



ANGELINI PHARMA S.P.A.

ORGANIZATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO
LEGISLATIVE DECREE NO. 231/2001

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GENERAL PART

Definitions

The following definitions apply to all parts of the Model; additional definitions may be contained in the Special Parts.

Risk Areas:

Areas of the Company's activity in which there is a risk of one of the underlying offenses indicated in Legislative Decree no. 231/2001 being committed.

Code of Ethics:

Document defining the principles of conduct to be observed by all those who work in the name of or on behalf of the Company or who collaborate with it.

Consultants:

Individuals who act in the name and/or on behalf of Angelini Pharma S.p.A. on the basis of a mandate or other collaborative relationship.

Decree:

Legislative Decree June 8, 2001, no. 231 ("Regulations governing the administrative liability of legal entities, companies and associations, including those without legal personality, pursuant to article 11 of Law no. 300 of September 29, 2000").

Recipients of the Organizational Model:

All persons to whom the Model is addressed, and in particular:

- corporate bodies and their members;
- employees;
- the Company's collaborators and consultants involved in areas at risk who are obliged to comply with the Model by virtue of a specific contractual clause;
- the members of the Supervisory Body, since they do not belong to the above-mentioned categories.

Employees:

Those who are obliged to collaborate with the company by means of remuneration, providing their intellectual or manual work in the employ and under the direction of the entrepreneur.

Corporate Executive:

Person holding administrative, managerial and control positions.

Suppliers:

Suppliers of goods and services (excluding consultancy) used by the Company in the areas or activities at risk.

Guidelines:

The Guidelines adopted by associations representing bodies for the preparation of organizational, management and control models pursuant to art. 6, paragraph 3, Legislative Decree no. 231/2001.

Organization, Management and Control Model (MOG):

The organization, management and control model envisaged by the Decree, adopted by Angelini Pharma S.p.A. and represented by this document, the Special Parts and the Annexes, which are an integral part of it.

Supervisory Body (SB):

Body envisaged and regulated by Legislative Decree no. 231/2001, endowed with autonomous powers of initiative and control, responsible for supervising the effective implementation of the Model and its updating.

Public Administration:

Central and local government bodies

Partners and Collaborators:

Contractual counterparties with whom the Company enters into some form of contractually regulated collaboration where they are destined to cooperate with the Company in the areas at risk.

Proxy:

The unilateral legal transaction whereby the Company grants powers of representation in relation to third parties.

Risk:

Possibility of the occurrence of an event that produces an adverse effect on the achievement of the Company's objectives.

Company:

Angelini Pharma S.p.A.

* * *

The Company: Angelini Pharma S.p.A.

Angelini Pharma S.p.A. (hereinafter also referred to as the "Company") is a company active in the chemical/pharmaceutical, biotechnology, hygiene/health, agri/food, plant engineering; mechanical (e.g. Robotics), advanced electronics (e.g. Intelligent Systems) industrial sectors.

The Company is engaged in the production and marketing of prescription drugs, specific drugs for hospital use, generic drugs, self-medication products (also known as "over-the-counter" or "OTC" drugs), everyday wellness products, natural supplements and disinfection products.

It is controlled by Angelini Holding S.p.A., the industrial holding company of the Angelini Group.

Below are the Company's key identifying data:

Company name	"Angelini Pharma Italia Aziende Chimiche Riunite Angelini Francesco - A.C.R.A.F. S.p.A.", which can also be "Angelini Pharma Italia S.p.A.", "Angelini Pharma S.p.A.", "A.C.R.A.F.". S.p.A.", "Angelini S.p.A." "Aziende Chimiche Riunite Angelini Francesco – A.C.R.A.F. S.p.A."
Registered office address	Via Amelia 70 - 00181, Rome (RM)
Certified e-mail (PEC) address	acrafspa@legalmail.it
Phone	06780531
REA (Economic Administrative Index) Number	RM- 466482
Fiscal code	03907010585
VAT	01258691003
Legal form	Single member corporation, identified in Angelini Holding S.p.A.
Share capital	EURO 165,000,000.00
Employees at December 31, 2020	1549
ATECO Code	21

NACE Code	21
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The Company has four branch offices and local units in Italy, with production and research and development functions:

ANCONA - manufacture of medicinal products and pharmaceutical preparations Via Vecchia del Pinocchio n. 22 – 60131, Ancona
APRILIA - manufacture of basic pharmaceutical products Via Guardapasso 1 – 04011, Aprilia (LT)
CASELLA - manufacture of basic pharmaceutical products and pharmaceutical preparations Via Pontasso 13 – 16015, Casella (GE)
POMEZIA - SANTA PALOMBA - - manufacture of basic pharmaceutical products and pharmaceutical preparations Piazzale della Stazione, snc – 00071, S. Palomba Pomezia (RM)

As mentioned above, the Company's purpose is the study, research, development, production, engineering and trade, including wholesale and large-scale distribution, of pharmaceutical and parapharmaceutical products, medical and surgical aids, medical devices, raw materials, intermediate products, polymers deriving from natural and biotechnological sources, and derivatives of such polymers, of biomaterials obtained from substances of natural or prevalently natural origin, of fine chemical products that can be used in the pharmaceutical, biomedical, cosmetic, food and agricultural sectors, of homogenized and dietetic, food, herbal and phytotherapeutic products, of products for hygiene, for the home, for cosmetics and the like, of medical materials, of natural or artificial textile fibers, raw or finished (cotton, gauze, bandages, etc.); technical assistance on specific products marketed (water pick); as well as the study, research, development, production and marketing of products for cell therapy and human and animal tissue engineering.

The company also has as its purpose:

- the provision of services for the well-being of the body and mind and any other similar related activities, including various support therapies; the direct sale of cosmetic products, perfumery. Among the services can also perform food intolerance testing, anti-smoking therapies, reflexology;
- the assumption of new initiatives in the territories of the E.U., by means of technically organized establishments for the production and commerce of raw materials for pharmaceutical use, of pharmaceutical specialties, of medicinal products, of chemical and similar products, as well as the activity of chemical and pharmacological research.

The Company has the purpose of activating research initiatives in any case connected with the improvement of life activity within the above mentioned sectors.

The Company has the task of promoting research activities that are essential for the development of production phases and, in particular, research activities aimed at obtaining new procedures, materials, machines, products and technologies, as well as the carrying out of research activities in any case related to these.

In order to achieve the corporate purpose, the Company may:

- a) carry out study activities on problems related to production, as well as provide advice on scientific, technical and administrative issues related to industrial activities;
- b) carry out the research directly;
- c) take care of all relations with the competent State and Community bodies and with special credit institutions;
- d) apply for and obtain grants from public and private entities, as well as donations.

The above activities can be carried out either directly or by outsourcing them to related industries or third parties.

Included in the corporate purpose are:

- a) the purchase, construction and rental of real estate and movable property necessary for the operation of the business;
- b) the establishment, purchase and lease of industrial plants for direct operation or to transfer their management for corporate purposes;
- c) the acquisition of stakes in other companies or enterprises, including individual ones, both domestic and foreign, which pursue - even if de facto - similar or collateral activities or that have as their purpose activities of particular industrial interest;
- d) the provision of guarantees, also in favor of third parties, as well as the performance of financial transactions;
- e) the request for loans to its member, under the conditions provided by the banking law.

All the above activities can be carried out both in Italy and abroad.

The share capital amounts to 165,000,000.00 euros, fully paid up and divided into 3,300,000 shares of a value of 50.00 euros each, all owned by Angelini Holding S.p.A.

The administration of the Company is entrusted to a Board of Directors, consisting of three directors, elected by the shareholders.

The Board of Directors remains in office for three financial years and ceases on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year.

From among its members, the Board of Directors may appoint a Chief Executive Officer. The Company has entrusted management control functions to a Board of Statutory Auditors composed of three members and two alternates.

The Corporate Structure is divided into the following functions:

- CEO
- Global Access
- Global Business Development
- Global Business Excellence
- Global Communications
- Global Digital Medicines
- Global DPO
- Global Finance & Administration
- Global HR & Organization
- Global Industrial Operations
- Global Legal & Compliance
- Global Marketing
- Global Procurement
- Global Research & Development
- Group Chro
- International Commercial Operations
- Country Italy
 - Access & Value
 - Business Excellence
 - Consumer Healthcare Business Unit
 - Home & Personal Care Business Unit
 - Prescription Medicines Business Unit
 - HR Italy
 - Italy Digital Medicines
 - Italy Finance
 - Medical Department
 - Regulatory Affairs

* * *

Section I

The administrative liability of Entities

pursuant to legislative decree June 8, 2001, no. 231.

Legislative Decree no. 231 of June 8, 2001, containing the "Regulations governing the administrative responsibility of legal entities, companies and associations, including those without legal status" (hereinafter also referred to as "**Legislative Decree no. 231/2001**"), introduced into Italian law the administrative responsibility of entities dependent on a crime, in implementation of the delegated power referred to in art. 11, Law no. 300 of September 29, 2000. The regulations dictated by the decree apply to "*entities with legal personality and companies and associations, including those without legal personality*", whose top management or executives have committed certain crimes (so-called predicate crimes), even if only in the form of an attempt (art. 56 of the criminal code).

The company's liability arises in the presence of the conditions laid down in art. 5 of Legislative Decree no. 231/2001, which exclude automaticity. It is in fact necessary that the predicate offense:

- has been committed by a person who holds functions of representation, administration or management of the company or of one of its organizational units with financial and functional autonomy, as well as by persons who exercise, also de facto, the management and control of the company (so-called top management), or by persons subject to the management or supervision of the aforementioned persons;
- has been committed in the interest or to the advantage of the entity.

According to art. 6, paragraph 1, Legislative Decree no. 231/2001, even in the presence of the conditions laid down in art. 5 cited above, the company is not liable if it can prove that it:

- has adopted and effectively implemented, prior to the commission of the offense, organizational and management models capable of preventing offenses of the kind committed;

Organization, Management and Control Model of Angelini Pharma S.p.A.

- has set up a body with autonomous powers of initiative and control, which has effectively supervised compliance with the models and taken care of their updating;
- the offense was committed by fraudulent evasion of the models by the unfaithful senior manager.

Therefore, the Organization, management and control Model envisages - taking into account the size of the company and the type of activity carried out - appropriate measures to eliminate situations of risk of the underlying crimes.

Pursuant to art. 6, paragraph 2, in particular, the Model meets the following requirements:

- identify the areas of activity in which there is a risk of offenses giving rise to the entity's administrative liability (risk mapping);
- provide for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offenses to be prevented;
- identify the methods of managing financial resources capable of preventing the commission of offenses;
- provide for obligations to inform the body responsible for supervising the functioning of and compliance with the models;
- introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model.

Liability deriving from an offense, ascertained in accordance with the combination of articles 5 and 6 of Legislative Decree no. 231/2001, entails the application to the entity of pecuniary and/or prohibitory sanctions, in addition to the sanctions of confiscation of the price or profit of the offense and publication of the sentence of conviction (art. 9, paragraphs 1 and 2, Legislative Decree no. 231/2001).

The **pecuniary sanction**, specifically, is always applicable for any ascertained predicate offense, regardless of the imposition of other sanctions (art. 10, paragraph 1, Legislative Decree no. 231/2001). The pecuniary sanction is applied in quotas, each of an amount varying between a minimum of 258 euros and a maximum of 1,549 euros (art. 10, paragraph 3). The amount of each quota is determined by the Judge, taking

into account the economic and equity conditions of the entity in order to ensure the effectiveness of the sanction (art. 11, paragraph 2).

The dosimetry of the pecuniary sanction to be applied (number of quotas) is governed by art. 11 of Legislative Decree no. 231/2001, which limits the Judge's discretion by linking the commensuration to the seriousness of the act, the degree of responsibility of the body 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 penalty cannot, however, be less than one hundred quotas (art. 10, paragraph 2).

The pecuniary sanction, pursuant to art. 12, paragraph 1, Legislative Decree no. 231/2001, is reduced by half and cannot, in any case, exceed 103,291.00 euros if:

- a) the perpetrator of the crime has committed the act in own interest or in the interest of third parties and the entity has not gained an advantage or has gained a minimal advantage;
- b) the financial damage caused is particularly slight.

