ORGANIZATION, MANAGEMENT AND CONTROL MODEL

WEBIDOO SPA

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

GENERAL PART

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Glossary

Sensitive activity:
process or activity that presents direct risks of criminal relevance in relation to the predicate Offences identified by Decree 231; in other words, within the scope of such processes/activities, the conditions or occasions for the commission of the offences could, in theory, be envisaged.

Instrumental activity:
activities which, although not presenting direct risks of criminal relevance, if combined with directly sensitive activities, can support the commission of the crime and are therefore functional to the illicit conduct.

Authority:
Judicial Authorities, Institutions and Public Administrations at local, national and foreign levels, Borsa Italiana, «Garante della privacy» and other Italian and foreign supervisory authorities.

Legislative Decree no. 231/2001 (or Decree):
Legislative Decree no. 231 of 8 June 2001, containing "Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law no. 300 of 29 September 2000", and subsequent amendments and additions.

Recipients:
subjects who interact with the Company for business reasons: directors, members, legal representatives, managers, employees, collaborators, and any other different subject if and to the extent that they interact with Webidoo SpA, including the Group companies.

Entities:
companies and entities with legal personality and associations, even those without legal personality.

MOGC:

Organization, management and control model pursuant to art. 6, paragraph 1, letter a), of Legislative Decree no. 231/2001, hereinafter also the "Model" or "Organization Model".

Deliberative body:

the "deliberative body" of the Company means the Board of Directors of Webidoo SpA (Board of Directors) or any other management system that may be adopted by the Company.

Supervisory Body:

body with autonomous powers of supervision and control, which is entrusted with the responsibility of supervising the correct functioning and adequate observance of Model 231, equipped with the requirements set out in art. 6, paragraph 1, letter b) of Legislative Decree no. 231/2001 and responsible for proposing the need for its updating.

Supervisory Body:

means the Board of Statutory Auditors and the Auditing Company, even separately.

Procedure:

uses and customs/operating instructions/regulations/protocols aimed at defining the methods of carrying out a specific activity or process and which constitute the relative internal regulatory system.

Crimes:

crimes (hereinafter also "predicate crimes") for which, currently, Legislative Decree no. 231/2001 provides for the administrative liability of entities.

Report:

"report" means any news concerning alleged findings, irregularities, violations, reprehensible behaviors and facts, relevant illicit conduct pursuant to Legislative Decree no.

231/2001 or in any case any practice not compliant with what is established in the Code of Ethics or in the Organization Model adopted by the Company.

Disciplinary System:
set of sanctioning measures whose application is also foreseen in the event of violation of Model 231.

Top Subjects:
persons who hold representative, administrative or management roles in the entity, responsible for one of its organizational units with financial and functional autonomy, as well as persons who actually exercise corporate management and control [ex Legislative Decree no. 231/2001, art. 5, co. 1, letter a)].

Submitted:
persons subject to the direction or supervision of the Top Management [pursuant to Legislative Decree no. 231/2001, art. 5, paragraph 1, letter b)].

Third parties:
by way of example and not limited to, suppliers, consultants, contractual counterparties and third parties in general, who cannot be classified as Subordinates given the absence of a subordination relationship.

1 General Profiles

The international socioeconomic landscape shows market dynamics in continuous evolution. Companies operating in this context adapt to this evolution, shaping their corporate structures on organizational management models.«complexes».

In light of this data, the national legislator, as well as that of other countries, has had to adapt the current regulatory system on the one hand to the needs imposed by the market, and on the other to certain transparency obligations necessary to guarantee the correctness of the operations carried out by the companies themselves, taking into account above all the relationships between them and third parties.

In Italy, specifically, Legislative Decree 8 June 2001, n. 231 was introduced(hereinafter the "Legislative Decree no. 231/2001" or the "Decree")which, in implementation of the Delegated Law of 29 September 2000, n. 300, introduced in Italy the "Regulations on the administrative liability of legal persons, companies and associations even without legal personality»; the Decree is part of a broad legislative process to fight corruption and has adapted the Italian legislation on the liability of legal persons to some International Conventions previously signed by Italy.

Legislative Decree no. 231/01 establishes a regime of administrative liability (substantially comparable to criminal liability) for legal persons, which is added to the criminal liability of the natural person who materially committed the crime and which aims to involve, in the punishment of the same, the entities in whose interest or advantage such crime was committed. This type of administrative liability exists only for crimes for which such a charging regime is expressly provided for by the Decree.

A characteristic aspect of Legislative Decree no. 231/01 is the attribution of an exculpatory value to the Organization, Management and Control Model adopted by the entity, the concrete application of which can therefore constitute a legitimate cause for non-punishability. Specifically, if the Organizational Model has been effectively adopted before the commission of the offence, it can allow the exclusion of the entity's liability; otherwise, if

it has been prepared after the commission of the offence and, before the opening statement of the trial, it presents a mitigating factor of liability, in the sense that it can well represent a cooperative attitude of the entity, useful for the purposes of measuring the sanctions.

The Organization, Management and Control Model (hereinafter also "MOGC") of Webidoo SpA is composed of a "General Part", a "Special Part", and protocols and attachments which form an integral part of it.

This "General Part" indicates the essential features of Legislative Decree no. 231/2001, the relevant characteristics of Webidoo SpA (hereinafter also "WEBIDOO") and the investigative activity carried out for the preparation of the Model.

The following "Special Part" contains the operational aspects of the Model and proposes the crimes potentially committable in the corporate reality of Webidoo SpA, as well as the related prevention protocols. The system of corporate protocols, analyzed (where already existing) and implemented in the drafting phase of this Model, is inspired by national and international best practices in the field of internal control systems, the Tax Risk Control System referred to in Directorial Provision no. 54337 of the Revenue Agency of 14/04/2016, and is in line with the related Confindustria Guidelines as well as with the provisions of the Guardia Di Finanza circular no. 83607/2012 and subsequent amendments. The set of corporate protocols can be divided into:

(i) general protocols, which regulate the internal control system of the Company, i.e. the key components of the MOGC (organizational system, system of powers, system of processes, code of conduct, information system to and from the Supervisory Body, training and dissemination of the Model);

(ii) specific protocols and procedures, which address each process/activity identified as "sensitive" and "instrumental" during the risk assessment.

The guiding principles inspiring the behavior of those who operate in WEBIDOO and maintain business relationships with the Company are contained in the Code of Ethics, which constitutes an integral part of the "Special Part" of this Model.

Finally, some documents are attached to this Model which, by helping to understand how WEBIDOO is structured, guide in the interpretation of the choice of protocols with preventive purposes that WEBIDOO undertakes to implement, as well as the manuals with the relative operating instructions already adopted by the Company.

2 Legislative Decree no. 231/2001: nature of liability and interested parties

Legislative Decree no. 231 of 8 June 2001 introduced into the Italian legal system a new liability for companies, entities with legal personality and associations even without legal personality.

The liability is of an administrative nature, but it arises and depends on the occurrence of one of the presupposed crimes, committed (even only in the form of an "attempt"[1]) in the interest or to the advantage of the entity. Legislative Decree no. 231/2001, also as a result of numerous and disorganized legislative amendments, details the crimes whose commission leads to the administrative liability of the entity (the so-called "predicate crimes").

