ORGANIZATION, MANAGEMENT AND CONTROL MODEL

WEBIDOO SPA

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

SPECIAL PART

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1. Introduction and methodological note

Although the adoption of the Organization, Management and Control Model represents an option and not an obligation, WEBIDOO, sensitive to the need to ensure conditions of correctness, transparency and compliance with the law in the conduct of business and activities in general, has deemed it compliant with the*mission*company proceed with the adoption and implementation of the Organizational Model.

This with the dual purpose of complying with the prevention purposes indicated by the Legislator and of protecting the interests of the Members, of the Administrative Body, of the entire Company from the application of sanctions.

Finally, WEBIDOO believes that the adoption of the Model constitutes an important opportunity to verify, review and integrate the Company's decision-making and application processes, as well as their control systems, strengthening the image of correctness and transparency to which the company's activity has always been oriented.

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By express provision of the law (art. 6, co. 3,Legislative Decree no. 231/2001), the Organization, Management and Control Models can be adopted on the basis of codes of conduct drawn up by the representative trade associations, communicated to the Ministry of Justice which, in agreement with the competent Ministries, can formulate observations on their suitability within 30 days.

Specifically, on 23 July 2014 Confindustria released its “Guidelines for the construction of Organisation, Management and Control Models pursuant toLegislative Decree no. 231/2001”, approved by the Ministry of Justice on 31 July 2014.

The path suggested by Confindustria for the construction of MOGC 231, also taken up by the most recent interventions of the multidisciplinary working group formed, among others, by ABI and the National Council of Lawyers, as well as by Confindustria itself, can be summarised as follows:

- identification of activities at risk of commission of the predicate offences pursuant to Legislative Decree no. 231/2001;
- preparation of a control system aimed at preventing risks through the adoption and concrete implementation of specific protocols, and structured as follows:
    - ✓ "rules of conduct" formalised in the Code of Ethics;

- ✓ suitable organizational system, aimed at ensuring a clear and organic assignment of tasks as well as verifying the correctness of behaviors;
- ✓ procedures, preferably formalized, with particular attention to IT procedures;
- ✓ authorization and signature powers, consistent with the assigned responsibilities and aimed at ensuring a clear and transparent representation of the decision-making and implementation process;
- ✓ adequate control and management systems;
- ✓ staff training.

An effective and efficient control system must be based on the following principles:

- ✓ verifiability, traceability, coherence and congruence of each operation;
- ✓ application of the principle of separation of functions (no one can independently manage an entire process);
- ✓ inspection documentation;
- ✓ provision of an adequate sanctioning system applicable in case of violation of the contents of the MOGC;
- ✓ identification of a Supervisory Body, in constant communication with the various corporate functions. The flows must provide for structured and periodic information, as well as communication when anomalies and atypicalities, or extraordinary events, occur.

1.1. The content of the Organization, Management and Control Model of Webidoo SpA

In drafting its Organization, Management and Control Model, WEBIDOO has therefore followed the path suggested in the aforementioned Confindustria Guidelines, as well as the doctrine and jurisprudence developed to date, starting from the concrete evaluation of the operational and organizational characteristics of the Company.

The internal control system adopted and implemented by WEBIDOO represents the set of rules, procedures and organizational structures that aim to ensure complianceof corporate strategies and the achievement of the effectiveness and efficiency of processes, the safeguarding of the value of activities, the reliability and integrity of accounting and

management information provided to the corporate bodies and to the market, the compliance of operations with the law, the Statute and internal provisions.

The internal control systemfinds its foundation in the following characterising elements:

- Code of Ethics;
- organizational system formalized in the attribution of responsibilities;
- corporate structure appropriate to the company's operations and size;
- authorization and signature powers consistent with the delegations and responsibilities assigned, in order to ensure a clear and transparent representation of the company process of decision-making and implementation;
- separation of duties, so that the management of company activities, even within the same Department or Function, are authorised, carried out and controlled by different individuals, in order to guarantee independence and objectivity of judgement and to avoid, as a result, the mixing of potentially incompatible roles or excessive concentrations of responsibilities and powers in the hands of individual individuals;
- *policy*operations and procedures;
- IT systems profiled by functions;
- administrative and accounting control bodies;
- management control;
- internal communication system and staff training;
- traceability and ex post verifiability of transactions, through adequate documentary/IT support;
- adoption of the Risk Assessment Document pursuant to Legislative Decree no. 81/2008;
- checks by the Board of Statutory Auditors, the Auditing Company, as well as all the department heads.

The WEBIDOO control system is structured on the following levels:

- first level (or line) controls, carried out during operations, aimed at ensuring the correct execution of operations, and represented by checks carried out both by those who implement a specific activity and by those responsible for supervision. The administrative body at the top of the organizational structure oversees, through coordinated functions, the system of first level controls;

- second level controls (or controls on risks and compliance) also to monitor the uniformity of the Group's systems, procedures and processes; they also aim to ensure that company operations comply with regulations, including internal ones. The business line support is located at this level, in particular, the "AFC" area;
- the Company interfaces with the Board of Statutory Auditors, the Auditing Company and, last but not least, the Supervisory Body. In this regard, it should be noted that the management of relationships with these entities meets the criteria of transparency, relevance, completeness and correctness. The information transmitted to these bodies is complete, documentable and traceable. In particular, all documents regarding transactions on which the Board of Statutory Auditors and/or the Auditing Company are called upon to express an opinion are made available to interested parties with reasonable advance notice; free access to the company accounts and to everything necessary for their role is also guaranteed. In particular, with reference to all relevant flows, the competent company functions ensure the transmission to the Supervisory Body of information relevant to the implementation of the Model, as well as full cooperation in the verification and control activities carried out by the same.

1.2. Identification of relevant crimes, risky activities and definition of protocols

1.2.1. Offences potentially committed in the interest or to the advantage of the Company

According to the principle of legality, only the crimes expressly referred to in theLegislative Decree no. 231/2001 may generate corporate liability. Since the Decree came into force, the Legislator has intervened on several occasions to broaden the scope of the legislation. At present and as anticipated in the "General Part" of the Model, the predicate crimes for the application of the administrative liability of entities are the following:

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

- «Computer crimes and unlawful data processing», pursuant to art. 24-bis Legislative Decree no. 231/2001;
- «Organized 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 of 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 aimed at 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 personality», 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 payment instruments other than cash», pursuant to art.25-octies.1 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 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 231/2001;
- «Recycling of cultural assets and devastation and plundering of cultural and landscape assets», ex art. 25-duodevicies Legislative Decree 231/2001).

In light of WEBIDOO's activity, it was decided to focus greater attention on the assessment of the existence of risk profiles for the occurrence of the underlying crimes deemed "relevant".

First of all, the so-called "specific crimes" were taken into account, that is, those crimes that can only be committed by certain individuals, and not by others.[1]; secondly, the Company's interest or potential advantage was taken into account with reference to each underlying crime, in connection with its typical activity and corporate purpose. From this analysis, it was possible to divide the crimes into the following two categories:

- "non-relevant crimes", or those crimes for which it is not reasonable to assume that they could be committed in the interest or to the advantage of the Entity, taking into account the characteristic activity of the Company and the activities inherent to the corporate purpose[2]. Even "proper crimes" have been included in this category[3], or not applicable except by way of competition, but not in the interest or advantage of the Company;

[1]A crime that can be committed only by someone who holds a certain qualification or status or possesses a requirement necessary for the commission of the crime.
[2]For example, "Practices of female genital mutilation", pursuant to art. 25-quater1 Legislative Decree no. 231/2001.
[3]Among the corporate crimes, "Undue distribution of corporate assets by liquidators" (art. 2633 Civil Code)

- "relevant crimes" not falling within the category referred to in the preceding point.

Specifically, it was deemed appropriate to consider the following categories of crime as "relevant" - even if, in many cases, with a low or remote risk intensity, within which, however and as detailed in the following pages, certain types of crime have been excluded: crimes against the Public Administration, computer crimes, illicit data processing and crimes committed in violation of the provisions on*cyber security*, organised crime, including transnational organised crime, and obstruction of justice, crimes of counterfeiting money, public credit cards, revenue stamps and instruments or signs of recognition and crimes against industry and commerce, corporate crimes and corruption between private individuals, market abuse, crimes relating to health and safety at work, money laundering and self-laundering crimes, crimes relating to violation of copyright, environmental crimes, the crime of employing citizens of third countries whose residence permit is irregular, racism and xenophobia and tax crimes.

Likewise, it was considered that WEBIDOO's activity does not present risks of verification of the following categories of crime: crimes with the aim of terrorism and subversion of the democratic order, practices of mutilation of female genital organs, crimes against the individual personality, fraud in sports competitions, smuggling, crimes against cultural heritage, laundering of cultural goods and devastation and looting of cultural and landscape assets.

Please note that some of WEBIDOO's activities are outsourced, including, for example, tax compliance.

Finally, it is worth specifying that the types of crime falling within each of the two above-mentioned categories are subject to periodic review and updating, on the basis of regulatory developments, company organisation and operations.

1.2.2. Identifying risky activities

For the purposes of preparing this Model, WEBIDOO has carried out a mapping of the activities within which crimes may be committed, in compliance with the provisions of art. 6, paragraph 2, Legislative Decree no. 231/2001.

WEBIDOO has therefore carried out a careful verification of the activities carried out, as well as of the organizational structure, aimed at highlighting both the concrete operating methods and the distribution of skills, as well as the protocols in place.

WEBIDOO has therefore identified:

- of the "sensitive activities" which, within the scope of company processes, were found to be exposed to the risk of committing the crimes expressly referred to in the same Decree and deemed "relevant";
- of "instrumental activities", 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.

The "sensitive activities" most exposed to the commission of crimes for which the administrative liability of the Company is foreseen were found to be:

- Intellectual Property and Brand Portfolio Management.
- procurement of goods and services. The activity concerns the procurement of goods and services functional to the core business and organizational activities of the Company.
- those relating to the sale, promotion of products and services of the Digital Factory business line (Webidoo Farm Srl and Webidoo Engineering Srl) and marketing, including creative, content development, graphics, communication, and digital production activities, where carried out using advanced IT tools or artificial intelligence systems.. The activity concerns the planning of sales and post-sales activities, the definition of pricing and every information component (not administrative - financial) and advertising;
- selection, hiring and personnel management. The activity includes the process of selecting and training staff, managing employee company benefits and initiating any disciplinary proceedings against staff.
- selection and management of collaborators. The activity includes the selection and management process, including administrative, of collaborators and the establishment of any sanctioning procedures against them.
- selection and management of relationships with agents. The activity includes the selection and training process of agents, the calculation of commissions and bonuses, the initiation of any sanctioning procedures against them.

- management of relationships with suppliers, consultants (also with reference to the "Advisory Board") and business partners. The activity includes the selection process of suppliers, consultants and business partners (verification of reports, balance sheets, if possible visits to the offices, availability of MOGC 231 and Code of Ethics, etc.), subsequent monitoring (on the corporate structure, payment methods, etc.), as well as similar checks on network partners; with specific reference to consultants, this also includes checking the appropriateness of the compensation paid.
- request, obtaining and managing public contributions/subsidies/funding. This refers to the management of activities aimed at requesting and obtaining public /contributions/subsidies/funding aimed, for example, at providing training activities for the Company's staff, through the preparation of the relevant documentation, the verification of the collection of the sums and the accounting recording of the same.
- financial planning, management and monitoring of financial flows. The activity refers to financial planning, as well as the management of payments and collections and in general to the movement of financial resources originating from the activity of WEBIDOO.
- management of intra-group relations. The activity refers to the management of commercial relationships with other companies in the Group and of services and performances provided within the group. The activity also includes the reporting of services provided to other companies in the Group and the management of intercompany charges.
- share capital operations, extraordinary finance operations, strategy. This refers to the management of risks connected to extraordinary activities aimed at increasing or decreasing the amount of share capital and to all operations outside of ordinary management (e.g. transformation, merger, sale, acquisitions).
- those relating to the keeping of accounts in the broad sense aimed, in particular, at the preparation of the balance sheet, reports or other corporate communications. This is the activity inherent to the collection and processing of accounting data, the drafting of the financial statements, as well as the preparation of reports and statements attached to the financial statements and any other data, statement or operation relating to the economic, patrimonial and financial situation of the Company required by law.

- management of tax obligations and relationships with appointed consultants. This includes the preparation of the documentation preparatory to tax returns, the verification of tax returns and communications, from the calculation to the payment of taxes, the selection and verification of the layouts of the consultants in charge.
- management of relationships with corporate bodies. This activity concerns the Company's relationships with supervisory bodies such as the Board of Auditors, which oversees the administrative structure of the Company, the auditors responsible for accounting control and the Supervisory Body.
- those that place the Company in relation with the State, other public bodies, the European Union, the Public Administration in general (Privacy Authority, public offices, public bodies holding authorisation, concession or enabling powers, inspection bodies)aimed at, by way of example and not limited to, obtaining/renewing authorisations, concessions and licenses/certifications for the exercise of business activities;
- management of legal proceedings and disputes. This is the activity related to the management of judicial and extrajudicial disputes, criminal proceedings and transactions in the field of labor, civil, administrative and tax law, which is carried out with the support of external lawyers.
- management of inspections/verifications/assessments. This is the activity related to the management of inspection visits by entities and organizations belonging to the Public Administration, which carry out checks and/or acquire data, information and/or documents regarding company activities. This activity also includes the management of relationships with external certification bodies, during audits for the issuing or renewal of certifications.
- those carried out using IT or telematic systems, including artificial intelligence systems, algorithms, or automation tools, in accordance with the internal rules for managing IT resources.
- those relating to the management of safety at work. This refers to the set of procedures, rules and operating practices implemented by the Company to ensure the correct fulfillment of the obligations set forth in Legislative Decree 81/2008 and, in general, to guarantee the best possible protection of health and safety within the workplace and in the performance of work activities.

- those relating to the management of environmental compliance.

1.2.3. The definition of prevention protocols

The investigation activity was carried out with the aim of evaluating and implementing a system of "prevention protocols and procedures" capable of mitigating the risk of commission of the identified crimes.

WEBIDOO has defined a system of preventive protocols for the areas of activity in which a risk profile has been identified, understood as a set of guidelines, principles of conduct, verification and control systems, training and information that are considered suitable for governing the identified risk profile.

These protocols plan the formation and implementation of decisions, identifying those responsible, differentiating and separating the functions of the personnel, providing for the necessary documentation activity and verifiability, all in compliance with the existing delegations and coherently with the organizational position held.

The protocols are submitted to the examination of the subjects responsible for the management of the risk activities, for their evaluation and sharing.

With specific reference to the management of financial resources, WEBIDOO defines the methods, separating and making independent the role of those who authorize the use of the financial resource, those who activate it and those who control it. This is in order to ensure the distinction of functions, a system of authorization mechanisms, transparency and traceability of operations, continuous information flows.

Finally, it is worth specifying that the organization of the protocols has taken into account the peculiarities of the Company. In fact, a Model that provides for excessive procedural burden may cause the Company more harm than good; in fact, either the Company applies it to the letter, with the effect of paralyzing its own activity, or it adopts it formally, but continues to carry out its activity according to previous habits.

An effective threshold has therefore been defined which allows for a limit to be placed on the quantity and quality of the preventive measures to be introduced in the Society in order to prevent the commission of the crimes considered by theLegislative Decree no. 231 of 2001. This threshold is represented by a prevention system that cannot be circumvented except intentionally and fraudulently.

The criterion followed in the preparation of this Model is, in summary, that of maximum guarantee with minimum operational sacrifice, so that the Model adopted is simple and clear, but at the same time operational and effective.

To this end and in this same perspective, in identifying the prevention measures to be adopted, this Model has taken into account the protocols already adopted and implemented.

2. Rules of Conduct: the corporate culture of Webidoo SpA

One of the main prevention tools against the commission of crimes is represented by those "rules of conduct" that have the characteristics of a true "constitutional charter" of the Society, also aimed at dissuading from carrying out illicit conduct.

The commitments, values and moral responsibilities in the conduct of business and management activities carried out by the subjects acting on behalf of the organization (administrators, employees, consultants, agents, etc.) are explained below, in internal relations, with all stakeholders of the Organization (customers, suppliers, Public Administration, ...), and which integrate the Code of Ethics adopted by the Company.

Please remember that the ascertained violation of any rule, including the Code of Ethics, adopted by WEBIDOO involves the application of the sanctions provided by law and/or by the specifically approved disciplinary and sanctioning system.

2.1. Principles and reference values

2.1.1. Principle of legality

WEBIDOO informs its action to the principle of legality, a principle that requires the Company to carry out its activity in full compliance with the laws and regulations, so that each manifestation of it is lawful and compliant with legal standards. WEBIDOO, in particular, undertakes to comply with the legislation on the processing of personal data.

The principle of legality involves every phase of WEBIDOO's activity, better detailed in the following pages. This principle is considered to be extended also to phases of WEBIDOO's activity not included among those considered at risk of commission of predicate crimes, but relevant for the purposes of Legislative Decree no. 231/2001.

The principle of legality binds all subjects who interact with WEBIDOO.

WEBIDOO informs the principle of legality of the action carried out internally, binding to it the relationships between superiors and subordinates and between subordinates and superiors and also between workers of equal rank. Employees must be aware of the laws and the resulting behaviors; therefore, WEBIDOO is required to inform them in case of uncertainties on the subject.

WEBIDOO informs the principle of legality of the action carried out internally and externally, binding to it the relationships with customers and/or suppliers, Italian and foreign, Public Administration, Credit Institutions or other entities.

WEBIDOO informs the principle of legality of the activity carried out wherever it is carried out, both in Italy and abroad.

All subjects who interact with WEBIDOO are required to always, in any case and everywhere respect all legal provisions, whether of legislative or regulatory origin, which concern the activity of WEBIDOO.

Each person interacting with WEBIDOO is required to ensure that the risk of non-compliance or violation of legal provisions is eliminated or in any case reduced to a minimum.

Each individual who interacts with WEBIDOO monitors and promptly reports to the Supervisory Body any illicit act, any anomaly, any incongruity, any conflict of interest, any documentary deficiency, whether certain or even only supposed.

The reporting will take the form that from time to time appears most appropriate depending on the situations and relationships, without prejudice to the provisions of the so-called "Whistleblowing" procedure.

The Model provides for suitable measures, in relation to the nature and size of the organization and the type of activity carried out, to ensure that the Company's activity is carried out in compliance with the law.

2.1.2. Respect for the person

WEBIDOO informs its action on the principle of respect for the person, physical and cultural integrity, and does not accept compromises, even at the cost of increased costs and constraints for the Company.

WEBIDOO implements measures aimed at guaranteeing the safety of the person, and respect for the dimension of relationships with others.

WEBIDOO requires that in working relationships there is no room for attitudes that can be traced back to mobbing or similar practices. Any form of violence or sexual harassment or harassment related to personal and cultural diversity is prohibited.

WEBIDOO protects and promotes the value of human resources, encourages their personal and professional development by ensuring equal opportunities, with the aim of improving and increasing the wealth and complementarity of the skills possessed.

WEBIDOO promotes the effective collaboration of its resources and the culture of feedback, fosters a climate of respect for the dignity and reputation of each individual.

WEBIDOO considers "diversity" as a characteristic of the organization to be promoted and exalted, with determination and courage.

The selection of resources and professional growth are motivated by criteria of merit, professionalism, competence and adherence to the values of WEBIDOO, eliminating any possibility of direct or indirect discrimination attributable to individual characteristics, such as gender, different ability, age, marital status, ethnic or social origin, faith, sexual or political orientation.

WEBIDOO does not tolerate requests or threats aimed at inducing people to act against the law or against the Code of Ethics, or to adopt behaviors that are harmful to the moral or personal beliefs and preferences of each individual.

WEBIDOO is against any form of undue favoritism in the selection of personnel and rejects the exploitation of labor.

WEBIDOO opposes all forms of abusive recruitment and irregular employment of male or female workers.

Employees and Collaborators are guaranteed safe and healthy working conditions also through information, continuous training and direct accountability of all in the application of safety procedures - which are subject to prompt updating aimed at supporting organizational changes and technical and regulatory developments in the matter - and in constant and vigilant preventive action.

WEBIDOO prohibits carrying out work activities and/or performing the assigned task or function while under the influence of alcohol, narcotics or psychotropic substances, and advises against their use even outside the workplace. In particular, it is prohibited to

possess, consume, offer and/or give away, for any reason, alcohol, narcotics or psychotropic substances during work performance and/or in the workplace.

2.1.3. Respect for free and fair competition

WEBIDOO considers free competition an asset to be protected and a decisive factor for the constant improvement of the company.

WEBIDOO recognizes that fair and correct competition affects the company's reputation and is functional to the development of the market in which it operates.

WEBIDOO refrains from conduct aimed at favoring the conclusion of business to its advantage in violation of laws or regulations in force. The Company refrains from collusive, predatory or behavior characterizing the abuse of a dominant position.

WEBIDOO promotes the dissemination of the legislation on the protection of competition through training activities.

2.1.4. Respect for the environment

WEBIDOO is committed to complying with environmental legislation and implementing preventive measures to avoid or at least minimize environmental impact; in particular:

- adopt measures aimed at limiting and – if possible – cancelling the negative impact of economic activity on the environment not only when the risk of harmful or dangerous events is demonstrated, but also when it is not certain whether and to what extent the business activity exposes the environment to risks;
- favors the adoption of measures aimed at preventing any damage to the environment, rather than waiting for the moment of repairing damage that has already occurred. In particular, WEBIDOO promotes environmental sustainability through the collection and disposal of waste based on the principles of differentiation and recycling.

The Company also plans to carefully and constantly monitor scientific progress and regulatory developments in environmental matters.

2.1.5. Protection of public safety

WEBIDOO repudiates any initiative, activity and relationship with organizations aimed at disturbing or subverting the democratic order and respect for the law.

WEBIDOO refrains from any initiative, activity and relationship that may benefit, even indirectly, Groups or individuals implicated in illicit, terrorist or criminal activities.

2.2. Corporate management rules and stakeholder relations

2.2.1. Appointment of persons responsible for activities

The company is organized into business units that develop projects in distinct areas, composed of personnel from different companies of the Group. Each business unit is led by a top manager, who, however, is not always an employee or collaborator of WEBIDOO. In relation to this Organizational Model, WEBIDOO identifies specific managers within its company organization, assigning this role by area of activity or type of business. These managers are preferably chosen from among its employees and collaborators, in accordance with the current people chart, favoring those who possess specific skills appropriate to the assigned responsibilities.

The identified managers include employees and collaborators who operate as first-level managers, or managers of company functions directly involved in the process or activity governed by the model. Second-level managers are also included, where relevant, provided they have a significant and relevant decision-making role in the specific activities considered by the model.

The description of the head office structure shall also include the first and second level managers of the subsidiaries who, in the exercise of their functions and within the scope of the activities entrusted to them, exercise management powers, coordination or control that directly or indirectly affects the operations, decision-making processes or strategic objectives of Webidoo SpA.

WEBIDOO identifies the figures of employers, pursuant to Legislative Decree no. 81/2008.

WEBIDOO appoints a **CEO**, a **President Europe**, a **President USA**, and a **CEO MEA**, all of whom hold corporate governance functions.

WEBIDOO establishes a **CEO Office** composed of: a **Head of TOP Clients**, a **CFO Italy**, a **General Counsel**, an **Head of People and Culture**, and a **Head of Global Marketing and IR** - each coordinating their respective teams - as well as a **Head of Strategy** and an **Chief of Staff**, an **Head of Growth and Revenue**, who primarily report to the **CEO**.

The **HR Manager** reports to the **Head of People and Culture**

WEBIDOO identifies a **VP of Operations**, to whom the **CTIO** and the **Head of Operations Automation** report

WEBIDOO appoints a **Head of Administration Control**, a **Treasury Manager**, a **Head of Management Control**, a **Business Advisor**, and a **Credit Collection Manager**, each coordinating their respective teams and reporting to the **CFO Italy**.

WEBIDOO appoints a **Head of Research & Discovery**, a **Head of Development**, and a **Head of Innovation**, each coordinating their respective teams and reporting to the **CEO**.

WEBIDOO appoints a **Chief of Product**, a **Head of Products SoHo**, a **Head of Operations Automation**, a **Head of Products Medium Enterprises**, and a **Head of Products Large Enterprises**, each coordinating their respective teams and reporting to the **CEO**.

WEBIDOO appoints a **VP of Operations**, a **Head of Content**, and a **Head of Media Factory**, each coordinating their respective teams and reporting to the **Head of Products Large Enterprises**.

WEBIDOO appoints a **Head of Global Marketing**, a **Head of Partners**, and a **Retail Operations Manager**, each coordinating their respective teams and reporting to the **CEO**. WEBIDOO appoints a **Marketing Coordinator**, who coordinates their team and reports to the **Head of Global Marketing**. WEBIDOO appoints **Partner Managers**, who coordinate their respective teams and report to the **Head of Partners**.

WEBIDOO identifies the subjects responsible for dealing with the Public Administration, as per the delegations conferred and attached to this document.

2.2.2. Accuracy and completeness of information, including financial information

Truthfulness, accuracy, traceability, completeness, clarity of information, in compliance with current legislation as well as company procedures, in accounting registration as well as in all activities aimed at preparing the balance sheet and social communications to stakeholders, represent fundamental values for WEBIDOO.

It is explicitly forbidden to prepare or contribute to the preparation of documents that are in whole or in part untrue in order to obtain undue advantages.

