

General part

Pursuant to Legislative Decree no. 231/01

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Medac S.r.l. - Via R. Wenner, 52 - 84131 Salerno - Italy - Tel. +39 089301466



www.medac.it - [@ info@medac.it](mailto:info@medac.it) - [medapp](https://www.getapp.com/medac) - [medacsr](https://www.instagram.com/medacsr) - [medac s.r.l.](https://www.linkedin.com/company/medac-srl)

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1 DEFINITIONS

Society	MEDAC Srl
Decree	Legislative Decree 8 June 2001, n. 231 “Regulation of the administrative liability of legal persons, companies and associations even without legal personality”
Model	The organizational model adopted by the Company pursuant to the provisions contained in the Decree, in order to prevent the commission of the crimes contemplated therein
Procedural principles/specific control protocols	Set of behavioral rules, organizational and operational mechanisms, functional to the management and prevention of the relevant risk for the purposes of Legislative Decree no. 231/2001
Procedure	Procedure that defines the competent subjects, activities and methods with which to execute the protocols
Code of Ethics	Code containing ethical principles relevant for the purposes of Legislative Decree no. 231/2001
Sensitive Activities/Risk Areas	Company activities in which there is a risk, even potential, of commission of crimes referred to in the Decree, as identified in the individual Special Parts of the Model
Crimes	Types of crime to which the provisions of the Decree apply.
Supervisory Body (OdV)	Body provided for by art. 6 of the Decree, responsible for supervising the functioning and compliance with the Model
Corporate bodies	Management body: two directors (multi-person individual disjunctive and conjunctive administration). Supervisory body: Board of Auditors
Attorneys/Delegates	Persons who have received written delegation to carry out specific activities and functions
Employees	All subordinate workers of the Company.
Consultants	Individuals who provide their intellectual work in favor of or on behalf of the Company on the basis of a mandate or other professional collaboration relationship.
CCNL	National Collective Labor Agreement applied by the Company.
PA	Public Administration, including its officials in their capacity as public officials (art. 357 of the Criminal Code).



Partner	Contractual counterparties of the Company, natural or legal persons, with whom the Company enters into any form of contractually regulated collaboration (eg contractors, suppliers, self-employed workers)
Workers	All subordinate workers of the Company, as well as workers incorporated into the organizational structure of the Company and who, in any capacity, carry out activities on behalf of the Company, project collaborators and workers bound by a temporary employment contract
Recipients	All subjects to whom the provisions of the Model are addressed, and, in particular: corporate bodies; workers incorporated into the organizational structure of the Company and who, in any capacity, carry out activities on behalf of the Company; third parties who, in any capacity, carry out, within the scope of their autonomous organization, activities in the interest or in favor of the Company.
OdV Regulation	Document drawn up for the purpose of regulating the functioning, duties and tasks of the Supervisory Body

2 PREMISES

MEDAC has decided to create and implement a system of prescriptions and organizational tools aimed at ensuring that all social activities are carried out in full compliance with the Decree, in order to prevent and combat the commission of the crimes provided for therein, severely sanctioning all behaviors at risk of their commission.

With this document, called General Part, having reconstructed the corporate organization of the Company, we will proceed to delimit and describe the reference regulatory framework, the purposes of the Model, the methods of drafting and reviewing this Model, as well as the criteria for its adaptation and updating; the rules for the appointment and functioning of the Supervisory Body of the Company, OdV, with an indication of the functions, powers and information flows that concern it; the disciplinary system and the related sanctioning apparatus; the methods of dissemination, updating and application of the contents of the Model.

3 THE ORGANIZATION CORPORATE

3.1 THE COMPANY

Name	MEDAC Srl
Registered office	Via R. Wenner, 52 - 84131 Salerno (SA)
CF and VAT number	00184660652



Share capital	€ 1.000.000,00
Activities	The main activity consists in the production and trade of paper containers for food use in general, including: ice cream cups, drink cups, cone coasters, paper lids, popcorn containers, chip cups, food containers and other food containers.
Organizational structure	The company has adopted an administration and control system based on the presence of the following bodies: <ul style="list-style-type: none"> • Two directors (individual disjunctive and conjunctive multi-person administration system): top management bodies which, in carrying out their functions of directing and coordinating the business activity and in determining and setting the company strategies and objectives, promote the effective application of the Model by all recipients and receive the indications and inputs of the Supervisory Body; • Board of Auditors : apical body, to which the powers and functions of accounting control referred to in articles 2403 and 2409 of the civil code are entrusted.
Participations	MEDAC Srl holds a share equal to 80% of the share capital of CARLO MENDOZZI E FIGLI Srl and a share equal to 95% of the share capital of GALAGO (Polish company).

3.2 ACTIVITIES ENTERED TO OUTSOURCING

Activities	Trustee
Special waste management	External companies
Labour consultancy	External consultant
Legal assistance	External professionals
Tax consultancy	External professional



4 REGULATORY FRAMEWORK

4.1 LEGISLATIVE DECREE 231/2001

On 8 June 2001, in execution of the delegation pursuant to art. 11 of Law no. 300 of 29 September 2000, Legislative Decree no. 231 of 8 June 2001, containing “Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality”, was issued, which came into force on the following 4 July.

The issuing of the Decree is part of a national legislative context of implementation of international obligations: in fact, it intended to adapt the Italian legislation on the liability of legal persons to some international conventions to which Italy had previously adhered, such as the Brussels Convention of 26 July 1995 (on the protection of the financial interests of the European Community), the Brussels Convention of 26 May 1997 (on the fight against corruption involving officials of the European Community or of Member States) and the OECD Convention of 17 December 1997 (on the fight against corruption of foreign public officials in international economic transactions).

4.2 THE REGIME OF ADMINISTRATIVE LIABILITY OF ENTI

Legislative Decree 231/2001 introduced for the first time into our legal system a regime of administrative liability - essentially referable to criminal liability - against entities which constitutes an important derogation from the principle *societas delinquere non potest*.

The need to introduce a sanctioning regime for entities for criminal liability arises from the awareness that the commission of crimes within the entity is not always the result of an autonomous initiative of the individual, but is often the expression of a widespread corporate policy or may be the result of decisions made by the top management of the entity itself.

This liability, although called "administrative", has a substantially criminal nature and the related regime is provided in accordance with guaranteed principles of criminal law, but with a preventive function.

This is a form of liability that is added to and does not replace that of the natural person who materially committed the illicit act, which, therefore, remains regulated by common criminal law and is autonomous with respect to it, existing even in the case in which the perpetrator of the crime is not identified or is not attributable and even if the crime is extinguished for reasons other than amnesty.

The liability of the Entity is independent of the place where the act is materially committed. In fact, even crimes committed abroad, in the presence of the conditions provided for by Legislative Decree no. 231/2001, may be a source of liability for the Entity. This is on condition that the State where the act is considered to have been committed has not already proceeded for that specific case against the Entity.

The determination of the liability of the entity is left to the exclusive jurisdiction of the criminal court and can be affirmed where the following objective and subjective requirements provided by law exist:

- commission of one of the predicate crimes exhaustively listed in the decree;



- execution of the crime by qualified individuals (top management or subordinates);
- commission of the crime in the interest or for the benefit of the company;

The existence of these requirements allows the crime to be objectively linked to the entity.

The entity, however, is not liable for the same act committed by the natural person, which constitutes one of the prerequisites for its liability, but for a different and autonomous offense with respect to the aforementioned underlying crime.

This offense can be identified only if the underlying crime was committed with the awareness of the entity, so-called "organizational fault", understood as a violation of adequate rules of diligence self-imposed by the entity itself and aimed at preventing the specific risk.

More specifically, the Company is responsible if it, by facilitating or not preventing the crime, shows an organizational deficiency.

It therefore becomes relevant for the company itself to organize its structure and activities in such a way as to ensure adequate conditions for the protection of criminally protected interests.

4.3 THE CRIMES ASSUMPTIONS

The first essential requirement to identify the administrative liability of the Company pursuant to Legislative Decree 231/2001 is the commission of one of the crimes or administrative offenses exhaustively listed in the decree, the so-called predicate crimes.

As of the date of approval of this document, the crimes and administrative offenses that are potential sources of liability for the entity are those in the categories indicated below:

art. 24	<p>Undue receipt of grants, fraud against the State, a public body or the European Union or for the purpose of obtaining public grants and computer fraud against the State or a public body :</p> <ul style="list-style-type: none"> • embezzlement of public funds (art. 316 <i>bis</i> penal code); • undue receipt of public funds (art. 316 <i>ter</i> of the criminal code); • fraud in public supplies (art. 356 penal code) • fraud against the State or another public body or the European Union (art. 640, paragraph 2, no. 1, criminal code); • aggravated fraud for the purpose of obtaining public funds (art. 640 <i>bis</i> of the criminal code); • computer fraud to the detriment of the State or another public body (art. 640 <i>ter</i> of the criminal code); • fraud in public supplies (art. 356 penal code) • fraud against the European Agricultural Fund (art. 2 of Law no. 898/1986)
art. 24- bis	<p>Computer crimes and unlawful data processing:</p> <ul style="list-style-type: none"> • falsity in a public electronic document having evident