Where these conditions are met, the amount of each quota is 103.00 euros.

The same sanction is instead reduced by a third to a half if, before the declaration of the opening of the first degree hearing:

- a) the entity has fully compensated for the damage and eliminated the harmful or dangerous consequences of the offense or, in any case, has taken effective steps to do so;
- b) an organizational model suitable for preventing offenses of the kind committed has been adopted and put into operation (art. 12, paragraph 2).

Where both of these (latter) conditions are met, moreover, the penalty is reduced by half to two-thirds.

In any case, the pecuniary sanction cannot be less than 10,329.00 euros.

Disqualification sanctions are provided for in art. 9 of Legislative Decree no. 231/2001, which indicates the following measures:

- a) disqualification from exercising the activity;
- b) suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;

- c) the prohibition to contract with the public administration, except to obtain the performance of a public service;
- d) the exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted;
- e) a prohibition on advertising goods or services.

Unlike the pecuniary sanction, prohibitory sanctions are applied only for the offenses for which they are expressly provided for (art. 13, paragraph 1) and are excluded in certain cases (art. 13, paragraph 3, and 12, paragraph 1, and art. 17). They have a duration of no less than three months and no more than two years (art. 13, paragraph 2), except in the case of definitive application (art. 16).

The application of the prohibitory sanctions is in any case subject to the existence of the conditions provided for by art. 13, according to which for this purpose it is necessary that:

- a) the entity has gained a significant profit from the crime and the crime was committed by persons in top positions or by persons subject to the direction of others when, in this case, the commission of the crime was determined or facilitated by serious organizational deficiencies;
- b) there has been a repetition of the offenses¹.

The choice of the sanction to be applied is regulated by art. 14, which, on the one hand, establishes that the sanctions concern the activity of the body to which the offense refers; on the other hand, it limits the Judge's discretion by prescribing that the type and duration are determined on the basis of the same criteria foreseen by art. 11 for the pecuniary sanction (seriousness of the fact, degree of responsibility of the entity as well as activities carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further offenses), also taking into account the suitability of the individual sanctions to prevent offenses of the type committed.

Disqualifying sanctions, if necessary, can be applied jointly.

¹ Pursuant to art. 20 of Legislative Decree no. 231/2001, reiteration occurs when an entity, which has already been definitively convicted at least once for an offense dependent on a crime, commits another offense in the five years following the definitive conviction.

In any case, the sanction of prohibition from exercising the activity constitutes the *extrema ratio*, being able to be applied only in the case in which any other less afflictive sanction is inadequate.

Where, moreover, the disqualification sanction imposed determines the interruption of the company's activity, art. 15 envisages that the Judge, instead of applying the sanction, orders the continuation of the company's activity by a commissioner for a period equal to the duration of the disqualification sanction that would have been applied, when at least one of the following conditions applies:

- a) the entity performs a public service or a service of public necessity the interruption of which may cause serious harm to the community;
- b) the interruption of the institution's activities may, in view of its size and the economic conditions of the area in which it is located, have a significant impact on employment.

In this case, the Judge shall indicate the duties and powers of the commissioner, taking into account the specific activity in which the offense was committed by the body.

In the exercise of the tasks and powers assigned, the Commissioner ensures the adoption and effective implementation of organization and control models suitable to prevent crimes of the kind that have occurred.

The Commissioner may perform acts of extraordinary administration only with the authorization of the Judge.

It should be pointed out that during the administration of the judicial commissioner the profit deriving from the business activity, although lawful, is destined for confiscation; this is to prevent the entity that has thus avoided the interruption of the activity from taking advantage of the proceeds deriving from it during the period in which it should have been subject to the prohibitory sanction (art. 15, paragraph 4).

Finally, it should be noted that the continuation of the activity by the commissioner cannot be ordered in the event that the interruption follows the definitive application of a prohibitory penalty (art. 15, paragraph 5).

Furthermore, art. 16 foresees that a definitive prohibition from exercising the activity can be ordered if the body has derived a significant profit from the crime and has

already been sentenced, at least three times in the last seven years, to temporary prohibition from exercising the activity.

The judge can definitively apply the sanction of the prohibition of contracting with the public administration or the prohibition of advertising goods or services when the entity has already been sentenced to the same sanction at least three times in the last seven years (art. 16, paragraph 2).

If the body - or one of its organizational units - is permanently used for the sole or prevalent purpose of allowing or facilitating the commission of crimes in relation to which its responsibility is foreseen, the definitive prohibition from exercising the activity is always ordered and the provisions foreseen by art. 17 are not applied (art. 16, paragraph 3).

Disqualification sanctions are not applied to the company if the conditions set out in art. 17 ("Reparation of the consequences of the crime") are met, which states that *"without prejudice to the application of monetary sanctions, disqualification sanctions are not applied when, before the declaration of the opening of the first degree trial, the following conditions are met:*

- a) *the entity has fully compensated for the damage and eliminated the harmful or dangerous consequences of the offense or, in any case, has taken effective steps to do so;*
- b) *the entity has eliminated the organizational deficiencies that led to the offense by adopting and implementing organizational models capable of preventing offenses of the kind committed;*
- c) *the entity has made the profit achieved available for confiscation".*

With regard to the **confiscation of the price or profit of the crime**, this constitutes one of the administrative sanctions [art. 9, paragraph 1, letter c), Legislative Decree no. 231/2001] to which the entity is subject if it has benefited from the commission of the offense in question.

It applies to the entity even if it is acquitted or cleared of the administrative offense, to the extent that it has made a profit from the offense committed by one of its senior managers or executives, pursuant to art. 6, paragraph 5, Legislative Decree no.

231/2001. The *rationale* of this rule lies in the need to prevent the company, even if not responsible for the predicate offense committed, from benefiting from the economic effects produced to its advantage.

Confiscation may also be ordered in the form of equivalent assets, affecting goods or other utilities belonging to the body, with a value equivalent to the price or profit of the crime, which are in its direct or indirect possession.

It is therefore important to point out that, despite the lack of an obligation for the entity to adopt an adequate and effective organization and management model, Legislative Decree no. 231/2001 foresees, for the case of failure to adopt or effectively implement this prevention system, serious consequences represented by the application of pecuniary and interdictory sanctions (the latter also as precautionary measures), as well as the confiscation of the price or profit of the predicate crime from which the entity has benefited in any case.

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Section II

The Angelini Pharma S.p.A. Model

Angelini Pharma S.p.A., in order to increasingly ensure conditions of fairness and transparency in the conduct of its business activities, has adopted an Organization, Management and Control Model in line with the provisions of Legislative Decree no. 231/2001 and with the codes of conduct, ethics and professionalism and the guidelines expressed by the trade associations (Confindustria, Farindustria, European Federation of Pharmaceutical Industries and Associations - EFPIA, International Federation of Pharmaceutical Manufacturers and Associations - IFPMA), appropriately adapted to the peculiarities of the Company.

The adoption of this Model, together with the issuance of the Code of Ethics, constitutes, beyond the provisions of the law, a valid tool for sensitizing, informing and training employees and all those who, for various reasons, collaborate with the Company (Suppliers, Consultants, *Partners*, etc.).

All this is to ensure that the aforementioned subjects, in carrying out their activities, behave in a lawful, correct and transparent manner, in line with the ethical-social values that inspire the Company in the pursuit of its corporate purpose, so as to prevent the risk of committing the offenses contemplated by Legislative Decree no. 231/2001.

For the purposes of preparing this Model, the Company has analyzed its own risk areas (within which crimes may be committed), taking into account, when drafting it, the provisions of the Decree.

Furthermore, in implementation of the provisions of the relevant regulations, the Company has set up its own Supervisory Body, endowing it with autonomous powers of initiative and control, with the task of supervising the functioning, effectiveness and observance of the Model itself, as well as ensuring that it is updated. The Company has then provided for information obligations towards the SB by company functions and third parties.

II.1. Model Objectives.

The main objective of the Model is to configure a structured and organic system of procedures and control activities, aimed at preventing, as far as possible, the committing of conducts suitable to integrate the crimes contemplated by the Decree. Therefore, through the identification of the activities exposed to the risk of crime ("areas at risk") and their proceduralization, the aim is to:

- a) prevent and limit, in relation to the offenses envisaged by Legislative Decree no. 231/2001, the risks connected with the company's activities, aiming to eliminate the possibility of any illegal conduct taking place;
- b) determine, in all those who work in the name of and on behalf of the Company, full awareness of the risks inherent in the activity entrusted to them, with particular regard to the risk of committing conduct liable to criminal (for the individual) and administrative (for the entity) sanctions;
- c) affirm that the Company does not tolerate, censures and severely sanctions the commission of any conduct that may lead to the commission (even in the form of a contribution) of any offense, and in particular of the offenses underlying the Entity's administrative liability, regardless of their purpose;
- d) reiterate that any type of unlawful conduct is always considered by the Company to be contrary to its interests, even when, apparently, it could gain an immediate economic advantage, since such conduct, in addition to transgressing the laws in force, is in any case contrary to the ethical and social principles with which the Company intends to comply;
- e) enable timely intervention to prevent or counteract the commission of the offenses themselves, through constant monitoring of sensitive activities.

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II.2. Model Structure.

The Organization, Management and Control Model prepared by Angelini Pharma is based on the following key points:

- a) adoption of a Code of Ethics, which sets out the general lines of conduct;

- b) identification and documentation of risk activities and the potential risks inherent in them;
- c) definition of organizational principles aimed at guaranteeing a clear and organic attribution of tasks (envisaging a clear segregation of the functions involved in company processes) and controlling the correctness of conduct, in order to eliminate, where possible, and in any case mitigate risk factors;
- d) formalization of guidelines aimed at regulating the operating methods for making and implementing decisions in "risk areas";
- e) documentation and relative archiving of every relevant operation, in order to allow the tracing of the activities carried out in the process and the relative functional and individual responsibilities;
- f) articulation of a system of corporate delegations and powers, consistent with the organizational responsibilities assigned, which ensures a clear and transparent representation of the corporate process of formation and implementation of decisions;
- g) implementation of a training and information plan for personnel, and in particular for personnel holding top positions (e.g. proxies, holders of functional proxies, etc.) and all other interested parties (Suppliers, Consultants, Partners, etc.) operating in areas at risk, in order to make the controls identified by the Model and company procedures effective and concretely applied;
- h) dissemination and involvement of all levels of the company in the implementation of rules of conduct, procedures and company policies;
- i) provision of disciplinary sanctions in the event of conduct that violates the rules of conduct established by the Company and their concrete application, according to the provisions of the Model;
- j) attribution to a Supervisory Body of specific tasks to monitor the effectiveness of the Model and its consistency with the objectives, as well as the powers of autonomy, including financial, necessary to carry them out effectively and efficiently;
- k) *ex-post* verification of the company's conduct, as well as of the functioning of the Model, with consequent periodic updating.

This Model consists of the following components:

- **Group Code of Ethics;**
- **Organizational System;**
- **General Part;**
- **Special Part A**, including identification of the areas at risk and, for each area, of:
 - Offenses at risk of being committed;
 - Company functions involved in company processes relating to the area at risk;
 - Specific indication of sensitive activities;
 - Definition of the controls adopted to prevent and, in any case, minimize the risk of commission of illicit behaviors;
- **Special Part B**, which includes the identification of the measures adopted by the Company in relation to health and safety at work, with particular regard to the risk of committing the crimes of manslaughter and culpable personal injury committed in violation of the regulations for the prevention of accidents at work pursuant to art. 25 *septies* of Legislative Decree 231/2001;
- **Special Part C**, which includes the identification of the controls adopted by the Company in relation to environmental prevention, with particular regard to the risk of committing environmental crimes pursuant to art. 25 *undecies* of Legislative Decree 231/2001;
- **Annex 1**: list of the types of offense envisaged as grounds for the company's administrative liability by Legislative Decree no. 231/2001;
- **Annex 2**: description of the types of offense envisaged as a prerequisite for the administrative liability of the company by Legislative Decree no. 231/2001 and possible ways of committing them, with particular regard to the activities carried out by the Company;
- **Operating procedures, guidelines and procedural rules**, however named, adopted by the Company and which impose conduct suitable for preventing and, in any case, minimizing the risk of committing unlawful conduct.