WEBIDOO's financial communication is characterized by comprehensibility, timeliness, exhaustiveness, information symmetry of all investors.

The Recipients are expressly prohibited, within the scope of their relationship with WEBIDOO, from preventing or in any way hindering the performance of the control activities legally attributed to the Members, to the other corporate bodies, including the control bodies.

In general, the Recipients in charge must not disclose false or biased news or comments, whether regarding company activities or the results of professional activities or relations with stakeholders in general.

2.2.3. Accounting

Accounting must be properly kept, in accordance with current civil and fiscal regulations.

For the most significant transactions, the accounting manager and the person responsible for the individual transaction, where appointed, must verify their effectiveness and truthfulness.

All the Company's operations must be adequately and timely recorded, and it must be possible to quickly verify the decision-making, authorization and execution process, as well as identify the degree of responsibility in the individual operational process.

All documents relating to each operation must be kept. The storage method must be suitable to allow, at any time, the performance of checks that certify the characteristics and reasons for the operation and identify who authorized, performed, recorded, verified the operation itself.

It is explicitly forbidden to indicate elements, data or information relating to operations that are wholly or partly non-existent or in any case irrelevant in the preparation of the documentation required by the legislation, or in carrying out accounting records functional to the preparation of such documentation.

The accounting manager periodically reports to the supervisory bodies, including on the most significant company events.

The accounting manager periodically reports to the Supervisory Body on the most significant company events.

2.2.4. Management of financial resources and prevention of money laundering

WEBIDOO identifies ways of managing financial resources that are suitable for preventing the commission of crimes[4].

WEBIDOO promotes compliance with national and international legislation on money laundering crimes.

WEBIDOO prevents the use of its economic-financial system for the purposes of money laundering and financing of terrorism (or any other criminal activity) by suppliers, business partners and any counterparty with whom it interacts in the performance of its activities.

All those who operate for/with WEBIDOO, regardless of the relationship, even temporary, with the Company, must refrain from carrying out operations that may in any way hinder the identification of money, goods or other utilities of illicit origin.

With reference to the management method of financial resources, WEBIDOO adopts tools consolidated in administrative practice, such as authorization processes for payments (use of credentials and tokens), frequent reconciliations, supervision, separation of duties with contrast of functions, spending budget.

WEBIDOO pays particular attention to financial flows that do not fall within typical business processes, especially if these are areas that are not adequately proceduralized and have extemporaneous and discretionary characteristics.

In accordance with the system of delegation, separation and independence are provided for between:

[4]Legislative Decree no. 231/2001, in fact, highlights the processes of the financial area with a separate discussion.

- who authorizes the expenditure,
- who has to activate it,
- who controls the use of resources.

In particular:

- all transactions that engage or use financial resources must have a reason, be documented and recorded;
- for operations that involve the use of financial resources that by type do not fall within the expenses allocated to characteristic management, the joint signature of the delegated person and the function manager, or of the individual business where appointed, is required;
- payments are made by bank transfer;
- the people who arrange the transfers are different people from those who execute them;
- each transfer of an amount exceeding a maximum established for each function must be provided with authorization from the delegated persons. The delegation system is transparent and shared;
- The "AFC" function carries out the final control on the periodic reporting of expenses, reporting it to the General Management.

2.2.5. Conflict of interest

WEBIDOO requires Recipients to avoid all situations and activities in which a conflict with the interests of the Company may arise.

Recipients must refrain from activities, acts and behaviors that are incompatible with the obligations associated with relationships with the Company, or that may interfere with their ability to make impartial decisions in the best interests of the Company and in full compliance with the provisions of the Code of Ethics.

Recipients must also refrain from taking personal advantage of business opportunities of which they become aware in the course of carrying out their duties.

Recipients must inform, without delay, their hierarchical superior or the Supervisory Body of any situation that may constitute or determine a conflict of interest.

Recipients are required to avoid conflicts of interest between personal and family activities and those of the Company.

By way of example and not limited to, the following situations may give rise to conflicts of interest:

- ✓ use the information acquired in the course of carrying out one's work/task or function for one's own benefit or that of third parties in conflict with the interests of the Company;
- ✓ be employed in the same business unit or area of activity as relatives or individuals with whom you have developed a personal relationship;
- ✓ allow the choices that WEBIDOO must make regarding contracts with external parties of various kinds to be influenced by personal interests.

The Recipients shall respect the decisions taken by the Company in this regard. Such decisions shall be communicated to the Supervisory Bodies.

2.2.6. Processing and confidentiality of information

The Recipients are required to maintain the confidentiality of the information in their possession, adopting careful and responsible behaviors aimed at avoiding unnecessary internal disclosure and protecting it externally, or the dissemination of false or misleading information.

External disclosure of any confidential information and documents is permitted only to expressly authorized persons.

WEBIDOO rejects any attitude that could involve the use of confidential information, both within the company and in relationships with third parties and on social media, for purposes outside of or outside the exercise of one's function.

2.2.7. Industrial, intellectual property and copyright

The industrial and/or intellectual property rights on products and/or knowledge developed in the workplace belong to WEBIDOO (by way of example and not limited to, patents, trademarks, logos, identification marks, know-how), which holds the right to exploit them in compliance with current legislation, without prejudice to the moral right of the author to be recognized as such.

Likewise, WEBIDOO condemns any form of disturbance to the freedom of industry and commerce, as well as any possible form of fraud, abusive duplication or reproduction, counterfeiting, usurpation or alteration of tangible and intangible assets susceptible to exclusivity deriving from an industrial or intellectual property title of its own or of third parties.

WEBIDOO, in particular, is committed to promoting respect for the law and to opposing any initiative aimed at marketing non-original solutions.

Each Recipient undertakes to protect the industrial and intellectual property rights owned or used by WEBIDOO and not to unlawfully use goods protected by industrial and/or intellectual property rights.

2.2.8. Use of company assets and materials

Each Recipient, to the extent that he/she may be concretely permitted to use the Company's assets or other resources - is required to safeguard WEBIDOO's corporate assets, adopting responsible behaviors consistent with the regulations dedicated to their use.

In particular, each Recipient is responsible for the protection of company assets and materials assigned to him/her in the context of his/her work activity, and is required to operate diligently in accordance with the company interest as well as the law, in order to avoid theft, loss, damage, use by unauthorized third parties as well as illicit/improper uses that may damage the image and reputation of the Company.

With particular reference to IT and telematic tools, Employees must conform their behavior to the "Company Code of Conduct for the use of IT tools" and to the protocols (provided for in this document) approved by the Company.

WEBIDOO expressly prohibits any use of the company's IT systems that may constitute a violation of the laws in force, an offence to the freedom, integrity and dignity of persons, especially minors.

2.2.9. Use of "social networks" and relations with the media

WEBIDOO recognizes the opportunities associated with the use of social media.

Given the enormous resonance and reputational impact that information, statements, opinions or judgments expressed in these areas can have (including through the "sharing" of content), WEBIDOO recommends that Recipients pay the utmost attention when evaluating content and materials to be disseminated.

WEBIDOO, in particular, explicitly prohibits Recipients from disseminating information, statements, opinions or judgments that may create the misunderstanding that they do not represent strictly personal positions, but are attributable to the Company.

Furthermore, any use of the*social media*in violation of applicable laws, which may offend the freedom, integrity and dignity of persons, especially minors, or which may harm, even indirectly, the image or reputation of WEBIDOO.

Relations with the media must be maintained only by those expressly appointed, and follow the principles of truth, correctness, transparency, and prudence of communication.

External communication, including that aimed at disseminating the WEBIDOO brand and image, respects the ethical principles of this MOGC 231.

2.2.9.bis. Use and development of Artificial Intelligence

WEBIDOO promotes the responsible adoption and development of artificial intelligence (AI) within its activities and projects, with particular attention to the digital marketing sector and related technologies. The use of AI tools is permitted exclusively in compliance with applicable legislation and the principles of transparency, fairness, proportionality, reliability, and protection of fundamental rights, as well as corporate rules and objectives. Recipients are required to exercise the utmost care to ensure that AI systems do not generate prejudice, discrimination, misleading or manipulative content, nor do they violate applicable legislation, including those regarding personal data protection, intellectual property, and accuracy of information. WEBIDOO adopts rigorous criteria for the development, implementation, and use of AI technologies, ensuring that such tools are used under the supervision of the relevant functions, within the scope of authorized activities, and with adequate control measures, in order to prevent the risk of significant crimes pursuant to Legislative Decree no. 231/2001 are committed through their use. Experimentation and use of AI for purposes unrelated to or contrary to the interests of the Group or its customers are expressly prohibited. The introduction and use of such technologies are accompanied by risk

assessment activities, training of the personnel involved, and appropriate information flows to the Supervisory Board, as well as constant monitoring and updating, in order to ensure compliance with the principles of control, responsibility, and reliability.

2.2.10. Prohibition of possession of pornographic material

WEBIDOO adopts IT solutions that prevent access and/or reception of pornographic content by any electronic means made available by the Company, within its premises, outside the same, or in any other place attributable to it.

2.2.11. Relationships with suppliers and business partners

WEBIDOO is committed to working with suppliers and business partners known to it.

If WEBIDOO works for the first time with a certain supplier or business partner, it must verify their seriousness and reliability, using any tool or support suitable for the purpose (for example, Chamber of Commerce records, balance sheets, ...).

WEBIDOO verifies with the utmost diligence the information available on all counterparties, in order to ascertain their respectability and the legitimacy of their activity before establishing any business relationship.

The selection of suppliers and the formulation of the conditions for the purchase of goods and services are guided by criteria of competition, objectivity, correctness, impartiality, fairness in price, quality of the goods and/or services and the granting of equal opportunities for each supplier in possession of the required requisites.

WEBIDOO refuses relationships of any kind with counterparties that it believes may be involved in criminal activities of any kind, with particular reference to money laundering. WEBIDOO suppliers and business partners operate in compliance with the most general regulations in force, especially with reference to the protection of the person, the health and safety of workers and the environment.

WEBIDOO does not maintain business relationships with people or companies that have been included by the Public Administration in the lists of subjects subject to embargo or restrictions and/or of dubious reliability.

If WEBIDOO has relationships with people or companies against whom criminal proceedings are or have been initiated, it must report this to the Supervisory Body.

WEBIDOO adopts appropriate measures if, in carrying out their business with/for the Company, the supplier or business partner adopts behaviors that are not in line with the contents of MOGC 231, of which the Code of Ethics is an integral part. In the most serious cases, the relationship will be terminated, and future and further opportunities for collaboration will be precluded.

The offering of prostitution or child pornography services for the purpose of obtaining advantages for the Company is prohibited.

Suppliers and business partners are informed of the existence of the WEBIDOO Code of Ethics and the related commitments: to this end, individual contracts include contractual clauses that require compliance with them.

2.2.12. Intragroup relations

The Company adopts a system for managing intra-group relations such that:

- intercompany activities are always contractualized, ensuring the conservation of the signed agreements and monitoring any changes and/or additions;
- the obligations imposed by articles 2391 of the Civil Code regarding the communication of any situations of conflict of interest and by article 2427 of the Civil Code regarding the indication of intra-group relationships in the Notes to the Financial Statements are respected;
- the times and methods of contract renewal are respected in order to avoid services not covered by the contract;
- the contents of the transaction, WEBIDOO's commitments and services, the cost of the service or product, preferably detailed in detail, the control methods by the client, the invoicing methods and payment times are specified in the contract;
- parameters and rates aligned with market references (benchmarks) are determined, in order to certify the congruence of the economic valuation of the transaction;
- the service provided must always be certified by means of specific documentation from the client company;

- payment for the service is made only after verification that the layout always corresponds to the actual service;
- a periodic reconciliation of intercompany entries between the Company and other Group companies is carried out;
- all documentation relating to intercompany transactions should be recorded, so as to always ensure their traceability.

2.2.13. Customer Relations

Customers must be guaranteed transparent, comprehensive and accurate information on the products and services marketed by WEBIDOO, in order to allow informed choices.

WEBIDOO prohibits promotional initiatives that could lead customers to an incorrect perception of the products and services marketed.

WEBIDOO pursues its activity in compliance with the legislation aimed at protecting consumers and competition.

Customers are informed of the existence of the WEBIDOO Code of Ethics and related commitments, through publication on the Company's portal.

2.2.14. Relationships with professionals

In addition to what is provided for with reference to "relations with suppliers", WEBIDOO integrates the relationships with professionals as follows.

WEBIDOO selects professionals taking care to find them among those regularly registered in the appropriate registers or lists.

WEBIDOO justifies the need for the assignment and normally chooses the professional from at least three candidates with characteristics potentially suitable for carrying out the activity that is the object of the assignment.

WEBIDOO justifies the need to contact a specific professional (without starting the selection process), when it is necessary in relation to the object of the assignment conferred (so-called intuitu personae).

WEBIDOO verifies that the professional to whom it assigns the task is not in conflict of interest with the Company.

The Recipients responsible for identifying the professional must avoid, and in any case are required to report, situations and/or activities that may lead to conflicts of interest, result in illegitimate favoritism, collusive practices or solicitation of personal advantages for themselves or others, or that may interfere with their ability to make impartial decisions, in safeguarding the interests of WEBIDOO.

WEBIDOO monitors the services provided by the professional, in order to verify their compliance with the terms and conditions of the assignment given.

The activity carried out for the purpose of awarding the assignment for professional services must be adequately traceable and reconstructible.

2.2.15. Relationships with agents

Agents who have relationships with WEBIDOO are required to comply with all the rules of conduct contained in this Model and in the Code of Ethics.

In its relationship with such subjects, WEBIDOO undertakes to:

- select only counterparts with adequate professional qualifications and reputation;
- apply the contractually established conditions; in particular, the commissions paid to such subjects are exclusively commensurate with the performance indicated in the contract and the payment is made only to the subject indicated in the contract itself;
- verify the correct and complete execution of the service by the agent before authorizing the payment;
- maintain a relationship inspired by the principles of transparency, collaboration, integrity and fairness, as provided for by this Model and the Code of Ethics.

2.2.16. Relations with the Public Administration

WEBIDOO interacts with the various national, community and international Public Institutions and the Supervisory Authorities with maximum transparency, clarity, correctness, in compliance with current legislation, and in a way that does not induce partial,

distorted, ambiguous or misleading interpretations. In particular, it is specifically forbidden to:

- examine or propose employment and/or commercial opportunities that may benefit employees and officials of Public Administrations in a personal capacity;
- directly or indirectly request/obtain confidential information.

All personal or telephone contacts of WEBIDOO with officials of the Public Administration, by whomever held, must be traced, even by means of a note, with the indication of the day, time and content, even if summary, of the conversation.

The subjects responsible for relations with the Public Administration must keep the documentation relating to each independent relationship that the Company has with the Public Administration, including the indications above.

All interpersonal contacts with Public Administration officials aimed at obtaining undue benefits or advantages for the Company are prohibited.

The giving of gifts or other benefits to officials of the Public Administration or those in charge of public services, as well as to their family members, even through third parties, aimed at obtaining undue benefits or advantages for the Company is prohibited, as well as all those behaviors that could be interpreted as a promise to offer payments, goods or other benefits of various kinds are rejected.

If the Recipient receives gifts or other benefits or proposals for benefits from a Public Administration official, a public service representative or employee of Public Institutions and Administrations, he/she must report this immediately to the Supervisory Body.

It is explicitly forbidden to carry out behaviors that materially impede, through the concealment of documents or the use of other fraudulent means, or that in any case hinder the performance of control activities by the persons in charge.

It is not permitted to engage in misleading conduct that could mislead the Public Administration, in particular, it is not permitted to use or present false declarations or documents certifying untrue things, or to omit information to obtain, for the benefit or in the interest of the company, contributions, financing or other disbursements however named granted by the State, a Public Entity or the European Union. It is forbidden to use contributions, financing, or other disbursements however named, granted by the State, a Public Entity or the European Union, for purposes other than those for which they were

assigned. To this end, the subjects responsible for relations with the Public Administration must ensure:

- the traceability of relationships with the funding body;
- the completeness, accuracy and truthfulness of the documentation relating to the various stages of request, management and reporting;
- compliance with the delegations in relation to the signing of the request and the reporting to be sent to the Institution;
- monitoring the regular execution of the project and verifying the consistency of the accounting progress with the "physical" one;
- the identification and preventive evaluation of any third parties involved in the project, with clear rules especially regarding the traceability of financial flows.

If WEBIDOO uses a consultant or a "third party" to be represented in relations with the Public Administration, it must be provided that the same directives that are also valid for the Company's employees are applied to the consultant and his staff or to the "third party". The use of consultants or "third party" with respect to whom conflicts of interest may arise is not permitted.

Any actual or potential violation must be promptly reported to the Supervisory Body.

2.2.17. Freebies, gifts and promotions of initiatives

In relations with suppliers and third parties in general (excluding the subjects referred to in the preceding paragraph, for whom the rules of conduct set out above apply), it is forbidden to promise/offer/accept money, gifts or free benefits, even on a personal basis, which may be interpreted as exceeding normal commercial or courtesy practices, or in any case aimed at acquiring preferential treatment in the conduct of any operation attributable to corporate activity.

This rule of conduct does not allow for exceptions even in those countries where offering valuable gifts to business partners is considered customary.

Acts of commercial courtesy towards third parties, as well as the receipt of the same, are permitted, provided that they are of modest value and, in any case, such as not to compromise the integrity and reputation and not to influence the autonomy of judgment of the Recipient.

If a Recipient, acting in the name and on behalf of WEBIDOO, receives from a supplier or third party money, gifts or free benefits, even in a personal capacity, which may be interpreted as exceeding normal commercial or courtesy practices, he/she must inform the Supervisory Body without delay.

All acts aimed at corrupt practices of any kind, pressure, recommendations or reports towards third parties, whether private or public, are expressly prohibited.

In any case, the Recipients must refrain from carrying out practices not permitted by law and commercial practices.

Recipients must also comply with any policies, procedures and practices of the companies or entities with which they have relationships.

2.2.18. Sponsorship and donations

WEBIDOO undertakes initiatives to sponsor activities in line with the company mission and the principles of the Code of Ethics.

WEBIDOO directs donations to beneficiaries whose purposes are not in conflict with the principles of the Code of Ethics.

WEBIDOO guarantees transparency in decisions and traceability of operations.

WEBIDOO expressly prohibits contributions to political parties or their representatives.

Donations and sponsorships must not be aimed at obtaining undue advantages from subjects directly or indirectly linked to their beneficiaries.

2.2.19. Privacy Policy

WEBIDOO processes personal information lawfully and correctly, in compliance with the provisions of the General Regulation for the protection of personal data n. 679/2016 (cd «GDPR»).

WEBIDOO appoints a Data Protection Officer (Data Protection Officer or “DPO”).

WEBIDOO adopts and discloses the relevant privacy documentation, applying the indications of the Data Protection Officer.

Personal information is collected and stored for explicit and legitimate purposes.

Data storage occurs exclusively for a period of time not exceeding that necessary for the aforementioned purposes.

WEBIDOO informs the people whose personal data are processed about the type of information collected, the use that is intended to be made of it, the exercise of their rights and how to contact the company and the Data Protection Officer.

3. Crimes and prevention protocols

In the following pages, the correlation between the "critical" processes - potentially at risk of committing illicit acts - the corporate function/role involved and the various crimes from which WEBIDOO's liability may arise is systematically established.

This means that the type of crime that may occur in that area and with reference to that operation is linked to the single corporate function/role and to the single operation.

For ease of exposition and rationalization, the above correlation is made starting from the individual crimes that may give rise to the administrative liability of the Company, defining, for each crime potentially committed in the interest or advantage of the Company, general protocols with respect to the decision-making and operational process connected to sensitive and instrumental activities. The cases referred to below must be understood to also include conduct as modified, integrated or replaced by subsequent legislation, including provisions introduced or modified after the date of adoption of this Model. It is specified that the Recipients of such protocols also include employees and collaborators and, where relevant, external consultants.

4. Crimes related to relations with the Public Administration (articles 24 and 25 of Legislative Decree no. 231/2001)

4.1 Functional Areas and Activities Involved

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with

the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

Affected business functions/roles
«CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «General Counsel» - «HR Manager» - «CTIO» - «Head of Global Marketing and IR» - «Executive Assistant» - «Head of Administration Control» - «Treasury Manager» - «Head of Management Control» - «Credit Collection Manager» - «Chief of Product» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Medium Enterprises» - «Head of Products Large Enterprises» - «Head of Global Marketing» - «Retail Operations Manager» - «Marketing Coordinator» - «Head of People and Culture» - «Head of Growth and Revenue»

Sensitive activities and instrumental activities

- Requesting, obtaining and managing public grants/subsidies/funding.
- Submission of requests to the Public Administration in order to obtain the release of an act or provision (license, authorization, ...) of corporate interest.
- Management of mandatory obligations in terms of health and safety at work, pursuant to Legislative Decree no. 81/2008 and management of obligations in terms of environment.
- Accounting in the broad sense.
- Financial planning, management and monitoring of financial flows (also with reference to the compensation paid to consultants and agent commissions).
- Management of tax obligations and relationships with the parties in charge.
- Inspections and checks by the Public Administration (by way of example and not limited to: Revenue Agency and Guardia di Finanza for tax control; Guardia di Finanza for checks on privacy; ASL, SPISAL, with reference to inspections relating to health and safety in the workplace; bodies responsible for monitoring the obligation to comply with insurance and social security obligations, such as INPS and INAIL; any other body competent for issuing and verifying authorisation and certification documents or other enabling documents).
- Management of any obligation that requires communications or reporting to the Public Administration.
- Transmission of documents and/or release of declarations to the Public Administration.
- Management of civil, criminal, tax, administrative and litigation proceedings.
- Business activities that involve access to information systems managed by the Public Administration; by way of example and not limited to:
  (i) electronic submission of requests and supporting documentation, in order to obtain the release of an administrative act or provision (license, authorization, registration certificate, ...) of corporate interest;
  (ii) relationships with Public Administration entities competent in fiscal or social security matters in relation to the hypothesis of electronic modification of data (for example, fiscal and/or social security) of interest to the company already transmitted to the Public Administration.
- Management of gifts and gratuities.

4.2 Crimes and typical conduct

Embezzlement to the detriment of the State (art. 316-bis cp)

These are the cases in which, after having received public funding or contributions from the State (as well as from any public body, including territorial, such as the Region, the Province

or the Municipality) or from the EU, intended to promote initiatives aimed at the construction of works or the performance of activities of public interest (public purpose), the sums received are not used (even only partially) for the purposes for which they were paid, and this even in the event that the planned activity has nevertheless been carried out.

Undue receipt of State funds (art. 316-ter cp)

It occurs when one obtains, without being entitled to them, contributions, financing, subsidized loans or other disbursements of this type from the State, other public bodies, or from the EU, by presenting false declarations or documents, or by omitting due information. Compared to the crime of fraud, this hypothesis has a residual nature, and applies when, for example, the implementation of deception or artifice is not proven.

Fraud in public supplies (Art. 356 cp)

Fraud committed against the State, public bodies and companies providing public services in the execution of contracts for the supply of goods or works that are necessary for the achievement of their institutional purposes.

Fraud against the State or a Public Entity (art. 640, co. 2 n. 1, cp)

It occurs when, in order to obtain an unfair profit, tricks or deceptions are put in place that mislead the State, another public body or the European Union, causing damage to them. This is the case, for example, of the presentation of false documents or declarations in the context of participation in an authorization procedure, aimed at obtaining an authorization/license.

Aggravated fraud for obtaining public funds (art. 640-bis cp)

It is the same hypothesis as above, but aggravated by the aim of obtaining public grants, such as financing, contributions or financial benefits.

Computer fraud against the State, another Public Entity or the European Union (art. 640-ter cp)

Computer fraud is relevant for the purposes of the administrative liability of the company only when it is committed to the detriment of the State, a public body or the European Union.

The punishable conduct may be expressed, for example, in the alteration of the computer records of the Public Administration to modify tax and/or social security data of interest to the company already transmitted to the Administration or, again, in the tampering with the computer records of the Public Administration (for example, the Company, obtaining an unfair profit to the detriment of the Public Administration, alters its information system: (i) through direct access by its employees to the system itself; (ii) through the sending and insertion into the public information system of "self-installing" programs, without specific knowledge and consent of the Public Administration itself).

Administrative and criminal sanctions in the field of Community aid in the agricultural sector (Art. 2, Law no. 898 of 23 December 1986)

Displaying false data or information that allows one to unduly obtain, for oneself or for others, aid, prizes, compensation, refunds, contributions or other disbursements charged in whole or in part to the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development.

Embezzlement (Art. 314, co.1, cp)

A public official or person in charge of a public service who, by reason of his office or service, has possession or in any case the availability of money or other movable property belonging to others, appropriates it, offending the financial interests of the Public Administration.

Embezzlement by profiting from another's error (Art. 316 cp)

The public official or person in charge of a public service who, in the exercise of his functions or service, taking advantage of the error of others, unduly receives or retains, for himself or for a third party, money or other benefits, offending the interests of the Public Administration.

Extortion (Art. 317 cp)

The crime in question occurs when a Public Official or person in charge of a public service, abusing his position, forces someone to procure for himself or others money/benefits that are not due to him.

The criminally relevant conduct is only that of the one who "forces" (and no longer also of the one who "induces", conduct for which reference is made to art. 319-quater of the criminal code).

