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# ORGANISATION, MANAGEMENT AND CONTROL MODEL -CODE OF ETHICS

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ORGANISATION, MANAGEMENT AND CONTROL  
MODEL PURSUANT TO ITALIAN LEGISLATIVE DECREE  
8 JUNE 2001 N. 231

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# GENERAL SECTION

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## 1. ITALIAN LEGISLATIVE DECREE NO. 231/2001

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### 1.1. INTRODUCTION

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Italian Legislative Decree 231/2001 and the amendments thereto, in partial implementation of Act 300/2000 transposing the OECD (Organisation for Economic Cooperation and Development) and EU regulation, provides for the liability of legal entities, companies and associations, for certain offences committed for their benefit or in their interest by persons acting in the name of and on behalf of these organisations.

The 231 Organisational Model is a dynamic instrument that affects business operations and that, in turn, must be constantly verified and updated due to application results as well as the evolution of the reference regulatory framework. A new version of the 31 Organisational Model was adopted in February 2013 that assimilated the new crimes of “underlying corruption between private citizens and unlawful incitement to promise or give benefits to public officials/civil servants” introduced by Law 190 dated 6/11/12. A new update became necessary in November 2015 to assimilate criminal environmental crimes (pursuant to Law 68 dated May 25, 2015) and the crime of self-money laundering (pursuant to art. 648-ter 1 penal code).

The role played by Mitaca Srl in its national and international economic position, also considering all of the people involved in the company, are why attention needs to be dedicated to the company’s rules and regulations. Mitaca Srl believes it is essential to adopt an ethical behaviour and to concretise and adapt to, through an organisational and management policy, the main principles contained in Legislative Decree 231/01.

### 1.2. CONSTITUENT ELEMENTS OF ORGANISATION LIABILITY

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Pursuant to Italian Legislative Decree 231/01, entities can be held liable:

a) for the types of criminal offences outlined below, even if it is only an attempt to commit an offence:

- Aggravated fraud to obtain public funds (art. 640 *bis* of the Criminal Code); Misappropriations perpetrated against the State (art. 316 *bis* of the Criminal Code); Undue collection of public funds to the detriment of the State (art. 316 *ter* Criminal Code); Fraud against the State or other public entity (art. 640, para 2, no. 1 of the Criminal Code); Computer fraud perpetrated against the State or other public entities (art. 640 *ter* of the Criminal Code);
- Corruption (art. 318 et seq. of the Criminal Code); Extortion (art. 317 of the Criminal Code);
- Counterfeiting of money, legal tenders, and duty stamps (art. 453, 454, 455, 457, 459, 460, 461, 464 of the Criminal Code);
- Corporate offences set out in the Italian Civil Code: Untrue corporate communications (art. 2621, 2622 of the Italian Civil Code); Untrue statements in a prospectus (art. 2633 of the Italian Civil Code); False information in reports or communications by auditing

firms (art. 2624 of the Italian Civil Code); Obstruction of control activities (art. 2625 of the Italian Civil Code); Fictitious formation of capital (art. 2632 of the Italian Civil Code); Unlawful return of capital (art. 2626 of the Italian Civil Code); Unlawful distribution of profits and reserves (art. 2627 of the Italian Civil Code); Unlawful transactions involving shares or quotas of a company or the parent company (art. 2628 of the Italian Civil Code); Transactions to the detriment of creditors (art. 2629 of the Italian Civil Code); Unlawful distribution of company assets by liquidators (art. 2633 of the Italian Civil Code); Unlawful influence on shareholders' meetings (art. 2636 of the Italian Civil Code); Market manipulation (art. 2637 of the Italian Civil Code); Impeding the functions of public supervisory authorities (art. 2638 of the Italian Civil Code);

- Offences committed for terrorist purposes or to subvert democratic order as set forth by the Criminal Code and special laws or by the New York Convention of 9 December 1999.
  - Offenses against individuals (articles 600, 600-*bis*, 600*ter*, 600-*quater*, 600-*quinquies*, 601 and 602 of the Criminal Code).
  - Offenses committed in violation of industrial accident prevention regulations (articles 589 and 590 of the Criminal Code).
  - Crimes against life and personal safety (538 *bis* Criminal Code).
  - Transnational offences as per article 10 of Law 146/2006.
  - Offences related to abandonment, dumping, or uncontrolled disposal of waste (art. 192, para 4, Italian Legislative Decree 152/2006), as well as all types of offences related to environmental issues, governed by both national and international regulations.
  - Handling of stolen goods (art. 648 of the Criminal Code); Money laundering (648 *bis* of the Criminal Code); Use of money, property or benefits of illegal provenance (648 *ter* of the Criminal Code).
  - Any type of current criminal or tax related offence.
- b) the offence is committed by an individual holding an administration, representation, or management position within the organisation or within one of its independent organisational units or by an individual working under their direction or supervision;
- c) the organisation has an interest or advantage, exclusive or shared, with that of the perpetrator of the offence.

### 1.3. PENALTIES THAT MAY BE IMPOSED ON THE ORGANISATION

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The administrative penalties that may be imposed on a company are:

- a) fines;
- b) disqualification sanction: prohibition to conduct business, suspension or revocation of authorisations and similar; prohibition to enter into a contract with the Public Administration:
  - exclusion from or revocation of tax relief, funding, grants, or subsidies;
  - prohibition on publicising goods or services.
- c) seizure: seizure of the proceeds or profits from the offence may be ordered or, as an alternative, forfeiture of sums of money, assets, or other benefits with the same value as the proceeds or profits from the offence;
- d) publication of the conviction.

### 1.4. GROUNDS FOR EXCLUSION OF ORGANISATION LIABILITY

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The organisation shall not be held liable if:

- a) before any offence has been committed, the company has established and effectively implemented an Organisation, Management and Control Model (the “Model” or “Compliance program”) suitable for preventing the relevant types of offences;
- b) it has established a Supervisory Body properly vested with independent initiative and inspection powers, with the task of supervising the implementation of and compliance with the Model and its updates (hereinafter also referred to as SB);
- c) the individuals in management positions have committed the offence by fraudulently eluding the Organisation and Management Model;
- d) the Supervisory Body has performed its duties with diligence.

In the event of offences committed by persons in a subordinate position, the organisation shall not be held liable if the offence was not committed due to failure to comply with management or supervisory obligations, and in particular if, before the offence was committed, a suitable Organisation, Management and Control Model was adopted and effectively implemented in order to prevent that specific type of offence.

Given these premises, it is clear that a Model needs to be adopted which specifically takes into account the risks of offences that are likely to occur and that thus allows the company to be exempt from liability.

The Model has two functions:

- Preventive function: to establish ethical principles of a general nature and specific procedures for carrying out certain activities;
- *Ex post* supervision function: thanks to the control procedures that are an integral part of the Model, it is possible to discover if offences have been committed and to promptly implement the necessary measures against the responsible parties.

The Organisational, Management and Control Model is therefore one of the fundamental elements of every corporate governance system, which is a system aimed at monitoring and risk prevention.

In order to safeguard the company from penalties, the adopted measures need to be:

- suitable, that is to say, able to ensure both the achievement of the company purpose in compliance with the law and the prompt discovery and elimination of situations at risk.
- effectively implemented, that is to say, not only carefully designed in theory and reported in the Model, but actually applied with the same care in day-to-day business operations.

Therefore, the company has to constantly make sure that the measures adopted “on paper” are actually applied and periodically review them (and amend them, as necessary) in the event of violations or changes in legislation or the company’s organisation.

The Model must also include a disciplinary system and/or contractual measures that penalise failure to comply with the established rules.

In conclusion, in order to relieve the organisation from liability (in particular for offences committed by individuals in management positions it is crucial that the Model be implemented before any of the offenses specified in Italian Legislative Decree 231/2001 are committed.



## 2. ORGANISATION, MANAGEMENT, AND CONTROL MODEL OF MITACA SRL

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### 2.1. MITACA SRL'S REASONS FOR ADOPTING THE MODEL

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Transparency and propriety in company management are two extremely important factors for Mitaca Srl. An internal control system is a valuable tool to prevent offenses from being committed by Directors, Employees, External Collaborators (i.e. those with a project-based employment contract or with a contract for continuative and coordinated services, temp workers, agents, technical and business advisors) and business partners (parties with which Mitaca Srl holds any form of leadership, including joint ventures, temporary association of companies, or consortiums, for example).

For this reason Mitaca Srl, in conformity with its company policies and in keeping with its associate Illycaffè Spa, decided to adopt the Organisation, Management and Control Model (the "Model") and has established an Internal Supervisory Body ("Supervisory Body" or "SB") which is responsible for verifying implementation, effectiveness, and compliance with the model, as well as updating it.

Mitaca Srl, in fact, strongly condemns criminal acts in pursuit of its company purpose, as it believes that such acts are contrary to company's interests, and therefore intends to prevent such acts by constantly monitoring its activities in the sectors at risk.

The adoption of this Model represents, first and foremost, the desire to the constantly improve Mitaca Srl's governance system, aside from the benefits outlined in Italian Legislative Decree 231/2001 (i.e. exemption from liability for offences committed despite the preventive measures adopted).

The Model has been prepared based on the guidelines provided by Confindustria (the Italian Confederation of Industry) and through consulting Assonime (Association of Italian Joint Stock Companies) Circular no. 68 dated 19 November, 2002.

In conclusion, the purpose of this document is to provide a system of procedures and/or control activities so that Mitaca Srl is able to prevent (so-called *ex ante* measures) and discover (so that so-called *ex post* measures can be adopted) which of its activities are actually exposed to the risk of offences being committed.

### 2.2. STRUCTURE OF THE MODEL

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The Model, which combines both the theoretical aspects and practical aspects of the system defined by Italian Legislative Decree 231/2001 in a single document, has been divided into a General Section – dedicated to the "institutional" aspects of Italian Legislative Decree 231/2001, a Special Section, which contains the specific procedures for preventing offences considered as theoretically possible at Mitaca Srl and the Code of Ethics (concerning the underlying principles that inspire the corporate ethics of Mitaca Srl).

The key points of the Model are:

- mapping of the at-risk areas, i.e. the company's activities where, in theory, the offences laid down in Italian Legislative Decree 231/2001 could be committed;
- proceduralization of the activity at risk;
- establishment of the Supervisory Body;
- providing for awareness-raising activities and the dissemination of the established rules of conduct and procedures at all company levels (in proportion to the level of responsibility) and also to third parties;

- the duty of all those working at Mitaca Srl to provide information to the Supervisory Body;
- the introduction of disciplinary measures for failure to comply with the rules included in the Model.

### 2.3. MODEL AMENDMENTS AND UPDATES

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The Mitaca Srl Model is a document issued by the Board of Directors, and was developed trying to balance and integrate the requirements for governance and those of the company's administrative and production structure; it has a degree of flexibility to allow for any adjustments that may be necessary.

In drafting the Model, particular attention was given to the need to:

- ensure the constant adaptation of the Model to the changes of the company's organisational structure and management system;
- prevent the company's activities from being weighed down with excessive bureaucratic red tape;
- make good use of existing governance measures and procedures in the company's organisation which are suited to prevent the offences considered;
- Ensure the maximum dissemination and application of the Model through the clarity of its wording and appropriate promotion and training activities.

The Supervisory Body is responsible for making, when it deems necessary, any amendments and additions of a substantial nature to the Model, from updating existing procedures to broadening it to include new types of risks of committing offences.

To do this, the SB will need to submit a report illustrating the need and/or opportunity to the Board of Directors, which will then be responsible for its formal adoption.

In exceptional cases, the Supervisory Body may take it upon themselves to make urgent adjustments to the Model that cannot be put off. Nevertheless, these adjustments must be ratified by the Administrative Body.

The Board of Directors, in collaboration with the Supervisory Body, will verify the suitability of the Model and any updates to it on an annual basis, starting on the date of the first adoption resolution.

If no amendments or supplements to the Model are required, the Supervisory Body will submit a reasoned statement to the Board of Directors within the said period. If, instead, the Model needs to be amended or supplemented, the Supervisory Body will have to launch the updating procedure, working with the Board of Directors in reasonably good time before the established deadline.

#### Year 2015 update

Please note that the due modifications following the application of the newly introduced features concerning this Organisational Model and Code of Conduct applied by Mitaca srl, will be analysed and, if necessary, applied with this update. Specifically, that set by the legislator regarding Legislative Decree 231/01.

The new features introduced in the last two years, of significant interest, concern the so-called "Anti-money laundering" crimes and that set forth in the list of "Environmental" crimes.

As to the first point, please note that art. 3 of Law 15/12/2014 no. 186, published in the O.G. no. 292 dated 17-12-2014, art. 648-ter 1 of the penal code, introduced the so-called "Self-money

laundering”, this new regulation, thus, amended art. 25-octies in Legislative Decree 231/01, that will now also take this new crime into consideration (effective as of 01/01/2015).

Based on the above, the company and ODV (Supervisory Body) in office prepared the current update of its Organisational Model and Code of Conduct currently in effect with revision 2.0 dated April 2013.

Deferring to the relevant necessary discussions in the specific chapter, please note that “self-money laundering” consists in concealing income earned from personal crimes; this crime is mainly derived from specific crimes: tax evasion, corruption and corporate asset appropriation.

#### Impacts on compliance ex Legislative Decree 231/01

Specifically analysing the crime contemplated by Decrees 231/2007 and 231/2001 leads to the conclusion that, for the purposes of these decrees, the introduction of self-money laundering does not create significant problems for that provided for to date. Regarding that set forth by the regulation, indeed, all brokers are required to identify and report anomalies associated with self-money laundering conduct through the application of controls adopted in the Organisational Model to fight money laundering and asset reinvestment crimes.