II.3. Approval of the Model and subsequent amendments/additions.

The Model, in line with the provisions of article 6, paragraph 1, letter a) of the Decree, is approved by the Board of Directors.

The Supervisory Body has the task of supervising the functioning of and compliance with the Model and of requesting updates to the Model in order to adapt it to changes occurring over time, informing the Board of Directors in a timely manner and, in any case, at least every six months, on the activities carried out and the initiatives to be taken.

In this regard, it should be noted that in the event that changes and additions of a substantial nature become necessary - due to new company requirements or regulatory changes - such changes are subject to the approval of the Board of Directors.

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II.4. Methodology followed for the preparation of the Model.

For the purposes of drafting and implementing the Model, the methodological approach adopted provided for the following phases:

1. analysis of the documentation describing the company's corporate and business organization (governance system, system of powers and proxies, procedures, job descriptions, etc.) and the information useful for describing the Company's activities and organizational system;
2. identification of company processes and areas potentially exposed to the risk of commission of offenses (in accordance with the provisions of art. 6, paragraph 2, letter a) of Legislative Decree no. 231/2001);
3. analysis of the organizational structure adopted, of the segregation of the functions involved, of the controls and procedures on the processes already adopted by the Company (so-called "As is" description), also assessing - by means of documentary analysis and specific interviews with company representatives involved in the processes - the concrete implementation of these controls, as well as the documentary traceability of the activities and the possibility of subsequent verification;

4. Risk Assessment of the processes inherent in the areas of risk identified, with a description of the main risk profiles detected;
5. identification of solutions and actions aimed at overcoming or mitigating the identified risk profiles;
6. analysis of the Group's Code of Ethics;
7. drafting of a Disciplinary System to sanction non-compliance with the measures indicated in the Model;
8. analysis of the regulations of the Supervisory Body;
9. definition of a training and communication plan for the Model.

It is understood that the Organization, Management and Control Model is a document subject to continuous supervision, implementation and updating, in order to meet the concrete needs arising from changes in business processes over time, as well as the development of regulations relating to business activities and the responsibility of entities for crimes.

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Section III

The components of the preventive control system

The components of the preventive control system that must be implemented to ensure the effectiveness of the Model are:

- ethical principles aimed at preventing the crimes provided for by Legislative Decree no. 231/2001 and contained in the Code of Ethics;
- sufficiently formalized and clear organizational system;
- authorization and signatory powers consistent with the defined organizational and managerial responsibilities;
- operating procedures, whether manual or computerized, aimed at regulating activities in company areas at risk with the appropriate control points;
- a management control system capable of providing prompt notification of the existence and emergence of critical situations;
- system of communication and training of personnel concerning all the elements of the Model, including the Code of Ethics;
- disciplinary system adequate to sanction the violation of the rules of the Code of Ethics and other provisions of the Model.

With regard to the protocols and principles having specific characteristics for each Sensitive Process, reference is made to the relative Special Parts. With regard to the Supervisory Body, the Code of Ethics, the personnel information and training system and the disciplinary system, reference should be made to the relevant sections of the General Part of the Model.

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III.1. Organizational system.

The Company's organizational system is defined through the preparation of the corporate organizational chart and the drafting of delegations of functions, organizational communications and/or service orders.

The formalization, periodic updating and dissemination of these documents (e.g. through publication on the corporate intranet, posting on notice boards in public spaces or through specific corporate communications) are ensured by the relevant corporate function.

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III.2. Authorization system.

The authorization system shall comply with the following requirements:

- the delegations must combine each management power with the relative responsibility and an appropriate position in the organizational chart; furthermore, they must be updated every time there is an organizational change;
- each delegation must specifically and unequivocally define and describe the delegate's management powers;
- the delegate must have adequate spending powers for the functions assigned;
- proxies may only be granted to persons with an internal functional proxy or a specific assignment and must provide for the extent of representation powers and numerical spending limits;
- all those who have dealings with the Public Administration on behalf of Angelini Pharma S.p.A. must be properly identified and delegated and, if necessary, have appropriate powers of attorney.

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III.3. Decision-making process.

The decision-making process relating to Sensitive Processes must be inspired by the following criteria:

- every decision that may commit the Company and concerning operations within the scope of the Sensitive Processes as identified below must be in writing;

- where possible and consistent with the organizational structure, there cannot be subjective identity between the person who decides on the performance of a Sensitive Operation and the person who actually carries it out;
- similarly, there can be no subjective identity between those who decide and carry out a Sensitive Operation and those who have the power to allocate any economic and financial resources to it, except in the case of actions taken directly by proxies.

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III.4. Management control and financial flows.

Art. 6, paragraph 2, letter c) of Legislative Decree no. 231/2001 states that the Model must "*identify methods of managing financial resources that are suitable for preventing the commission of offenses*".

To this end, the management control system must be articulated in the various phases of the preparation of the annual budget, the analysis of the periodic financial statements and the preparation of forecasts at Company level.

The system thus outlined guarantees:

- the segregation of functions for the processing and transmission of information, through the plurality of subjects involved;
- reporting the existence of critical issues through an adequate and timely system of information flows and reporting.

The management of financial resources must be based on the principle of segregation of duties, in order to ensure that all payments are requested, made and controlled by independent functions or individuals with no other responsibilities, to avoid potential conflicts of interest.

Lastly, liquidity management is based on the criterion of preserving assets, with a related prohibition on carrying out risky financial transactions.

Only those persons expressly identified through delegated and/or proxy powers may dispose of the Company's financial resources.

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III.5. Policies and Procedures.

Angelini Pharma S.p.A. has adopted specific policies and procedures aimed at regulating the activities involved in the sensitive company processes identified during the risk assessment phase.

In particular, these policies and procedures aim to guarantee the implementation and application of the principles of conduct and control established in this Model.

To this end, the company procedures relating to Sensitive Processes are inspired by the following principles:

1. clear formalization of roles, tasks, methods and timing for carrying out operational and control activities;
2. segregation of duties;
3. traceability and formalization of the relevant activities of the process covered by the procedure;
4. archiving of relevant documentation.

The Company guarantees the updating and dissemination of the above-mentioned documents by the functions appointed for this purpose.

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III.6. Archiving documentation.

The activities carried out within the scope of the Sensitive Processes are adequately formalized, with particular reference to the documentation prepared in the context of their implementation. The documentation outlined above, produced and/or available on paper or electronic media, is filed in an orderly and systematic manner by the functions involved in the same, or specifically identified in detailed procedures or work instructions.

In order to protect the company's documentary and information assets, adequate security measures are foreseen to protect against the risk of loss and/or alteration of

the documentation referring to Sensitive Processes or undesired access to data/documents.

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Section IV

The Supervisory Body (SB).

IV.1. Fundamental requirements of the Supervisory Body.

In compliance with the provisions of art. 6, paragraph 1 of Legislative Decree no. 231/2001, the Board of Directors of Angelini Pharma S.p.A. appoints the Supervisory Body, constituted as a panel (3 or 5 members), entrusting it with the function of supervising and updating the Model.

The Company's Supervisory Body is governed in such a way as to have the requirements necessary for the effective performance of the supervisory function: autonomy, independence, professionalism and continuity.

In particular:

1. **autonomy**: the Supreme Court has clarified how the powers of initiative and control can be considered effective and not merely "paper-based" only when the controlling party is not subordinate to the controlled party (see Cass. Pen., Sect. II, September 27, 2016, no. 52316).

Therefore, the Body has absolute autonomy, both structurally and operationally.

As far as the structural plan is concerned, the SB is placed in the highest hierarchical position, in order to avoid any kind of subjection to corporate functions and bodies, which would inevitably undermine the autonomy of action. Therefore, the activities carried out by the SB cannot be reviewed by any other company body or structure; moreover, the SB reports directly to the Board of Directors of the Company and cannot be linked to the operational structures by any hierarchical constraint.

On the operational level, the SB is not subject to any form of interference and conditioning on the supervisory activities of the members of the entity and, above all, by the administrative and management bodies, from the moment of appointment - which takes place in a transparent manner - to actual day-to-day operation.

Finally, as a further safeguard of the requirements of autonomy, the administrative body approves a budget of financial resources, proposed by the SB itself, which the

Supervisory Body may use for any need related to carrying out its functions (e.g. specialist consultancy, travel, checks on any reports, etc.), it being understood that, should the budget prove insufficient, the SB may incur further expenses by reporting to the administrative body;

2. **independence**: the Supervisory Body is free from any economic, operational or personal conditioning with respect to the Company and the persons who work for it.

Therefore, if internal members are appointed (e.g., internal auditors), they constitute a minority of the board and cannot serve as chairperson.

In this regard, in order to guarantee the efficiency and functionality of the Body, the latter must not have operational tasks which, by making it a participant in decisions concerning the entity's activities, could prejudice the serenity of judgment at the time of checks on conduct and the effectiveness of the model;

3. **professionalism**: primarily understood as a wealth of tools and techniques of a legal-criminal, accounting, corporate, health, safety and environmental, as well as organizational nature with which the SB as a whole is equipped to carry out the best possible inspection and supervision activities.

The Supervisory Body has the necessary skills to be able to carry out a variety of activities: statistical sampling, in terms of risk analysis and assessment; appreciation of risk containment measures; analysis of flow-charting, procedures and processes; examination of interview techniques and questionnaire processing; appreciation of the methods used to detect fraud.

Therefore, the composition of the Body is such as to ensure adequate coverage, in terms of skills and experience of its members, of said professional sectors.

At least one of the members of the Body has skills in the analysis of control systems and legal-penalty issues, since Legislative Decree no. 231/2001 is characterized by a "*substantially punitive nature*" and the purpose of the Model is to prevent the commission of crimes;

4. **continuity of action**: the Body is continuously dedicated to the supervision of the Organizational Model, in order to always guarantee maximum effectiveness, without, however, measures such as the scheduling of activities, the minuting of meetings and any periodic reports, becoming the basis for a mere bureaucratization of the activities of the SB.

The Company adopts suitable measures to ensure that the Body is not burdened with operational duties or with organizational and coordination burdens with corporate functions, providing the Body with resources for carrying out secretarial duties.

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IV.2. Composition of the Supervisory Body: requirements, method of appointment, term of office and termination of appointment.

The Supervisory Body is appointed by the Board of Directors with its own resolution, which is communicated to the chosen members.

The individual members of the Body have proven requisites of independence, autonomy, integrity and professionalism.

1. **autonomy**: the members are not directly involved in the management activities that constitute the subject of their supervisory activity and, therefore, are not subject to conditioning or interference by the administrative body;
2. **independence**: the members of the SB are free from economic, operational or personal influences, as well as from conflicts of interest with respect to the Company and the subjects working for it.

If internal members are appointed (e.g., internal auditors), they constitute a minority of the board and cannot serve as chairperson.

All members, external and internal, are not burdened with operational tasks that make them participants in decisions of the entity's activities (and, in particular, decisions about compliance with the regulations), thus affecting the serenity of judgment at the time of the checks on the conduct and effectiveness of the model.

The members of the SB can be revoked exclusively in the cases indicated in the Model;

3. **integrity**: the members of the SB are subjects of acknowledged integrity.

In this regard, the Model provides for specific causes of ineligibility (see next paragraph);

4. **professionalism**: the members of the Body are particularly qualified and have proven experience in the field of the administrative liability of entities for offenses.

They possess appropriate inspection skills, with particular reference to audit techniques, risk analysis and assessment as well as legal expertise in criminal matters.

Before each new appointment, the Board of Directors shall verify the requirements set out in Legislative Decree no. 231/2001, as well as the other requirements specifically indicated in this section.

The Board of Directors shall take into account and record in the minutes the determination made:

- about whether the individual members meet the individual requirements.

In this regard, it should be pointed out that it is not sufficient to refer to the curricula and to what has been declared by the same with regard to the possession of the prescribed subjective requirements.

The curricula of the members and the self-declarations concerning the possession of the requirements of integrity provided for by this Model are annexed to the minutes of the appointment;

- regarding the possession, by the Supervisory Body as a whole, of the requirements indicated above.

The completion of the appointment is determined by the declaration of acceptance by the members of the Supervisory Body, made on the minutes or by signing for acceptance of the copy of the extract of the said resolution.

The position of member of the Supervisory Body is carried out in return for payment.