According to the Decree, if a person commits (or attempts to commit) a specific crime in the interest or to the advantage of an entity, such conduct will give rise not only to the criminal liability of the person who committed it, but also to the administrative liability of the entity in whose interest or advantage such crime was committed.

WEBIDOO is fully included among the subjects addressed by the provisions contained in Legislative Decree no. 231/2001.

3 Administrative sanctions that can be imposed on the company

The company's liability is added to the personal liability of the person who committed the act.

Once the responsibility of the entity has been ascertained, Legislative Decree no. 231/2001 provides for four types of sanctions:

- administrative pecuniary sanctions: for each crime, a quota is established that must necessarily respect a minimum and maximum amount. This is set between 100 and 1000 quotas (based on the seriousness of the fact, the degree of responsibility of the

[1] In cases where the crimes punishable under Legislative Decree no. 231/01 are committed in an "attempted" form, the pecuniary sanctions (in terms of amount) and the interdictory sanctions (in terms of duration) are reduced by between one third and one half (articles 12 and 26 of Legislative Decree 231/01).

entity, the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further crimes) and can have a value between Euro 258.00 and Euro 1,549.00 (this amount is set "on the basis of the economic and patrimonial conditions of the entity in order to ensure the effectiveness of the sanction", pursuant to articles 10 and 11, paragraph 2, Legislative Decree no. 231/01). As stated in point 5.1. of the Report to the Decree, «As for the methods of ascertaining the economic and financial conditions of the entity, the judge may use the balance sheets or other documents that are in any case suitable for photographing such conditions. In some cases, the proof may also be obtained by taking into consideration the size of the entity and its position on the market. (…) The judge will not be able to avoid immersing himself, with the help of consultants, in the reality of the company, where he may also draw information relating to the state of economic, financial and financial solidity of the entity».

Article 12 of Legislative Decree no. 231/01 provides for some cases of reduction of the pecuniary sanction. They are schematically summarized in the following table, with an indication of the reduction made and the conditions for its application. In any case, the pecuniary sanction cannot be less than Euro 10,329.00.

	Assumptions
1/2 (not exceeding Euro 103,291.00)	- The perpetrator of the crime committed the act in his own interest or in the interest of third parties and the entity did not gain any advantage from it or gained only a minimal advantage; - the patrimonial damage caused is particularly insignificant.
from 1/3 to 1/2	(Before the opening statement of the first-instance trial) - The entity has fully compensated the damage and eliminated the harmful or dangerous consequences of the crime, or has in any case effectively taken steps to do so; - an organizational model suitable for preventing crimes of the kind that occurred has been adopted and made operational.
from 1/2 to 2/3	(Before the opening statement of the first instance hearing and if both of the following conditions apply)

	- The entity has fully compensated the damage and eliminated the harmful or dangerous consequences of the crime, or has in any case made effective efforts to do so; - an organizational model suitable for preventing crimes of the kind that occurred has been implemented and made operational.

- interdictory sanctions: include the ban from exercising the activity; the suspension or revocation of authorizations, licenses or concessions functional to the commission of the offence; the prohibition to contract with the Public Administration, except to obtain the performance of a public service; the exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; finally, the prohibition to advertise goods or services.

Interdictory sanctions apply in relation to the crimes for which they are expressly provided, if at least one of the following conditions occurs:

a. the entity has derived a significant profit from the crime and the crime was committed by individuals in a senior position or by individuals subject to the direction of others; in this case, the commission of the crime is the consequence of serious organizational deficiencies or was facilitated by such deficiencies;
b. in case of repetition of the offences[2].

The duration of such sanctions is not less than three months and more than two years, except as provided for by art. 25, paragraph 5, of Legislative Decree no. 231/2001 for the crimes of extortion, actual corruption, corruption in judicial acts, undue inducement to give or promise benefits and incitement to actual corruption; they may be definitive, for example in the case of repetition of the crime.[3]. The application of interdictory sanctions is also excluded if the entity has implemented the remedial measures provided for by art. 17 of Legislative Decree no. 231/01 and, more precisely, when the following conditions are met:

[2] Pursuant to Article 20 of Legislative Decree no. 231/01, "a reiteration occurs when an entity, already definitively convicted at least once for an offence dependent on a crime, commits another offence within five years following the definitive conviction."

[3]Law no. 3/2019 increased to seven years the maximum duration of the interdictory sanctions provided for the crimes of extortion, corruption, corruption in judicial acts, undue inducement to give or promise benefits and incitement to corruption if committed by individuals in apical positions [individuals referred to in art. 5, paragraph 1, letter a) of Legislative Decree no. 231/01].

- «the entity has fully compensated the damage and has eliminated the harmful or dangerous consequences of the crime or has in any case effectively taken steps to this end»;
- «the entity has eliminated the organizational deficiencies that led to the crime by adopting and implementing organizational models suitable for preventing crimes of the type that occurred»;
- "the entity made the profit obtained available for the purposes of confiscation."

The choice of the measure to be applied and its duration is made by the judge on the basis of the criteria previously indicated for the measurement of the pecuniary sanction, "taking into account the suitability of the individual sanctions to prevent crimes of the type committed" (art. 14, Legislative Decree no. 231/01).

- publication of the sentence: the publication of the sentence of conviction in one or more newspapers, in extract or in full, can be ordered by the judge together with the posting in the municipality where the institution has its main office, when a prohibitory sanction is applied. The publication is carried out by the registry of the competent judge and at the expense of the institution;
- confiscation: the confiscation of the price or profit of the crime is always ordered against the entity with the conviction, except for the part that can be returned to the injured party. The rights acquired by third parties in good faith are safeguarded.

Finally, it should be noted that the judge can also order:

- the preventive seizure of the things whose confiscation is permitted, in accordance with art. 53 of the Decree; or,
- the precautionary seizure of the movable and immovable assets of the entity if there is good reason to believe that the guarantees for the payment of the pecuniary sanction, the costs of the proceedings or other sums owed to the State treasury are missing or have been lost, as provided for by art. 54 of the Decree.

4 Why the choice to adopt the Organization, Management and Control Model

TheLegislative Decree no. 231/2001,in the event of the commission of the crimes included in the "catalogue 231" and upon the occurrence of certain conditions specifically provided for by the Decree, it allows for the exclusion of administrative liability on the part of

the entity, with the consequent ascertainment of criminal liability exclusively on the part of the acting subject who committed the crime.

The preventive measures provided for by the Decree consist of the so-called Organization, Management and Control Models: this is a set of organizational and conduct rules with which the Company dictates certain rules to be respected in all the activities carried out, suitable for preventing the commission of illicit acts.

If such Models are adopted and actually and effectively implemented, the Company may obtain - against itself, that is, regardless of the responsibility of the natural person who committed the act - the archiving of the proceedings or a sentence of no case to answer or, again, a sentence of exclusion of its administrative responsibility.