Corruption for the exercise of function and corruption for an act contrary to the duties of office (Articles 318, 319, 319 - bis and 321 of the Criminal Code)

The crime occurs when, by agreement between a private individual and a public official, the latter receives, for himself or for others, money or other benefits for the exercise of his functions or powers, to perform (for example, speed up the granting of an authorization), omit (for example, not apply an administrative sanction) or delay acts of his office, to the advantage of the private individual. The activity may also consist of acts contrary to the official duties of the public official, such as, for example, the omission of an act suitable for interrupting the prescription of the tax claim of a corrupt taxpayer by the official of the Direct Tax Office. The aggravating circumstance occurs if the act has as its object the assignment of public employment, or salaries or pensions or the stipulation of contracts in which the administration to which the public official belongs is interested, as well as the payment or reimbursement of taxes.

Corruption in judicial acts (Articles 319 - ter and 321 of the Criminal Code)

This is the crime of corruption in the event that a private individual, party to a civil, criminal or administrative proceeding, bribes a public official or a person in charge of a public service in order to obtain an advantage in the proceedings.

Undue inducement to give or promise benefits (Art. 319 - quater cp)

The crime punishes the public official or the person in charge of a public service who, abusing his position or his powers, induces someone to give or promise unduly, to him or to a third party, money or other benefits. Anyone who gives or promises other benefits is also punished.

Corruption of a person in charge of a public service (Articles 320 and 321 of the Criminal Code)

The provisions of Articles 318 and 319 also apply to the person in charge of a public service.

Incitement to corruption (Art. 322 cp)

This is the same type of crime, but the offer is rejected by the public official.

Embezzlement, extortion, corruption and incitement to corruption of members of the bodies of the European Communities and of officials of the European Communities and of foreign States (Articles 322 bis of the Criminal Code)

The corruption of officials of a foreign State takes on criminal relevance only in relation to the conduct carried out by the briber and supported by the specific intent to procure for himself or others an undue advantage in international economic transactions (Section VI 09/49532).

Abuse of office (Art. 323 cp)

This is a "proper crime", that is, committed only by a public official or person in charge of a public service. However, even those outside the public office or public service can participate in this crime, when there is participation of these in the criminal activity of the public official or person in charge of a public service. For the purposes of the existence of the participation of persons in the crime, a common interest accompanied by interpersonal bonds or a role of virtual adhesion is not enough, but a concrete contribution to the realization of the crime is required.

Illicit influence peddling (art. 346-bis cp)

Anyone who, outside of cases of complicity in the crimes referred to in Articles 318, 319, 319-ter and in the corruption crimes referred to in Article 322-bis, exploiting or boasting of existing or alleged relationships with a public official or a person in charge of a public service or one of the other subjects referred to in Article 322-bis, unduly causes money or other benefits to be given or promised, to himself or to others, as the price of his illicit mediation towards a public official or a person in charge of a public service or one of the other subjects referred to in Article 322-bis, or to remunerate him in relation to the exercise of his functions or powers.

With reference to these crimes, Legislative Decree 75/2020 intervened on art. 25, Legislative Decree no. 231/2001,
providing for the inclusion among the predicate crimes mentioned therein of the cases of embezzlement
"simple" (art. 314 cp), embezzlement "through the error of others" (art. 316 cp) and abuse of office (art. 323 cp). In acceptance of the observations formulated by the Second Permanent Commission of the Chamber, made with reference to the draft Legislative Decree, the final text provides that the extension of the administrative liability of entities to these crimes is limited only to cases of damage to the financial interests of the European Union.

4.3 Irrelevant conduct

It was decided not to consider the types of crimes that will be listed below as relevant. In fact, it is believed that said types of crimes are difficult to commit in the interest or to the advantage of the Company, or due to the characteristics and institutional activity of the same: for this reason, the protocols and prevention measures contained in this Model and in the Code of Ethics are considered sufficient for preventive purposes.

a. Art. 316-bis cp: Embezzlement to the detriment of the State;
b. Art. 356 cp: Fraud in public supplies;
c. Art. 2, Law no. 898 of 23 December 1926: Administrative and criminal sanctions in the field of Community aid in the agricultural sector;
d. Art. 314, co. 1, cp: Embezzlement;
e. Art. 316 cp: Embezzlement through profit from another's error;
f. Art. 317 cp: Extortion;
g. Art. 346-bis cp: Illicit influence peddling.

4.4 Preventive measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethicsas well as to the IT, Smart Working and BYOD regulations of the company.
- Dissemination of the same among employees and collaborators.

- Periodic information/training of employees and collaborators.
- Identification of the subjects appointed to deal with the Public Administration and related operations; exchange of formal communications that certify their transparency and correctness.
- Consistency of external powers of attorney with the delegation system.
- Traceability in relationships with officials of public institutions or public service representatives.
- Provision of hierarchical controls on financial flows, on company documentation, in particular, on invoices (the most widespread practice for obtaining supplies for corruption is the use of invoices for non-existent transactions).
- Cross-checking between functions on external consultants and agents, also with reference to the appropriateness of the compensation and commissions paid compared to those practiced in the geographical area of reference.
- Definition of a method of authorization of payment provisions relating to salaries; verification of the congruence between the transfers made to staff and the pay slips; evaluation and verification of the congruence of the compensation recognized to Directors and Managers.
- Documented verification of the consistency of the management activities of the Intellectual Property and the trademark portfolio with respect to the current regulatory provisions which includes, among other things, the documented control of the patentability requirements of the Intellectual Property or registration of trademarks.
- Cross-checks (also with the involvement of an external consultant) regarding the completeness and correctness of the documentation to be presented for obtaining grants, contributions or financing from national or community public bodies, also with reference to the economic and professional requirements of the company.
- Joint signature in preparing the documentation to be submitted.
- Cross-checks of consistency between the function requesting the disbursement and the function designated to manage the resources for the implementation of the declared initiative.
- Traceability of relationships with the funding body.
- Monitoring the progress of the declared initiative.

- Functional separation between those who manage the implementation activities and those who present the progress documentation and the related reporting to the Public Administration.
- In the executive phase, clear and complete accounting relating to the use of public contributions.
- Control activities, in the executive phase, to verify the appropriateness of the use of contributions.
- Identification and prior assessment of any third parties involved in the funded project. Clear rules on payment traceability.
- Internal control system within the company which, for the purposes of correct and legitimate access to the information systems of the Public Administration, provides for:
    (i) adequate verification of the enabling passwords for access to Public Administration systems held, for service reasons, by certain employees belonging to specific company areas;
    (ii) the timely verification of compliance, by the employees themselves, with additional safety measures adopted by the Company;
    (iii) compliance with privacy legislation.

4.5 Reference documents

The reference documents that complete the special part relating to "Crimes connected to relations with the Public Administration" and that integrate the system of prevention of the commission of illicit acts are the following:

- Whistleblowing procedure.
- Relevant privacy documentation disclosed or signed.
- Company regulations for the use of IT tools and for smart working and BYOD.
- Risk assessment document pursuant to Legislative Decree no. 81/2008 and related attachments.

5. Computer crimes, unlawful data processing and crimes committed in violation of the provisions on cyber security (art. 24-bis Legislative Decree no. 231/2001)

5.1 Functional Areas and Activities Involved

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

Affected business functions/roles
Data Controller and all the subjects named «authorized to process personal data» - «CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CTIO» - Responsabile «Research & Discovery» - Responsabile «Development» - Responsabile «Innovation» - «Chief of Product» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Medium Enterprises» - «Head of Products Large Enterprises»

Sensitive activities and instrumental activities

- Preparation and transmission of data or documents electronically to public entities.
- Management and use of computer and telematic systems that provide access, via the Internet, to other protected computer systems.
- Verification and control of the use of company IT or telematic communication tools and preparation of data security measures.
- Processing of personal data.
- Management of software program and database licenses.
- Access to computer systems and management of access codes.
- Management of user profiles and the authentication process.
- Management of the process of creation, processing, archiving of electronic documents with evidentiary value.
- Management and protection of workstations.
- Management of access to and from the outside.
- Network management and protection.
- Managing system output and storage devices.
- Physical security (includes security of cabling, network devices, etc.).

5.2 Crimes and typical conduct

Computer documents (art. 491-bis cp)

The law punishes false statements in documents that have as their object a public electronic document having evidentiary value.

The falsehoods to which the provision refers are those provided for in Chapter III of the Criminal Code, namely:

- material forgery committed by a public official in public documents (art. 476 of the Criminal Code);
- material forgery committed by a public official in certificates or administrative authorizations (art. 477 cp);
- material forgery committed by a public official in certified copies of documents or private individuals and in certificates of the content of documents (art. 478 of the Criminal Code);
- ideological falsehood committed by a public official in public documents (art. 479 cp);
- ideological falsehood committed by a public official in certificates or administrative authorizations (art. 480 cp);
- ideological forgery in certificates committed by persons carrying out a public service (art. 481 of the Criminal Code);

- material forgery committed by a private individual (art. 482 of the Criminal Code);
- ideological falsehood committed by a private individual in a public document (art. 483 of the Criminal Code);
- false statements in registers and notifications (art. 484 cp);
- forgery in private writing (art. 485 cp);
- forgery on a blank signed sheet of paper. Public deed (art. 487 cp);
- other falsehoods on a blank signed sheet. Applicability of the provisions on material falsehoods (art. 488 cp);
- use of a false document (art. 489 of the Criminal Code);
- suppression, destruction and concealment of true documents (art. 490 cp);
- forgery of a holographic will, bill of exchange or securities (art. 491 of the Criminal Code);
- certified copies that take the place of the missing originals (art. 492 cp);
- falsehoods committed by public employees in charge of a public service (art. 493 cp).

Unauthorized access to a computer or telematic system (art. 615-ter cp)

The crime occurs when a person enters without authorization (illegally, that is, by eluding any form, even minimal, of barriers to access) into a computer or telematic system protected by security measures or remains there against the express or tacit will of the person who has the right to exclude him. By way of example, the following constitute the crime in question:

- violation of competitors' computer systems to acquire documentation relating to their products/projects for industrial espionage purposes. This conduct is particularly relevant for entities whose activity is based on patents/designs/R&D activities;
- unauthorised access to competitors' computer systems for the purpose of acquiring information concerning customers which is useful, for example, for developing marketing strategies (e.g. consumption data, geographical areas of reference, databases, etc.);
- unauthorized access to public body systems for the acquisition of confidential information (e.g. judicial or financial administration);
- unauthorized access to interbank systems in order to modify your account information stored on such systems;

- unauthorized access to company systems protected by security measures, to activate services not requested by customers;
- unauthorized access to systems that bill customers for services in order to alter information and programs in order to make an illicit profit;
- unauthorized access to payroll processing systems to alter pay slip item data in order to unlawfully reduce payments to the same and thus achieve an interest or advantage for the institution.

Possession and unauthorized distribution of access codes to computer or telematic systems (art. 615-quater cp)

The crime occurs when a person, in order to obtain a profit for himself or others, or to cause damage to others, abusively procures, reproduces, disseminates, communicates or delivers codes, key words or other means suitable for accessing a computer or telematic system, protected by security measures, or in any case provides indications or instructions suitable for the aforementioned purpose. By way of example, the following constitute the crime in question:

- possession and use of access passwords to competing entities' websites in order to acquire confidential information;
- possession and use of passwords to access employees' email accounts, for the purpose of monitoring activities carried out in the interest of the company, even in violation of privacy laws or the workers' statute;
- unauthorized possession of access codes to computer systems of the judicial or financial administration for the purpose of acquiring confidential information on criminal/administrative proceedings involving the company.

Dissemination of computer equipment, devices or programs aimed at damaging or interrupting a computer or telematic system (art. 615-quinquies cp)

The punishable conduct concerns the activity of anyone who spreads not only software, but also hardware and all those equipment or devices whose functioning is capable of damaging a computer system, or of altering its functioning.

The crime under art. 615-quinquies of the Criminal Code includes not only the acquisition of viruses and malware in general, but also the production and importation of dongles, smart

cards, skimmers, etc., where, naturally, they lend themselves to illicit use, such as damaging or altering a computer system, or the data and programs contained therein. By way of example, the following constitute the crime in question:

- damage to a competitor's information, data and company programs caused by the spread of viruses or other malicious programs committed by individuals who abusively use the company network or email systems;
- damage to information, data, company computer programs or third-party computer systems, including competitors, committed by personnel in charge of their management, in carrying out maintenance or updating activities within their competence;
- damage to systems on which competitors store documentation relating to their products/projects with the aim of destroying information and gaining a competitive advantage;
- damage to competitors' technological infrastructures in order to prevent their activity or damage their image.

Interception, impediment or unlawful interruption of computer or telematic communications (art. 617-quater cp)

The crime occurs when a person fraudulently intercepts communications relating to a computer or telematic system or between multiple systems, or prevents or interrupts them. It also constitutes a crime to disclose, through any means of information to the public, in whole or in part, the content of intercepted communications. By way of example, the following constitute the crime in question:

- fraudulent interception of a communication between multiple parties in order to convey false or otherwise altered information, for example to damage the image of a competitor;
- interception of customer telematic communications in order to analyse their consumption habits.

Installation of equipment designed to intercept, prevent or interrupt computer or telematic communications (art. 617-quinquies cp)

The crime is configured with the installation of equipment, outside of the cases permitted by law, with the purpose of intercepting, interrupting and preventing communications relating to a computer or telematic system or between multiple systems. By way of example, the crime in question is configured as follows:

- installation of equipment designed to intercept and prevent computer communications committed by personnel responsible for managing the equipment and systems making up the company network infrastructure.

Damage to information, data and computer programs (art. 635-bis cp)

It is carried out by destroying, deteriorating or rendering, in whole or in part, unusable other people's computer or telematic systems, or other people's programs, information or data.
With reference to the possible types of crime in question, see the commentary on art. 615-quinquies of the criminal code.

Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (art. 635-ter cp)

The same crime as in the preceding point is provided for, with heavier penalties, in the case of computer or telematic systems used by the State or by another public body or pertinent to them, or in any case of public utility. By way of example, the crime in question is configured as follows:

- damage, destruction or tampering with electronic documents having evidentiary value, registered with public bodies (e.g. police, judicial offices, etc.), by employees of bodies involved in any capacity in judicial proceedings or investigations.

Damage to computer or telematic systems (art. 635-quater cp)

It occurs when the subject destroys, damages, renders totally or partially unusable other people's computer or telematic systems or seriously hinders their functioning by damaging information and programs or by introducing or transmitting data, information or programs.
With reference to the possible types of crime in question, see the commentary on art. 615-quinquies of the criminal code.

Damage to computer or telematic systems of public utility (art. 635-quinquies cp)

If the act referred to in Article 635-quater is aimed at destroying, damaging, rendering, in whole or in part, unusable computer or telematic systems of public utility or at seriously hindering their functioning through the damage of information and programs, or through the introduction or transmission of data, information or programs.
With reference to the possible types of crime in question, see the commentary on art. 615-ter of the Criminal Code.

Computer fraud by the person providing electronic signature certification services (art. 640-quinquiescp)
The person providing electronic signature certification services who, in order to obtain an unjust profit for himself or others or to cause damage to others, violates the obligations established by law for the issuing of a qualified certificate.

***Cybersecurity*(art. 1, co. 11, DL no. 105/2019)**
Legislative Decree no. 105/2019 established the so-called "national cyber security perimeter", in order to ensure "the security of networks, information systems and IT services of public administrations, national, public and private bodies and operators, on which the exercise of an essential function for the State depends, or the provision of an essential service for the maintenance of civil, social or economic activities that are fundamental to the interests of the State and from whose malfunction, interruption, even partial, orimproper use, may result in damage to national security" (art. 1 Legislative Decree no. 105/2019).

The law punishes anyone who hinders or conditions the completion of the following procedures:

- obligation - for public or private entities falling within the security perimeter only - to draw up and update, at least annually, a list of the networks, information systems and IT services used [art. 1, co. 2, letter b), Legislative Decree no. 105/2019];
- obligation - for public or private entities only that fall within the security perimeter - to communicate in advance to the National Evaluation and Certification Center (i.e. CVCN, established at the Ministry for Economic Development) in the case of entrusting to third parties the supply of ICT goods, systems and services that will then be used on networks, information systems and in the context of IT services relevant

for the purposes of the Decree [art. 1, co. 6, letter a), Legislative Decree no. 105/2019];

- obligations resulting from the inspection and verification powers of the Presidency of the Council of Ministers and the Ministry of Economic Development (respectively, for public and private entities), in relation to the provisions of paragraph 2, letter b), paragraph 3 (which regulates the management of "incidents" that have an impact on relevant networks, information and computer systems and the identification of the security levels to be adopted in the management of ICT) and paragraph 6, letter a).

The criminal offence in question is not considered applicable, as it is specifically provided for public or private entities that fall within the perimeter of national cyber security, as provided by law.

5.3 Irrelevant conduct

It was decided not to consider the types of crimes that will be listed below as relevant. In fact, it is believed that said types of crimes are difficult to commit in the interest or to the advantage of the Company, or due to the characteristics and institutional activity of the same: for this reason, the protocols and prevention measures contained in this Model and in the Code of Ethics are considered sufficient for preventive purposes.

a Art. 476 cp: material forgery committed by a public official in public documents;
b art. 477 cp: material forgery committed by a public official in administrative certificates or authorizations;
c art. 478 cp: material forgery committed by a public official in certified copies of documents or private individuals;
d art. 479 cp: ideological falsehood committed by a public official in public documents;
e art. 480 cp: ideological falsehood committed by a public official in certificates or administrative authorizations;
f art. 481 cp: ideological forgery in certificates committed by persons carrying out a public service;
g art. 487 cp: forgery on a blank signed sheet. Public deed;
h art. 491 cp: forgery of a holographic will, bill of exchange or credit instruments;

i art. 493 cp: false statements committed by public employees in charge of a public service;

j art. 617-quater cp: interception, impediment or unlawful interruption of computer or telematic communications;

k art. 640-quinquies cp: computer fraud by the person providing electronic signature certification services.

5.4 Preventive measures

The types of computer crime refer to a variety of criminal conducts in which a computer system is, in some cases, the target of the conduct itself and, in others, the tool through which the perpetrator intends to carry out another criminally relevant offence.

The security of IT infrastructures, systems and data represents a strategic asset in corporate planning.

IT security is therefore a priority for WEBIDOO, which it seeks to protect through the combined provisions of Legislative Decree no. 231/2001 and the privacy legislation.

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethicsas well asto theIT Regulations and Smart Working and Corporate BYOD.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.
- Adaptation of behaviors to internal directives on privacy and data security.
- Profiling of access to the company's information assets, which foresee, for example, the granting of access rights to a subject only following verification of the existence of actual needs deriving from the company duties that are the responsibility of the role covered by the subject.
- Adoption of credential validation procedures of sufficient complexity and provision for periodic changes.
- Procedures that provide for the removal of access rights upon termination of employment.
- Regular updating of information systems in use.
- Traceability of accesses and critical activities performed through company IT systems.

- Definition and implementation of a management authorization process for information processing facilities.
- Including non-disclosure clauses in third-party agreements and employment contracts.
- Establish rules for acceptable use of information and assets associated with information processing facilities.
- Development of procedures for labeling and handling information based on the classification scheme adopted by the organization.
- Use of measures to protect access to areas where information is stored and information management tools.
- Establish security measures for off-site equipment that take into account the risks of operating outside the organization's perimeter.
- Definition and regulation of system management and maintenance activities by specifically appointed personnel.
- Provision of periodic checks on:
  - ✓ corporate network and the information that passes through it;
  - ✓ network routing, to ensure that security policies are not violated;
  - ✓ installing software on operating systems,

  by the competent function, with the support, where necessary, of external consultants.
- Establish procedures to promptly detect and address technical vulnerabilities in systems.
- Formalization of rules to ensure correct use of information and assets associated with information processing facilities.
- Provision of dedicated environments for those systems that are considered "sensitive" both for the type of data contained and for the business value.
- Maintaining a "machinery register" in which the PCs and devices owned by the company are inventoried, indicating the code of each machine, the list of programs installed on each of them, and the expiry date of the licenses.
- Identification of a person responsible for maintaining the "machinery register" and updating it.

- Controls by the Supervisory Body on sensitive and instrumental activities, as well as on the maintenance of the "machinery register" and its updating.
- Random checks by the Supervisory Body of the correspondence of the programs associated with each machine, and of the validity of the licenses.

5.5 Reference documents

The reference documents that complete the special part relating to "computer crimes, unlawful data processing and crimes committed in violation of the provisions on cyber security" and that integrate the system of prevention of the commission of crimes are the following:

- Relevant privacy documentation disclosed or signed.
- Whistleblowing procedure.
- Company regulations for the use of IT tools and for smart working and BYOD.

6. Offences of organised crime, obstruction of justice and transnational crimes (art. 24-ter and art. 25-decies Legislative Decree no. 231/2001)

6.1 Functional Areas and Activities Involved

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control

Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

Affected business functions/roles
All persons appointed «authorized to process personal data» - «CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «General Counsel» - «HR Manager» - «CTIO» - «Head of Global Marketing and IR» - «Chief of Product» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Large Enterprises» - «VP of Operations» - «Head of Global Marketing» - «Retail Operations Manager» - «Head of People and Culture» - «Head of Growth and Revenue»

Sensitive activities and instrumental activities
● Relationships with persons involved such as injured parties, witnesses or persons informed of the facts in a criminal proceeding. ● Management of relationships with third-party interlocutors - both public and private - in the performance of their work activities on behalf of and/or in the interest of the Company. ● Procurement of goods and services. ● Associative relationships with third parties. ● Sales, promotion and marketing. ● Management of personnel, collaborators and relationships with agents. ● Management of relationships with suppliers and business partners. ● Relations with the Public Administration. ● Share capital operations, extraordinary finance operations, strategy. ● Financial planning, management and monitoring of financial flows. ● Management of intra-group relationships. ● Accounting in the broad sense, aimed in particular at drawing up the balance sheet, reports or other corporate communications. ● Management of tax obligations and relationships with the parties in charge. ● Management of relationships with corporate bodies. ● Management of legal proceedings and disputes. ● Management of inspections/audits/assessments. ● Activities carried out using computer or telematic systems. ● Management of safety at work. ● Management of environmental compliance.

6.2 Crimes and typical conduct

Criminal association (art. 416, co. 6, cp)

The conduct sanctioned by art. 416 of the Criminal Code consists in the formation and continuation of a continuous associative bond with a criminal purpose between three or more people, with the aim of committing an indeterminate series of crimes, with the preparation of the means necessary for the realization of the criminal program and with the permanent awareness of each member of being part of an association and of being available to work for the implementation of the criminal program.

In summary, therefore, the crime of association is characterised by three fundamental elements, consisting of:

- a potentially permanent associative bond, destined to last even beyond the commission of the specifically planned crimes;
- the indeterminacy of the criminal program;
- the existence of an organizational structure, even if minimal, but adequate to achieve the criminal objectives targeted.

Mafia-type associations, including foreign ones (art. 416-bis cp)

The association is of a mafia type when its members make use of the intimidating force of the associative bond and the condition of subjection and silence that derives from it to commit crimes, to directly or indirectly acquire the management or in any case the control of economic activities, concessions, authorizations, contracts and public services or to obtain unjust profits or advantages for themselves or for others or for the purpose of preventing or hindering the free exercise of voting or of procuring votes for themselves or for others on the occasion of electoral consultations.

Political-mafia electoral exchange (art. 416-ter cp)

The penalty established by the first paragraph of Article 416-bis also applies to those who obtain the promise of votes provided for by the third paragraph of the same Article 416-bis in exchange for the provision of money.

Association for the purpose of illicit trafficking of narcotic or psychotropic substances (art. 74 DPR n. 309/1990)

The crime is committed by individuals who have taken part in an association whose ultimate purpose is the illicit trafficking of narcotic or psychotropic substances.

Kidnapping for the purpose of robbery or extortion (art. 630 cp)

The legislator punishes the conduct of anyone who kidnaps a person in order to obtain, for himself or others, an unjust profit as the price of release.

Crimes of illegal manufacturing, introduction into the State, offering for sale, transfer, possession and carrying in a public place or open to the public of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as more common firearms [art. 407, co. 2, letter a), n.5 cpp]

Anyone who produces, introduces into the State, possesses, sells weapons of war, clandestine weapons as well as more common firearms.

Inducement not to make statements or to make false statements to the judicial authorities (Art. 377-bis cp)

Whoever, by means of violence or threats, or by the offer or promise of money or other benefits, induces a person called upon to make statements before the judicial authority that can be used in criminal proceedings, when the person has the right to remain silent, not to make statements or to make false statements.

As for the typical ways of carrying out the conduct, the induction relevant for the purposes of the commission of the crime is carried out through the action with which a subject exerts an influence on the psyche of another subject, determining him to have a certain behavior, carried out through the means strictly indicated by the law, that is, threat, violence or promise of money or other benefits.

Transnational crimes (Articles 3 and 10 of Law no. 146/2006)

The law punishes the transnational crimes of criminal association (art. 416 of the Criminal Code); mafia-type association (art. 416-bis of the Criminal Code); criminal association aimed at smuggling foreign manufactured tobacco (art. 291-quater of Presidential Decree no. 43/1973); association aimed at trafficking narcotic or psychotropic substances (art. 74 of Presidential Decree no. 309/1990); money laundering (art. 648-bis of the Criminal Code); use of money, goods or utilities of illicit origin (art. 648-ter of the Criminal Code); clandestine immigration (art. 12 of Legislative Decree no. 286/1998); incitement not to make statements

or to make false statements to the judicial authority (art. 377-bis of the Criminal Code); personal aiding and abetting (art. 378 of the Criminal Code).