The annual remuneration of the members of the Supervisory Body is determined by the Board of Directors at the time of their appointment, in an amount appropriate to the nature of the office, and remains unchanged for the entire period of their term of office.

The duration of the Supervisory Body's appointment coincides with that of the administrative body that appointed it.

The members of the SB may resign from office, with immediate effect. In this case, they are called upon to carry out their functions under a regime of extension until the new members of the Supervisory Body are appointed.

The members of the Supervisory Body may be re-elected upon expiry of their term of office. External members may be appointed for a maximum of three consecutive terms. Upon expiry of its term of office and until the new appointment of its members, the Body will operate under an extension regime.

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IV.3. Causes of ineligibility and disqualification; powers of revocation.

The following constitute grounds for ineligibility or disqualification as a member of the Supervisory Body:

- relationships of kinship, marriage or affinity up to the fourth degree with top management of the Company, with the auditors and with the auditors appointed by the auditing firm;
- economic and/or contractual relationships, for a consideration or free of charge, with the Company or other Companies of the Group, of such significance as to compromise independence, other than fixed-term employment relationships;
- conflict of interest, even potential, with the Company such as to compromise the required independence;
- performance, within the Company or other companies of the Group, of operational tasks, i.e. tasks connected with the power to take decisions that have an economic and financial impact for the Company and which are not limited to control tasks;

- current or previous three-year period of working activity on behalf of the company entrusted with the auditing of accounts or of another company of the Group;
- provision of a surety or other guarantee in favor of one of the directors (or spouse), or the establishment of credit or debit relations with the latter;
- direct or indirect ownership of shareholdings of such a size as to allow the exercise of an influence over the Company;
- exercise - in the three financial years preceding the appointment as member of the Supervisory Body - of administrative functions in companies subject to bankruptcy, compulsory administrative liquidation or other insolvency procedures;
- presence of a sentence of conviction, even if not final, or a sentence of application of the penalty upon request (so called plea bargaining), in Italy or abroad, for one of the crimes referred to in the Decree or for offenses that in any case affect professional morality (by way of example but not limited to: bankruptcy offenses, corporate offenses, non-culpable offenses for which a sentence of more than one year has been applied, offenses against the Public Administration, against public faith, against property, against the public economy, banking, financial or insurance offenses, etc.), without prejudice to the effects of rehabilitation;
- existence of a conviction, with a sentence that may or may not be final, to a penalty that entails the disqualification, including temporary, from holding public office, or the temporary disqualification from holding management positions in legal persons and companies, without prejudice to the effects of rehabilitation;
- being subjected to preventive measures ordered by the judicial authorities, without prejudice to the effects of rehabilitation;
- disqualification from professional membership for disciplinary reasons;
- state of interdiction, incapacitation or bankruptcy.

Each member of the SB with the written acceptance of the appointment acknowledges, under own responsibility, that there are no such reasons for ineligibility.

The rules described above also apply in the event of the appointment of a member of the Supervisory Body to replace another member of the same body.

If one of the above-mentioned situations occurs during the term of office, the member automatically loses office.

If a member of the Supervisory Body leaves office during the term of office (e.g. due to forfeiture, resignation or revocation), the other members shall immediately inform the Board of Directors, which shall appoint the replacement(s) for the remaining term of office (as determined in the previous paragraph).

The revocation of the Supervisory Body (or even of only one of its members) can only take place with a specific resolution of the Board of Directors and in the following mandatory cases:

- loss of the subjective requirements of autonomy, independence, integrity and professionalism present at the time of appointment;
- occurrence of a cause of ineligibility;
- serious negligence in the performance of the tasks connected with the office, resulting, for example, from a proven lack of commitment and continuity of action in the performance of institutional tasks or from a failure to send the report on activities to the administrative body and the Board of Auditors;
- inability to perform assigned duties for a period of at least 180 consecutive days;
- omitted or insufficient supervision on the part of the Supervisory Body - in accordance with the provisions of art. 6, paragraph 1, lett. d), of the Decree - resulting from a conviction, even if not final, issued against the Company in accordance with the Decree or from a sentence of application of the penalty upon request (plea bargaining);
- mendacious declaration regarding the non-existence of the reasons for incompatibility described above.

In cases of particular seriousness and urgency, the Board of Directors - on the basis of a resolution passed by the General Meeting and after hearing the opinion of the Board of Auditors - may, however, order the immediate suspension of the powers of the Supervisory Body and the appointment of an *ad interim* Body before revoking it.

IV.4. Supervisory Body resources and coordination with company resources.

The Board of Directors allocates to the SB the human and financial resources necessary to carry out the task.

As far as human resources are concerned, if the Supervisory Body considers it appropriate, it can ask the Administrative Body for authorization to use company resources in order to carry out its function.

As far as financial resources are concerned, the SB may use, for any requirement necessary for the correct performance of its duties, the budget that the Board of Directors assigns to it on an annual basis, upon proposal of the SB.

In addition to the resources indicated above, the Supervisory Body may make use, under its direct supervision and responsibility, of the Company's structures, as well as external consultants; for the latter, remuneration is paid through the use of the financial resources assigned to the Supervisory Body.

All Company bodies, as well as management and other company functions, must cooperate with the Supervisory Body and, in particular, must promptly respond to requests made by the same, as well as make available all documentation and, in any case, any information necessary for carrying out supervisory activities.

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IV.5. Internal regulations of the Supervisory Body.

Following its establishment, the Supervisory Body will draw up its own internal regulations governing the aspects and methods of its activities.

No provision of the Regulations may supersede or modify the provisions of the Model. For anything not specifically provided for in the Regulations of the Supervisory Body, reference should be made to the provisions of the Model and the provisions contained in Legislative Decree no. 231/2001.

The following profiles are regulated within the Rules of Procedure:

a) how the Supervisory Body elects its Chair.

In this regard, in line with the Model, the Regulation of the SB must foresee that the office of Chair cannot be entrusted to the eventual internal member, neither as main member nor in case of temporary vacancy;

- b) duties and powers of the Chair regarding the convening and coordination of meetings, powers of representation of the SB, verification activities, as well as the methods aimed at ensuring the continuity of action of the Body in the event of the Chair's vacancy;
- c) formal arrangements for convening meetings and inviting any external participants;
- d) minimum frequency of meetings of the Body and of meetings between the SB and the corporate bodies or auditors.

In this regard, the Regulation must provide for meetings to be held at least every two months;

- e) methods of preparing and conducting meetings, also with regard to the documentation to be examined (providing that it must be made available well in advance), and alternative methods of participation (for example: in person, by means of audio and/or video telecommunications that allow effective participation in the verification activities and resolutions, etc.);
- f) voting mechanisms and the quorum required for resolutions;
- g) regulation of the methods of communication and abstention from resolutions in the event of a potential or current conflict of interest;
- h) procedures for identifying and assigning tasks to external consultants, suitable for guaranteeing the selection of profiles with the same requisites of autonomy, independence, integrity and professionalism required of the members of the Body, to whom the same causes of ineligibility and disqualification provided for the latter shall apply;
- i) operating procedures for the management of the financial resources assigned by the Company to the SB, as well as the procedures for the approval of any additional expenses with respect to the acknowledged budget.

In this regard, it is desirable for the Supervisory Body to provide for the rule of joint signature;

- j) type, planning methods (temporal and qualitative) and carrying out of the verification and supervisory activities carried out by the SB, as well as review of the planning and intervention in case of extraordinary needs;
- k) type of activities connected to monitoring the updating of the Model;
- l) methods for managing information flows to and from the SB and the consequent preliminary investigation activities;
- m) procedures for taking minutes of meetings and the persons responsible for drafting and signing the minutes;
- n) modalities for the possible entrusting of Secretariat functions;
- o) methods of collecting, validating, filing and storing the documentation relating to the activities of the Body, suitable for allowing the traceability of the supervision carried out and the confidentiality of the data contained therein.

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IV.6. Functions of the Supervisory Body.

The Supervisory Body is entrusted with the following functions:

1. supervise the effectiveness and adequacy of the Model.

Among the functions of the Supervisory Body is that of verifying that the Model contemplates measures that are concretely (and not only formally) suitable for preventing the occurrence of the crimes provided for by the Decree.

As part of this task, the Supervisory Body examines and interprets the relevant regulations, verifying the content of the Model (with particular regard to the Special Parts, the company procedures and protocols and the system of delegated and proxy powers) and assessing its effectiveness in preventing the commission of the offenses underlying the entity's administrative liability for crime.

If monitoring of the structure and contents of the Model reveals the need for its adaptation, the Body will report findings and possible solutions to the administrative body so that the latter may take action.

2. supervise the effectiveness of the Model.

The SB verifies that the conduct implemented within the Company correspond to those indicated in the Model.

To this end, the Supervisory Body plans and carries out periodic checks, also using external professionals, to ascertain the effective and timely application of the measures and controls in place to prevent the commission of the offenses underlying the entity's administrative liability for crime.

In addition, the Body carries out targeted checks on certain operations or acts carried out by company departments, with particular regard to those performed in the context of sensitive activities, in order to verify the congruence of the process with the Model.

The Body collects, processes and evaluates the reports received.

The SB also verifies and promotes compliance with the provisions that regulate the flow of information (periodical and "event-based") towards the SB, the information and training of the Recipients on the contents of the Model, as well as the effective activation of the disciplinary system.

In the presence of violations of the company's controls and procedures, it is also the task of the Body to report the conduct and the persons responsible to the administrative body and the competent company functions so that:

- a. the sanctions provided for in the disciplinary system are applied;
- b. corrections and modifications to prevent further violations are evaluated and, if necessary, adopted.

It is also the task of the Body to assess and report solutions for improving the Model in order to ensure its effective implementation;

3. supervise the updating of the Model and the maintenance of its suitability and functionality over time.

The Supervisory Body has the task of monitoring the relevant legislation on the subject of the administrative liability of entities for offenses, reporting any legislative changes to the administrative body and the competent company departments so that they can assess the impact with respect to the risks identified and, where necessary, update the Model.

To the same end, the Supervisory Body monitors changes in the company's structure and organization.

The Body periodically checks (and, in any case, on the occasion of significant organizational or operational changes) the map of the areas at risk of offenses, in order to urge its adaptation to changes in the activity and/or company structure. To this end, any situations that may expose the Company to the risk of offenses must be reported to the Supervisory Body by management and those responsible for control activities (see paragraph "Information flows").

Finally, the Body carries out the necessary follow-up activities, verifying the implementation and effective functionality of the proposed solutions.

The Supervisory Body acknowledges the performance of these tasks in its written report on the activities carried out, sent at least every six months to the administrative body and the Board of Auditors, which contains:

- number and date of meetings held during the reporting period;
- description of the activity performed;

- reports received and subsequent investigations conducted;
- criticalities detected;
- findings to be submitted to the administrative body for the purposes of updating the Model, as well as its effectiveness and efficacy;
- mention, with the most appropriate guarantees of confidentiality, of the sanctions proposed by the SB and/or imposed by the company for violations of the Model;
- the request for freely available funds (budget) and an account of the use made of them for the previous period.

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IV.7. Powers of the Supervisory Body.

The Supervisory Body, in the exercise of its functions, is the holder of all powers of initiative and control over company activities and the Recipients of the Model.

The Supervisory Body, by way of example but not limited to, has the following powers:

1. has free access to places and documents at any time and without the need for prior consent;
2. carries out accesses to the places, verifications and inspections considered opportune and functional to the activity of vigilance.

In these cases, the Supervisory Body draws up a specific report, countersigned by the head of the company department involved, indicating

- location and date of inspection;
 - duration of inspection;
 - generalities of all parties involved;
 - reason for inspection;
 - inspection outcome;
 - any documentation exchanged and/or transmitted;
 - a declaration that the persons involved have not behaved in a manner contrary to the regulations in force, nor to the principles and controls indicated in the Company's organizational Model;
3. summons and asks for the cooperation of the recipients of the Model or of the company bodies in order to obtain information, data or documents.

