person; but they are reduced to half.*

Article 353-bis of the Criminal Code (Disturbed freedom of the procedure for choosing the contractor): *Unless the fact constitutes a more serious crime, anyone who, with violence or threats, or with gifts, promises, collusion or other fraudulent means, disturbs the administrative procedure aimed at establishing the content of the notice or other equivalent act in order to condition the methods of choosing the contractor by the public administration shall be punished with imprisonment from six months to five years and with a fine from € 103.00 to € 1,032.00.*

- Within art. 25-octies.1 of Legislative Decree 231/01 "Crimes relating to payment instruments other than cash and fraudulent transfer of values", the case referred to in art. 512-bis of the Criminal Code.

Article 512-bis of the Criminal Code (Fraudulent transfer of valuables): *Unless the act constitutes a more serious crime, anyone who fictitiously attributes to others the ownership or availability of money, goods or other utilities in order to circumvent the provisions of the law on asset prevention measures or smuggling, or to facilitate the*

*commission of one of the crimes referred to in articles 648, 648-bis and 648-ter, is punished with imprisonment from two to six years.*

2) The crimes of environmental pollution - Article 452-bis of the Criminal Code and environmental disaster - Article 452-ter of the Criminal Code have been amended (cases already present among the predicate crimes in environmental matters referred to in Article 25-undecies of Legislative Decree 231/01), providing for new aggravating circumstances with a special effect for cases in which pollution or disaster occurs in a protected or restricted area, or to the detriment of protected animal or plant species.

## **2.2 Predicate offences**

Legislative Decree 231/2001 applies to the following types of predicate offences provided for and regulated therein:

- **Offences against the Public Administration, Articles 24 and 25:** embezzlement to the detriment of the State or the European Union (Article 316-bis of the Criminal Code), undue receipt of payments to the detriment of the State (Article 316-ter of the Criminal Code), aggravated fraud to the detriment of the State (Article 640, paragraph 2, no. 1, of the Criminal Code), aggravated fraud to obtain public funds (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), embezzlement (Article 314, paragraph 1, of the Criminal Code), embezzlement by taking advantage of the error of others (Article 316 of the Criminal Code), abuse of office (Article 323 of the Criminal Code), corruption for an act of office or contrary to official duties (art. 318, 319 and 319-bis of the Criminal Code), corruption of a person in charge of a public service (Article 320 of the Criminal Code), corruption in judicial acts (Article 319-ter of the Criminal Code), penalties for the corruptor (Article 321 of the Criminal Code), incitement to corruption (Art. 322 of the Criminal Code), bribery (art. 317 of the Criminal Code), corruption, incitement to corruption and bribery of members of the European Communities, officials of the European Communities, foreign States and international public organizations (Article 322-bis of the Criminal Code), undue inducement to give or promise benefits (Article 319-quarter of the Criminal Code), illicit trafficking of influence (Article 346-bis of the Criminal Code), fraud in public procurement (Article 356 of the Criminal Code), fraud in agriculture (Article 2 of Law 898/1986).
- **Computer crimes, art. 24-bis:** crimes of falsity in a public electronic document or having probative value (art. 491-bis of the Criminal Code), abusive access to a computer or telematic system (art. 615-ter of the Criminal Code), possession and abusive dissemination of access codes to computer or telematic systems (art. 615-quarter of the Criminal Code), dissemination of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (art. 615-quinquies of the Criminal Code), unlawful interception, impediment or interruption of computer or telematic communications (art. 617-quarter of the Criminal Code), installation of equipment to intercept, prevent or interrupt computer or telematic communications (art. 617-quinquies of the Criminal Code), damage to information, data and computer programs (art. 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 (art. 635-ter of the Criminal Code), damage to computer or telematic systems (art. 635-quarter of the Criminal Code), damage to computer or telematic systems of public utility (art. 635-quinquies of the Criminal Code) and computer fraud of the electronic signature certifier (Article 640-quinquies of the Criminal Code), a crime established within the national cyber security perimeter, specifically these are two alternative conducts, one of the commissive type and one of the omissive type, consisting in the aim of providing information, data or factual elements that do not correspond to the truth, as well as in hindering or conditioning the proceedings, i.e. inspection and surveillance activities. (art. 1, paragraph 11, Law Decree no. 105 of 21 September 2019, converted by Law no. 133/2019)