Last but not least, in addition to the exculpatory effect, the adoption of the Model constitutes an opportunity for growth and development for companies that can improve their public image - increasing competitiveness on the markets - so much so that the adoption of the MOGC is promoted, for example, for the purposes of recognition of the "legality rating" pursuant to Law no. 62 of 2012.

With the adoption and effective implementation of the Organization, Management and Control Model, WEBIDOO intends to establish a tool for improving its organization that can offer, at the same time, the exemption expressly provided for by Legislative Decree no. 231/2001.

This Model aims to:

- to instill in all those who operate in the name and on behalf of WEBIDOO the awareness that, in the event of a violation of the provisions of the law, they may incur an offence punishable by personal sanctions and sanctions against the Company (if the latter has benefited from the commission of the crime, or in any case if the latter was committed in its interest);
- reiterate that WEBIDOO condemns illicit behavior, as it is contrary to the provisions of the law and the principles to which the Company intends to adhere in the exercise of its business;
- allow internal monitoring and control actions, aimed in particular at the corporate areas most exposed to the risk of committing the crimes provided for by Legislative Decree no. 231/2001, in order to prevent and combat the commission of the crimes themselves.

5 Contents of the Decree and crimes 231

5.1 Subjective scope and necessity that the crime be committed in the interest or to the advantage of society

There are two different types of relationships that«they connect»the entity in whose interest or to whose advantage a crime may be committed, and the perpetrator of the crime itself.

Article 5 of the Decree refers, in paragraph 1, to the so-called subjects in apical positions, or«*people who hold representative, administrative or management roles in the entity*». With this definition, the legislator refers to the members of the administrative body, the general managers, the executives, the managers in charge of secondary offices, the division managers with financial autonomy, as well as the individuals who exercise, even de facto, the management and control of the entity.

Paragraph 2 of the aforementioned article 5 refers instead to the«*persons subject to the direction or supervision of one of the entities referred to in letter a)*».

The different position of the subjects possibly involved in the commission of the crimes entails different criteria for attributing responsibility to the entity itself.

Article 6 of the Decree places the burden of proving the adoption of preventive measures on the entity only in the case in which the perpetrator of the crime is a person in a so-called "top" position. In other words, if the crime was committed by a person in a top position within the company, the latter is presumed guilty by law since these persons express and represent the policy and, therefore, the will of the entity itself; the burden of proving the adoption of the Organization, Management and Control Model, the appointment of the Supervisory Body, the effective exercise by the latter of its own control functions, the fraudulent evasion of the Organization, Management and Control Model by the material perpetrator of the crime (so-called culpa in eligendo, directly attributable to the company and consequent to its organizational and management choices) falls on the company.

Conversely, if the crime is committed by a person subject to the direction of another, the company's liability exists only if the commission of the crime was made possible by the failure to comply with the obligations of direction and supervision by the management bodies (so-called culpa in vigilando attributable to those who, in charge of control, did not supervise

at all or did not supervise well), which must be proven by the public prosecution and which is excluded by the prior adoption of a suitable Organization, Management and Control Model.

As can be seen, in both cases the commission of one of the underlying crimes must be an expression of a lack of organisation and therefore be "reproachable".»to the company. The difference lies in the exculpatory effectiveness of the adoption of Model 231, which is presumed to be suitable to allow the prevention of the crime only with reference to subordinates. With reference, however, to top management, the correct functioning of a suitable Organization, Management and Control Model is a necessary requirement, but not sufficient to exclude the administrative liability of the company, because the top management must have fraudulently evaded the aforementioned Model.

The unlawful conduct in which the underlying crime of the administrative liability of the company is substantiated must, however, be carried out in the interest (and therefore there must be intentionality) or to the advantage of the company. The company is therefore liable only for administrative offences deriving from crimes committed in its interest or to its advantage (relevant even if "indirect"), which may not even have a strictly economic or patrimonial connotation.

So much so that Legislative Decree no. 231 of 2001 expressly provides that, where the natural person has acted in the exclusive interest of himself or third parties on behalf of the company, no liability arises. And this even if, hypothetically, he had casually gained an advantage from the illicit conduct.

The risk, however, that the administrative liability of the company arises when the top management or the subordinate negligently contribute to the crime (even if only a contravention) of the third party must be coordinated with the need for the company to have gained an advantage from the illicit conduct and, at the same time, requires the company to adopt all the operating procedures necessary to ascertain that the third parties with whom it collaborates or to whom it entrusts certain operations are reliable and possess all the requirements (for example, authorizations, licenses, etc.) necessary to carry out the assignment.

5.2 Types of crimes on whose occurrence the administrative liability of the company depends

Section III of Legislative Decree no. 231/2001 details the crimes for which the "administrative liability" of entities can be configured, specifying the amount of the sanctions.

As of the date of adoption of this Model, the categories of crime referred to in the Decree are described below with the updates made by the legislator:

• crimes against the Public Administration, pursuant to art. 24 of Legislative Decree no. 231/2001, entitled "Undue receipt of grants, fraud to the detriment of the State, a public body or the European Union or to obtain public grants, computer fraud to the detriment of the State or a public body and fraud in public supplies";

• «Computer crimes and illicit data processing», pursuant to art. 24-bis Legislative Decree no. 231/2001;

• «Organised crime crimes», pursuant to art. 24-ter Legislative Decree no. 231/2001;

• «Transnational crimes», pursuant to articles 3 and 10 of Law no. 146/2006;

• «Embezzlement, extortion, undue inducement to give or promise benefits, corruption and abuse of office», pursuant to art. 25 Legislative Decree no. 231/2001;

• «Counterfeiting of coins, public credit cards, stamps and instruments or signs of recognition», pursuant to art. 25 – bis Legislative Decree no. 231/2001;

• «Crimes against industry and commerce», pursuant to art. 25-bis1 Legislative Decree no. 231/2001;

• «Corporate crimes», pursuant to art. 25-ter Legislative Decree no. 231/2001;

• «Crimes with the aim of terrorism or subversion of the democratic order», pursuant to art. 25-quater Legislative Decree no. 231/2001;

• «Practices of female genital mutilation», pursuant to art. 25-quater1 Legislative Decree no. 231/2001;

• «Crimes against the individual», pursuant to art. 25-quinquies Legislative Decree no. 231/2001;

• «Market abuse», pursuant to art. 25-sexies Legislative Decree no. 231/2001;

• «Culpable homicide or serious or very serious injury committed in violation of the regulations on health and safety at work», pursuant to art. 25-septies Legislative Decree no.