Specifically, the procedures adopted by organisations to lower the risk of “administrative liability” for the commission of crimes pursuant to articles 648 bis and 648 ter in the penal code, can also be effective to fight the newly introduced crime.

Thus, the above infers that the tax crimes set forth in Legislative Decree March 10, 2000, no 74 fall, indirectly, under the range of Legislative Decree 231/01, requiring risk assessment and monitoring along the same lines.

As for the provisions regarding “environmental” crimes, **Law May 22, 2015, no. 68** stating **“Provisions regarding crimes against the environment”** (O.G. General Series no. 122 dated 28-5-2015), significantly amended Legislative Decree 152/06 and introduced a long list of environmental crimes in the penal code (included in the new Title VI-bis entitled “Crimes against the environment”), for most of which the company's administrative liability is presumed. Thus, a significant amendment and supplement to article 25-undecies in Legislative Decree 231/01 followed, effective as of May 29, 2015.

Furthermore, article 12 of **Law May 27, 2015, no. 69** (O.G. no. 124 dated 30-5-2015), introduced some amendments to the provisions on the administrative liability of organisations regarding corporate crimes; they include the amendment and integration of article 25-ter of Legislative Decree 231/01, effective as of June 14, 2015.

Although, as anticipated in drafting the Organisational Model and Code of Conduct, in its initial versions, environmental crimes foreseen by regulations should not directly concern the company, it is noted that the same crimes will be a topic of forecast.

On this subject, please note that the company is implementing informational training to obtain ISO 9001 Quality System certification and integrate this document with the OHSAS 18001 Safety System and ISO 14001 Environmental Management System.

It appears obvious how, especially regarding the introduction of criminal offences, the adoption of the ISO 14001 compliant Environmental Management System can be determinant for preventive and exemption purposes, similar to that set forth by art. 30 in Legislative Decree 81/08 for SGSL, OHSAS 18001, for the crimes stated in art. 25-septies of the above. This company action will be especially determinant following the attainment of the relevant certification issued by a Recognised Certification Board accredited on the international level.

Following the attainment of these certifications, ODV will additionally review the current document that will thus be integrated with the above certifications and the formalisation of documented corporate procedures that will be integrated in the currently identified processes with reference to the single crimes in question.

### 3. DETECTION OF PROCESSES AT RISK AND IDENTIFICATION OF OFFENCES THAT COULD BE COMMITTED AT MITACA SRL

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Prior to drafting this document, a detailed analysis was conducted to identify the areas generally “at risk”, i.e. those areas affected by a potential cases of an offence, taking into account the activities actually carried out and the functions of those working within the company (so-called risk mapping).

After examining the corporate environment of Mitaca Srl it appears that – in principle - the activities most vulnerable to the risk of one of the offences specified in Italian Legislative Decree 231/2001 being committed are the following:

- a) relations with the Public Administration in Italy (national and local) or abroad for funding requests, allocation of contributions and public concessions (for example contributions for training personnel, contributions for product research, business investments, and contributions for developing disadvantaged areas);
- b) relations with the Public Administration in Italy and abroad for issuing licenses, permits, agreements, and for procedures to fulfil building and city-planning requirements;
- c) management of all administrative obligations with the Public Administration, including social security institutions and the tax authorities;
- d) management of judicial and extrajudicial litigation with the Public Administration;
- e) management of aspects regulated by Italian Legislative Decree 626/94 and subsequent amendments, supplements, and implementations concerning occupational health and safety and by Italian Legislative Decree 196/03 concerning privacy;
- f) activities for preparing financial statements and other corporate communications required by law;
- g) management and control of assets and the financial resources of the company;
- h) information flows to and from the Auditor;
- i) relations with the Shareholders concerning their right to control and Shareholders’ Meeting activities;
- j) control activities on the work of the Board of Directors.

From this mapping phase it surfaced that the offences provided for in Italian Legislative Decree 231/2001 that theoretically could be committed at Mitaca Srl and taken into consideration in preparing the Model are:

- a) offences against the Public Administration;
- b) corporate offences;
- c) offences committed using IT tools;
- d) offences committed with violation of safety and accident prevention regulations.

The Model may be, however, updated should the Supervisory Body identify further areas at risk and the relative measures to adopt, also in light of legislative developments and those of the Mitaca Srl organisation and activities.

This is to ensure, at all times, the completeness, adequacy, and effectiveness to impede the commission of offences in general and, in particular, those provided for in Italian Legislative Decree 231/2001.

## 4. THE CORPORATE GOVERNANCE SYSTEM

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### 4.1. CODE OF ETHICS

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The “Addressees” of the Model are all persons acting by, through, under, or in concert with Mitaca Srl: Company Bodies, Executive Managers, Employees, External Collaborators and Partners (for the last two categories by virtue of and within the limits provided for in specific clauses included in the relevant contracts).

Everyone must observe the principles and rules of conduct, and follow the procedures indicated in the Model.

The Model shares the commitments and responsibilities of the Code of Ethics, yet it has a different scope and aim.

The Code of Ethics outlines the commitment and ethical responsibilities that Mitaca Srl asks its Directors, Employees, and Collaborators to adhere to when conducting business and other activities on the company’s behalf; The Model instead is aimed at preventing particular types of offences from being committed. The Special Section of the Model will establish the specific procedures for each offence to prevent.

The Supervisory Body is responsible for incorporating the principles set out above in relation to changes to legislation and/or the company’s organisation.

### 4.2. FORMALISATION OF THE INTERNAL ORGANISATIONAL SYSTEM

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To ensure an effective internal control system a clear and formalised organisation chart needs to be prepared clearly outlining the chains of command and the duties assigned to each role. The organisational tools (organisation charts, assignment of functions and powers) of Mitaca Srl must meet these general principles:

- a) clear and formal structuring of the internal decision-making levels with a description of the functions;
- b) awareness, transparency and publicity of the powers granted (within the company and towards concerned third parties);
- c) clear description of the reporting lines.

The current internal organisational structure at Mitaca Srl is that shown in the company organisation chart.

In granting delegations and authorisations, Mitaca Srl must observe these key principles:

- all those who have relations with the local or foreign Public Administration on behalf of the company must act in virtue of formal delegation;
- each proxy that involves the legal representation of the company in respect of third parties, must have an internal act of delegation that describes the relative management powers;
- the powers granted by the act of delegation must be consistent with the relative responsibility and fitting to the position in the organisation chart;
- each act of delegation must define, in detail, the powers granted to the delegate, specifying the limits, the party (body or individual) to whom the delegate must report to and the related procedures;
- the delegate must be recognised spending powers in line with his/her assigned duties;
- the proxy must specifically provide for cases of forfeiture of the powers granted;
- the delegations and authorisations must be promptly updated.

The Supervisory Body, assisted by the other relevant functions, has the duty to verify the current system for delegating powers, suggesting changes that may need to be made if the management power and/or qualification do not match the representation powers granted to the delegate or if there are other anomalies.

#### 4.3. ESTABLISHMENT OF A REPORTING SYSTEM TO REPORT MODEL VIOLATIONS TO THE SUPERVISORY BODY

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The Supervisory Body is responsible for collecting all information and reports regarding failure to adhere to the Model. The Supervisory Body will first assess- speak with, if deemed appropriate, the informant and/or person responsible for the alleged violation, and then report to senior management for the adoption of any measures. The SB will record the measures taken or if no measures were taken concerning the alleged violation reported.

Notifications to the Supervisory Body may concern any type of violation, even alleged, of the Model, and will be made orally directly to one of the members of the Supervisory Body.

The Supervisory Body will record the necessary elements concerning the notice received in the reports file, without chronological reference.

The Board of Directors may examine the register at any time for the purpose of assessing and adopting measures falling under their responsibility.

The Supervisory Body must protect the informant against all forms of retaliation, discrimination, or penalisation, and ensure that the identity of the notifying party is kept confidential, except where required by law or to protect the company's rights or those of individuals who have been mistakenly and/or wrongly accused.

## 5. ESTABLISHMENT OF THE SUPERVISORY BODY (SB)

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### 5.1. IDENTIFICATION AND APPOINTMENT PROCEDURE

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Italian Legislative Decree 231/2001 requires that the Supervisory Body, which is responsible for supervising the implementation of, effectiveness of, and compliance with the Model, as well as updating it, must be a body within the company (art. 6. 1, b).

The requirements for the members of the Supervisory Body are autonomy, independence, professionalism, and continuity of action.

To ensure that these requirements are met, the BoD must observe the following rules:

- in terms of autonomy: the Supervisory Body must be vested with the necessary powers for initiatives, controls, and penalties;
- in terms of independence: the Supervisory Body must hold a high hierarchical position and not take part in operative tasks relating to management of the organisation;
- in terms of professionalism: the Supervisory Body must ensure proper conduct of inspection and advisory activities by persons with the necessary technical and legal background;
- In terms of continuity of activity: The Supervisory Body must ensure continuous monitoring, in line with its purposes.

The Supervisory Body is composed of three members. The Administrative Body is responsible for their appointment and revocation with a written instrument signed for acceptance by the members.

The powers are granted for a maximum three-year term and end in case of: termination of collaborative relationship with Mitaca Srl; reasoned resignation from the office, subject to assessment by the Board of Directors; supervening impossibility to carry out the assignment; reasoned revocation by the Board of Directors; failure to fulfil the duties established by law and the Model.

In the event one member of the Supervisory Body established in collegiate form is removed from office, the other member or other members remain in office and the Board of Directors will have to appoint a new member as soon as possible.

### 5.2. FUNCTIONS AND POWERS

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The duties of the Supervisory Body are:

- a) to oversee that the Model is complied with by the Addressees, ensure its adequacy to the company structure and its effectiveness in preventing the commission of the offences laid down in Italian Legislative Decree 231/2001 and subsequent amendments;  
When the Supervisory Body finds that the Model is not adhered to, it will propose disciplinary measures;
- b) to update the Model, in order to adapt it to changes in business conditions or the introduction of new offences in the system of Legislative Decree 231/2001.  
In particular, the Supervisory Body will have to survey company activities in order to update the map of activities at risk of offences being committed;
- c) to implement the control procedures specified in the Model.  
By way of non-limiting example, and in addition to the other functions provided for in this Model, the Supervisory Body must:



- carry out periodic targeted audits without notice and at random within the at-risk activities, whose results must be presented to the Board of Directors and Board of Auditors, in accordance with letter e) below;
- prepare a report of the auditing activities carried out, signed by the office or party subject to the controls or disciplinary measures.

The report will be filed in the chronological register of the Supervisory Body, to be created by the SB in accordance with letter f) below;

- d) to make arrangements for periodic training of the internal Addressees of the Model, especially in accordance with Chapter 6 herein, and to prepare the internal documentation necessary for implementation of the Model and those containing instructions, clarifications, or updates;
- e) to periodically report to Mitaca Srl company bodies;
- f) to take care of the chronological registry of the activities carried out, used to record circumstances relevant to the application of the Model, according to the provisions included in this document;
- g) to liaise with other company functions in order to monitor in the best possible manner the activities relating to the procedures laid down in the Model;
- h) to store the documentation regarding information received and the activities carried out in related to the control, monitoring, and inspection activities laid down in the Model.

This is a non-exhaustive list of Supervisory Body duties; additional duties provided for in the Model may be added.

To carry out its activity, the Supervisory Body has unrestricted access to all relevant company documents.

In particular, some information must be kept at the Supervisory Body's disposal by the relevant functions, which pertain to:

1. decisions for requested to obtain and use public funding;
2. measures or notices from the judicial police or any other authority, from which the carrying out of investigations may be inferred, for the offences referred to in Italian Legislative Decree 231/2001 and committed within Mitaca Srl;
3. notification regarding the actual implementation, at all corporate levels, of the Model;
4. reports prepared by managers of other company functions as part of their control activities, which could reveal important aspects in relation to compliance with regulations of Legislative Decree 231;
5. authorisations and proxies granted within Mitaca Srl.

The Supervisory Body must always be informed by the company bodies about aspects concerning its functions and has the power – duty to inquire about all aspects of company activities that may expose the company to the risk of the offences laid down in Decree 231 being committed.

The members of the Supervisory Body, while still established in collegial form, may carry out their tasks separately.

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### 5.3. VERIFICATION ACTIVITIES AND REPORTING OF OTHER COMPANY BODIES

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The Supervisory Body may carry out the following checks:

- a) on acts: i.e. at least one audit per year on the key company documents and contracts concluded in areas with the purpose to check the developmental and substantive coherence in compliance with the Model;
- b) the Model: by performing random checks on the actual adjustments to the procedures of conduct by the Addressees of the model.

In the event of violations of the Model, the Supervisory Body will propose the disciplinary measures specified in the chapter.

The results of the audits and penalty measures adopted are reported by the Supervisory Body to top management via specific reporting mechanisms. In this way, the other company bodies can also adopt all the measures necessary to ensure the effectiveness and aims of the Model.

Reporting includes:

- the activities carried out by the Supervisory Body;
- the findings and all measures, including disciplinary, adopted;
- the adequacy of the Model to prevent or reduce the risk of offences being committed.

The primary and ordinary reference of Supervisory Body of Mitaca Srl is the Administrative Body and the Board of Auditors.

Reporting activities will always be addressed, also in verbal form, to the Chairman and Chief Executive Officer and written reports will be presented at least once a year to the Board of Directors.

Reporting activities will be recorded and stored in files.