- **Crimes of organized crime, Article 24-ter:** criminal association (Article 416 of the Criminal Code), mafia-type associations, including foreign ones (Article 416 bis of the Criminal Code), mafia political electoral exchange (Article 416 ter of the Criminal Code), kidnapping for the purpose of extortion (Article 630 of the Criminal Code), association aimed at the illicit trafficking of narcotic or psychotropic substances (Article 74 of Presidential Decree 309/1990), crimes of illegal manufacture, introduction into the State, sale, transfer, possession and carrying in a public place or place open to the public of weapons of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as several common firearms except those provided for in Article 2, third paragraph, of Law No. 110 of 18 April 1975 (Article 407, c.2, letter a), no. 5 of the Code of Civil Procedure).
- **Offences relating to counterfeiting coins, public credit cards, stamped securities or identification instruments or signs, Article 25-bis:** counterfeiting of coins, spending and introducing into the State, after concert, 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 counterfeit coins received in good faith (Article 457 of the Criminal Code), counterfeiting of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps (Article 459 of the Criminal Code), counterfeiting of watermarked paper used for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code), manufacturing or possession of watermarks or instruments intended for the counterfeiting of coins, of revenue stamps or watermarked paper (Article 461 of the Criminal Code), use of counterfeit or altered revenue stamps (Article 464 of the Criminal Code), Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs (Article 464 of the Criminal Code). 473 of the Criminal Code), Introduction into the State and trade of products with false signs (Article 474 of the Criminal Code).
- **Crimes against industry and commerce, art. 25-bis.1:** disturbed freedom of industry or commerce (art. 513 of the Criminal Code), unlawful competition with threat or violence (art. 513 bis), fraud against national industries (art. 514 of the Criminal Code), fraud in the exercise of trade (art. 515 of the Criminal Code), sale of non-genuine foodstuffs as genuine (art. 516 of the Criminal Code), sale of industrial products with false signs (art. 517 of the Criminal Code), manufacture and trade of goods made by usurping industrial property rights (art. 517 ter), counterfeiting of geographical indications or designations of origin of agri-food products (art. 517 quarter).
- **Corporate offences, Article 25-ter:** offences of false corporate communications and false corporate communications of listed companies (Articles 2621 and 2622 of the Italian Civil Code), false corporate communications, minor offences (Article 2621-bis), impeded control (Article 2625, paragraph 2, of the Italian Civil Code), undue return 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 shares or quotas of the company or of the parent company (Article 2628 of the Italian Civil Code), transactions to the detriment of creditors (art. 2629 of the Italian Civil Code), failure to communicate the conflict of interest (art. 2629 bis of the Italian Civil Code), fictitious formation of capital (art. 2632 of the Italian Civil Code), undue distribution of company assets by liquidators (art. 2633 of the Italian Civil Code), unlawful influence on the shareholders' meeting (art. 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 (art. 2638 of the Italian Civil Code), corruption between private individuals (art. 2635-bis 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, art. 25-quarter:** all crimes provided for by the Criminal Code or by special laws with the purpose of terrorism or subversion of the democratic order.
- **Practices of mutilation of female genital organs, art. 25-quarter.1:** crime of mutilation of female genital organs (art. 583 bis of the Criminal Code).
- **Crimes against the individual personality, Article 25-quinquies:** crimes of reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code), trafficking in persons (Article 601 of the Criminal Code), purchase and alienation of slaves (Article 602 of the Criminal Code), Illegal intermediation and exploitation of labour (Article 603-bis of the Criminal Code), crimes related to child prostitution and its exploitation (Article 600-bis of the Criminal Code), child pornography and its exploitation (art. 600-ter of the Criminal Code), possession of pornographic material produced through the sexual exploitation of minors (art. 600-quarter of the Criminal Code), tourist initiatives aimed at the exploitation of child prostitution (art. 600-quinquies of the Criminal Code), solicitation of minors (art. 609-undecies of the Criminal Code), virtual pornography (600-quarter 1. of the Criminal Code).
- **Offence of market abuse, art. 25-sexies:** abuse of inside information (art. 184 of Legislative Decree 58/1998) and market manipulation (art.185 of Legislative Decree 58/1998).
- **Offences of manslaughter and serious/very serious bodily injury, art. 25-septies:** manslaughter (art. 589 of the Criminal Code), serious or very serious culpable bodily injury (art. 590 of the Criminal Code) committed in violation of the rules on the protection of health and safety at work.
- **Receiving stolen goods, money laundering, use of money, goods or utilities of illegal origin, self-laundering, art. 25-octies:** receiving stolen goods (art. 648 of the Criminal Code), money laundering (art. 648-bis of the Criminal Code) and use of money, goods or utilities of illegal origin (art. 648-ter), self-laundering (648-ter 1. of the Criminal Code).
- **Offences relating to copyright infringement, art. 25-novies:** these are some offences relating to copyright infringement provided for by Law no. 633/1941 (art. 171, 171 bis, 171 ter, 171-septies, 171-octies).
- **Inducement not to make declarations or to make false declarations, Article 25-decies:** crime of inducement not to make declarations or to make false declarations to the judicial authority (Article 377 bis of the Criminal Code).
- **Environmental crimes, art. 25-undecies:** "Environmental crimes", these are the following crimes: 452-bis of the Criminal Code (Environmental pollution), 452-quarter of the Criminal Code (Environmental disaster); 452-quinquies (Culpable crimes against the environment), 452-octies of the Criminal Code (aggravating circumstances), 452-sexies (trafficking and abandonment of highly radioactive waste), Article 727 bis of the Criminal Code (Killing, destruction, capture, removal, possession of specimens of protected wild animal or plant species); Article 733 bis of the Criminal Code. (Destruction or deterioration of habitats within a protected site); by Legislative Decree no. 152/06: art. 137 paragraphs 2, 3, 5 first and second para., 11,13 (on water discharges); Article 256 paragraphs 1 letters a and b, 3 first and second para., 5, 6 first per., (Unauthorized waste management activity); Article 257, paragraphs 1 and 2 (Remediation of sites); art. 258 paragraph 4 second for. (violations of the obligations of communication, keeping of mandatory registers and forms); art. 259 paragraph 1 (Illegal waste trafficking); Article 260 [replaced by Article 452-quaterdecies of the Criminal Code]; art. 279 paragraph 5 (on emissions). Law 150/1992 (offences relating to the international trade in endangered animal and plant species, as well as trade and possession of live specimens of mammals and reptiles posing a danger to public health and safety), art. 1, paragraphs 1 and 2; Article 3 bis, Article 6, paragraph 4. From Law 549/1993 (Measures to protect

stratospheric ozone) art. 3 paragraph 6. Legislative Decree 202/2007 (Pollution caused by ships) art. 8 paragraphs 1 and 2, art. 9 paragraphs 1 and 2.

- **Offence of employment of illegally staying third-country nationals, art. 25-duodecies:** employment of illegally staying third-country nationals (art. 22, paragraph 12 bis of Legislative Decree 286/1998); promotion, direction, financing, organisation of irregular immigration (art. 12, paragraphs 3, 3-bis, 3-ter of Legislative Decree 286/1998); aiding and abetting the stay in Italy of illegal immigrants (art. 12, paragraph 5 of Legislative Decree 286/1998).
- **Crimes of racism and xenophobia, art. 25-terdecies:** racism and xenophobia (art. 3 paragraph 3-bis of Law no. 654 of 13 October 1975, replaced by art. art. 604-bis, paragraph 3, of the Criminal Code Propaganda and incitement to commit crimes for reasons of racial, ethnic and religious discrimination).
- **Fraud in sports competitions, art. 25-quaterdecies:** fraud in sports competitions, abusive exercise of gaming or betting and games of chance exercised by means of prohibited machines (fraud in sports competitions art. 1, Law no. 401/1989 and abusive exercise of gaming or betting activities art. 4, Law no. 401/1989).
- **Tax offences, Article 25-quinquiesdecies:** certain offences provided for by Legislative Decree no. 74/2000: fraudulent declaration through the use of invoices or other documents for non-existent transactions, fraudulent declaration by other means, issuance of invoices or other documents for non-existent transactions, issuance of invoices or other documents for non-existent transactions, concealment or destruction of accounting documents, fraudulent evasion of the payment of taxes, unfair declaration in the event of serious cross-border VAT fraud pursuant to Article 4 of Legislative Decree 74/2000; failure to declare in the event of serious cross-border VAT fraud pursuant to Article 5 of Legislative Decree 74/2000; undue compensation in the event of serious cross-border VAT fraud pursuant to Article 10-quarter of Legislative Decree 74/2000.
- **Smuggling, art. 25-sexiesdecies:** smuggling.
- **Article 10 of Law no. 146 of 16 March 2006, "Law for the ratification and execution of the United Nations Convention and Protocols against Transnational Organised Crime":** transnational offences, i.e. a crime punishable by imprisonment of not less than four years, if an organised criminal group is involved, as well as: a) it is committed in more than one State, (b) or is committed in a State but a substantial part of its preparation, planning, direction or control takes place in another State, (c) or is committed in a State, but an organised criminal group engaged in criminal activities in more than one State is involved in that State, (d) is committed in one State but has substantial effects in another State in relation to the following offences: Criminal conspiracy (Article 416 of the Criminal Code), mafia-type association, including foreign conspiracy (Article 416 bis of the Criminal Code), inducement not to make declarations or to make false declarations to the judicial authorities (Article 377 bis of the Criminal Code), personal aiding and abetting (Article 378 of the Criminal Code), criminal conspiracy aimed at smuggling foreign manufactured tobacco (Article 291-quarter Presidential Decree no. 43/1973), association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 74 Presidential Decree no. 309/1990), provisions against illegal immigration (art. 12 Legislative Decree 286/1998).

The categories listed above are destined to increase due to the legislative tendency to extend the administrative liability referred to in the Decree, also in compliance with international and EU obligations.

As of the date of this document, the SACMA LIMBIATE S.p.A. Organization has considered it a priority to develop an Organizational Model solely aimed at the crimes provided for in Article 25-septies, i.e. health and safety at work, and in Art. 25-undecies for environmental crimes. With respect to the predicate offences mentioned above, more details are provided below, as they are related to particular sector disciplines.

## **2.3 Legislative Decree no. 81 of 9 April 2008**

### **Workplace safety offences**

Law no. 123 of 3 August 2007, with the amendments indicated in Article 300 of Legislative Decree 81/2008, introduced, among the crimes included in Legislative Decree 231/2001 in Article 25 septies, manslaughter or serious or very serious culpable injuries with violation of the rules on the protection of health and safety at work. Legislative Decree 81/2008 amended the penalties provided for (Article 300) by differentiating them according to the seriousness of the damage and the lack or incomplete risk assessment in Organizations with particularly significant specific risks (Article 55, paragraph 2, a), b), c) and defined (Article 30) the minimum requirements of the Organizational Model provided for by Legislative Decree 231/2001. The law aims to define the important role of the Organization for the application of prevention and protection rules in the field of health and safety at work.

