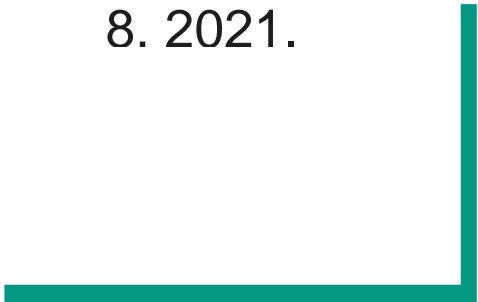


Organization, Management And Control Model

Pursuant to the Italian Legislative Decree No. 231 of June
8. 2021.



Approved by the Board of Directors on November 24, 2004, and updated by Board resolutions adopted on
12.19.2007, 12.22.2010, 01.15.2014, 12.20.2017, 06.12.2018 and 01.31.2022.

Index

DEFINITIONS AND ABBREVIATIONS	8
INTRODUCTION	10
1. THE ADOPTION OF THE FIORENTINI MODEL AND THE PURPOSES	11
2. THE RECIPIENTS OF THE FIORENTINI MODEL	11
3. MODEL STRUCTURE	12
GENERAL SECTION.....	13
1. THE ITALIAN LEGISLATIVE DECREE 231 OF JUNE 8, 2001	14
1.1 THE GENERAL PRINCIPLES SET FORTH BY THE REGULATIONS	14
1.2 CRIMES AND ADMINISTRATIVE OFFENSES INVOLVING THE LIABILITY OF ENTITIES.....	15
1.3 THE SANCTIONS PROVIDED FOR IN THE DECREE	27
1.4 THE ADOPTION OF THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL AS AN EXEMPTION FROM THE ENTITY ADMINISTRATIVE LIABILITY.....	28
2. THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL OF FIORENTINI.....	31
2.1 INTERNAL ORGANIZATIONAL STRUCTURE OF FIORENTINI	31
2.2 THE INTERNAL CONTROL SYSTEM OF FIORENTINI	31
2.3 THE CONSTRUCTION AND SUBSEQUENT UPDATING OF THE FIORENTINI MODEL.....	32
2.4 MAPPING OF SENSITIVE ACTIVITIES	33
2.5 CODES OF CONDUCT	35
3. SUPERVISORY BODY	36
3.1 REQUIREMENTS FOR THE SUPERVISORY BODY OF FIORENTINI	36
3.2 THE CAUSES OF INELIGIBILITY, REVOCATION, SUSPENSION AND DISQUALIFICATION.....	37
3.3 DUTIES OF THE SUPERVISORY BODY.....	38
3.4 THE REPORTING ACTIVITY OF THE SUPERVISORY BODY.....	39
3.5 INFORMATION FLOWS RELATED TO THE SUPERVISORY BODY	39

3.6	WHISTLEBLOWING AND THE PROTECTION OF THE WHISTLEBLOWER	41
4.	KNOWLEDGE AND TRAINING ON THE OMCM	43
4.1	GENERAL PROVISIONS	43
4.2	INITIAL COMMUNICATION.....	43
4.3	STAFF TRAINING	43
4.4	INFORMATION TO CONSULTANTS, COLLABORATORS AND SUPPLIERS.....	44
5.	THE SANCTIONING AND DISCIPLINARY SYSTEM.....	45
5.1	GENERAL PROFILES.....	45
5.2	MEASURES FOR NON-COMPLIANCE BY THE EMPLOYEES	45
5.3	SANCTIONS AGAINST MANAGERS.....	47
5.4	SANCTIONS AGAINST MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS.....	47
5.5	MEASURES FOR NON-COMPLIANCE BY NON-EMPLOYEES	48
5.6	MEASURES FOR INFRINGEMENT OF THE PROTECTION MEASURES OF THE WHISTLEBLOWER AND OF THOSE WHO MAKE UNFOUNDED REPORTS WITH INTENT OR SERIOUS NEGLIGENCE	48
6.	DISSEMINATION OF THE OMCM WITHIN THE GROUP	49
6.1	SUBSIDIARIES INCORPORATED UNDER ITALIAN LAW	49
6.1.1	ADOPTION OF THE 231 MODEL	49
6.1.2	ADOPTION OF THE CODE OF ETHICS.....	49
6.1.3	Supervisory Body	49
6.2	AFFILIATES INCORPORATED UNDER ITALIAN LAW	50
6.3	SUBSIDIARIES INCORPORATED UNDER FOREIGN LAW.....	50
	SPECIAL SECTION.....	51
7.	ESTABLISHMENT OF SPECIFIC CODES FOR THE FORMATION AND IMPLEMENTATION OF DECISIONS IN RELATION TO THE CRIMES TO BE PREVENTED	52
7.1	INTRODUCTION	52
7.2	GENERAL CONTROL PRINCIPLES	52
8.	MANAGEMENT OF THE FINANCIAL RESOURCES.....	55

8.1	INTRODUCTION	55
8.2	RECIPIENTS	55
8.3	SPECIFIC CODES OF CONDUCT	55
SPECIAL SECTION A - CODES OF CONTROL AND CONDUCT IN RELATION TO CRIMES AGAINST THE PUBLIC ADMINISTRATION AND ITS ASSETS, CRIMES OF CORRUPTION AMONG PRIVATE INDIVIDUALS AND INCITEMENT TO CORRUPTION AMONG PRIVATE INDIVIDUALS, CRIMES OF INDUCING NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO JUDICIAL AUTHORITIES		
		58
1.	INTRODUCTION.....	58
2.	RELEVANT CRIMES	58
3.	MAIN ACTIVITIES AT RISK	64
4.	SPECIFIC CODES OF CONDUCT	64
5.	OTHER PROCEDURES.....	72
6.	INFORMATION FLOWS TO THE SUPERVISORY BODY	73
SPECIAL SECTION B - CODES OF CONTROL AND CONDUCT IN RELATION TO COMPUTER CRIMES AND UNLAWFUL DATA PROCESSING, AS WELL AS CRIMES RELATED TO COPYRIGHT INFRINGEMENT		
		75
1.	INTRODUCTION.....	75
2.	RELEVANT CRIMES	75
3.	MAIN ACTIVITIES AT RISK	78
4.	SPECIFIC CODES OF CONDUCT	78
5.	OTHER PROCEDURES.....	82
6.	INFORMATION FLOWS TO THE SUPERVISORY BODY	82
SPECIAL SECTION C - CODES OF CONTROL AND CONDUCT IN RELATION TO ORGANIZED CRIME, INCLUDING AT A TRANSNATIONAL LEVEL, AND CRIMES WITH THE PURPOSE OF TERRORISM AND SUBVERSION OF THE DEMOCRATIC ORDER		
		83
1.	INTRODUCTION.....	83
2.	RELEVANT CRIMES	83
3.	MAIN ACTIVITIES AT RISK.....	86
4.	SPECIFIC CODES OF CONDUCT	86

5. OTHER PROCEDURES.....	87
6. INFORMATION FLOWS TO THE SUPERVISORY BODY	87
SPECIAL SECTION D - CODES OF CONTROL AND CONDUCT IN RELATION TO CRIMES AGAINST INDUSTRY AND TRADE	
1. INTRODUCTION.....	89
2. RELEVANT CRIMES	89
3. MAIN ACTIVITIES AT RISK.....	90
4. SPECIFIC CODES OF CONDUCT	90
5. OTHER PROCEDURES.....	92
6. INFORMATION FLOWS TO THE SUPERVISORY BODY	92
SPECIAL SECTION E - CODES OF CONTROL AND CONDUCT IN RELATION TO CORPORATE CRIMES.....	
1. INTRODUCTION.....	93
2. RELEVANT CRIMES	93
3. MAIN ACTIVITIES AT RISK.....	95
4. SPECIFIC CODES OF CONDUCT	95
5. OTHER PROCEDURES.....	99
6. INFORMATION FLOWS TO THE SUPERVISORY BODY	99
SPECIAL SECTION F - CODES OF CONTROL AND CONDUCT IN RELATION TO THE CRIMES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING AND USE OF MONEY, ASSETS OR BENEFITS OF UNLAWFUL ORIGIN, AND SELF-LAUNDERING.....	
1. INTRODUCTION.....	100
2. RELEVANT CRIMES	100
3. MAIN ACTIVITIES AT RISK.....	101
4. SPECIFIC CODES OF CONDUCT	102
5. OTHER PROCEDURES.....	103
6. INFORMATION FLOWS TO THE SUPERVISORY BODY	103
SPECIAL SECTION G - CODES OF CONTROL AND CONDUCT IN RELATION TO THE CRIMES OF MANSLAUGHTER AND SERIOUS OR VERY SERIOUS PERSONAL INJURIES, COMMITTED	

IN BREACH OF THE ACCIDENT-PREVENTION RULES AND OF THE RULES ON OCCUPATIONAL HEALTH AND SAFETY	104
1. INTRODUCTION.....	104
2. RELEVANT CRIMES	104
3. MAIN ACTIVITIES AT RISK	106
4. SPECIFIC CODES OF CONDUCT	107
5. OTHER PROCEDURES.....	110
6. INFORMATION FLOWS TO THE SUPERVISORY BODY	110
SPECIAL SECTION H - CODES OF CONTROL AND CONDUCT IN RELATION TO ENVIRONMENTAL CRIMES	111
1. INTRODUCTION.....	111
2. RELEVANT CRIMES	111
3. MAIN ACTIVITIES AT RISK	115
4. SPECIFIC CODES OF CONDUCT	115
5. OTHER PROCEDURES.....	117
6. INFORMATION FLOWS TO THE SUPERVISORY BODY	117
SPECIAL SECTION I - CODES OF CONTROL AND CONDUCT IN RELATION TO CRIMES AGAINST THE INDIVIDUAL PERSONALITY AND THE CRIME OF EMPLOYMENT OF THIRD- COUNTRY NATIONALS WHOSE STAY IS IRREGULAR.....	118
1. INTRODUCTION.....	118
2. RELEVANT CRIMES	118
3. MAIN ACTIVITIES AT RISK	121
4. SPECIFIC CODES OF CONDUCT	121
5. OTHER PROCEDURES.....	123
6. INFORMATION FLOWS TO THE SUPERVISORY BODY	123
SPECIAL SECTION L - CODES OF CONTROL AND CONDUCT IN RELATION TO TAX CRIMES	124
1. INTRODUCTION.....	124
2. RELEVANT CRIMES	124

3.	MAIN ACTIVITIES AT RISK	128
4.	SPECIFIC CODES OF CONDUCT	128
5.	OTHER PROCEDURES.....	128
6.	INFORMATION FLOWS TO THE SUPERVISORY BODY	129
SPECIAL SECTION M - CODES OF CONTROL AND CONDUCT IN RELATION TO SMUGGLING CRIMES.....		130
1.	INTRODUCTION.....	130
2.	RELEVANT CRIMES	130
3.	MAIN ACTIVITIES AT RISK.....	132
4.	SPECIFIC CODES OF CONDUCT	132
5.	OTHER PROCEDURES.....	133
6.	INFORMATION FLOWS TO THE SUPERVISORY BODY	134
ANNEX 1 – BACKGROUND CHECK PROCEDURE		135
ANNEX 2 - STAFF SELECTION AND HIRING PROCEDURE.....		137

DEFINITIONS AND ABBREVIATIONS

Except as it may from time to time be otherwise patent from the specific context, in the Model, the terms indicated by capitalized initials shall have the following meanings:

Sensitive Activities: Corporate activities within whose scope opportunities, conditions and instruments may potentially arise for the commission of crimes.

CCNL: The contract applied to Pietro Fiorentini S.p.A. employees, i.e. the National Collective Bargaining Agreement (in Italian: *contratto collettivo nazionale di lavoro*) for the Metalworking Industry.