	<p>value (art. 491 <i>bis</i> of the criminal code);</p> <ul style="list-style-type: none"> • unauthorized access to a computer or telematic system (art. 615 <i>ter cp</i> .); • illegal possession, distribution and installation of equipment, codes and other means capable of accessing computers or telematic systems (art. 615 <i>quater</i> of the criminal code); • illegal possession, distribution and installation of computer equipment, devices or programs aimed at damaging or interrupting a computer or telematic system (art. 615 <i>quinquies</i> of the criminal code); • interception, impediment or unlawful interruption of computer or telematic communications (art. 617 <i>quater</i> of the criminal code); • illegal possession, distribution and installation of equipment and other means capable of intercepting, preventing or interrupting computer or telematic communications (art. 617 <i>quinquies</i> of the criminal code); • damage to information, data and computer programs (art. 635 <i>bis</i> of the criminal code); • damage to information, data and computer programs used by the State or by another public body or in any case of public utility (art. 635 <i>ter</i> of the Criminal Code); • damage to computer or telematic systems (635 <i>quater</i> of the criminal code); • damage to computer or telematic systems of public utilities (635 <i>quinquies</i> of the criminal code); • computer fraud of the electronic signature certifier (640 <i>quinquies</i> penal code). • violation of the rules on the national cyber security perimeter (art. 1, paragraph 11, DL 105/2019)
<p>art. 24- <i>ter</i></p>	<p>Organized crime crimes :</p> <ul style="list-style-type: none"> • criminal association (art. 416 of the criminal code); • mafia-type association, including foreign ones (art. 416 <i>bis</i> of the criminal code); • crimes committed by taking advantage of the conditions set out in art. 416- <i>bis</i> of the penal code (ie by taking advantage of the intimidating force of the associative bond and the condition of subjection and silence that derives from it) or in order to facilitate the activity of the associations set out in the same article; • political-mafia electoral exchange (art. 416 <i>-ter</i> penal code);



	<ul style="list-style-type: none"> • kidnapping for the purpose of extortion (art. 630 of the criminal code); • association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 74 of Presidential Decree 9 October 1990 n. 309); • illegal manufacturing, introduction into the State, offering for sale, transfer, possession and carrying in a public place or open to the public of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as more common firearms (art. 407, paragraph 2, letter a), no. 5, code of criminal procedures).
art. 25	<p>Embezzlement, extortion, undue inducement to give or promise benefits, corruption and abuse of office:</p> <ul style="list-style-type: none"> • embezzlement* (art. 314, paragraph 1, criminal code) • embezzlement by profiting from the error of others* (art. 316 of the criminal code) • extortion (art. 317 of the criminal code); • corruption in the exercise of one's function (art. 318 of the criminal code); • corruption for an act contrary to official duties (art. 319 of the criminal code); • aggravating circumstances (art. 319 bis of the criminal code); • corruption in judicial acts (art. 319 ter cp); • undue inducement to give or promise benefits (art. 319 quater of the criminal code); • corruption of a person in charge of a public service (art. 320 of the criminal code) • penalties for the briber (art. 321 of the criminal code); • incitement to corruption (art. 322 of the criminal code) • embezzlement, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or of the bodies of the European Communities or of international parliamentary assemblies or of international organizations and of officials of the European Communities and of foreign states (art. 322-bis of the criminal code) • abuse of office* (art. 323 penal code) • illicit influence peddling (art. 346 bis of the criminal code) <p>*the cases become relevant pursuant to art. 25 when the fact offends the financial interests of the European Union</p>
art. 25- bis	<p>Counterfeiting of coins, public credit cards, stamps and instruments or signs of recognition:</p>



	<ul style="list-style-type: none"> • counterfeiting of coins, spending and introduction into the State, by prior agreement, of counterfeit coins (art. 453 of the criminal code); • alteration of coins (art. 454 of the criminal code); • spending and introduction into the State, without agreement, of counterfeit money (art. 455 of the criminal code); • spending of counterfeit coins received in good faith (art. 457 of the criminal code); • counterfeiting of revenue stamps, introduction into the State, purchase, possession or circulation of counterfeit revenue stamps (art. 459 of the Criminal Code); • counterfeiting of watermarked paper used for the production of public credit cards or revenue stamps (art. 460 of the criminal code); • manufacture or possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps or watermarked paper (art. 461 penal code); • use of counterfeit or altered revenue stamps (art. 464, paragraphs 1 and 2, criminal code); • counterfeiting, alteration or use of trademarks or distinctive signs or of patents, models and designs (art. 473 of the criminal code); • introduction into the State and trade of products with false markings (art. 474 of the criminal code).
<p>art. 25 - bis.1</p>	<p>Crimes against industry and commerce:</p> <ul style="list-style-type: none"> • disturbed freedom of industry or commerce (art. 513 of the criminal code); • illicit competition with threats or violence (art. 513 bis of the criminal code); • fraud against national industries (art. 514 of the criminal code); • fraud in the exercise of trade (art. 515 of the criminal code); • sale of non-genuine food substances as genuine (art. 516 of the criminal code); • sale of industrial products with false markings (art. 517 of the criminal code); • manufacturing and trade of goods made by usurping industrial property titles (517 ter of the criminal code); • counterfeiting of geographical indications or designations of origin of agri-food products (art. 517 quater of the criminal code).



<p>art. 25- ter</p>	<p>Corporate crimes:</p> <ul style="list-style-type: none"> • false corporate communications (art. 2621 of the civil code); • minor offenses (art. 2621 <i>bis</i> of the civil code); • false corporate communications from listed companies (art. 2622 of the civil code); • prevented control (art. 2625, paragraph 2, civil code); • undue return of contributions (art. 2626 of the civil code); • illegal distribution of profits and reserves (art. 2627 of the civil code); • illicit operations on shares or quotas of the company, or of the controlling company (art. 2628 of the civil code); • transactions to the detriment of creditors (art. 2629 of the civil code); • failure to communicate a conflict of interest (art. 2629 bis of the civil code); • fictitious formation of capital (art. 2632 of the civil code); • improper distribution of company assets by the liquidators (art. 2633 of the civil code); • corruption between private individuals (art. 2635 of the civil code); • incitement to corruption between private individuals (art. 2635 bis of the civil code); • illicit influence on the assembly (art. 2636 civil code); • stock market manipulation (art. 2637 of the civil code); • obstruction to the exercise of the functions of public supervisory authorities (art. 2638, paragraphs 1 and 2, civil code).
<p>art. 25- quarter</p>	<p>Crimes with the aim of terrorism or subversion of the democratic order.</p>
<p>art.25- quarter .1</p>	<p>Female Genital Mutilation Practices:</p> <ul style="list-style-type: none"> • practices of female genital mutilation (art. 583 <i>bis</i> of the criminal code).
<p>art. 25- quinquies</p>	<p>Crimes against the individual personality:</p> <ul style="list-style-type: none"> • Reduction or maintenance in slavery or servitude (art. 600 penal code); • child prostitution (art. 600 <i>bis</i> of the criminal code); • child pornography (art. 600 <i>ter</i> of the criminal code); • possession of pornographic material (art. 600 <i>quater</i> of the criminal code); • virtual pornography (art. 600 <i>quater</i> .1 penal code); • tourism initiatives aimed at the exploitation of child prostitution (art. 600 <i>quinquies</i> of the criminal code);



	<ul style="list-style-type: none"> • human trafficking (art. 601 of the criminal code); • purchase and sale of slaves (art. 602 of the criminal code); • illicit intermediation and exploitation of labor (art. 603-bis of the criminal code); • solicitation of minors (art. 609 <i>undecies</i>).
art. 25- sexies	Market abuse: <ul style="list-style-type: none"> • abuse or unlawful communication of privileged information or recommendation or inducement of others to commit abuse of privileged information or market manipulation (art. 184 Legislative Decree 58/98); • market manipulation (art. 185 ter Legislative Decree 58/98).
Art. 187 quinquies TUF	Other cases relating to market abuse (Art. 187-quinquies TUF): <ul style="list-style-type: none"> • prohibition of market manipulation (art. 15 EU Reg. no. 596/2014); • prohibition of abuse of privileged information and unlawful communication of privileged information (art. 14 EU Reg. no. 596/2014).
art. 25- septies	Crimes of manslaughter and serious or very serious negligent injury, committed in violation of the regulations on the protection of hygiene and health at work: <ul style="list-style-type: none"> • manslaughter (art. 589 of the criminal code); • personal injury through negligence (art. 590, paragraph 3, criminal code).
art. 25- octies	Receiving, laundering and use of money, goods or utilities of illicit origin, as well as self-laundering: <ul style="list-style-type: none"> • receiving stolen goods (art. 648 of the criminal code); • money laundering (art. 648 <i>bis</i> of the criminal code); • use of money, goods or utilities of illicit origin (art. 648 <i>ter</i> of the criminal code); • self-laundering (art. 648 <i>ter.1</i> of the criminal code).
art. 25- octies.1	Offenses relating to non-cash payment instruments <ul style="list-style-type: none"> • improper use and counterfeiting of payment instruments other than cash (art. 493 <i>ter</i> of the criminal code); • possession and distribution of equipment, devices or computer programs aimed at committing crimes involving payment instruments other than cash (art. 493 <i>quater</i> of the criminal code); • computer fraud aggravated by the transfer of money, monetary value or virtual currency (640 <i>ter</i> of the criminal code); • other cases.
art. 25- novies	Copyright infringement crimes:



- making available to the public, in a telematic network system, through connections of any kind, and without having the right to do so, a protected intellectual work, or part of it (art. 171, paragraph 1, letter a) bis, L. 633/1941);
- crimes referred to in the previous point committed on other people's works not intended for publication, if the author's honor or reputation is offended (art. 171, paragraph 3, L. 633/1941);
- abusive duplication, for profit, of computer programs; import, distribution, sale or possession for commercial or entrepreneurial purposes or rental of programs contained in media not marked by SIAE; provision of means to remove or circumvent the protection devices of computer programs (art. 171-bis, paragraph 1, Law 633/1941);
- reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public, of the contents of a database; extraction or reuse of the database; distribution, sale or rental of databases (art. 171 bis, paragraph 2, Law 633/1941);
- Illegal duplication, reproduction, transmission or diffusion in public by any means, in whole or in part, of intellectual works intended for television, cinema, the sale or rental of records, tapes or similar media or any other media containing phonograms or videograms of musical, cinematographic or similar audiovisual works or sequences of moving images; literary, dramatic, scientific or didactic, musical or dramatic-musical, multimedia works, even if included in collective or composite works or databases; illegal reproduction, duplication, transmission or diffusion, sale or trade, transfer for any reason or illegal import of more than fifty copies or specimens of works protected by copyright and related rights; introduction into a telematic network system, through connections of any kind, of an intellectual work protected by copyright, or part of it (art. 171-ter law no. 633/1941);
- failure to communicate to SIAE the identification data of the media not subject to the marking or false declaration (art. 171 septies Law 633/1941);
- fraudulent production, sale, importation, promotion, installation, modification, use for public and private purposes of equipment or parts of equipment suitable for decoding audiovisual broadcasts with conditional access



	carried out via the airwaves, via satellite, via cable, in both analogue and digital form (art. 171 octies Law 633/1941).
art. 25- decies	<p>Inducement not to make statements or to make false statements to the judicial authority:</p> <ul style="list-style-type: none"> • Inducement not to make statements or to make false statements to the judicial authority (art. 377- bis of the criminal code).
art. 25- undecies	<p>Environmental crimes:</p> <ul style="list-style-type: none"> • Environmental pollution (art. 452 bis of the criminal code); • environmental disaster (art. 452 quater of the criminal code); • negligent crimes against the environment (452 quinquies of the criminal code); • aggravating circumstances (art. 452 octies of the criminal code).; • trafficking and abandonment of highly radioactive material (art. 452 sexies); • activities organized for the illicit trafficking of waste (art. 452-quaterdecies of the criminal code); • killing, destruction, capture, removal, detention of specimens of protected wild animal or plant species (art. 727-bis of the criminal code); • destruction or deterioration of habitats within a protected site (art. 733- bis of the criminal code); • Discharges of industrial waste water containing hazardous substances; discharges onto the soil, subsoil and groundwater; discharges into the sea by ships or aircraft (Legislative Decree no. 152/2006, art. 137 co. 3 and 5); • Unauthorized waste management activity (art. 256, Legislative Decree 152 of 3 April 2006 “Environmental Code); • pollution of soil, subsoil, surface water and underground water (art. 257, Legislative Decree 152 of 3 April 2006 “Environmental Code”); • violation of the obligations of communication, maintenance of mandatory registers and forms (articles 258 of Legislative Decree 152 of 3 April 2006 “Environmental Code); • illicit waste trafficking (articles 259 of Legislative Decree 152 of 3 April 2006 “Environmental Code”); • sanctions (art. 279 Legislative Decree 152 of 3 April 2006 “Environmental Code); • False information on the nature, composition and chemical-



	<p>physical characteristics of waste in the preparation of a waste analysis certificate; insertion of a false waste analysis certificate in the SISTRI; omission or fraudulent alteration of the paper copy of the SISTRI form - waste transport handling area (Legislative Decree no. 152/2006, art. 260-bis);</p> <ul style="list-style-type: none"> • Intentional pollution caused by ships (Legislative Decree no. 202/2007, art. 8) • Negligent pollution caused by ships (Legislative Decree no. 202/2007, art. 9) • Cessation and reduction of the use of harmful substances (L. n. 549/1993 art. 3) • Import, export, possession, use for profit, purchase, sale, display or possession for sale or for commercial purposes of protected species (L. n.150/1992, art. 1, art. 2, art. 3-bis and art. 6).
art. 25- duodecies	<p>Employment of third-country nationals whose stay is irregular:</p> <ul style="list-style-type: none"> • Employment of third-country nationals whose stay is irregular (Article 22, paragraph 12-bis, of Legislative Decree 25 July 1998, no. 286); • Provisions against illegal immigration (art. 12, paragraph 3, 3bis, 3 ter and paragraph 5, Legislative Decree 286/1998).
art. 25- terdecies	<p>Racism and xenophobia:</p> <ul style="list-style-type: none"> • Propaganda and incitement to crime for reasons of racial, ethnic and religious discrimination (art. 604-bis of the criminal code) .
art. 25- quaterdecies	<p>Fraud in sports competitions, illegal gambling or betting and gambling carried out using prohibited devices:</p> <ul style="list-style-type: none"> • Fraud in sporting competitions (art. 1, Law no. 401/1989) • Illegal exercise of gambling or betting activities (art. 4, Law no. 401/1989) .
art. 25- quinquedecies	<p>Tax crimes:</p> <ul style="list-style-type: none"> • Fraudulent declaration through the use of invoices or other documents for non-existent transactions (art. 2 Legislative Decree no. 74/2000) ; • Fraudulent declaration through other means (art. 3 Legislative Decree no. 74/2000) ; • False declaration* (art. 4 Legislative Decree no. 74/2000); • Failure to declare* (art. 5 Legislative Decree no. 74/2000); • Issuing invoices or other documents for non-existent transactions (art. 8 Legislative Decree no. 74/2000) ; • Concealment or destruction of accounting documents (art. 10 Legislative Decree no. 74/2000) ;



	<ul style="list-style-type: none"> • Undue compensation* (art. 10 <i>quater</i> Legislative Decree 74/2000); • Fraudulent evasion of tax payment (art. 11 Legislative Decree no. 74/2000) . <p>* these crimes are relevant for the purposes of Legislative Decree 231/2001 only if they are committed within the context of cross-border fraudulent schemes and for the purpose of evading VAT for a total amount of no less than ten million euros</p>
<p>Art. 25- <i>sexiesdecies</i></p>	<p>Contraband :</p> <ul style="list-style-type: none"> • Smuggling in the movement of goods across land borders and customs areas (art. 282 Presidential Decree 43/1973) • Smuggling in the movement of goods in border lakes (art. 283 Presidential Decree 43/1973) • Smuggling in the maritime movement of goods (art. 284 Presidential Decree 43/1973) • Smuggling in the movement of goods by air (art. 285 Presidential Decree 43/1973) • Smuggling in extra-customs areas (art. 286 Presidential Decree 43/1973) • Smuggling through improper use of goods imported with customs concessions (Art. 287 Presidential Decree 43/1973) • Smuggling in customs warehouses (art. 288 Presidential Decree 43/1973) • Smuggling in cabotage and circulation (art. 289 Presidential Decree 43/1973) • Smuggling in the export of goods eligible for refund of duties (Art. 290 Presidential Decree 43/1973) • Smuggling in temporary import or export (art. 291 Presidential Decree 43/1973) • Smuggling of foreign manufactured tobacco (Art. 291-bis Presidential Decree 43/1973) • Aggravating circumstances of the crime of smuggling of foreign manufactured tobacco (art. 291-ter Presidential Decree 43/1973) • Criminal association for the purpose of smuggling foreign manufactured tobacco (art. 291-quater Presidential Decree 43/1973) • Other cases of smuggling (art. 292 Presidential Decree 43/1973); • aggravating circumstances of smuggling (art. 295 Presidential Decree 43/1973).
<p>Art. 25- <i>septiesdecies</i></p>	<p>Crimes against cultural heritage</p>

	<ul style="list-style-type: none"> • Theft of cultural property (518- <i>bis</i> penal code) • Misappropriation of cultural property (art. 518- <i>ter</i> of the criminal code); • Receipt of cultural goods (art. 518 <i>quater</i> of the criminal code); • Forgery of a private document relating to cultural heritage (art. 518- <i>octies</i> of the criminal code); • Violations regarding the alienation of cultural property (art. 518- <i>novies</i> of the penal code); • Illicit import of cultural goods (art. 518- <i>decies</i> of the criminal code); • Illicit exit or export of cultural goods (art. 518- <i>undecies</i> of the criminal code); • Destruction, dispersion, deterioration, defacement, soiling and illicit use of cultural or landscape assets (art. 518- <i>duodecies</i> of the criminal code); • Counterfeiting of works of art (art. 518- <i>quaterdecies</i> of the criminal code).
art. 25- <i>octiesdecies</i>	<p>Recycling of cultural assets and devastation and plundering of landscape cultural assets</p> <ul style="list-style-type: none"> • Recycling of cultural goods (art. 518- <i>sexies</i> of the criminal code); • Devastation and looting of cultural and landscape assets (art. 518- <i>terdecies</i> of the criminal code).
art. 10, L. 146/2006	<p>Transnational crimes:</p> <ul style="list-style-type: none"> • criminal association (art. 416 of the criminal code); • mafia-type association (art. 416-bis of the criminal code); • criminal association aimed at the smuggling of foreign manufactured tobacco (art. 291-quater TUDPR 23/1/1973, n. 43); • association for the purpose of illicit trafficking of narcotic or psychotropic substances (art. 74 TUDPR 9/10/1990, n. 309); • provisions against illegal immigration (art. 12, paragraphs 3, 3-bis, 3-ter and 5, TUDLgs. 25/7/1998, n. 286); • induction not to make statements or to make false statements to the judicial authority (art. 377-bis of the criminal code); • personal aiding and betting (art. 378 of the criminal code).
Art. 12, L. 9/2013	<p>Liability of entities for administrative offenses resulting from crime (entities operating in the virgin olive oil supply chain)</p>



4.4 THE SUBJECTS

The commission of one of the predicate crimes is relevant for the purposes of the liability of the Entity if committed by:

- **top management** , natural persons who hold representative, administrative or management roles entities same or Of to They unit organizational equipped Of autonomy financial And functional, as well as from people That exercise, Also Of Done, there management And The check of the entities same;
- **subjects subordinate to top management** , natural persons subjected to the direction or supervision of one of the above subjects indicated.

The distinction is particularly relevant from a procedural perspective, as it concerns the burden of proof on the public prosecution.

In particular, if the underlying crime is committed by a senior individual, who as mentioned expresses, represents and implements the management policy of the entity itself, the liability of the entity is presumed.

On the contrary, if the perpetrator of the crime or administrative offense is a person subject to the direction or supervision of one of the top management of the company, no presumption of liability on the part of the entity can be identified.

However, it is not always easy to identify with certainty the apical or subordinate nature of the perpetrator of the crime.

This makes it appropriate to prepare the Model without taking into account the aforementioned distinction and making, in general, reference to the activities that make up the organisation's actions, regardless of the individual who actually carries out said activities.