## **2.4 Legislative Decree no. 121 of 7 July 2011**

### **Environmental crimes**

Legislative Decree 121/2011 *"Implementation of Directive 2008/99/EC on the criminal protection of the environment, as well as Directive 2009/123/EC amending Directive 2005/35/EC on ship-source pollution and the introduction of penalties for violations"* introduced, among the predicate offences referred to in Article 25-undecies of Legislative Decree 231/01, environmental offences (for ease of exposition, they can be summarised in the following categories: water discharges, waste, pollution of soil, subsoil, surface water, groundwater, waste analysis, emissions into the atmosphere, use of ozone-depleting substances, pollution caused by ships, trade in protected animal and plant species, habitat damage). Legislative Decree 121/2011 integrates, through the introduction of art. 25-undecies, the offences contemplated by Legislative Decree 231/01. Law no. 68 of 22 May 2015 supplemented art. 25-undecies, constituting additional predicate crimes in environmental matters: 452-bis of the Criminal Code (Environmental pollution), 452-quarter of the Criminal Code (Environmental disaster); 452-quinquies (culpable crimes against the environment), 452-octies of the Criminal Code (aggravating circumstances), 452-sexies (trafficking and abandonment of highly radioactive waste).

## **2.5 Liability and penalties**

The ascertainment of administrative liability, as well as the determination of the an(if) and the quantum (how much) of the sanction, are assigned to the criminal judge competent for the proceedings relating to the offences on which administrative liability depends. Art. Article 9 of Legislative Decree 231/2001 distinguishes administrative sanctions dependent on crime into:

- a) Financial penalties;
- b) disqualification sanctions;
- c) confiscation;
- d) the publication of the judgment.

## **2.6 Financial penalties (Articles 10, 11 and 12 of the Decree)**

Financial penalties apply to all cases in which the Administrative Liability of the Entity is ascertained. The Decree, in order to determine the amount of the financial penalty applicable in an appropriate manner to the criminal act committed, uses the "quota" mechanism. The Criminal Judge, therefore, will have to establish the number of "quotas" – not less than 100 and not more than one thousand (of an amount between a minimum of Euro 258.23 and a

maximum of € 1,549.37) that the Entity will have to pay. The Judge determines the number of shares on the basis of the indices identified in art. 11, paragraph 1:

- seriousness of the fact;
- degree of responsibility of the Entity;
- activity carried out to mitigate the consequences of the crime;

as well as on the basis of the economic and financial conditions of the Entity.

For environmental crimes, financial penalty limits are established.

## **2.7 Disqualification sanctions (Article 9, paragraph 2, of the Decree)**

The disqualification sanctions, identified by art. 9, paragraph 2, of the Decree are applicable only in the cases exhaustively provided for and only for certain crimes. They are:

- the prohibition from exercising the activity;
- the suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- the prohibition of contracting with the Public Administration, except to obtain the performance of a public service;
- the exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those already granted;
- the prohibition of advertising goods and services.

Like financial penalties, the type and duration of disqualification sanctions are determined by the competent Criminal Court. These, however, have a minimum duration of three months and a maximum of two years and can be applied to the Entity both at the outcome of the trial and, therefore, once the guilt of the same has been ascertained, and as a precautionary measure, i.e. when:

- there are serious indications to believe the existence of the Administrative Liability of the Entity for an administrative offence dependent on a crime;
- well-founded and specific elements emerge that suggest the existence of a concrete danger that offences of the same nature as the one for which proceedings are being carried out are committed;
- the Authority has made a significant profit from the offence.

## **2.8 Confiscation (art. 19 of the Decree)**

The confiscation of the price or profit of the crime is a mandatory sanction that follows any conviction (Article 19 of the Decree).

## **2.9 Publication of the judgment (art. 18 of the Decree)**

The publication of the sentence is a possible sanction and presupposes the application of a disqualification sanction (Article 18 of the Decree).

## **2.10 Seizure (Articles 53 and 54 of the Decree)**

The Judicial Authority may also impose:

- a) the preventive seizure of things whose confiscation is permitted (Article 53 of the Decree);
- b) the precautionary seizure of the Entity's movable and immovable property if there is reasonable reason to believe that the guarantees for the payment of the fine, the costs of the proceedings or other sums due to the State are missing or dispersed (Article 54 of the Decree).

In the field of environmental crimes, disqualification sanctions are applied in the specific terms and ways indicated in Legislative Decree 121/2011 which introduced them.

### **3. DESCRIPTION OF THE ORGANIZATION AND METHODS OF PREPARATION OF THE MODEL**

#### **3.1 Corporate structure and administrative forms SACMA LIMBIATE S.p.A.**

The SACMA LIMBIATE S.p.A. Organization is a Company administered by a Board of Directors consisting of 3 Directors, one of whom is appointed Chairman of the Board. The Board of Directors is vested with the broadest powers for the management of the Company, without exceptions of any kind, and in particular it is granted all the powers, for the achievement of the corporate purposes, that are not strictly reserved by law or by the Articles of Association to the shareholders' meeting. The Chairman of the Board of Directors is granted the powers provided for by art. 25 of the Articles of Association, i.e. the representation of the Company before third parties and in court. As Chairman of the Board of Directors, Mr. Valeriano Giancarlo Rampezzotti, has been identified as the Company's Employer, in matters of health and safety at work pursuant to art. 2, letter b), Legislative Decree 81/2008 and subsequent amendments, as well as on the prevention and protection of the environment. He has all the powers of management and control as indicated by way of example and not exhaustively in the resolution of the Board of Directors previously met. The Company's corporate purpose is:

- The design, manufacture and after-sales service of machine tools and automatic metalworking equipment;
- The design, manufacture and after-sales service of spare parts and mechanical processing in general;
- The design, study and development of software programs and IT solutions for machine tools and automatic machines;
- the acquisition, purchase, sale of shareholdings in other companies, entities, consortia that carry out industrial, manufacturing, real estate, financial and commercial activities, including in the form of a joint venture and also through the activity of issuing guarantees, sureties, endorsements and any other guarantee in general where even one of the guaranteed obligor and the beneficiary of the guarantee is part of the same group as the guarantor, in any case, the activities reserved for financial intermediaries referred to in Legislative Decree 385/1993 and Legislative Decree 58/1998 are excluded.

The Company can carry out its activities both in Italy and abroad.

In order to carry out the activities constituting its corporate purpose, the Company may acquire, directly or indirectly, shareholdings in other companies, bodies, consortia having similar or similar or connected objects to its own, including in the form of a joint venture. It may carry out any industrial, commercial, movable, real estate and financial operation including the issue of sureties, guarantees and guarantees, in any case connected, instrumental or complementary to the achievement, even indirectly, of the corporate purposes, with the exception of the collection of public savings and the exercise of activities governed by the legislation on financial intermediation; in any case, the financial activity cannot be carried out towards the public. Any activity provided for by law as exclusive and/or for the exercise of which registration in professional registers or lists is required is excluded.