To be defined as transnational, the crime must have been committed by an organised criminal group and one of the following circumstances must also apply:

- that the crime is committed in more than one State;
- that the crime is committed in one State, but part of its preparation, planning, direction or control takes place in another State;
- that the crime is committed in one State, but it involves an organised criminal group engaged in criminal activities in more than one State;
- that the crime is committed in one State, but has substantial effects in another State.

6.3 Irrelevant conduct

It was decided not to consider the types of crimes that will be listed below as relevant. In fact, it is believed that said types of crimes are difficult to commit in the interest or to the advantage of the Company, or due to the characteristics and institutional activity of the same: for this reason, the protocols and prevention measures contained in this Model and in the Code of Ethics are considered sufficient for preventive purposes.

a. Art. 416-ter cp: political-mafia electoral exchange;
b. art. 74 DPR n. 309/1990: association aimed at the illicit trafficking of narcotic or psychotropic substances;
c. art. 630 cp: kidnapping for the purpose of robbery or extortion;
d. art. 407 cpp: crimes of illegal manufacturing, introduction into the State, offering for sale, transfer, possession and carrying in a public place or open to the public of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as more common firearms;
e. art. 12 Legislative Decree no. 286/1998, expressly referred to in Law no. 146/2006: provisions against clandestine immigration;
f. art. 291-quater DPR n. 43/1973: criminal association aimed at the smuggling of foreign manufactured tobacco.

6.4 Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethicsas well as to the IT, Smart Working and BYOD regulations of the company.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.
- Verification of the reliability and seriousness of suppliers, consultants, agents and business partners, including networkers (honour and professionalism).
- In relations with third parties, acquisition of significant information regarding, for example, the existence of the requirements for carrying out the activity, the absence of sudden and repeated changes in the corporate structure (if legal persons), the absence of significant changes in the size of the activity or assets or their legitimate justification.
- For the purposes of a correct selection of business partners: i) introduce mechanisms for the ethical qualification of companies, provided for by law or by self-regulation systems, such as: possession of a legality rating; registration in the prefectural white lists or in the list of companies adhering to the Legality Protocol between Confindustria and the Ministry of the Interior; ii) commit the partner to produce a substitute declaration certifying compliance with the contribution, tax, social security and insurance regulations in favor of its employees and collaborators, financial traceability obligations, as well as the absence of measures against the entity or its top management for crimes of the type provided for by decree 231, with particular reference to those referred to in art. 24-ter.
- In contracts: i) express termination clause for the case in which the counterparty, recipient of a regular anti-mafia certification, is the recipient of a supervening communication or interdictory anti-mafia information, as well as for the hypothesis of failure to comply with the rules referred to in point i) above and the obligation to report crimes suffered directly or by one's collaborators; ii) limitation to the strictly necessary time of the term within which the recipient of supervening interdictory anti-mafia information is effectively excluded from the contract.

- Adoption by Group companies (including foreign ones) of internal control procedures or systems compatible with those provided for by the organizational model pursuant to decree 231.
- Determination of the selection criteria, stipulation and execution of agreements/joint ventures with other companies for the realization of investments and provision of mechanisms to ensure transparency and traceability.
- Formal and substantive controls of financial flows.
- Management of anomalies in the financial function, including through reporting flows to the subjects identified as Managers and to the Supervisory Body.
- Transparency, traceability and consistency of hiring procedures.
- Selection of personnel with specific professionalism in relation to the task or role.
- Provision of segregation of functions in risk areas.
- Identify a company function that, supported by the Supervisory Body, is the recipient of information regarding the direct/indirect involvement of an internal/external subject in a legal proceeding.
- Periodic checks by the Supervisory Body.

6.5 Reference documents

The reference documents that complete the special part relating to "Organised crime, obstruction of justice and transnational crimes" and that integrate the system of prevention of the commission of offences are the following:

- Whistleblowing procedure.
- Relevant privacy documentation disclosed or signed.
- Company regulations for the use of IT tools and for smart working and BYOD.

7. Counterfeiting of coins, public credit cards, stamps and instruments or signs of recognition, crimes against industry and commerce (art. 25-bis and art. 25-bis1 Legislative Decree no. 231/2001)

7.1 Functional Areas and Activities Involved

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

Affected business functions/roles
«CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «Head of Administration Control» - «Treasury Manager» - «Head of Management Control» - «Business Advisor» - «Chief of Product» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Large Enterprises» - «VP of Operations»

Sensitive activities and instrumental activities
● Acquisition, also in "association" with other companies (network agreements, ATI, joint ventures, ...), of solutions protected by intellectual/industrial property. ● Managing relationships with customers and suppliers in general. ● Using text, music and images on websites. ● Management of computer programs used by the company. ● Sales, promotion and marketing. ● Management and monitoring of financial flows. ● Selection and management of relationships with agents. ● Website creation, advertising campaigns, social media management.

7.2 Crimes and typical conduct

Counterfeiting of coins, spending and introduction into the State, by prior agreement, of counterfeit coins (art. 453 cp)

The so-called "counterfeit currency" aims to protect both the legality of monetary circulation and the trust placed in the circulation of currency, as well as the patrimonial interest of the issuing institute and that of private individuals who may be damaged by the use of counterfeit currency.

The punishable conducts are:

- counterfeiting, that is, the creation of coins that appear genuine through imitation or alteration-transformation;
- alteration, that is, the modification of the characteristics of the coin, for example through hammering, embossing, chasing, etc.;
- the introduction into the territory of the State;
- the purchase;
- the reception;
- detention;
- the spending;
- putting it into circulation;
- the production, by authorised persons, of quantities in excess of the requirements.

Altering of coins (art. 454 cp)

The law punishes anyone who alters coins. In particular, the criminal hypotheses provided for by art. 454 of the Criminal Code are two:

- the case of someone who alters coins of the quality indicated in art. 453 by reducing their value by any means, for example by drilling them, by substituting metal of lower quality, or by scraping them;
- the case of someone who, with respect to the altered coins, commits one of the acts indicated in numbers 3 and 4 of art. 453 (for example, putting them into circulation).

Spending and introducing into the State, without agreement, counterfeit money (art. 455 cp)

In order to establish liability for the crime in question, there must be both general intent, consisting of the conscious will to commit the act, and awareness of the falsity of the coins at the time of their receipt, and specific intent, consisting of the purpose of putting the coins into circulation. The crime of possession of counterfeit money can only be configured if there is the intention of the acting subject to put the counterfeit banknotes received in bad faith into circulation.

Spending of counterfeit coins received in good faith (art. 457 cp)

Counterfeit coins put into circulation must have been received in good faith, that is, without the agent knowing of the counterfeit at the time of receipt.

The difference between the crime provided for in art. 455 ("spending and introducing into the State, without agreement, counterfeit money") and that provided for in art. 457 in question consists in the fact that in the first, the awareness of the falsity must exist at the time of receipt, in the second, the awareness of the falsity is subsequent to the receipt of the money.

However, if the agent becomes aware of the counterfeiting after having put the coins into circulation, all liability to punishment ceases.

In case of bad faith, however, articles 453, 454, 455 of the Criminal Code will be applicable, depending on the case.

Counterfeiting of revenue stamps, introduction into the State, purchase, possession or circulation of counterfeit revenue stamps (art. 459 cp)

The law protects stamps and punishes their counterfeiting, alteration, introduction into the territory of the State, purchase, possession and circulation. The crime in question is configured only with the circulation of the same and not with the use that corresponds to the natural destination of the values, which integrates the different crime referred to in art. 464 cp.

Counterfeiting of watermarked paper used for the production of public credit cards or revenue stamps (art. 460 cp)

The crime is configured by performing counterfeiting operations on watermarked paper in order to produce credit cards and/or stamps. The criminal figure punishes a merely preparatory conduct, deemed by the legislator to be criminally relevant in relation to its extrinsic dangerousness and, therefore, regardless of any concrete investigation into the functional suitability for achieving the counterfeiting of coins and similar securities.

Manufacture, possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps or watermarked paper (art. 461 criminal code)

Article 461 of the Criminal Code, by providing for a crime of danger, punishes the mere fact of manufacturing, purchasing and possession of any means objectively suitable to carry out even just a part of the executive process of counterfeiting coins, … regardless of use.

Use of counterfeit or altered revenue stamps (art. 464 cp)

The illicit conduct consists in using counterfeit or altered revenue stamps.

To use them means to employ them to gain an advantage or profit, provided that such use is in accordance with the normal purpose of the stamp, such as, for example, in the case of drawing up a document on a counterfeit sheet of stamped paper or affixing an altered stamp.

The penalty is reduced if the counterfeit or altered stamps were received in good faith.

Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs (art. 473 cp)

Anyone who, being aware of the existence of the industrial property title, counterfeits or alters trademarks or distinctive signs, national or foreign, of industrial products, or anyone who, without being a participant in the counterfeiting or alteration, makes use of such counterfeit or altered trademarks or signs. The law also sanctions the counterfeiting and alteration of patents, designs or industrial models, national or foreign, as well as the subjects who, without being a participant in the counterfeiting or alteration, make use of such counterfeit or altered patents, designs or models.

Introduction into the State and trade of products with false markings (art. 474 cp)

Outside the cases of complicity in the crimes provided for by art. 473 of the Criminal Code, anyone who introduces into the territory of the State, for the purpose of profit, industrial products with trademarks or other distinctive signs, national or foreign, counterfeited or altered. In order for the crime to be configured, generic intent is sufficient, or the awareness and will to possess the counterfeit goods intended for sale and, therefore, awareness of the counterfeiting of another's trademark, the purpose of the offender being irrelevant. The crime in question is perfected through the performance of even an isolated act of sale or offering for sale of a product distinguished by false trademarks or distinctive signs. The crime in question also constitutes the introduction of products with false signs into the territorial waters of the State, even if the customs barrier has not been crossed.

Disturbance of freedom of industry or commerce (art. 513 cp)

The crime punishes, upon complaint of the injured party and unless the act constitutes a more serious crime, anyone who uses violence against property or fraudulent means to prevent or disturb the exercise of an industry or trade. For example, repeatedly parking heavy vehicles near the windows and entrance door of a commercial establishment.

Illicit competition with threat or violence (art. 513-bis cp)

The crime punishes anyone who, in the exercise of a commercial, industrial or otherwise productive activity, commits acts of competition with violence or threats. The law provides for an aggravating circumstance in the case in which the acts of competition concern an activity financed in whole or in part and in any way by the State or other public bodies. The violent behavior referred to in the article in question includes any violent or threatening behavior (even the mere evocation of the patronage of organized groups known for the repeated commission of crimes against the person) carried out in the exercise of entrepreneurial activity in order to acquire a dominant position not correlated with the real operational capacity of the company, including also acts impeding the free competition of others.

Fraud against national industries (art. 514 cp)

The crime punishes anyone who, by selling or otherwise circulating, on national or foreign markets, industrial products, with counterfeit or altered names, trademarks or distinctive signs, causes harm to the national industry. In this case, the registration of the signs constitutes an aggravating circumstance.

Fraud in the exercise of trade (art. 515 cp)

Anyone who, in the exercise of a commercial activity, or in a shop open to the public, delivers to the buyer a movable thing for another, or a movable thing, in origin, provenance, quality or quantity, different from that declared or agreed. For example, transfer to the buyer of products of lower quality than that declared, or advertised (goods produced in Italy).

Sale of non-genuine food substances as genuine (art. 516 cp)

The punishable conduct consists of the sale, or otherwise placing on the market, of non-genuine food substances as genuine.

Sale of industrial products with false markings (art. 517 cp)

The legislator punishes the conduct of those who put on sale, or otherwise into circulation, works of the mind or industrial products, with national or foreign names, trademarks or distinctive signs, capable of misleading the buyer as to the origin, provenance or quality of the work or product.

Manufacturing and trade of goods made by usurping industrial property titles (art. 517-ter cp)

The conduct of violation of the patent title is also integrated with the imitation of the products protected by the patent, even using authentic distinctive signs (for example, putting on sale a product having the same stylistic characteristics as Gucci, on which the Gucci trademark is affixed). The crime of putting into circulation goods produced in violation of an industrial property title has the nature of a crime of danger, for the existence of which the abstract possibility of confusion of the imitated product is sufficient, regardless of the concrete misleading of consumers about the origin of the product.

Counterfeiting of geographical indications or designations of origin of agri-food products (art. 517-quater cp)

Counterfeiting or any alteration of geographical indications or designations of origin of agri-food products is punishable.

7.3 Irrelevant conduct

It was decided not to consider the types of crimes that will be listed below as relevant. In fact, it is believed that said types of crimes are difficult to commit in the interest or to the advantage of the Company, or due to the characteristics and institutional activity of the same: for this reason, the protocols and prevention measures contained in this Model and in the Code of Ethics are considered sufficient for preventive purposes.

a. Art. 453 of the Criminal Code: counterfeiting of coins, spending and introduction into the State, by prior agreement, of counterfeit coins;
b. Art. 454 cp: alteration of coins;
c. Art. 455 cp: spending and introduction into the State, without agreement, of counterfeit money;
d. Art. 457 cp: spending of counterfeit coins received in good faith;
e. Art. 459 of the Criminal Code: counterfeiting of revenue stamps, introduction into the State, purchase, possession or circulation of counterfeit revenue stamps;
f. Art. 460 cp: counterfeiting of watermarked paper used for the production of public credit cards or revenue stamps;
g. Article 461 of the Criminal Code: manufacturing, possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps or watermarked paper;
h. Art. 464 cp: use of counterfeit or altered revenue stamps;
i. art. 516 cp: sale of non-genuine food substances as genuine;
j. art. 517-quater cp: counterfeiting of geographical indications or designations of origin of agri-food products.

7.4 Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.
- Definition of methods for qualifying, evaluating and classifying suppliers, business advisors and business partners, which also takes into account the possible adoption of MOGC 231 and a Code of Ethics.
- Provision of specific controls on the management of financial flows, such as signature matching, frequent reconciliations, supervision, separation of duties with contrasting functions.

- Verification of the consistency of the management activities of the Intellectual Property and the trademark portfolio with respect to the current legislation on the matter.
- Definition of activities, roles and responsibilities in relation to the development, management, protection and valorization of the Intellectual Property and the trademark portfolio.
- Verification of the existence of the requirements for patentability of the Intellectual Property or for trademark registration.
- In the event of the purchase of solutions protected by intellectual/industrial property (even in association with other partners), inclusion of contractual clauses containing the attestation/commitment of the counterparty (i) to be the legitimate owner of the rights of economic exploitation on the trademarks, patents, distinctive signs, designs, models or works protected by copyright that are the subject of the transfer or to have obtained from the legitimate owners the authorization to grant their use to third parties; (ii) to indemnify and hold the Company harmless from any damage or prejudice that may arise as a result of the untruthfulness, inaccuracy or incompleteness of such declaration.
- Control of financial flows and company documentation, with segregation of functions in the payments area.
- Monitoring the work of external consultants (correspondence of the performance with the contents of the contract, ...).

7.5 Reference documents

The reference documents that complete the special part relating to the crimes of "Counterfeiting of coins, public credit cards, stamps and instruments or signs of recognition, crimes against industry and commerce" and that integrate the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.

8. Corporate crimes (art. 25-ter Legislative Decree no. 231/2001)

8.1. Functional Areas and Activities Involved

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

Affected business functions/roles

«CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «General Counsel» - «HR Manager» - «CTIO» - «Head of Global Marketing and IR» - Responsabile «Strategy» - «Head of Administration Control» - «Treasury Manager» - «Head of Management Control» - «Business Advisor» - «Credit Collection Manager» - Responsabile «Research & Discovery» - Responsabile «Development» - Responsabile «Innovation» - «Chief of Product» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Medium Enterprises» - «Head of Products Large Enterprises» - «VP of Operations» - «Head of Content» - «Head of Media Factory» - «Head of Global Marketing» - «Head of Partners» - «Retail Operations Manager» - «Marketing Coordinator» - «Partner Manager» - «Head of People and Culture» - «Head of Growth and Revenue»

Sensitive activities and instrumental activities

- Drafting of the balance sheet, reports or corporate communications required by law, and, more generally, of any legally relevant document, in which the economic, patrimonial and financial elements of the company are highlighted.
- Accounting and archiving.
- Financial planning, management and monitoring of financial flows.
- Relations with corporate bodies, including requests for information, the display or sending of documents.
- Management of intra-group relationships.
- Management of relationships with business advisors.
- Relations with the assembly, preparation of specific documentation for the purposes of the assembly resolutions.
- Communications to members and creditors in general.
- Management of obligations and communications with public supervisory authorities.
- Share capital operations, extraordinary finance operations.
- Managing relationships with business partners.
- Relationships with directors, liquidators or their subordinates of target companies for acquisitions. For example, payment of money or other benefit (gift of non-modest value) from a corporate person to the liquidator of a company to facilitate the purchase of an asset of the same at a value below the market price.
- Relationships with directors, liquidators or their subordinates of supplier companies.
- Relationships with directors, liquidators or their subordinates of competing companies. For example, payment of money or other benefit (a gift of non-modest value) by a corporate individual to the CEO of a competing company so that the latter ignores a business opportunity in which the Company has an interest.
- Relationships with directors, liquidators or their subordinates of creditor or debtor companies.
- Negotiation, stipulation and management of contracts with companies, consortia, foundations, associations, other private entities, even those without legal personality, which carry out professional and business activities, whose failure to carry out the activity may result in an advantage for the Company, or in which the Company may have an interest (for example, certifiers).
- Negotiation, stipulation and management of active contracts with agents.
- Procurement of goods and services.
- Management of tax aspects and relationships with consultants in charge.
- Management of freebies and gifts.
- Relationships with credit institutions.

8.2. Crimes and typical conduct

Le condotte rilevanti possono essere poste in essere anche mediante l'utilizzo di strumenti informatici avanzati o sistemi di intelligenza artificiale, qualora tali strumenti siano impiegati in modo da incidere sui processi decisionali, informativi o comunicativi rilevanti ai fini della presente Parte Speciale.

False corporate communications (art. 2621 cc)

This crime punishes directors, general managers, managers responsible for drawing up corporate accounting documents, auditors and liquidators who, in order to obtain an unjust profit for themselves or for others, knowingly present material facts that are not true in the balance sheets, reports or other corporate communications directed to shareholders or the public, as required by law, or omit material facts whose communication is required by law on the economic, patrimonial or financial situation of the company or the group to which it belongs, in a manner concretely capable of misleading others.

Minor facts (art. 2621-bis cc)

The crime punishes with a reduced penalty false corporate communications, in the event that the facts referred to in the preceding article: (i) are of minor importance, taking into account the nature and size of the company and the methods or effects of the conduct; (ii) concern companies that do not exceed the limits on subjection to preventive composition or bankruptcy referred to in Royal Decree 267/1942.

False corporate communications by listed companies (art. 2622 cc)

Directors, general managers, managers responsible for preparing corporate accounting documents, auditors and liquidators of companies issuing financial instruments admitted to trading on a regulated market in Italy or another European Union country, who, in order to obtain an unfair profit for themselves or for others, knowingly set out material facts that are not true in the balance sheets, reports or other corporate communications addressed to shareholders or the public or omit material facts that are relevant to the communication of which is required by law on the economic, patrimonial or financial situation of the company or the group to which it belongs, in a manner that is concretely capable of misleading others.

False prospectus (art. 173-bis Legislative Decree 24.2.1998 n. 58)

The law punishes anyone who provides false information or conceals data and information in information prospectuses in order to obtain a benefit for the company.

The crime of "False prospectus" was originally provided for by art. 2623 of the Civil Code, repealed by art. 34 of Law no. 262/2005 ("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. 231/2001, given that art. 25-ter, co. 1, letter d) maintains in force a reference to a provision now repealed and a distinction between a contravention and a crime that currently does not exist. 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. 231/2001 with reference to this criminal offence is controversial; it is therefore considered good practice for the company to adopt precautions in this regard in any case.

Control prevented (art. 2625 cc)

It occurs when, through the concealment of documents or other suitable artifices, the performance of control or auditing activities legally attributed to members or other corporate bodies is prevented or hindered.

Undue return of contributions (art. 2626 cc)

The crime is committed when, outside of legitimate cases of reduction of the share capital, the contributions to the members are returned, even in a disguised form, or the members are released from the obligation to perform them.

Illegal distribution of profits and reserves (art. 2627 cc)

The crime punishes directors who distribute profits or advances on profits not actually earned or allocated by law to reserves, or who distribute reserves, even if not constituted with profits, which cannot by law be distributed.

Illicit operations on shares or quotas of the company or of the controlling company (art. 2628 of the Civil Code)

Such conduct must be voluntarily and knowingly carried out exclusively by the directors, or by a person appointed by them, and can be sanctioned only if carried out in the interest of the company. The conduct is perfected in all circumstances in which the directors purchase or subscribe, outside the established cases, the shares or quotas of the company (or issued

by the parent company), causing damage to the integrity of the share capital or reserves not distributable by law.

Transactions to the detriment of creditors (art. 2629 cc)

The law punishes directors who, in violation of the provisions of law protecting creditors, carry out reductions in share capital or mergers with other companies or demergers, thus causing damage to creditors.

Failure to communicate a conflict of interest (art. 2629-bis cc)

The law punishes the conduct of the director who violates the provisions established to protect the interests of the directors by art. 2391 of the Civil Code, pursuant to which the director is obliged to give notice to the other directors and to the board of auditors of any interest that, on his own behalf or on behalf of third parties, he has in a certain transaction of the company, specifying its nature, terms, origin and scope.

The criminal offence in question is not considered applicable, as it is specifically provided for listed companies.

Fictitious formation of capital (art. 2632 cc)

The crime is committed when the fictitious formation or fictitious increase of the company's capital is carried out through the attribution of shares or quotas for an amount lower than their nominal value, reciprocal subscription of shares or quotas, significant overvaluation of contributions of goods in kind or credits or of the company's assets in the event of its transformation.

Improper distribution of company assets by liquidators (art. 2633 cc)

The law punishes preferential payments made by liquidators to members to the detriment of creditors.

Corruption between private individuals (art. 2635, co. 3, cc)

The crime punishes anyone, even through a third party, who offers, promises or gives money or other undue benefits to the directors, general managers, managers responsible for drawing up the company's accounting documents, auditors or liquidators or to anyone who

exercises different management functions or is subject to their direction or supervision, to perform or omit an act in violation of the obligations inherent to their office or loyalty, causing harm to the company. The harm to the company, on which the existence of the crime depends, consists in the injury to any interest of the same, susceptible to economic evaluation and therefore does not result in the causing of immediate patrimonial damage.
The legal provision sanctions the company to which the corrupting individual belongs; the company to which the corrupted individual belongs, instead, suffers the damage resulting from the violation of duties of office or loyalty.

Incitement to corruption between private individuals (art. 2635-bis, co. 3, cc)

The crime punishes: (i) anyone, even through a third party, who offers, promises or gives money or other undue benefits to directors, general managers, managers responsible for drawing up corporate accounting documents, auditors or liquidators or to anyone who exercises different management functions or is subject to their direction or supervision, to perform or omit an act in violation of the obligations inherent to their office or of loyalty, if the offer or promise is not accepted; (ii) as well as directors, general managers, managers responsible for drawing up corporate accounting documents, auditors, liquidators and those who carry out work activities with the exercise of management functions, who solicit for themselves or for others, even through a third party, a promise or giving of money or other benefits, to perform or omit an act in violation of the obligations inherent to their office or of loyalty, if the solicitation is not accepted.

Unlawful influence on the assembly (art. 2636 cc)

The law punishes anyone who, through simulated or fraudulent acts, determines the majority in an assembly, with the aim of obtaining an unjust profit for himself or others.
Legislative Decree no. 61/2002 transformed the crime under examination from a crime specific to directors to a common crime. However, art. 25-ter of Legislative Decree no. 231/2001 restricts the scope of application of the rule with regard to the entity, limiting the relevance of corporate crimes to the case in which active subjects are "directors, general managers or liquidators or persons subject to their supervision".

Stock manipulation (art. 2637 cc)

The law punishes anyone who spreads false news, or carries out simulated transactions or other artifices that are concretely capable of causing a significant alteration in the price of unlisted financial instruments or for which no application for admission to trading on a regulated market has been submitted, or of significantly affecting the public's trust in the financial stability of banks or banking groups. The use of artificial intelligence tools and automated data analysis and processing systems could also be relevant with regard to the above-mentioned crime, if such technologies are employed to disseminate false or misleading information or to generate content capable of altering the price of financial instruments or influencing market trends.

Obstruction to the exercise of the functions of public supervisory authorities (art. 2638 cc)

The crime may be committed through two distinct conducts: (i) reporting in the communications required by the public supervisory authorities (in order to hinder their functions) material facts that do not correspond to the truth, even if they are the subject of assessments, on the economic, patrimonial or financial situation, or by concealing, with other fraudulent means, in whole or in part, facts that should have been communicated and concerning the same economic, patrimonial or financial situation; (ii) hindering the exercise of the supervisory functions carried out by public authorities, knowingly and in any form, including by omitting the communications due to the same authorities.

False or omitted declarations for the issuing of the preliminary certificate[5]

The law punishes anyone who, in order to make it appear that the conditions for the release of the "preliminary certificate" necessary to certify the regular fulfillment in accordance with the law, of the preliminary acts and formalities for the implementation of the cross-border merger, creates documents that are completely or partially false, alters true documents, makes false declarations or omits relevant information.