The reference could also be to subjects who are not formally incorporated into the organizational structure of the entity, but who carry out activities integrated with it, such as external collaborators, agents, consultants, subcontractors. From this perspective, the behavior of such subjects, external to the company, also assumes relevance in the preparation of the Model.

4.5 THE INTEREST OR BENEFIT OF THE ENTITY

Pursuant to art. 5 of Legislative Decree 231/2001, the entity is responsible for crimes committed "in its interest or to its advantage".

The criteria of interest or advantage are alternative and competing with each other, as confirmed by the disjunctive conjunction "or" present in the text of the provision.

Interest expresses a teleological evaluation of the crime, appreciable ex ante, at the time of the commission of the act, and according to a markedly subjective yardstick.

The advantage has an essentially objective connotation and, as such, can be assessed ex post, on the basis of the effects concretely derived from the commission of the illicit act.

By way of example, the requirement of interest applies when the perpetrator of the crime has knowingly violated the precautionary legislation with the aim of obtaining a benefit for the Entity, while the



requirement of advantage exists when the agent has systematically violated the preventive regulations, allowing a reduction in costs and a containment of expenditure with consequent maximization of profit.

In light of the above, the liability of the Entity can be identified not only when the illicit conduct has determined an advantage, whether pecuniary or otherwise, but also in the event that, even in the absence of such a concrete result, the illicit act is justified in the interest of the Entity.

On the contrary, the liability of the entity cannot be configured in the case in which the perpetrator of the crime or administrative offense has acted in his own exclusive interest or in the interest of third parties.

4.6 WITHIN THE GROUP

Legislative Decree no. 231/2001 makes no reference to groups or other forms of business aggregation as recipients of the provisions set forth therein.

The group, as such, is therefore not required to prepare a single, autonomous and distinct prevention model with respect to that adopted by the individual entities forming part of it.

However, the existence of a control or connection relationship within a corporate group may be relevant for the purposes of attributing liability to another company belonging to the same group whenever the crime is committed in the interest or to the advantage of the latter company.

To this end, the existence of a mere relationship of control or connection between the entities is not sufficient, but in order for the liability under Legislative Decree no. 231/2001 of a group company to also extend to other companies in the same group, it is necessary that all the objective and subjective requirements set out in the decree are satisfied.

More specifically:

- one of the predicate crimes listed in the catalog of Legislative Decree 231/2001 must have been committed;
- such crime must have been committed in the interest or immediate and direct advantage, not only of the company in which the crime was committed, but also of another company belonging to the group which cannot be identified in the mere relationship of control or connection;
- the commission of this crime must have involved, by providing a significant causal contribution, not only the natural persons functionally connected (so-called top management or so-called subjects subordinate to top management) to the company within which the crime occurred, but also those connected to another company in the group which benefited from it or in whose interest it was committed.

4.7 THE SANCTIONS

The determination of liability provided for by Legislative Decree 231/2001 exposes the entity to various types of sanctions, divided into:

- **pecuniary sanctions**, which are applied whenever the entity commits one of the crimes or administrative offenses provided for by the Decree;



- **interdictory sanctions**, among which the most serious are the suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence, the prohibition to contract with the Public Administration (except to obtain the performance of a public service), the prohibition from carrying out the activity, the exclusion from concessions, financing, contributions or subsidies and the possible revocation of those already granted, the prohibition to advertise goods and services.

These sanctions, unlike pecuniary sanctions, can be applied only in relation to the offenses for which they are expressly and specifically provided for by the Decree, and when at least one of the following conditions occurs: (i) the entity has derived a significant profit from the offense and the offense has been committed by individuals in a senior position, or by individuals subject to the direction and supervision of others, when the commission of the offense has been determined or facilitated by serious organizational shortcomings; (ii) in the event of repetition of the offenses.

Interdictory measures - if there are serious indications of liability of the entity and there are well-founded and specific elements that make the danger of a possible commission of illicit acts of the same concrete nature - can be applied, at the request of the Public Prosecutor, also as a precautionary measure, already in the investigation phase.

The conviction sentence always provides for the confiscation of the price or profit of the crime against the entity (except for the part that can be returned to the injured party).

When it is not possible to carry out confiscation on the assets directly constituting the price or profit of the crime, the same may concern sums of money, goods or other utilities of equivalent value to the price or profit of the crime. As a precautionary measure, the seizure of the things which, constituting the price or profit of the crime or their monetary equivalent, are susceptible to confiscation may be ordered.

4.8 ADOPTION OF THE MODEL AS AN EXEMPT FROM ADMINISTRATIVE LIABILITY

The adoption of the Model is considered by art. 6 of Legislative Decree 231/2001 as a cause for exclusion of the administrative liability of the entity.

In particular, the entity is excluded from liability if it proves that:

- a) the governing body has adopted and effectively implemented, prior to the commission of the offence, "organisational and management models" suitable for preventing crimes or administrative offenses of the type referred to in the occurred;
- b) the task of supervising the functioning and observance of the models, as well as ensuring their updating, has been entrusted to a body of the institution equipped with autonomous powers of initiative and check;
- c) the persons who committed the crime acted by fraudulently evading the aforementioned organizational, management and check;
- d) there has been no omission or insufficient supervision by the body referred to in letter b) which precedes.

The "exoneration" from the liability of the entity occurs through the judgment of suitability of the internal system of organization and controls, which the criminal judge is called upon to formulate on the occasion of the criminal proceedings against the material author of the illicit act (apical or subordinate subject).



In formulating the organizational and management models, the institution must therefore set itself the objective of achieving a positive outcome of this suitability assessment.

The burden of proof for the entity is more onerous if the crime is committed by senior individuals.

In this case, the cause for exclusion of liability applies only if the entity demonstrates two circumstances:

- on the one hand, of having adopted and effectively implemented an organizational and management model to monitor corporate decisions and of having established a Supervisory Body that has carried out its tasks effectively;
- on the other hand, that the system adopted was fraudulently circumvented by the perpetrator of the crime.

When, however, the act is committed by subordinate subjects, the prosecution must demonstrate that the commission of the offense was made possible by the failure to comply with the obligations of management and supervision by the top subjects; these obligations, however, cannot be considered violated if, before the commission of the offense, the entity has adopted and effectively implemented a model suitable for preventing crimes of the type that occurred.

In formulating the organizational and management models, the institution must therefore set itself the objective of a positive outcome of the suitability judgment by the criminal judge.

From this perspective, Legislative Decree 231/2001 therefore provides that organization and management models must respond to the following needs:

- a) identify the so-called "potential risks", that is, identify in the company context the areas or sectors of activity within which the illicit acts envisaged by the Decree could abstractly be committed ("areas of activity at risk" crime");
- b) provide for specific protocols aimed at planning the formation and implementation of the decisions of the entity in relation to the illicit activities to be prevented, with the aim of effectively countering - that is, reducing to an acceptable level - the risks identified;
- c) identify ways of managing financial resources that are suitable for preventing the commission of such crimes illicit;
- d) provide for information obligations towards the body responsible for supervising the functioning and compliance of the model;
- e) introduce to system disciplinary internal to the institution suitable you to sanction The missed respect of the measures indicated in the model.

Furthermore, so that are effectively implemented, the models Of organization And management, relatively the types of administrative crime/offence considered by the Decree, require periodic checks and subsequent amendments - where necessary - in relation to the violations actually occurred and to any changes in the company organization or activity of business.



5 THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL

5.1 PURPOSE

With the adoption of this Model, the Company intends to:

- to improve the Corporate system Governance;
- to introduce further principles and rules of conduct aimed at promoting and enhancing an ethical culture within the company, with a view to correctness and transparency in the conduct of business business;
- to establish a structured and organic prevention and control system aimed at reducing the risk of committing the crimes referred to in the Decree;
- to determine, in all those who operate in the name and on behalf of the Company in the "areas of activity at risk", the awareness that, in the event of violation of the provisions reported therein, they may incur an illicit act punishable by sanctions both against the perpetrator of the violation (on the floor civil law, disciplinary And, in some cases, criminal) is you load from the Company (administrative liability pursuant to Decree);
- to inform all those who operate in any capacity in the name, on behalf or in any case in the interest of the Company, that the violation of the provisions contained in the Model will result in the application Of appropriate sanctions or there resolution of the relationship contractual;
- reiterate that the Company does not tolerate illicit behavior, of any kind and regardless of any purpose, as such behavior (even in the case in which the Society is apparently in condition Of to draw from it advantage) I am Anyway opposites to the ethical principles which the Company intends to adhere to;
- actively censor behaviors carried out in violation of the Model through the imposition of disciplinary sanctions and/or contractual.

From this perspective, this Model integrates with the legislation

5.2 MODEL STRUCTURE

The Model adopted by the Company, in compliance with the provisions of Legislative Decree 231/2001, is composed of:

- **GENERAL PART** , which as specified in the introduction, describes the contents and impacts of Legislative Decree 231/01, the basic principles and objectives of the Model, the tasks of the Supervisory Body, the methods of adoption, dissemination, updating and application of the contents of the Model to the Company, as well as the provision of the disciplinary system;
- **SPECIAL PART** , in which, the underlying crimes are described, the activities are analysed from the Society In the which brooms exists The risk, Also potential, of their commission, and described the related Procedural Principles or specific control Protocols developed on the basis of the risk mapping.



The Model is then integrated with the contents of the following documents:

- A) CODE OF ETHICS;**
- B) MANAGEMENT SYSTEM 231 SPECIAL PART**
- C) MEDAC SUPPLIER CODE OF CONDUCT**
- D) PROCEDURES** , which describe the methods through which the protocols provided for in the special part are carried out.

5.3 ADOPTION, AMENDMENTS AND INTEGRATIONS OF THE MODEL

The Company has identified the Directors as the body responsible for adopting the Model.

The task of monitoring the effective implementation of the Model is instead entrusted, as provided for by the Decree, to the Supervisory Body.