The management of the company is the exclusive responsibility of the Administrative Body, which carries out the operations necessary for the implementation of the corporate purpose. The Administrative Body is empowered to deliberate on proposals concerning:

- the transfer of the Company's registered office within the national territory;
- the establishment, modification and suppression of secondary offices;
- the issue of non-convertible bonds;
- the adaptation of the Articles of Association to regulatory provisions.

The Board of Directors may delegate its powers to one or more of its members, and to the Executive Committee, if appointed, determining the content, limits and possible methods of exercising the delegation taking into account the provisions of art. 2381 of the Civil Code.

The Board of Directors may also grant powers for individual acts or categories of acts to employees of the Company and third parties. The Board of Directors may appoint directors and special attorneys, only for certain acts or categories of acts, determining their respective powers and, within the scope of these, the use of the corporate signature.

The representation of the Company before third parties and in court is the responsibility of the Chairman of the Board of Directors and the directors to whom powers have been delegated pursuant to art. 24 of the Articles of Association within the limits of the same, severally from each other. The management of the Company is controlled by a Board of Statutory Auditors composed of 3 standing members and 2 alternates.

The Company has its registered office in Varedo (MB), in via Marsala, n. 34/36, CAP 20814. It also consists of three production units:

- Viale dei Mille n. 126/128 - Limbiate (MB) -- CAP 20812;
- Viale Europa snc - Castelnuovo Scrivia (AL) -- ZIP Code 15053;
- Via Trieste n. 14/16 - Vimercate (MB) -- CAP 20871.

### **3.2 Preliminary analysis and risk assessment, choice of adoption of the Model, sensitive areas**

The Company has adopted this Organisation, Management and Control Model (hereinafter "the Model") by resolution of the Board of Directors, in compliance with the provisions of Legislative Decree 231/2001 aimed at preventing crimes of manslaughter or serious or very serious culpable injuries as well as environmental crimes.

The preparation and updating of the Model is the result of a complex and articulated process that involves the implementation of a series of activities aimed at building a risk prevention and management system in compliance with the indications contained in Legislative Decree 231/2001 and the Confindustria Guidelines (2008).

With particular specificities in relation to the two categories of crime considered, the activities carried out can be summarized as follows:

#### **1) Risk identification, analysis and assessment**

This activity is carried out through the examination of the company's activities and company documentation (organization charts, main procedures, minutes of the boards of directors, powers of attorney, documentation relating to the Company's governance system and other relevant documentation) and a series of meetings with the key subjects of the company structure (Directors, General Manager, Head of the Administrative Department, etc.) aimed, first of all, at identifying the activities sensitive for the purposes of Legislative Decree 231/2001 carried out in the Organization and, therefore, to deepen the methods of carrying out these activities and to verify the existence of any controls already present (for example: existing procedures, verifiability, traceability, congruence and consistency of operations, separation of responsibilities, documentability of controls). With regard to the risk analysis and the assessment of risks relating to health and safety, specific reference is also made to the document prepared pursuant to Article 28 of Legislative Decree 81/2008. As far as environmental matters are concerned, this process was carried out through the analysis of company activities and processes, the examination of environmental, systemic and organisational documentation, as well as through a series of meetings and interviews with key subjects of the company structure aimed, first of all, at identifying the presence of business processes for which there is a potential

risk of violation of one or more predicate environmental crimes. The reference reporting the records of the environmental assessment process is the company Risk Assessment document. As part of the Risk Assessment, the Organization proceeded to evaluate the organizational and systemic aspects already present that constitute the reference Model, detailing the actions to be taken in order to fully overlap with the dictates of Legislative Decree 231/01. The analysis of the business context served to identify in which sectors and in what ways crimes such as those provided for by Legislative Decree 231/2001 may be committed, and makes it possible to identify the areas of activity that must be considered sensitive for the purposes of Legislative Decree 231/2001 for the categories of crime taken into consideration. The probability of occurrence of each predicate crime was then assessed following an in-depth analysis of the current level of management of the processes that could lead to the violation, in terms of authorizations, surveillance and measurement, emergency management and operational control.

#### 2) Elaboration or adaptation of applicable control standards

Following the identification of the categories of activities carried out in the Company to be considered sensitive for the purposes of Legislative Decree 231/2001, specific control standards have been drawn up on the basis of the principles and indications contained in the Confindustria guidelines and in international regulations, which must be implemented (or simply adapted) by the Company in carrying out the aforementioned activities. with reference also to the system of proxies in place in the company areas concerned.

#### 3) Comparative analysis

In order to detect the ability to meet the requirements imposed by Legislative Decree 231/2001, a comparative analysis is carried out between the existing Model and the principles of the reference model defined pursuant to Legislative Decree 231/2001.

#### 4) Preparation and adoption of the Model

At the end of the process described, the Model provided for by Legislative Decree 231/2001 is prepared. The Model adopted by the Company consists of a general part and a part relating to the specific requirements with reference to the offences indicated above.

The definition and adoption of the Organisational Model is entrusted by the same Decree to the Management Body, i.e. in the case of SACMA LIMBIATE S.p.A. to the Board of Directors responsible for the management of the company and the completion of all the operations necessary for the operation of the company, ordinary and extraordinary administration.

#### 5) Identification of the appointment of the Supervisory Body

In order to fully apply the requirements of the standard, SACMA LIMBIATE S.p.A. it has identified the structure and functions of the Supervisory Body on the Model prepared in relation to crimes relating to health and safety at work and environmental matters.

### **4 CHARACTERISTICS AND CRITERIA FOR THE MANAGEMENT OF THE MODEL AND DOCUMENTATION**

#### **4.1 Organization and management model**

The Model constitutes an organic set of principles, rules, provisions, organisational schemes and related tasks and responsibilities, functional to the implementation and diligent management of a system of control and monitoring of activities identified as sensitive activities for the purposes of Legislative Decree 231/2001. Its function therefore consists in the preparation of a structured and organic system of control procedures and activities that have as its

objective the reduction of the risk of committing (or attempted to commit) the crimes provided for by Legislative Decree 231/2001 and considered significant for the activities of SACMA LIMBIATE S.p.A., also through detailed correspondence with procedures and practices aimed at eliminating or reducing the risks present. The characteristics of the Model are first described in this document and in the directly referenced documents, including in the management systems adopted; In particular, the system is divided into the following components:

- Code of Ethics
- Organizational System
- Operating and management procedures
- Authorization and signature powers
- Control and management systems (e.g. internal auditors, internal control committees)
- Communication to staff and their training
- Corporate organization chart

For the crimes identified, in the dedicated parts, the criteria for reference to the specific documentation are indicated.

#### **4.2 Model definition criteria**

The Model has been defined in compliance with the indications contained in Legislative Decree 231/2001, in the Confindustria Guidelines and, for the part relating to crimes relating to Safety and Health at Work, in accordance with Article 30 of Legislative Decree 81/2008 and the indications of the Ministry of Labour and Social Policies, with particular reference to:

- the document of the Permanent Consultative Commission for Health and Safety at Work referred to in art. 6 of Legislative Decree 81/08. Document of 20 April 2011;
- to the Ministerial Decree of 13 February 2014 relating to simplified procedures for the adoption of Organization and Management models in small and medium-sized enterprises.

As for the environmental part, formally the current references are the requirements indicated by Legislative Decree 231/2001 related to widespread environmental management systems (ISO 14001 and EMAS).