If the Supervisory Body discovers particularly serious violations or the commission of an offence, it must report the event as soon as possible to senior management and the Board of Auditors in order to allow for the adoption of measures within their area of competence.

## 6. TRAINING PLAN FOR INTERNAL ADDRESSEES AND DISSEMINATION OF THE MODEL

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### 6.1. COMMUNICATION WITHIN MITACA SRL AND EMPLOYEE TRAINING ACTIVITIES

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The rules of conduct, procedures and systems of control adopted to implement the basic principles of the Model will be communicated to all those persons to whom the code is addressed, especially internal staff.

For the Model to be effective, all Addressees need to be informed that it has been adopted and informed on its contents. Accordingly, it is essential that all internal Addressees are informed on the rules and procedures to follow: the degree of training and information will be proportionate to the level of the Addressee's involvement in the areas of activity at risk, in relation to the assigned tasks and activities performed.

When the Model is adopted, the Board of Directors will oversee the sessions for all those people working with Mitaca Srl to provide information on the adoption of the Model, its contents, and how to act when learning that an offence has been committed within the company.

Other training and information sessions will be organised after additions or changes have been made to the Model and to provide information on how to act in case of doubts. The topics covered in the training sessions will vary based on the qualification of the Addressees, the level of risk of offences being committed in the area where the addressee works, and whether or not they have the authority to represent the company.

Executive Managers and general Employees will be required to sign a specific declaration of adherence to the Code of Ethics and their commitment to comply with the procedures adopted in the Model. The same declaration will also have to be signed by the members of the Board of Directors and Board of Auditors.

The Model may be disclosed within the company in hard copy or electronically: a copy will be filed in the human resources department so that internal Addressees can examine it at any time.

### 6.2. INFORMATION AND SELECTION OF EXTERNAL COLLABORATORS AND PARTNERS

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Mitaca Srl may also communicate the adoption and contents of the Model to its external Collaborators and Partners, who will be required to comply with them: failure to observe any of the contents will constitute a serious breach of the trust-based relationship, and in more serious cases, threaten the continuation of the relationship.

If proposed by the Supervisory Body, special evaluation systems for selecting external Collaborators and Partners may be established within the company by decision of the Board of Directors.

### 6.3. NOTIFYING SUPPLIERS

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The Supervisory Body will assess the opportunity for Mitaca Srl to inform its suppliers on the adoption of the Model, and require that they comply with it: failure to observe any of the

contents will constitute a serious breach of the trust-based relationship, and in more serious cases, threaten the continuation of all relations.

They will also assess the opportunity for Mitaca Srl suppliers to self-certify that they have not been convicted and/or have pending proceedings relating to the offenses included in Italian Legislative Decree 231/2001.

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#### 6.4. NOTIFYING THIRD PARTIES

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The Supervisory Body will assess the opportunity to publish the Model on the Mitaca Srl website to provide adequate information to third parties on its business ethics.

## 7. DISCIPLINARY MEASURES FOR FAILURE TO COMPLY WITH THE MODEL

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### 7.1. GENERAL PRINCIPLES

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An appropriate penalty system will be implemented for failure to comply with the Model provisions and principles and the regulations set forth in the Code of Ethics: based on the seriousness of the offense, the Supervisory Body will apply the measures set out in the next section.

Penalties will be applied for violating the Code of Ethics and the company procedures regardless of the outcome of any criminal proceedings, as these rules have been adopted by Mitaca Srl as conduct and company policy which must be complied with, regardless of whether or not their violation represents a criminal offence.

### 7.2. SANCTIONS AGAINST EMPLOYEES

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Any action by Employees violating the rules of this Model constitutes a disciplinary offence. To this end, the section of the Model that provides for the Code of Ethics, the procedures of the Special Section and the penalty rules, in compliance with the regulations referred to in art. 7 of the Workers' Statute should be made known to all employees by posting it in place accessible to all.

The disciplinary measures provided are:

- a) verbal warning;
- b) written warning;
- c) fine no greater than the amount of three hours of ordinary wages;
- d) suspension from work without ordinary pay for a maximum of three days;
- e) dismissal for just cause without notice and with termination benefits.

The type and extent of each of the above penalties will be calculated in relation to:

- the seriousness of the violations committed and proportional to them;
- the function and duties of the Employee;
- the foreseeability of the event;
- the intentionality of the behaviour or degree of negligence, imprudence, or lack of skill;
- the overall conduct of the Employee, with special reference to whether or not there are prior disciplinary proceedings against him/her;
- other particular circumstances that accompany the disciplinary offence.

No disciplinary measures proposed by the SB against the Employee can be adopted without first notifying the employee in question and hearing his/her defence.

Except for verbal warnings, the allegation must be reported to the Employee in writing according to the procedures included in the rules on imposing disciplinary measures or, in the absence thereof, by registered letter with proof of receipt or with equivalent means that guarantee proof of receipt.

The Employee may present his/her justification, also verbally, assisted by a trade union representative if desired, within five days after receiving the allegation.

After this deadline, disciplinary measures must be imposed within the subsequent ten days; otherwise the measure will become invalid.

The Employee must be notified in writing about the reason why disciplinary measures have been imposed.

The worker may challenge the disciplinary measures referred to in letters b), c), and d) brought against him/her before a trade union, according to the contractual regulations on labour disputes.

Dismissal for breach referred to in letter e) above may be challenged according to procedures and regulations in force at the time of the challenge.

Any disciplinary measures imposed will be effaced two years after they were applied.

The penalties that may be imposed on employees for violations of this Model, are consistent with those provided for in the “National Collective Bargaining Agreement for the Food Industry” dated 14 July 2003 and subsequent amendments that will be adopted by Mitaca Srl, in compliance with the procedures laid down in article 7 of Law no. 300 of 30 May 1979 (Workers’ Statute) and any other special regulations that may apply.

An Executive Manager’s failure to comply with the Code of Ethics and the procedures indicated in the Model, whose employer-employee relationship is regulated by the “National Collective Bargaining Agreement for Managers of Producers of Goods and Services” dated 24 November 2004 and subsequent amendments, will result in the application of suitable measures in compliance with the provisions of the said collective bargaining agreement.

In compliance with the applicable legislation and collective bargaining agreement, Mitaca Srl reserves the right to file claims for damages against Employees, due to the employee’s violation of the Model, as well as in case of application by the Court of the measures laid down in Italian Legislative Decree 231/2001.

### 7.3. MEASURES AGAINST THE BOARD OF DIRECTORS, AUDITORS, AND CHIEF AUDITOR

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If the Model is violated by one or more members of the Board of Directors, Board of Auditors, or Chief Auditor, the Supervisory Body will inform the entire Board of Auditors and the entire Board of Administrators, which will provide for taking the appropriate actions laid down in current laws.

### 7.4. MEASURES AGAINST EXTERNAL COLLABORATORS AND PARTNERS

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The penalties against external Collaborators or Partners who violate the rules of the Model, exposing themselves to the risk of committing one of the offences laid down in Italian Legislative Decree 231/2001, may be included in the relevant contracts, providing a clause to accept the Organisation Model and Code of Ethics of Mitaca Srl.

These contracts must provide for suitable sanctioning mechanisms for violation of the Code of Ethics and the Model procedures: the measures (termination for breach, express termination clause, penalty clause, etc.) will be assessed on a case-by-case basis based on the identity of the counterparty.

Claim for damages may be presented if such violation causes damage to the company.

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## SPECIAL SECTION

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### 8. PURPOSE OF THE SPECIAL SECTION – ESTABLISHMENT OF SPECIFIC PROCEDURES

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This section first provides a brief introduction on the offences that could be committed inside Mitaca Srl's business, and then provides specific rules of conduct and procedures to use in carrying out activities in the areas at risk. The principles that led to the decision to develop internal procedures and controls for the processes at risk, and which form the guidelines for including new procedures and implementing them are:

- a) clear and precise definition of the company organisation chart, the areas and responsibilities of the company functions;
- b) adherence to the principle of distinguishing between the decision maker (decision making impetus), the person carrying out the decision, and the person controlling the process (so-called "*separation of duties*") within each process or activity at risk;
- c) verification, documentation, consistency and compliance in regards to the company's activities (so-called "*traceability*") of each operation, transaction, action that is part of the process;
- d) verifiable and transparent financial management;
- e) the possibility to document the controls performed.

For this purpose, appropriate procedures and policies must be established, which will also regulate the selection and qualification processes for the company's key suppliers, the process for assigning tasks to external Collaborators based on specific assessment criteria, management of business with public customers and the management of established or occasional dealings with parties of the Public Administration.

Furthermore, all operations that concern company management must be conducted in compliance not only with applicable laws but also with the rules of the company's administrative, accounting, financial and management control system.

The Supervisory Body will clear up any doubts on the lawfulness of all behaviour, upon request by the parties concerned.

To provide an outline of the offences and company areas that may be affected by them, two tables have been prepared and are attached to this Model.

Table A "LIST OF INSTRUMENTAL PROCESSES", attached hereto, identifies the key macro-areas of the company where there is a probability of the offences laid down in Italian Legislative Decree 231 being committed.

The subsequent Table B "CORRESPONDENCE BETWEEN OFFENCES – INSTRUMENTAL PROCESSES" highlights, for each offence, the potential areas involved.

These Tables make it easier to identify the sector to subject to audits to prevent and fight against such offences from being committed.

## 9. RELATIONS WITH THE PUBLIC ADMINISTRATION

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### 9.1. OFFENCES CONCERNING FRAUD AGAINST THE STATE AND PUBLIC FUNDS

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#### 9.1.1. TYPE OF OFFENCES AND EXAMPLES OF BUSINESS-RELATED CONDUCT AT MITACA SRL PUNISHABLE BY LAW

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The offences considered in drafting the specific procedures of this Special Section are:

- Misappropriation to the detriment of the State: art. 316 *bis* of the Criminal Code;
- Undue collection of public funds to the detriment of the State: art. 316 *ter* of the Criminal Code;
- Fraud perpetrated against the State: art. 640, para. 2, no.1 of the Criminal Code;
- Aggravated fraud to obtain public funds: art. 640 *bis*.

Even if these offences could be committed in all areas of the company, the most affected areas are the financial sector, investments for environmental protection, investments in production, product research and technological innovation, and employee training.

A common example of aggravated fraud perpetrated against the State is presenting false documents to the Public Administration, to certify that the essential conditions exist for participation in a tender, to obtain licenses, authorisations, etc.

In short, when we speak of offences regarding public financing when they are perpetrated in a “fraudulent” manner and without have the right to do so or when, even if obtained in a lawful manner, they are then used for purposes other than those for which they were obtained.

#### 9.1.2. SPECIFIC PREVENTION PROCEDURES

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The procedure to implement in order to prevent the offences described in section 9.1.1. from being committed are:

- to disseminate the Model and implement Employee training and information activities or updates;
- to encourage the competent company functions to assume responsibility, in harmony with the company organisation chart, when entrusted with individual practices;
- to identify a person responsible for performing specific controls on the documentation to submit for obtaining contributions or funding (for example, on a project document and on documents that certify the technical, economic, and professional prerequisites of the organisation);
- to separate the activities of the person who prepares and submits the necessary documentation from the person who manages the funded activities;
- to verify that the proxies in relations with third parties are consistent with the internal delegation system;
- to divulge the proxies to the external stakeholders when engaging in relations with them;
- to exclude from the proxies, for relations with third parties, the possibility to ask them for money or other benefits, in compliance with the Code of Ethics.

## 9.2. CORRUPTION

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### 9.2.1. TYPE OF OFFENCES AND EXAMPLES OF BUSINESS-RELATED CONDUCT AT MITACA SRL PUNISHABLE BY LAW

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The offences considered in drafting the specific procedures of this Special Section are:

- Corruption to obtain official documents: art. 318 of the Criminal Code;
- Corruption for an act contrary to official duties: art. 319 of the Criminal Code ;
- Corruption of an individual responsible for a public service: art. 320 of the Criminal Code ;
- Penalties for the corruptor: art. 321 of the Criminal Code ;
- Incitement to corruption: art. 322 of the Criminal Code

In brief, articles 318 et seqq of the Criminal Code incriminates both the conduct of a public official who receives, for either personal gain or for a third party in cash or other benefits, an undue payment or accepts a promise thereof to perform an official duty or for an official duty already performed or to perform an act contrary to official duty, as well as the conduct of the corruptor and the instigator of corruption.

These types of conduct may occur in various sectors of the company and at all levels of the organisation, especially in the contract management sector and the financial management sector. In fact, corrupt practices are sometimes used to obtain licenses, permits, and authorisations by the Public Administration, to obtain favourable treatment, or to establish contractual relations with the Public Administration.

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### 9.2.2. SPECIFIC PREVENTION PROCEDURES

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The following actions need to be taken in order to prevent the offences described in section 9.2.1 from being committed:

- dissemination of the Model and implementation of periodic Employee training and information activities;
- establishment of a control system for company financial flows and the invoices payable to prevent hidden funds from being established and used to bribe and/or give gifts and presents to public officials and their relatives;
- assignment of powers for handling relations with the Public Administration based on the organisational and managerial responsibilities of the organisation and provide, as necessary, spending thresholds;
- control of the activities of external Collaborators and making sure that any fees or commissions paid are consistent with those practiced in the geographic location.

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### 9.3. PRIVATE-TO-PRIVATE CORRUPTION AND INCITEMENT TO GIVE OR PROMISE UNDUE BENEFITS

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The phenomenon of corruption has always been considered, including in our own legislation, as prevalently if not exclusively affecting the sphere of public powers. In this sense, the Criminal Code also deals with corruption offences in the section dedicated to crimes against the Public Administration.