Consequently, since this document is an "act issued by the governing body" (in compliance with the provisions of art. 6 co. I letter a) of the Decree), any subsequent substantial amendments and additions to it are consistently left to the competence of the Directors, who also have the burden of reporting the opportunity for any functional amendments to the Model, ie relating to its concrete and improved operational management, such as, for example, updating the map of risk areas, updating the protocols, etc.

Substantive changes include, but are not limited to:

- insertion of further Parts into this document Specials;
- suppression of some parts of the present document;
- Editing tasks of the OdV;
- identification of a Supervisory Body other than the current one expected;
- updating, modification and integration of control principles and behavioral rules.

The Model adaptation/updating interventions will be carried out on the occasion of:

- legislative changes or changes to the Confindustria guidelines inspiring the model, or the introduction and/or modification of Guidelines by other trade associations relating to the Company's activities;
- commission of violations of the Model and/or outcome of checks on its effectiveness;
- changes to the organizational structure that could impact the Model.

This type of activity is of primary importance, as it determines the effectiveness of the Model over time. Effectiveness that could diminish in the presence of new hypotheses of crime or new forms of corporate organization.

The Supervisory Body shall also promptly communicate to the directors any event which, in any case, makes it appropriate to update the Model.



5.4 MODEL RECIPES

The provisions of the Model are addressed to the Corporate Bodies and their members, to the Employees, Partners, Consultants, Workers, involved in the Sensitive Activities, as well as to the members of the Supervisory Body, as they do not belong to the aforementioned categories.

The subjects to whom the Model is addressed are required to promptly comply with all its provisions, also in fulfillment of the duties of loyalty, correctness and diligence that arise from the legal relationships established with the Company.

The Company condemns any conduct that does not comply with the law or with the provisions of the Model, even if the conduct is carried out in the interest of the Company or with the intention of bringing it an advantage.

6 THE SUPERVISORY BODY

6.1 Identification

Article 6, paragraph 1, letters b) and d) of the Decree, in attributing the exemption from liability of the entity to the adoption and effective implementation of an organisation, management and control model, suitable for preventing the commission of the underlying offences, has provided for the mandatory establishment of a body of the entity, equipped with both an autonomous power of control (which allows for monitoring the functioning and observance of the Model), and an autonomous power of initiative, to guarantee its constant updating.

The establishment of the Supervisory Body and the correct, punctual and effective performance of the tasks entrusted to it, therefore, are essential prerequisites for the exemption from liability for the entity referred to in art. 6 of Legislative Decree 231/2001.

In any case, the formal identification of the Supervisory Body is not sufficient, but it is necessary that said body be placed in the conditions to actually carry out the complex and delicate tasks that the decree attributes to it.

The collegial composition of the Supervisory Body guarantees greater independence to the Supervisory Body. For this reason, the Supervisory Body of the Company is composed of four members, equipped with the characteristics of autonomy, independence, professionalism and continuity of action necessary for the correct and efficient operation of the Body itself.

6.2 Appointment

The functions of the Supervisory Body may be covered either by the Control Body or by individuals appointed specifically for this purpose.



In the first case, the functions of the SB are assigned by the shareholders' meeting, in ordinary session, on the proposal of the directors. In this case, the Supervisory Body is governed by the rules dictated by law and by the Statute for the Supervisory Body and the rules of this regulation apply only where expressly provided for.

In the case of the establishment of an ad hoc body, however, the appointment of the Supervisory Body is the responsibility of the Administrative Body which, in the resolution stage, must acknowledge the assessments carried out in order to satisfy the requirements of independence, autonomy, honorability and professionalism of the members elected to this position.

In this last hypothesis, it is preferable to appoint 3 effective members of which:

- a director who possesses the qualities of independence and autonomy required pursuant to art. 2399, paragraph 1, letters b) and c) of the civil code for independent non-executive directors, or a member of the Supervisory Body who possesses the same requirements;
- the person responsible for audit, compliance or administrative functions within the company organisation;
- one or two external professionals with adequate specialist skills and the requirements set out in the following paragraph 6.3.

In the event that the conditions for proceeding with the appointment as set out above are not met, the Administrative Body may proceed with the appointment of both other internal subjects and external professionals, concretely verifying for each candidate, in addition to compliance with the requirements set out in paragraph 6.3.2, the presence of the technical and professional requirements suitable for ensuring the overall presence within the Supervisory Body of the skills necessary to adequately carry out the relevant assignment.

The President of the Supervisory Body is appointed by a majority of its members.

The Supervisory Body also appoints a substitute member to integrate its composition in the event of suspension or temporary impediment (expressly excluding occasional absence) by a member.

The substitute member replaces the effective members, in the cases provided for by the SB Regulation.

In the event that the functions of the Supervisory Body are assigned to the Control Body, the substitute Auditors shall hold the office of substitute members of the Supervisory Body; they shall replace the effective members of the Supervisory Body in accordance with the provisions set forth by law and the Statute for the replacement of the effective Auditors.

6.3 Eligibility Requirements

6.3.1 Eligibility requirements for effective members

Where the Supervisory Body is appointed by the Administrative Body, according to the indications in paragraph 6.2, the members must have the following requirements:

- in the event that a director is appointed, the director must not be the recipient of executive delegations and must possess the following independence requirements: i) not be a close relative of the other directors of the Company; ii) not hold the position of director of the Parent Company or of chairman or director recipient of executive delegations in a company controlled by the Company or subject to joint



control; iii) not be linked to the Company or to the companies controlled by it or to the companies that control it or to those subject to joint control by an employment relationship or by a continuous consultancy or paid work relationship or by other financial relationships that compromise his independence. Where none of the directors possesses the aforementioned requirements, an effective auditor is appointed;

- the external professional must be chosen from among experts (such as, for example: teachers or freelancers) in legal, economic, financial or technical-scientific matters or from retired magistrates or in any case from individuals in possession of adequate specialist skills suitable for the function deriving, for example, from having carried out, for a suitable period of time, professional activities in matters pertaining to the sector in which the company operates and/or from having adequate knowledge of the organization and the main company processes.

The external professional must not have family ties with the company's representatives and top managers, nor must he be linked to the company or its parent company or to companies belonging to the same group by self-employed employment relationships, by other significant relationships of a patrimonial or professional nature where these, due to their qualifying characteristics, are likely to compromise his independence.

In addition to the above-mentioned requirements, effective members must possess the following additional honorability requirements, such as:

- not having received convictions with an irrevocable sentence or with a non-final sentence even if with a conditionally suspended sentence, without prejudice to the effects of rehabilitation, for one of the crimes to which the Decree is applicable. A conviction also means a sentence issued pursuant to art. 444 of the Italian Code of Criminal Procedure;
- not having held the position of member of the Supervisory Body within companies against which the sanctions provided for by art. 9 of the same Decree have been applied, even with a non-final provision (including the sentence issued pursuant to art. 63 of the Decree), for crimes committed during their office.

6.3.2 Requirements of professionalism, honorability, independence and continuity of action

In implementation of the provisions of the Decree, the Supervisory Body must satisfy the following requirements:

- **Autonomy** and **independence** - these are fundamental requirements so that such a body is not involved in the management activities that constitute the object of its inspection and control activity; the position of such a body within the entity, in fact, must guarantee the autonomy of the control initiative from any form of interference and/or conditioning by any component of the entity (and, in particular, by the management body and the top management). If the body has a mixed collegial composition (ie with their presence Also Of subjects interiors to the institution) The degree Of independence of the organism can only be evaluated in its own right globality;
- **Professionalism** - consists of In the luggage Of knowledge And techniques That they must to be possessed by the body in order to adequately and effectively carry out the assigned activity; in fact, the body must possess specific skills also with regard to consultancy activities, inspections And Of analyses of the system Of check, necessary For the completion of the delicate functions attributed to it as well as an in-depth knowledge of the corporate and business organizational



structure; these characteristics, combined with the requirements of autonomy and independence, guarantee the objectivity of judgment;

- **Continuity of action** - the body must represent a dedicated structure, which - with the necessary powers inspections And Of check - provides constantly at the surveillance of the respect of the Model, ensure its implementation and ensure its periodic update.

Therefore, as the body responsible for supervising the functioning and observance of the Model and ensuring its continuous updating, as well as the body with specific powers of initiative and control, the OdV must:

- be independent and in a third-party position with respect to those over whom he will carry out supervision;
- be endowed with autonomous powers of initiative and check;
- be endowed with autonomy financial;
- to be free of duties operational;
- ensure continuity of action;
- have the requirements of professionalism;
- to be able to benefit from a direct channel of communication with the top management of the Society.

6.3.3 Check the requirements

Without prejudice to the powers of the Administrative Body in terms of monitoring the requirements set out in the relevant legislation, the Supervisory Body verifies, within 30 days of its appointment, the existence of:

- for its effective members, the additional requirements of honorability referred to in the previous paragraph, on the basis of a declaration made by the individual interested parties;
- for the substitute members, the requirements of professionalism, honorability and independence respectively provided for in the previous paragraph on the basis of a declaration made by the individual interested parties.

The outcome of the audit is communicated to the Administrative Body at the first available meeting.

6.4 Causes of forfeiture

In the event that the entity does not opt for the appointment of the Supervisory Body as a Supervisory Body, the effective and substitute members of the Supervisory Body, following their appointment, shall cease from this position, if:

- the requirements of professionalism, honorability and independence prescribed by law or the Statute cease to exist;
- after their appointment, it shall be ascertained that they have held the position of member of the Supervisory Body within companies against which the sanctions provided for by art. 9 of the same



Decree have been applied, with a final provision (including the sentence issued pursuant to art. 63 of the Decree), for offenses committed during their term of office;

- have been convicted, with a final sentence (a sentence of conviction also being understood to include that pronounced pursuant to art. 444 of the Code of Criminal Procedure), even if with a conditionally suspended sentence pursuant to art. 163 of the Code of Criminal Procedure, for one of the crimes to which the Decree is applicable.