In the preparation of the Model, the procedures and control systems already existing and operating in the company were considered, as known on the basis of the documentation examined and the interviews carried out. The aforementioned set of procedures, rules and principles, which forms part of the Model, has been supplemented by following the following key principles:

- compliance with the principle of identifying tasks in the execution of activities considered sensitive for the purposes of Legislative Decree 231/2001 and simultaneous application of the principle of separation of functions;
- the need for company provisions translated into formal procedures and rules suitable for regulating sensitive activities for the purposes of Legislative Decree 231/2001;
- guarantee of traceability, verifiability and subsequent documentability of the relevant activities pursuant to Legislative Decree 231/2001;
- existence of formalized delegations and related spending powers consistent with the organizational responsibilities assigned, in the performance of sensitive activities for the purposes of Legislative Decree 231/2001, defining them specifically for the protection of Health and Safety, as provided for by Legislative Decree 81/2008, and for environmental protection through an articulation of functions that ensure technical verification skills, risk management and control;

- monitoring activities necessary for the periodic/timely updating of powers of attorney, delegation of functions, as well as the internal control system in line with the decision-making system and the entire organizational system.

In compliance with the provisions of Legislative Decree 231/2001 and paragraph 3 of Article 30 of Legislative Decree 81/08, the Model provides:

- define a Code of Ethics;
- establish the Supervisory Body, endowed with autonomous powers of initiative and control, which has been entrusted with the task of supervising the operation and compliance with the Model and the maintenance over time of the conditions of suitability of the measures adopted;
- provide for information obligations towards the Supervisory Body (and vice versa) in relation to sensitive activities for the purposes of Legislative Decree 231/2001;
- provide for targeted communication of the rules of conduct and procedures established;
- establish the periodic verification of the activities to be considered sensitive for the purposes of Legislative Decree 231/2001 and the updating of the Model;
- introduce an adequate disciplinary system to sanction non-compliance with the measures indicated in the Model.

#### **4.3 Criteria for issuing, verifying, reviewing, updating the Model and methods of communication**

The documents:

- Organization and management model,
- Code of Ethics,

they are issued by the Board of Directors and verified by the Supervisory Body. The Board of Directors shall review, and possibly update, these documents on the occasion of (by way of example):

- organisational and business changes;
- changes in the legislative framework;
- reports from the Supervisory Body relating to significant violations of the provisions of Legislative Decree 81/2008;
- reports from the Supervisory Body relating to violations of the provisions of Legislative Decree 121/2011 and in general to any environmental offence.

The principles contained in the Model have, first of all, the purpose of determining the full awareness, in the potential offender of a crime provided for by Legislative Decree 231/2001, of committing an offence and, consequently, of making him aware of the fact that the commission of such offence is strongly condemned by the Company. For this reason, the content of the Model and the Code of Ethics must be communicated to the Company's personnel, and in particular to all those who must consider themselves involved, directly or indirectly, in sensitive activities pursuant to Legislative Decree 231/2001. Furthermore, since the Model and the Code of Ethics are addressed to all those who work to achieve the Company's objectives, the same documents are communicated not only to the Company's employees, but also to those who, although not formally qualified as employees, work to achieve the objectives of SACMA LIMBIATE S.p.A. by virtue of contracts, and over which the Company is able to exercise management or supervision activities. Similar communication will be addressed to suppliers, contractors and subcontractors and will be aimed at acknowledging the adoption by SACMA LIMBIATE S.p.A. of the Organisational Model and to require that these parties in their relations with the Company behave in a manner consistent with the purposes of the Decree.

## 5 SUPERVISORY BODY

According to the provisions of Legislative Decree 231/2001 (Article 6, paragraph 1, letter b), the person to whom the management body must entrust the task of supervising the operation and compliance with the Organisation, Management and Control Model, as well as ensuring that it is updated, must be "a body of the Entity with autonomous powers of initiative and control". This point was taken up by paragraph 4 of Article 30 of Legislative Decree 81/2008 which provides for "a suitable control system on the implementation of the same model and on the maintenance over time of the conditions of suitability of the measures adopted". In addition to the various internal control systems, a Supervisory Body (SB) is therefore established with the specific task of supervising the operation and compliance with the Organisation and Management Model and ensuring that it is updated. The main requirements of the Supervisory Body, as proposed by the Guidelines for the preparation of the Organization and Management Models issued by Confindustria, and also adopted by the Judicial Bodies in the various jurisprudential rulings published, can be identified as follows:

- autonomy and independence: the Body must be included as a staff unit in the highest possible hierarchical position and a report to the highest operational company management must be provided. Furthermore, the same Body must not be assigned operational tasks which, by their nature, would jeopardize the objectivity of its judgment (for example: avoid the appointment of those directly involved in the performance of sensitive activities);
- professionalism: the body must have a wealth of knowledge, tools and techniques necessary to carry out its activities effectively;
- continuity of action: requirement capable of guaranteeing effective and constant implementation of the Organisational Model;
- Integrity: individual participants must not have ongoing proceedings relating to the predicate offences or have a criminal record for the same offences or in any case for offences that may cast doubt on the professional ethics of the subject.

The Board of Directors appoints the members of the Supervisory Body by letter of appointment. The appointment of the members of the Supervisory Body will have the duration determined by the appointment resolution; the revocation of the same can only take place for just cause. The Supervisory Body has autonomous powers of initiative and control, has adequate resources (for this purpose, the Board of Directors provides it with an adequate budget and confers the power to make sporadic or continuous use of the Company's employees in the performance of its functions) and its members may not be prejudiced as a result of the activity carried out in the performance of their duties. In particular, in order to carry out the supervisory tasks imposed by Legislative Decree 231/2001, the SB makes use of the appropriate professional figures, for which qualification criteria are defined and verified on the basis of the curriculum vitae collected (but not limited to: knowledge of health and safety and environmental legislation, inspection and investigation skills, qualification in system management). The SB has the right to access all documents and all the premises of SACMA LIMBIATE S.p.A. in order to better carry out its task. Any employee is obliged, upon request by the SB or upon the occurrence of significant events, to provide any information requested. Without prejudice to more restrictive rules established within the operating regulations of the Body itself, the following may not be appointed as a member, and if elected: the disqualified, the incapacitated, the bankrupt and the person who has been convicted involving the disqualification from public offices or management offices, the spouse, the relative and the relative within the fourth degree of the members of the corporate bodies of the Company, those who have been convicted or have negotiated the application of a penalty by virtue of a measure (even if not final) for one of the relevant crimes of the Decree. In the event of such forfeiture or termination for another reason, without prejudice

to different rules established in the Body's regulations, they will be promptly replaced in accordance with the provisions set out above. Each employee or collaborator of SACMA LIMBIATE S.p.A. must report any violation of the Model to his or her direct superior or Manager (Supervisor or Manager), with the latter's obligation to report it to the SB. In case of urgency, direct reporting is allowed. The report may be made confidentially and the author of the report may not suffer discrimination or prejudice that is caused by the report. In particular, even in the absence of a violation of the Model, accidents, occupational diseases and any high-risk situation that arises must be reported to the SB. All information, reports and data sent to the SB are kept by the SB and may not be disclosed. With the same resolution appointing the SB, the Board of Directors of the Company sets the remuneration due to this Body for the task assigned to it. The Supervisory Body shall adopt its own internal regulations, as well as establish and update the plan of activities to be carried out annually. The document 'Regulations of the Supervisory Body' governing its operation is issued and updated in an unquestionable manner by the Body itself, which communicates it to the Board of Directors and all the functions concerned.