The private law aspects, i.e. the forms of corruption involving private persons, have been taken into consideration for the first time by the national legislator during the reform of corporate law, reformulating Article 2634 and 2635 of the Italian Civil Code (Breach of trust and Breach of trust as a result of giving or promise of benefits) in response to international pressure. The Legislative Decree, as part of the context briefly outlined above, proposes a complete overhaul of the tools used to fight corruption, with the aim of filling some of the gaps in our legislation by introducing the offences of **undue incitement** and **private-to-private corruption**.

The Legislative Decree introduces some integrations to the catalogue of offences classified under the administrative liability of organisations in Legislative Decree no. 231 dated 8 June 2001, in particular:

- Art. 25, paragraph 3, will include a reference to the new Art. 319-quater in the Criminal Code;
- Art. 25-ter, paragraph 1, will be integrated with a new letter s-bis) describing the new offence of private-to-private corruption in the cases specified in the new paragraph 3 of Article 2635 in the Civil Code.

The following new offences are therefore established in Legislative Decree 231/2001:

- Art. 319-quater in the Criminal Code, "Undue incitement to give or promise benefits": "1. Unless the facts constitute a more serious offence, a public official or public service employee who abuses their position or powers, inciting someone to unduly give or promise money or other benefits to the official themselves or to others shall be sentenced to between three and eight years in prison. 2. In the cases set out in paragraph 1, anyone giving or promising money or other benefits shall receive a sentence of up to three years in prison." The introduction of the separate offence of misappropriation by incitement is a significant change in the original stance of the Criminal Code which, as highlighted by the accompanying Ministerial Report, grouped "forcing or inciting someone to unduly give or promise money or other benefits" under a single regulation carrying the same sanction. The cause of the offence in this case is represented by coercion of the will of a private person, occurring when a public official, abusing their position or powers, incites the private person to meet their demands. The new formulation, which also affects Art. 317 of the Criminal Code, confirms the long-standing legislative attitude towards misappropriation by incitement, while reducing the limitations on maximum sentences and extending the sanctions to the private person who provides the undue benefits.

- Art. 2635 in the Civil Code, "Private-to-private corruption": "1. Unless the facts constitute a more serious offence, administrators, general directors and managers responsible for drafting corporate financial reports, auditors and liquidators who, after receiving or being promised money or other benefits for themselves or others, perform or omit to perform actions in breach of the duties of their office or loyalty obligations, resulting in damage to the company, shall receive a sentence of between one to three years in prison. 2. Anyone committing the offence while under the management or supervision of one of the persons indicated in paragraph 1 shall receive a sentence of up to eighteen months in prison.

The Legislative Decree modifies the structure of Art. 2635 in the Civil Code, explicitly introducing the reference to private-to-private corruption and subordinating the applicability

of the sanctions to the fact that the behaviour does not constitute another more serious offence.

The main changes in respect to the previous formulation are:

- i) an extension of the range of active subjects, including persons under the management or supervision of others;
- ii) the introduction of a separate offence for the persons involved in providing the money or other benefits.

Another new element is the importance given to the breach of loyalty obligations in addition to the "duties of office". This would appear to confirm once again that the reasoning behind the regulation is to oppose the forms of *mala gestio* negatively affecting the company's performance.

Moreover, the sanctions are increased to include prison terms of between one and three years, assigning the offence of "private-to-private corruption" a more severe sanction than the similar offence of "Breach of trust" (Art. 2634 in the Civil Code).

Lastly, for the purposes of liability as per Legislative Decree 231/01, it is important to establish the behaviour of those involved in corruption or who promise money or benefits to administrators, general directors, managers responsible for drafting corporate financial reports, auditors, liquidators or anyone under their management or supervision.

Furthermore, in contrast to the current version, the offence becomes officially prosecutable if it leads to a distortion of competition in purchasing goods or services.

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### 9.3.1. SPECIFIC PREVENTION MEASURES

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In order to prevent the offences described in paragraph 9.3, it is necessary to:

- distribute the Model and perform periodical training and information initiatives for Employees;
- draw up a map of corporate processes and departments at risk of incitement to corruption;
- establish what the potential methods of corruption may be in the areas at risk, and their impact;
- evaluate the probability (none, very low, low, medium, high) that these offences may be committed by corporate management or persons in a position to commit them due to their relations with public officials or public service employees, and forecast the consequences of them;
- set up a system to monitor corporate cash flow and expenses in order to prevent hidden funds being set up for use in corrupting and/or providing gifts and donations to public employees and their family members;
- assign powers for managing relations with the Public Administration according to the company's organisational and managerial liability, and possibly set authorisation thresholds for expenses.

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### 9.3.2. FINES AND PROHIBITORY SANCTIONS

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In relation to the sanctions applicable to the new offences, the Law states:

for the offence of private-to-private corruption, exclusively pecuniary fines of between 200 to 400 units. If the organisation achieves a significant profit as a result of the offence, the pecuniary fine will be increased by one third;

for the offence of undue incitement to give or promise benefits, pecuniary fines of between 300 to 800 units and prohibitory sanctions for a period of not less than one year.

The pecuniary fines are applied by "units", of not less than 100 and not more than 1,000. The amount of each unit ranges from a minimum of €258.23 to a maximum of €1,549.37.

Prohibitory sanctions:

- Prohibition to perform an activity;
- Suspension or revocation of authorisations, licences or grants necessary to commit the offence;
- Prohibition to have dealings with the Public Administration, except for obtaining public services;
- Exclusion from grants, funding, contributions or other subsidies and the possible revocation of any already granted;
- Prohibition to publicise goods or services.

## 10. CORPORATE OFFENCES

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### 10.1. TYPES OF CORPORATE OFFENCES AND BUSINESS-RELATED CONDUCT AT MITACA SRL PUNISHABLE BY LAW

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The types of corporate offences that could occur within Mitaca Srl and for which the Model has been prepared are:

- **Untrue corporate communications:** Directors, General Managers, Auditors, and the Liquidators are punishable under art. 2621 of the Italian Civil Code, save as otherwise provided for in Article 2622 of the Italian Civil Code.
- **Untrue corporate communications to the detriment of shareholders or creditors:** Directors, General Managers, Auditors, and the Liquidators are punishable under Art. 2622 of the Italian Civil Code, following action by the damaged party.
- **False information in reports or communications by the Auditor:** Parties responsible for auditing are punishable under Art. 2624 of the Italian Civil Code;
- **Obstruction of control:** Directors who prevent or obstruct control activities from being carried out are punishable under Art. 2625 of the Italian Civil Code;
- **Unlawful return of capital:** Directors are punishable under Art. 2626 of the Italian Civil Code;
- **Unlawful distribution of profits and reserves:** Directors are punishable under Art. 2627 of the Italian Civil Code;
- **Unlawful transactions involving shares or stock of the company or parent company:** Directors are punishable under Art. 2628 of the Italian Civil Code;
- **Transactions prejudicial to creditors:** Directors are punishable under Art. 2629 of the Italian Civil Code;
- **Fictitious formation off capital:** Directors and contributor shareholders are punishable under Art. 2632 of the Italian Civil Code;
- **Unlawful distribution of company assets by liquidators:** Liquidators are punishable under Art. 2633 of the Italian Civil Code.
- **Unlawful influence on shareholders' meetings:** All are punishable under Art. 2636 of the Italian Civil Code;

The majority of the cases involve “*reato proprio*”, and that is to say certain offences that can only be committed by Directors, General Managers, Auditors, and Liquidators, formally appointed or holder of functions provided by Law.

### 10.2. GENERAL RULES OF CONDUCT

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All operations relating to company management must be performed in accordance not only with the rules of the Code of Ethics, but also the general rules and specific procedures that will be described later.

When carrying out any activity that poses a risk of committing corporate offences, the Addressees must observe these general rules of conduct:

- a) avoid behaviours that may constitute a corporate offence according to the law in force or that, even if it does not constitute any of the offences considered per se, could potentially become one in connection to the conduct of any third party;
- b) behave in a correct and transparent manner in performing all activities involving preparation of financial statements, accounting statements, and other corporate communications, in accordance with the laws and regulations, as well as the internal

corporate procedures, in order to provide stockholders and others with true and accurate information concerning the company's economic, financial and balance sheet position.

In particular, it is forbidden to:

- prepare or communicate untrue, incomplete data, or data that could provide an incorrect description of the economic, financial, or balance sheet position of Mitaca Srl;
  - omit to communicate data and information required by current regulations and procedures on the economic, financial, or balance sheet position of Mitaca Srl;
- c) strictly comply with all legislative provisions designed to protect the integrity and actual existence of the share capital, and always act in compliance with the internal company procedures based on those provisions, so as not to prejudice the guarantees of creditors, shareholders, and third parties in general.

In particular, it is forbidden to:

- return capital to stockholders or to release stockholders from liability to pay up capital, outside of the cases permitted by law;
  - allocate profits (or advances on profits) not actually realised or allocated by law to the reserves, and to allocate reserves (even if they are not formed with profits) that cannot be legally distributed (reserves eligible for holdover relief and the reserves not otherwise bound but considered for the purposes referred to in Art. 109, para. 4, letter b) of Presidential Decree 917/1986 are excluded from this provision)
  - purchase or subscribe shares of Mitaca Srl, other than in the cases permitted by law, damaging the integrity of the share capital or undistributable reserves by law;
  - reduce share capital, carry out mergers or demergers in violation of statutory provisions designed to protect creditors;
  - perform fictitious formation or increase in share capital;
  - distribute company assets among shareholders- in the event of liquidation- before paying creditors or setting aside the funds necessary to do so;
  - ensure the correct operation of Mitaca Srl and its company bodies, guaranteeing and facilitating all forms of control over the company's management laid down by law, and the unrestricted and correct decision-making process of the shareholders;
  - prevent or obstruct, by concealing documents or in any other fraudulent manner, the control or auditing activities of company management by the Board of Auditors or the Chief Auditor;
  - perform, during shareholders' meetings, any simulated or otherwise fraudulent acts or alter the regular decision making procedure;
- d) issue the notices required by law and regulations in a timely, correct and complete manner, with a view to fostering maximum cooperation with the Public Administration and with the Financial Administration.

In particular, it is forbidden to:

- neglect to provide to Public Administration or Public Authority bodies all communications require by law in a clear, concise, and timely manner;
- state untruthful or incomplete information in such communications and documentation, in particular on the economic, capital or financial situation of Mitaca Srl;
- engage in any conduct that impedes the work of the Public Administration and Public Authorities, even during inspections (express opposition, refusals on pretext, or obstructive or uncooperative conduct, such as delayed communications or provision of documents).

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### 10.3. SPECIFIC PREVENTION PROCEDURES

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This section describes the specific procedures that all Addressees must comply with in addition to all other existing company procedures and the principles of conduct laid down in the Code of Ethics.

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#### 10.3.1. UNTRUE CORPORATE COMMUNICATIONS

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To prevent the commission of offences related to untrue corporate communications, all communications addressed to shareholders and third parties in general – in particular those involving financial statement and other midyear accounting statements – will be prepared following procedures which must ensure:

- delivery of the draft financial statement and report on the financial statement to all Board members well in advance of the Board of Directors' meeting to approve these documents;
- a list of the data and notices is provided, without exception, in writing from the Department Managers to the Administrative Function;
- the introduction of an records and registry system for corporate communications, including information on the times and responsible parties;

Procedure:

- a) The Chief Accounting Officer, with reference to the data contained in the draft financial statement or in the other accounting documents that constitute draft corporate communications, will issue a statement to the Administrative Body to certify:
  - the truthfulness, correctness, accuracy, and completeness of the data and information ordinarily and directly held by the Administrative Function and with which the Administrative Function can easily check the general truth;
  - the coherence of the data received from other company functions with the data reported to the Board of Directors;
  - no elements should exist that could make one come to the conclusion that the statements and data collected and provided by the Managers of other company functions contain incomplete or inexact elements;
- b) the Chief Accounting Officer may obtain statements on the truthfulness, correctness, accuracy, and completeness of the data and information submitted to him/her for processing;
- c) the Chief Accounting Officer must ensure that the statements referred to in letter a) and b) above are given to all members of the Administrative Body during the resolution to approve the draft financial statement;
- d) the Chief Accounting Officer of Mitaca Srl prepares the efficiency of its role with suitable timing to design the financial statement, ensuring that the required communications are made and reporting any possible conflicts of interest that may exist;
- e) meetings between the Supervisory Body and Chief Accounting Officer will be held concerning the financial statement and any further details and analysis of documents of particular subject matter; the related minutes thereof will be prepared and signed by both parties;
- f) at least once a year, the Supervisory Body and the Board of Auditors will call a meeting on the financial statement, prepare the related minutes, which will then be signed by both parties;
- g) periodic meetings are required between the Board of Auditors and Supervisory Body to verify the implementation of the rules of governance, except in the case where the members of the Board of Auditors and the SB are the same;

- h) the Supervisory Body is required to report to the Board of Directors all data resulting from the controls and inspections; in the event offences have been committed by the latter, they must report to the Board of Auditors.