[5]Case introduced by Legislative Decree no. 19/2023, in Official Journal 07.03.2023, in force from 22.03.2023.

8.3. Irrelevant conduct

It was decided not to consider the types of crimes that will be listed below as relevant. In fact, it is believed that said types of crimes are difficult to commit in the interest or to the advantage of the Company, or due to the characteristics and institutional activity of the same: for this reason, the protocols and prevention measures contained in this Model and in the Code of Ethics are considered sufficient for preventive purposes.

a. Art. 2622 cc: false corporate communications by listed companies.
b. Art. 2623 cc: false statement in prospectus.
c. Art. 2629 bis cc: failure to communicate conflict of interest.
d. Art. 2633 cc: improper distribution of company assets by liquidators.

8.4. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.
- Adoption of "rules of conduct" regarding the correct operation of all personnel involved in the preparation of the balance sheet or other similar documents, so as to guarantee clarity and completeness of the information, accuracy of the data and processing.
- Recording of invoices or other accounting documents only in relation to documents received from third parties, as well as the obligation to record economic, patrimonial and financial items only in relation to company events that have actually occurred and are duly documented. Verification of the complete and accurate recording and accounting of invoices or other documents/events relevant for tax purposes. Definition of the methods of managing corrective recordings (in the event of irregularities or anomalous balances). Definition of the methods of verifying the completeness, accuracy and timeliness of the recordings of the adjustment/integration/closing adjustment entries. Execution of any changes to the accounting data only by the formally appointed company function.

- In the context of intra-group relations, compliance with the provisions set out in § 2.2.12 of this document.
- Introduction of a periodic update program for the heads of sensitive processes in terms of budgeting, corporate governance and compliance with company regulations.
- Traceability of individual actions in the preparation of communications relating to the economic, patrimonial and financial situation of the Company.
- Authorization procedures for press releases, which include cross-checks on subsequent drafts of the press releases and up to the final version, through the involvement of the responsible structures and the subjects involved in the accounting checks.
- Provision, for the function manager who provides data and information relating to the balance sheet or other corporate communications, of the obligation to sign a declaration regarding the truthfulness and completeness of the information transmitted.
- Introduction of specific indications on the method to be used to evaluate the budget items subject to estimate, in relation to the evaluation criteria established by law and to the generally accepted technical criteria, as well as on the preparation of adequate documentation to support the accounting choices made.
- Provision of at least one opportunity for discussion between the Board of Auditors, the Auditing Company and the Supervisory Body before the meeting of the Board of Directors for the approval of the draft budget.
- Transmission to the Supervisory Bodies, with adequate advance notice, of all documents relating to the topics on the agenda of the meetings of the Assembly or the Administrative Body, or on which they must express an opinion pursuant to the law. Upon approval of the draft budget by the Administrative Body, transmission of a letter of certification or indemnity requested by the auditing firm, signed by the highest executive management and initialled by the CFO.
- Continuous flow of information between the Supervisory Body and the Administrative Body, also regarding the assessments regarding the choice of the Auditing Company and the Board of Auditors. Communication to the Supervisory Body of the tasks that are intended to be assigned to the Auditing Company, in addition to certification, and to the members of the Board of Auditors.

- Retention of a copy of communications to Consob regarding the absence of causes of incompatibility between the Auditing Company and the certified company.
- Forecasting of a defined system of responsibility of the company's top management and delegations consistent with it.
- Establishment of periodic meetings between the Board of Auditors and the Supervisory Body, also to verify compliance with the discipline provided for in the area of corporate legislation/Corporate Governance, as well as compliance with the consequent conduct by the administrative body and employees.
- Authorization procedures for purchases and sales of own shares and/or shares of other companies.
- *Report*periodicals to the top management of the state of relations with the Board of Auditors and the public supervisory authorities.
- Clear and comprehensive procedures governing operations on share capital, mergers and corporate spin-offs.
- Participation of the Supervisory Body in assembly meetings.
- Authorization procedures for the return of contributions, for the distribution of profits or advances on profits and for the distribution of reserves.
- Provision, in the Code of Ethics, of "rules of conduct" regarding the correct behavior of those involved in relationships with competing or target companies.
- Specific training activities for all function managers so that they know the main notions regarding the crime of private corruption (in particular, legal provisions, sanctions, cases at risk of crime).
- Adoption and concrete implementation of rules regarding the correct behavior of all employees in the event of gifts, presents and promotions of initiatives.
- Clear and transparent definition of pricing, identification of the managers involved in its definition, final formalized communication from the board, specific training activities on the conduct of commercial negotiations.
- Standardized contractual provisions in relation to the nature and type of contract, including contractual provisions aimed at compliance with control principles/ethical rules in the management of the activities by the third party, and the activities to be followed in the event of any deviations; approval of the contract by appropriate authorization levels.

- Verification of the completeness and accuracy of the invoice with respect to the content of the contract/order, as well as with respect to the product. Verification - also on a sample basis - of the conformity of the invoicing with the legal requirements.
- Rules of conduct to follow when managing relationships with professionals and individuals belonging to third-party companies:
  - ✓ for the assignment of tasks or consultancy to third parties, inspired by criteria of legality, transparency, functional sharing, relevance and justifiability;
  - ✓ timely reporting to the Supervisory Body of any request for money not justified by ordinary administrative or gift relationships, received from individuals belonging to other companies.
- Control of financial flows, company documentation and invoices, involving two or more people.
- Provision for timely reporting of any conflict of interest situation to the hierarchical superior and to the Supervisory Body.
- Supplier selection procedure.
- Definition and monitoring of payment conditions and times.
- In the context of the selection, hiring and administrative management of personnel, the following are envisaged:
  - ✓ planning activities for resources to be hired, taking into account the needs;
  - ✓ identification of the minimum requirements (profile) needed to fill the role and the related level of remuneration in compliance with the provisions of the National Collective Labour Agreements and in coherence with the reference remuneration tables;
  - ✓ search for a plurality of candidates based on the complexity of the role to be filled;
  - ✓ management of conflicts of interest between the selector and the candidate;
  - ✓ verification, through various screening phases, of the consistency of the applications with the defined profile;
  - ✓ carrying out pre-employment checks, also possibly in compliance with any foreign legislation relevant to the specific case, aimed at preventing the emergence of prejudicial situations that expose the Company to the risk of

commission of predicate crimes in terms of corporate liability (with particular attention to the existence of criminal proceedings/pending charges, conflicts of interest/relationships that could interfere with the functions of public officials, public service representatives called to operate in relation to activities in which the Company has a concrete interest, as well as with top representatives of entities, even those without legal personality, that carry out professional and business activities that have particular relevance for corporate purposes;

- ✓ authorization for hiring by appropriate levels;
- ✓ verification of the correctness of the wages paid.

- The selection of agents includes:
  - ✓ resource planning activities to be involved, taking into account the needs;
  - ✓ identification of the minimum requirements (profile) needed to fill the role;
  - ✓ search for a plurality of candidates;
  - ✓ management of conflicts of interest between the selector and the candidate;
  - ✓ verification, through various screening phases, of the consistency of the applications with the defined profile;
  - ✓ cross-checks on the correctness of the commissions paid.
- In the context of the management of extraordinary transactions: execution of a due diligence of the counterparty; documented and preliminary assessment of the feasibility, strategic coherence and opportunity of the initiative and approval of the same by adequate authorization levels; preliminary to the start of the negotiation of binding agreements: i) validation of the binding contractual documentation; ii) verification of the related clauses; iii) authorization to start the negotiation; adequate and timely information, by company representatives, regarding any situations of conflict of interest regarding the extraordinary transaction; formalized approval of the extraordinary transaction by the competent functions; documented verification of the completion of the transaction.

8.5. Reference documents

The reference documents that complete the special part relating to the crimes in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing Procedure.

9. Crimes with the aim of terrorism or subversion of the democratic order (art. 25-quater Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

9.1. Crimes and typical conduct

The punishable conducts are the promotion, constitution, organization, direction of a subversive association and participation in it.

A subversive association is a stably organised structure aimed at violently subverting or suppressing the constitutional political and legal order by carrying out activities prohibited by provisions of criminal law in accordance with the Constitution.

Association for the purpose of international terrorism or subversion of the democratic order (art. 270-bis cp)

The law punishes anyone who promotes, constitutes, organizes, directs or finances associations that propose to commit acts of violence with the aim of terrorism or subversion of the democratic order.

Assistance to members (art. 270-ter cp)

The law punishes anyone who, except in cases of complicity in the crime or aiding and abetting, gives refuge or provides food, hospitality, means of transport, or means of communication to any of the persons participating in subversive associations, or associations having the purpose of international terrorism or evading the democratic order.

Recruitment for the purpose of terrorism, including international terrorism (art. 270-quater cp)

The law punishes anyone who recruits one or more people to commit acts of violence, or sabotage essential public services, for terrorist purposes.

Organization of transfers for terrorist purposes (art. 270-quater1 cp)

The law punishes anyone who organizes, finances or propagates transfers for terrorist purposes.

Training for activities with the aim of terrorism, including international terrorism (art. 270-quinquies cp)

The law punishes anyone who trains or provides instructions on the preparation and use of explosive materials, firearms or other weapons, harmful or dangerous chemical or bacteriological substances, as well as any other technique or method having the purpose of terrorism.

Conduct for the purpose of terrorism (art. 270-sexies cp)

Conducts with terrorist purposes are those that cause serious damage to a country or an international organization; that intimidate the population or force public authorities or an international organization to perform or abstain from performing any act; that destabilize or destroy the fundamental political, constitutional, economic and social structures of a country or an international organization; as well as other conducts defined as terrorist or committed with terrorist purposes by conventions or other rules of international law binding on Italy.

Attack for terrorist or subversive purposes (art. 280 cp)

The law punishes anyone who attempts to harm the life or safety of a person for the purposes of terrorism or subversion of the democratic order.

Act of terrorism with deadly or explosive devices (art. 280-bis cp)

The law punishes anyone who, for terrorist purposes, carries out acts aimed at damaging the movable or immovable property of others, through the use of explosive or lethal devices.

Kidnapping for the purpose of terrorism or subversion (art. 289-bis cp)

The law punishes anyone who kidnaps a person for the purposes of terrorism or subversion of the democratic order.

Incitement to commit one of the crimes against the personality of the State (art. 302 cp)

The law punishes anyone who instigates someone to commit one of the crimes against the personality of the State.

9.2. Irrelevant conduct and prevention measures

It was decided not to consider the types of crime in question as relevant, as they are difficult to carry out in the interest or to the advantage of the Company. Moreover, the most likely ways of committing the aforementioned crimes are those that are expressed in the financing of terrorism (financing understood as obtaining funds or even as mere collaboration in obtaining them). Without prejudice to the foregoing, taking into account the institutional activity of the Company, the probability of commission of such types of crimes in the characteristic processes, as well as the accuracy of the checks by the Supervisory Bodies, also with reference to the management of financial resources, the measures proposed below are considered sufficient for preventive purposes.

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators, in particular with regard to the provisions contained in Legislative Decree no. 109 of 2007 containing "Measures to prevent, combat and repress the financing of terrorism and the activity of countries that threaten international peace and security, in implementation of Directive 2005/60/EC" and those contained in Legislative Decree no. 231 of 2007 "implementation of Directive 2005/60/EC concerning the prevention of the use of the financial system for the purpose of money laundering and terrorist financing, as well as Directive 2006/70/EC containing implementing measures".
- Control of financial flows and compliance with the provisions contained in art. 49 et seq. of Legislative Decree no. 231 of 2007 (anti-money laundering legislation).

- Control of company documentation.
- Audits by the Supervisory Body on processes involving the "Administration, Finance and Control" function.

9.3. Reference documents

- Whistleblowing procedure.

10. Crimes against the individual personality and practices of female genital mutilation (art. 25-quater 1 and 25-quinquies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

10.1. Crimes and typical conduct

Practices of female genital mutilation (art. 583-bis cp)

The law punishes the conduct of anyone who, without therapeutic needs, causes a mutilation of the female genital organs or causes, with the aim of impairing sexual functions, other injuries to the female genital organs from which a disease of the body or mind arises.

Reduction or maintenance in slavery or servitude (art. 600 penal code)

Slavery is the state or condition of an individual over whom the attributes of the right of property are exercised. The condition analogous to slavery is a factual situation (and not a legal one) whose extremes are configurable when the person is reduced to a state of subjection and forced to perform stressful work, with exploitation of the compensation due to him through deception, through abuse of authority.

Child prostitution (art. 600-bis cp)

The crime occurs when a person under the age of eighteen is induced into prostitution, or when sexual acts are performed with the person in exchange for money or other economic benefits.

Child pornography (art. 600-ter cp)

The crime involves the exploitation of minors under the age of eighteen to produce pornographic material.

Possession of pornographic material (art. 600-quater cp)

The crime involves the possession of pornographic material created using minors under the age of eighteen.

Virtual pornography (art. 600-quater 1 cp)

The provisions of articles 600-ter and 600-quater of the Criminal Code also apply when the pornographic material represents virtual images (including through photomontage techniques) created using images of minors under the age of eighteen or parts thereof.

Tourism initiatives aimed at exploiting child prostitution (art. 600 quinquies cp)

The crime in question has the nature of a common crime, possibly habitual. Since on the one hand it is not necessary for the perpetrator to be a tour operator, on the other hand it is sufficient, for the purposes of configurability, even the organization of a single trip.

Human trafficking (art. 601 cp)

For the purposes of the commission of the crime in question, it is not necessary that the crime of enslavement, as provided for by the aforementioned provision, also be commissioned, given that with this reference the legislator only intended to establish the need for specific intent with which the agent's conduct must be accompanied, and it is therefore irrelevant that the purpose pursued by him is not achieved, or is achieved by the work of a different subject, not necessarily in competition with the first.

Purchase and sale of slaves (art. 602 cp)

The crime occurs when a person who is already in a state of slavery or similar condition - that is, subjected to forced and compulsory labour - becomes an object of trade.

Illicit intermediation and exploitation of labor (art. 603-bis cp)

The crime punishes anyone who uses, hires or employs labour, including through intermediation, subjecting workers to conditions of exploitation, including the repeated payment of wages in a manner that is clearly different from national or territorial collective agreements or in any case disproportionate to the quantity and quality of the work performed, the repeated violation of the regulations relating to working hours, rest periods, weekly rest, compulsory leave, holidays, the existence of violations of the regulations on safety and hygiene in the workplace and the worker's subscription to degrading working conditions, surveillance methods or housing situations.

Luring minors (art. 609-undecies cp)

The crime punishes anyone who lures a minor under the age of sixteen with the aim of committing the crimes referred to in articles 600, 600-bis, 600-ter, 600-quater. Luring means any act aimed at gaining the trust of the minor through tricks, flattery or threats carried out also through the use of the Internet or other networks or means of communication.

10.2. Irrelevant conduct

The probability that such types of crimes may be committed in the context of the institutional activity of the Company, and in the interest or to the advantage of the same can be said to be extremely remote. For this reason, the measures proposed below are considered sufficient for preventive purposes.

10.3. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethicsas well as to the IT, Smart Working and BYOD regulations of the company.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.

- Raising awareness of the principles of respect and development of the human person.
- Verification of the adoption, by its business partners, of a Code of Ethics that provides for (i) rejection of the exploitation of child labor and women; (ii) health and safety conditions; (iii) trade union rights or in any case trade associations and representation. In order to verify compliance with this commitment, the Company plans inspection visits at its partners or requests any useful documentation from them.

10.4. Reference documents

The reference documents that complete the special part relating to the crimes in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.
- Company regulations for the use of IT tools and for smart working and BYOD.

11. Market abuse (art. 25-sexies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

11.1. Functional Areas and Activities Involved

Affected business functions/roles
«CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «General Counsel» - «HR Manager» - «CTIO» - «Head of Administration Control» - «Treasury Manager» - «Head of Management Control» - «Business Advisor» - «Head of Operations Automation» - «Head of Products Large Enterprises» - «Retail Operations Manager» - «Head of People and Culture»

Sensitive activities and instrumental activities

- Share capital transactions, extraordinary finance transactions.
- Financial planning, management and monitoring of financial flows.
- Accounting in the broad sense, aimed in particular at drawing up the balance sheet, reports or other corporate communications.
- Management of relationships with corporate bodies.
- Management of relationships with third-party interlocutors - both public and private - in the performance of their work activities on behalf of and/or in the interest of the Company.

11.2. Crimes and typical conduct

Relevant conduct may also be carried out through the use of advanced IT tools or artificial intelligence systems, if such tools are used in a way that affects the decision-making, information or communication processes relevant for the purposes of this Special Part.

Abuse of privileged information (art. 184 L. 18 April 2005, n. 62)

The law punishes anyone - a person in a top position or subordinate - (by virtue of his/her status as a member of the administrative, management or control bodies of the issuer, of his/her participation in the issuer's capital or of the exercise of a work activity, of a profession or of a function, even public, or of an office) who has come into possession (lawfully or unlawfully) of privileged information and:

- uses them to buy, sell or carry out other transactions, directly or indirectly, on their own behalf or on behalf of third parties, on financial instruments;
- communicates them to others, outside the normal exercise of work, profession, function or office;
- on the basis of these, recommends or induces others to carry out any of the transactions on financial instruments mentioned above.

In the case of an administrative offence under art. 187 bis TUF, the abuse of privileged information may involve a wider range of subjects than that of a criminal offence: paragraph 4 of art. 187 bis TUF provides, in fact, that the administrative pecuniary sanction "also applies to anyone who, in possession of privileged information, knowing or being able to know on the basis of ordinary diligence, the privileged nature of the same, commits one of the acts described therein".

Market manipulation (art. 185 L. 18 April 2005, n. 62)

Market abuse offences could, in principle, be committed by a company issuing financial instruments listed on regulated markets and/or holding significant stakes in listed companies or being a very active investor on regulated markets.

Therefore, the list of abusive behaviors - with the indication of the possible risk areas and preventive controls that can be adopted - must be adapted on a case-by-case basis, taking into account the probability of occurrence of illicit activities (criminal or administrative) also in the sectors of activity functionally connected to those mentioned.

In this context, the use of artificial intelligence systems or algorithmic tools could be relevant if such technologies are used to create or disseminate false or misleading information, or to artificially generate signals relating to the supply, demand, or price of financial instruments.

The law punishes anyone who spreads false news or carries out simulated transactions or other artifices concretely capable of causing a significant alteration in the price of financial instruments.

Without prejudice to criminal sanctions when the act constitutes a crime, art. 187 ter TUF also punishes, as an administrative offence, "anyone who, through the media, including the Internet or any other means, disseminates false or misleading information, rumours or news that provide or are likely to provide false or misleading indications regarding financial instruments" (para. 1), as well as "anyone who carries out:

a. transactions or orders to buy or sell which provide or are likely to provide false or misleading indications regarding the supply, demand or price of financial instruments;
b. transactions or orders to buy or sell which allow, through the action of one or more persons acting in concert, the market price of one or more financial instruments to be fixed at an anomalous or artificial level;
c. transactions or orders to buy or sell using artifices or any other type of deception or expedient;
d. other devices capable of providing false or misleading information regarding the supply, demand or price of financial instruments" (para. 3). The following paragraph 4 specifies that "for the offences indicated in paragraph 3, letters a) and b), no administrative sanction may be imposed on anyone who demonstrates that he acted for legitimate reasons and in accordance with the market practices accepted in the market concerned".

Examples of possible market manipulation are, therefore, the dissemination of false or misleading information even without the presence of transactions on the market (a hypothesis which also includes cases of failure to comply with particularly serious reporting obligations) and the dissemination of false or misleading information through the media; the carrying out of false or misleading transactions (fictitious transactions - so-called wash trades - alteration of the framework of transactions - so-called painting the tape - improperly matched orders, insertion of orders into the market without the intention of executing them); the carrying out of transactions which set prices at anomalous or artificial levels (marking the closing price - so-called marking the close - colluding on the secondary market after a placement carried out as part of a public offering, abusively compressing the market - so-called abusive squeeze - establishment of a minimum price threshold, transactions carried out in one market to improperly influence the prices of a financial instrument in a related market); carrying out transactions that use artifice, deception or expedients (concealing ownership - dissemination of false or misleading market information through the media, including the Internet, or by any other means, pumping and dumping - discrediting and cashing in - trash and crash - opening a position and closing it immediately after its public disclosure).

11.3. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Periodic information/training of directors, management and employees of the company areas/functions at risk, as well as of persons who have access to privileged information, on the legislation on market abuse.
- Definition of the methods of conduct to be adopted in relations with financial operators and third parties in general.
- Management of relationships with the advisory board inspired by principles of legality, transparency and traceability of communications. Cross-checks by at least two different functions on the appropriateness of compensation and on the correspondence of compensation to the contents of contracts. Immediate formal

communication to the Board of Directors in case of anomalies and to the Supervisory Body.

- Identification of relevant persons, authorization procedures and operations carried out by them, including through third parties, concerning purchases and sales of shares and financial instruments. In the event,
  - ✓ provision of a cross-hierarchical control system.
  - ✓ provision for the obligation, on the part of directors, employees and consultants involved, to communicate to the Supervisory Body any conduct symptomatic of illicit activities.
- Traceability of authorization steps and controls for press releases, corporate information, etc. and similar procedure for communicating to Group companies the information requested for the purposes of information management, communication and dissemination.

11.4. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.

12. Crimes against health and safety at work (art. 25-septies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

12.1. Functional Areas and Activities Involved

Affected business functions/roles

CEO - Employers, Supervisor, RSPP - all subjects involved in health and safety in the workplace - HR Manager - «President Europe» - «President USA» - «CEO MEA» - «Head of People and Culture»

Sensitive activities and instrumental activities
● Management of health and safety in the workplace. ● Mandatory safety requirements pursuant to Legislative Decree no. 81/2008 and the environment.

12.2. Crimes and typical conduct

Culpable homicide committed in violation of the regulations on health and safety protection in the workplace (art. 589 cp)

The crime punishes anyone who negligently causes the death of a person, if the act is committed in violation of the rules for the prevention of accidents at work. Pursuant to art. 43 c.p., a crime is negligent when the event, even if foreseen, is not desired by the agent and occurs due to negligence or imprudence or incompetence, or due to failure to comply with laws, regulations, orders or disciplines.

Serious or very serious negligent injuries resulting from the violation of regulations on health and safety in the workplace (art. 590 cp)

The crime punishes anyone who negligently causes serious or very serious personal injury to another, if the act is committed in violation of the rules for the prevention of accidents at work. Pursuant to art. 583 of the Criminal Code, a) the injury is serious if: (i) the act results in an illness that endangers the life of the injured party, or an illness or inability to attend to ordinary occupations for a period exceeding forty days; (ii) if the act produces the permanent weakening of a sense or an organ; b) the injury is very serious if the act results in: (i) an illness that is certainly or probably incurable; (ii) the loss of a sense; (iii) the loss of a limb or a mutilation that renders the limb useless, or the loss of the use of an organ or the ability to procreate, or a permanent and serious difficulty in speaking; (vi) the deformation or permanent disfigurement of the face.

Pursuant to art. 43 of the Criminal Code, a crime is negligent when the event, even if foreseen, is not desired by the agent and occurs due to negligence or imprudence or incompetence, or due to failure to comply with laws, regulations, orders or disciplines.

12.3. Illegal conduct

The punishability of entities is foreseen for crimes that are prosecutable, on the basis of negligence, in which death or injury, even if foreseen, are not wanted and occur due to negligence, imprudence or incompetence or due to failure to comply with laws, regulations, orders or disciplines (see art. 43, co. 3, cp).

Specifically, this is a fault that is revealed, with reference to the Company, as an organisational fault, because it is integrated by a lack of control, or rather by a disorganisation of the Company in managing the risks of committing the crimes in question. Even if the crimes are negligent, the sanctions provided for by Legislative Decree no. 231/2001 can, however, be applied only if the crimes are committed "in the interest or to the advantage of the Entity". This latter eventuality (which is better reconciled with negligent conduct) could be identified, for example, when the violation of accident prevention regulations is accompanied by an economic saving, or even simply by a saving of time, which benefits the Company.

This fault may be identified, therefore, in the failure to provide periodic monitoring tools on the state of wear of equipment, machinery or systems, in poor hygiene or in the failure to purify the work environments.

12.4. Prevention measures

The safety area covered by the provisions contained in art. 25-septies is already regulated and monitored pursuant to the provisions of Legislative Decree no. 81/2008 (the so-called "Consolidated Law on Safety at Work" or TUS).

For this reason, in preparing a system of preventive measures specifically aimed at avoiding the commission of the crimes referred to in art. 25-septies of Legislative Decree no. 231/2001, WEBIDOO has taken into account all the activities that have already been carried out within the company, in order to comply with the provisions dictated by the aforementioned Consolidated Law, to use and harmonize them, thus avoiding unnecessary and costly duplications.

However, the mere incorporation of precautionary measures on workplace safety already prepared by the Company into the Model could prove insufficient.[6]. In fact, the Company's liability arises from the violation (upstream) of an organizational risk management rule, directly attributable to the disorganization of the company itself, different from the violation (downstream) of the single precautionary measure by the subordinate.

Therefore, the following measures must be adopted to complete the content of the aforementioned Risk Assessment Document - and at the same time evaluate its adequacy - for the purposes of its alignment with the provisions of Legislative Decree no. 231/2001, art. 30 of Legislative Decree no. 81/2008 and the Circular of the Ministry of Labour and Social Policies of 11 July 2011.