Each Recipient is obliged to provide the requested cooperation promptly and effectively, communicating information and documents that are true, transparent, complete and exhaustive;

4. asks for and shares information with the Company's control functions and bodies, with the administrative body, with the auditing firm, as well as with the Supervisory Bodies of the other Group companies;
5. urges the fulfillment of the periodical reporting duties provided for by the Model;
6. uses, according to its needs and in compliance with the Model and the Regulation of the SB, the support of external collaborators and consultants;
7. draws up a plan of supervisory activities in the areas at risk identified by the Model and ensures its implementation;
8. carries out controls, including sample controls, on company processes and on the relative documentation;
9. proposes the adoption of initiatives to update and improve the Model, as well as sanctions in case of ascertained violations of the Model;
10. promotes information and training initiatives on the Model;
11. has the widest expenditure autonomy in relation to the budget allocated to it and may ask the administrative body for expenditure commitments exceeding the availability of the fund, justifying the need to carry out its functions.

In exercising its supervisory powers, the action of the Supervisory Body is unquestionable.

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IV.8. Reporting by the Supervisory Body to the Corporate Bodies.

The Supervisory Body is responsible to the Board of Directors for communicating:

- **at the beginning of each year:** the plan of activities he intends to carry out to fulfill the assigned tasks;
- **periodically:** the progress of the defined program and any changes made, giving reasons;
- **immediately:** any significant issues that have emerged during the activities of the Body, violations of the Model and illegitimate and/or unlawful conduct, of which it has become aware by employees and/or collaborators;
- **every six months:** a report on the activities carried out, their results, critical elements and violations of the Model found, as well as proposals for necessary updates to be implemented.

The Supervisory Body may be asked to report periodically to the Board of Directors on its activities.

The Supervisory Body may also communicate:

1. the results of its investigations to the heads of the functions and/or processes, should the activities give rise to aspects requiring improvement. In this case it will be necessary for the Supervisory Body to obtain from those responsible for the processes an action plan, with a timetable, for the activities that can be improved, as well as the specifics of the operational changes required to implement them;
2. report any conduct/actions that are not in line with the Model, in order to:
 - a. acquire all the elements to make any communications to the structures responsible for the evaluation and application of disciplinary sanctions;
 - b. avoid a recurrence of the event by giving guidance on removing deficiencies.

The activities indicated in point 2), must be communicated by the Supervisory Body to the Board of Directors as soon as possible, also requesting the support of the other company structures, which must collaborate in the activity of verification and in the identification of actions aimed at preventing the recurrence of such circumstances.

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IV.9. Information flows to the Supervisory Body

Information flows are an essential component of the Organization, Management and Control Model, as they are the main vehicle for the Supervisory Body to gain knowledge of the entity's affairs.

Flows must be accurately drafted and must be capable of fully, completely, truthfully and fairly representing the phenomenon being reported.

The content of information flows and the identity of reporters are kept confidential.

Information flows must be in writing and transmitted to the Body's e-mail address: odvacraf@angelini.it.

Any violation of the obligations to provide information to the SB will result in the application of disciplinary sanctions, as indicated in more detail in the following paragraphs.

– IV.9.A. Periodic information flows.

These are communications sent by the company departments operating in the areas at risk on a periodic basis (every four months, unless otherwise provided for), so that the Supervisory Body has up-to-date information at its disposal in order to be constantly able to perform its monitoring role.

The Functions operating in areas at risk inform the Supervisory Body:

1. main operational and monitoring activities carried out during the reference period and the most significant events in terms of potential risk of offenses being committed (for example: extraordinary transactions, particular purchases of goods and services, etc.);
2. proxies and powers of attorney granted within the reference function;
3. minor organizational changes during the reporting period;
4. functioning of the Model within the area of reference;
5. information on training and information activities carried out;

6. plan of audit activities prepared by the competent company department, as well as the description and results of the internal control and auditing activities carried out during the period in question;
7. list of external subjects, Consultants and Partners authorized to interact with the Public Administration in the name or on behalf of the Company in the performance of their duties;
8. data relating to the reporting of meetings between representatives of the Company and the Public Administration;
9. list of tenders for the supply of goods and services to the Public Administration in which the Company took part during the period under review;
10. list of the public loans granted to the Company during the reference period;
11. list of donations made by the Company during the reporting period;
12. list of any accidents that occurred during the reference period;
13. list of disciplinary measures taken during the reference period;
14. any anomalies detected in the ordinary course of business (or a statement that no anomalies have been detected);
15. any suggestions regarding opportunities to improve the Model, regardless of any anomalies found.

The corporate bodies shall communicate to the Supervisory Body:

1. the financial statements;
2. the auditor's report;
3. report on the state of the internal control systems (by the Board of Statutory Auditors).

The single Special Parts of the Model and the Company Procedures provide for further, specific hypotheses of periodical information flows.

– IV.9.B. Ad hoc information flows.

These communications are sent when certain events occur that are relevant to supervisory activities.

These reports must be sent in the specific cases indicated in the Model and every time that, due to the characteristics of the phenomenon to be reported, an immediate report to the SB is appropriate.

In particular, all Recipients (whether internal or external) must report to the SB:

1. organizational changes which, due to their importance, are likely to affect the application of the Model, with particular regard to organizational changes to key roles in the field of health and safety in the workplace and in environmental matters;
2. information related to possible committing or omitting conduct implemented in violation of the Model;
3. information relating to acts or omissions that can reasonably be linked to the possible commission of offenses giving rise to the entity's administrative liability for crime;
4. measures and/or information coming from the judicial police, or from any other authority, from which it can be inferred that proceedings are pending for offenses allegedly committed within the company's activity, even against unknown persons, if such investigations may involve the Company, its managers, employees and external collaborators;
5. documents from which facts, acts, events or omissions emerge that are critical with respect to compliance with the Model;
6. information concerning the sanctioning procedures carried out and any measures imposed or the measures to dismiss such procedures with the relative reasons, if they are linked to the commission of offenses or violations of the rules of conduct or procedures of the Model;
7. any violation or presumed violation of the rules set out in the Model, or in any case conduct that is not in line with the rules of conduct adopted by the Group.

If necessary, the Supervisory Body proposes any changes to the above lists to the Board of Directors.

The single Special Parts of the Model and the Company Procedures provide for further, specific, *ad hoc* informative hypotheses.

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IV.10. Relations between the Supervisory Bodies of Group Companies.

Angelini Pharma S.p.A.'s Supervisory Body supports the sharing and comparison with the Supervisory Bodies of the Group's companies regarding the methodologies and implementation tools of their respective Models, taking part in meetings dedicated to examining and sharing the experiences gained.

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IV.11. Information gathering and storage

Every document, information, report foreseen in the Model is kept by the Supervisory Body in a special archive, with suitable methods to allow the communication flows to be traced.

The data and information stored in the archive may only be made available to parties external to the Supervisory Body with the prior authorization of the Body itself. The latter defines the criteria and conditions for access to the archives with a specific internal provision.

* * *

Section V

Whistleblowing

Law November 30, 2017, no. 179 (published in the Official Gazette of December 14, 2017), supplemented article 6 of Legislative Decree 231/2001 with three new paragraphs, in order to protect company personnel and/or third parties who report, in good faith and on the basis of reasonable factual elements, unlawful acts of which they have become aware in the performance of their duties or in the context of their interaction with the Company.

In particular, art. 6, paragraph 2 bis, of Legislative Decree no. 231/2001, establishes that the organization, management and control model of the entity shall provide for the following

- a) one or more channels that allow the persons indicated in article 5, paragraph 1, letters a) and b) [ed. persons who hold positions of representation, administration or management of the entity or one of its organizational units, and persons subject to the management or supervision of one of the latter persons], to submit, in order to protect the integrity of the entity, detailed reports of unlawful conduct, relevant under this decree and based on precise and consistent facts, or violations of the organization and management model of the entity, of which they have become aware by reason of the functions performed; these channels guarantee the confidentiality of the identity of the reporter in the management activities of the report;*
- b) at least one alternative reporting channel suitable for guaranteeing, by computerized means, the confidentiality of the reporter's identity;*
- c) the prohibition of retaliatory or discriminatory acts, direct or indirect, against the whistleblower for reasons connected, directly or indirectly, to the report;*
- d) in the disciplinary system adopted pursuant to paragraph 2, letter e), sanctions against those who violate the measures for the protection of the reporter, as well as those who make reports that turn out to be unfounded with malice or gross negligence.*

The Directive on the "Protection of individuals who report breaches of community law" (published in the Official Gazette of the EU on November 26, 2019) then harmonized the rules on whistleblowing within the European Union.

Whistleblowing is therefore a control tool that is part of the internal measures put in place by the entity in order to ensure compliance of the company's activities with the internal rules and external regulations that govern their performance.

Angelini Pharma S.p.A. has set up an internal system for reporting violations, in accordance with current laws and regulations and in line with best practices.

Anyone who witnesses conduct that is relevant according to Legislative Decree no. 231/2001 or that is contrary to the Code of Ethics and to this Organization, management and control Model, or who becomes aware of it or suspects its existence, is obliged to report it without delay to the Company in the form and manner specifically indicated in this section (as well as in accordance with the more detailed provisions of the Whistleblowing Procedure adopted by the Company).

Reports may relate to an act or fact that has already been committed or that, in the opinion of the reporter, could be committed.

Reports may concern:

- employees or former employees of the Company or other Group companies;
- members of the corporate bodies of the Company or of other Group Companies.
- third parties in general who have had any kind of relationship with the Company (e.g. consultants, suppliers, customers, shareholders and, more generally, the Company's stakeholders), whose conduct may directly or indirectly cause financial or non-financial damage to the Company.

The Reports, by way of example but not limited to, may concern:

- fraud or corruption perpetrated by Company employees;
- fraudulent conduct perpetrated by third parties to the detriment of the Company;
- violations of the organization and Management Model adopted by the Company pursuant to Legislative Decree 231/2001 (with particular regard to the principles dictated by the Code of Ethics, the protocols, procedures and operating instructions set out in this Model, as well as the guidelines adopted by the Company);
- potential breaches of personal data ("Data Breach").

Each report must be based on precise and concordant facts of which the person making the report has become aware in the exercise of the function or in any case in the course of carrying out the relationship with the Company, providing the necessary elements to allow verification of the grounds for the report.

Reports should be made as follows:

- e-mail addressed to odvacraf@angelini.it.
- paper letter addressed to "Angelini Pharma Supervisory Body, Viale Amelia 70 - 00181 Rome".

The Company has also set up a dedicated platform ("whistleblowing platform" or otherwise called), through which reports can be sent. This platform is suitable to guarantee the confidentiality of the identity of the reporter and to ensure that the processing of personal data takes place in full compliance with the GDPR and the Privacy Code.

The Company guarantees the involvement of the Supervisory Body both in the reporting phase and in the subsequent verification of the grounds for the report.

All investigations following a report are carried out confidentially in line with regulatory provisions and in compliance with the GDPR and the Privacy Code, guaranteeing the protection of the reporting party and the identity of the persons reported and using appropriate criteria and methods for managing information and documents.

From the moment the report is received, the Company takes care to calibrate the protection of the confidentiality of the reporter with that of the reported person in order to protect both from the risks to which they are actually exposed, paying particular attention to this aspect when forwarding the report to third parties.

Whistleblowing cannot concern complaints of a personal nature on the part of the whistleblower or claims/complaints that fall under the discipline of the employment relationship or relations with hierarchical superiors or colleagues, for which reference must be made to the appropriate discipline, except in cases where they also constitute the elements of a relevant conduct pursuant to Legislative Decree no. 231/2001.

The Company prohibits any retaliatory or discriminatory measures against whistleblowers.

In particular, the Company guarantees that no retaliation or discrimination, whether direct or indirect, will result for anyone who has, in good faith, made a report. It undertakes not to apply any practice or act of sanctioning, demotion, dismissal, transfer or other organizational measure that may produce negative effects on the reporting employee's career.

Sanctions are foreseen for those who violate the measures to protect the whistleblower in line with the disciplinary system contained in section VIII of the General Part of the Model.

Any whistleblower who believes to have been the victim of retaliatory or discriminatory acts, as well as anyone who has knowledge of such acts, must immediately inform the Supervisory Body by e-mail at odvacraf@angelini.it, or by letter addressed to "Angelini Pharma Supervisory Body, Viale Amelia 70 - 00181 Rome".