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### 10.3.2. CAPITAL AND SHARES TRANSACTIONS. EXTRAORDINARY TRANSACTIONS

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The following procedures must be complied with when handling transactions that concern returns, distribution of profits or reserves, subscription or purchase of stakes in share capital, transactions involving share capital, mergers and demergers, distribution of assets during liquidation:

- a) in case of setting up of a new company, the purchase or conveyance of equity investments, version, making contributions, distribution of profits or reserves, transactions on share capital, mergers and demergers and distribution of assets during liquidation, all activities must be submitted to the entire Board of Directors at Mitaca Srl and the Supervisory Body for their assessment;
- b) the documentation related to transactions in point a) must be made available to the Supervisory Body, which will be responsible for verifying compliance with the regulations in force;
- c) periodic meetings between the Board of Auditors and Supervisory Body will be called, except in the case where the Bodies are the same, to verify compliance with company regulations and governance issues and to assess the conduct of the Board of Directors concerning transactions on capital, company stock, and extraordinary transactions;
- d) special approval procedures will be established for purchasing other companies or shares of these;
- e) the internal decision making process for operations to reduce the capital and extraordinary transactions will be informed on clear and comprehensive procedures.

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### 10.3.3. PREVENTION OF MANAGEMENT CONTROL

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The offence of preventing management control, as established in Art. 2625, paragraph 2 of the Civil Code, constitutes a dangerous offence involving the concealment of documents in order to prevent or impede control duties legally attributed to shareholders. The reasoning behind the regulation is similar to that of Art. 2622 in the Civil Code, relating corporate information obligations, and presupposes that the offender is using the contents of the information for their own benefit or that of others, resulting in the disclosure of confidential information, and where the damage to the protected asset is the element at the basis of the offence.

The offence may exclusively be committed by administrators; the typical conduct involves an active behaviour (expressed by the verbs "impede/prevent") and requires the concealment of documents or other behaviour making it impossible to correctly perform corporate management control.

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### 10.3.4. ILLEGAL DISTRIBUTION OF PROFITS AND RESERVES

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The regulation, set out in Art. 2627 in the Civil Code, aims to guarantee the integrity of corporate equity by establishing specific limitations on the distribution of profits that have not actually been achieved.



The offence consists in distributing profits or deposits on profits not yet achieved or allocated by law to reserves, or the distribution of reserves, including those not formed of profits, which cannot legally be distributed. The return of the profits received or the reconstitution of the essential reserves before the term set for the approval of the financial statements extinguishes the offence.

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### 10.3.5. UNDUE INFLUENCE ON A SHAREHOLDERS' ASSEMBLY

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In 1942 the legislator specifically set out the methods for the calling, constitution and passing of resolutions by shareholder assemblies, in order to guarantee the correct functioning and free expression of shareholders' opinions and prevent the assembly becoming a tool in the hands of administrators, partners or third parties to be used for their own interests. The offence of *Undue influence on a shareholders' assembly* was introduced in the Civil Code in Art. 2630 in 1942 and, thanks to the provisions in Legislative Decree no. 61 dated 2002, is today contained in Art. 2636 of the Civil Code. The article, in its original form, covered the "violation of administrators' obligations", and carried a prison term of between six months to three years for influencing the formation of the shareholders' majority using unassigned shares or quotas, for exercising the right to vote for their own shares or quotas under a different name, or by other illicit means. The article therefore specified that only administrators could be prosecuted for the offence. This limitation of the persons responsible effectively limited the protection of companies and shareholders, since administrators are not the only persons capable of committing the offence. Art. 2636 of the Civil Code establishes the criminal offence of "Undue influence of a shareholders' assembly", stating that "anyone who fixes a majority in the assembly by simulated or fraudulent means, for the purpose of gaining undue profit for themselves or others, shall be sentenced to a prison term of between six months and three years". The conduct required involves performing simulated or fraudulent acts that are punished if they lead to a majority vote in the assembly, or reach a "quorum" which would otherwise not have been achieved. The main innovation in the article consists in the transformation of the offence from an "offence committed under colour of authority" to a "common offence": not only the administrators can be prosecuted, but also third parties who perform simulated or fraudulent acts in order to alter the results of the assembly, for the purpose of gaining undue profit for themselves or others.

In 2009, the Supreme Court specified that the offence in question is:

- a crime of result, which becomes effective when a false majority vote is passed due to simulated or fraudulent acts;
- crime with an obligatory format, given that the event must be the result of simulated or fraudulent acts resulting in the deception or deviation of the assembly's intention;
- an offence characterised by a specific form of damage, in that the offender must intend to achieve undue profit, even if not financial, for themselves or others from their actions.

#### 10.4. RELATIONS WITH THE CHIEF AUDITOR, BOARD OF AUDITORS, SHAREHOLDERS' MEETINGS AND INDIVIDUAL SHAREHOLDERS

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In managing relations with the Chief Auditor, the provisions include:

- a) the identification of the Administrative function staff assigned to sending documentation to the Chief Auditor;
- b) the possibility for the Chief Auditor to verify together with the Supervisory Body any situations that may present critical aspects in relation to the offences taken into consideration;
- c) the prohibition against assigning the Chief Auditor consulting work;
- d) preliminary information to the Supervisory Body on each proposal of appointment for the Chief Auditor allowed by legislative provisions in force.

As far as relations with the Board of Auditors are concerned and the offences related to impeding control by the Board of Auditors and the shareholders and unlawful influence on shareholders' meetings the procedures include:

- 1) periodic training session addressed to the Recipients of the Model on Board of Auditor activity regulations and the shareholders' rights to control;
- 2) periodic meetings between the Board of Auditors and Supervisory Body to verify the correct operation of the shareholders' meeting and compliance with the company regulations of governance in general, and in particular, the regulations on controlling the Board of Auditors and shareholders. The above applies except in the case of assigning the power of SB to the Board of Auditors;
- 3) prohibition against appointing the Board of Auditors consulting work.

#### 10.5. SPECIFIC PREVENTION ACTIVITIES OF THE SUPERVISORY BODY

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In addition to the duties already described, as regards the corporate offences stated in section 10.3, the Supervisory Body must:

- a) ensure that standardised instructions are issued and updated on how to behave within the activities that pose a risk of committing corporate offences. The instructions must be made in writing and saved on paper or electronic media.
- b) With reference to the financial statement, reports, and other corporate communications required by law, the Supervisory Body must:
  - constantly monitor the effectiveness of the internal procedures aimed at preventing offences related to untrue company communications;
  - activate additional controls in the event of specific reports that do not appear to be manifestly unfounded;
  - verify if the conditions exist to ensure that the Chief Auditor has true autonomy in his/her control functions of the business activities.

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## 11. OFFENCES RELATING TO THE USE OF THE IT SYSTEM

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### 11.1. TYPES OF OFFENCES –EXAMMPLES OF BUSINESS-RELATED CONDUCT AT MITACA SRL PUNISHIBLE BY LAW

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The following types of offences have been taken into consideration:

- a) **Computer fraud against the State or other public entity:** Art. 640 *ter*;
- b) **Other so-called non-specific offences include:** offences that can be committed through misuse of the company IT system, such as those laid down in Art. 600 bis and 600 *ter*, 600 quater, 600 quinquies. Even if the likelihood of one of these offences being committed at Mitaca Srl is extremely low, in keeping with the “ethical principles” underlying its company policy, Mitaca Srl lays down rules to prevent offences from being committed through the use of the company’s IT system, also for purely personal reasons.

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### 11.2. PREVENTIVE MEASURES

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The following rules have been established to prevent the risk of the offences indicated in section 11.1 from being committed:

- a) The use of Mitaca Srl’s electronic, telecommunication, and proprietary IT system by the Board of Directors, Employees, and external Collaborators must be based on the general principle of diligence and correctness. Use of the company’s IT system for anything other than legitimate business purposes is expressly forbidden;
- b) all individuals having a computer owned by Mitaca Srl available to carry out his/her duties must not leave it unattended and accessible during a negotiation session;
- c) The on line services (all types of internet usage) must be used for the sole purpose of carrying out job responsibilities and to collect information useful for the company. Internet may not be used for reasons outside of work activities or of a personal nature, except in exceptional cases and on the express permission of the relevant superior;
- d) in particular, the use of chat services, online forums and, more in general, any use of internet services not strictly related to business is forbidden;
- e) downloading software programs, even if free, is forbidden unless they are required for legitimate business purposes and, in any case, only after explicit authorisation;
- f) the email service serves to communicate with third parties, inside and outside of the company, for company purposes and in strict connection with the actual activities and duties of the person using it. Therefore, it may not be used for purposes in conflict with those of the company, non-work related or personal activities;
- g) the Supervisory Body will periodically conduct random checks to verify compliance with the company directives on IT issues, in compliance with current legislation on labour laws and privacy protection.

To carry out the appropriate controls on the correct use of IT tools, Mitaca Srl must provide specific instructions on using the IT tools for business purposes only, providing security rules designed to protect access (password) and the possibility to check compliance with the company directives on controls.

## 12. OFFENCES RELATED TO THE VIOLATION OF SAFETY AND ACCIDENT-PREVENTION REGULATIONS

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### 12.1. TYPES OF OFFENCES

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The following types of offences have been taken into consideration:

1. Manslaughter: Art. 589 of the Criminal Code;
2. Grievous bodily harm: Art. 590 of the Criminal Code provides for the punishment of anyone that, in violation of the occupational accident prevention regulations, causes serious personal injury or grievous bodily harm to another person.

The inclusion of these two offences in Italian Legislative Decree 231/2001 responds to the need to face so-called “production risks”.

### 12.2. PREVENTIVE MEASURES

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To prevent the conditions that make committing or the risk of committing the offences listed above, Mitaca Srl has conformed to the provisions of Italian Legislative Decree 81/2008 and subsequent amendments, additions, and implementations concerning occupational health and safety.

In particular, to effectively control and assess the risks for workers’ health and safety, Mitaca Srl has established a procedure that ensures:

- an external prevention and protection service, with a specially designated person who has been assigned specific duties and responsibilities;
- preparation of a “Risk assessment document” by the person in charge of the company or production unit, in collaboration with the prevention and protection service manager, which must include:
  1. a workplace health and safety risk assessment report, which specifies the risk evaluation criteria;
  2. the preventive and protective measures and the personal protection equipment selected based on the assessment referred to in point 1;
  3. the plan of measures deemed appropriate to ensure the improvement of safety levels over time.
- the adoption of the measures necessary for workers’ health and safety according to the criteria and procedures provided by Legislative Decree 81/2008 and subsequent amendments and additions, providing to workers the information required by Art. 18 of Italian Legislative Decree 81/2008;
- periodic checks on compliance with company procedures on workplace health and safety by the Supervisory Body, assisted by experts in the field;
- monitoring of the actual implementation of the series of measures described in the risk assessment document through appointing internal workers to take part in the preventive, protection, and safety service, and the control carried out by the Supervisory Body on compliance with company workplace health and safety procedures.

## 13. OFFENSES RELATED TO ABANDONMENT, DUMPING, OR UNCONTROLLED DISPOSAL OF WASTE

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The process consists of the activities necessary to ensure compliance with regulations on environmental protection, and to certify compliance with the obligations to the public bodies responsible for the controls.

### 13.1 CONTROL SYSTEM

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The control system is based on key element of being able to trace all stages of the process:

- traceability of each activity (supporting documentation, recording the decisions, headings/ formalisation of the documents and methods/ filing times);
- verification of correspondence of the declarations/certificates submitted with the supporting technical documentation;
- filing the documental flows between the concerned Company departments and the bodies of the Public Administration responsible for issuing authorisations and/or certificates attesting conformity to laws, or responsible for performing inspections and audits.

### 13.2 RULES OF CONDUCT

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In all stages of the process, and especially in the following activities, it is strictly forbidden to conduct oneself in such a way that:

- during informal and formal meetings, could induce the representatives of the Public Administration to unduly favour the issuing of certificates/authorisations;
- during the preparation of the necessary documents, could have an influence on the choice to the issue certificates/authorisations;
- during inspections and audits, could unduly influence, in the interest of the Company, the judgement/opinion of the inspection bodies.

## 14. PROCEDURES FOR THE MANAGEMENT OF ECONOMIC AND FINANCIAL RESOURCES

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To prevent the risk of the offences included in the Model from being committed, the management systems for economic and financial resources (both incoming and outgoing) at Mitaca Srl are based on:

- an authorisation/delegation system attributed to the different company levels;
- a system of procedures that regulates both the purchasing cycle – from the issue of purchasing requests to payment of the invoices- and the sales cycle – from purchase orders received from customers or buyers to receipt of the purchase consideration due;
- a company organisation based on the principle of separation of duties;
- a budget process that includes suitable preliminary assessments or authorisation procedures on the investments and operating costs and based on specific control mechanisms on the variances.

The Supervisory Body will propose any supplements and amendments to the management system directly to the relevant Functions, for better control of the atypical financial flows and with greater margins of discretion than those usually adopted. These amendments will be adopted by the relevant functions and, if necessary, the Administrative Body as well as the supervisory bodies (Board of Auditors and Statutory Auditor) will also be involved.

## 15. ANTI-MONEY LAUNDERING CRIME

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The crime of self-money laundering gives penal significance to the conduct of those who, having committed a misdemeanour, replaces or transfers or in any case invests money, assets or other profits in economic or financial activities so as to actually hinder the identification of their illicit origin: *“A 2 to 8 year jail sentence and a fine between 5,000 and 25,000 Euro is applied to anyone, having committed or conspired to commit a criminal offence, invests, substitutes, transfers, in economic, financial, business or speculative activities, money, assets or other profits originating from the commission of this crime, so as to actually hinder the identification of their criminal origin...”*; thus, it can be inferred that the active party in the crime is the individual who committed, or conspired to commit, a criminal offence.

Since the reinvestment of profits from illicit activities is a “typical” conduct of the criminal, **the regulation limits the punitiveness** of the reinvestment of money, assets and other profits **to the sole cases of investment in economic, financial, business and speculative activities**, for which conducts in which the money, assets or other profits are intended for mere use or personal enjoyment are not punishable.