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Adoption and concrete implementation of the contents of the Risk Assessment Document, drawn up for the purposes of Legislative Decree no. 81/2008.
- Adoption and concrete implementation of the Company Safety Regulations, which, for the purposes of this document, are annexed to the Risk Assessment Document.
- Definition of objective parameters on the basis of which to evaluate the achievement of safety objectives (such as, for example: the number of incidents encountered, the number of accidents that occurred).
- Verification of the monitoring procedure described in the Risk Assessment Document, in order to verify the adequacy of the prevention measures contained therein for each specifically identified risk area.
- Monitoring the effective implementation, over time, of the general program plan for the improvement and monitoring of working conditions, to protect the health and safety of workers, described in the Risk Assessment Document.
- Definition of appropriate corrective and preventive actions of the aforementioned safety programs where situations of non-compliance are highlighted.

[6] Cass. n. 3731/2020: «(…) *there was, in reality, no specific defensive deduction relating to the organizational and management model pursuant to articles 6 of Legislative Decree no. 231 of 2001 and 30 of Legislative Decree no. 81 of 2008, since, on closer inspection, the defense focused all its arguments on the effectiveness in this specific case of the risk assessment document (DVR), which is something different from the aforementioned organizational model.*».

- Suitable control system on the effectiveness and maintenance over time of the suitability conditions of the preventive measures adopted.
- Periodic verification of regulatory updates regarding accident prevention and hygiene and health in the workplace.
- Periodic checks to update the prevention technique also in relation to possible technological improvements affecting all work tools for the purpose of greater safety.
- Provision of a network of guarantors placed at the various stages of the decision-making process, with the technical skills and powers necessary for the verification, evaluation, management and control of risk.
- Information/training, even differentiated, of employees and collaborators. In particular, given the negligent nature of the crimes referred to in this art. 25-septies, it is necessary to raise awareness among workers of the pressing need not only to use the work tools at their disposal correctly, but above all to immediately report defects, deterioration or deficiencies in general of such tools.
- The appointments of the subjects actively involved in the application of the legislation (RSPP, Competent Doctor, first aid workers, fire safety workers) are made explicit. Before appointing these subjects, the Employers verify that they possess the legal requirements for carrying out the assignment. The documentation collected for the execution of these checks is kept at the HR function.
- The subjects to whom the legislation applies are adequately trained regarding their tasks, duties and responsibilities.
- The hiring of personnel is promptly communicated to the RSPP for the fulfillment of the obligations related to Legislative Decree 81/2008 regarding health and safety in the workplace.
- Acquisition of specific skills by the Supervisory Body in terms of safety in the workplace, also through external consultancy.
- The Supervisory Body, within the scope of its competences, carries out inspections and checks aimed at obtaining a formal evaluation, also by granting a mandate to qualified external consultants selected as provided in the preceding pages, previously approved by the Body itself.
- The inspections referred to in the previous point are aimed at verifying:

- ✓ the correct methodology for identifying, evaluating, measuring and controlling risks to the health and safety of workers, as well as the mechanisms for updating of this methodology;
- ✓ the conformity of the measures adopted for the prevention of the risks referred to in this Model.

- The activities carried out by the Supervisory Body are subject to immediate communication to the Administrative Body in the event of evident and serious criticality,
- The Supervisory Body participates in periodic meetings with the Employer, the Head of the prevention and protection service and the competent Doctor.
- The RSPP of the Company or another delegate shall bring to the attention of the Supervisory Body any changes and/or updates to the existing documentation, in addition to the following:

Information for the Supervisory Body	**Action / Periodicity**
− Any reports issued by Public Authorities regarding safety, regardless of their outcome; − any internal inspection reports that have given a positive outcome or any audits that have revealed anomalies or critical issues in the safety area; by way of example and not limited to: ● compliance with the technical-structural standards required by law relating to equipment, systems, workplaces, chemical and physical agents; ● risk assessment activities and preparation of the resulting prevention and protection measures; ● organizational activities, such as emergencies, first aid, contract management, periodic safety meetings, consultations with workers' safety representatives; ● health surveillance activities (including any requests relating to suspected occupational diseases); ● information and training activities for workers; ● surveillance activities with reference to compliance with safety procedures and instructions by workers; ● disciplinary measures adopted against employees who have behaved in a manner that does not comply with regulatory and company provisions regarding environmental protection; ● acquisition of legally required documentation and certifications; ● periodic checks on the application and effectiveness of the procedures adopted;	Mandatory sending / upon occurrence of the event

- copy of the minutes of any further meetings concerning issues relating to health and safety at work, which particular needs may make necessary; - the program of measures deemed appropriate to ensure the improvement of safety levels over time, and related updates, pursuant to art. 28, paragraph 2, letter c) of Legislative Decree no. 81/08; - all information relating to injuries; - the staff training plan and its updates; - any information and/or communication deemed appropriate by the Employer and the RSPP regarding the progress of activities relating to the protection of health and safety at work. - the appointment of the competent doctor and the RSPP.	
- The risk assessment document and other documents that may be required following the execution of certain activities. The Supervisory Body has the right to verify their conservation on site; - copy of the employer's delegations and/or powers of attorney; - the regular performance of prescribed medical visits.	Send / on request

- Therefore, provision of a company system for the fulfillment of all legal obligations relating to:
  - compliance with the technical-structural standards of law relating to the workplace;
  - to risk assessment activities and the preparation of the resulting prevention and protection measures;
  - to organizational activities, such as emergencies, first aid, periodic safety meetings;
  - to health surveillance activities;
  - to worker information and training activities;
  - to surveillance activities with reference to compliance with safety procedures and instructions by workers;
  - to the acquisition of legally required documentation and certifications;
  - to periodic checks on the application and effectiveness of the procedures adopted.

  Suitable systems for recording the completion of the activities listed above.

12.5. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.
- Risk assessment document, pursuant to Legislative Decree no. 81/2008 and subsequent amendments and related attachments.

13. Offences relating to receiving stolen goods, money laundering and self-laundering (art. 25-octies Legislative Decree no. 231/2001). Offences relating to payment instruments other than cash (art.25-octies.1 Legislative Decree no. 231/2001).

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

13.1. Functional Areas and Activities Involved

Affected business functions/roles
«CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «CTIO» - «Head of Global Marketing and IR» - «Head of Administration Control» - «Treasury Manager» - «Head of Management Control» - «Business Advisor» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Medium Enterprises» - «Head of Products Large Enterprises» - «Head of Global Marketing» - «Head of Partners» - «Retail Operations Manager» - «Marketing Coordinator» - «Partner Manager» - «Head of Growth and Revenue»

Sensitive activities and instrumental activities

- Procurement of goods and services.
- Management of relationships with suppliers, in general, and business partners.
- Financial planning, management and monitoring of financial flows.
- Accounting.
- Opening and closing current accounts.
- Corporate credit card management.
- Sales, promotion and marketing.
- Management of intra-group relationships.
- Management of tax obligations and relationships with appointed consultants.

13.2. Crimes and typical conduct

Receiving stolen goods (art. 648 cp)

The law punishes the act of those who, outside the cases of complicity in the crime, purchase, receive or hide money or things originating from crime, or in any case interfere in having them purchased, received or hidden: such conduct must be carried out in a conscious manner, that is, with the representation of the origin from any crime. Receiving presupposes that another crime has been committed (the so-called predicate crime).

Receipt refers to any form of obtaining possession of the good deriving from the crime (even if different from the sale), which is achieved even temporarily or through mere complacency. Concealment indicates the material concealment of the good received, deriving from the crime.

Money laundering (art. 648-bis cp)

This type of crime occurs when a person replaces or transfers money, goods or other utilities deriving from a non-culpable crime, or carries out other operations in relation to them, in such a way as to hinder the identification of their criminal origin.

With specific regard to the crime of money laundering, the legislator mentions, as the material object of the crime, money, goods and other utilities: therefore, in addition to means of payment, this definition also includes real estate, companies, securities, precious metals, credit rights, etc., i.e. everything that, like money, can have an economic utility or, in any case, can form the object of rights. The crime can also be identified when the things come

from a chain of intermediaries and therefore not directly from the underlying crime, provided that the active subject is aware of the criminal origin of the asset.

Use of money, goods or utilities of illicit origin (art. 648-ter cp)

The crime is committed by anyone who, outside of cases of complicity in the crime and the cases provided for in Articles 648 and 648-bis, uses money, goods or other benefits deriving from crime in economic or financial activities.

Self-laundering (art. 648-ter 1 cp)

The crime occurs when the person who has committed or contributed to committing a non-culpable crime uses, replaces or transfers money, goods or other utilities deriving from the commission of such crime, in such a way as to concretely hinder the identification of their criminal origin.

Article 648 - ter 1 of the Criminal Code establishes that the conduct whereby the illicit funds deriving from the commission of a non-culpable crime are intended for mere personal use or enjoyment (and therefore are not linked to economic, financial, entrepreneurial or speculative activities) is not punishable.

Improper use and falsification of credit and payment cards (art. 493 – ter cp)

The improper use, for profit, of a credit card by someone who is not the card holder, constitutes the crime in question regardless of whether a profit is actually obtained or whether damage is caused, since the law does not require that the transaction be successful (this type of crime is constituted by the introduction of a credit card of illicit origin into the ATM without entering the PIN). The crime of unlawful possession of other people's credit cards or counterfeit cards - a crime of mere conduct risk - does not occur in the presence of "blank" media, on which the credentials necessary for use for payment or withdrawal purposes have not been printed, but the possession of such media, in the presence of elements attesting to the actual availability of the data necessary to make the cards suitable for such use, may constitute, in attempted form, the different crime of counterfeiting electronic means of payment or withdrawal.

Possession and distribution of equipment, devices or computer programs aimed at committing crimes involving payment instruments other than cash (Art. 493 – quater cp)

The conduct of anyone who, with the aim of using them or allowing others to use them in the commission of crimes involving payment instruments other than cash, produces, imports, exports, sells, transports, distributes, makes available or in any way procures for himself or others equipment, devices or computer programs which, due to their technical-constructive or design characteristics, are built primarily to commit such crimes, or are specifically adapted for the same purpose, is punishable.

Computer fraud (Art. 640 – ter)

The crime is integrated with the provision of the transfer of money, monetary value or virtual currency, or committed with abuse of the quality of system operator.

13.3. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Information/training of senior management and employees of the functions involved with particular reference to the measures and behavioral obligations established to protect the financial system by Legislative Decree no. 231/2007 and by the specific provisions and application instructions, including those contained in art. 49 et seq. of the aforementioned Legislative Decree, concerning the limits on the use of cash and bearer securities, to which reference is made.
- Informing the Company's top management and the Supervisory Body if suspicious behavior emerges on the part of third parties with whom the Company has relationships.
- Verification of the commercial and professional reliability of suppliers and commercial and/or financial partners (with particular attention, for example, to protests or bankruptcy procedures, amount of price compared to average market values; involvement of politically exposed subjects); determination of the minimum

requirements of the bidders, establishment of the evaluation criteria of the offers in standard contracts.

- Identification of the beneficial owner of the counterparties and documental preservation of the checks carried out.
- Formal and substantial control of financial flows and accounting documentation, with reference to payments to third parties and intra-group payments/transactions; periodic and cross-checking (by different functions) on the use of credit cards.
- Cross-check the methods of determining the commissions paid to agents, their appropriateness and correspondence to the contractual provisions.
- Formalized controls on the operating procedures for opening and closing current accounts at banks and financial institutions, as well as on periodic reconciliations of current accounts.
- In relation to the transfer of funds both between current accounts of Group companies and between current accounts of the same Company: authorization at an appropriate hierarchical level; formalization of criteria and methods of execution.
- Verification of the regularity of payments by, for example, checking that the recipients of payments and the counterparties actually involved in the transaction are fully identical, checking the registered office of the counterparty (for example, tax havens, countries at risk of terrorism, etc.), checking the credit institutions used (registered office of the banks involved in the transactions and credit institutions that do not have physical locations in any country) and any corporate screens and trust structures used for transactions or extraordinary operations.
- Monitoring (traceability) of transactions of significant amount and verification of their correlation to the company business, also by the Supervisory Body.
- Monitoring (traceability) of payments made for activities carried out by Italian counterparts, but credited to foreign accounts (especially black list or off-shore), and formal communication to the Supervisory Body.
- Verification by the Supervisory Body of the appropriateness of any payments to directors.
- Controls by the Supervisory Body on payments to any family members of directors, for consultancy activities.

- Controls by the Supervisory Body on any compensation to directors for consultancy activities.
- Training of the Supervisory Body in relation to the provisions of Legislative Decree no. 231/2007.

13.4. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.

13-bis.1 Scope of Application and Sensitive Areas

Article 25-octies.2 of Legislative Decree No. 231/2001 establishes the administrative liability of entities in relation to violations of the restrictive measures adopted by the European Union.
Pursuant to Article 25-octies.2 of Legislative Decree 231/2001, the following predicate offenses apply:
- Article 275-bis of the Criminal Code
- Article 275-ter of the Criminal Code
- Article 275-quater of the Criminal Code

In relation to the activities carried out by WEBIDOO, the sensitive areas and activities with respect to the risk of committing the offenses in question include, but are not limited to:
– relationships with customers, suppliers, and foreign business partners;
– management of payments and financial flows, including transnational ones;
– intra-group transactions and relationships with subsidiaries or affiliates;
– the management of grants, loans, or funds of European origin;
– the use of consultants, intermediaries, agents, or other third parties, including those acting on behalf of the Company.
The functions, corporate roles, and sensitive activities identified with reference to the offenses referred to in Article 13 of this Model must be considered applicable, to the extent compatible, also to the offenses referred to in this Article.

13-bis.2 Typical Crimes and Conduct

Crimes relating to the violation of European Union restrictive measures may be committed through conduct consisting, by way of example and not limited to, the direct or indirect violation of sanctions, prohibitions, or restrictions adopted by the European Union, as well as the circumvention of the same through intermediaries, complex corporate structures, or simulated transactions.
Relevant conduct also includes transactions carried out in favor of individuals, entities, or countries subject to restrictive measures, if such transactions are carried out in the interest or to the advantage of the Company.

13-bis.3 Preventive Measures

In order to prevent the risk of committing the offenses referred to in this article, WEBIDOO adopts specific control and prevention measures, including:
– verification and evaluation procedures for commercial and financial counterparties;
– systems for tracking and monitoring payments and financial transactions;
– segregation of duties in relevant authorization and decision-making processes;
– specific information and reporting flows to the Supervisory Board.

14. Crimes relating to infringement of copyright (art. 25-novies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

14.1. Functional Areas and Activities Involved

Affected business functions/roles
All persons appointed «authorized to process personal data» - «CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «General Counsel» - «HR Manager» - «CTIO» - «Head of Global Marketing and IR» - «Executive Assistant» - «Head of Administration Control» - «Treasury Manager» - «Head of Management Control» - «Business Advisor» - «Credit Collection Manager» - Responsabile «Research & Discovery» - Responsabile «Development» - Responsabile «Innovation» - «Chief of Product» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Medium Enterprises» - «Head of Products Large Enterprises» - «VP of Operations» - «Head of Content» - «Head of Media Factory» - «Head of Global Marketing» - «Head of Partners» - «Retail Operations Manager» - «Marketing Coordinator» - «Partner Manager» - «Head of People and Culture» - «Head of Growth and Revenue»

Sensitive activities and instrumental activities
● All activities that involve the use of company IT devices. ● Use of computer or telematic resources and information, or any other intellectual work protected by copyright. ● Financial planning, management and monitoring of financial flows. ● Website creation, advertising campaigns, social media management.

14.2. Crimes and typical conduct

Relevant conduct may also be carried out through the use of advanced IT tools or artificial intelligence systems, if such tools are used in a way that affects the decision-making, information or communication processes relevant for the purposes of this Special Part.

Copyright protection in dissemination [art. 171 L. n. 633/1941, co. 1 lett. a-bis) and co.3 (aggravating circumstances)]

Placing on telematic network systems available to the public, through connections of any kind, protected intellectual works or parts thereof, even if not intended for advertising, or with usurpation of the authorship of the work or with deformation, mutilation or other modification of the work itself, if this results in offence to the honour or reputation of the author.

Protection of copyright and other rights related to its exercise (art. 171-bis L. n. 633/1941)

The conduct referred to in the first paragraph consists in the abusive duplication, for profit, of computer programs; the importation, distribution, sale, possession for commercial or entrepreneurial purposes or the leasing of programs contained in media not marked by SIAE; or in the provision of means to remove or circumvent the protection devices of a computer program.

The conduct referred to in the second paragraph consists in the reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public of the contents of a database; or in the extraction or reuse of the database; or in the distribution, sale or rental of a database.

Protection of copyright and other rights related to its exercise (art. 171-ter L. n. 633/1941)

The crime punishes, if the act is committed for non-personal use, anyone for profit:

- illegally duplicates, reproduces, transmits or disseminates in public by any means, in whole or in part, a work of the mind intended for television, cinema, sales or rental, discs, tapes or similar media or any other media containing phonograms or videograms of musical, cinematographic or similar audiovisual works or sequences of moving images;
- abusively reproduces, transmits or disseminates in public, by any means, works or parts of literary, dramatic, scientific or didactic, musical or dramatic-musical, or multimedia works, even if included in collective or composite works or databases;
- even if he has not contributed to the duplication or reproduction, introduces into the territory of the State, holds for sale or distribution, distributes, places on the market, rents out or in any case transfers for any reason, projects in public, transmits by television with any procedure, transmits by radio, makes public listening to the illegal

duplications or reproductions referred to in letters a) and b);

- holds for sale or distribution, places on the market, sells, rents, transfers under any title, projects in public, transmits by radio or television by any means, video cassettes, music cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images, or other medium for which, pursuant to this law, the affixing of a mark by the Italian Society of Authors and Publishers (SIAE) is prescribed, without the mark itself or with a counterfeit or altered mark;
- in the absence of an agreement with the legitimate distributor, retransmits or disseminates by any means an encrypted service received by means of equipment or parts of equipment capable of decoding conditional access transmissions;
- introduces into the territory of the State, holds for sale or distribution, distributes, sells, rents, assigns for any reason, commercially promotes, installs special decoding devices or elements that allow access to an encrypted service without paying the fee due;
- manufactures, imports, distributes, sells, rents, assigns in any capacity, advertises for sale or rental, or holds for commercial purposes, equipment, products or components or provides services that have the prevalent purpose or commercial use of circumventing effective technological measures referred to in Article 102-quater or are primarily designed, produced, adapted or created with the purpose of enabling or facilitating the circumvention of such measures. Technological measures include those applied, or which remain, following the removal of the same measures as a result of voluntary initiative by the rights holders or agreements between the latter and the beneficiaries of exceptions, or following the execution of provisions of the administrative or judicial authority;
- abusively removes or alters the electronic information referred to in Article 102-quinquies, or distributes, imports for distribution purposes, broadcasts by radio or television, communicates or makes available to the public works or other protected materials from which the electronic information itself has been removed or altered.

Protection of copyright and other rights related to its exercise (art. 171-septies L. n. 633/1941)

The crime consists in the failure to communicate to SIAE, within thirty days from the date of placing on the market in the national territory or of importation, the identification data of the media not subject to the mark; or in the false declaration of having provided for the aforementioned communication.

Protection of copyright and other rights related to its exercise (art. 171-octies L. n. 633/1941)

The crime punishes the fraudulent production, sale, importation, promotion, installation, modification, use for public and private purposes of devices for decoding audiovisual broadcasts with conditional access carried out via the airwaves, via satellite, via cable, in both analogue and digital form.

14.3. Irrelevant conduct

It was decided not to consider the types of crimes that will be listed below as relevant. In fact, it is believed that said types of crimes are difficult to commit in the interest or to the advantage of the Company, or due to the characteristics and institutional activity of the same: for this reason, the protocols and prevention measures contained in this Model and in the Code of Ethics are considered sufficient for preventive purposes.

a. Art. 171 - septies L. n. 633/1941: protection of copyright and other rights connected to its exercise;
b. Art. 171- octies L. n. 633/1941: protection of copyright and other rights connected to its exercise.

14.4. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethicsas well as to the IT, Smart Working and BYOD regulations of the company.
- Dissemination of the same among employees and collaborators.
- Periodic information/training of employees and collaborators.
- Provision of contractual clauses relating to compliance with intellectual property laws in relations with third party contractors.

- Profiling of access to the corporate network.
- Implementation of an internal protection system within the company: in particular,
  - insertion of adequate protections in the company IT network;
  - tracking the purchase, installation and use of company software;
  - periodic monitoring of the existence and validity of IT licenses.
- Control of financial flows.
- Control of personnel employed by the Company.
- Control over any collaborators or consultants who assist the Company in the use of goods and services protected by copyright legislation.

14.5. Reference documents

The reference documents that complete the special part relating to "Crimes relating to infringement of copyright" and that constitute the system of prevention of the commission of crimes are the following:

- Company regulations for the use of IT tools and for smart working and BYOD.
- Whistleblowing procedure.

15. Environmental crimes (art. 25-undecies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

15.1. Functional Areas and Activities Involved

Affected business functions/roles
CEO – HR Manager - Employers, Supervisor, RSPP - all subjects involved in health and safety in the workplace - «President Europe» - «President USA» - «CEO MEA» - «Head of People and Culture»

Sensitive activities and instrumental activities
• Requests for environmental permits/certifications. • Relations with the Public Administration. • Mandatory health and safety obligations pursuant to Legislative Decree no. 81/2008.

15.2. Crimes and typical conduct

Article 25-undecies of Legislative Decree no. 231/2001 regulates numerous types of environmental crimes, described by the following provisions:

1) On waste matters

Legal reference	Unlawful conduct
Art. 256, co. 1, lett. a) Legislative Decree no. 152/2006: illicit waste management	The contravention punishes the exercise of non-hazardous waste management activities (collection, transport, recovery, disposal, trade, intermediation) for which a permit is required without having obtained it or after the same has expired or has been suspended or revoked or outside of the permit itself.
Art. 256, co. 1, lett. b) Legislative Decree no. 152/2006: illicit waste management	The contravention punishes the exercise of hazardous waste management activities (collection, transport, recovery, disposal, trade, intermediation) for which a permit is required without having obtained it or after the same has expired or has been suspended or revoked or outside of the permit itself.
Art. 256, co. 3, first period, Legislative Decree no. 152/2006: illegal landfill	Anyone who builds or operates an unauthorized landfill of non-hazardous waste.
Art. 256, co. 5, Legislative Decree no. 152/2006: illicit mixing	The law punishes two distinct contravention hypotheses: – the unauthorized mixing of hazardous waste with different hazardous characteristics; – the unauthorized mixing of hazardous waste with non-hazardous waste.

	In the case of contraventions, it is sufficient that the act was committed through negligence.
Art. 256, paragraph 3, second period, Legislative Decree no. 152/2006: illegal landfill	Anyone who creates or operates an unauthorized landfill of hazardous waste.
Art. 256, co. 4, Legislative Decree no. 152/2006: failure to comply with provisions	The contravention consists of: - in the case of activities subject to authorisation (recovery and disposal plants under ordinary regime, including landfills), in failure to comply with the provisions contained in the authorisation provision; - in the case of activities subject to registration or notification of commencement of activity (recovery operations under simplified regime, waste collection and transport, waste trade and intermediation), in the event of failure to comply with the general conditions prescribed for the validity of the registration itself, or those indicated in the formal registration document. In the case of contraventions, it is sufficient that the act was committed through negligence.
Art. 256, co. 6, Legislative Decree no. 152/2006: illegal storage of hazardous medical waste	Without prejudice to the general provisions on waste, Presidential Decree no. 254/2003 also contains specific provisions for the detention (temporary storage) without the need for authorization of hazardous medical waste in the place where it is produced before being sent for recovery and disposal at authorized plants. Failure to comply with the conditions set out, and in particular the detention of the waste in question for a period exceeding five days (or thirty days for quantities less than two hundred litres), entails the commission of the contravention referred to in art. 256, paragraph 6, of Legislative Decree no. 152/2006.
Art. 258, paragraph 4, second period, Legislative Decree no. 152/2006: preparation or use of false certificates	Anyone who, when preparing a waste analysis certificate, provides false information on the nature, composition and chemical-physical characteristics of the waste and anyone who uses a false certificate during transport.
Art. 259, co. 1, Legislative Decree no. 152/2006: illicit trafficking	The contravention punishes the illicit conduct consisting of: - cross-border shipments, both intra-Community and to and from the European Union, of waste subject to notification obligations in violation of the Regulation, i.e. illegal shipments pursuant to Article 50 of Regulation No. 1013/2006; - cross-border shipments, both intra-Community and to and from the European Union, of waste subject only to information obligations in violation of art. 18 of Regulation no. 1013/2006.
Art. 452-quaterdecies, co. 1, cp: activities organised for illicit trafficking	The unlawful conduct consists of the abusive management of large quantities of waste through an organized activity and with the specific aim of obtaining an unjust profit. The abusive management does not necessarily have to consist of or include final disposal.