231/2001;

• «Receiving, laundering and use of money, goods or utilities of illicit origin, as well as self-laundering», pursuant to art. 25-octies Legislative Decree no. 231/2001;

- «Crimes relating to the violation of European Union restrictive measures", pursuant to art. 25-octies.2 Legislative Decree 231/2001;
- «Crimes relating to payment instruments other than cash», pursuant to art.25-octies.1 Legislative Decree no. 231/2001;
- «Crimes relating to infringement of copyright», pursuant to art. 25-novies Legislative Decree no. 231/2001;
- «Inducement not to make statements or to make false statements to the judicial authority», pursuant to art. 25-decies Legislative Decree no. 231/2001;
- «Environmental crimes», pursuant to art. 25-undecies Legislative Decree no. 231/2001;
- «Employment of third-country nationals whose stay is irregular», pursuant to art. 25-duodecies of Legislative Decree no. 231/2001;
- «Racism and xenophobia», ex art. 25-terdecies Legislative Decree no. 231/2001;
- «Fraud in sports competitions, illegal gambling or betting, and gambling carried out by means of prohibited devices», pursuant to art. 25-quaterdecies of Legislative Decree no. 231/2001;
- «Tax crimes», pursuant to art. 25-quinquiesdecies Legislative Decree no. 231/2001;
- «Smuggling», pursuant to art. 25 – sexiesdecies Legislative Decree no. 231/2001;
- «Crimes against Cultural Heritage», pursuant to art.25-septiesdecies Legislative Decree no. 231/2001;
- «Recycling of cultural assets and devastation and plundering of cultural and landscape assets», pursuant to art. 25-duodevicies of Legislative Decree no. 231/2001.

In detail, the crimes on whose occurrence the arising of the administrative liability of the company depends are various and in particular: embezzlement to the detriment of the State, undue receipt of grants, fraud to the detriment of the State or a public body or for the obtaining of public grants, computer crimes and illicit data processing, organised crime

crimes, illegal manufacture or possession of weapons, extortion, corruption, undue inducement to give or promise benefits, illicit influence peddling, counterfeiting of money, public credit cards, stamp duty and instruments or signs of recognition, crimes against industry and commerce, counterfeiting of trademarks, corporate crimes provided for by the civil code (false corporate communications, minor facts and non-punishability for facts of particular triviality, false corporate communications of listed companies, false prospectuses).[4], false statements in reports or communications from auditing firms, obstruction of control, fictitious formation of capital, undue return of contributions, illegal distribution of profits and reserves, illicit transactions on shares or quotas of the company or of the parent company, transactions to the detriment of creditors, failure to communicate conflicts of interest, undue distribution of company assets by liquidators, corruption between private individuals, incitement to corruption between private individuals, false or omitted declarations for the issuing of the preliminary certificate provided for by the implementing legislation of Directive (EU) 2019/2121, of the European Parliament and of the Council of 27 November 2019[5], illicit influence on the assembly, stock market manipulation, obstruction of the exercise of the functions of the public supervisory authorities), crimes with the aim of terrorism or subversion of the democratic order, practices of mutilation of female genital organs, crimes against the individual, market abuse, manslaughter and serious or very serious negligent injuries committed in violation of the accident prevention regulations and the protection of health and hygiene at work, receiving, money laundering and use of money, goods or utilities of illicit origin, self-laundering, crimes relating to payment instruments other than cash, crimes relating to the violation of copyright, inducing people not to make statements or to make false statements to the judicial authorities, environmental crimes, employment of citizens of third countries

[4] The crime of "False prospectus" was originally provided for by art. 2623 of the Civil Code, repealed by art. 34 of Law no. 262 of 2005 ("Provisions for the protection of savings and the regulation of financial markets"), which reproduced it, with some modifications, in art. 173 - bis of the TUF. The migration of this criminal offence from the provisions of the Code to those of the TUF has led to several coordination problems between the repealed provision and the new formulation, also in relation to the provisions of Legislative Decree no. 231 of 2001, given that art. 25 - ter, paragraph 1, letter d) maintains in force a reference to a provision now repealed andadistinction between contravention and crime which does not exist today. Due to the lack of coordination between the repealing law and the Decree, the applicability of the administrative liability of entities pursuant to Legislative Decree no. 231 of 2001 with reference to this criminal offence is controversial.

[5] Forecast entered byart. 55, co. 1, lett. c), Legislative Decree 2.3.2023 n. 19, published in the Official Journal 7.3.2023 n. 56. Pursuant to the subsequentart. 56, co. 1, this provision takes effect from 3.7.2023. For the application of the other provisions regulating extraordinary cross-border operations, see also theart. 56, co. 3, 4 and 5.

whose stay is irregular (including the crime of illicit intermediation and exploitation of labour), transnational crimes, racism and xenophobia; fraud in sports competitions, illegal gambling or betting and gambling carried out by means of prohibited devices, tax crimes, smuggling crimes under the Consolidated Customs Act, crimes against cultural heritage, money laundering of cultural assets and devastation and pillage of cultural and landscape assets.

It is highly doubtful that some types of crimes contemplated in Legislative Decree no. 231/2001 could be committed in the context of the Company's business activity.WEBIDOOhas however chosen to adopt and share the measures for the prevention of illicit conduct, even if potentially not permissible in the interest or advantage of the Entity. Such conduct and the related safeguards will be treated separately in the "Special Part".

6 Mapping of corporate areas at risk of committing 231 crimes

The mapping of risk areas is carried out taking into account not only the Company's current activities, but also the evolution of operating methods, the use of innovative technological tools, and regulatory changes that may impact the company's risk profile.

Since the Model must be prepared taking into account the specific characteristics of the company to which it is to be applied, the main features of WEBIDOO are summarised below, referring to the "Special Part" and the attachments for more detailed information.

Webidoo SpA was founded in 2017 and is part of a Group of which it represents the commercial soul. The organizational model of the Group is structured by business line:SMBs Acceleration Network, AI Products, Digital Transformation & Innovation, Digital Factory, Technology R&D, Retail Tech.

Webidoo SpA deals with the marketing ofproducts based on the'Artificial Intelligence, as well as digital products and services for the Small & Medium Business market segment and for Large Enterprise. The search for new customers typically involves partnerships aimed at promoting WEBIDOO services to customers, or through a commercial network of agents and business brokers. The creation of the products and services marketed is entrusted to other legal entities of the Group.

The Company is managed by a Board of Directors composed of five members, according to the resolutions of the assembly. At the date of adoption of this Model, the Board

of Directors has appointed a Chairman and a Chief Executive Officer, for whose delegations and attributions please refer to the minutes of September 12, 2024.

The subscribed share capital, divided between three members, is fully paid up.

For the purposes of preparing the MOGC, WEBIDOO first carried out a mapping of the areas/activities at risk, i.e. potentially subject to the risk of committing "231 crimes".

For this purpose,

- documentation and information describing the Group's organisation model and the operations of WEBIDOO, the external operating context, i.e. the economic sector and the geographical area in which the Company operates, and the internal operating context, i.e. the organisational structure, intra-group relationships, size and territorial structure of the Company, have been collected,which consists of a registered office in Milan andtwooperational headquarters (MilanAndCastellana Grotte, in the province of Bari);
- interviews were held with the General Counsel and the HR manager; the individual corporate areas of WEBIDOO were analyzed and the methods through which the crimes considered by Legislative Decree no. 231/2001 could be committed were assessed, with particular attention to the methods with which incoming and outgoing financial flows are managed;
- the following were analyzed: the economic dimension of the Company (turnover, fixed assets, customer credits, share capital, etc.); the subjective dimension of the Company (number of members, number of employees, external collaborators, agents, articulation of corporate offices); the objective dimension of the Company (number of offices, ...); the activity of the Company (services, market size, types of relationships with Public Administrations, intra-group relationships, etc.). And again: payment methods; forms of stipulation of contracts, etc...