Code of Ethics: The Group Code, containing the general principles and rules of conduct to be observed by all internal and external parties having directly or indirectly a relationship with the Company. The Code of Ethics aims at recommending, promoting or prohibiting certain behaviors, regardless and independently from what is provided for by the regulations and laws in force, and outlines internal deontology principles that the Group recognizes as its own.

Collaborators: Whoever has non-subordinate collaborative relationships with the Company, as well as commercial representation and other relationships that take the form of non-subordinate professional service, having a continuous or occasional nature, such as agents, commercial or noncommercial consultants, business brokers and the like, subcontractors in the framework of private and public orders, suppliers as well as those who, by virtue of specific mandates and proxies, represent the Company towards third parties.

Board of Directors (also BoD): The Board of Directors of Pietro Fiorentini S.p.A.

Decree or Legislative Decree 231/2001: The Italian Legislative Decree No. 231 of June 8, 2001, on the “Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of September 29, 2000,” in its version from time to time in force.

Recipients: Those persons to whom the provisions of the Model do apply and who are listed in Section 2.2.

Employees: Whoever is subject to the direction or supervision of individuals who hold representation, administration, or management positions within the Company, i.e., all those who have an employment relationship of any kind whatsoever with the Company, as well as workers with para-subordinate employment contracts.

Suppliers: Those subjects who provide goods or services to Pietro Fiorentini.

Group: The Company and all its subsidiaries and affiliates, as well as permanent establishments and representative offices.

Person in Charge of a Public Service: For the purposes of criminal law, the person who, in any capacity whatsoever, performs a public service, to be understood as an activity regulated in the same

forms as a public office, but characterized by the lack of powers typical of the latter provided for by Article 358 of the Italian Criminal Code.

Model or OMCM: This Organization, Management and Control Model adopted pursuant to Articles 6 and 7 of the Legislative Decree 231/2001.

Legal Metrology and Inspection Body (also IB): A Legal Metrology and Inspection Body pursuant to the Italian Ministerial Decree No. 93 of April 21, 2017.

Supervisory Body (also SB): The Supervisory Body of the Entity entrusted with autonomous initiative and control powers, having the task of supervising the adequacy, functioning, and observance of the Model, as well as of taking care of its updating.

Partner: Entities with which the Company intends to come to any form of partnership (through, for example, the establishment of a joint-venture, including in the form of a temporary joint-venture, a consortium, a local company, etc.) and intended to cooperate with the Company.

Codes: Control aids adopted by the Company, in accordance with the provisions of Article 6, paragraph 2, letter b), of the Decree, containing a set of control and behavior rules and principles deemed appropriate to prevent the risk of commission of the Predicate Offenses within the framework of the Sensitive Activities identified by the Company.

Public Administration or PA: With reference only to the contractual relationships that the Company entertains and for the purposes of this OMCM, PA means all public law entities (territorial entities, public law bodies, as defined by the Consolidated Code on public employment, Italian Legislative Decree 165/2001) but also private law entities, which perform a public function or are concessionaires of a public service as defined by the current Code on Public Contracts (Italian Legislative Decree 50/2016, so-called "Public Contracts Code"), regardless of whether they are national, EU or non-EU entities.

Public Official: For the purposes of criminal law, whoever exercises a legislative, judicial or administrative public function pursuant to Article 357 of the Italian Criminal Code.

Predicate Offenses or Crimes: The crimes referred to in the Decree and in the legislation that expressly refers to the Legislative Decree 231/2001.

Company or Pietro Fiorentini: Pietro Fiorentini S.p.A. with registered head office in Arcugnano (VI), via Enrico Fermi 8/10, Italy.

INTRODUCTION

The company Pietro Fiorentini Impianti Metano was established in Bologna in January 1940. The company entrepreneurial initiative was set into the Italian energy development stage, first through the production of small equipment for domestic gas consumption, and later with gas distribution systems and plants for factories in the Milan area.

Over the years, the range of production and services has been diversified widely, going from the production of medium- and low-pressure systems, to high-pressure plant engineering, oilfield applications, process systems, metering and remote sensing systems, as well as, most recently, to the next generation technologies for the so-called “renewable” energy. All this was possible thanks to in-house research and development activities, as well as the acquisition of external companies.

Production caters, nationally and internationally, to gas transportation and distribution companies, industrial customers, oil companies, as well as to so-called Italian and foreign “main contractors” within the framework of larger projects. Lately, biogas technologies have broadened the type of customers to landowners and/or farm operators in Italy and abroad.

Fiorentini boasts a worldwide reach through a network of subsidiaries and affiliates, manufacturing and trading companies, permanent establishments and representative offices, as well as a network of distributors, representatives, and agents. The company also has to its credit collaborations and partnerships with foreign manufacturing companies, both in order to participate jointly in calls for tenders in Italy and abroad and to activate the local production in order to serve the local market directly (e.g. through contractual joint-ventures or special technology transfer and/or licensing contracts).

Over the time, the entire structure of the Fiorentini corporate Group has undergone various transformations in response to market needs and geopolitical conditions, always observing the principle of transparency. To deal with countries with a less democratic attitude but featuring more opportunities in the upstream sector, in 2011, a sub-holding company was established in the Netherlands entrusted not only with the function of holding investments but also with due diligence and compliance verification functions - not only with reference to the Decree 231 - so as to keep its performance strictly monitored at all times. This sub-holding is being liquidated as, little by little, the various companies it held have been closed due to lack of business. At the same time, however, in response to the need to separate the traditional business, i.e. oil and mainly gas, from the more innovative renewable energy business, it was very recently decided to set up an Italian sub-holding company, PF Venture S.p.a., holding the investments in the various start-ups and companies operating in this sector.

The Company internal organization has also undergone and is undergoing substantial changes aimed at correctly representing the existing value and process flows.

1. THE ADOPTION OF THE FIORENTINI MODEL AND THE PURPOSES

Fiorentini adopted and subsequently updated this OMCM following a complex activity which involved identifying Sensitive Activities with the aim of:

- Adapting its organizational structure to the provisions of the Decree.
- Checking the aids already in place within the Company in order to verify their effectiveness for the purposes of the Decree.
- Standardizing and strengthening the aids already in place at Fiorentini in order to bring them in line with Italian regulations, with particular reference to issues concerning the administrative liability of entities.
- Verifying the tools already used by the Company to counter violations of corporate procedures and rules of conduct and provide for the relevant sanctioning tools.
- Reinforcing the awareness of all those who work in the name and on behalf of Fiorentini concerning the risk of possibly incurring an offense, the commission of which is stigmatized, in a clear manner, by the Company as such circumstance is always contrary to its interests and principles even when, apparently, the Company could derive an immediate or even only indirect economic advantage.
- Intervening promptly to prevent or counteract even the slightest attempt to commit the offenses themselves through constant monitoring of the corporate activities.
- Improving the corporate governance and the image of the Company.

The OMCM was introduced at Fiorentini by resolution of the Board of Directors on November 24, 2004, and subsequently updated as a result of both corporate/organizational changes and changes in the statutory/regulatory environment. The BoD is responsible for the approval of updates and the subsequent additions to the OMCM.

The preparation and updating of this OMCM was also inspired by the Guidelines issued by Confindustria in March 2002 and most recently updated in June 2021.

2. THE RECIPIENTS OF THE FIORENTINI MODEL

The principles and provisions contained herein must be complied with by:

- The members of the Board of Directors and the Board of Statutory Auditors.
- The proxies and proxy holders acting in the name and on behalf of the Company.
- Employees and Executives.

- Collaborators and Suppliers, to the extent that the same may be involved in the performance of activities in which it is conceivable that one of the Predicate Offenses under the Decree may be committed.
- As well as by anyone acting under the direction or supervision of the senior management within the scope of their assigned duties and functions.

3. MODEL STRUCTURE

This document consists of a General Section and a Special Section.

The General Section describes the content of the Decree, the organizational structure of the Company, the methodology applied for the preparation, updating and dissemination of the OMCM, the role of the Supervisory Body and a description of the disciplinary system adopted by the Company in accordance with the Decree.

The Special Section, on the other hand, contains the general Codes, applicable to all corporate activities/processes identified as “sensitive”, as well as the specific Codes, which are deemed appropriate to prevent the risk of commission of the considered Crimes.

The rules contained in the OMCM complement those of the Code of Ethics, although the two systems are intended to be complementary rather than alternative to one another and meet different requirements. In fact, the Code of Ethics represents an instrument adopted and applicable independently, which aims at defining and promoting the principles of business ethics, while the OMCM responds to specific prescriptions contained in the Decree, aimed at preventing the commission of particular types of offenses and which may coincide, in many cases, with the prohibitions and behaviors imposed by the Code of Ethics.

GENERAL SECTION

1. THE ITALIAN LEGISLATIVE DECREE 231 OF JUNE 8, 2001

1.1 THE GENERAL PRINCIPLES SET FORTH BY THE REGULATIONS

The Decree introduced into our legal system the administrative liability of “*entities having legal personality, companies having legal personality, as well as companies and associations, including those without legal personality*” (Article 1, paragraph 2 of the Decree, hereinafter “**Entity**”). Its rules, however, do not apply to the “*State, public-territorial entities, other non-economic public entities, as well as to entities that carry out functions having a constitutional relevance*” (Article 1, paragraph 3 of the Decree).

In light of the case-law interpretation, the decree target audience also includes private-law companies that perform a public service (for example, under a concessionary relationship), as well as companies controlled by public administrations.

The Entity liability may exist only in the event of the commission or attempted commission of certain types of crimes or administrative offenses listed exhaustively in the Decree (so-called “*Predicate Offenses*”) by any of the following qualified individuals:

- Persons who hold positions involving the representation, administration or management of the Entity or of one of its Organizational Units having financial and functional autonomy, who exercise, even *de facto*, the management and control thereof (so-called “**Senior Executives**”).
- Persons “subject” to the direction or supervision by the Senior Executives.

Moreover, the Entity may be held liable for the offense in question, if the crime was committed in its interest or to its benefit. If the interest of the Entity is missing altogether because the qualified person acted to attain an interest that is exclusively his or her own interest or that of a third party, the Entity is not liable. On the contrary, should an interest of the Entity - albeit partial or marginal - do exist, the offense resulting from the involved crime is considered occurred even if it did not result in any benefit to the Entity, which may at most benefit from a reduction in the fine.

While in intentional Predicate Offenses the event of the crime may well correspond to the interest of the Entity, the same cannot be said in the case of negligent Predicate Offenses, given the “non intentional” nature that characterizes the latter. Consider, for example, crimes related to occupational health and safety, for which, the event of an injury or the death of the worker is unlikely to express the interest of the Entity or result into an advantage for the latter. Thus, in these cases, the interest or benefit rather refers to the conduct disregarding the precautionary rules. Therefore, the Entity interest or advantage could be found in savings on safety costs or in enhancing the speed of the execution of the works or in increasing the productivity by sacrificing the adoption of accident prevention safeguards, as recently reiterated by the Italian Court of Cassation (see also Court of Cassation, IV Criminal Section, judgement No. 16713/2018, Court of Cassation, IV Criminal Section, judgement No.

48779/2019, Court of Cassation, III Criminal Section, judgement No. 3157/2019, Court of Cassation, IV Criminal Section, judgement No. 3731/2020).

This is a liability which, despite having been defined by the legislator as “administrative”, has all the characteristics of the criminal liability given that:

- It follows from the commission of crimes.
- It is ascertained by the criminal judge (in the course of a proceeding in which the procedural provisions relating to the accused person are applied to the Entity, where compatible).