The Company also points out that, as clarified by the Court of Cassation, "the legislation on whistleblowing is limited to avoiding adverse consequences, limited to the employment relationship, for the reporter who acquires, in the context of work, news of an illegal activity, while it does not establish any obligation to actively acquire information, authorizing improper investigative activities, in violation of the limits set by law" (Cass. Pen., Sect. V, July 26, 2018, no. 35792).

In accordance with the aforementioned disciplinary system introduced by the Company, sanctions are also provided for against those who make reports that turn out to be unfounded with malice or serious misconduct.

In order to ensure the effectiveness of the reporting system, the Company shall ensure that all persons working for the entity, whether top management, subordinates or external collaborators, are adequately informed of the reporting channels set up and are able to use them easily.

In particular, the existence of the "whistleblowing platform" (or otherwise named) must be communicated according to paragraph 6.1 below; moreover, the methods of access and the management of reports must be the subject of the basic training contents

administered by the Company according to the provisions of Section VI, paragraphs 6.2 and 6.3 below, of the General Part of this Model.

* * *

Section VI

The Code of Ethics

The Code of Ethics is the document adopted by Angelini Pharma S.p.A. to explain and disseminate the company's ethical principles, commitments and ethical responsibilities in the conduct of business and corporate activities with which the Company intends to comply.

All those who work in or for the Company and who have contractual relations with it are required to comply with the provisions and principles contained herein.

The provisions contained in this Model are supplemented by those of the Code of Ethics, approved at the same time by the Board of Directors, which incorporates the Angelini Group's Code of Ethics.

The Code of Ethics is a tool adopted independently of the Organization, management and control Model pursuant to Legislative Decree no. 231/2001 and is susceptible to general application by the Company in order to express ethical principles that it recognizes as its own and on which it calls for compliance by all Recipients.

On the other hand, the Model meets the specific requirements provided for by Legislative Decree no. 231/2001, and is aimed at preventing the commission of particular types of offenses for acts which, insofar as they are committed in the interest or to the advantage of the Company, may give rise to administrative liability on the basis of the provisions of said Decree.

The Code of Ethics is an integral part of the Organization, Management and Control Model.

* * *

Section VII

Dissemination of the Model and training of recipients

The effectiveness of any prevention system presupposes that the Recipients are actually aware of it and have a correct understanding of the scope of application of the rules of conduct of which it is composed and of the risks involved in carrying out the individual operational processes.

Therefore, the Company pursues these objectives by operating on two levels:

- communication, through the organization of company processes aimed at informing all the recipients of the Model both of the provisions of Legislative Decree no. 231/2001 and of the protocols that the Company has adopted to prevent the commission of the offenses covered by the administrative liability of the entity provided for in that decree;
- training, through the provision of corporate sharing processes, focused on the objective of a correct understanding of the rules of conduct and differentiated according to the recipients so as to ensure knowledge of the risks of predicate offenses connected with the relative corporate activities.

These objectives concern all company resources, both those already present in the company and those to be included, and are implemented with a different degree of detail in relation to the different level of involvement in "sensitive activities".

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VII.1. Information.

The Administrative Body of the Company, in order to guarantee its effective application, ensures that the various categories of Recipients are made aware of the measures taken to prevent the offenses covered by the administrative responsibility of the company pursuant to Legislative Decree no. 231/2001.

In particular, the flow of information, modulated in content and level of detail according to the category of Recipients, also due to the Company's need for confidentiality and privacy, concerns the Model, the Code of Ethics, specific procedures, the disciplinary

system, the relevant interpretative guidelines of the jurisprudence of legitimacy and merit, as well as any amendment and/or integration of the aforementioned documents, of the regulatory framework, of the company or corporate organization and of the operational processes that fall within the scope of the areas of risk of offenses underlying the aforementioned administrative liability.

Taking into account the category of recipients, the Administrative Body provides for communication in a differentiated, clear and effective manner:

- for external subjects (suppliers, external consultants, agents and procurers), through the publication on the Company's website of the Organizational Model (at least in the General Part) and of the Code of Ethics, as well as the annex to the contract or to the letter of appointment in relation to the insertion of clauses establishing the application of a penalty or the contractual termination in the event of violation of the prescriptions of the aforementioned documents;
- for internal subjects (employees, managers, collaborators, trainees and all new recruits), the publication on the company intranet and the delivery in paper or electronic format of the documentation described in the second paragraph of this section, also possibly during training events.

All the aforementioned methods of communication must be tracked by means of a declaration of acknowledgment and commitment to comply with the provisions of the Model and the Company's Code of Ethics.

In the event of revisions and/or updates to the Model, Angelini Pharma S.p.A. must notify the Recipients.

The Model is made available on the website (www.angelinipharma.it) and on the company's intranet.

VII.2. Training.

Training represents a decisive moment in the effective implementation of the Company's Organization, Management and Control Model.

Art. 6, paragraph 1, letter a) of Legislative Decree no. 231/2001 establishes that the company is not liable for the administrative offense if it proves that "*the management body has adopted and effectively implemented, before the offense was committed, organizational and management models suitable for preventing offenses of the kind committed*".

Therefore, the dissemination of the Model and the Code of Ethics within the organization is not, by itself, sufficient to guarantee its effective implementation, as it must be followed by personnel training, which shall be:

- compulsory, the Company, also through the competent company functions, must organize training activities with the necessary participation of employees;
- formalized, evidence of participation in training activities must be provided, as well as evidence of the subject matter of the training sessions and the materials used;
- differentiated, training must be differentiated according to whether it is addressed to employees in general, to employees operating in specific risk areas and to those in charge of internal control, specifically taking into account the level of hierarchy and professionalism, the duties performed and the greater or lesser exposure to the risk of offenses underlying the administrative liability of the company as per Legislative Decree no. 231/2001;
- updated, there must be systematic updating of the content of training events.

Training for the entire company organization must necessarily, but not exclusively, cover the following topics:

- the reference regulatory framework (Legislative Decree no. 231/2001 and Confindustria Guidelines);
- the most relevant legal and judicial guidelines, also with regard to cases specifically concerning the Company's main risk areas;
- the Organization, management and control model adopted by the Company;
- the Company's Code of Ethics;
- business cases of regulatory enforcement;

- the controls and protocols introduced following the adoption of the Model;
- the methods and forms of reporting any unlawful acts discovered within the entity;
- the disciplinary system applicable in the event of violations of the provisions contained in the Company's Organization, Management and Control Model.

In addition, Recipients who are exposed to the risk of offenses constituting the entity's administrative responsibility must be provided with contents specifically related to the types of offense and the relative commission or omission of the crime, the relative prevention measures and the information flows envisaged.

In addition, the training for Process owners should cover the critical issues and risks related to decision-making processes, also taking into account business cases.

Without prejudice to the provisions of the previous points, personnel training for the purposes of implementing the Company's Model is structured on the levels indicated below:

1. management personnel and with representative functions of the institution and internal managers:

- initial seminar extended to all new hires from time to time;
- refresher seminar;
- access to an intranet site dedicated to the topic;
- occasional e-mail updates;
- disclosure in the letter of employment for new hires;
- training as part of the entry level course.

2. other personnel:

- internal briefing note;
- disclosure in the employment letter for new hires;
- intranet access;
- update e-mail;
- training as part of the entry level course.

In addition to these activities, a training plan must periodically be submitted to the Supervisory Body, which will verify the quality of the contents.

This training plan must meet the above requirements including mandatory, differentiated, formalized, and updated.

Therefore, the training plan must provide for differently detailed interventions according to the position of the Company Representatives and the specific Risk Areas in which they operate.

The training courses provided must be compulsory. Failure to attend, in the absence of express justification authorized with the obligation to make up, shall be sanctioned in accordance with the Disciplinary System set forth in Section VIII.

Recipient learning should be assessed through questionnaires.

The training activity provided must be punctually documented and the relative documentation, also inherent to the learning checks, must be duly conserved.

Finally, training planning must include periodic sessions to ensure constant updating with reference to the evolution of regulations and the company's organizational structure of reference.

The Company, furthermore, at the instigation of the Supervisory Body, provides for the administration of training contents aimed at verifying the knowledge of the Recipients of general or specific topics regarding the prevention of the underlying crimes.

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VIII.3. External collaborators, consultants and partners.

The Company's objective is to guarantee correct knowledge and dissemination of the rules of conduct contained in the Model and in the Code of Ethics, also with regard to all external collaborators who carry out continuous activities for the Company on the basis of service management contracts.

These individuals must receive the same level of training as Company personnel.

Other parties external to the Company (e.g. Consultants, Collaborators and Partners) are also provided with appropriate information on the policies and procedures adopted on the basis of this Organizational Model, as well as, if deemed appropriate also on the basis of the opinion of the Supervisory Body, the texts of the contractual clauses usually used in this regard.

Section VIII

The Disciplinary system

The definition of a system of sanctions (to be commensurate with the type of offense and in any case with a deterrent function), to be applied in the event of violation of the rules of conduct set out in the Model, makes the supervisory and preventive action entrusted to the Supervisory Body effective and aims to guarantee the effectiveness of the Model itself.

The adoption of the Disciplinary System constitutes an essential requirement of the Model, pursuant to article 6, paragraph 2, letter e) of Legislative Decree no. 231/2001.

With reference to employment relationships, this disciplinary system integrates, as far as not expressly provided for and limited to the cases contemplated therein, the National Collective Labour Agreement applied to workers employed by chemical-pharmaceutical companies with regard to non-managerial staff (hereinafter also referred to as the "CCNL") and the National Collective Labour Agreement for Managers of companies producing goods and services, with regard to managerial staff (hereinafter also referred to as the "CCNL Managers").

In this regard, it should be noted that the disciplinary system envisaged by this Model, in terms of assumptions, content and aims, differs from the systems typical of labour law.

First of all, the aims pursued by the two systems are different: while the disciplinary system of the Civil Code, of the Workers' Statute and of the national collective agreements is rooted in the framework of a subordinate employment relationship and is aimed at sanctioning the failure to comply with the instructions given by the employer, the system provided for by Legislative Decree no. 231/2001 has a different aim, which is the prevention of offenses.

Moreover, the disciplinary system prescribed by Legislative Decree no. 231/2001 necessarily applies to anyone who could potentially and for any reason expose the company to administrative liability for offenses (including, for example, company bodies, auditors, external collaborators, project workers, contractual partners, suppliers, contractors, etc.).

In particular, the disciplinary system foreseen by Legislative Decree no. 231/2001, in addition to its written form and publicity, requires the requirement of autonomy: it does not result in an unnecessary duplication of the criminal precepts of reference, but sanctions irregular conduct and conduct in contrast with the principles and provisions of the Model, which are placed in a prodromal phase not only with respect to the commission of the crime but also to its attempt.

In addition, the disciplinary system is based on the following principles:

1. it is structured differently depending on the recipients;
2. it identifies exactly the disciplinary sanctions to be adopted against the recipients in the event of violations, infringements, evasion, imperfect or partial application of the provisions contained in the Model (including internal procedures), all in compliance with the relevant provisions of the National Collective Labour Agreements and the applicable legislative and regulatory provisions.

Violation of the provisions of the Model (in any of its parts) damages, in itself, the relationship of trust existing between the Company and its employees and/or Third Parties.

This is without prejudice to the Company's right to claim compensation for damages resulting from the violation of the Model by the recipients thereof.

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VIII.1. Recipients of the Disciplinary System

The disciplinary system applies - within the limits relevant for the purposes of the Decree - to all those who are linked by a relationship of any kind with the Company, and in particular, without prejudice to the independent legal qualification of the relative relationships, to members of the Board of Directors, members of the supervisory or control bodies, employees (managers and non-managers), and collaborators who work on behalf of the Company for any reason.

The Disciplinary System also applies indirectly (by means of special contractual clauses) to all those who have contractual relations with the Company, being recipients of the Organization, Management and Control Model.

The disciplinary system is subject to constant verification and evaluation by the Supervisory Body with the support of the competent company functions.

It is adequately disseminated through publication in places and in ways, including electronic, suitable to make it accessible to all Employees and knowable by all Recipients.

In any case, if violations of the Model by members of the Supervisory Body are found, they will be subject to the sanctions set out in this Disciplinary System, applied according to an *ad hoc* procedure, drawn up in order to guarantee the impartiality and third-party nature of the disciplinary assessment.