Specifically,

- on the basis of the Group's organisation model, the organisational chart of Webidoo SpA was reconstructed by function, also identifying the business lines support and the functions of the CEO Office that operate transversally for the Group, and a survey was carried out of the institutional areas where the probability of commission of the crimes envisaged by the Decree is greatest;

- a specific "map" of the areas at potential "risk 231" has been drawn up - contextualising the so-called "sensitive activities" and the so-called "instrumental activities";
- the suitability of the organizational, procedural and administrative measures (internal organization, delegations of responsibility and spending powers, protocols and behavioral principles) has been assessed and, where necessary, it has been integrated in order to complete those behaviors that WEBIDOO is already required to adopt by law, i.e. those behaviors that the Company must adopt if it intends to comply with the current regulations in civil, fiscal matters, etc. and those that WEBIDOO has decided to adopt in compliance with the current legislation;
- existing documentation useful for the purposes of defining the MOGC 231 (Risk Assessment Document pursuant to Legislative Decree 81/2008, ...) has been collected.

In the following pages, therefore, the essential features of a preventive control system are established, which includes principles of conduct, roles of the subjects operating in the risk areas, protocols for the planning of training and implementation of decisions, control procedures (including the choice of a specific Supervisory Body, which must monitor the functioning and observance of the Model), training and information of personnel, progressive updates of the Model and sanctions applicable in the event of failure to comply with the measures provided for by the Model, in order to ensure its effectiveness.

7 General structure of the protocols

The operation of WEBIDOO, as better detailed in the "Special Part" of the Model, is inspired by the following principles:

- principle of legality.Full compliance with the law constitutes an intense and stringent constraint on the work of WEBIDOO. The principle of legality will be enhanced by giving it a strong meaning (i.e. not programmatic and of "principle"), outlining an all-encompassing framework of duties for WEBIDOO;
- clear assumption of responsibility.Any activity must refer to a person or organizational unit that holds responsibility for it;

- separation of duties and/or functions.The authorization to carry out a transaction must be issued under the responsibility of a person other than the person who accounts for, operationally executes or controls the transaction;
- adequate authorization for all operations,principle that can have both a general nature (referring to a homogeneous complex of company activities) and a specific nature (referring to individual operations) and translates into the need for the person responsible for a function to possess adequate technical skills and professional training to carry out the function;
- adequate and timely documentation and recording of operations, transactions and actions,so as to carry out checks that certify the characteristics of the operation, the reasons and identify who authorised, carried out, recorded and verified the operation itself;
- independent checks on the operations carried out,thanks to which the activities are carried out both by subjects within the organisation, but external to the process, and by people external to the organisation (such as, for example, the Supervisory Body).

8 Supervisory Body and information obligations

8.1 Composition and rules

A particularly important function is assigned to the Supervisory Body since art. 6 of Legislative Decree no. 231 of 2001 provides for the non-punishability of the entity in the event that it has entrusted the task of supervising the functioning and observance of the Model to its own Body equipped with autonomous powers of initiative and control.

The task of continuously monitoring the effective functioning and compliance of the Model, as well as proposing the necessary updates, is therefore entrusted to a separate Supervisory Body, equipped with subjective and objective requirements better described below:

to.subjective requirements. The concrete configuration of these requirements will be exemplified in the following "Special Part"; here it is necessary to provide some general definitions: subjective requirements include autonomy and independence,

professionalism, honorability, continuity of action and the absence of causes of incompatibility.

- *autonomy and independence. This dual requirement requires the highest possible hierarchical position of the Body; this is the reason why the Supervisory Body should be linked directly to the deliberative Body (Board of Directors), without any intermediate hierarchical passage. However, the Supervisory Body must be independent from the deliberative Body. This independence can be achieved both by not assigning operational tasks and by assigning financial autonomy. The non-assignment of operational tasks prevents this body from being part of operational decisions and activities, capable of compromising its objectivity of judgment. The assignment of limited financial autonomy, on the other hand, allows the Supervisory Body to finance its own verification and updating activity, without conditioning and limiting it to the decision (or influence) of third parties. For the same reasons, the Supervisory Body will be equipped with tools that it will use in compliance with privacy legislation;*
- *professionalism. The Supervisory Body must possess a wealth of experience and techniques that allow it to correctly carry out its inspection activity;*
- *honorability. The Supervisory Body must possess honor and dignity. This generic "good reputation" of the Body refers both to the absence of criminal convictions or disciplinary proceedings against its members, and to the loyalty, seriousness and collaboration that must inform the relationships with the company's employees and collaborators;*
- *continuity of action. The prevention and control activity of risk activities must be continuous and constant. To achieve this continuity, the Supervisory Body is required to prepare a verification system that allows the continuous and secure collection of information and data regarding the company's activity;*
- *absence of causes of incompatibility. This requirement can be understood as the absence of all those circumstances that alter the impartiality of judgment and that may prove harmful to the company. The most evident cause of incompatibility is represented, in this sense, by the conflict of interests: situations of conflict of interests, in fact, not only risk causing the Supervisory Body to lose its necessary impartiality,*

but may also benefit the latter, thanks to the function performed, damaging the company;

b. objective requirements . The activity of the Supervisory Body is carried out in two directions. On the one hand, it provides for autonomous powers of initiative for the collection of information and data, and on the other, an autonomous and confidential organization for the collection and storage of information. It should be remembered that the other bodies of the company are required, while protecting their own confidentiality, to inform the Supervisory Body about a broad category of information, which may constitute a source of risk or violation of the Model and which will be exemplified in the following pages. The subsequent control and verification activity is, instead, left to the discretion and responsibility of the Supervisory Body, which will not, therefore, be burdened by an obligation to intervene for all the reports received.

c. responsibility. The Supervisory Body may also be subjected to disciplinary measures if it does not diligently fulfill its institutional duties.

*

In the search for a balance between autonomy and efficiency, we tried to privilege the functionality of the Company, through the choice of a fast and easy-to-use tool.

The reflections formulated in light of the organizational peculiarities of WEBIDOO lead to the identification of an optimal composition of the Supervisory Body that enhances above all the following aspects:

- monocracy of the Supervisory Body,
- professionalism of the person in charge;
- knowledge of the company's history and organizational system;
- functional autonomy.

The person appointed as a member of the Supervisory Body must not have been convicted in order to be chosen and maintain the position, even with a sentence that has not yet become irrevocable, for having committed one of the crimes referred to in Legislative Decree no. 231/01, or to a penalty that involves the disqualification, even temporary, from public office or from the management offices of legal persons.

If an external individual is appointed as a member of the Supervisory Body, he/she shall send the Board of Directors, upon acceptance of the assignment, a declaration:

- that certifies the absence, on his/her part, of any reasons which prevent or make it inappropriate (conflicts of interest, relevant criminal records or ongoing proceedings, etc.) from taking on the role;
- in which he declares that he has been adequately informed of the behavioral and ethical rules that the Company has adopted, including those contained in this Model and which he will adopt in carrying out his duties.