The liability of the Entity, pursuant to the Decree, adds to the (criminal) liability of the perpetrator and does not replace it: both the natural person and the legal person are therefore subject to criminal proceedings.

Furthermore, pursuant to article 8 of the Decree, the Entity liability also exists when:

- The perpetrator of the crime has not been identified or cannot be charged.
- The Crime is extinguished for a reason other than amnesty.

1.2 CRIMES AND ADMINISTRATIVE OFFENSES INVOLVING THE LIABILITY OF ENTITIES

The Entity liability exists only for those crimes (committed or attempted) expressly provided for by the legislator. In particular, these are:

Crimes against the Public Administration and its assets (articles 24 and 25 of the Decree):

- Embezzlement to the detriment of the State or any other public bodies (Article 316-*bis* of the Italian Criminal Code).
- Undue receipt of contributions, funding or other disbursements by the State or any other public bodies or by the European Communities (Article 316-*ter* of the Italian Criminal Code).
- Fraud to the detriment of the State or any other public bodies (Article 640, paragraph 2, No. 1, of the Italian Criminal Code).
- Aggravated fraud for obtaining public funds (Article 640-*bis* of the Italian Criminal Code).
- Computer fraud to the detriment of the State or any other public bodies (Article 640-*ter* of the Italian Criminal Code).
- Fraud in public provisioning (Article 356 of the Italian Criminal Code).
- Fraud against the European Agricultural Fund (Article 2 of the Italian Law No. 898 of 12/23/1986).
- Bribery (Article 317 of the Italian Criminal Code).
- Corruption for the exercise of the function (Article 318 of the Italian Criminal Code).
- Corruption for an act contrary to official duties (Article 319 of the Italian Criminal Code).
- Aggravating circumstances (Article 319-*bis* of the Italian Criminal Code).

- Corruption related to judicial acts (Article 319-*ter* of the Italian Criminal Code).
- Undue inducement to give or promise benefits (Article 319-*quater* of the Italian Criminal Code).
- Corruption of a person in charge of a public service (Article 320 of the Italian Criminal Code).
- Sanctions for the briber (Article 321 of the Italian Criminal Code).
- Incitement to corruption (Article 322 of the Italian Criminal Code).
- Embezzlement, bribery, undue inducement to give or promise benefits, corruption and incitement to corruption of members of the International Criminal Court or of the bodies of the European Communities and of officials of the European Communities and of foreign States (Article 322-*bis* of the Italian Criminal Code).
- Trafficking in illicit influences (Article 346-*bis* of the Italian Criminal Code).
- Embezzlement limited to the first paragraph (Article 314 of the Italian Criminal Code).
- Embezzlement by profit from the error of others (Article 316 of the Italian Criminal Code).
- Abuse of office (Article 323 of the Italian Criminal Code).

Computer crimes and unlawful data processing (Article **24-bis** of the Decree):

- IT documents (Article 491-*bis* of the Italian Criminal Code).
- Unauthorized access to an IT or telematic system (Article 615-*ter* of the Italian Criminal Code).
- Illegal possession and dissemination of access codes to IT or telematic systems (Article 615-*quater* of the Italian Criminal Code).
- Dissemination of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (Article 615-*quinquies* of the Italian Criminal Code).
- Unlawful wiretapping, impediment or interruption of computer or telematic communications (Article 617-*quater* of the Italian Criminal Code).
- Installation of equipment designed to intercept, prevent or interrupt computer or telematic communications (Article 617-*quinquies* of the Italian Criminal Code).
- Damage to information, data and computer programs (Article 635-*bis* of the Italian Criminal Code).
- Damage to information, data and computer programs used by the State or by any another public bodies or in any case of public utility (Article 635-*ter* of the Italian Criminal Code).
- Damage to computer or telematic systems (Article 635-*quater* of the Italian Criminal Code).
- Damage to computer or telematic systems of public utility (Article 635-*quinquies* of the Italian Criminal Code).
- Computer fraud of the electronic signature certifier (Article 640-*quinquies* of the Italian Criminal Code).
- Infringement of the rules on the perimeter of national cybersecurity (Article 1 paragraph 11, letter d), of the Italian Decree-Law No. 105 of 9/21/2019).

Organized crime offenses (Article **24-ter** of the Decree): -

- Association to commit crimes (Article 416 of the Italian Criminal Code).
- Association to commit crimes aimed at reducing people to slavery or at keeping them in slavery, the trafficking of persons, the purchase and alienation of slaves and crimes relating to violations of the provisions on illegal immigration pursuant to article 12 of the Italian Legislative Decree 286/1998 (Article 416, paragraph 6, of the Italian Criminal Code).
- Mafia-type criminal association, including with foreign ones (Article 416-*bis* of the Italian Criminal Code).
- Political-mafia electoral exchange (Article 416-*ter* of the Italian Criminal Code).
- Kidnapping for the purpose of extortion (Article 630 of the Italian Criminal Code).
- Association aimed at the illicit trafficking of narcotic or psychotropic substances (Article 74 of the Presidential Decree No. 309, of October 9, 1990).
- Illegal manufacture, introduction into the State, sale, transfer, possession and holding in a public place or in a place open to the public of war or war-type weapons or parts thereof, explosives, clandestine weapons and more common firearms (Article 407, paragraph 2, letter a), number 5), of the Italian Code of Criminal Procedure).

Crimes of forgery of currency, public credit instruments, revenue stamps, and identification instruments or signs (Article **25-bis** of the Decree):

- Counterfeiting of currency, as well as spending and introduction into the State, after agreement, of counterfeited currency (Article 453 of the Italian Criminal Code).
- Alteration of currency (article 454 of the Italian Criminal Code).
- Spending and introduction into the State, without agreement, of counterfeited currency (Article 455 of the Italian Criminal Code).
- Spending of counterfeited currency received in good faith (Article 457 of the Italian Criminal Code).
- Forgery of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeited revenue stamps (Article 459 of the Italian Criminal Code).
- Counterfeiting of watermarked paper used for the manufacture of public credit instruments or revenue stamps (Article 460 of the Italian Criminal Code).
- Manufacture or possession of watermarks or instruments intended for counterfeiting currency, revenue stamps or watermarked paper (Article 461 of the Italian Criminal Code).
- Use of counterfeited or altered revenue stamps (Article 464 of the Italian Criminal Code).
- Counterfeiting, alteration or use of trademarks or distinctive marks, or patents and designs (Article 473 of the Italian Criminal Code).
- Introduction into the State and trade of products with false signs (Article 474 of the Italian Criminal Code).

Crimes against industry and trade (Article **25-bis**, paragraph 1, of the Decree):

- Interference with the freedom of industry or trade (Article 513 of the Italian Criminal Code).
- Unlawful competition using threats or violence (Article 513-*bis* of the Italian Criminal Code).
- Fraud against national industries (Article 514 of the Italian Criminal Code).
- Fraud in the exercise of trade (Article 515 of the Italian Criminal Code).
- Sale of non-genuine foodstuffs as genuine ones (Article 516 of the Italian Criminal Code).
- Sale of industrial products with false signs (Article 517 of the Italian Criminal Code).
- Manufacture and trade of goods made by counterfeiting industrial property rights (Article 517-*ter* of the Italian Criminal Code).
- Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-*quater* of the Italian Criminal Code).

Corporate crimes (Article **25-ter** of the Decree):

- False corporate communications (Article 2621 of the Italian Civil Code).
- Misdemeanors (Article 2621-*bis* of the Italian Civil Code).
- False corporate communications of listed companies (Article 2622 of the Italian Civil Code).
- Impeded control (Article 2625, paragraph 2, of the Italian Civil Code).
- Undue return of contributions (Article 2626 of the Italian Civil Code).
- Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code).
- Illegal transactions on the stocks or shares of the company or the parent company (Article 2628 of the Italian Civil Code).
- Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code).
- Failure to disclose conflict of interest (Article 2629-*bis* of the Italian Civil Code).
- Fictitious capital formation (Article 2632 of the Italian Civil Code).
- Undue distribution of corporate assets by liquidators (Article 2633 of the Italian Civil Code).
- Bribery among private individuals (Article 2635, paragraph 3, of the Italian Civil Code).
- Incitement to corruption among private individuals (Article 2635-*bis* of the Italian Civil Code).
- Unlawful influence on the assembly (Article 2636 of the Italian Civil Code).
- Market rigging (Article 2637 of the Italian Civil Code).
- Obstruction of the exercise of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2, of the Italian Civil Code).

Crimes with the purpose of terrorism or subversion of the democratic order (Article **25-quater** of the Decree):

- Subversive associations (270 of the Italian Criminal Code).

- Associations aimed at purposes of terrorism, including international terrorism or the subversion of the democratic order, including aggravating and mitigating circumstances (Article 270-*bis* of the Italian Criminal Code).
- Assistance to associates (Article 270-*ter* of the Italian Criminal Code).
- Enlistment for the purpose of terrorism, including international terrorism (Article 270-*quater* of the Italian Criminal Code).
- Transfer organization for the purpose of terrorism (Article 270-*quater*, paragraph 1, of the Italian Criminal Code).
- Training for activities for the purpose of terrorism, including international terrorism (Article 270-*quinquies* of the Italian Criminal Code).
- Financing of behaviors for the purpose of terrorism (Article 270-*quinquies*, paragraph 1, of the Italian Criminal Code).
- Misappropriation of seized property or money (Article 270-*quinquies*, paragraph 2, of the Italian Criminal Code).
- Behaviors for the purpose of terrorism (Article 270-*sexies* of the Italian Criminal Code).
- Attack for terrorist or subversive purposes (Article 280 of the Italian Criminal Code).
- Act of terrorism with deadly or explosive devices (Article 280-*bis* of the Italian Criminal Code).
- Acts of nuclear terrorism (Article 280-*ter* of the Italian Criminal Code).
- Kidnapping for the purpose of terrorism or subversion (Article 289-*bis* of the Italian Criminal Code).
- Kidnapping for the purpose of coercion (Article 289-*ter* of the Italian Criminal Code).
- Incitement to commit any of the crimes provided for in chapters one and two (Article 302 of the Italian Criminal Code).
- Political conspiracy by agreement (Article 304 of the Italian Criminal Code).
- Political conspiracy by association (Article 305 of the Italian Criminal Code).
- Armed gang: formation and participation (Article 306 of the Italian Criminal Code).
- Assisting participants in conspiracy or armed gang (Article 307 of the Italian Criminal Code).
- Possession, hijacking and destruction of an aircraft (Article 1 of the Italian Law No. 342/1976).
- Damage to ground installations (Article 2 of the Italian Law No. 342/1976).
- Sanctions (Article 3 of the Italian Law No. 422/1989).
- Active repentance (Article 5 of the Italian Legislative Decree No. 625/1979).
- New York Convention of December 9, 1999 (Article 2).

Crime of female genital mutilation practices (Article **25-*quater***, paragraph 1, of the Decree):

- Female genital mutilation practices (Article 583-*bis* of the Italian Criminal Code).

Crimes against the individual personality (Article **25-quinquies** of the Decree):

- Reduction to or keeping in slavery or servitude (Article 600 of the Italian Criminal Code).
- Child prostitution (Article 600-*bis* of the Italian Criminal Code).
- Child pornography (Article 600-*ter* of the Italian Criminal Code).
- Possession of pornographic material (Article 600-*quater* of the Italian Criminal Code).
- Virtual pornography (Article 600-*quater*, paragraph 1, of the Italian Criminal Code).
- Tourism initiatives aimed at the exploitation of child prostitution (Article 600-*quinquies* of the Italian Criminal Code).
- Trafficking in persons (Article 601 of the Italian Criminal Code).
- Purchase and alienation of slaves (Article 602 of the Italian Criminal Code).
- Illicit intermediation and exploitation of labor (Article 603-*bis* of the Italian Criminal Code).
- Grooming of children (Article 609-*undecies* of the Italian Criminal Code).