The members of the Supervisory Body must communicate to the Administrative Body, under their full responsibility, the occurrence of one of the causes for forfeiture mentioned above.

The Administrative Body, also in all further cases in which it becomes directly aware of the occurrence of a cause for forfeiture, informs the Administrative Body without delay, so that in the first available meeting following the knowledge, it proceeds to declare the forfeiture of the interested party from the position of member of the Supervisory Body and to his replacement.

In the event of the termination of a substitute member, the same procedures provided for effective members shall apply, where applicable.

6.5 Reasons for suspension

In the event that the entity does not opt for the appointment of the Supervisory Body as a Supervisory Body, the causes for suspension from the function of member of the Supervisory Body are those that, pursuant to the current legislation and regulations, entail suspension from the office of Mayor. Furthermore, the lack of the requirements required for the election, of which notice has been received subsequently, constitutes a cause for suspension.

In such cases, the Administrative Body shall suspend the qualification of member of the Supervisory Body and co-opt the substitute member on an interim basis.

The members of the Supervisory Body must communicate to the Administrative Body, under their full responsibility, the occurrence of one of the causes for suspension mentioned above.

The Administrative Body, also in all further cases in which it becomes directly aware of the occurrence of one of the causes of suspension, proceeds without delay to declare the suspension of the interested party from the office of member of the Body. In this case, the substitute member takes over on an interim basis.

Unless otherwise provided by law or regulation, the suspension cannot last more than six months, after which the Administrative Body shall order the revocation of the suspended member.

If the suspension concerns the President of the Supervisory Body, the presidency shall be assumed, for the entire duration of the suspension, by the most senior member by appointment or, in the event of equal seniority of appointment, by the oldest member by age.

6.6 Temporary impediment of the effective component

In the event that the entity does not opt for the appointment of the Supervisory Body as a Supervisory Body, where causes arise that temporarily prevent an effective member of the Supervisory Body from carrying out his/her functions or carrying them out with the necessary autonomy and independence of

judgment, the latter must promptly notify the members of the Supervisory Body, the substitute member and the members of the Administrative Body.

In the event that the cause of the impediment lies in a circumstance suitable to integrate a hypothesis of conflict of interest, the member of the Supervisory Body must describe the profiles and abstain from participating in any activity of the Body.

In the event of temporary impediment or in any other similar case, the substitute member automatically and temporarily takes over and ceases to hold office when the cause that determined his/her replacement ceases to exist.

Where the impediment lasts for more than 6 months, the Administrative Body has the power to revoke the member of the Supervisory Body and proceed with his/her replacement by appointing a new effective member.

If the suspension or temporary impediment concerns the President, the presidency is assumed ad interim by the most senior member of the appointment or, in the event of equal seniority of appointment, by the oldest member. In the event that such situations concern all the members of the appointment, the presidency is assumed ad interim by the oldest substitute member.

6.7 Duration and grounds for revocation

The Supervisory Body remains in office for a period of three years, which expires with the presentation of the financial statement for the financial year relating to the third year of the term of office.

The revocation of the Members - except in the cases regulated under sub. 6.4 and 6.5 - can only occur for serious breaches of the relevant obligations.

In the event of assignment of the functions of the Supervisory Body to the Control Body, the provisions regarding duration and revocation prescribed by law and the Statute for the Control Body shall apply.

In order to guarantee its full autonomy and independence, the ODV reports directly to the Administrative Body of the Company.

The failure of even one of the requirements of honorability, professionalism, absence of incompatibility and/or conflict of interest referred to in the previous paragraph, during the term of office, determines the termination of the assignment.

The revocation of the members of the Supervisory Body is the responsibility of the Administrative Body of the Company.

In the event of revocation or expiration, the Administrative Body shall promptly provide for the replacement of the revoked or expiring member, after having verified the subjective requirements indicated above, and for the reconstitution of the Supervisory Body.

6.8 Tasks and duties

The Supervisory Body, whatever its composition, in the execution of its ordinary activity, carries out supervisory and consultancy functions. In particular:



- evaluates the efficiency, effectiveness and adequacy of the Model in preventing and combating the underlying crimes;
- monitors compliance with the provisions contained in the Model by the recipients, through the analysis of the information flows and the reports to which the managers of the various company functions are required;
- requests the Administrative Body to update the Model where there are needs for adaptation, formulating proposals to the competent Bodies, where changes and/or additions are deemed appropriate as a result of significant violations of the provisions of the Model itself, significant changes in the organizational and procedural structure of the Company, as well as legislative changes in the matter;
- monitors the implementation of the staff training plan, referred to in the following paragraph 9.2;
- in the event of violation of the provisions of the Model, assists in the implementation of the procedure for the imposition of any disciplinary sanction.

The Supervisory Body has no power to intervene in the corporate structure. The exercise of forms of intervention, even if functional to prevent or prevent the commission of a predicate crime, represents a serious breach of the obligations placed on the Supervisory Body.

Where the member of the Supervisory Body holds roles within the company that entail the power of intervention, such power must be exercised within the scope of his/her role and not through the activity of the Supervisory Body.

The Supervisory Body, where also invested with the exercise of the functions of the Supervisory Body, exercises the powers recognized by law and by the Statute also in order to guarantee the effectiveness of the organizational model, in compliance with the competences of the corporate bodies and without the attribution of such functions being able to entail a modification of such competences.

The control activity carried out during the audits follows specific protocols developed and constantly updated based on the results of the risk analysis and control interventions.

As part of its control activities, the Supervisory Body, with the assistance of the Company's structures, constantly carries out the identification, classification and preventive assessment of risks (external and internal) and internal controls, from which the audit intervention plan derives.

During the control interventions, the level of controls present in the operations and in the company processes is analyzed in detail. The weak points recorded are promptly reported to the Office Managers and to the other company functions involved in order to make the rules, procedures and organizational structure more efficient and effective.

To verify the actual execution of the actions to be undertaken, a follow-up activity is then carried out. The Supervisory Body requests the interventions carried out following its reports and evaluates the adequacy of the measure adopted.

The Supervisory Body may request to stress controls for sensitive areas and evaluate the adequacy of controls to prevent illicit behavior.



6.9 Operation of the Supervisory Body

The Supervisory Body meets at least every two months and, in any case, whenever it deems it necessary. Minutes are drawn up for each meeting.

The Supervisory Body has the right to appoint a secretary.

The SB has the power to regulate further operational aspects regarding its functioning in a specific regulation, drawn up and approved by the same.

To carry out its functions, the Body uses the offices of the Company, has access to all activities carried out in the risk areas and to the related documentation. In particular, the Body has constant relations with the Managers of the various Offices, whose structures are suitable to guarantee the continuous performance of checks, analyzes and other necessary procedures.

In any case, where deemed necessary, the Organization has the right to request the assistance of external consultants.

Among the resources already organized by the Administrative Body within the company structure, the Supervisory Body, for issues concerning the protection of health and safety in the workplace, can make use of the resources activated for the management of the related aspects (Head of the Prevention and Protection Service, Workers' Safety Representative, Competent Doctor) and of the additional resources provided for by the sector regulations and, in particular, by Legislative Decree no. 81/2008.

6.9.1 Information flows to the Corporate Bodies

The Supervisory Body, in all circumstances where it is deemed necessary or appropriate, or if requested, reports to the Administrative Body regarding the functioning of the Model and compliance with the obligations imposed by the Decree.

The Supervisory Body reports to the Administrative Body on at least a half-yearly basis, transmits to the aforementioned Bodies specific information on the adequacy and compliance with the Model, which has as its object:

- the activity completed;
- the results of the activity carried out;
- the planned corrective and improvement interventions and their implementation status.

In the event that the entity does not opt for the option provided for in art. 6, paragraph 4 bis, of the Decree, the Supervisory Body informs the Board of Auditors in the event of violation of the Model by individuals who hold the position of members of the Administrative Body, in order for the Board to adopt the initiatives deemed appropriate in relation to the specific case, in compliance with current legislation.

In any case, the Board of Statutory Auditors will be required to implement the necessary initiatives prescribed by law to protect the Company, its shareholders, corporate creditors and third parties.

6.9.2 Information flows to the Supervisory Body



Article 6, paragraph 2, letter d) of Legislative Decree no. 231/2001 requires the inclusion in the “Organization Model” of information obligations towards the Body responsible for supervising the functioning and compliance with the Model itself.

The obligation of a structured information flow is conceived as a tool to guarantee the supervisory activity on the efficacy and effectiveness of the Model and for the possible subsequent ascertainment of the causes that made it possible for the crimes envisaged by the Decree to occur.

The information provided to the Supervisory Body is intended to improve its control planning activities and does not involve a specific and systematic verification activity of all the phenomena represented.

The obligation of a structured information flow, aimed at corporate functions at risk of crime, must concern the following two macro areas:

- the results periodicals of the activity Of check from same email in being For give implementation to the models (summary reports of the activity carried out, monitoring activities, final indexes, etc.);
- the anomalie or typicality found in scope from the information available (to Done Not individually relevant considered could be takes on to different assessment in presence Of repetitiveness or extension of the area of event).

6.9.3 Types of information flows to the Supervisory Body

6.9.3.1 *Information flows to be carried out when events occur*

The Supervisory Body is the main recipient of any report from any person having relations with the Company (Employees, Office Managers, Corporate Bodies, external parties - meaning self-employed or parasubordinate workers, professionals, consultants, agents, suppliers, commercial partners, etc.) concerning events that could constitute a hypothesis of liability of the entity pursuant to the Decree.

By way of example and not limited to, the following information must be sent immediately to the Supervisory Body:

- information relating to the commission, or reasonable belief of commission, of the offenses to which the Decree is applicable, including the initiation of legal proceedings against managers/employees for offenses provided for in the Decree;
- violations of the rules of conduct or procedures contained in this Model.