### **5.1 Subjective requirements of the Members**

The members of the Supervisory Body meet the requirements of good repute, absence of conflict of interest, absence of family and/or business relationships in the terms specified below. Therefore, the following cannot be appointed as members of the SB:

- 1) the subjects who carry out business activities of a managerial and operational nature and who are the subject of the control activity;
- 2) those who are linked to the Company by a continuous employment relationship of consultancy or paid work or who may compromise its independence;
- 3) spouse, relatives, in-laws up to the fourth degree with the members of the Board of Directors and the Board of Statutory Auditors of the Company;
- 4) all those who directly and/or indirectly conflict with the interests of the Company.

In addition, the office of member of the SB cannot be held by:

- those who are in one of the causes of ineligibility or forfeiture, pursuant to art. 2382 of the Italian Civil Code;
- those who have been convicted, with a sentence that has not become final or plea bargaining, for one of the predicate crimes.

### **5.2 Duration of the appointment and causes of termination**

The Supervisory Body remains in office for the duration indicated in the act of appointment and may be renewed.

The termination of the SB's office may occur for one of the following reasons:

- expiry of the assignment;
- revocation of the Body by the Board of Directors;
- resignation of a member, formalized by means of a specific written communication sent to the Board of Directors;
- occurrence of one of the causes of forfeiture referred to in the following paragraph.

The revocation of the SB can only be ordered for just cause and these must be understood, by way of example, the following hypotheses:

- the case in which the member is involved in a criminal trial concerning the commission of a crime;
- the case in which the violation of the confidentiality obligations provided for by the SB is found;
- gross negligence in the performance of tasks related to the assignment;

- the possible involvement of the Company in criminal or civil proceedings that are related to omitted or insufficient supervision, including negligence.

The revocation is ordered by resolution of the Board of Directors, subject to the binding opinion of the Board of Statutory Auditors of the Company. In the event of expiry, revocation or renunciation, the Board of Directors shall appoint the new member of the SB without delay, while the outgoing member shall remain in office until he or she is replaced.

### **5.3 Cases of ineligibility and forfeiture**

The following are causes of ineligibility and/or forfeiture of the member of the SB:

- a) disqualification, incapacitation, bankruptcy or, in any case, criminal conviction, even if not final, for one of the crimes provided for by the Decree or, in any case, to a penalty that involves disqualification, even temporary, from public office or the inability to exercise managerial offices;
- b) the existence of kinship, marriage or affinity relationships within the fourth degree with the members of the Board of Directors or the Board of Statutory Auditors, or with external persons in charge of the audit;
- c) the existence of financial relationships between the member and the Company such as to compromise the independence of the member himself.

If, during the term of office, a cause for forfeiture should arise, the member of the Supervisory Body is required to immediately inform the Board of Directors.

### **5.4 Waiver and replacement**

The Supervisory Body (or, in the case of a multi-party Body, each of its members) that resigns from office must notify the Chief Executive Officer and the Board of Statutory Auditors in writing. The waiver takes effect immediately. The Board of Directors shall replace him/her by appointing a new body (or, in the case of a multi-party body, each of its members) as soon as possible, with the opinion of the Board of Statutory Auditors. The appointed members of the Supervisory Body remain in office for the time for which the persons they replace should have remained in office.

### **5.5 Conflicts of interest and competition**

In the event that, with reference to a given risky transaction or category of risky transactions, the Supervisory Body (or, in the case of a multi-entity Body, one of its members) is, or believes to be or may be, in a situation of potential or current conflict of interest with the Company in the performance of its supervisory functions, this person must immediately notify the Chief Executive Officer and the Board of Statutory Auditors (as well as the other members of the Supervisory Body, if applicable). The existence of a situation of potential or current conflict of interest determines, for this person, the obligation to refrain from carrying out acts connected with or relating to such a transaction in the exercise of supervisory functions; in this case, the Supervisory Body shall:

- solicit the appointment of another person as its replacement for the exercise of supervisory functions in relation to the transaction or category of transactions in question, or,
- in the case of a multi-party supervisory body where the conflict of interest concerns only one of its members, it delegates the supervision of the transaction or category of transactions in question to the other members of the Supervisory Body.

By way of example, a situation of conflict of interest in a given transaction or category of transactions is the fact that a person is linked to one or more other parties involved in a transaction or category of transactions due to corporate offices, marital relationships, kinship or affinity within the fourth degree, work, consultancy or paid work, or other

relationships of a patrimonial nature that compromise their independence pursuant to art. 2399 letter c) of the Italian Civil Code. The Supervisory Body (or, in the case of a multi-subject body, each of its members) is subject to the prohibition of competition pursuant to art. 2390 of the Italian Civil Code.

### **5.6 Remuneration and reimbursement of expenses**

Any remuneration due to the Supervisory Body (or, in the case of a multi-entity body, to each of its members) is established at the time of appointment or by subsequent decision of the Board of Directors, after consulting the Board of Statutory Auditors. The Supervisory Body (or, in the case of a multi-subject body, each of its members) is entitled to reimbursement of expenses incurred for the reasons of the office.

### **5.7 Spending powers and appointment of external consultants**

The Supervisory Body has spending powers within the limit of the budget provided to it, which can be exercised without the need for prior authorisation from the administrative body (excluding in any case interventions involving structural innovations of the company), without prejudice to compliance with the internal procedures in force from time to time regarding pre- and post-information to the competent functions of the Company, also for the purpose of preparing the Company's annual or interim estimates and financial statements (budget). The Supervisory Body may avail itself – under its direct responsibility – in carrying out the tasks entrusted to it, of the collaboration of all the functions and structures of the Company or of external consultants. At the time of the assignment, the external consultant must issue a specific declaration in which he certifies:

- the absence of the reasons listed above for ineligibility or reasons preventing the assumption of the office (for example: conflicts of interest; family relationships with members of the Board of Directors, top management in general, members of the Company's Board of Statutory Auditors and auditors appointed by the Independent Auditors, etc.);
- the circumstance of having been adequately informed of the provisions and rules of conduct provided for by the Model and of undertaking to comply with them.

### **5.8 Information flows**

A key role for the correct management and adequate functioning of the SB on the Organisational Model is the correct and constant management of the communication referred to in art. 6 paragraph 2 letter d) which considers to "*... provide for information obligations towards the body responsible for supervising the adequacy, functioning and compliance of the models*". The information and reports that the Organization undertakes to transmit to the SB are as follows:

1. Complete, updated and current Chamber of Commerce Search, including administrative and control bodies, attorneys, local units.
2. Updated company organization chart.
3. Accidents and every single event that caused absence from work.
4. Accidents/Significant Events that have the potential to cause serious injury.
5. Reports of occupational diseases, and their types, to the knowledge of the Company.
6. Minutes of the periodic meeting, with attachments, pursuant to Article 35 of Legislative Decree 81/08.
7. Inspections, administrative procedures and sanctions in health, safety and environmental matters by control bodies.

8. Internal sanctions on health, safety, and the environment and analysis of the causes relating to them.
9. Copy of the accident register / annual accident statistics and results of analytical monitoring in the environmental field.
10. Status of the DVR update, changes made and their reasons.
11. Planning and execution of safety investigations on equipment, machinery, plants and environmental investigations.
12. Accidents, significant events that may be the cause of contestation of an environmental predicate crime as well as the results of monitoring that highlight the potential occurrence of the predicate offence.
13. Risk Assessment Document.
14. Periodic reports of the Delegated Managers (if appointed) produced to the Employer.
15. Organizational Model, Code of Ethics and related procedures table, in the updated and approved version.

In the event of particularly serious events (injuries with a prognosis of more than 40 days or of a permanent nature, accidents with environmental significance) the relevant information is transmitted in a timely manner within 24 hours of the occurrence.