Market abuse offenses (Article **25-sexies** of the Decree):

- Insider dealing (Article 184 of the Italian Legislative Decree No. 58 of February 24, 1998 - TUF, Consolidated Code on Finance).
- Market manipulation (Article 185 TUF).
- Prohibition of market manipulation (Article 15 of the Regulation (UE) 596/2014).
- Administrative Offenses (Article 187-*quinquies* TUF).
- Prohibition of insider dealing and of unlawful disclosure of inside information (Article 14 of the Regulation (UE) 596/2014).

Crimes of manslaughter and serious or very serious personal injuries, committed in breach of the rules on occupational health and safety (Article **25-septies** of the Decree):

- Manslaughter (Article 589 of the Italian Criminal Code).
- Negligent personal injury (Article 590 of the Italian Criminal Code).

Crimes of receiving stolen goods, money laundering, and use of money, assets or benefits of unlawful origin (Article **25-octies** of the Decree):

- Receiving stolen goods (Article 648 of the Italian Criminal Code).
- Money laundering (Article 648-*bis* of the Italian Criminal Code).
- Use of money, assets or benefits of unlawful origin (Article 648-*ter* of the Italian Criminal Code).
- Self-laundering (Article 648-*ter*, paragraph 1, of the Italian Criminal Code).

Crimes relating to non-cash payment instruments (Article **25-octies**, paragraph 1, of the Italian Legislative Decree No. 231/2001) [article added by means of the Italian Legislative Decree No. 184/2021]:

- Misuse and forgery of non-cash payment instruments (Article 493-*ter* of the Italian Criminal Code).
- Possession and dissemination of computer equipment, devices or programs aimed at committing crimes regarding non-cash payment instruments (Article 493-*quater* of the Italian Criminal Code).
- Computer fraud aggravated by the carrying out of a transfer of money, monetary value or virtual currency (Article 640-*ter* of the Italian Criminal Code).
- Other facts on payment instruments other than contracts.

Copyright infringement crimes (Article **25-novies** of the Decree):

- Crimes referred to in the preceding items committed on others works not intended for publication if their honor or reputation is offended (Article 171, paragraph 3, of the Italian Law No. 633/1941).
- Making available to the public, in a system of telematic networks, through connections of any kind, a protected intellectual work, or a part thereof (Article 171, paragraph 1, letter a) *bis*, of the Italian Law No. 633/1941).
- Unauthorized duplication, for profit, of computer programs; import, distribution, sale or possession for commercial or entrepreneurial purposes or renting of programs contained in media not marked by the SIAE; preparation of means to remove or circumvent the protection means of computer programs (Article 171-*bis*, paragraph 1, Law No. 633/1941).
- Reproduction, transfer to another medium, distribution, communication, public presentation or demonstration, of the contents of a database; database extraction or reuse; distribution, sale or rental of databases (Article 171-*bis*, paragraph 2, of the Italian Law No. 633/1941).
- Abusive duplication, reproduction, transmission or dissemination in public by any process, in whole or in part, of intellectual works intended for the television, film, sale or rental circuit of disks, tapes or similar media or any other media containing phonograms or videograms of assimilated musical, cinematographic or audiovisual works or sequences of moving images; literary, dramatic, scientific or educational, musical or dramatic-musical, and multimedia works, even if included in collective or composite works or databases; unlawful reproduction, duplication, transmission or dissemination, sale or trade, transfer for any reason whatsoever or unlawful importation of more than fifty copies or specimens of works protected by copyright and related rights; placement in a system of telematic networks, through connections of any kind whatsoever, of an intellectual work protected by copyright, or part thereof (Article 171-*ter* of the Italian Law No. 633/1941).

- Failure to notify to the SIAE the identification data of media not subject to marking or false declaration (Article 171-*septies* of the Italian Law No. 633/1941).
- Fraudulent production, sale, import, promotion, installation, modification, and use for public and private purposes of devices or parts of devices suitable for decoding audiovisual transmissions with conditional access made over the air, by satellite, by cable, in both analog and digital form (Article 171-*octies* of the Italian Law No. 633/1941).

Crime of inducement not to make statements or to make false statements to the judicial authority (Article 25-*decies* of the Decree):

- Inducement not to make statements or to make false statements to judicial authorities (Article 377-*bis* of the Italian Criminal Code).

Environmental crimes (Article 25-*undecies* of the Decree):

These are crimes under the Italian Criminal Code and special laws. Mainly related to the commission of crimes under the Criminal Code:

- Environmental pollution (Article 452-*bis* of the Italian Criminal Code).
- Environmental disaster (Article 452-*quater* of the Italian Criminal Code).
- Negligent crimes against the environment (Article 452-*quinquies* of the Italian Criminal Code).
- Trafficking and abandonment of highly radioactive material (Article 452-*sexies* of the Italian Criminal Code).
- Aggravating circumstances (Article 452-*octies* of the Italian Criminal Code).
- Organized activities for illegal waste trafficking (Article 452-*quaterdecies* of the Italian Criminal Code).
- Killing, destroying, capturing, taking possession of specimens of protected wild animal or plant species (Article 727-*bis* of the Italian Criminal Code).
- Import, export, possession, use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (Article 1, 2, 3-*bis* and 6 of Italian Law No. 150/1992).
- Destruction or deterioration of habitat within a protected site (Article 733-*bis* of the Italian Criminal Code).

With reference to the crimes under the Italian Legislative Decree 152/2006 “*Environmental Regulations*”:

- Discharges of industrial wastewater containing hazardous substances; discharges to soil, subsoil and groundwater; discharge into the waters of the sea by ships or aircrafts (Article 137).
- Unauthorized waste management activities (Article 256, paragraph 1 a) and b), and paragraphs 3, 5 and 6).
- Pollution of soil, subsoil, surface water or groundwater (Article 257 of the Italian Legislative Decree No. 152/2006).

- Infringement of reporting, and mandatory records and forms keeping requirements (Article 258, paragraph 4, second sentence).
- Illegal waste trafficking (Article 259, paragraph 1).
- Organized activities for illegal waste trafficking (Article 452 *quaterdecies* of the Italian Criminal Code).
- False information on the nature, composition and chemical and physical characteristics of waste in the preparation of a waste analysis certificate; entering of a false waste analysis certificate into SISTRI; omission or fraudulent alteration of the hard copy of the SISTRI form - handling area in the transport of waste (Article 260-*bis* of the Italian Legislative Decree No. 152/2006).
- Sanctions (Article 279 of the Legislative Decree No. 152/2006).
- Intentional pollution caused by ships (Article 8 of the Italian Legislative Decree No. 202/2007).
- Negligent pollution caused by ships (Article 9 of the Italian Legislative Decree No. 202/2007).
- Cessation and reduction of the use of toxic substances (Article 3 of the Italian Law No. 549/1993).
- in connection with the commission of the crimes provided for in Law No. 150 of February 7, 1992, "*Regulations on the crimes relating to the application in Italy of the Convention on International Trade in Endangered Species of Wild Fauna and Flora, as well as rules for the marketing and possession of live specimens of mammals and reptiles that may pose a danger to public health and safety*", the following crimes are Predicate Offenses:
 - Import, export or re-export, sale, possession for the purpose of sale, transport, transit including on behalf of third parties, marketing, etc., in breach of the provisions of Council Regulation (EC) No. 338/97 of December 9, 1996, as implemented and amended, with reference to specimens belonging to the species listed in Annex A of the same Regulation, as amended (Article 1, paragraphs 1 and 2).
 - Import, export or re-export, sale, possession for the purpose of sale, transport, transit including on behalf of third parties, marketing, etc., under any customs procedure whatsoever, without the required certificate or permit (etc.) in breach of the provisions of Council Regulation (EC) No. 338/97 of December 9, 1996, as implemented and amended, with reference to specimens belonging to the species listed in Annexes B and C of the same Regulation, as amended, and unless the act constitutes a more serious crime (Article 2, paragraphs 1 and 2).
 - Possession of live specimens of mammals and reptiles from captive breeding that pose a danger to public health and safety, except as provided for in the Italian Law 157/1992 (Article 6, paragraph 4).
 - Forgery or alteration of certificates, licenses, import notifications, declarations, communications of information for the purpose of acquiring a license or certificate, use

of forged or altered certificates or licenses (Criminal Code crimes referred to in Article 3-*bis*, paragraph 1).

- Ozone- and atmosphere-related crimes provided for in Article 3, paragraph 6, of the Italian Law No. 549 of December 28, 1993, “*Measures to protect stratospheric ozone and the environment*”.
- In relation to the commission of the crimes provided for in the Italian Legislative Decree No. 202 of November 6, 2007, “*Implementation of Directive 2005/35/EC on ship-source pollution and on the introduction of penalties for infringements*” the following crimes constitute Predicate Offenses:
 - Intentional pollution (Article 8, paragraphs 1 and 2).
 - Negligent pollution (Article 9, paragraphs 1 and 2).

Pursuant to the Italian Decree-Law No. 136 of December 10, 2013, converted into Italian Law No. 6 of February 6, 2014, a new Article 256-*bis* has been introduced into the text of the Italian Legislative Decree No. 152 of April 3, 2006, entitled “*Illegal combustion of waste*”, which criminally sanctions the conduct of:

- Whoever sets fire to waste abandoned or deposited in an uncontrolled manner.
- Whoever deposits or abandons waste, or makes it the subject of cross-border trafficking with a view to its subsequent illegal burning.

This provision, despite not being specifically referred to by Article 25-*undecies* of the Decree, is of particular relevance with reference to administrative liability since, in the event of the commission (or attempted commission) of the aforementioned crime, it involves the liability (independent of that of the perpetrators) of the owner of the enterprise or of the person in charge of the activity however organized due to “*the failure to supervise the work of the material perpetrators of the crime that can in any case be traced back to the enterprise or the activity itself*”, providing for the application of the disqualification sanctions provided for in Article 9, paragraph 2, of the Decree.

Crime of employment of third-country nationals whose stay is irregular (Article 25-*duodecies* of the Decree):

- Provisions against illegal immigration (Article 12, paragraphs 3, 3-*bis* and 3-*ter* and 5, of the Italian Legislative Decree No. 286 of July 25, 1998 – Consolidated Act on Immigration).
- Employment of third-country nationals whose stay is irregular (Article 22, paragraph 12-*bis*, of the Consolidated Act on Immigration).

Crimes of racism and xenophobia (Article 25-*terdecies* of the Decree):

- Propaganda and incitement to commit racial, ethnic, and religious discrimination under Article 604-*bis* of the Italian Criminal Code.

Fraud in sports competitions, abusive gaming or betting and gambling exercised by means of prohibited devices (Article **25-quaterdecies**, of the Italian Legislative Decree No. 231/2001) [Article added by means of Italian Law No. 39/2019]:

- Abusive exercise of gambling or betting activities (Article 4 of the Italian Law No. 401/1989).
- Fraud in sports competitions (Article 1 of the Italian Law No. 401/1989).