	This is a crime with specific intent which presupposes the voluntariness of both the action, the event and the aim pursued. The crime can also be committed as an accessory.
Art. 260-bis, co. 6, Legislative Decree no. 152/2006: preparation or use of false certificates	Anyone who, in preparing a waste analysis certificate used within the waste traceability control system, provides false information on the nature, composition and chemical-physical characteristics of the waste and anyone who inserts a false certificate in the data to be provided for the purposes of waste traceability.
Art. 260-bis, co. 7, second and third period, Legislative Decree no. 152/2006: failure to attach documentation or use of false certificates	The transporter who fails to accompany the transport of hazardous waste with a paper copy of the SISTRI - HANDLING AREA form and, where necessary on the basis of current legislation, with a copy of the analytical certificate that identifies the characteristics of the waste. The person who, during transport, uses a waste analysis certificate containing false information on the nature, composition and chemical-physical characteristics of the transported waste.
Art. 260-bis, co. 8, first period, Legislative Decree no. 152/2006: use of the fraudulently altered SISTRI card	The transporter accompanying the waste transport with a paper copy of the fraudulently altered SISTRI - AREA MOVEMENT card.

2) On emissions into the atmosphere

Legal reference	Unlawful conduct
Art. 279, co. 5, Legislative Decree no. 152/2006: violation of air quality values	Anyone who, in the operation of an establishment, violates the emission limit values or the requirements established by the authorization, by Annexes I, II, III or V to Part Five of Legislative Decree 152/2006, by the plans and programs or by the legislation referred to in Article 271 or the requirements otherwise imposed by the competent authority and if the exceeding of the emission limit values also determines the exceeding of the air quality limit values established by the legislation in force. The administrative liability of the entity can only exist if the exceeding of the emission limit values or the violation of the provisions contained in the authorization of industrial plants also result in the exceeding of the air quality limit values. In the case of a contravention, it is sufficient that the act was committed through negligence.
Art. 3, co. 6, L. n. 549/1993: violation of the provisions that provide for the cessation and reduction of the use (production, use, marketing, import and export) of substances harmful to the ozone layer	These are fines for failure to comply with the ban on the production and use of substances harmful to the stratospheric ozone layer (CFCs, HCFCs) in new plants and for failure to comply with the deadlines relating to the scheduled decommissioning of the same substances in operating plants. In the case of contraventions, it is sufficient that the acts were committed through negligence.

3) In the field of emergency management that could lead to potential contamination, the management of hazardous substances and the protection of protected animal and plant species

Legal reference	Unlawful conduct
Art. 257, co. 1, Legislative Decree no. 152/2006: failure to clean up	It constitutes a crime: - failure to execute the remediation project approved by the competent authority at the conclusion of the administrative procedure that the responsible party is required to initiate; - failure to promptly communicate the event that may cause or has caused environmental pollution (communication that initiates the procedure that may lead to the approval of the remediation project). In the case of contraventions, it is sufficient that the act was committed through negligence.
Art. 257, co. 1, Legislative Decree no. 152/2006: failure to notify the Authorities upon the occurrence of a potentially contaminating event	Failure to make the communication referred to in Article 242 of Legislative Decree no. 152/2006.
Art. 257, co. 2, Legislative Decree no. 152/2006: failure to clean up	Anyone who causes pollution of the soil, subsoil, surface water or underground water with dangerous substances, if he does not carry out the remediation in accordance with the project approved by the competent authority within the scope of the procedure referred to in Articles 242 and following of Legislative Decree no. 152/2006.

4) Environmental crimes

Legal reference	Unlawful conduct
Art. 452-bis cp: environmental pollution	This crime is committed by anyone who, abusively, compromises or deteriorates, in a significant and measurable manner, the specifically indicated environmental assets. Pollution may consist of conduct that also concerns other forms of pollution in addition to air, water, and waste, as well as the introduction of elements, such as chemical substances, GMOs, radioactive materials; more generally, pollution may consist of any behavior that causes an immutable change in the environmental balance in a detrimental sense. The crime can be committed through spillage from tanks, tankers, pipes, ..., as well as deriving from the management of the waste chain.
Art. 452-quater cp: environmental disaster	This crime is committed by anyone who, unlawfully, causes, alternatively: a significant and irreversible imbalance of the ecosystem; the imbalance of an ecosystem whose costly elimination will presumably have to be assessed in an absolute perspective and with recourse to exceptional measures (the exceptional nature of the measures aimed at removing the imbalance will also have to be clarified); the offence to public safety due to the relevance of the fact for the extent of the compromise or its harmful effects or for the number of people offended or exposed to danger (these are two quantitative and

	discretionary elements placed at the basis of the offence, as its constituent elements). The crime can be committed through spillage from tanks, tankers, pipes, ..., as well as deriving from the management of the waste chain.
Art. 452-quinquies cp: negligent crimes against the environment	Anyone who negligently causes the facts referred to in Articles 452-bis and 452-quater.
Art. 452-quaterdecies, co. 2, cp: activities organised for the illicit trafficking of highly radioactive waste	The Legislator criminalizes the conduct of those who illegally sell, purchase, receive, transport, import, export, procure for others, detain, transfer, abandon or unlawfully dispose of highly radioactive material, providing for an increase in punishment if the act results in the danger of compromising or deteriorating water or air, or large or significant portions of the soil or subsoil or an ecosystem, biodiversity, including agricultural biodiversity, flora or fauna, and a further increase in punishment if the act results in a danger to the life or safety of people. The crime occurs whenever even just one of the identified conducts has been carried out.
Art. 452-octies cp: associative crimes in environmental matters (aggravating circumstances)	Whoever promotes, constitutes, organizes, or participates in a criminal association aimed, exclusively or concurrently, at the commission of one of the crimes against the environment provided for in Title VI bis of Book II of the Criminal Code. Anyone who promotes, directs, organizes, or participates in a mafia-type association aimed at committing one of the environmental crimes provided for in Title VI bis of Book II of the Criminal Code or at acquiring the management or in any case the control of economic activities, concessions, authorizations, contracts or public services in environmental matters. The legislator introduces "environmental" aggravating circumstances applicable to the crime of criminal association and mafia-type association inspired by the desire to combat the phenomenon of organizations whose profits derive entirely or substantially from environmental crime.

5) Against protected animal or plant species, natural habitats and against the environment provided for in the Penal Code

Legal reference	Unlawful conduct
Art. 727-bis cp: killing, destruction, capture, removal, detention of specimens of protected wild animal or plant species	This is a contravention offence, for which, therefore, it is sufficient that the act was committed through negligence: the first contravention - the most serious because it is punishable by the alternative penalty of arrest or a fine - is established to protect protected animal species, the second - less serious because it is punished only by a pecuniary penalty - is established to protect protected plant species. In both cases the crime consists in killing (destroying in the case of plants), capturing (taking in the case of plants) or holding specimens of protected wild animal or plant species. Both contraventions do not exist if the fact concerns a negligible quantity on the state of conservation of the protected species.

Art. 733-bis cp: destruction or deterioration of habitats within a protected site	This is a contravention offence, for which, therefore, it is sufficient that the act was committed through negligence. The fine is imposed to protect the integrity of protected sites and punishes anyone who destroys the habitat of a protected site or in any case deteriorates it, compromising its conservation.
Articles 1, paragraphs 1 and 2, 2, paragraphs 1 and 2, Law no. 150/1992: crimes relating to international trade in specimens of endangered flora and fauna and possession of dangerous animals	Illicit import, export, transport and use of animal species (in the absence of a valid certificate or license, or in conflict with the provisions set forth in such provisions); possession, use for profit, purchase, sale and display for sale or for commercial purposes of specimens without the required documentation; illicit trade in artificially reproduced plants.
Art. 3-bis, co. 1, L. n. 150/1992: crimes relating to international trade in specimens of flora and fauna in danger of extinction and possession of dangerous animals	Falsification or alteration of certificates and licenses; false or altered notifications, communications or declarations for the purpose of acquiring a certificate or license; use of false or altered certificates and licenses for the importation of animals.
Art. 6, co. 4, L. n. 150/1992: crimes relating to international trade in specimens of flora and fauna in danger of extinction and possession of dangerous animals	Possession of live specimens of mammals and reptiles of wild species or bred in captivity, which constitute a danger to public health and safety.

6) On the subject of water discharges

Legal reference	Unlawful conduct
Art. 137, co. 2, Legislative Decree no. 152/2006: illegal discharge	While all discharges must normally be authorised, the fine specifically concerns discharges of industrial waste water containing dangerous substances. He commits the contravention: - anyone who without authorization opens or in any case carries out new discharges of industrial waste water containing dangerous substances; - anyone who, after the authorization has been suspended or revoked, continues to carry out or maintain such discharges. In the case of a contravention, it is sufficient that the act was committed through negligence.
Art. 137, co. 3, Legislative Decree no. 152/2006: illegal discharge	The law punishes anyone who, in relation to an industrial discharge containing dangerous substances, does not comply with the provisions contained in the authorization or with the additional provisions issued pursuant to articles 107, paragraph 1, and 108, paragraph 4, of Legislative Decree no. 152/2006, which respectively provide for: - for industrial discharges into public sewers, the power of the area authority (i.e. the manager of the public sewerage and purification service) to adopt technical standards and regulatory provisions and to set limit values; - for industrial waste containing certain substances and originating from specific production cycles (substances and cycles listed in table 3/A of Annex 5 to Part Three of

	Legislative Decree no. 152/2006), the authority has the power to also establish the quantity in the authorisations.
Art. 137, co. 5, Legislative Decree no. 152/2006: illegal discharge	The contravention consists in the failure to comply with the acceptability limits for an industrial discharge relating to the dangerous substances listed in table 5 of annex 5 to part three of Legislative Decree no. 152/2006. Therefore, the contravention in question is incurred if, in the discharge of industrial waste water, the limit values established by law or the more stringent ones set by the regions or autonomous provinces (in the context of protection plans) or by the service manager (for discharges into sewers) relating to the aforementioned substances are exceeded. In the case of a contravention, it is sufficient that the act was committed through negligence.
Art. 137, co. 11, Legislative Decree no. 152/2006: illegal discharge	The sanctioned conduct consists of the activation of discharges of industrial, domestic or urban wastewater on the ground, in the soil, in underground waters and in the subsoil, except in cases expressly provided for derogations from such prohibitions. In particular, under certain conditions, discharges of industrial wastewater or in any case of corporate origin with delivery to the ground or in the superficial layers of the subsoil may be authorized. In the case of contraventions, it is sufficient that the act was committed through negligence.
Art. 137, co. 13, Legislative Decree no. 152/2006: illegal discharge	The contravention punishes the discharge into the sea of substances for which there is an absolute prohibition on dumping, carried out from ships or aircraft, unless the discharges are authorised and the substances dumped are in such quantities that they can be rapidly rendered harmless by natural processes. In the case of a contravention, it is sufficient that the act was committed through negligence.
Art. 8 co. 1, L. n. 202/2007: Intentional pollution	The Commander of a vessel, flying any flag, as well as the members of the crew, the owner and the ship's operator, in the event that the violation occurred with their complicity, who willfully violate the provisions of art. 4" or the prohibition of dumping polluting substances into the sea referred to in art. 2, paragraph 1, letter b), of the same decree.
Art. 8 co. 2, L. n. 202/2007: Intentional pollution	If the wilful violation of the ban on dumping polluting substances into the sea referred to in art. 2, paragraph 1, letter b), of the same decree «causes permanent damage or, in any case, particularly serious damage to the quality of the water, to animal or plant species or to parts of these.
Art. 9, co. 2, Legislative Decree no. 202/2007: negligent pollution caused by discharge into the sea by ships	The sanctioned conduct consists of the activation of discharges of industrial, domestic or urban wastewater on the ground, in the soil, in underground waters and in the subsoil, except in cases expressly provided for derogations from such prohibitions. In particular, under certain conditions, discharges of industrial wastewater or in any case of corporate origin with

	delivery to the ground or in the superficial layers of the subsoil may be authorized. In the case of contraventions, it is sufficient that the act was committed through negligence.

From the point of view of "environmental risk", the company's activities are carried out in compliance with the laws in force, the provisions of the Code of Ethics and following the principles and protocols set out in this Model; moreover, due to the characteristics of the activity carried out, the risk in question can be considered limited and connected to the production of waste from office activities (paper towels, food residues, plastic bottles, paper documents, toner and printer cartridges, neon, electrical and electronic devices, ...), to the activity of identifying and classifying waste, to the activity of collecting and managing the temporary storage of waste. Therefore, the measures reported below are to be considered sufficient for preventive purposes.

15.3. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Concrete implementation of mandatory health and safety requirements pursuant to Legislative Decree no. 81/2008.
- Formal identification of the subjects responsible for requesting environmental authorizations/certifications.
- Adoption of procedures for monitoring compliance with environmental authorizations and certifications.
- Provision of an obligation to periodically verify compliance with environmental regulations and the existence of the requirements for maintaining the certifications obtained.
- Identification of areas intended for the temporary storage of waste.
- Collection of waste by homogeneous categories and identification of the types of waste admitted to the area designated for temporary storage.
- Physical segregation of municipal waste based on the sorting methods used.

It is also expressly forbidden to:

- expose, in communications and data transmissions, facts aimed at obtaining authorizations and certifications that do not correspond to the truth;
- carry out behaviors that materially impede, through the concealment of documents or the use of other fraudulent means or that in any case hinder the performance of the control activity (including during inspections) by the public Supervisory Authorities.

Finally, it is required to:

- avoid any behavior that may even indirectly determine prejudicial effects on the environment and that may constitute the criminal offences that constitute the underlying crime for the liability of entities under the crime (art. 25-undecies of Legislative Decree no. 231/2001).

15.4. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Risk assessment document, pursuant to Legislative Decree no. 81/2008 and related attachments.
- Whistleblowing procedure.

16. Employment of third-country nationals whose stay is irregular (art. 25-duodecies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

16.1. Functional Areas and Activities Involved

Affected business functions/roles

«CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «HR Manager» - «Head of Global Marketing and IR» - «Chief of Product» - «Head of Operations Automation» - «Head of Products Large Enterprises» - «VP of Operations» - «Head of Content» - «Head of Media Factory» - «Head of Global Marketing» - «Head of Partners» - «Retail Operations Manager» - «Head of People and Culture» - «Head of Growth and Revenue»

Sensitive activities and instrumental activities
● Selection, hiring and personnel management. ● Mandatory obligations regarding workplace safety pursuant to Legislative Decree no. 81/2008 and monitoring. ● Relationships with agents, suppliers and business partners.

16.2. Crimes and typical conduct

Fixed-term and permanent employment (art. 22, co. 12-bis, Legislative Decree no. 286/1998)

The law penalizes the employer who employs foreign workers without the required residence permit, or whose residence permit has expired and whose renewal has not been requested within the terms of the law, revoked or cancelled.

Provisions against illegal immigration (art. 12, co. 3, 3-bis and 3-ter Legislative Decree no. 286/1998)

The law penalizes anyone who promotes, directs, organizes, finances or carries out the transportation of foreigners into the territory of the State, or carries out other acts aimed at legally procuring their entry into the territory of the State, or of another State of which the person is not a citizen or does not have permanent residence.

Provisions against illegal immigration (art. 12, co. 5, Legislative Decree no. 286/1998)

The law sanctions anyone who, in order to gain an unfair profit from the illegality of a foreigner, favours his permanence in the territory of the State.

16.3. Irrelevant conduct and prevention measures

It is worth noting that, at the date of writing of this document, WEBIDOO does not employ non-EU foreign workers. It is believed, however, that some cases are to be excluded in

relation to the performance of company activities inherent to the corporate purpose (for example, the crime of illegal immigration) to be considered sufficient, for preventive purposes, the following measures.

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.
- Raising awareness of the principles of respect and development of the human person.
- Preparation of a specific procedure/checklist for the hiring of foreign personnel.
- Implementation of a monitoring system for events relating to residence permits (expirements, renewals, etc.).
- Insertion of specific clauses in contracts requiring the counterparty to adapt their behavior to the Company's Code of Ethics which, among other things, recalls the value of respect for the person.

16.4. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.

17. Racism and xenophobia (art. 25-terdecies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

17.1. Functional Areas and Activities Involved

Affected business functions/roles
«CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «HR Manager» - «CTIO» - «Head of Global Marketing and IR» - «Head of Administration Control» - «Treasury Manager» - «Head of Management Control» - «Business Advisor» - «Chief of Product» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Medium Enterprises» - «Head of Products Large Enterprises» - «VP of Operations» - «Head of Content» - «Head of Media Factory» - «Retail Operations Manager» - «Head of People and Culture» - «Head of Growth and Revenue»

Sensitive activities and instrumental activities
● Website creation, advertising campaigns, social media management. ● Financial planning, management and monitoring of financial flows. ● Selection, hiring and personnel management.

17.2. Crimes and typical conduct

Propaganda and incitement to crime for reasons of racial, ethnic and religious discrimination (art. 604-bis cp)

The crime punishes anyone who propagates ideas based on racial or ethnic superiority or hatred, or incites to commit or commits acts of discrimination for racial, ethnic, national or religious reasons; or anyone who incites to commit or commits violence or acts of provocation to violence for racial, ethnic, national or religious reasons.

Racism and xenophobia (art. 3, co. 3-bis, L. 654/1975)

The law provides for an aggravating circumstance when the propaganda or incitement and incitement to racism are committed in such a way as to create a concrete danger of spreading ideas, are based in whole or in part on the denial, serious minimization or apology

of the Holocaust or crimes of genocide, crimes against humanity and war crimes, as defined in Articles 6, 7 and 8 of the Statute of the International Criminal Court, ratified pursuant to Law No. 232 of 12 July 1999.

17.3. Irrelevant conduct

The risk of verification of the illegal conduct in question has been deemed remote. "Racial or ethnic hatred is integrated by a feeling capable of determining the concrete danger of discriminatory behavior, and not by any feeling of generic antipathy, intolerance or refusal attributable to motivations relating to race, nationality or religion", Cass. no. 3722/2020. In fact, it is believed that they are of such a remote hypothesis in relation to the performance of corporate activities inherent to the corporate purpose that the measures listed below are considered sufficient for preventive purposes.

17.4. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethicsas well as to the IT, Smart Working and BYOD regulations of the company.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.
- Raising awareness of the principles of respect and development of the human person.
- Raising awareness on the use of social networks.
- Monitoring messages and advertising campaigns.
- Prohibition of using company premises for meetings aimed at organizing events aimed at such crimes.
- Formalized protocols for recruiting.
- Financial transactions of significant size must be concluded with natural and legal persons on whom suitable checks, controls and investigations have been previously carried out. To this end, it is necessary that commercial and financial transactions are duly documented and the counterparty clearly identified in order to guarantee the traceability of the transaction and allow subsequent checks by the Supervisory Body.

- Provision, in the IT Code of Conduct, of a ban on the use of company tools to convey racist and xenophobic messages.
- Insertion of specific clauses in contracts requiring the counterparty to comply with the Company's Code of Ethics.

17.5. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.
- Regulationscorporatethefor the use of IT toolsand for smart working and BYOD.

18. Fraud in sports competitions, illegal gambling or betting and gambling carried out by means of prohibited devices (art. 25-quaterdecies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

18.1. Crimes and typical conduct

Fraud in sports competitions (art. 1 L. n. 401/1989)

The law punishes anyone who offers or promises money or other benefits or advantages to any of the participants in a sports competition organized by the federations recognized by the Italian National Olympic Committee (CONI), by the Italian Union for the Improvement of Equine Breeds (UNIRE) or by other sports bodies recognized by the State and by the associations adhering to them, in order to achieve a result other than that resulting from the correct and fair conduct of the competition, or carries out other fraudulent acts aimed at the same purpose.

Illegal exercise of gambling or betting activities (art. 4 L. n. 401/1989)

The law punishes:

- anyone who illegally organizes lottery games or bets or forecasting competitions that the law reserves to the State or another authorized body or anyone who organizes bets or forecasting competitions on sporting activities managed by the Italian National Olympic Committee (CONI), by organizations dependent on it or by the Italian Union for the Promotion of Equine Breeds (UNIRE);
- anyone who illegally carries out the organization of public betting on other competitions involving people or animals and games of skill; or anyone who sells on the national territory, without authorization from the Customs and Monopolies Agency, lottery tickets or similar lottery events of foreign states, as well as anyone who participates in such operations by collecting bet reservations and crediting the related winnings and promotion and advertising carried out by any means of diffusion;
- anyone who organizes, exercises and collects remotely, without the required concession, any game established or regulated by the Customs and Monopolies Agency. Anyone who, even if holder of the required concession, organizes, exercises and collects remotely any game established or regulated by the Customs and Monopolies Agency with methods and techniques other than those provided by law.

18.2. Irrelevant conduct

Although not absolutely excludable, it was decided not to consider the criminal offences in question as relevant: in fact, it is believed that they are of such remote hypothesis in relation to the performance of corporate activities inherent to the corporate purpose and to the Company's precedents in relation to participation in sports competitions, that the general measures contained in this Model and in the Code of Ethics are considered sufficient for preventive purposes.

18.3. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.
- Preliminary definition of a budget for possible sponsorships.
- Formalization of sponsorship initiatives and selection procedure of potential partners.

- Negotiation and contractual formalization of the commitment.
- Separation of functions and control of the entire process.
- Controls by the Supervisory Body.

18.4. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.

19. Tax crimes (art. 25-quinquiesdecies Legislative Decree no. 231/2001)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

19.1. Functional Areas and Activities Involved

Affected business functions/roles
«CEO» - «President Europe» - «President USA» - «CEO MEA» - Responsabile «TOP Clients» - «CFO Italy» - «General Counsel» - «HR Manager» - «CTIO» - «Head of Global Marketing and IR» - Responsabile «Strategy» - «Executive Assistant» - «Head of Administration Control» - «Treasury Manager» - «Head of Management Control» - «Business Advisor» - «Credit Collection Manager» - Responsabile «Research & Discovery» - Responsabile «Development» - Responsabile «Innovation» - «Chief of Product» - «Head of Products SoHo» - «Head of Operations Automation» - «Head of Products Medium Enterprises» - «Head of Products Large Enterprises» - «VP of Operations» - «Head of Content» - «Head of Media Factory» - «Head of Global Marketing» - «Head of Partners» - «Retail Operations Manager» - «Marketing Coordinator» - «Partner Manager» - «Head of People and Culture» - «Head of Growth and Revenue»

Sensitive activities and instrumental activities

- Management of relationships with suppliers and business partners, negotiation, stipulation and management of related contracts.
- Financial planning, management and monitoring of financial flows.
- Accounting in the broad sense, aimed in particular at drawing up the balance sheet, reports or other corporate communications.
- Management of tax, welfare and social security obligations.
- Request for tax contributions and management of tax credits.
- Activities of external consultants who assist the Company in accounting, tax and employment law compliance.
- Managing relationships with agents.
- Management of intra-group relationships.
- Management of financing relationships.
- Credit management.
- Management of inspections/audits/assessments.
- Litigation management.
- Any other risk area connected to third parties with whom the Company has relationships and which involves financial disbursements (consultants, agents, partners, etc.).
- Share capital transactions, extraordinary finance transactions.
- Management of corporate information systems.

19.2. Crimes and typical conduct

Legislative Decree no. 74/2000 regulates crimes relating to income and value added taxes. The crimes referred to in Legislative Decree no. 231/2001 are crimes with specific intent, since they require that the conduct be carried out with the "purpose of evading taxes" or with the "purpose of allowing third parties to evade taxes".

By express provision of art. 1, letter d), Legislative Decree no. 74/2000, the "purpose of evading taxes" or "the purpose of allowing third parties to evade taxes" include, respectively, also the purpose of obtaining an undue refund or the recognition of a non-existent tax credit, and the purpose of allowing them to third parties.

Prevention measures

The broad and detailed prevention measures outlined above already represent an important safeguard for the prevention of tax crimes. However, in consideration of the characteristics and structure of individual crimes, WEBIDOO has defined specific organizational and control

safeguards (general - separation of functions, authorization and signature powers consistent with organizational responsibilities, compliance with current legislation and practices regarding accounting records, prior authorization of financial movements, monitoring of control activities and traceability of checks - and specific).

The protocols adopted for the prevention of tax crimes draw inspiration from the Tax Risk Control System referred to in Directorial Provision no. 54337 of the Revenue Agency of 14/04/2016, although the latter was designed for the management of the tax risk of a specific category of taxpayers.[7]. The essential requirements requested by the aforementioned Provision are reported below, compared with the related requirements provided for by articles 6 - 7 of the Organization, Management and Control Model pursuant to Legislative Decree no. 231/2001; the former can certainly be taken into account in defining the specific procedures for the prevention of tax crimes.

Tax risk control system pursuant to Directorial Provision 54337 of the Revenue Agency of 04/14/2016	***Organization, management and control model pursuant to Legislative Decree no. 231/2001***
Tax Strategy	Code of Ethics
Roles and responsibilities	Delegations of functions and Organizational chart
Procedure	Protocols
Monitoring and Adaptability to the internal and external context	Periodic check
Report to the management bodies	Information flows
Not expected	Supervisory Body
Not expected	Disciplinary system

Finally, it should be noted that, in managing the tax obligations to which it is subject pursuant to current legislation, WEBIDOO avails itself of the contribution of external professionals specialized in the matter.

[7] The regime under discussion is reserved for those who achieve a turnover or revenue of no less than ten billion euros and who have submitted an application to join the Pilot Project on the Collaborative Compliance Regime referred to in the public invitation of 25/06/2013, equipped with an internal control system for the management of tax risk, and who achieve a turnover or revenue of no less than one billion euros.