In detail:

- WEBIDOO appoints a Supervisory Body, with a reasoned provision, chosen exclusively on the basis of the requirements of professionalism, honorability, competence, independence and functional autonomy, and such as to ensure continuity of action;
- the appointment resolution also determines the compensation and duration;
- The Supervisory Body may be revoked for (i) the occurrence of a cause of incompatibility or ineligibility; (ii) repeated failure to comply with the tasks set out in the Model; (iii) unjustified inactivity which has led to the application of sanctions to the Company.
  The member who is revoked or who resigns from office is promptly replaced and remains in office until the expiry of the Supervisory Body in force at the time of his appointment;
- the Supervisory Body reports directly to the Deliberative Body;
- the Supervisory Body has autonomous powers of initiative and control within the entity, such as to allow the effective exercise of the functions envisaged by the Model, as well as by subsequent measures taken in implementation of the same;
- in order to carry out its function objectively and independently, the Supervisory Body has autonomous spending power, approved by the Board of Directors, upon proposal of the Body itself;
- the Supervisory Body may commit resources that exceed its spending powers with the obligation to request prior authorization from the Board of Directors;
- the Supervisory Body may be supported and assisted by external consultants, capable of providing specific professional skills that the Body itself may lack;
- the Supervisory Body is bound by the obligation of confidentiality regarding all information of which it has become aware, in the exercise of its functions or activities;
- the Supervisory Body carries out its functions by ensuring and promoting rational and efficient cooperation with the existing organizational structure in WEBIDOO;

- the Supervisory Body is not responsible for, nor can it be attributed, even on a substitutive basis, any managerial, decisional, organizational or disciplinary intervention powers relating to the performance of WEBIDOO's activities.

The Supervisory Body is specifically trained in the matter concerning Legislative Decree 24/2023 (so-called "Whistleblowing Decree").

In order to ensure an effective and efficient performance of its functions, the Supervisory Body has the power to establish specific operating rules and adopt its own internal Regulations, also in order to guarantee its maximum organizational and action autonomy. The Regulations constitute an autonomous and specific document of the Supervisory Body.

8.2 Functions of the Supervisory Body: reporting to corporate bodies

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

- submit the plan of activities that he intends to carry out to fulfill the tasks assigned to him;
- immediately communicate any significant problems arising from the activities carried out;
- report in writing on their activities and, in particular, on the implementation of the Model by the Company, as well as on the verification of company documents and activities, according to the methods set out in the Model itself;
- communicate in writing any violations of the Model of which he has been informed or which he has directly observed and which are not already known to the Board of Directors;
- contribute to the training and information process for staff;
- communicate in writing the results of their investigations to the Function and/or Process Managers, if the checks reveal aspects that can be improved. In such cases, the aforementioned subjects communicate to the Supervisory Body the improvement action plan with the related interventions prepared;
- report in writing to the Board of Directors any behaviors/actions that are not in line with the Model and with company procedures in order to:

- provide the structures responsible for the evaluation and application of disciplinary sanctions with all the information at its disposal;
- avoid the recurrence of the event, by providing appropriate instructions in this regard.

The Supervisory Body draws up a report on the activities carried out each year, within the date of approval of the budget, and presents it to the Deliberative Body and the Supervisory Body. The Supervisory Body, whenever it deems it necessary, may in any case make reports to the Deliberative Body and propose changes and/or additions to the Organizational Model.

8.3 Information to the Supervisory Body

8.3.1 Information obligations

The Supervisory Body, within the limits of current legislation, has free access to all relevant company documentation, as well as the possibility of directly acquiring data and information from the responsible parties. Taking into account the opinion expressed by the Authority for the Protection of Personal Data on 12 May 2020 in reference to the processing of personal data by the Supervisory Body in the exercise of its duties and functions, WEBIDOO designates the individual members of the Supervisory Body as persons authorised to process personal data pursuant to art. 29 of EU Regulation 679/2016 (GDPR) and art. 2 quaterdecies of the Consolidated Law on the protection of personal data.

*

The Recipients of the Model are required to provide the information requested by the Supervisory Body according to the contents, methods and frequency defined by the same from time to time. The information obligations towards the Supervisory Body represent a useful tool for the latter to carry out the supervisory activities on the effectiveness of the Model and to ascertain ex post the causes that may have allowed the occurrence of an illicit act.

In addition to the information provided for in the operating procedures and protocols of the Model («Special Part»), the following specific information/documents are communicated to the Supervisory Body by the managers of each company area/function involved:

- news relating to accidents at work or incidents, or relating to requests for recognition of occupational diseases;
- the provisions and/or information from judicial police bodies, or from any other authority, from which it is clear that investigations are being carried out, even against unknown persons, for the crimes referred to in Legislative Decree no. 231/2001;
- information relating to concession or authorisation procedures or in any case connected to the exercise of company activities;
- any decisions relating to the request, provision and use of public funding or contributions, as well as tax credits;
- requests for legal assistance submitted by top management and/or employees against whom the judiciary should proceed for the crimes envisaged by the aforementioned legislation;
- commissions of inquiry or internal reports from which responsibilities emerge for the hypotheses of crime referred to in Legislative Decree no. 231/2001;
- information relating to the effective implementation, at all company levels, of the Organizational Model, with evidence of the disciplinary proceedings carried out and any sanctions imposed or of the archiving provisions of such proceedings with the relative reasons.

Furthermore, each area/function manager,

- will keep available to the Supervisory Body the evidence of the application of the identified company protocols and the underlying supporting documentation;
- will report to the Supervisory Body any situation that it deems to be non-compliant with the relevant company rules, or where it detects an anomalous situation in relation to the risk of committing one of the crimes referred to in the "Special Part" of the Model.

The news and information collected are stored in a special register, managed by the Supervisory Body according to rules, criteria and conditions of access to the data suitable to guarantee their integrity and confidentiality, and cannot be disclosed to subjects other than the Judicial Authority, the Deliberative Body and the Supervisory Body.

In any case, it is expressly forbidden to destroy, alter or modify in whole or in part the communications addressed to the Supervisory Body.

The Recipients of the Model shall report to the Supervisory Body any illicit conduct and/or violations of the Model, in compliance with the provisions of art. 6, paragraph 2 – bis regarding detailed reports of illicit conduct and violations of the Model (so-called Whistleblowing), a provision for which reference is made to the following paragraph.

8.3.2 Reporting of illicit acts or violations of the Model – so-called Whistleblowing

Senior management, subordinate management and anyone who enters into a relationship with WEBIDOO for business reasons[6]they may, in order to protect the integrity of the Company, send to the Supervisory Body detailed reports of unlawful conduct relevant pursuant to the Decree based on precise and consistent factual elements or of violations of the Model and the Code of Ethics of which they have become aware by virtue of the functions performed.

The communication channel to the Supervisory Body integrates what is required by art. 6 of Legislative Decree no. 231/2001 regarding detailed reports of illicit conduct or violations of the Model (so-called Whistleblowing).

Each report is shared within the Supervisory Body and is examined by the same and, if necessary, subjected to specific investigations. The Supervisory Body, also on the basis of what is provided for in the Organizational Model, guarantees confidentiality regarding the same, without prejudice to the legal obligations regarding communications to the Authority.