Tax Crimes (Article **25-quinquesdecies**, of the Italian Legislative Decree No. 231/2001) [article added by means of the Italian Law No. 157/2019 and the Italian Legislative Decree No. 75/2020]:

- Fraudulent declaration through the use of invoices or other documents for fictitious operations (Article 2 of the Italian Legislative Decree No. 74/2000).
- Fraudulent declaration by means of other artifices (Article 3 of the Italian Legislative Decree No. 74/2000).
- Issuance of invoices or other documents for fictitious operations (Article 8 of the Italian Legislative Decree No. 74/2000).
- Concealment or destruction of accounting documents (Article 10 of the Italian Legislative Decree No. 74/2000).
- Fraudulent evasion of tax payment (Article 11 of the Italian Legislative Decree No. 74/2000).
- Inaccurate declaration (Article 4 of the Italian Legislative Decree No. 74/2000) [introduced by the Italian Legislative Decree No. 75/2020].
- Non-declaration (Article 5 of the Italian Legislative Decree No. 74/2000) [introduced by the Italian Legislative Decree No. 75/2020].
- Undue compensation (Article 10-*quater* of the Italian Legislative Decree No. 74/2000) [introduced by the Italian Legislative Decree No. 75/2020].

Smuggling (Article **25-sexiesdecies**, of the Italian Legislative Decree No. 231/2001) [article added by means of the Italian Legislative Decree No. 75/2020]:

- Smuggling of goods across land borders and customs spaces (Article 282 of the Italian Presidential Decree No. 43/1973).
- Smuggling of goods across border lakes (Article 283 of the Italian Presidential Decree No. 43/1973).
- Smuggling of goods by sea transport (Article 284 of the Italian Presidential Decree No. 43/1973).
- Smuggling of goods by air transport (Article 285 of the Italian Presidential Decree No. 43/1973).
- Smuggling in non-customs zones (Article 286 of the Italian Presidential Decree No. 43/1973).

- Smuggling for improper use of goods imported with customs facilities (Article 287 of the Italian Presidential Decree No. 43/1973).
- Smuggling in customs warehouses (Article 288 of the Italian Presidential Decree No. 43/1973).
- Smuggling in cabotage and goods movements (Article 289 of the Italian Presidential Decree No. 43/1973).
- Smuggling in the export of goods eligible for the reimbursement of fees and duties (Article 290 of the Italian Presidential Decree No. 43/1973).
- Smuggling during temporary import or export (Article 291 of the Italian Presidential Decree No. 43/1973).
- Smuggling of tobacco products processed abroad (Article 291-*bis* of the Italian Presidential Decree No. 43/1973).
- Aggravating circumstances of the crime of tobacco products processed abroad (Article 291-*ter* of the Italian Presidential Decree No. 43/1973).
- Association to commit crimes aimed at smuggling tobacco products processed abroad (Article 291-*quater* of the Italian Presidential Decree No. 43/1973).
- Other smuggling cases (Article 292 of the Italian Presidential Decree No. 43/1973).
- Smuggling aggravating circumstances (Article 295 of the Italian Presidential Decree No. 43/1973).

Liability of entities for administrative offenses resulting from the commission of crimes (Article 12 of the Italian Law No. 9/2013) [The following constitutes a prerequisite for entities operating within the virgin olive oil supply chain]:

- Trade in counterfeited or adulterated foodstuffs (Article 442 of the Italian Criminal Code).
- Adulteration and counterfeiting of foodstuffs (Article 440 of the Italian Criminal Code).
- Trade in harmful food substances (Article 444 of the Italian Criminal Code).
- Counterfeiting, alteration or use of distinctive marks of intellectual works or industrial products (Article 473 of the Italian Criminal Code).
- Introduction into the State and trade in products with false signs (Article 474 of the Italian Criminal Code).
- Fraud in the exercise of trade (Article 515 of the Italian Criminal Code).
- Sale of non-genuine foodstuffs as genuine ones (Article 516 of the Italian Criminal Code).
- Sale of industrial products with false signs (Article 517 of the Italian Criminal Code).
- Counterfeiting of geographical indications and designations of origin of agricultural and food products (Article 517-*quater* of the Italian Criminal Code).

Transnational crimes (Article 10 of the Italian Law No. 146 of March 16, 2006):

The following crimes are a prerequisite for the administrative liability of entities, if they are committed at a transnational level:

- Association to commit crimes (Article 416 of the Italian Criminal Code).
- Mafia-type criminal association (Article 416-*bis* of the Italian Criminal Code).
- Association to commit crimes for the purpose of smuggling tobacco products processed abroad (Article 291-*quater* of the Consolidated Act established by the Italian Presidential Decree No. 43 of January 23, 1973).
- Association aimed at the trafficking of narcotic drugs or psychotropic substances (Article 74 of the Consolidated Act established by the Italian Presidential Decree No. 309 of October 09, 1990).
- Provisions against illegal immigration (Article 12, paragraphs 3, 3-*bis*, 3-*ter* and 5, of the Consolidated Act established by the Italian Legislative Decree No. 286 of July 25, 1998).
- Inducement not to make statements or to make false statements to judicial authorities (Article 377-*bis* of the Italian Criminal Code).
- Aiding and abetting (Article 378 of the Italian Criminal Code).

The crimes and administrative offenses referred to above may entail the administrative liability of the Entity having its main head office in the Italian territory, even if they are committed abroad, provided that the State of the place where the act was committed does not proceed against them.

1.3 THE SANCTIONS PROVIDED FOR IN THE DECREE

The sanctions stipulated in Article 9 of the Decree to be imposed on Entities are as follows:

- i) **Monetary penalties:** They apply at all times, whenever the liability of the Entity is ascertained, and are determined by the criminal court through a system based on “shares” in a number not lower than one hundred nor exceeding one thousand.
The amount of a share ranges from a minimum of 258.00 EUR to a maximum of 1,549.00 EUR.
Reduced payment is not allowed.
Specifically, in establishing the extent of the financial penalty, the judge determines the number of shares taking into account the seriousness of the act, the degree of the Entity responsibility, as well as the activity carried out to eliminate or mitigate the consequences of the act and to prevent the commission of further offenses. The amount of the share, on the other hand, is set on the basis of the economic and equity situation of the Entity.
- ii) **Disqualification sanctions:** They may be applied for certain types of Crimes and for the most serious cases, i.e., when at least one of the following conditions is met:

- The Entity has derived a significant profit from the crime and the crime has been committed by persons in a senior position or by persons under the direction of others, when, in this case, the commission of the crime was determined or facilitated by serious organizational deficiencies.
- In case of repeated offences.

They result into:

- The disqualification from conducting business activities.
- The suspension and revocation of authorizations, licenses or concessions functional to the commission of the offense.
- The prohibition of contracting with the public administration (except to obtain the performance of a public service).
- The exclusion from benefits, funding, contributions or grants and the possible revocation of those granted.
- The ban on advertising goods or services.

Disqualification sanctions are not applied (or are revoked, if already applied as a precautionary measure), if the Entity, prior to the declaration of the opening of the first instance hearing, has:

- Compensated the damage or remediated it.
 - Eliminated the harmful or dangerous consequences of the crime (or, at least, made efforts to do so).
 - Made available to the judicial authority, for the confiscation, the profit of the crime.
 - Eliminated the organizational deficiencies that led to the crime, by adopting organizational models suitable for preventing the commission of new crimes.
- iii) **Confiscation:** It consists in the acquisition of the price or profit of the crime by the State or the acquisition of sums of money, goods or other assets having a value equivalent to the price or profit of the Crime. It does not, however, regard that part of the price or profit of the Crime that can be returned to the injured party. Confiscation is always ordered with a conviction judgment.
- iv) The **publication of the judgment** may be imposed when a disqualifying sanction is imposed on the Entity. It is carried out by posting the judgement in the municipality where the Entity has its main head office, as well as by publication on the website of the Italian Ministry of Justice.

1.4 THE ADOPTION OF THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL AS AN EXEMPTION FROM THE ENTITY ADMINISTRATIVE LIABILITY

The Decree expressly states that the Entity is liable only if it has not taken the necessary measures

to prevent the commission of the crimes listed above.

In particular, if the crime is committed by **Senior Executives**, the Entity **is held liable** if it fails to prove:

- To have adopted and effectively implemented, prior to the commission of the illegal act, “*organization, management and control models suitable to prevent crimes of the kind that occurred*” (Article 6, paragraph 1, letter A) of the Decree), without prejudice to the personal liability of those who committed the act.
- To have established a Supervisory Body provided with autonomous initiative and control powers, which has effectively supervised the compliance with the Model and taken care of its updating.
- That the crime was committed by a fraudulent circumvention of the Model by the unfaithful Senior Executive.
- That there has been no failed or insufficient supervision by the Supervisory Body regarding the Model.

If, on the other hand, the crime is committed by **individuals subject to the management or supervision of the Senior Executives**, the Entity is liable if the commission of the crime was made possible by the failure to comply with the management and supervision obligations. Said non-compliance is, in any case, excluded if the Entity, prior to the commission of the crime, adopted and effectively implemented a suitable Model for preventing crimes of the kind that occurred.

The legislator has therefore given exemptive value to the corporate organization, management and control models that are suitable for risk prevention, as well as adopted and effectively implemented.

The Decree also specifies the requirements that the models must meet. In particular:

- Identify, in relation to the nature and size of the organization, as well as the type of activity carried out, the activities within whose framework the crimes provided for in the Decree may be committed.
- Provide for specific codes aimed at planning the formation and implementation of the Entity decisions in relation to the crimes to be prevented.
- Identify suitable ways for managing the financial resources to prevent the commission of such crimes.
- Provide for information obligations towards the Supervisory Body responsible for supervising the operation of and compliance with the models.
- Introduce an appropriate disciplinary system to punish non-compliance with the measures outlined in the Model.

Finally, it should be considered that the Entity liability may also occur if the Predicate Offense is in the form of an attempt (Article 26 of the Decree), that is, when the acting individual performs acts that are unequivocally suitable for committing the crime and the action is not carried out or the event does not occur (Article 56 of the Italian Criminal Code). In such a case, the monetary and disqualification penalties are reduced by one-third to one-half.

In addition, the Entity is not liable when it voluntarily prevents the performance of the action or the occurrence of the event.

2. THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL OF FIORENTINI

2.1 INTERNAL ORGANIZATIONAL STRUCTURE OF FIORENTINI

The Company has adopted a traditional administration system with a Board of Directors and a Board of Statutory Auditors.

Fiorentini organizational structure then consists of the **General Management**, the two business units, namely the **“Systems Value Stream”** and the **“Components and Services Value Stream”**, within each of which all the functions of an ordinary production process are represented. There are also **Staff Functions**, which are strategic support functions for the organization and report to the Board of Directors.

Fiorentini has appointed from among its employees a number of **Proxy Holders** entrusted with special powers in the commercial and administrative fields; while it has entrusted the management of the financial resources to the Chief Executive Officer, assigning the performance of operations on current accounts to a few people from the administrative function, according to specific procedures and limits. There are also external control bodies appointed directly by the Board of Directors. These are, in particular, the Board of Statutory Auditors, the Supervisory Body appointed pursuant to the Legislative Decree 231/2001, the Auditing Firm, and the Quality, Safety, and Environment (QHSE) Certification Bodies.

Finally, in 2013, the Company established the Legal Metrology and Inspection Body pursuant to the Italian Ministerial Decree 75/2012 of the Ministry of Economic Development, replaced by the Ministerial Decree No. 93 of April 21, 2017, which is entrusted with the performance of periodic inspections (carried out exclusively in Italy) of gas meters and conversion devices pursuant to the same decree and the UNI CEI EN ISO/IEC 17020 standard.

In addition, to facilitate the export activities, Fiorentini has also obtained *the authorization to clearance at an approved/in-house place* in accordance with Article 139 of Regulation (EU) No. 952/2013 and Article 115 of Delegated Regulation (EU) No. 2446/2015 at for its sites in Arcugnano, Desenzano and Rosate. The same authorization, although never actually used, was also granted to Fiorentini for import purposes and only for the Arcugnano plant.

2.2 THE INTERNAL CONTROL SYSTEM OF FIORENTINI

The responsibility for the internal control system of Fiorentini rests with the Board of Directors, which sets its guidelines and periodically checks its adequacy and effective operation, ensuring that key business risks are properly identified and managed.