The application of sanctions is irrespective of the outcome of any criminal proceedings - both against the perpetrator of the offense and against the company - since the rules imposed by the Model are adopted by the Company in full autonomy, regardless of the type of offense that violations of the Model may determine, and introduce safeguards that are also prodromal to the commission of conduct that could constitute offenses.

The disciplinary system is adequately disseminated through publication in places and in ways, including electronic, that are suitable for making it accessible to all Employees and knowable by all Recipients.

The verification of the adequacy of the disciplinary system and the monitoring of any procedures for the application of sanctions against Recipients is entrusted to the Supervisory Body.

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VIII.2. Penalties

This Disciplinary System is divided into sections, each of which refers to the particular category of recipients, taking into account the particular legal status of the various subjects.

The application of disciplinary sanctions is irrespective of the outcome of any criminal proceedings – whether against the perpetrator of the offense or against the company – since the rules of conduct established by the Model are adopted by the company in full autonomy and independently of the type of offense that violations of the Model may

determine. Any sanctions imposed must, however, always be adopted in accordance with the **principle of proportionality**.

Since each violation materializes according to peculiar and often unrepeatable aspects, it has been deemed appropriate to identify – in the light of the provisions of art. 133 c.p. – the most significant violations of the law. – certain parameters that can objectively guide the application of sanctions – in compliance with the aforementioned principle of proportionality – in the event of violation of the Model and/or the Code of Ethics.

The following parameters should be considered in assessing the penalty to be applied:

- existence and relevance - even externally - of the negative consequences arising for the Company from the violation of the Model and/or the Code of Ethics;
- intentionality of the conduct that led to the violation of the Model and/or degree of negligence, imprudence or inexperience, also with regard to the possibility of foreseeing and/or preventing the event;
- nature, kind, means, object, time, place and any other manner of action;
- seriousness of the damage or danger caused, with particular regard to the consequences of the violation for the persons subject to the regulations on the protection of health and safety in the workplace, as well as for the Company;
- plurality of violations and repetition of the same by those who have already been sanctioned;
- type of relationship established with the person committing the violation (collaboration relationship, consultancy relationship, organic relationship, clerical subordinate work, managerial subordinate work, etc.);
- work duties and/or functional position of the person who violates the Model;
- other special circumstances that accompany the disciplinary offense;
- repetition of disciplinary conduct as well as repeated imposition of disciplinary sanctions for violations of the Model.

The assessment of the seriousness of the breach is therefore the prerequisite for the application of sanctions, which are determined according to the principle of proportionality.

Without prejudice to the need for immediate reporting to the Supervisory Body in accordance with the provisions of paragraph IV.9.B of the Model, if the Supervisory Body, any company function or control body detects a possible violation of the Model and its annexes, the same shall report it to the competent company function for the activation of disciplinary proceedings against the perpetrator of the potential violation, independently of any criminal action by the judicial authority against the employee.

Therefore, a disciplinary system has been created which, first of all, sanctions all breaches of the Model, from the most serious to the most minor, by means of a system of gradualness and, secondly, respects the principle of proportionality between the breach detected and the sanction imposed.

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VIII.3. Violations of the Model.

Pursuant to the combined provisions of articles 6, paragraph 2, letter e), and 7, paragraph 4, letter b), of Legislative Decree no. 231/2001, the following constitute **violations of the Model**:

1. conduct that integrate the types of offenses listed in Legislative Decree no. 231/2001;
2. conduct which, although not one of the offenses, is unequivocally directed towards their commission;
3. conduct/omissions such as to determine the application against the Company of the sanctions set out in Legislative Decree no. 231/2001
4. commission or omission conduct that do not comply with the rules of conduct contained in the Model, in all its parts (including the Code of Ethics, protocols and company procedures);
5. conduct that does not comply with the general principles of conduct, the control principles and the specific prescriptions indicated in the Special Part of the Model;
6. violation by senior management of the obligations to manage or supervise the conduct of subordinates referred to in article 7, paragraph 1, of Legislative Decree no. 231/2001;

7. uncooperative conduct towards the SB (for example, refusal to provide the information or documentation requested, failure to comply with the general and specific directives given by the SB, failure to participate without a justified reason in the controls and inspections of the SB, failure to attend training sessions);
8. violation of the obligations to provide information to the SB as indicated in section IV of this General Part;
9. failure to exercise supervisory functions over the functioning, observance and updating of the Model;
10. acts of retaliation or discrimination against anyone who has reported an unlawful conduct, relevant for the purposes of Legislative Decree no. 231/2001, or a violation of the Model, for reasons directly or indirectly related to the report itself;
11. breaches of confidentiality obligations regarding the identity of the reporter;
12. reports, which prove to be unfounded, if made with malice or gross negligence.

With specific reference to **reports of unlawful conduct** relevant under Legislative Decree no. 231/2001 and reports of violations of the Model, it should be noted that, pursuant to art. 6, paragraphs *2-ter* and *2-quater*, Legislative Decree no. 231/2001:

- the adoption of discriminatory measures against the persons making the reports may be reported to the National Labour Inspectorate, for the measures within its competence, not only by the reporting party, but also by the trade union organization indicated by the same;
- retaliatory or discriminatory dismissal of the reporting party is null and void. Any change of duties pursuant to article 2103 of the Civil Code, as well as any other retaliatory or discriminatory measure taken against the whistleblower, are also null and void. The onus is on the employer, in the event of disputes related to the imposition of disciplinary sanctions or to demotions, dismissals, transfers, or subjecting the reporter to other organizational measures having direct or indirect adverse effects on working conditions, subsequent to the filing of the report, to demonstrate that such measures are based on reasons unrelated to the report itself.

In compliance with the **principles** of **typicality** and **specificity**, violations of the Model are typified and a predetermined sanction, proportionate to the seriousness of the violation, corresponds to them.

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VIII.4. Disciplinary system against employees.

Any conduct by non-management employees in violation of the rules contained in the Model is subject to disciplinary action.

With reference to the type of sanctions that may be imposed on the said employees, they are provided for in the National Collective Labour Agreement applied by the Company and will - if necessary - be imposed in compliance with the provisions of article 7 of the "Workers' Statute" and any special applicable regulations.

Without prejudice to the above, the violation by employees of the Model's regulations may give rise, depending on the seriousness of the violation itself, to the adoption of the following measures, which are established in application of the principles of proportionality and the criteria of correlation between the violation and the sanction and, in any case, in compliance with the form and methods provided for by the regulations in force.

The disciplinary measures applicable to non-managerial employees, in ascending order of severity, consist, in accordance with the above-mentioned rules, and without prejudice to what is indicated in the CCNL, in:

- a. Verbal warning as per art. 38 CCNL
- b. Written warning as per art. 39 CCNL
- c. Fine not exceeding four hours of basic pay as per art. 39 CCNL
- d. Suspension from work and/or from pay up to a maximum of 10 days as per art. 39 CCNL
- e. Suspension from duty with deprivation of pay from 11 days to a maximum of 6 months
- f. Dismissal for just cause without the right to notice pursuant to art. 40 CCNL

These penalties shall be applied in the following cases:

a) Verbal warning as per art. 38 CCNL

- very minor non-compliance with the controls provided for in the Model, not capable of exposing the Company to dangerous situations and without external relevance, committed for the first time and qualifying exclusively as culpable;
- tolerance or failure to report very minor breaches of the procedures established by the Model committed by the personnel subject to coordination;
- failure to take part, without a justified reason, in the compulsory training provided by the Company on the subject of Legislative Decree no. 231/2001 and health and safety in the workplace (pursuant to Legislative Decree no. 81/2008) and in relation to any other training obligations;

b) Written warning as per art. 39 CCNL

- repeated failure to comply with point a), even if culpable.
A violation carried out after the two-year period since the previous one, which has already been the subject of a verbal warning, does not constitute a repetition of the behavior;
- culpable violation of procedural rules provided for by the Model having external relevance and due to negligence. By way of example but not limited to, an employee who negligently fails to verify compliance with the Model and related procedures commits a disciplinary offense punishable by written warning;
- first delayed communication to the Supervisory Body of periodical or eventual information due in accordance with the Model, which is not however likely to undermine the effectiveness of the Model.

c) Fine not exceeding four hours of basic pay as per art. 39 CCNL

- repeated failure to comply with point b), even if culpable.
A violation carried out after the two-year period since the previous one, which has already been the subject of a verbal warning, does not constitute a repetition of the behavior;

- non-compliance with the controls established by the Model which is not minor, but in any case not such as to expose the Company to the risk of the application of sanctions pursuant to Legislative Decree no. 231/2001;
- tolerance or failure to report non-compliance, even of a minor nature, committed by personnel subject to coordination;
- failure to comply with specific requests for information and/or production of documents by the SB and/or the hierarchical or functional superior.

d) Suspension from work and/or pay up to a maximum of 10 days pursuant to art. 39 CCNL

- repeated failure to comply with point c).
A violation carried out after the two-year period since the previous one, which has already been the subject of a verbal warning, does not constitute a repetition of the behavior;
- culpable failure to comply with the controls established by the Model that causes damage and/or exposes the Company to the danger of the application of sanctions pursuant to Legislative Decree no. 231/2001;
- culpable non-compliance with the obligation to send the information flows (or culpable false declarations concerning compliance with the Model or the absence of conflicts of interest), with regard to the flows concerning relations with the Public Administration;
- negligent failure to supervise the conduct of personnel operating within their sphere of responsibility in order to verify their actions within the areas at risk of crime and, in any case, in the performance of activities instrumental to operational processes at risk of crime, which has caused damage and/or exposed the Company to the risk of application of the sanctions provided for by Legislative Decree no. 231/2001.

e) Suspension from duty with deprivation of pay from 11 days to a maximum of 6 months

- repeated failure to comply with point d), even if culpable.
A violation carried out after the two-year period since the previous one, which has already been the subject of a verbal warning, does not constitute a repetition of the behavior;

- commission with malicious intent of one of the failures provided for in point d);
- conduct that obstructs and/or circumvents the controls of the Supervisory Body, as well as obstructing access to information and documentation vis-à-vis internal or external persons in charge of auditing or control activities;

f) Dismissal for just cause without the right to notice pursuant to art. 40 CCNL

- repeated failure to comply with point (e).
A violation carried out after the two-year period since the previous one, which has already been the subject of a verbal warning, does not constitute a repetition of the behavior;
- non-compliance with the provisions issued by the Company, relevant to the Model, which constitutes a significant breach of contractual obligations such as to constitute a just cause for termination of the employment relationship;
- conduct carried out in fraudulent evasion of the controls set up by the Model unequivocally aimed at committing an offense pursuant to Decree no. 231/2001;
- conduct of deliberate falsification, or omission, of the information flows intended for the SB or other Functions or control bodies in the "areas at risk" for the Company;
- deliberately destroying or altering documentation required by operating protocols;
- willful obstruction of controls and/or obstruction of access to information or documentation by persons in charge of controls or decisions in sensitive areas, aimed at concealing the discovery of significant violations of the Model.

With reference to the risk of committing offenses in violation of the regulations on health and safety at work foreseen by art. 25 *septies* of the Decree, in compliance with the provisions of the Circular of the Ministry of Labour of 11 July 2011 no. 15816 concerning the "**Organization and management model pursuant to art. 30 of Legislative Decree no. 81/2008**", the possible violations, graded in increasing order of seriousness, and the related penalties are indicated below:

1. an employee who fails to comply with the Model will be subject to a **written reprimand** if the violation leads to a situation of possible danger for the physical integrity of one or more persons, including the perpetrator of the violation, and

provided that one of the hypotheses envisaged in points 2, 3 and 4 below is not applicable;

2. an employee who fails to comply with the Model will be subject to a **fine not exceeding 3 hours of hourly pay**, if the violation leads to a situation of possible danger for the physical integrity of one or more persons, including the perpetrator of the violation (with reference to a recidivist conduct that has already caused the infliction of written warnings), or an injury to the physical integrity of one or more persons, including the perpetrator of the violation, and provided that one of the hypotheses envisaged in points 3 and 4 below is not applicable;
3. an employee who fails to comply with the Model shall be **suspended from work and pay for up to a maximum of 10 days** if the violation causes injury to the physical integrity of one or more persons, including the offender, and provided that one of the cases provided for in point 4 below is not applicable;
4. any employee who commits a recidivist act in any of the offenses that require suspension from work and pay for up to a maximum of 10 days, as specified in point (3) above, as well as any employee who fails to comply with the Model, in the event that the violation causes an injury that can be qualified as "serious" pursuant to art. 583, paragraph 1 of the Italian Penal Code, shall be subject to **disciplinary dismissal with the right to notice**;
5. an employee who fails to comply with the Model shall be **dismissed for just cause without notice** if the violation causes an injury, qualifying as "very serious" pursuant to art. 583, paragraph 2, of the Italian Criminal Code, to the physical integrity or death of one or more persons, including the offender.