In addition to the reports relating to the violations described above, the following information must be transmitted to the Supervisory Body without delay and without delay:

- provisions and/or information from judicial police bodies, or from any other authority, without prejudice to the confidentiality obligations imposed by law, from which it is clear that investigations are being carried out, even against unknown persons, for the offenses to which the Decree is applicable, if such investigations involve the Company or its Employees or Corporate Bodies or in any case the liability of the Company itself;
- the reports prepared by the company functions as part of their control activity, from which facts, acts, events or omissions may emerge with profiles of serious criticality with respect to compliance with the provisions of the Decree;



- the disciplinary proceedings initiated or, in the event that such violations are committed by non-employees, the disciplinary initiatives undertaken.

Furthermore, each Office to which a specific role is assigned in a phase of a sensitive process must promptly report to the Supervisory Body any of its own behaviors that are significantly different from those described in the process and the reasons that made such deviation necessary or appropriate.

6.9.3.2 *Periodic information flows*

The Supervisory Body exercises its control responsibilities also through the analysis of systematic periodic information flows transmitted by the Office Managers and the Employer pursuant to Legislative Decree no. 81/2008 as well as, if existing, by the Supervisory Bodies of the controlled companies.

a) Information flows from the Heads of Sensitive Offices or Functions

On an annual basis, the heads of the Offices involved in the “sensitive” processes pursuant to the Decree or those in charge of Sensitive Functions, through a comprehensive self-diagnosis process on the activity carried out, certify the level of implementation of the Model with particular attention to compliance with the principles of control and conduct and the operating rules.

Through this formal self-assessment activity, they highlight any critical issues in the managed processes, any deviations from the indications dictated by the Model or more generally by the regulatory framework, the adequacy of the same regulation, with the highlighting of the actions and initiatives adopted or the plan for the solution.

The attestations of the Office Managers are sent annually to the Administrative Body which will archive the documentation, keeping it available to the Supervisory Body for which it will produce a report with the findings.

The methodology for the execution of the self-diagnosis process, which is part of the more general risk management process of the Company, is the subject of information to the Supervisory Body.

b) Information flows by the Employer pursuant to Legislative Decree no. 81/2008

The Employer's ordinary reporting flow pursuant to Legislative Decree no. 81/2008 to the Supervisory Body is focused on annual reports which communicate the outcome of the activities carried out in relation to the organization and the control carried out on the company health and safety management system.

6.9.4 Information flow management

The Organization is obliged not to disclose the news and information acquired in the exercise of its functions, ensuring their confidentiality and refraining from seeking and using them for purposes other than those indicated in art. 6 of Legislative Decree 231/01. In any case, all information in the possession of the Organization is treated in accordance with the legislation in force on the matter and, in particular, in accordance with the Personal Data Protection Code pursuant to Legislative Decree 30 June 2003, n. 196 and EU Regulation 2016/679.

The Supervisory Body must be equipped with an email address which must be communicated to each member of the company structure.



Reports may be received in any other way, and, in the event that there is no possibility of keeping a documentary record of the report (eg, verbal information), the Supervisory Body shall note the information in its meeting book at the first available meeting. The member who has become aware of the news shall promptly provide written information, including via email, to the other members.

The Supervisory Body evaluates the reports received and adopts any consequent measures at its reasonable discretion and responsibility, possibly hearing the author of the report and/or the person responsible for the alleged violation and justifying in writing any refusals to proceed with an internal investigation.

The Supervisory Body takes into consideration reports, even anonymous ones, which present factual elements.

The Company protects the whistleblowers from any form of retaliation, discrimination or penalization and ensures in any case the maximum confidentiality regarding their identity, without prejudice to legal obligations and the protection of the rights of the Company or of the persons accused wrongly and/or in bad faith.

7. THE WHISTLEBLOWING SYSTEM

“Whistleblowing” means a report to the Supervisory Body by a Company employee who, during his/her work activity, detects a possible fraud, a danger or another serious risk that could lead to a violation of the Model.

This last tool allows for the creation of a reporting system of real facts and/or behaviors that does not follow the hierarchical line and that allows personnel to report cases of violation of rules by others within the organization, without fear of retaliation. The obligations to inform about any behaviors contrary to the provisions contained in the Model fall within the broader duty of diligence and obligation of loyalty of the employee pursuant to articles 2104 and 2105 of the civil code.

The Company has taken steps to implement a whistleblowing mechanism, as an effective tool to prevent corruption and illegality in general, available to the entire internal organizational structure of the Company, making personnel responsible for taking action to combat illegality, reporting potentially illegal facts and/or events or irregularities of which they have become aware.

To this end, a specific procedure has been prepared and made known to all workers and/or collaborators of the company, PdQ 09 WB “Whistleblowing Management System” to which reference is made.

This procedure regulates the forms and methods of reporting by each worker/collaborator who becomes aware during and/or because of the performance of work duties or by reason of the employment/collaboration relationship of the commission or attempted commission of illicit conduct because it does not comply with the principles and provisions of the Organization and Management Model, the ethical values and behavioral rules established in the Company's Code of Ethics and the internal procedures of the Company, must proceed to report it.

In addition to the information system outlined above, which has a mandatory value, anyone who comes into possession of information relating to the commission of crimes or behavior deemed not in line with the provisions of this Model is required to immediately notify the Supervisory Body.



The above procedure ensures compliance with the principle of confidentiality of the whistleblower and the principle of direct relationship between knowledge of the fact found and the whistleblower, in the sense that only reports concerning facts found directly by the whistleblower and not based on current rumors will be taken into consideration.

In order to facilitate the flow of reports and information to the Supervisory Body, a specific Supervisory Body email address has been established which, in addition to the traditional means of communication already present, allows the Company's employees to report to the Supervisory Body any behavior that is not in line with the established behavioral standards, or to communicate any doubts and/or concerns regarding the application of the principles established by the Model in the performance of their work activities.

The reports received by the Supervisory Body are collected and stored in a special archive, which can only be accessed by members of the Body.

In any case, the SB will act in such a way as to protect the whistleblowers against any form of retaliation, discrimination or penalisation, also ensuring the confidentiality of the whistleblower's identity, without prejudice to legal obligations and the protection of the rights of the Company or of the persons involved, as well as the reputation of the person(s) reported.

8. THE DISCIPLINARY SYSTEM

The full functionality of the Organizational Model requires, in addition to the precautions necessary to eliminate or reduce the risk of commission of the underlying crimes, also particular attention to compliance with the prescribed conduct.

The conduct of employees and external parties (meaning self-employed or parasubordinate workers, professionals, consultants, agents, suppliers, commercial partners, etc.) that does not comply with the principles and rules of conduct prescribed in this Model - including the Code of Ethics, procedures and internal rules, which are an integral part of the Model - constitutes a contractual offense.

In light of the importance of compliance with the provisions contained in the organizational model, the Company, in order to react seriously to any behavior that could constitute a violation thereof, will adopt the following measures:

- with respect to employees, the sanctioning system established by the laws regulating the matter and provided for by the National Collective Agreement;
- towards all external subjects, the sanctioning system established by the contractual and legal provisions that regulate the matter.

Upon signing the contract, external parties will be required to sign specific clauses with which they will undertake to respect the Model adopted by MEDAC Srl and to submit to the relevant sanctioning system.

Example of clauses inserted within the contract:

- “Obligation to comply with the Organizational Model pursuant to Legislative Decree 231/2001 and the Code of Ethics



[External subject] is aware that MEDAC Srl has adopted and implements an Organization, Management and Control Model pursuant to Legislative Decree 231/2001, with the related Code of Ethics and Disciplinary System, which he declares to have read and understood.

[External Subject] adheres to the principles of the aforementioned Organization, Management and Control Model and its attachments and undertakes to respect its contents, principles and procedures and, in general, to refrain from any conduct capable of configuring the hypotheses of crime indicated in Legislative Decree 231/2001 (regardless of the actual commission of the crime or its punishability) and its subsequent amendments and additions and reported in the aforementioned Organization, Management and Control Model.

It also undertakes to respect and ensure that any of its collaborators respect all the principles contained in the aforementioned documentation and the Behavioral Protocols prepared by MEDAC Srl pursuant to Legislative Decree 231/2001 and attached to this contract. Violation of the rules set out in the Model and its attachments will constitute a serious breach of contract.

[External subject] hereby indemnifies MEDAC Srl for any sanctions or damages that may be incurred by the latter as a consequence of the violation of the aforementioned documents by [External subject] or by any of its collaborators.”

- “Resolution Clause and other sanctions

If [external subject], or its possible collaborators, violates the provisions of the Organization, Management and Control Model and its attachments adopted by MEDAC Srl, as well as in the event of commission of crimes under Legislative Decree 231/2001 by [External subject] or its possible collaborators, MEDAC Srl may warn it to punctually comply with the Model, as well as apply a penalty or proceed with the immediate termination of this contract with communication to be sent by registered mail or certified email depending on the seriousness of the violation as specified in the applicable Disciplinary System and Sanctioning Mechanisms. The termination will take immediate effect from the date of receipt of the communication. MEDAC Srl reserves, in any case, the power to take action for compensation for any damages suffered or to be suffered .”

- Reports pursuant to Legislative Decree 231/2001

[External subject] undertakes to report to the Supervisory Body of MEDAC Srl any violations of the principles contained in all the above-mentioned documents, according to the methods indicated in the Code of Ethics and in the Protocols attached to the contract.

The type and extent of each of the sanctions will be determined on the basis of the degree of imprudence, incompetence, negligence, fault or intentionality of the behavior relating to the action/omission, also taking into account any recidivism, as well as the work activity carried out by the interested party and the relative functional position, together with all other particular circumstances that may have characterized the fact.

In any case, the exercise of the power to sanction workers, whether self-employed or employed, will conform to the following principles:

- **proportionality** , the sanction imposed will be commensurate with the contested act;
- **adversarial** , the involvement of the interested party will always be ensured, who, after having received timely and specific notification of the charge, must be put in a position to be able to



adduce justifications in his own defense.