Lastly, it should be noted that **all crimes of tax or corporate nature are considered criminal offences** and that self-money laundering is a crime that occurs when money, assets and other profits originating from a misdemeanour are reinvested, thus it can be inferred that **the conduct is punishable regardless of the limitation of the alleged crime**.

Paragraph 5 of art. 3 of Law December 15, 2014, no. 186 includes the crime of self-money laundering among the underlying crimes of Legislative Decree no. 231 dated 8 June 2001: **“Article 25-octies in Legislative Decree June 8, 2001, no. 231, has been amended as follows: Law December 15, 2014 no. 186 - Page 1 a) in paragraph 1, the words: «and 648-ter» are replaced by the following: «, 648-ter and 648-ter.1»; b) the following words are added to the bottom of the list: «, as well as self-money laundering»”**.

On this topic, reiterating that indicated above, meaning that: **the new underlying crime is extrinsic should three conditions be simultaneously met:**

- a) the creation of money, assets or other profits through the commission of a misdemeanour;
- b) the investment, with subsequent autonomous activity, of that illicitly produced, in economic and financial activities;
- c) the implementation of an actual hindrance to the identification of the criminal origin of the profits.

Thus analysing the logic of the regulation, in terms of fighting tax evasion, it is obvious that the investment of money originating from illicit tax gains infers, in many circumstances, the incrimination for the crime of self-money laundering, since often the profits gained from tax evasion are reinvested in the same economic and/or financial activity that generated them.

### 15.1 CONTROL SYSTEM

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The control system is based on the assessment of functions, protocols, controls and practices that exist in the organisation, thus, the business areas that infer the highest risks of crime commission will be analysed.

Given the specific case of this crime that is expressed in the methods and times indicated above and in order to be able to fight the numerous criminal offences that can constitute the crime of self-money laundering, the control system cannot ignore the constant and thorough monitoring of administrative, accounting, and auditing and financial management activities, indicating and distributing the pertinent guidelines and good practices to be adopted.

The guidelines are simply the application of those minimum criteria of accountability and information triggered by the correct detection of a criminal deed and for which a control and verification system is foreseen in this document. When this criminal activity is reported, all concerned departments shall evaluate and managed the subsequent benefits that are, in light of the above, a criminal offence (“self-money laundering”).

## 15.2 RULES OF CONDUCT

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Specifically, in performing the activities considered at risk, the corporate spokespeople and external associations, through specific contract clauses, regarding the type of relationship with the company, must observe the following general principles of conduct:

1. abstain from behaviours that integrate the offence foreseen by the aforementioned Crimes of “Self-money laundering” and thus by extension to the crime of Money Laundering;
2. abstain from behaviours that, although by themselves are not among the criminal offences considered above, can potentially become them;
3. assume a correct, accountable and collaborative behaviour, in observance of legal regulations and internal corporate procedures, in all activities aimed at managing supplier/customer/partner masters, even foreign;
4. abstain from entertaining trade relations with individuals (natural or legal) who are known or suspected of belonging to criminal organisations or in any case operating out of lawfulness such as, for example but not limited to, individuals associated with the money laundering world, drug trafficking, usury, extortion and tax evasion and avoidance;
5. avoid using anonymous systems to complete transfers of significant amounts;
6. constantly monitor corporate cash flows.



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# CODE OF ETHICS

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## 1. INTRODUCTION AND IMPLEMENTATION METHODS

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The Code of Ethics outlines the commitments and ethical responsibilities that Mitaca Srl asks its workforce to adhere to when conducting business or other company activities.

The Company respects the legitimate expectations of its *stakeholders*, i.e. all those (directors, auditors, executive managers, employees, collaborators, financial backers, customers, suppliers, Public Administration, etc.) who maintain important relations with the company and whose interests are for various reasons involved in its activity in a manner that is consistent with its mission. The Company seeks to maintain and develop a trusting relationship with its stakeholders, and seeks to pursue its mission while remaining attuned to the interests involved.

The relations with stakeholders, at all levels, must be based on fairness, collaboration, loyalty, and mutual respect. This code is therefore based on an ideal of cooperation in view of working to the mutual benefit of all parties involved.

The Code does not replace and does not overlap the laws and other sources of internal and external regulations. Instead, it is a document that complements and reinforces the principles contained in those sources, with specific reference to the ethical profile of corporate conduct. The structure of the code of conduct is organised in the following manner:

- Scope of application and persons to whom the Code is addressed;
- General guiding ethical principles;
- Rules of conduct and relations with stakeholders;
- Communications and training internal and external Addressees;
- Regulations regarding penalties in the event of violation of the code.

In order to create the conditions for more respectful and socially responsible attitude, aimed at establishing mutual trust between the company and the community, the Company, also in implementing the social policy and pursuant to Italian Legislative Decree 231/2001, decided to adopt an ethic-conduct steering mechanism that lays out the reference values and the company commitments, regulating in a concrete manner the conduct of those working for the Company and specifying the rules and conduct which have a positive ethical value.

The Code is, therefore, a public declaration of Mitaca's commitment to pursue the maximum level of ethical conduct in realising the company mission by identifying operating standards and rules of conduct, also in regards to the prevention of offences in accordance with Italian Legislative Decree 231/2001.

## 2. ADDRESSEES AND SCOPE OF APPLICATION OF THE CODE OF ETHICS

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The provisions of the Code apply, without exception to:

- members of the Board of Directors, the Board of Auditors, and the Supervisory Body;
- the Chief Executive Officer, operations and factory managers;
- employees and collaborators;
- Any other party, private or public, who, directly or indirectly, permanently or temporarily, establishes, for any reason whatsoever, collaborative relations and relationships or working in the interest of the Company.

Those parties (hereinafter referred to as “Addressees”), in the already due compliance with current law and regulations, will adapt their actions and conduct to the principles, objectives, and commitments set out in the Code.

The company maintains a relationship based on trust and honesty with every single Addressee. Any action, transaction, and negotiation performed and, generally, the conduct of the Addressees of this Code in carrying out their duties must be based on the guiding principles and values referred to in the Code.

All Addressees must be open to verification in accordance with current regulations and internal procedures. Each Recipient must provide skills and expertise suited to the responsibilities they have been assigned and must act in a way to protect the Company’s reputation.

The Directors of the Company, each within his/her competence, must act in complete agreement with the company values and fulfil their official duties maintaining the highest degree of confidentiality both inside and outside of the company on the decisions taken and in general on company documentation which, for any reason whatsoever, they learn about, also maintaining the secrecy on acts where there may be dissensus. The unauthorised spreading of opinions and documents inside or outside of the Company is considered as conduct contrary to the values and specific regulations of the Code.

The same principles should be part of the code of conduct applied by the Auditors in their autonomous and independent supervisory roles.

In addition to fulfilling their general duties of loyalty, fairness and the performance of their labour contract in good faith, all Mitaca Srl employees must refrain from acts in competition with those of Mitaca Srl, of which compliance is also required pursuant to and for the purposes of laws in force.

Each Addressee is expected to be fully aware of the rules included in the Code and the reference standards that regulate the activities carried out within his/her function. These individuals are expected to conduct their personal affairs in a manner that by no means can cause damage to the Company, also in terms of corporate image.

In particular, these individuals must:

- Refrain from any conduct contrary to these rules and regulations;
- Consult their superiors or the relevant functions should they need clarifications on how to implement the rules and regulations;
- Promptly report to their superiors or the delegated functions;
- Report any news that they learn about, directly or indirectly, concerning possible violations of the rules of the Code;
- Report any request that they receive to violate the rules and regulations;
- Cooperate with the structures responsible for verifying the possible violations.

If a Recipient learns about unlawful situations or circumstances contrary to the principles set out in this Code of Ethics which, directly or indirectly benefits the Company or have been committed in its interest, they must directly inform, in addition to his/her immediate manager, also the Director with no obligation to observe the previously established hierarchical order, or in the event it involves a member of the Board of Directors and/or the Board of Auditors. The same obligation to provide information exists towards the Supervisory Body, especially in the event where the Addressee of the Code of Ethics considers it inopportune to activate the “internal” Company information channels.

The Chief Executive Officer and the Chairman of the Board agree to inform each other on the reports received, which must be examined without delay, and handled in a way that ensures the person reporting the event remains anonymous.

The Company may impose penalties for failure to comply with the duty to inform; the relationships between employees, on all levels, must be based on fairness, collaboration, loyalty, and mutual respect. Therefore, penalties may be imposed for any abuse of the duty to inform contained in this chapter for blackmail or merely emulative purposes.

Each person in charge of an organisational structure has the duty to:

- Conduct themselves in a way that serves as an example to be followed by their subordinates;
- Encourage employees to comply with the Code;
- Operate in such a way so that the employees understand that compliance with the rules of the Code is an essential aspect to the quality of their work and duties;
- Adopt immediate corrective measures when a situation so requires;
- Work to prevent, within the limits of their responsibilities and functions, possible retaliation.

The Company, in turn, will ensure, also through the identification of specific internal functions:

- maximum dissemination of the Code to the Addressees and to those establishing relationships with the company;
- further analysis and updating of the Code;
- the availability of communication and training programs for the Addressees for the purpose of improving awareness of the objectives of the Code;

- verifications are conducted on reports of violations of the rules of the Code;
- the evaluation of facts and consequent implementation, in case of proven violations, of appropriate penalty measures;
- that no one may suffer consequences of any kind for having provided information on possible violations of the Code or the laws referenced therein.

Pursuant to Italian Legislative Decree 231/2001, the Supervisory Body is responsible for overseeing the above conduct, and in general everything regarding the full enactment of statutory provisions, as well as regulatory and company provisions issued on the matter.

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### 3. GENERAL ETHICAL PRINCIPLES

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This Code helps to ensure that the activities and conduct of the parties to which it applies are in accordance with values such as honesty, transparency, completeness and confidentiality of information, safety, equality and impartiality, fairness in dealings, and respect for the environment. In no way can the belief that an action is in the interest of or to the benefit of the Company serve as a justification for conduct that contradicts the principles of this Code. The ethical principles which are the basis of this document are explained below.

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#### 3.1. HONESTY

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Honesty is a fundamental principle for all of the Company's activities, its initiatives, its reports and communications, and constitutes a key element of company's management policy. The Company is committed to complying with all laws, codes, regulations, national and international directives and all generally recognised practices. No company objective may be pursued or achieved in violation of laws in force.

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#### 3.2. TRANSPARENCY AND COMPLETENESS OF INFORMATION

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The Company is committed to informing, in a clear and transparent manner, all stakeholders on the equity situation and the economic-financial trend, without privileging any group or individual stakeholders. All finance, accounting, and management evidence as well as all other communications by the Company must meet the requirements of completeness, truthfulness, and accuracy. The Company adopts as a basic principle that of utmost transparency in business transactions and has the appropriate tools to impede money laundering and handling stolen goods.

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#### 3.3. CONFIDENTIALITY OF INFORMATION

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The Company ensures confidentiality of the information in its possession, compliance with regulations on personal data and does not engage in searching for confidential information via unlawful means.

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#### 3.4. PUTTING PEOPLE FIRST AND SAFETY

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The Company promotes respect of the physical and cultural integrity of people. Furthermore, it protects and promotes the value of human resources in order to improve and increase the range and competitiveness of skills held by each member of the workforce.

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#### 3.5. EQUALITY AND IMPARTIALITY

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Any discrimination regarding age, gender, race, nationality, political opinions and religious belief, of the parties involved in decisions that affect its relations with stakeholders is forbidden.

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### 3.6. PROTECTION OF COMPANY RESOURCES

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The Company undertakes to preserve and protect the physical assets and ensure the protection of its intellectual property by instructing its corporate representatives on the proper use of company assets, resources, and the information entrusted to them for carrying out business activities. In particular, the company undertakes to guarantee the protection of its trademarks and distinguishing marks, patents, models or designs, as well as to not use the industrial property rights or know-how of third parties outside of the limits permitted by law.

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### 3.7. FAIR DEALING AND FAIR COMPETITION

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The Company undertakes not to take advantage of the ignorance, incapacity, dependency, or weakness of any counterparty and intends to protect the value of fair competition by refraining from collusive behaviour.

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### 3.8. ENVIRONMENTAL PROTECTION AND SUSTAINABILITY

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Well aware of its responsibilities in this field, the Company uses its best endeavours to protect the environment and prevent pollution; it constructively contributes to ecological sustainability in all of its activities and at the properties entrusted to it, in consideration of the rights of future generations. To this end, it has outlined realistic and achievable goals and adopts behaviours and actions consistent with the principles of sustainable development, designed to protect the environment and natural resources.

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### 3.9. GIFTS AND GRATUITIES

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Giving any type of gift, gratuity, or promise of future benefits that may be construed, even indirectly, as going beyond common courtesies associated with accepted business practises, or however designed to obtain favourable treatment in conducting business is not permitted. Such conduct is especially important in dealings with Italian and foreign public officials or parties related to them.

The only forms of *courtesy* permitted must comply with the concept of reasonable value and be aimed at promoting the corporate image of the Company or initiatives promoted by it. In any case, such gifts must be authorised by management and supported by appropriate documentation. The same rules apply to gifts and gratuities received by employees, executive managers, or directors of the Company.

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### 3.10. RESPONSIBILITY TO THE COMMUNITY

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The Company is aware of the influence that its activities may have on the conditions, economic and social development, and the general welfare of the community, and is attentive to the importance of being socially accepted by the community in which it operates. For this reason, it intends to manage its investments with due regard to the local and national communities, in order to further improve its reputation and legitimacy.