Where there is no express prohibition in the relevant CCNL, in the event of a serious infringement, the employee may be suspended from work as a precautionary measure with immediate effect, until such time as the sanction is imposed, or the decision not to proceed with the adoption of any sanction is communicated.

Should the infringements committed by employees of the Model and/or of the procedures established in the implementation of the same be abstractly ascribable to

a criminal offense, the Company, where it is unable, due to a lack of sufficient elements, to clearly reconstruct the facts, may, while awaiting the outcome of the judicial and/or extra-judicial investigations, order the removal from the workplace with the preservation of the related salary or, in any case, the change of role and/or task.

At the outcome of the criminal trial, even at first instance, where the facts proving the violation committed have not already been acquired by the Company and the consequent decisions have not been taken, the Company shall proceed to apply the sanction in accordance with the provisions of this disciplinary system.

The sanctions are imposed in compliance with the procedures, provisions and guarantees provided for by art. 7 of the Workers' Statute and, as regards non-managerial workers, also with the contractual regulations on disciplinary measures.

In particular:

- for all disciplinary measures, the worker must be notified in writing, with a specific indication of the facts constituting the infringement;
- the disciplinary measure may not be issued unless the days specifically indicated for each sanction in the Employment Contracts have elapsed since the charge was notified, during which the worker may present justifications;
- if the measure is not issued within the above-mentioned period, such justifications shall be deemed to have been accepted;
- the imposition of the measure must be justified and communicated in writing;
- the worker may present justifications, also verbally, and be assisted during the disciplinary procedure (including by a representative of the trade union association to which they belong or by which they confer a mandate);
- disciplinary measures other than dismissal may be challenged by the worker in the trade unions, in accordance with the contractual provisions of art. 7 of the Workers' Statute;
- disciplinary sanctions shall not be taken into account for any purpose after two years from their application.

With regard to the assessment of infringements, disciplinary proceedings and the imposition of sanctions, the powers already granted, within the limits of the respective powers and competences, to the competent departments of the Company shall remain valid.

In any case, the Supervisory Body shall always be informed of any sanctions imposed and/or violations ascertained.

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VIII.5. Disciplinary system for managers.

In compliance with the provisions of the relevant legislation and in accordance with the principles of typicality of the violations and proportionality of the sanctions, the Company brings to the attention of its managerial employees the provisions and rules of conduct contained in the Model, the violation of which constitutes a disciplinary offense, as well as the applicable sanctions, taking into account the seriousness of the violations.

The executive relationship is characterized by its predominantly fiduciary nature.

In fact, a manager's conduct is reflected not only within the Company, but also outside it, as it can affect the Company's image in the community. Therefore, compliance by managers with the provisions of the Model and the obligation to ensure that hierarchically subordinate employees comply with it are considered an essential element of the managerial working relationship, since managers set an example for all those who depend on them hierarchically.

Consistently with the provisions of the "CCNL Managers" (National Collective Labour Agreement), the disciplinary sanctions foreseen for violations of the Model with regard to white and blue collar workers are applicable to the Company's "managerial" personnel, it being understood that only for managerial personnel does the termination of employment exclusively require a principle of justification in accordance with the provisions of the "CCNL Managers" (National Collective Labour Agreement).

The Company, without prejudice to its own independent assessment of the principle of justification referred to above, reserves the right, however, to apply disciplinary measures other than dismissal, as it deems more appropriate to the individual case.

The imposition of one of the sanctions listed below must be determined by the administrative body in light of the criteria indicated in the preceding paragraphs.

The disciplinary measures that can be imposed on 'managers' are as follows:

- a. Written warning
- b. Suspension from work and/or pay up to a maximum of 10 days
- c. Suspension from duty with deprivation of pay from 11 days to a maximum of 6 months
- d. Dismissal

In particular, with reference to the violations of the Model committed by the Company's managers, it is foreseen that:

- in the event of a non-serious violation of one or more procedural or rules of conduct provided for in the Model, the manager shall be subject to the written warning referred to in letter a) consisting of a reminder to comply with the Model, which is a necessary condition for maintaining the relationship of trust with the Company;
- in the event of a minor but repeated violation of one or more procedural or rules of conduct provided for in the Model, the manager will be subject to the disciplinary suspension referred to in letters b) and c);
- in the event of a serious or further repeated violation of one or more procedural or rules of conduct provided for in the Model, having assessed the impairment of the relationship of trust, the manager shall be subject to the measure of dismissal referred to in letter d).

For Company employees with "managerial" status, the following constitute a violation of the requirements of the Model:

- violation of one or more principles or procedural or rules of conduct provided for and/or referred to by the Model and the implementation procedures and protocols;
- violation and/or avoidance of the control systems provided for by the Model, in any way carried out (for example: by removing, destroying or altering the documentation provided for by the Model);
- failure to draw up, incomplete or untrue documentation required by the Model and the relative implementation procedures and protocols in order to prevent and/or hinder the transparency and verifiability thereof;
- facilitating the preparation, by others in an untruthful manner, of the documentation required by the Model and its implementation procedures;
- failure to participate, without a justified reason, in the compulsory training provided by the Company, on the subject of Legislative Decree no. 231/2001 and/or on the subject of health and safety in the workplace (pursuant to Legislative Decree no. 81/2008) and in relation to any other training obligation;
- failure to supervise, control and monitor subordinate employees (irrespective of the legal status of the contract or relationship with such workers) or third parties with whom they have relations in the exercise of their office regarding the correct and effective application of the principles and internal procedures provided for in the Model;
- violation of the obligations to provide information to the SB foreseen by the Model.

In the event that the offense complained of is serious, the manager may be suspended on a precautionary basis from employment with immediate effect, until such time as the sanction is imposed, or notice is given of the decision not to proceed with the adoption of any sanction.

If the infringements by the managers of the Model and/or of the procedures established in implementation of the same are abstractly ascribable to a criminally relevant case, the Company, where it is unable, due to lack of sufficient elements, to clearly reconstruct the facts, may, while waiting for the outcome of judicial and/or extra-judicial investigations, apply the following alternative provisional measures:

- precautionary suspension from the relationship with the right, however, to full pay;

- assignment of a different position within the Company;
- suspension of the payment of the short-term variable remuneration (MBO and similar instruments) already accrued and of the right to exercise all or part of the stock options assigned.

At the outcome of the criminal trial, even at first instance, where the facts proving the violation committed have not already been acquired by the Company and the consequent decisions have not been taken, the Company will proceed with the application of the sanction in accordance with the principles of this Disciplinary System.

This is without prejudice to the Company's right to claim compensation for damages resulting from the violation of the Model.

In any case, the competent company function shall inform the SB of the sanctions imposed and/or the violations ascertained.

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VIII.6. Disciplinary system against the Administrative Body and/or its members.

Upon receiving notice of conduct that may constitute a fraudulent breach or evasion of the provisions and rules of conduct of the Model by one or more members of the Board of Directors, pursuant to art. 2406 of the Italian Civil Code and in compliance with the applicable provisions of law, or in the event of inaction by the Board itself, the Board of Auditors - upon notification of the infringement by the Supervisory Body or another function or control body - shall convene the Shareholders' Meeting without delay to pass resolutions on the possible revocation of the mandate or liability action against the directors pursuant to art. 2393 of the Italian Civil Code.

In addition, the General Meeting may decide to apply one of the following disciplinary measures against the Administrative Body or some of its members:

- a) written censure on the record;
- b) suspension of compensation;
- c) revocation from office for just cause.

In particular, it is envisaged that:

- in the event of a non-serious violation of one or more procedural or rules of conduct laid down in the Model, the member of the Administrative Body will incur the written reprimand referred to in letter a) consisting of a warning to comply with the Model, which is a necessary condition for maintaining the relationship of trust with the Company;
- in the event of a serious breach of one or more procedural or rules of conduct laid down in the Model, the member of the Administrative Body will be subject to the measure of suspension of remuneration referred to in point b);
- in the event of a serious violation of one or more procedural or rules of conduct laid down in the Model such as to irreparably damage the relationship of trust, the member of the Administrative Body will be liable to be removed from office for just cause, as described in letter c).

Moreover, for members of the administrative body, the following constitute a serious violation of the Model's prescriptions:

- failure to comply with the obligation to manage or supervise, in particular with reference to any delegated powers, compliance by Company personnel with the provisions of the law and this Model;
- failure to comply with the obligation to manage and supervise other workers or third parties who, although not linked to the Company by a subordinate relationship (for example, self-employed workers, agents, consultants, collaborators, etc.), are in any case subject to the management and supervision of the Administrative Body pursuant to article 5, paragraph 1, letter b) of Legislative Decree no. 231/2001, without prejudice to the qualification of the contract with such workers.

The director and/or directors who are accused of violating the provisions of the Model shall have the right to present their defense in a timely manner before the above measures are taken.

The Assembly, once it has reviewed the report, will formulate in writing any objection against the director. At a subsequent meeting, the General Meeting, in compliance with

the most appropriate terms of defense, will decide on the imposition and possible type of sanction, according to the principle of proportionality.

Directors who violate the provisions of the Model shall in any case be subject to liability actions and the consequent claim for damages in accordance with the provisions of the Civil Code.

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VIII.7. Disciplinary system towards the Board of Statutory Auditors and its members, as well as towards the auditor

Although the auditors do not fall within the perimeter of apical subjects, in relation to the function carried out in relation to the Company, also with reference to the institutional tasks incumbent on them in terms of management control activities and the obligations to inform the Supervisory Body, they are among the Recipients of the Model and, therefore, of the Disciplinary System.

If one or more members of the Board of Statutory Auditors, or one or more members of the auditing firm, conspire to violate the Model, the Supervisory Body will inform the Board of Directors, which will take the steps it deems most appropriate, including calling a Shareholders' Meeting for appropriate measures. In this regard, reference is made to the applicable provisions of the Italian Civil Code and in particular to article 2400, paragraph 2, of the Italian Civil Code.

The same sanctions shall also apply where, by failing to perform their duties with the professionalism and diligence required by the nature of the office, the members of the Board of Statutory Auditors or of the body entrusted with the auditing of accounts have prevented or not facilitated the discovery of violations of the Model or, in the most serious cases, the commission of offenses relevant for the purposes of the Decree.

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VIII.8 Disciplinary system against members of the SB.

In the event of a violation of this Model by one or more members of the SB, the Board of Directors, after notifying the violation and consulting the Board of Auditors, will take the appropriate measures including, for example, the revocation of the appointment of the entire body and the consequent appointment of a new SB, in accordance with the provisions of Section IV of this General Part.

It is specified that, with regard to the applicable disciplinary measures, with regard to the so-called internal members, the sanctions set out in paragraphs VIII.4 and VIII.5 shall apply, depending on the role covered in the Company, while, with regard to the so-called external members, those set out in paragraph VIII.8.

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VIII.8. Disciplinary system towards external collaborators and contractual counterparties

Adherence to the Model and the commitment to comply with its rules of conduct, insofar as applicable, and values, as well as the commitment to refrain from conduct leading to the violation of these principles by company personnel, are referred to in specific contractual clauses governing relations with third parties. Violation of these clauses shall result in termination of the contractual relationship and/or application of penalties.

Therefore, any conduct by external collaborators that is relevant with regard to the possible application of the sanctions provided for by the Decree, or that is in contrast with the controls indicated in this Model that are applicable to them, may determine, in accordance with the provisions of the specific contractual clauses included in the letters of appointment or partnership agreements, the termination of the contractual relationship.

In any case, this is without prejudice to any claim for compensation if such conduct causes damage to the Company, as in the case of application by the judge of the measures provided for by the Decree.

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