At the request of the Supervisory Body, the Organization undertakes to send (non-exhaustive list), if not transmitted at the beginning of the Body's activity:

1. Risk assessments in general and their updating;
2. Health, safety and environmental audits;
3. Industrial hygiene investigations from which occupational diseases may arise;
4. Safety investigations that highlight discrepancies from which accidents may arise;
5. Environmental analysis.

In any case, the SB has free access to all company documentation and can request all the recipients of the form and the Company's control bodies for all the data and information relevant to the performance of its activities. This information will be sent to the SB by the Organisation's function in charge to its mailbox: [odv\\_sacma\\_limbiate@starsis.it](mailto:odv_sacma_limbiate@starsis.it).

The SB reports, at least every six months, to the Board of Directors, on the implementation of the Model and on any finding of critical aspects (without prejudice to the freedom for the SB to communicate to the Company's Governing Body and/or Supervisory Body, if necessary, situations that it considers to be relevant with regard to the sensitive issues referred to in the Model). It is the obligation of the Supervisory Body to communicate any violation of the Model that is found.

## **5.9 Whistleblowing**

With a view to complying with the provisions of Legislative Decree No. 24 of 10 March 2023 and Law No. 179 of 30 November 2017, which amend Legislative Decree No. 231/2001, the Company guarantees:

- a) the establishment of one or more channels that allow persons in top positions and their subordinates to submit, in order to protect the integrity of the Entity, detailed reports of unlawful conduct relevant pursuant to Legislative Decree 231/2001 and based on precise and consistent factual elements or violations of the control standards of this Model of which they have become aware due to the functions they perform within the Company;
- b) the establishment of an alternative reporting channel suitable for ensuring, also through the use of IT methods, the confidentiality of the identity of the whistleblower;
- c) the prohibition of direct or indirect retaliatory or discriminatory acts against the whistleblower for reasons directly or indirectly related to the report;

d) the inclusion in the Company's disciplinary system of sanctions against those who violate the whistleblower's protection measures as well as those who make reports that prove to be unfounded with intent or gross negligence.

The obligations to inform about any conduct contrary to the provisions contained in the Model are part of the broader duty of diligence and duty of loyalty of the employee referred to in art. 2104 and 2105 of the Italian Civil Code.

The reports may concern unlawful conduct relating to the predicate offences provided for pursuant to Legislative Decree 231/2001 or violations related to the Model adopted by SACMA LIMBIATE S.p.A. In particular, the following may be submitted:

- detailed reports of unlawful conduct, relevant pursuant to Legislative Decree 231/01 and based on precise and concordant factual elements;
- reports of violations of the Model adopted by SACMA LIMBIATE S.p.A., of which they have become aware due to the functions performed.

With regard to these reports, the confidentiality of the identity of the whistleblower is ensured, in accordance with the provisions of art. 6, paragraph 2-bis, letter c) of the Decree, which guarantees whistleblowers in good faith from any form of retaliation, direct or indirect, discrimination or penalization inflicted for reasons directly or indirectly related to the report itself, without prejudice to legal obligations and the protection of the Company or of persons wrongly accused and/or in bad faith. Should discriminatory measures be adopted against the persons making the reports, art. Article 6, paragraph 2-ter of Legislative Decree 231/2001 provides that this circumstance may be reported to the National Labour Inspectorate, for the measures within its competence, not only by the person concerned, but also by the trade union organisation indicated by the same.

In this regard, the following measures will be void, pursuant to art. 6, paragraph 2-quarter of the Decree:

- retaliatory or discriminatory dismissal;
- the change of duties pursuant to Article 2103 of the Civil Code;
- any other retaliatory or discriminatory measure taken against the whistleblower.

It is the responsibility of the Employer, in the event of disputes related to the imposition of disciplinary sanctions or demotion, dismissal, transfer or subjection of the whistleblower to other organizational measures having direct or indirect negative effects on working conditions, subsequent to the submission of the report, to demonstrate that such measures are based on reasons unrelated to the report itself. It should be noted that, in compliance with the provisions of art. 3, Law no. 179 of 30 November 2017, the pursuit of the interest in the integrity of public and private administrations, as well as in the prevention and repression of embezzlement, constitutes just cause for disclosure of information covered by the obligation of secrecy referred to in art. 326, 622 and 623 of the Criminal Code and art. 2105 of the Civil Code, except in the case where the obligation of professional secrecy rests on the person who has become aware of the news due to a relationship of professional advice or assistance with the Entity, company or natural person concerned. When information and documents that are communicated to the body responsible for receiving them are the subject of business, professional or official secrecy, disclosure in a manner that exceeds the purposes of eliminating the offence and, in particular, disclosure outside the communication channel specifically set up for this purpose constitutes a violation of the relevant obligation of secrecy. It should be noted that a further element of protection of the whistleblower has been provided for by the national legislator through the definition of the scope of the rights of the data subject provided for by art. 15-21 GDPR. Through art. 2-undecies of the Privacy Code, in fact, it has been provided that: *"the rights referred to in articles 15 to 22 of the Regulation cannot be exercised by request to the data controller or by complaint pursuant to article 77 of the Regulation if, the exercise of these*

*rights, may result in an actual and concrete prejudice to the confidentiality of the identity of the employee reporting pursuant to the law of 30 November 2017, no. 179, the offence of which he has become aware by reason of his office".*

#### **5.10 The subjective qualification of the Supervisory Body for privacy purposes**

The Guarantor for the protection of personal data has expressed its opinion on the subjective qualification for privacy purposes of the Supervisory Body. In particular, it has been clarified that the Supervisory Body, considered as a whole and regardless of whether the members who compose it are internal or external, being "*part of the Entity*" must be identified as the subject authorized to process data. Therefore not an independent owner or even a data processor. In art. 29 of the European Data Protection Regulation 2016/679 (GDPR) provides that anyone acting under the authority of the Data Controller "and having access to personal data, may not process them unless instructed to do so by the Data Controller, unless required by Union or Member State law". In art. 2-quaterdecies of Legislative Decree 196/2003, amended by Legislative Decree 101/2018, it is also specified that: "The data controller or processor may provide, under its own responsibility and within the scope of its organizational structure, that specific tasks and functions related to the processing of personal data are assigned to natural persons, expressly designated, who operate under their authority. The data controller or processor shall identify the most appropriate ways to authorise the processing of personal data to persons operating under its direct authority". For this reason, the Supervisory Body must receive from the Company, for the exercise of its mandate, the operating instructions pursuant to Article 29 of the GDPR and 2-quaterdecies of Legislative Decree 196/2003 as amended, so that the data are processed in accordance with the principles established by the privacy legislation and the policies defined within the Entity. It will be the responsibility of the Company, the Data Controller, to provide the aforementioned instructions. What is specified by the Guarantor Authority refers only to the data processing that the Supervisory Body carries out by reason of the exercise of its mandate and the functions entrusted, with particular regard to the management of information flows. On the other hand, the new and different role that the Body acquires in relation to the management of reports of wrongdoing or violation of the Organizational Model and protected by Law 179/2017, entitled "Provisions for the protection of those who report crimes or irregularities of which they have become aware in the context of a public or private employment relationship" (so-called Whistleblowing) remains excluded. All of the above is without prejudice to the requirements of autonomy and independence of the Supervisory Body in carrying out its verification activities.