### 3.11. RULES AND STANDARDS OF CONDUCT

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All third parties involved with the company are subject to the same rules of conduct. All information made available to the Company is processed in a way to ensure the confidentiality and privacy of those involved. For this purpose, specific procedures for protecting information will be established and continually updated.

Furthermore, the Company forbids employees, senior management, advisors and third parties who operate in the name of and on behalf of the company to:

- Make false statements of material facts;
- Omit legally required information on the company's economic, capital, or financial situation;
- Conceal information or news in order to mislead the Addressees of such information;
- Prevent or impede legally authorised control or review activities from being carried out by shareholders and other corporate bodies.

The Company, in keeping with the values of honesty and transparency, undertakes to implement all measures needed to prevent and avoid corruption and extortion. In particular, any form of payment in cash or kind or other forms of corruption in order to obtain direct or indirect benefits for the company is not permitted.

All corporate representatives must avoid any situation that could create conflict with the Company's interests; in particular, any conflict of interest between personal and family economic activities and the duties within the relevant department must be reported. This applies to situations where an employee or collaborator is either pursuing an aim other than those defined by the company mission or exploiting company business for personal gain, as well situations where representatives of customers, suppliers, or public institutions act against the fiduciary duties associated with their position. Any person who believes to be in a situation of conflict between personal interests, for themselves or for third parties, and the interests of the Company, must immediately notify the Board of Directors, the Board of Auditors, and the Supervisory Body.

The financial evidence of the Company must be based on accurate, comprehensive, and verifiable information and reflect the nature of the relevant operation, in compliance with the hierarchical and organisational structure. No false or misrepresented data may be entered in the company's account records, for any reason whatsoever.

In keeping with the principles of transparency and completeness of information, external corporate communications are based on compliance with the right to

information. Company representatives may not, under any circumstances, disclose false or biased news or comments.



## 4. RULES OF CONDUCT AND RELATIONS WITH STAKEHOLDERS

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### 4.1. ETHICAL PRINCIPLES WITH REGARD TO CORPORATE GOVERNANCE

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The members of the **Company Bodies** must be appointed using transparent procedures. The Company Bodies act and make decisions with full knowledge of the facts and in autonomy, pursuing the objective to create value for the Company and its stakeholders' in compliance with the principles of legality and correctness. Decisions by the members of the Company Bodies must be made autonomously, namely based on free will and in pursuit of the Company's interests. The independence of judgement is a requirement of the decisions of Company Bodies and, therefore, the members must ensure the utmost transparency in handling operations that they have special interests in. In these circumstances, the relevant legislative provisions and company regulations must be complied with.

The Company promotes the transparency and periodic information for the **shareholders**, in compliance with current laws and standards, to whom accurate and constant information is ensured about any action or choice that may have an impact or consequence on their investments. The interests of all shareholders are promoted and safeguarded by rejecting any special or biased interests. The Company encourages:

- The regular participation of the Board Members at the shareholders' meetings;
- The proper functioning of the shareholders' meetings in accordance with the rights of each shareholder to obtain clarifications, express their opinion, and make suggestions.

Mitaca will be responsible for promoting strict confidentiality of information concerning extraordinary transactions as well as protecting and furthering the company value with the objective to reward the risk taken by shareholders in investing their capital.

Moreover, the Company intends to disseminate with the utmost transparency, reliability, and integrity all information concerning **company accounts**. Each operation and transaction must be properly recorded, authorised, verifiable, legitimate, consistent and congruous. All actions and operations of the Company must adequately recorded and it must be possible to verify the decision-making process, authorisation and implementation. All operations must be supported by appropriate documentation so that controls can be carried out at any time to demonstrate the characteristics and motivations of the operation and the individuals who authorised, carried out, recorded, and verified the relevant operation. Addressees who learn about omissions, forgery, or negligence are required to report the events to the Supervisory Body.

The Company has a **Supervisory Body** that works with internal controls and contributes to improving the efficiency and effectiveness of company processes, as well as to limiting the risks related to company operations. The Addressees, within their competence, are responsible for the definition, implementation, and proper

functioning of the internal controls relating to the operating areas or duties assigned to them.

#### 4.2. ETHICAL PRINCIPLES IN RELATIONS WITH EMPLOYEES

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The Company promotes respect for the principles of equality and equal opportunity in **employee selection and hiring activities**, rejecting any form of favouritism, nepotism, or cronyism. The evaluation of personnel to be hired is based on the degree to which the candidate's profile corresponds to those required and to the company's needs.

Employment relations are **established with a regular employment contract**, thus rejecting any form of illegal work. Addressees must encourage the maximum cooperation and transparency towards new employees so that they are fully aware of the role they have been assigned. In fact, when the collaboration commences, the employee or collaborator must receive comprehensive information on the duties and functions to be performed, the rules of employment and salary considerations, and the rules and conduct for managing health-related risks. They must also explicitly accept their obligations under this Code of Conduct.

The Company promotes **working conditions** that protect the physical and mental integrity of individuals, providing workplaces in compliance with current health and safety regulations. For this it undertakes to promote and disseminate a culture of safety, by raising awareness among its employees and collaborators on risk management, encouraging responsible behaviour and implementing a series of actions, especially preventive, to protect the security, health and safety of all personnel. The employee, on the other hand, is required to comply with all applicable safety and environmental protection laws and standards and to abide by the Company's policies in situations where the regulations imposed are more stringent than those of standard laws.

The Company also has the duty to promote the **professional growth** of its collaborators through appropriate opportunities and training plans.

The Company desires to offer its employees a workplace **free of discrimination and physical and/or psychological harassment**. For this reason, equal opportunities will be offered to all employees and individuals who apply for a job at the company, in line with the applicable statutory provisions. Harassment or conduct likely to create a hostile environment at the workplace will not be tolerated. Any employee or collaborator who believes he/she has been subject to harassment or discriminated against because of their gender, race, state of health, nationality, political opinions, religious beliefs, or for any other unjustified reason based on objective and reasonable criteria, should report the fact to the Supervisory Body which will carefully assess the alleged violation of this Code of Ethics and inform the relevant function on the outcome.

In the management of the hierarchical relations, company representatives agree to ensure that all authority is exercised correctly and fairly, without abuse. It is

considered abuse of authority when a superior requests, due to his/ her position, any services, personal favours or any conduct that represents a violation of this Code of Ethics.

The employee or collaborator must act in good faith to meet the obligations undertaken when signing their employment contract, as well as the provisions of this Code of Ethics, fulfilling the duties requested of them. In the event the employee or collaborator is part of a professional category that has its own code of conduct or code of ethics (accountants for example), they must behave in full compliance with those codes.

All collaborators/ employees must avoid situations which could lead to conflicts of interest (e.g. joint interests with suppliers or customers) and refrain from personally taking advantage of business opportunities that they may learn of while carrying out their duties. All employees are required to make every effort to safeguard and impede fraudulent or improper use of company assets, through acting responsibly and in line with the objectives and operating procedures established to govern their use, and through accurately documenting use of these assets. It is forbidden to forge, possess, spend, or put into circulation counterfeit or altered banknotes, money, legal tenders, or stamps. Anyone who receives banknotes or money or legal tenders suspected to be false or stolen must inform his/her direct superior, so that they can provide for properly reporting the event.

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### 4.3. ETHICAL PRINCIPLES WITH REGARD TO THIRD PARTIES

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#### 4.3.1. CUSTOMERS

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Relations with intermediaries, dealers and/or likewise and end customers who sell the Company's products, are based on the highest level of cooperation and transparency, in a manner that is advantageous for all parties involved. The Company establishes contractual relations on the basis of fairness and good faith, and in respect of common values.

Addressees must promote maximum impartiality and reject any form of discrimination in relations with clients; they must also provide end consumers with transparent messages, communications, and contracts, avoiding confusing wording and unlawful or unfair commercial initiatives.

Addressees must promote the highest level of courtesy and availability in handling relations with clients and promote continuous improvement of the quality of the services offered to the end customer.

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#### 4.3.2. SUPPLIERS

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The processes for selecting and choosing suppliers are based on principles of legality, fairness, and transparency. Suppliers are chosen based on objective and impartial objectives in terms of quality, level of innovation, cost, additional services in respect to the services/products offered.

Violation of the principles of legality, fairness, transparency, confidentiality, and respect for human dignity are just cause for termination of relations with suppliers. Should a supplier propose benefits to any Addressee to further its business, relations with the supplier must be immediately terminated and the event must be reported to the Supervisory Body.

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#### 4.3.3. PUBLIC ADMINISTRATION AND PUBLIC ENTITIES

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For the purposes of this Code of Ethics, Public Administration means, in addition to any public entity, any independent administrative agency, natural or juridical person, acting as a public official or a representative of a public service or as member of a European Community organisation. Always in accordance with this Code of Ethics, the definition of public entity includes those private subjects who, mainly for political-economic reasons, fulfil a public function to oversee the protection of public interests, such as regulated market management bodies.

It is strictly prohibited, whether directly or indirectly, or through a third party, to offer or promise money, gifts or payment, in any form whatsoever, or to exert undue pressure, or promise any object, service or favour to managers, officials or employees of the Public Administration, or to individuals representing a public service, or to their relatives or partners, for the purpose of influencing them to perform an act that is in breach of their lawful duties, including favouring or harming a party's interests in civil, criminal or administrative proceedings that could benefit the Company directly or indirectly.

Moreover, anyone who receives explicit or implicit demands for benefits of any kind, by agents of the Public Administration, as defined above, must immediately:

- a) Suspend all relations with them;
- b) Inform the Supervisory Body and his/her immediate superior.

Any business relations established with the Public Administration, including participation in tender proceedings, must always be conducted in compliance with the law and proper business practices.

It is prohibited to use or present false declarations or documents or ones certifying untrue information or to omit information to obtain, to the benefit or in the interest of the company, contributions, funds or other sums, however defined, allocated by the State, by a Public Entity or by the European Union.

It is prohibited to mislead anyone through any device or deception to procure an unfair gain for the Company at the expense of others. Any violation of said prohibition will be considered even more serious when a State or a public entity is misled. The "unfair gain" may be direct or indirect and includes not only contributions, financings, and other funds allocated by the State, a public entity, or

the European Union, but also licences, authorisations, permits or other administrative acts.

It is prohibited to use contributions, financing, or other funds, however defined, allocated to the Company by the State, a government agency or the European Union, for purposes other than those for which these were awarded.

It is prohibited to alter, in any way whatsoever, computer or telecommunication system operations or to unlawfully modify in any manner, the data, information and programs contained in it, or relevant to it, in order to obtain an unfair gain to the detriment of others. This prohibition is considered all the more serious if the damaged party is the State or a public entity.

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#### 4.3.4. CONSUMERS

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The Company pays great attention to ensuring the quality, safety and hygiene of its manufacturing processes and food products. It pursues a path of continuous innovation, supported by a steady stream of important investments in research and development that are designed to constantly improve the quality and competitiveness of the products it offers to consumers, both in terms of nutrition and flavour.

To allow the consumer to make rational and informed decisions, the Company provides accurate, complete, and truthful information; in particular, aware of the importance of using advertising media appropriately, it encourages the adoption of high standards of responsibility in promoting its products and it designs its advertising campaigns to be transparent, respectful of the dignity of individuals and safeguard children.

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#### 4.3.5. FINANCIAL INTERMEDIARIES

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The Company establishes relationships with financial institutions based on fairness and transparency, with a view to create value for all stakeholders. Accordingly, financial intermediaries are chosen on the basis of their reputation and for their willingness to adopt values that are equivalent to those stated in this Code.

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#### 4.3.6. POLITICAL PARTIES AND INTEREST GROUPS

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The company may engage in relationships with trade associations, unions, environmental organisations and similar associations, with the goal of developing its activities, establishing forms of cooperation that are mutually beneficial and presenting its positions.

The presentation of specific positions with these political parties and/or other subjects requires the approval of senior management or of the departments responsible.

Furthermore, the Company is willing to provide contributions and sponsorships, in compliance with established procedures, providing adequate disclosure, to support initiatives proposed by public or private entities or by non-profit organisations, duly established pursuant to law that promote values consistent with those embodied by this Code. Sponsorships and contributions may be provided for events and initiatives of a social, political, cultural, athletic or artistic nature. They may also be finalised to carry out studies, research, conventions or seminars on subjects that are of interest to the community and/or the Company.

## 5. DISSEMINATION AND TRAINING ABOUT THE CODE OF ETHICS

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The Company undertakes to ensure timely dissemination of the Code inside and outside of the company through:

- a) Distributing the Code to all members of the company bodies and to all Personnel;
- b) Posting the Code in a place accessible to all;
- c) Making the Code available to all third party recipients by means of the Company's website

The Supervisory Body promotes and monitors the periodic implementation of training initiatives on the principles of this Code, also planned in consideration of the need to differentiate the activities based on the role and responsibilities of those involved, or by providing a more intense and focused training for those classified as senior management pursuant to Decree 231/2001, as well as for those who operate in at-risk areas as specified in the Model.

Furthermore, contracts with any Third Party recipient may require the insertion of a clause and/or the signing of a statement to formalise the commitment to comply with the Model and Code of Ethics, as well to regulate the penalties of a contractual nature, in the event of breach of this commitment.

## 6. VIOLATIONS OF THE CODE AND PENALTY SYSTEM

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### 6.1. EMPLOYEES

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Failure to comply with and/or any violation of the rules of conduct indicated in the Code by Company employees will constitute a breach of the obligations arising from employment relationships and will result in the application of disciplinary actions.