The Company has based its internal control system on the following main elements:

- a) *Code of Ethics.*

- b) *Procedural system*, consisting of procedures, manuals, operating instructions, and internal communications to which this OMCM refers, aimed at clearly and effectively regulating relevant processes and providing operating methods and control safeguards for the conduct of the business activities.

The Company has also attained several certifications both with reference to its management and procedural systems and in terms of its products or services. All certifications, at both corporate and product level, obtained by the Company and their updates are posted on the corporate website, to which reference shall be made (<https://www.fiorentini.com/en/>).

2.3 THE CONSTRUCTION AND SUBSEQUENT UPDATING OF THE FIORENTINI MODEL

The OMCM has been prepared and over time kept up-to-date by the corporate “Legal” function, which is delegated to do so, involving the “key owners” of the corporate processes and activities deemed sensitive. The Company, in the various updates, has also availed itself of the support of a group of external consultants having risk management, internal control, and criminal law expertise.

The work carried out by the Company in order to prepare and consequently update this OMCM took into account the requirements of the Decree (Article 6, paragraph 2) and, specifically, Fiorentini:

- a) “Identified the activities within whose framework the crimes [in question] may be committed”.

The Company has:

- Identified sensitive sectors/activities/areas, with reference to the Crimes referred to in the Decree, through the analysis of the most relevant corporate documents (by way of example: Chamber of Commerce certificates, organizational charts, corporate procedures, main contracts, Risk Assessment Document, etc.).
- Analyzed the sensitive sectors/activities/areas, thinking of the potential ways and means through which the Company, its administrative bodies, managers and employees and, in general, the persons covered by Article 5 of the Decree could commit the involved Crimes; this activity was carried out also through interviews with the concerned functions, such as, by way of example but not limited to, the managers of the purchasing, commercial, accounting and finance, HR, IT, HSE, R&D, etc. functions.

The interviews, which were also aimed at strengthening the process of raising awareness with respect to the provisions of the Decree, were documented with special minutes filed at the corporate Legal Department.

- Identified the existing internal rules and codes (mostly formalized) with reference to the sensitive sectors/activities/areas identified as being subject to the risk of Crime.

- b) “Provided for specific codes aimed at planning the formation and implementation of the Entity decisions in relation to the crimes to be prevented”.

With regard to this requirement, both general and specific Codes have been provided for in the individual Special Sections of the OMCM.

- c) “Identified suitable ways for managing the financial resources to prevent the commission of the crimes [in question]”.

In relation to this requirement, specific codes have been provided for in the Special Section “Management of the Financial Resources” of this OMC.

- d) “Provided for information obligations towards the Supervisory Body responsible for supervising the operation of and compliance with the models”.

With reference to this requirement, specific information flows have been provided for, distinguished into “Information” and “Reports”, as well as reports of “Information Flows to the Supervisory Body”.

- e) “Introduced an appropriate disciplinary system to punish non-compliance with the measures outlined in the Model”.

With reference to this requirement, the specific sanctioning system outlined below was implemented.

2.4 MAPPING OF SENSITIVE ACTIVITIES

In accordance with the provisions of the Decree and as outlined above, the activities that are most exposed to the commission of offenses were identified and the potential situations of wrongdoing that, taking into account the corporate current operations and the existing organizational structure, could arise were described.

For the purpose of defining the codes, the activities at risk of crime were then streamlined and a series of “sensitive activities” were thus identified, which group together activities at risk of crime and related operating processes with common characteristics, and which may therefore avail themselves of similar control aids.

The main corporate activities and processes that, at the moment, could provide an opportunity or way for the occurrence of the crimes covered by the Decree, are provided here below:

- a) Management of the relations with the PA for participating in public procurement opportunities by means of open, closed, negotiated procedures, competitive dialogues, private negotiations, for supplying goods or services to a PA body.
- b) Management of nonconformities related to contracts awarded following public procurement processes (e.g., application of delay penalties) and management of related out-of-court conflict resolution procedures.
- c) Management of the relations with the PA to obtain authorizations, certifications and licenses for the operation of the corporate activities, in case of inspections, audits and the like by the PA (e.g., local health units (ASL), Prefecture, Fire Department, SPISAL (Department of a local health unit

entrusted with the service of prevention and safety at the place of work), ISPSEL (Institute for the prevention and safety at the place of work), *Guardia di Finanza* (Italian fiscal police), *Agenzia delle Entrate* (Italian Internal Revenue Service), etc.) or to obtain ad hoc administrative measures.

- d) Management of judicial or arbitration proceedings at the Arbitration Chambers established for this purpose, as well as of the relations with the judicial authorities and arbitrators.
- e) Management of the relations with the PA for the disbursement of funding, mortgages, facilities, grants, etc..
- f) Management of the relations with the Inspection Body.
- g) Management of safety and hygiene at the place of work, at the corporate production and non-production facilities, at external construction sites (both in Italy and abroad).
- h) Management of resources during off-site travels in Italy and abroad.
- i) Management of labor or supply contracts within the corporate sites.
- j) Management of subcontracts, in both the public and private sector.
- k) Incorporation or corporate participation in companies in Italy and abroad.
- l) Management of financial resources, treasury, payments, including cash payments (including the granting of guarantees or lines of credit to customers, assignment of receivables, delegations to payment).
- m) Management of gifts, sponsorships and pocket money.
- n) Procurement of goods and services: selection of and management of the relations with Collaborators and Suppliers.
- o) Management and use of IT systems and the corporate website.
- p) Management of data remote reading systems.
- q) Research and development, as well as experimentation and design of new products.
- r) Management of the relations with competitors.
- s) Accounting management, preparation and registration of accounting records and financial statements, tax returns and related payments.
- t) Management of the relations with shareholders and other external supervisory bodies (such as Auditing Firm, Board of Statutory Auditors, Supervisory Body).
- u) Management of meeting activities, conduct and drawing up of the minutes concerning Meetings, capital transactions, and profit allocation resolutions.
- v) Extraordinary corporate transactions (such as mergers, demergers, underwriting of capital increases, etc.).
- w) Selection and recruitment of the staff.
- x) Management of staff salaries and wages and expense reimbursements.
- y) Management of the relations with agencies providing temporary employment services.

- z) Management of activities aimed at protecting the Environment (including the corporate management of the waste cycle, the management of the storage of the liquid odorant and its transfer at the customer premises).
- aa) Management of the principle of extended product liability.
- bb) Intra-group financial and trade activities.
- cc) Management of the invoicing process with reference to the active cycle.
- dd) Relations with central and territorial fiscal institutions.
- ee) Process for identifying and selecting freight forwarders.
- ff) Import and export activities, including temporary import and export, of goods from/to non-European countries.

2.5 CODES OF CONDUCT

Downstream of the risk assessment, the Company examined the safeguards already in place at the company, and, taking account of the detected deficiencies, it prepared Codes aimed at preventing those types of Predicate Offenses actually conceivable for the Company.

These principals were then structured into two levels:

- a) **General Control Principles:** Applicable to all corporate activities/processes exposed to the risk of commission of the identified Predicate Offenses.
- b) **Codes of conduct specific to each considered possible crime** detailed in the Special Section of this document.

3. SUPERVISORY BODY

3.1 REQUIREMENTS FOR THE SUPERVISORY BODY OF FIORENTINI

The Company has assigned the task of supervising the operation of and compliance with the Model to the **Supervisory Body**, which is subject to the requirements set out below and aims at ensuring the effective and efficient implementation of the Model.

The Company has opted for a sole-member body.

The Supervisory Body is appointed by the Board of Directors. Believing that it is essential to assure the requirement of independence of the Supervisory Body at any time, and not having the professional job position of the internal auditor in-house, the Company has decided to have the Supervisory Body be supported by an employee of the Quality Assurance Department, who shall act as the internal contact person for the Supervisory Body, coordinating the related activities of the latter in house.

The Supervisory Body holds office for three years and may be re-elected once.

The member of the Supervisory Body must be a person meeting the requirements provided for in the Guidelines of the Trade Associations and in particular:

AUTONOMY AND INDEPENDENCE: The Supervisory Body must not be involved in any form of interference and pressure from top management and must not be in any way involved in the exercise of operational activities and in the adoption of the management decisions. The Supervisory Body must not be in a situation of conflict of interest and not any operational tasks, which could undermine its autonomy, shall be assigned to the Supervisory Body. The member of the Supervisory Body must also not hold consultancy relationships with the Company.

The requirement of autonomy and independence should also be understood as the absence of family ties and hierarchical dependency ties with Fiorentini top management or with individuals having operational powers within the Company.

The Supervisory Body must report to the Company top operating management and must be able to dialogue with it on an “equal footing” by being in a “staff” position with the Board of Directors.

PROFESSIONALISM: I.e., possession of the range of tools and techniques necessary for the actual and effective performance of the assigned activity. The professionalism and authority of the Supervisory Body are moreover related to its professional experiences. In this regard, the Company considers of particular importance the careful examination of the *curricula* of possible candidates, as well as of the previous experience, giving preference to profiles with specific professionalism in the field and possessing legal skills.

CONTINUITY OF ACTION: The Supervisory Body continuously carries out the activities required for the supervision of the Model with adequate commitment and the necessary powers of investigation, meeting at least quarterly.

HONORABILITY: In relation to the provision of causes of ineligibility, revocation, suspension or disqualification from serving as a Supervisory Body as specified below.

The requirements described above must be verified upon appointment by the Board of Directors.

3.2 THE CAUSES OF INELIGIBILITY, REVOCATION, SUSPENSION AND DISQUALIFICATION

In appointing the Supervisory Body, the corporate Board of Directors expressly took into account the following grounds for **ineligibility**.

The following individuals cannot be elected:

- those who have been convicted by a judgment even if not final, or by a judgment applying the penalty on request (so-called plea bargaining) and even if the penalty was suspended upon conditions, subject to the effects of rehabilitation:
 1. To imprisonment for a term of at least one year for one of the crimes stipulated in the Italian Royal Decree No. 267 of March 16, 1942.
 2. To imprisonment for a term of at least one year for any of the offenses stipulated in the rules governing banking, finance, securities, insurance activities and in the rules governing securities and markets, and payment instruments.
 3. To imprisonment for a term of at least one year for a crime against public administration, against public faith, against property, against the public economy, and for a crime related to tax matters.
 4. For any non-negligent crime, to imprisonment for a term of at least two years.
 5. For one of the crimes provided for in Title XI of Book V of the Civil Code as reformulated by the Italian Legislative Decree No. 61 of April 11, 2002.
 6. For a crime that amounts to and has resulted in a conviction to a punishment from which derives the disqualification, including temporary disqualification, from public office, or the temporary disqualification from executive offices of legal persons and enterprises.
 7. For one or more crimes among those exhaustively provided for in the Decree, even if with shorter sentences than those indicated under the previous items.
- Those against whom one of the preventive measures provided for in Article 10, paragraph 3, of the Italian Law No. 575 of May 31, 1965, as replaced by Article 3 of the Italian Law No. 55 of March 19, 1990, as amended, has been definitively applied.
- Those against whom the ancillary administrative penalties provided for in Article 187-*quater* of the Italian Legislative Decree No. 58 of February 24, 1998, have been applied.

The member of the Supervisory Body certifies by means of a declaration in lieu of affidavit that he/she is not in any of the above conditions, expressly undertaking to notify any changes in the content of such declaration.

Any revocation of the Supervisory Body must be approved by the corporate Board of Directors and may be ordered exclusively for reasons related to serious failures to comply with the granted mandate, including breaches of the confidentiality obligations indicated below, as well as due to occurred causes of forfeiture listed below.