The sanction may be imposed regardless of the commission of the underlying crime underlying the violated procedure, or, the initiation of criminal proceedings against the entity. The principles and rules of conduct imposed by the Model are assumed by the Company in full autonomy and independently of the possible crimes that any conduct may determine and that the judicial authority has the task of ascertaining.

The verification of the adequacy of the sanctioning system, for the purposes of the Organizational Model, the constant monitoring of the procedures for imposing sanctions on employees, as well as the interventions against external parties are entrusted to the Supervisory Body, which also proceeds to report any infringements of which it becomes aware in the performance of its functions.

The procedure concerning the Disciplinary System and Sanctioning Mechanisms (Code 231-SDMS) is communicated to the staff through publication on the company intranet platform, as well as through posting in suitable company premises. The document specifies in detail the disciplinary measures to which anyone who does not comply with the organizational measures adopted is exposed, linking the applicable sanctions to each group of violations, in a perspective of increasing severity.

9. INFORMATION AND TRAINING

In compliance with the provisions of Legislative Decree 231/2001, the Company has made a specific commitment to widely disseminate - since its first adoption - the principles and provisions contained in the Model, also with a view to effectively implementing it.

The Company, therefore, periodically defines a specific communication and training plan aimed at ensuring broad dissemination to the Recipients of the principles and provisions contained in the Code of Ethics and in the Model and of the company procedures/rules of conduct relating to it, with suitable methods for ensuring their effective knowledge, taking care to operate a necessary diversification of in-depth study depending on the roles, responsibilities and tasks assigned as well as the scope of activity in which the individual Recipients operate.

9.1 Information

With regard to communication, the adoption and/or updating of the Model are communicated to all Recipients. In particular, the Company has provided specific methods of dissemination of the Model and the procedures/rules of conduct relating to it, to the Recipients within the Company (eg Employees).

new hires receive, upon hiring, together with the required remaining documentation, a copy of the Model, the Code of Ethics and access to the Procedures in use by the Company.

The new employee also signs the declaration with which he acknowledges having received such documents, both paper and electronic, having understood their function for the purposes of the Organizational Model, and complying with the provisions therein.

The documents are constantly updated in relation to the changes and/or additions that gradually occur within the scope of the legal regulations, jurisprudential and doctrinal orientations as well as updates to the Model and therefore constitute a useful and valid information support for the Company's personnel.

The adoption and updates of the Model are also communicated and disseminated to subjects external to the company (such as collaborators, suppliers, etc., in any case included in the definition of Recipients).



The formal commitment by the aforementioned subjects to respect the principles of the Code of Ethics and the Model are documented through the preparation of specific contractual clauses duly submitted to and accepted by the counterparties.

9.2 Training

The training activity organized by the Company is aimed at promoting knowledge of the legislation referred to in the Decree, to provide a comprehensive overview of the same, of the practical implications that such legislation entails. they descend as well as of the principles And of the contents on which Yes base The Model you everyone those That they are required to know them, observe them and respect them, contributing to them implementation.

The Company has planned specific training plans, built taking into account the many variables present in the reference context, such as:

- the characteristics of the recipients of the interventions formative, The They level And role organizational;
- the contents (in particular, the topics relevant to the role of the people involved in the sessions formative);
- the times of delivery, of implementation (preparation and duration of the interventions) as well as those of use (commitment of the subjects involved);
- the actions necessary for the correct support of the training intervention (promotion, support from hierarchical superiors, etc.).
- The courses are also structured according to the specific objectives they set themselves:
- general information and awareness raising;
- ad hoc training on specific topics (for example in the case of issuing new company procedures or updating existing ones) existing).

The training contents concern, in general, the regulatory provisions on administrative liability of the entities (And, Therefore, the consequences deriving from at the Society from the possible commission of illicit acts by persons acting on its behalf), the essential characteristics of the illicit acts provided for by the Decree and, more specifically, the principles contained in the Code of Ethics, in the Model and in the procedures/rules of conduct relating to it as well as the specific preventive purposes that the Model pursues in this regard context.

The training modules are structured in relation to the roles, functions and responsibilities of the individual Recipients and take into account, in particular, the risk level of the area of activity in which they operate.

The training plan takes shape, depending on the case and specific needs, in courses to be held in the classroom (both for general and technical-specific training). particular, For those That they operate in scope from the “areas of activity at risk of crime”, are defined as targeted meetings aimed at spreading knowledge of crimes, houses in point configurable in the specific brooms Of activity, of the principals Of check specific areas of expertise and illustrate the operating methods with which they must carry out daily activities.

THE contents formative I am adequately Updated in relation to the evolution from the regulations And of the Model. In particular, if significant changes occur (such as, for example, the extension of the



administrative liability of entities to new types of crimes that directly affect the Company or organizational changes within the same), a coherent integration of the same contents is carried out, also ensuring their use by the Recipients.

The training activity is adequately documented. In particular, participation in classroom training sessions is formalized through the request for a signature of presence.

The Organ Of Surveillance verify periodically the state Of implementation of the floor Of training And, if of the case, can ask checks specific on the implementation of the plans Of training, on the level Of knowledge and understanding acquired by the Recipients on the contents of the Decree, on the Code of Ethics, on the Model and on its operational implications within the scope of the activity corporate.

9.3 Health and safety at work

In accordance with the principles and values expressed in the Code of Ethics and the Model, the Company recognizes the relevance and centrality of the issues of safety and health of workers in the workplace in the performance of business activities and is committed to pursuing the constant improvement of company performance in compliance with the regulations on prevention and protection of health and safety in the workplace.

In this perspective, specific information and training initiatives are also carried out with specific reference to the prevention of accidents at work and, in general, risks to the health and safety of workers.

In compliance with current legislation and in accordance with the provisions of the Agreements between the State, Regions and Provinces of Trento and Bolzano pursuant to the Consolidated Safety Act, mandatory training courses are periodically organized on the topics of prevention and protection from risks relating to health and safety in the workplace, which vary depending on the users (eg Managers and employees of the Prevention and Protection Service, those in charge of managing emergencies, workers' safety representatives, managers, supervisors, etc.), as well as additional training initiatives aimed at workers who carry out specific tasks by virtue of the particular work activity they carry out.

The Risk Assessment Document (DVR) is also available which, as expressly provided for by the Consolidated Safety Act, illustrates the concepts of risk, damage, prevention, organization of corporate prevention, rights and duties of the various corporate subjects involved in matters of health and safety in the workplace, sector supervisory bodies, control, assistance, the risks related to the specific tasks of workers and possible damages as well as the consequent prevention and protection measures and procedures characteristic of the individual sector or department of the Company.

Also in order to ensure full compliance with all training and information obligations in matters of health and safety, the Company has deemed it compliant with its corporate policy to appoint a Head of the Prevention and Protection Service who, among other things, has the task of fulfilling the information, training and education obligations pursuant to articles 36 and 37 of Legislative Decree no. 81/2008.

9.4 Environmental protection

The Company places particular emphasis on environmental protection.

This commitment is confirmed in the Code of Ethics, which dictates a primary principle that must regulate the conduct of all those who, whether employees, consultants, managers or others, have relations with the Company: in particular, reference is made to the environment, as a primary value to



be protected and promoted, also through compliance with laws and technical regulations, as well as all the provisions, possibly dictated by the Company itself.

In pursuing these objectives, the Company undertakes to carry out constant awareness-raising activities among users, employees and all those with whom it has relationships.

These objectives also require a constant relationship with the Authority and a continuous process of training and awareness, as well as monitoring compliance with all protection measures.

10. THE CODE ETHICAL

The Code of Ethics contains the fundamental principles and values that inspire the Company in the pursuit of its objectives. goals social And represents to component founding of the Model And of the total control system internal.

The Code of Ethics was drawn up with the aim of clearly defining the set of principles and values recognised, accepted and shared, and the observance of which is fundamental for the regular performance of the from the activity, the reliability from the management And the image corporate, In the conviction that ethics in business conduct should be pursued as a condition for success the company.

In fact, the Code of Ethics expresses the ethical principles and fundamental values (such as, for example, loyalty, fairness, transparency, responsibility, good faith) which, permeating every process of daily work, constitute essential and functional elements for the correct carrying out of relationships at every level.

From this perspective, the principles contained in the Code of Ethics constitute the first safeguard on which the Model is based, as well as a useful interpretative reference in the concrete application of the same in relation to company dynamics, also for the purpose of making the exemption referred to in art. 6 of the Legislative Decree. 231/2001.

THE principles And the provisions of the Code Ethical I am binding For the Recipients: it Yes apply Not only at people tied at the Society from reports Of Work subordinate, but Also you everyone those That operate for/with the Company, regardless of the relationship - even temporary - that binds them to it (including the directors and mayors).

The Code Ethical establishes, Which principle essential of the work corporate, The respect from the laws and regulations in force and the ethical values commonly recognized in the conduct of business and establishes the principles which:

- all Recipients must comply with - in the daily performance of their work activities and/or their duties or functions;
- operations, behaviors and relationships, both internal and external to the Company, must be oriented same.

Following its adoption and subsequent amendments, the Code of Ethics has been adequately disseminated to the Recipients. Furthermore, the collaboration and supply contracts and, more generally, those having as their object the relations of business Of third parties with there Society I am states revised in way from contains to explicit reference to the Code Ethical (as well as to the Model from the Society) And from foresee That failure to comply of the provisions set out therein may constitute a breach of contractual obligations assumed.



The importance that the Code of Ethics has for the Company and its binding effectiveness are demonstrated by the provision of specific sanctions in the event of violation of the Code itself, as indicated in the paragraph relating to the sanctioning system.

11. THE “RISK AREAS OF ACTIVITY CRIME”

Based on the results of the risk identification activities carried out by the Company, the “areas of activity at risk of crime” have been identified, understood as company areas affected by potential cases of illicit conduct, reported in the Special Part of this Model.