With reference to the imposition of penalties, please note that they will be applied in compliance with the applicable provisions of Law and the National Collective Bargaining Agreement (CCNL). These penalties will be applied on the basis of the importance of the individual offences considered and will be proportional to the severity of the relative offence. The designated corporate functions will be responsible for investigating the above infractions, managing the disciplinary proceedings, and imposing penalties.

### 6.2. EXECUTIVE MANAGERS AND DIRECTORS

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In the event executive managers violate the rules of conduct specified in the Code of Ethics, the Company will assess the facts and the conduct in question and take appropriate actions against the persons responsible in accordance with applicable statutory provisions and the National Collective Bargaining Agreement, bearing in mind that such violations constitutes breach of the obligations under the employment relationship.

In the event of violation of the Code by directors, the Supervisory Body will inform the entire Board of Directors, which will provide for taking the appropriate actions in accordance with law.

### 6.3. COLLABORATORS, CONSULTANTS, AND THIRD PARTIES

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Any conduct by collaborators, consultants, or other third parties tied to the Company by an independent contractor relationship in violation of the provisions of the Code of Ethics, may result, in more serious cases, termination of the contractual relationship, without prejudice to any claims for damages, where such conduct causes damage to the Company, regardless of whether or not the contractual relationship is terminated.



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# ATTACHMENTS

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## A. LIST OF INSTRUMENTAL PROCESSES

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- 1) Purchase of goods and services
- 2) Consultancy and professional assignments
- 3) Selection, hiring, and staff management
- 4) Expense account and employees and entertainment expenses
- 5) Sales management
- 6) Contributions, sponsorships, donations and gifts
- 7) Cash flows
- 8) Public financing received for any reason
- 9) Accounting and preparation of financial statements
- 10) Obligations and relations with the Public Entities and Supervisory Authorities
- 11) Management of corporate obligations and relations with External Auditors, Internal Auditors, and Shareholders
- 12) Occupational health and safety obligations pursuant to Italian Legislative Decree 81/08
- 13) Information systems security
- 14) Management of product design, development, production and marketing

B. CORRESPONDENCE BETWEEN OFFENCES – INSTRUMENTAL PROCESSES

OFFENCES	INSTRUMENTAL PROCESSES
Corruption and incitement to corruption	<ol style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>2. Consultancy and professional assignments</li> <li>3. Selection, hiring, and staff management</li> <li>4. Expense accounts and employees and entertainment expenses</li> <li>5. Sales Management</li> <li>6. Contributions, sponsorships, donations, and gifts</li> <li>7. Cash flows</li> <li>8. Public financing received for any reason</li> <li>10. Obligations and relations with Public Entities and Supervisory Authorities</li> <li>11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders</li> <li>12. Occupational health and safety obligations</li> <li>13. Information systems security</li> <li>14 Management of product design, development, production, and marketing</li> </ol>
Fraud against the State or any other Public or EU entity	<ol style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>2. Consultancy and professional assignments</li> <li>3. Selection, hiring, and staff management</li> <li>4. Expense accounts and employees and entertainment expenses</li> <li>5. Sales Management</li> <li>6. Contributions, sponsorships, donations, and gifts</li> <li>7. Cash flow</li> <li>8. Public financing received for any reason</li> <li>9. Accounting and preparation of financial statements</li> <li>9. Accounting and preparation of financial statements</li> <li>10. Obligations and relations with Public Entities and Supervisory Authorities</li> <li>11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders</li> <li>12. Occupational health and safety obligations</li> <li>13. Information systems security</li> <li>14 Management of product design, development, production, and marketing</li> </ol>

Commercial fraud	<ul style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>2. Consultancy and professional assignments</li> <li>5. Sales Management</li> <li>6. Contributions, sponsorships, donations, and gifts</li> <li>7. Cash flow</li> <li>14 Management of product design, development, production, and marketing</li> </ul>
Fabrication and sale of industrial products bearing counterfeit marks or usurping an industrial property right	<ul style="list-style-type: none"> <li>2. Consultancy and professional assignments</li> <li>5. Sales management</li> <li>13. Information systems security</li> <li>14 Management of product design, development, production, and marketing</li> </ul>
Copyright infringement offences (art. 25 novies introduced by Law 99/09)	<ul style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>5. Sales Management</li> <li>13. Information systems security</li> <li>14 Management of product design, development, production, and marketing</li> </ul>
Manslaughter – negligent bodily harm (serious or grievous )	<ul style="list-style-type: none"> <li>3. Selection, hiring, and staff management</li> <li>12. Occupational health and safety obligations</li> </ul>
Obstructing the exercise of the functions of Public Supervisory authorities	<ul style="list-style-type: none"> <li>10. Obligations and relations with Public Entities and Supervisory Authorities</li> </ul>
Undue collection of funds from the State and/or EC bodies	<ul style="list-style-type: none"> <li>8. Public financing received for any reason</li> <li>10. Obligations and relations with Public Entities and Supervisory Authorities</li> </ul>
Aggravated fraud to obtain public or private funds	<ul style="list-style-type: none"> <li>8. Public financing received for any reason</li> <li>10. Obligations and relations with Public Entities and Supervisory Authorities</li> </ul>
Misappropriation to the detriment of the State	<ul style="list-style-type: none"> <li>8. Public financing received for any reason</li> <li>10. Obligations and relations with Public Entities and Supervisory Authorities</li> </ul>

IT offences referred to in Law 48/2008 (cyber crime) and Computer fraud	13. Information systems security
Untrue corporate communications	2. Consultancy and professional assignments 7. Cash flows 9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Untrue corporate communications to the detriment of shareholders or creditors	2. Consultancy and professional assignments 7. Cash flows 9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Money laundering or use of money, goods, or other assets of unlawful origin	7. Cash flows 9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Unlawful distribution of profits and reserves	7. Cash flows 9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Transactions prejudicial to creditors	1. Purchase of goods and services 2. Consultancy and professional assignments 4. Expense accounts and employees and entertainment expenses 5. Sales Management 7. Cash flows 9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Unlawful return of capital	7. Cash flows 9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders

Obstruction of control	9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Fictitious formation of capital	9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Unlawful transactions involving shares or stock of the parent company	9. Accounting and preparation of financial statements 11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Violation of HACCP regulations	1. Purchase of goods and services 2. Consultancy and professional assignments 3. Selection, hiring, and staff management 10. Obligations and relations with Public Entities and Supervisory Authorities 12. Occupational health and safety obligations 14 Management of product design, development, production, and marketing
Environmental offences	1. Purchase of goods and services 5. Sales Management 8. Public financing received for any reason 10. Obligations and relations with Public Entities and Supervisory Authorities 12. Occupational health and safety obligations 13. Information systems security 14 Management of product design, development, production, and marketing

False and/or fictitious declarations and certificates	<ol style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>2. Consultancy and professional assignments</li> <li>3. Selection, hiring, and staff management</li> <li>4. Expense accounts and employees and entertainment expenses</li> <li>5. Sales Management</li> <li>6. Contributions, sponsorships, donations, and gifts</li> <li>7. Cash flows</li> <li>8. Public financing received for any reason</li> <li>9. Accounting and preparation of financial statements</li> <li>10. Obligations and relations with Public Entities and Supervisory Authorities</li> <li>11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders</li> <li>12. Occupational health and safety obligations</li> <li>13. Information systems security</li> <li>14 Management of product design, development, production, and marketing</li> </ol>
Unlawful or unauthorised processing of data (Lgs. Decree 196 Privacy)	<ol style="list-style-type: none"> <li>3. Selection, hiring, and staff management</li> <li>12. Occupational health and safety obligations</li> <li>13. Information systems security</li> </ol>
Hacking offences	<ol style="list-style-type: none"> <li>13. Information systems security</li> </ol>
Handling of stolen goods	<ol style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>5. Sales Management</li> <li>7. Cash flows</li> </ol>
Fraud for tax purposes	<ol style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>2. Consultancy and professional assignments</li> <li>3. Selection, hiring, and staff management</li> <li>4. Expense accounts and employees and entertainment expenses</li> <li>5. Sales Management</li> <li>6. Contributions, sponsorships, donations, and gifts</li> <li>7. Cash flows</li> <li>8. Public financing received for any reason</li> <li>9. Accounting and preparation of financial statements</li> <li>10. Obligations and relations with Public Entities and Supervisory Authorities</li> <li>11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders</li> <li>13. Information systems security</li> <li>14 Management of product design, development, production, and marketing</li> </ol>

Falseness in payment methods	7. Cash flows
False information in reports or communications by the Auditor as per art. 2624 of the Italian Civil Code	11. Management of corporate obligations with External Auditors, Internal Auditors and Shareholders
Incitement to give or promise benefits;	<ul style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>2. Professional consultancy and positions</li> <li>3. Staff selection, recruitment and management</li> <li>4. Entertainment and employee expenses</li> <li>5. Sales management</li> <li>6. Donations, sponsorships, gifts and concessions</li> <li>7. Cash and financial transactions</li> <li>8. Any form of public financing</li> <li>10. Requirements and relations with Public Institutions and Supervision Authorities</li> <li>11. Corporate obligations and relations with Auditors, Statutory Auditors and Shareholders</li> <li>12. Safety in the workplace requirements</li> <li>14 Design, production and sale of products</li> </ul>
Corruption in the course of official duty;	<ul style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>2. Professional consultancy and positions</li> <li>3. Staff selection, recruitment and management</li> <li>4. Entertainment and employee expenses</li> <li>5. Sales management</li> <li>6. Donations, sponsorships, gifts and concessions</li> <li>7. Cash and financial transactions</li> <li>8. Any form of public financing</li> <li>9. Accounting and drafting of financial reports</li> <li>10. Requirements and relations with Public Institutions and Supervision Authorities</li> <li>11. Corporate obligations and relations with Auditors, Statutory Auditors and Shareholders</li> <li>12. Safety in the workplace requirements</li> <li>13. Information system security</li> <li>14. Design, production and sale of products</li> </ul>
Corruption of public service employees	<ul style="list-style-type: none"> <li>8. Any form of public financing</li> <li>9. Accounting and drafting of financial reports</li> <li>10. Requirements and relations with Public Institutions and Supervision Authorities</li> <li>12. Safety in the workplace requirements</li> <li>13. Information system security</li> </ul>

<p>Incitement to corruption</p>	<ol style="list-style-type: none"> <li>1. Purchase of goods and services Professional consultancy and positions</li> <li>3. Staff selection, recruitment and management</li> <li>4. Entertainment and employee expenses</li> <li>5. Sales management</li> <li>6. Donations, sponsorships, gifts and concessions</li> <li>7. Cash and financial transactions</li> <li>8. Any form of public financing</li> <li>9. Accounting and drafting of financial reports</li> <li>10. Requirements and relations with Public Institutions and Supervision Authorities</li> <li>11. Corporate obligations and relations with Auditors, Statutory Auditors and Shareholders</li> <li>12. Safety in the workplace requirements</li> <li>13. Information system security</li> <li>14. Design, production and sale of products</li> </ol>
<p>Corruption for an action in contrast to official duties;</p>	<ol style="list-style-type: none"> <li>1. Purchase of goods and services</li> <li>2. Professional consultancy and positions</li> <li>3. Staff selection, recruitment and management</li> <li>4. Entertainment and employee expenses</li> <li>5. Sales management</li> <li>6. Donations, sponsorships, gifts and concessions</li> <li>7. Cash and financial transactions</li> <li>8. Any form of public financing</li> <li>9. Accounting and drafting of financial reports</li> <li>10. Requirements and relations with Public Institutions and Supervision Authorities</li> <li>11. Corporate obligations and relations with Auditors, Statutory Auditors and Shareholders</li> <li>12. Safety in the workplace requirements</li> <li>13. Information system security</li> <li>14. Design, production and sale of products</li> </ol>



Corruption of legal acts	<ol style="list-style-type: none"> <li>1. Purchase of goods and services Professional consultancy and positions</li> <li>3. Staff selection, recruitment and management</li> <li>4. Entertainment and employee expenses</li> <li>5. Sales management</li> <li>6. Donations, sponsorships, gifts and concessions</li> <li>7. Cash and financial transactions</li> <li>8. Any form of public financing</li> <li>9. Accounting and drafting of financial reports</li> <li>10. Requirements and relations with Public Institutions and Supervision Authorities</li> <li>11. Corporate obligations and relations with Auditors, Statutory Auditors and Shareholders</li> <li>12. Safety in the workplace requirements</li> <li>13. Information system security</li> <li>14. Design, production and sale of products</li> </ol>
Embezzlement, misappropriation, corruption and incitement to corruption of members of European Union bodies and officials of the European Community or foreign states	<ol style="list-style-type: none"> <li>8. Any form of public financing</li> <li>10. Requirements and relations with Public Institutions and Supervision Authorities</li> </ol>
Illegal employment of non-EU citizens	<ol style="list-style-type: none"> <li>2. Professional consultancy and positions</li> <li>3. Staff selection, recruitment and management</li> <li>4. Entertainment and employee expenses</li> <li>12. Safety in the workplace requirements</li> </ol>
Self-money laundering	<ol style="list-style-type: none"> <li>2) Professional consulting and offices</li> <li>4) Expense reimbursements and employees and entertainment expenses</li> <li>6) Concessions, sponsorships, donations and gifts</li> <li>7) Monetary and financial flows</li> <li>8) Public funding received for any reason</li> <li>10) Compliance and relations with Supervisory Boards and Authorities</li> <li>11) Management of corporate compliance and relations with auditors, accountants and shareholders</li> </ol>