The Supervisory Body also **ceases** to hold office when, after its appointment, its sole member:

- Is convicted by means of a final judgment or plea bargaining for any of the crimes indicated under items 1, 2, 3, 4, 5, 6 and 7 of the ineligibility conditions indicated above.
- Has infringed the confidentiality obligations strictly related to the performance of the entrusted assignment.
- Shows a prolonged inactivity inferable, for example, from the absence of meetings of the Supervisory Body for at least 12 months.
 - Features gross negligence in the performance of the duties related to the entrusted assignment.
 - Features a permanent conflict of interest.

The revocation of the appointment is the responsibility of the BoD, which resolves by absolute majority of its members, including on the recommendation of its president or another director.

The Supervisory Body is also **suspended** from performing its duties in case of:

- Conviction by means of a non-final judgment for any of the crimes indicated under items 1 to 7 of the ineligibility conditions indicated above.
- Application at the request of the parties of one of the penalties under items 1 to 7 of the ineligibility conditions indicated above.
- Application of a personal precautionary measure.
- Provisional application of one of the prevention measures provided for in Article 10, paragraph 3, of the Italian Law No. 575 of May 31, 1965, as replaced by Article 3 of the Italian Law No. 55 of March 19, 1990, as amended.

The remuneration of the Supervisory Body is established by the BoD upon its appointment for the entire term of its office.

3.3 DUTIES OF THE SUPERVISORY BODY

To carry out its duties, the Board of Directors allocates an annual expense budget to the Supervisory Body. However, the Supervisory Body may autonomously commit resources in excess of its spending powers, if their use is necessary to deal with exceptional and urgent situations. In such cases, the Supervisory Body must inform the Board of Directors without delay.

The Supervisory Body, in order to carry out the tasks delegated to it, avails itself of all corporate functions.

The Supervisory Body carries out the following activities:

- Supervision of the operation of and compliance with the Code of Ethics and the Model.
- Reporting to the Board of Directors of any updates and adjustments to the Model in accordance with developments in the law and case-law, and as a result of changes in the corporate organization.
- Supervision of the proper functioning of the control activities for each risk area, promptly reporting any anomalies and dysfunctions of the Model, after discussion with the concerned areas/functions.

3.4 THE REPORTING ACTIVITY OF THE SUPERVISORY BODY

In order to ensure its full autonomy and independence in carrying out its functions, the Supervisory Body reports directly to the Fiorentini Board of Directors and reports on the implementation of the Model and the occurrence of any critical issues through two reporting lines:

1. the first one, implemented on an **ongoing** basis, involves reporting directly to the CEO,
2. the second one, implemented **on an annual basis**, by means of a written report to the Board of Directors and the Board of Statutory Auditors, which must outline in a timely manner the activity carried out during the period, in terms of both the controls carried out and the results obtained, as well as with regard to any need to update the Model.

The Supervisory Body must moreover annually prepare a plan of activities foreseen for the following year, in which the checks to be carried out are identified, as well as the timing and priority of the interventions.

The Supervisory Body may, however, carry out, within the scope of sensitive corporate activities and if it deems it necessary for the performance of its functions, checks not provided for in the intervention plan (so-called “spot checks”).

The Supervisory Body may ask to be heard by the Board of Directors whenever it deems it appropriate to speak with that body; likewise, the Supervisory Body is given the opportunity to seek clarification and information from the Board of Directors.

On the other hand, the Supervisory Body may be convened at any time by the Board of Directors to report on particular events or situations pertaining to the operation of and compliance with the Model. Said meetings must be minuted, and copies of the minutes must be kept by the Supervisory Body (as well as by the bodies from time to time involved).

3.5 INFORMATION FLOWS RELATED TO THE SUPERVISORY BODY

The Supervisory Body is the recipient of any information, documentation and/or communication, including from third parties, concerning the compliance with the Model.

All Recipients of this Model are obliged to report to the Supervisory Body. Such reporting activity must be carried out following:

i) Information

ii) Reports

The Supervisory Body ensures the **utmost confidentiality** with regard to any news, information, reports, **under penalty of revocation of its mandate and of disciplinary measures as defined below**, without prejudice to the needs inherent in the conduct of investigations in the event that the support of consultants external to the Supervisory Body or other corporate structures is required.

All information and reports referred to in this Model must be kept by the Supervisory Body in a special computer and paper archive, in accordance with the provisions contained in the regulations on data confidentiality, in their version from time to time in force. In particular, the records of the Supervisory Body must be kept at the corporate premises and contained in separate and closed cabinets, accessible only to its members and only for reasons related to the performance of the tasks represented above, under penalty of immediate disqualification from office.

i) The information

The Supervisory Body must be compulsorily provided with:

- Information on visits, inspections and investigations initiated by the relevant bodies (ASL, ARPA (Regional agency for environmental protection), etc.) and, when they end, on any findings and imposed penalties.
- Requests for legal assistance submitted by corporate internal individual, in the event of the initiation of legal proceedings for any of the crimes pursuant to the Decree.
- On a regular basis, news regarding the effective implementation of the OMCM in all corporate areas/functions at risk.
- Information on the development of activities belonging to the Sensitive Activities.
- The system of delegations and proxies adopted by the Company.

The information flows must be received by the Supervisory Body in the indicated manner and to the specified addresses.

ii) The reports

All Recipients are obliged to promptly report to the Supervisory Body any **deviation, infringement or suspected infringement** of which they become aware concerning the **behavioral rules set forth in the corporate OMGM and/or Code of Ethics**, the principles of conduct and execution manners to carry out the Sensitive Activities and regulated in the **OMGM** as well as the (even attempted) commission of any of the offenses set forth in the Italian Legislative Decree 231/2001.

Reports can be made, including anonymously, either by traditional mail at:

Organismo di Vigilanza di Pietro Fiorentini S.p.A.

Via E. Fermi, 8/10 - I-36057 Arcugnano (VI).

or to the e-mail address:

organismodivigilanza231@fiorentini.com

Moreover, as a further reporting channel, at the various production areas and offices of the different sites/local units, the Company has provided for a special

box named “Organismo di Vigilanza ex d.lgs. 231/2001” (Supervisory Body pursuant to Legislative Decree 231/2001)

where, in a sealed parcel or envelope, the reports in question can be submitted. This box is accessed by a person appointed for this purpose, who forwards the reports to the Supervisory Body.

The Supervisory Body evaluates all received reports and takes consequent action at its reasonable discretion and under its responsibility within the scope of its competence, hearing, if necessary, the author of the report and the person responsible for the alleged infringement. Any resulting decision shall be reasoned; any consequent measures shall be enforced in accordance with the provisions of the chapter on the Sanctioning System.

Moreover, given the Predicate Offenses related to occupational health and safety, the Company has established a whistleblower box (one for each site, department or in any case in easy-to-reach areas) named “**Aiutiamoci a fare prevenzione**” (Let’s help each other with prevention) so that all employees can report alleged infringements of occupational health and safety regulations, regardless of whether they may constitute a crime or not.

With the exception of events requiring a prompt and immediate action, the Workers Representatives (RLS) are responsible for collecting the various reports every 15 days and reviewing them with the RSPP (Prevention and Protection Service Manager), who, within a short period of time, shall provide evidence to all employees of the relevant reply and, if necessary, schedule any corrective actions. The reports and the related replies are reported quarterly (through a specific report by the RSPP) to the Supervisory Body.

3.6 WHISTLEBLOWING AND THE PROTECTION OF THE WHISTLEBLOWER

The reports referred to in the preceding paragraph and, in general, all circumstantiated reports of unlawful conduct, relevant under the Decree and based on precise and agreed upon factual elements, or of infringements (even alleged infringements) of the OMCM, take place within the framework of the regulatory provisions provided for on whistleblowing, with special reference to the protection of the whistleblower.

In particular, in accordance with the provisions of Article 6, paragraph 2-*bis*, of the Decree, reports are handled in such a way as to protect **the whistleblowers against any form of direct or indirect retaliation, discrimination, penalization or against any consequences resulting from the same, ensuring confidentiality about their identity.**

The adoption of discriminatory measures against individuals who make such reports can be reported to the National Labor Inspectorate, for measures within its competence, not only by the whistleblower himself/herself, but also by the trade union organization.

It shall be clarified, in accordance with current provisions, that any retaliatory or discriminatory dismissal of the whistleblower shall be null and void.

Change of duties, as well as any other retaliatory or discriminatory measures taken against the whistleblower are, likewise, null and void. It is the employer burden, in the event of disputes related to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or involving the whistleblower being subject to other organizational measures having direct or indirect negative effects on his/her working conditions, subsequent to the submission of the report, to prove that such measures are based on reasons unrelated to the report itself.

As it will be further discussed later on, the Company has provided for the application of the disciplinary sanctions referred to in paragraphs 5.2, 5.3, 5.4 also against:

- Those who infringe the whistleblower protection measures set forth in Article 6, paragraphs 2-*bis* and following, introduced by Italian Law No. 179/2017; as well as
- Those who submit, in an intentional manner or with gross negligence, reports that turn out to be unfounded.

4. KNOWLEDGE AND TRAINING ON THE OMCM

4.1 GENERAL PROVISIONS

The Company ensures proper and complete knowledge of the OMCM, the contents of the Decree and the obligations arising from it among those working for Fiorentini.

Training sessions shall be organized over time by the Company, in compliance with the compulsoriness and reiteration criteria, as well as that of diversification, if applicable.

Training and information are managed by the Human Resources (HR) Department, together with the Legal Department and the Quality Assurance Department, in close coordination with the managers of the areas/functions involved in the application of the Model.

4.2 INITIAL COMMUNICATION

Communication to the BoD: By resolution ordering the adoption and updating of the OMCM, each member of the Board of Directors expressly and personally undertakes to comply with the provisions herein contained. Any directors who, as a result of replacements or renewals, did not participate in the approval and/or updating meeting, sign a declaration of knowledge and adherence to the contents of the same, which is then archived in the Supervisory Body book.

The OMCM is **communicated to all resources**.

To this end, a copy of the OMCM is delivered to all Employees by publishing it in the reserved area of the HR management software used by the Company.

The OMCM and its updates are also published in the *intrasede* (intra-site) disk and on the *intranet* of the Company, also in English. Newly hired people are provided with an information set containing the OMCM and the Code of Ethics, through which the knowledge considered to be of primary importance is ensured.

All subsequent amendments and information concerning the OMCM will be communicated to the corporate resources.

The general section of the OMCM it is also published, in Italian and English, on the corporate website www.fiorentini.com.

4.3 STAFF TRAINING

The **participation in training activities** aimed at spreading knowledge on the regulations referred to in the Decree, the OMCM, the Code of Ethics is to be considered **mandatory**.

The training can also be provided through an e-learning system. For those who do not have access to a corporate PC, training sessions shall be organized in person.

The training shall take into account, in its contents and methods of delivery of the related courses, the qualification of the Recipients, the level of risk of the area in which they operate and the assignment or not to representative functions within the scope.

Unjustified absence from training sessions is considered a disciplinary offense, in accordance with the provisions of the Sanctioning System outlined below.

Pietro Fiorentini implements training courses that illustrate, according to a modular approach:

- The regulatory context
- The Code of Ethics and the OMCM adopted by the Company including its Special Sections.
- The role of the Supervisory Body and the tasks assigned to it by the Company

Training courses shall be organized for each modification of the OMCM aimed at updating the available knowledge on the contents of the OMCM and the Code of Ethics.

At the end of each training session, the signatures of all participants shall be collected by means of a specific form which shall be filed in the Supervisory Body book.

The Supervisory Body ensures that the training programs are qualitatively adequate and effectively implemented.