#### **5.11 Information obligations of the Supervisory Body**

Given that the responsibility for adopting and effectively implementing the Model remains with the Company's Board of Directors, the SB reports on the implementation of the Model and the occurrence of any critical issues. In particular, the Supervisory Body is responsible to the Board of Directors for:

- every six months, an information report on the activities carried out to be presented to the Board of Directors and, for information, to the Board of Statutory Auditors;
- immediately, upon the occurrence of ascertained violations of the Model, with the alleged commission of crimes, a communication to be submitted to the Board of Directors;
- communicate, at the beginning of each financial year, the plan of activities that it intends to carry out in order to fulfil the tasks assigned. This plan will be approved by the Board of Directors itself;
- periodically communicate the progress of the program together with any changes made to it;
- promptly communicate any problems related to the activities, where relevant;

- report, at least every six months, on the implementation of the Model.

The semi-annual report addresses the following aspects:

- checks and verifications carried out by the Supervisory Body and their outcome;
- progress of any projects for the implementation/revision of the control system (e.g.: adoption of procedures);
- any legislative innovations or organisational changes that require updates to the Organisational Model;
- any effectiveness of the disciplinary system in ensuring compliance with the control protocols provided for and referred to in the Model;
- functionality of the system of information flows to the Supervisory Body;
- other information deemed significant;
- summary assessment of the adequacy of the Model with respect to the provisions of Legislative Decree 231/2001.

In addition to the Board of Directors, the Board of Statutory Auditors will also be required to report periodically on its activities. The Body may request to be convened by the aforementioned bodies to report on the functioning of the Model or on specific situations. Meetings with the bodies of the Entity to which the SB reports must be recorded. A copy of these minutes will be kept by the SB and by the bodies involved from time to time. Without prejudice to the above, the Supervisory Body may also communicate, assessing the individual circumstances:

- (i) the results of its investigations to the Heads of functions and/or processes if the activities result in aspects that can be improved. In this case, it will be necessary for the SB to obtain from the Process Managers an action plan, with relative timing, for the implementation of the activities susceptible to improvement as well as the result of such implementation;
- (ii) report to the Board of Directors and the Board of Statutory Auditors any behaviour/actions that are not in line with the Model in order to:
  - a) acquire from the Board of Directors all the elements to make any communications to the structures responsible for the evaluation and application of disciplinary sanctions;
  - b) give indications for the removal of deficiencies in order to avoid the repetition of the event.

The Body is obliged to immediately inform the Board of Statutory Auditors if the violation concerns the members of the Board of Directors.

## **6. DISCIPLINARY SYSTEM**

Article 6, paragraph 2, letter e) and Article 7, paragraph 4, letter b) of Legislative Decree 231/2001 establish (with reference to both persons in top positions and persons subject to the direction of others) the necessary preparation of a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Organisation, Management and Control Model (and in particular the management rules, procedures, instructions, orders for the government of sensitive matters). The definition of sanctions, commensurate with the violation and with deterrence, applicable in the event of violation of the measures contained in the Model is intended to contribute to the effectiveness of the Model itself and to the effectiveness of the control action of the Supervisory Body. The sanctions provided for by the disciplinary system will be applied to any violation of the provisions contained in the Model, regardless of the course and outcome of any criminal proceedings initiated by the judicial authority, in the event that the conduct to be criticized constitutes a relevant offence pursuant to Legislative Decree 231/2001.

### **6.1 Measures applied to middle managers, clerical workers and manual workers**

Compliance with the provisions and rules of conduct provided for by the Model constitutes compliance by the Company's employees with the obligations provided for in Article 2104, paragraph 2 of the Italian Civil Code, obligations of which the content of the same Model represents a substantial and integral part. The violation of the

individual provisions and rules of conduct referred to in the Model by the Company's employees always constitutes a disciplinary offence. It should be noted that employees who do not hold managerial qualifications are subject to the following National Collective Labour Agreements: CCNL Metalworking. The measures indicated in the Model, the non-compliance with which is intended to be sanctioned, are communicated by means of an internal circular to all employees, posted in a place accessible to all and binding for all employees of SACMA LIMBIATE S.p.A. Disciplinary measures may be imposed on employees in accordance with the provisions of Article 7 of Law No. 300 of 20 May 1970 (the so-called "Workers' Statute") and any applicable special regulations. The notification of a violation of the Model corresponds to the initiation of the procedure for ascertaining the deficiencies in accordance with the CCNL applicable to the specific employee involved in the procedure. Therefore:

- any notice of violation of the Model is given impetus to the investigation procedure;
- in the event that, as a result of the procedure, the violation of the Model is ascertained, the disciplinary sanction provided for by the applicable CCNL is imposed;
- The penalty imposed is proportionate to the seriousness of the infringement.

More specifically, on the assumption of ascertaining the violation, at the request of the Supervisory Body, and after hearing the hierarchical superior of the perpetrator of the impugned conduct, the Head of the Human Resources function and the Manager concerned, identify - after analyzing the employee's motivations - the disciplinary sanction applicable on the basis of the reference CCNL. After applying the disciplinary sanction, the Head of the Human Resources function communicates the imposition of this sanction to the Supervisory Body. The Supervisory Body and the Head of the Human Resources function monitor the application of disciplinary sanctions. All legal and contractual obligations relating to the imposition of the disciplinary sanction are complied with, as well as the procedures, provisions and guarantees provided for by Article 7 of the Workers' Statute and by the specific CCNL applicable to disciplinary measures.

## **6.2 Measures applied to Managers**

In the event of violation of the Model by Managers, ascertained pursuant to the previous paragraph, SACMA LIMBIATE S.p.A. adopts, with regard to those responsible, the measure deemed most appropriate.

If the violation of the Model causes the relationship of trust to be broken, the sanction is identified as dismissal for just cause.

## **6.3 Measures against Directors**

Upon notification of a violation of the provisions and rules of conduct of the Model by members of the Board of Directors, the Supervisory Body must promptly inform the Board of Statutory Auditors and the entire Board of Directors of the incident. The recipients of the information provided by the Supervisory Body may take, in accordance with the provisions of the Articles of Association, the appropriate measures including, for example, the convening of the shareholders' meeting, in order to adopt the most suitable measures provided for by law.

## **6.4 Measures against business partners, consultants, employees and third-party companies in general**

The violation by business partners, consultants, external collaborators or other parties having contractual relations with the Organization of the provisions and rules of conduct provided for by the Model applicable to them, or the possible commission of the crimes contemplated by Legislative Decree 231/2001 by the same, will be sanctioned according to the provisions of the specific contractual clauses that will be included in the relevant contracts. These clauses, making explicit reference to compliance with the provisions and rules of conduct provided for by the Model,

may provide, for example, for the obligation on the part of these third parties not to adopt acts or engage in conduct that could lead to a violation of the Model by the Company. In the event of violation of this obligation, the termination of the contract must be provided for with the possible application of penalties.

Obviously, the Company's prerogative to request compensation for damages resulting from the violation of the provisions and rules of conduct provided for by the Model by the aforementioned third parties remains.

Third-party companies are called upon to respond, in particular for the management of health, safety and the environment, to the Code of Ethics adopted by SACMA LIMBIATE S.p.A. and to fully operate to achieve the objective of maximum protection of health, safety and the environment where they operate for the Company; otherwise, the Company reserves the right to arrange for their removal.

## **7. REFERENCE DOCUMENTS**

- Corporate organization chart
- Code of Ethics
- Environment/safety organization chart
- SPECIAL HEALTH AND SAFETY SECTION
- SPECIAL ENVIRONMENT SECTION