The confidentiality of the whistleblower's identity is guaranteed in the activities of managing the report (starting from the investigative activity carried out by the Supervisory Body, which may require the whistleblower to be summoned, and in all phases of the process).

The Supervisory Body verifies and ensures that whistleblowers are not subject to any form of retaliation, discrimination or penalization and ensures that the confidentiality of their identity is protected, without prejudice to legal obligations and the protection of the rights of the Company or of persons accused wrongly and/or in bad faith. Violation of this prohibition

[6] Although the provisions currently in force outlined in art. 6 of Legislative Decree no. 231/2001 are operational with regard only to the subjects referred to in art. 5 co. 1 (these are the "top" subjects and the "subordinates"), the Company provides for the possibility of reporting also to external subjects with whom it enters into relations for business reasons.

constitutes a disciplinary offense and is sanctioned in accordance with the disciplinary system of this Model; equally, the making of reports with intent or gross negligence that prove to be unfounded and the violation of confidentiality obligations constitute a disciplinary offense, with the application of the sanctions provided for by the Model.

WEBIDOO adopts and disseminates a specific "Whistleblowing Procedure" (Operating Protocol P_01).

9 Disciplinary system

An essential aspect for the effectiveness of the Model is represented by the construction of an adequate sanctioning system, capable of detecting the violation of the rules of conduct and, in general, of the internal protocols and procedures.

In fact, art. 6, co. 2, letter e) and art. 7, co. 4, letter b) of Legislative Decree no. 231/2001 indicate, as a condition for effective implementation of the Organization, Management and Control Model, the introduction of a disciplinary system suitable for sanctioning failure to comply with the measures indicated therein.

An adequate disciplinary system therefore constitutes an essential prerequisite for the exemptive value of Model 231 with respect to the administrative liability of entities.

The application of disciplinary sanctions for violations of the company's rules of conduct is independent of the outcome of the criminal trial, as these rules are assumed by WEBIDOO in full autonomy and regardless of the illicit nature that any conduct may determine.

In particular, the following constitute disciplinary offences, with the effects provided for by law and applicable collective bargaining:

- failure to apply or fraudulent evasion of the behavioral rules set out in the operating procedures referred to in the Model;
- the lack of, incomplete and untruthful documentation of the activity carried out as required for sensitive processes;
- obstruction of controls, unjustified impediment to access to information and documentation by the persons responsible for controlling procedures and decisions, including the Supervisory Body, or other conduct likely to violate or circumvent the

control system;

- unjustified and repeated violations of other provisions of the Model, including failure to inform the Supervisory Body;
- failure to comply with the protection measures of the person reporting illicit conduct or violations of the Model or the adoption of retaliatory or discriminatory acts, direct or indirect, against the whistleblower for reasons connected, directly or indirectly, to the report;
- the intentional or grossly negligent making of reports which turn out to be unfounded.

The disciplinary system introduces, in line with the protections assigned to workers by the so-called Workers' Statute (Law no. 300/1970), a specific sanctioning system, aimed at giving preceptive efficacy to the provisions of this Model and adjustable based on the seriousness of the violation and its voluntary nature on the part of the transgressor. Specifically, the sanctions will be applied on the basis of the following criteria:

- the degree of intentionality of the violations committed;
- the level of negligence, recklessness or incompetence relating to the violations committed;
- any cases of repeat offences or commission of multiple offences;
- the extent and severity of the consequences produced;
- the overall behavior of the person who committed the violation;
- the type of tasks and duties assigned to him;
- the functional position occupied and/or the responsibilities assigned.

The Supervisory Body is entrusted with the task of monitoring compliance and correct application of the Disciplinary System in the event of violations relevant to the Decree, as well as informing the Board of Directors so that it can update, modify and/or integrate the Disciplinary System itself, if it deems it necessary for the purposes of improving the effectiveness of the Model.

9.1 Penalties for employees

Compliance with the provisions of the Model by subordinate workers integrates and explains the obligations of loyalty, fairness and correctness in the execution of the

employment contract in good faith, and is also required by WEBIDOO pursuant to and for the purposes of article 2104 of the Civil Code.[7].

Therefore, in relation to the extent of the shortcomings and the circumstances that accompany them, the conduct held by subordinate workers, and placed in violation of the individual rules of this Model, may be sanctioned with the following measures:

- verbal blame;
- written reprimand;
- pecuniary sanction not exceeding the amount of three hours of the normal hourly wage calculated on the minimum wage scale;
- suspension from work and pay for a period not exceeding three days;
- dismissal for just cause.

No disciplinary action will be taken against the worker without first having notified him of the charge and without having heard his defense. The imposition of the action must be motivated and communicated in writing.

The sanctions are commensurate with the level of responsibility and autonomy of the employee, the intentionality of the behavior, the seriousness of the same, meaning both the relevance of the obligations violated and the effects to which the Company can reasonably be considered exposed, also pursuant to and for the purposes of the Decree. If multiple violations are committed with a single act, punishable by different sanctions, the most serious sanction applies. Repeated offenses within three years automatically entail the application of the immediately most serious sanction.

The person responsible for the concrete application of the disciplinary measures described above for employees is the HR Manager, who also imposes sanctions upon possible notification by the Supervisory Body, always on the indication of the Chairman of the Board of Directors and the Chief Executive Officer.

In any case, the Supervisory Body receives timely information on any act concerning

[7] It is understood that any sanctioning measure must comply with the procedures set out in Law 300/1970 (Workers' Statute), the applicable CCNL, the Civil Code and the Company Statute. Therefore, in particular, the Model - which non-compliance is to be sanctioned for - must be made available in a manner accessible to all and must be expressly included in the company disciplinary regulation, or in any case formally declared binding for all employees through, for example, an internal circular or a formal communication.
Disciplinary sanctions other than those indicated in the text, such as the transfer of an employee from one unit to another, are conceivable only if expressly provided for among the disciplinary measures established by collective bargaining and by the disciplinary codes that, at company level, have been adopted in implementation of them.

the disciplinary procedure against a worker for violation of this Model, starting from the moment of the disciplinary dispute.

In any case, the Supervisory Body is assigned the task of verifying and evaluating the suitability of the Disciplinary System pursuant to and for the purposes of the Decree. The necessary involvement of the Supervisory Body in the procedure for imposing sanctions for violation of the Model is provided for, through adequate information regarding the content of the charge and the type of sanction that is intended to be imposed.

The Supervisory Body is also notified of any archiving measures relating to the disciplinary proceedings referred to in this chapter.

9.2 Measures against Administrators

The Company evaluates with extreme rigor any infringements of this Model committed by those who represent the top management of the Company and therefore manifest its image towards the Institutions, employees, shareholders and the public.

In the event of violation of the indications of this Model by individual Board Members, the Supervisory Body shall promptly and formally inform the entire Board of Directors Italy and the Board of Auditors, who shall take all appropriate initiatives provided for by current legislation.