4.4 INFORMATION TO CONSULTANTS, COLLABORATORS AND SUPPLIERS

The Company imposes the knowledge of and the compliance with the Model on Consultants, Collaborators and Suppliers by means of specific contractual clauses. In particular, all necessary information is provided to Collaborators, Suppliers and Consultants regarding the policies and procedures adopted on the basis of this OMCM, inviting them to view the extract of Fiorentini OMCM and Code of Ethics published on the corporate website, to which the specific contracts explicitly refer.

5. THE SANCTIONING AND DISCIPLINARY SYSTEM

5.1 GENERAL PROFILES

The provision of a disciplinary system suitable to sanction the non-compliance with the rules indicated in the Model is a condition required by the Decree for the exemption from administrative liability of Entities and for ensuring the effectiveness of the Model itself.

The system itself is aimed at sanctioning the non-compliance with the principles and obligations in terms of behavior set forth in this Model. The imposition of disciplinary sanctions for breaches of the principles and rules of conduct set forth in the Model itself takes place regardless of any possible start of criminal proceedings and the outcome of the consequent judgment related to the commission of any of the unlawful conduct set forth in such Legislative Decree.

Following the communication of the infringement of the Model to the Supervisory Body, an assessment procedure is initiated in accordance with the provisions of the reference CCNL valid for the worker in question. This assessment procedure is conducted by the Supervisory Body itself, in coordination with the corporate bodies responsible for the imposition of disciplinary sanctions, taking into account the seriousness of the behavior, the possible recurrence of the failure or the degree of the negligence.

Through the bodies and functions specifically appointed for this purpose, Pietro Fiorentini then provides for the imposition, with consistency, impartiality, and uniformity, of sanctions proportionate to the respective infringements of the Model, also in accordance with the current provisions on the regulation of employment relations. The sanctioning measures for the different job positions are indicated below.

5.2 MEASURES FOR NON-COMPLIANCE BY THE EMPLOYEES

Conduct by employees in breach of the individual behavioral rules set out herein, as well as in the Code of Ethics, in the corporate rules and codes adopted by the Company are considered disciplinary offenses.

The sanctions that can be imposed on Employees are adopted in compliance with the procedures provided for by the applicable legislation.

Express reference is made to the categories of sanctionable acts provided for in the existing sanctioning system, namely, the agreed upon provisions set forth in the **National Collective Bargaining Agreement for the Metalworking Industry** (hereinafter CCNL).

In application of the principle of proportionality, depending on the seriousness of the committed infringement, the following disciplinary sanctions are established.

VERBAL OR WRITTEN WARNING: It applies in case of the most minor failures or non-compliance with the principles of the Code and the rules of conduct set forth in this Model, given that said behavior

amounts to a **slight non-compliance** of the contractual regulations or directives and instructions given by the management or superiors.

FINE NOT EXCEEDING THREE HOURS OF HOURLY REMUNERATION CALCULATED ON THE MINIMUM PAY VALUE: It is applied in the event of non-compliance with the principles of the Code and the rules of conduct provided for in this Model, with respect to a conduct that is **non-compliant or inadequate** to an extent that cannot be considered minor, despite not being in any case serious, given that said behavior amounts to a non-serious non-compliance with the contractual provisions or directives and instructions given by the management or superiors.

SUSPENSION FROM WORK AND REMUNERATION UP TO A MAXIMUM OF THREE DAYS: This applies in the event of non-compliance with the principles of the Code and the rules of conduct provided for in this Model, for a **non-compliant or inappropriate behavior** with reference to the provisions of the Model to an extent that is considered of a certain relevance, also if it is a result of a repeated offense. These behaviors include the infringement of the information obligations towards the Supervisory Body regarding the commission of crimes, also when such crimes are only attempted, as well as any infringement of the Model. The same sanction shall be applied in the event of repeated non-participation (in person or in any way whatsoever requested by the Company), without justified reason, in the training sessions that will be provided over time by the Company with reference to the Legislative Decree 231/2001, the Organization, Management and Control Model, and the Code of Ethics adopted by the Company or with reference to related issues.

DISMISSAL WITH NOTICE: This sanction applies in the event of serious and/or repeated infringement of the rules of conduct and rules contained in the Model, which are not in conflict with the law and contractual provisions.

DISMISSAL WITHOUT NOTICE: This sanction applies in case of adoption of a **conscious behavior contrary to the provisions** of this Model that, **even if it is only likely to constitute one of the offenses sanctioned** by the Decree, **damages the trust** characterizing the employment relationship or is so serious that it does not allow its continuation, not even provisionally.

The infringements liable to be subject to the aforementioned sanction include the following intentional behaviors:

- The removal or destruction of documentation.
- The preparation of incomplete or untruthful documentation.
- The failure to draft the documentation required by the Model.
- The infringement or circumvention of the control system provided for by the Model carried out in any way whatsoever, including by obstructing the checks, impeding access to information and documentation by the persons in charge of checks or decisions.

5.3 SANCTIONS AGAINST MANAGERS

The infringement by managers of the principles and rules of conduct contained in this Model, or the adoption of a **behavior that does not comply with the aforementioned provisions**, shall be subject to disciplinary measures modulated according to the seriousness of the committed infringement. For the most serious cases, the termination of the employment relationship is foreseen, in consideration of the special fiduciary bond that binds the manager to the employer.

For example, the following events constitute also a disciplinary offense:

- The lack of supervision by the managers on the correct application, by the hierarchically subordinate workers, of the rules provided for by the Model.
- The infringement of the information obligations towards the Supervisory Body regarding the commission of relevant crimes, even if the latter were only attempted.
- The infringement by the managers themselves of the rules of conduct contained therein.
- The implementation, in the performance of their respective duties, of behaviors that do not comply with the conduct reasonably expected by a manager, in relation to the covered role and the recognized degree of autonomy.

5.4 SANCTIONS AGAINST MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

With regard to the members of the Board of Directors who have committed an infringement of this Model, the Board of Directors, promptly informed by the Supervisory Body, may apply any suitable measure permitted by the law, including the following sanctions, determined according to the seriousness of the fact and the fault, as well as to the resulting consequences:

- Formal written warning.
- Financial penalty equal to the amount of two to five times the emoluments calculated on a monthly basis.
- Total or partial revocation of any powers of attorney.

In case of infringements that are so serious as to account for a just cause for revocation, the Board of Directors proposes to the Shareholders' Meeting the adoption of the relevant measures and provides for the additional measures required by the law.

In case of infringement by a member of the Board of Statutory Auditors, the Supervisory Body must immediately notify the President of the Board of Directors, by means of a written report. The President of the Board of Directors, in the case of infringements that are so serious as to account for a just cause for revocation, convenes the Shareholders' Meeting by forwarding the report of the Supervisory Body to the shareholders in advance. The adoption of the provision resulting from the aforementioned infringement is in any case a responsibility of the Shareholders' Meeting.

5.5 MEASURES FOR NON-COMPLIANCE BY NON-EMPLOYEES

Any infringements of the provisions of the Model by Consultants, Collaborators, Suppliers and by those who are from time to time included among the “Recipients” of this Manual, are sanctioned by the competent bodies on the basis of the internal corporate rules, in accordance with the provisions of the contractual clauses included in the related contracts, and in any case with the application of conventional penalties, which may also include the automatic termination of the contract, without prejudice to compensation for damages.

5.6 MEASURES FOR INFRINGEMENT OF THE PROTECTION MEASURES OF THE WHISTLEBLOWER AND OF THOSE WHO MAKE UNFOUNDED REPORTS WITH INTENT OR SERIOUS NEGLIGENCE

The sanctions referred to in paragraph 5.2, 5.3, 5.4, are also applicable, depending on the seriousness of the event, against:

Those who infringe the whistleblower protection measures set forth in Article 6, paragraphs 2-*bis* and following, introduced by Italian Law No. 179/2017; as well as

Those who submit, in an intentional manner or with gross negligence, reports that turn out to be unfounded.

6. DISSEMINATION OF THE OMCM WITHIN THE GROUP

The Fiorentini Group consists of companies incorporated under Italian and foreign law, controlled, directly or indirectly by Fiorentini or related to it.

Although the Decree does not expressly address aspects related to the liability of an Entity belonging to a group of companies, the Company deems it appropriate, also in accordance with what Confindustria reported in its “*Linee guida per la costruzione dei Modelli di Organizzazione, Gestione e Controllo*” (Guidelines for the construction of Organization, Management and Control Models), to encourage awareness by all Group companies of the OMCM principles. This initiative stems not only from a need to protect the Company, but also to raise the awareness of all those who work in the Group in relation to the relevant issues of the Decree.

6.1 SUBSIDIARIES INCORPORATED UNDER ITALIAN LAW

6.1.1 ADOPTION OF THE 231 MODEL

Fiorentini encourages the adoption by the Italian subsidiaries of their own Organization and Management Models, which shall be independent and separate from that of the parent company Pietro Fiorentini S.p.A., given that the individual Entities are the individual recipients of the provisions of the Legislative Decree 231/2001. The activities concerning the evaluation, assessment, preparation and revision of the Organizational Model of subsidiaries may also be carried out with the support of the relevant functions of the parent company.

In any case, each subsidiary must align itself with the general standards and principles adopted in the OMCM by the parent company, taking into account the peculiarities of the individual company and its reference sector. The OMCM of the Company may, therefore, represent a valid reference document for the drafting and adoption of its 231 model.

Subsidiaries must notify to the parent company the adoption of the model, any updates and any infringements of the same through official communications to be sent to the Legal Department of Fiorentini and, for information, to the President of the Board of Directors of Fiorentini.

6.1.2 ADOPTION OF THE CODE OF ETHICS

Since these are general principles, as a guiding criterion, the companies incorporated under Italian law controlled by Fiorentini adopt the Code of Ethics of Fiorentini by resolution of the Board of Directors, making the changes or adjustments that are deemed appropriate.

6.1.3 Supervisory Body

Each subsidiary appoints its own Supervisory Body, which is different and distinct from that of the parent company, also in the choice of its individual members (in the case of a collegial Supervisory Body).

The constant exchange of information between the Supervisory Body of Fiorentini and the Supervisory Bodies appointed by the Group subsidiaries, with particular reference to the state of implementation of each company model and the relevant facts that have affected intra-group activities, should take place.

Periodic meetings among the Group Supervisory Bodies must be held at least annually.

Any corrective actions on the models of the subsidiaries, also resulting from the checks carried out, are and remain in any case the exclusive responsibility of the subsidiaries.

6.2 AFFILIATES INCORPORATED UNDER ITALIAN LAW

The Company shall ensure that its Italian affiliates adopt an Organization and Management Model that is inasmuch as possible in line with the principles and contents of Fiorentini OMCM. To this end, Fiorentini is willing to make the OMCM and the Code of Ethics available to its affiliates so that they can get inspiration for their own choices regarding the 231 model.

The Fiorentini Supervisory Body liaises with the Supervisory Bodies of the affiliates through the exchange of information deemed useful for the protection of the Group and, if deemed appropriate, by scheduling multi-year meetings.

6.3 SUBSIDIARIES INCORPORATED UNDER FOREIGN LAW

Given the increasing presence of the Fiorentini Group in several foreign countries and in order to ensure, in the conduct of its business activities, strict compliance with applicable domestic and international standards and regulations, Fiorentini incentivizes its foreign subsidiaries to adopt behavior guidelines building on the general principles and control procedures set forth in the Fiorentini Organization, Management and Control Model (pursuant to the Legislative Decree 231/2001). This activity concerns, in particular, given "Predicate Offenses" including, first of all, corruption practices towards both public and private entities, in compliance with local regulations and with the different cultural, political and social, as well as economic, realities.