The following also constitute significant disciplinary offences by the deliberative body: (i) failure to disseminate the Model and the Code of Ethics to the Recipients; (ii) failure to supervise the delegates in matters of adoption, compliance and management of the Model and the Code of Ethics; (iii) failure to report or tolerate violations committed by other Directors, with reference to the protocols and procedures of the Model; (iv) failure to comply with the provisions relating to the powers of signature and the system of delegations/powers of attorney assigned; (v) due to negligence or incompetence, failure to prevent or facilitate the discovery of violations of the Model up to the most serious cases of commission of crimes relevant for the purposes of the Decree; (vi) failure to supervise compliance, by the staff, with the provisions of law, the Model and the Code of Ethics.

9.3 Measures towards suppliers, customers, business partners, collaborators, agents and external consultants

Violation of the Model rules, referred to in the contract, may constitute, depending on the seriousness, just cause for termination of the contractual relationship with all legal consequences (including the application of any penalties resulting from such suspension), including compensation for damages.[8].

Such infringements,even thoughslight, are however evaluated negatively for the purposes of renewing the contract and/or the assignment to the offender.

Any violation committed by the subjects mentioned above is communicated by the Supervisory Body through a written report to the Board of Directors.

The specific organizational functions responsible for drafting contracts are responsible for the development, insertion and updating of contractual clauses in contracts that are suitable for compliance with the above specifications.

With regard to the procedure for ascertaining such infringements and the subsequent written warning or activation of the aforementioned clauses, the Supervisory Body verifies that the referring Function has contested the fact to the author of the infringement with the specific indication of the facts charged, issuing a simultaneous written warning to strictly observe the rules of conduct infringed with a formal notice of default and with an invitation to remedy the ascertained infringement, or by terminating the contractual relationship.

The Supervisory Body also verifies that such clauses are included in the contractual forms prepared by WEBIDOO.

9.4 Measures against the Supervisory Body and the Supervisory Body

Compliance with the Model by the members of the Control Bodies and the Supervisory Body integrates and clarifies the obligations of diligence in the execution of the task undertaken.

[8] In this sense, the inclusion of express termination clauses in contracts that explicitly refer to compliance with the provisions of the Model is envisaged.

If the violation of the indications of this Organizational Model is attributable to a member of the aforementioned bodies, the other members shall promptly inform the Board of Directors. The Board of Directors shall promote the investigation of the case and further investigations, adopting, once the violation has been contested, the appropriate measures.

10 Advertising, dissemination and updating of the MOGC

The Model must be widely disseminated and made available to directors, members, legal representatives, managers, employees, collaborators, customers, suppliers, business partners, agents and consultants.

The Model is made available in electronic format on an online platform, in order to allow employees, collaborators, supervisory bodies and the Supervisory Body to view it and confirm receipt and acknowledgement of the indications.

WEBIDOO brings the Model to the attention of customers, suppliers, business partners, agents and consultants using the means deemed most suitable from time to time, including through the methods referred to in the previous point.

For the effective implementation of the Model, periodic internal training sessions are planned, in order to make senior management, employees and collaborators aware of the contents of the Model itself.

The Supervisory Body verifies the effective dissemination of the Model and the training activity.

10.1 Communication to employees and collaborators

The adoption of this Organizational Model is communicated to all resources present in the company at the time of its approval resolution, through the methods indicated in the introduction.

In the case of new hires, an informative copy of the General Part of the Model, the Code of Ethics and Legislative Decree 231/2001 is made available at the time of the verbal agreement on the start of the employment relationship. Once the hiring has been finalized,

the complete documentation is made available to the employee according to the methods set out in the introduction.

WEBIDOO delivers to all employees, both existing and newly hired, a contractual integration form declaring their adherence to the contents of the Model, to be signed and returned personally to the HR Office.

Similar indications are also provided for relationships with collaborators.

10.2 Communication to customers, suppliers, business partners, agents and consultants

For contracts in force on the date of approval of this document, an independent communication is sent (standard information letter regarding the liability system pursuant to Legislative Decree 231/2001) with which WEBIDOO informs of the adoption of the MOGC (of which the Code of Ethics is an integral part) referring to the reading of the documents published on its website.

For new contracts, WEBIDOO provides specific information on the adoption and implementation of the MOGC and the Code of Ethics, also inserting express termination clauses in the contracts that explicitly refer to compliance with the provisions of the Model and the Code of Ethics, without prejudice to any other legal consequences.

10.3 The training

The training activity aimed at spreading knowledge of the Decree, the Model and the rules of conduct is differentiated, in content and delivery methods, based on the qualification of the Recipients, the risk level of the area in which they operate, and whether or not they have representation functions of WEBIDOO.

The training of members of the corporate bodies and of the subjects with powers of representation takes place through meetings repeated at least every three years. The periodic training activity is carried out taking care to respect the following minimum contents:

- explanation of the provisions of the Decree, in particular, the crimes foreseen and considered to be of particular importance with respect to the activities carried out by the Company; the sanctions foreseen; the Recipients, the regulatory conditions upon the occurrence of which the Company can be considered responsible, as well as the possible exemptions from liability;
- examination of the characteristics and purposes of the Model and, in particular, of the behavioural criteria to be followed in carrying out sensitive activities in order to avoid the commission of the crimes envisaged therein;
- indication of the Recipients, the methods of dissemination and the principles contained in the Model and in the Code of Ethics;
- description of the requirements, composition and responsibilities of the Supervisory Body with specific indication of the tools made available for any reports;
- indication of the recipients of the sanctioning system and the methods by which the amount of the sanction to be imposed in the event of violation, infringement, imperfect or partial application of the Model is established.

The above constitutes basic training to which specific contents may be added, defined on a case-by-case basis according to need, also with reference to targeted categories of Recipients or specific topics of particular importance.

Basic training for the remaining types of personnel may take place in the classroom or in e-learning mode, after consulting the Supervisory Body and respecting the minimum contents of the basic training mentioned above.

The training of newly hired staff takes place according to the criteria set out in this chapter.

Participation in training activities according to the methods and timeframes defined by the Company is mandatory: failure to comply with this obligation is subject to disciplinary action.

10.4 Model Update

Changes and additions to this Model are adopted directly by WEBIDOO, or upon proposal of the Supervisory Body. Updating the Model may also become necessary as a

result of evolving regulatory, technological, and operational contexts, as well as in the presence of new risks identified by the Supervisory Body in carrying out its activities, with particular regard to innovative sectors and tools, the environmental impact of company activities, and transnational operational profiles. The changes are approved by the Board of Directors of WEBIDOO.

The Model is promptly modified when changes occur in the regulatory system and in the corporate structure, such as to entail the need to vary the provisions of the Model itself, in order to maintain its efficiency.

This Model must also be modified when significant violations or evasions of the provisions are identified, which highlight the inadequacy of the adopted Model to guarantee effective risk prevention.

Model 231 is periodically reviewed by the Supervisory Body, in order to verify its effectiveness, adequacy, and maintenance of the requirements of effectiveness and functionality over time.

The heads of corporate functions, each within the scope of their own competences, are required to constantly verify the efficacy and effectiveness of the procedures and protocols aimed at preventing the commission of crimes.

The "Special Part" of the MOGC, in particular, is subject to continuous maintenance by the competent company function.