19.3. Fraudulent declaration through the use of invoices or other documents for non-existent transactions (art. 2, co. 1 and 2-bis, Legislative Decree no. 74/2000)

The crime of fraudulent declaration through the use of invoices or other documents for non-existent transactions is a multiple-conduct crime, for the purposes of its configuration two phases are distinguished:

- the first, preparatory and instrumental to the second, is to use invoices or other equivalent documents for non-existent transactions;
- the second is perfected through the presentation of a false declaration with an indication of fictitious passive elements, which find correspondence and support in the false documentation acquired.

Pursuant to paragraph 2 of the aforementioned article, the first phase is completed when the invoices or other documents are recorded in the mandatory accounting records or held as evidence towards the Financial Administration. The commission of the crime, however, occurs only with the presentation of the declaration relating to income taxes or value added taxes for the year in dispute, with the consequence that, for the crime to exist, the false documentation must pre-exist the presentation of the fraudulently formed declaration and be included in the same.

It is worth noting that the 2015 reform eliminated the reference to the annuality of the declarations, extending the scope of the regulation to all declarations, even if not annual, relating to income or value added taxes.

The material object of the conduct is constituted by the "invoices or documents for non-existent transactions", as defined in the aforementioned art. 1, letter a), of Legislative Decree no. 74/2000. The definition of "non-existent transactions" includes:

- operations never carried out (so-called objective non-existence);
- transactions carried out, but for which a different, generally higher, amount was indicated on the invoice (so-called over-invoicing);
- transactions carried out, but between different parties (so-called subjective non-existence), with a purchase actually made, but from a supplier other than the one indicated on the invoice.

The precise definition of the object of the crime allows us to understand all those documents "to prove the deductible or deductible charges or expenses, indicated in the declaration", among which all documents certifying fictitious charges, expenses and costs can be included. With reference to the concept of "fictitiousness", it should be noted that jurisprudence has always oscillated between its attribution to "material" non-existence (synonym of "non-existent in rerum natura") or to "normative" non-existence (as a violation of the deductibility criteria established by tax legislation). The practical importance of this distinction is not insignificant: in the first case, in fact, in line with art. 1, paragraph 1, letter a), of Legislative Decree no. 74/2000 (where it defines non-existent operations as "not actually carried out"), the element can be classified as fictitious only when invented, i.e. non-existent in economic reality; in the second case, however, the fictitious nature is subject to an extensive interpretation and also includes costs deducted in violation of the criteria of relevance, competence and non-deductibility according to tax legislation.

The active subjects

Even though the law refers to the indefinite pronoun "anyone", the crime in question is to be considered specific, since the offence referred to in art. 2 of Legislative Decree no. 74/2000 can only be committed by persons obliged to file a tax return and for VAT purposes, and by recognising criminal liability on the part of the administrator, liquidator or legal representative of the Entity.

The subjective element

The subjective element of the crime is to be identified in the will and awareness to evade taxes (so-called specific intent to evade) and is to be understood as also including the aim of obtaining an undue refund or the recognition of a non-existent tax credit.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 500 shares or up to 400 if the amount of fictitious liabilities is less than Euro 100,000.00.

Interdictory sanctions: prohibition to contract with the public administration, except to obtain the performance of a public service; exclusion from benefits, financing, contributions or

subsidies and the possible revocation of those already granted; prohibition to advertise goods or services.

Criminal penalty:imprisonment from 4 to 8 years, unless the amount of the fictitious liabilities is less than Euro 100,000.00, in which case there is imprisonment from 1 year and 6 months to 6 years.

Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics, promoting a corporate culture based on principles of honesty, fairness and compliance with tax regulations, ensuring their completeness and reliability, as well as their knowledge at all company levels.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.
- Adoption of an administrative and accounting system appropriate to the nature and size of the company.
- Adoption of a dedicated IT system for managing the administrative-accounting process.
- Profiled access to the corporate network.
- Constant monitoring of the security level of the company information system.
- Adoption of a Disaster Recovery plan, aimed at ensuring adequate availability of IT support systems and related data processed in the event of possible critical/disastrous events or malfunctions.
- Definition and internal sharing, among company top management, of objectives in relation to the "fiscal variable".
- Clear assignment of roles to people with adequate skills and experience, according to criteria of separation of duties, thus reducing the probability of errors or inappropriate or fraudulent behavior, thanks to the control that each subject interested in the process can exercise on the work of the other subjects involved.
- Qualification/due diligence of the commercial counterpart, with provision for methods of updating the due diligence and/or qualification/accreditation aimed at verifying over time the maintenance of the relevant requirements.

- In the context of intra-group relations, compliance with the provisions set out in § 2.2.12 of this document.
- Adoption and observance of specific procedures:
  - ✓ for the recording and accounting of invoices and accounting documents, which require different levels of control, by way of example but not limited to:
    - verification of the existence of a supply contract;
    - tracked access to supplier records for managing changes and adding new suppliers;
    - with specific reference to services, verification of the clear indication and correspondence between the amounts indicated in the estimates and contracts;
    - verification of the correct execution of the consultancy, verification of the timesheets and layouts;
    - verification of the IBAN indicated on the invoice;
    - verification of the inspection, balance sheet and control of the websites of potential suppliers and business partners (including network operators);
    - periodic verification of the inspection, balance sheet and control of the websites of regular suppliers and business partners (including network operators);
    - cross-checking of commissions paid to agents;
  - ✓ for the receipt and storage of relevant documentation, so that it is always available in the event of tax audits (for example, relating to consultancy, storage of estimates, contracts, timesheets and layouts).
- Standardized contractual provisions in relation to the nature and type of contract.
- Verification of consistency between the entity that provided the service, the entity indicated in the contract and the entity that issued the invoice.
- Adequate and documented selection of external subjects involved in sensitive processes (tax consultants, accountants, labor consultants), with particular attention, in addition to the professional requirements required for the exercise of the functions, to the possible adoption of protocols and procedures regarding the prevention of tax crimes (Organization Model and Code of Ethics).
- Periodic checks by the supervisory bodies.

- Procedures for reporting anomalies/suspicions found in processes.
- Periodic information flows between the Supervisory Body and the control actors: Board of Auditors, Auditing Firm.

19.4. Fraudulent declaration by other means (art. 3 Legislative Decree no. 74/2000)

The conduct is considered integrated when:

- fraudulent conduct occurs, through the performance of simulated transactions (objectively or subjectively), or through the use of false documents or other fraudulent means capable of hindering the investigation and misleading the Financial Administration;
- the fraudulent conduct is manifested through the submission of the false declaration.

In order to integrate the criminal offence, it is also necessary to exceed certain thresholds of punishability, a circumstance which occurs when, jointly:

- the evaded tax is greater than €30,000.00 with reference to each tax;
- the active elements subtracted from taxation are greater than 5% of the total amount of the active elements indicated in the declaration or in any case greater than 1.5 million euros; or the total amount of the credits and fictitious withholdings in reduction of the tax, is greater than 5% of the tax itself or in any case greater than 30,000.00 euros.

As for the first of the two phases, similarly to art. 2, the act is considered to be committed using false documents when such documents are recorded in the mandatory accounting records or are held for evidence against the Financial Administration. The conduct, also in this case, is consummated with the presentation of the declaration relating to income or value added taxes. However, the crime referred to in art. 3 integrates a special category with respect to that provided for in art. 2, finding application when the offender, for the indication of fictitious passive elements, does not use invoices and other documents with probative content similar to invoices, but "objectively or subjectively simulated transactions" or "false documents" or other "fraudulent means", exceeding the established thresholds of punishability. For example, "fraudulent means" are to be considered the use of simulated contracts, the registration of assets or bank accounts to nominees, etc.

A necessary element, therefore, of this crime is that the active subject carries out simulated operations or makes use of false documents or other fraudulent means capable of hindering the investigation: the violation of art. 3 cannot therefore exist as a consequence of a merely omissive conduct, but requires a quid pluris which, in addition to the objectively artificial nature of the conduct, is expressed in the suitability of the conduct to deceive, making reality appear different from the concrete one.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 500 shares.

Interdictory sanctions: prohibition to contract with the Public Administration, except to obtain the performance of a public service; exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods or services.

Criminal penaltyand: imprisonment from 3 to 8 years.

The active subjects

The legislator of the 2015 reform intervened on the case provided for by art. 3 of Legislative Decree no. 74/2000 by expanding the number of possible active subjects. The fraudulent declaration pursuant to art. 3 has gone from being a crime attributable only to subjects required to keep accounting records, to a crime attributable to any subject required to submit the declaration for income tax or VAT purposes.

On a subjective level, therefore, we are witnessing an alignment with the situation referred to in art. 2.

The subjective element

In this case too, specific intent is required, i.e. the will to achieve a result in terms of tax evasion (including obtaining a tax credit that is not due or non-existent, or obtaining an undue refund).

Prevention measures

In addition to what is already provided for in relation to the prevention of "Corporate Crimes" (§ 8.4 of this document) and the previous paragraph of this chapter,

- In the management of business, with reference to risky processes, the Company ensures the application of the principles referred to through procedures:
  - ✓ for the registration and accounting of commercial transactions or those that in any case impact the accounting and tax management of the company, providing for different levels of control (approval and authorization of transactions, identification of counterparties, control of the appropriateness of transactions, by way of example, on the commissions paid to agents);
  - ✓ for the control of any devaluations, capital gains, revaluations of tangible or intangible assets, as well as conservation of documentation relating to the evaluation processes; conservation of documentation relating to the evaluation processes at the Company, by the AFC business line support.
- Adequate and documented selection of external subjects involved in sensitive processes (tax consultants, accountants, labor consultants), with particular attention, in addition to the professional requirements required for the exercise of the functions, to the possible adoption of protocols and procedures regarding the prevention of tax crimes (Organization Model and Code of Ethics).

19.5. Issuing invoices or other documents for non-existent transactions (art. 8, co. 1 and 2-bis, Legislative Decree no. 74/2000)

The conduct consists in the issuing or releasing of invoices or other documents for non-existent transactions, the mere creation of the same not being sufficient.

This conduct is the mirror image of that provided for by art. 2 of Legislative Decree no. 74/2000 for fraudulent declaration: in other words, the decree punishes simultaneously and separately both the issuer of the invoice for non-existent transactions (art. 8) and the user of the same invoice (art. 2).

However, the case in question differs from the previous crime in substance: in fact, the violation referred to in art. 8 arises at the time of issuing the invoice or issuing the document, regardless of whether the issuer, as well as the recipient, use the invoice or include it in the declaration. In fact, it is an "instantaneous" crime, which occurs at the time the documents leave the issuer's possession.

Similarly to the crime under art. 2, however, it should be noted that also in this case the non-existence of the operation can be both "objective" and "subjective", recalling what was said on the point for the previous crime of using invoices for non-existent operations.
Pursuant to paragraph 2 of art. 8 of Legislative Decree no. 74/2000, the issuing of invoices or other documents within a single tax period constitutes a single crime that is committed with the issuing of the last invoice or with the release of the last document (so-called potentially permanent crime).

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 500 shares or 400 shares if the amount not corresponding to the truth indicated in the invoices or documents, for the tax period, is less than Euro 100,000.00.
Interdictory sanctions: prohibition to contract with the Public Administration, except to obtain the performance of a public service; exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods or services.
Criminal penalty: imprisonment from 4 to 8 years; unless the amount indicated in the invoices or documents and relating to non-existent transactions is less than Euro 100,000.00 for the tax period in question, in which case there is imprisonment from 1 year and 6 months to 6 years.

The active subjects

The crime referred to in art. 8 of Legislative Decree no. 74/2000 is a common crime because it can be committed by "anyone".

The subjective element

The subjective element of the crime is to be identified in the specific intent. In order for the crime to be constituted, it is necessary that the issuer of the invoices intends to allow third parties to evade income or value added taxes, but not that the third party actually achieves the planned evasion.

Prevention measures

In addition to what is already provided for in relation to the prevention of "Corporate Crimes" (§ 8.4 of this document) and the previous paragraphs of this chapter,

- Qualification/due diligence of the counterparty, with provision for methods of updating the due diligence and/or qualification/accreditation aimed at verifying over time the maintenance of the relevant requirements.
- Definition of commercial policies that foresees the involvement of the responsible subjects, as per formally assigned delegations, and of the external consultant in tax matters, in case of evaluation of new commercial policies or those that are inserted in new business contexts.
- Compliance with the system of delegations and powers of attorney adopted regarding the powers and spending limits of the subjects involved.
- Formalization of the evaluation of the offer proposals (e.g. technical and commercial aspects), including the economic-financial analysis.
- Formalization of pricing and intragroup policies (including any exceptions and adjustments).
- Involvement of the external tax consultant, both in the contractual definition phase and in the execution phase, in order to ensure that the operations are carried out in compliance with the relevant tax legislation.
- Standardized contractual provisions in relation to the nature and type of contract.
- Verification of the completeness and accuracy of the data and information contained in the contract (with respect to the services to be performed).
- Monitoring the correct execution of contracts and certification of the correct execution of services with respect to the requirements and terms defined in the sales contracts.
- Issuing invoices in accordance with contractual agreements.
- Obligation to request customers to use traceable payment methods (therefore, prohibition on collection with non-traceable methods).
- Verification of: (i) suspended entries at the closing of temporary accounts and (ii) the consistency of matching between the collections received and the active invoices issued; (iii) the timely updating of incorrect and/or incomplete bank details; prompt formal reporting to the CFO and the Head of SMBs Acceleration Network of any anomalies in collections (such as, for example, in the case of bank details attributable

to multiple Customers, high frequency of modification of the personal details/bank details).

- Definition of the procedures for managing complaints and any requests for billing corrections (i.e. issuing credit notes/debit notes).

19.6. Concealment or destruction of accounting documents (art. 10 Legislative Decree no. 74/2000)

The objective element is the behavior of the person who hides or destroys the accounting records.

If the crime in question manifests itself in the form of:

- of destruction of accounting documents, a hypothesis of an "instantaneous" crime is realized and therefore it is consummated with the suppression of such documentation, with the demolition of the paper or magnetic support or in making its content unintelligible by means of abrasions or deletions;
- concealment of accounting records or documents which must be kept (material concealment of documents), so as not to allow the reconstruction of income or turnover, constitutes a "permanent" crime, the flagrant nature of which continues until the moment of the tax assessment resulting from the tax audit.

The integration of the criminal offence of concealment or destruction of accounting documents, therefore, presupposes: on the one hand, the establishment of accounting documentation and the production of an income and a turnover by the active subject; on the other, the impossibility of allowing the reconstruction of the turnover or income. With particular reference to this last element, it is discussed whether the impediment must be absolute and, in this sense, insurmountable, or whether a relative impossibility, constituted by a serious difficulty in reconstructing the income or turnover, is sufficient. Well, on this point the prevailing jurisprudence has assumed a rather rigorous attitude, configuring the crime even in the presence of a relative impossibility.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions:prohibition to contract with the public administration, except to obtain the performance of a public service; exclusion from benefits, financing, contributions or

subsidies and the possible revocation of those already granted; prohibition to advertise goods or services.
Criminal penalty: imprisonment from 3 to 7 years.

The active subjects

The crime referred to in art. 10 of Legislative Decree no. 74/2000 is a common crime that can be committed not only by the person obliged to keep accounting records, but also by another unqualified person.

The subjective element

The subjective element is constituted by the specific intent represented by the purpose of evasion, which does not necessarily have to be achieved for the crime to be perfected.

Prevention measures

In addition to what is already provided for in relation to the prevention of "Corporate Crimes" (§ 8.4 of this document) and the previous paragraphs of this chapter,

- Method of archiving (digitalized) documents/accounting records in order to prevent their concealment or destruction or to guarantee the traceability of the process, as well as archiving systems that allow the availability of accounting information to be guaranteed.
- Procedures for the correct maintenance of documents, through document storage services in compliance with privacy regulations. It is worth noting that, with the introduction of the obligation of electronic invoicing, these documents are subject to permanent storage, with a minimal risk of destruction. The fact that invoices are already available to the Revenue Agency discourages behavior aimed at hiding them. For other documents, a maintenance and archiving process accessible for any checks is established.
- Perform periodic data backups.
- Constant monitoring of the security level of the company information system.
- Revocation/revision, in the event of termination/change of the type of relationship or assigned tasks, of access to all information systems and services, including third-

party systems; assignment of specific privileges to different users or categories of users based on an internal authorization process; periodic and documented review of user access rights.

- Adoption of procedures for the prevention of computer crimes, in order to avoid unauthorized access to the IT systems of the Financial Administration.

19.7. Fraudulent evasion of tax payment (art. 11 Legislative Decree no. 74/2000)

The interest protected in paragraph 1 of art. 11 of Legislative Decree no. 74/2000 is to be found in the necessary preservation of the patrimonial guarantee (the taxpayer's assets) that the typical conduct puts at risk. The crime of fraudulent subtraction, while it is understood that the tax debt must in any case pre-exist at the time of the typical conduct, can occur not only regardless of the existence of a forced collection procedure against the taxpayer, but also in the absence of the formulation of a tax claim by the Financial Administration and, even, before the establishment of a control activity aimed at tax recovery. Furthermore, it is sufficient that the act of disposition has put the effectiveness of the enforcement procedure at risk, the occurrence of such an event being no longer necessary.

Since this is a crime of danger, in fact, the judgment regarding the suitability of the act to compromise the effectiveness of the enforcement procedure is conducted ex ante, or at the time of the performance of the contested act, and in abstract. Therefore, the ex post verification regarding the actual occurrence of the damage to the reasons of the Treasury is irrelevant, so much so that the crime can also be contested to the taxpayer who wins the tax dispute, obtaining the cancellation of the tax claim, or pays the taxes due following an assessment or with voluntary disclosure.

The extension of the scope of the provision in question is limited by the provision of a punishability threshold of €50,000.00, a limit value that however includes the sum of "taxes on income or value added or interests or administrative sanctions relating to said taxes", regardless of the reference year. An aggravating circumstance is also provided for in the event that the above amount is greater than €200,000.00.

The legislator introduced in paragraph 2 of art. 11 the autonomous case of entering false data (indication of passive elements higher or active elements lower than the actual ones) in the documentation aimed at obtaining the so-called tax transaction. The tax transaction is a particular procedure, provided for in art. 182-ter L. bankruptcy, now titled "Treatment of

tax and contribution credits" which allows the commercial entrepreneur in a state of economic difficulty to request from the Financial Administration, within the scope of the preventive agreement (art. 160 et seq. L. bankruptcy) or of a debt restructuring plan (art. 182-bis L. bankruptcy), a reduction or a deferral of tax debts.

If in the case of paragraph 1, the taxpayer acts "downstream" of the tax debt and attempts to avoid paying sums due, which remain due even as a result of the punished behavior, in the case of paragraph 2, the taxpayer acts "upstream", on the tax debt, and obtains a reduction in the taxes due by misrepresenting his financial situation. Similarly to the case of paragraph 1, that of paragraph 2 also provides for a criminal relevance threshold of fifty thousand euros and an aggravating circumstance when the amount exceeds two hundred thousand euros.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the public administration, except to obtain the performance of a public service; exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods or services.

Criminal penalty: imprisonment from 6 months to 4 years; the minimum increases to 1 year in the case of amounts greater than Euro 200,000.00, up to 6 years.

The active subjects

The case, given the connection with the procedure aimed at collecting income and value added taxes, is configured as a specific crime, attributable to the person obliged to pay the above-mentioned taxes.

The subjective element

The subjective element is constituted by the specific intent represented by:

- for the purpose of avoiding the payment of income or value added taxes or of interest or administrative penalties relating to such taxes, in the cases referred to in paragraph 1 of art. 11. The conduct is characterised by the purpose of jeopardising the tax claim through the real or fictitious impoverishment of the assets of the tax debtor;

- from the purpose of obtaining partial payment of taxes and related accessories, in the case referred to in paragraph 2 of art. 11.

Prevention measures

In addition to what is already provided for in relation to the prevention of "Corporate Crimes" (§ 8.4 of this document) and the previous paragraphs of this chapter,

- Preparation and dissemination of a tax calendar and monitoring of the deadlines to be respected for communications, reports and obligations towards the Financial Administration.
- Verification of the preparatory activities for the preparation of tax returns, which include the performance of complementary and cross-checks on the elements intended to be included in the same.
- Complete, correct and timely representation of the facts concerning the Company; compliance with the principles of relevance, competence and documentation in the accounting records of transactions concerning the Company.
- Periodic analysis of the trend of accounting balances compared to historical data, in order to identify any anomalous situations and subsequent analysis of significant deviations (in absolute and relative terms).
- Check that the amounts correspond to the relevant general ledger accounts.
- Definition of the methods of transmission of the relevant documentation for tax purposes provided to the external consultant.
- Request, by the AFC business line support to the consultant in charge of preparing tax returns, to share them within a reasonable time frame from that foreseen for ordinary sending, in order to support the person delegated to carry out complementary verification activities on the elements intended to be included in the same.
- Verification, by the appointed person and the external consultant, regarding: (i) compliance with the regulatory requirements relating to any amounts set off; (ii) the truthfulness and correctness of the certifications supporting the tax credits; (iii) the correct accounting of the taxes.

- Formalization of authorization communications regarding (i) the content of the declaration and payment forms, (ii) their sending to the Financial Administration and (iii) the payment of taxes.
- Verification by the person in charge of the transmission of the declaration form.
- Verification by the person in charge of the timely and correct payment of taxes (or payment notices) with respect to the legal deadlines and to what is reported in the declarations submitted, taking into account both the advance payments already made and the advance payments due for the current financial year.
- Direct access to the tax drawer by the Company.
- With reference to customer accounting: separation between the person in charge of the master data management activities, the person in charge of the invoicing activities and the person in charge of the collection monitoring activities; periodic maintenance activities of the master data (for example: blocking / unblocking of unused positions); verification of the completeness and correctness of the invoices issued to customers with respect to the contractual provisions and the services provided.
- With reference to supplier accounting: separation between the person in charge of the master data management activities, the person in charge of the invoice registration activities and the person in charge of the payment preparation activities; periodic maintenance activities of the master data (for example: blocking / unblocking of unused positions); verification of the completeness and correctness of the data reported in the invoice; the correctness of the accounting records carried out; the tax treatment of the services/supplies received.
- Adequate storage of relevant documentation, so that it is always available in the event of tax audits.

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Legislative Decree no. 75 of 14 July 2020 introduced, in the list of tax crimes and in compliance with EU Directive no. 1371 of 5 July 2017 - the so-called PIF Directive - also the crimes of incorrect declaration (art. 4 of Legislative Decree no. 74/2000), failure to declare (art. 5) and undue compensation (art. 10 - quater), "if committed within the context of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount of no less than ten million euros". The clarification on the extent of evasion was necessary

because crimes against the common VAT system are considered serious when: (i) they concern the territory of two or more States; (ii) they derive from a fraudulent system; (iii) are committed, using a structured system, to obtain undue tax advantages; (iv) when the damage caused as a whole is at least equal to Euro 10,000,000.

This particular and further update of the predicate crimes became necessary since EU Directive no. 1371/2017 expressly required "the administrative criminal liability of legal persons also for crimes that harm the financial interests of the European Union and which are not already included in the provisions of the same legislative decree" (art. 3 co. 1 letter e) of Law no. 117/2019).

19.8. False declaration (art. 4 Legislative Decree no. 74/2000)

The conduct that gives rise to the crime of false declaration consists in the indication, in the income tax or VAT declaration, of assets for an amount lower than the actual amount or of non-existent liabilities, without the intervention of fraudulent acts to support the lie, which, where present, do not give rise to the crime referred to in art. 4, but are punishable pursuant to arts. 2 and 3 of Legislative Decree no. 74/2000.

Article 4, paragraph 1, letter b) indicates the first conduct, i.e. the taxpayer who reports in the declarations an amount of active elements lower than the actual amount. The infidelity in question, i.e. the reporting of revenues for an amount lower than that actually achieved, can be total or partial: total when the taxpayer does not represent in his/her declaration the achievement of actual revenues or wealth owned, or partial when he/she indicates a reduced amount. It should be remembered that the infidelity regarding the active elements can be implemented through the inclusion of active elements in a lower amount than the real one, but also through the reporting of expenses and costs incurred in a higher amount than the actual one, therefore, in the calculation of the taxable base amount subtracted from taxation, both cases must be considered. These conducts give rise to the phenomenon of under-invoicing of revenues, typical of the crime of false declaration.

The other typical conduct of the crime referred to in art. 4 of Legislative Decree no. 74/2000 is the indication of non-existent passive elements, an adjective, the latter, which has replaced the term fictitious, present until before the changes made by Legislative Decree no. 158/2015. The doctrine tends to make the concept of fictitiousness coincide with that of material non-existence of the elements indicated in the declaration and, in fact, only the non-

existent elements can affect the basis of the tax, i.e. the disposable income, concretely and irreversibly altering its configuration in a sense different from reality, while (the eventual) non-deductibility of the same would not be able to invalidate (since the costs are actually sustained) the truthful representation of the declared income, being relevant only in terms of the correctness of the deductions.

It is precisely with reference to paragraph 1, letters a) and b) that the concept of punishability thresholds is introduced which, modified again by Legislative Decree no. 124/2019, must exceed the following limits:

- with reference to the evaded tax, it must be greater than one hundred thousand euros, and
- with reference to the active elements subtracted from taxation, they must exceed ten percent of the total amount of the active elements declared in the declaration, or be greater than two million euros.

Article 4, paragraph 1-bis establishes that the incorrect classification or evaluation of objectively existing assets or liabilities, for which, however, adequate information and explanations of the criteria used have been provided in the balance sheet or in other documentation relevant for tax purposes, must not be taken into account in criminal proceedings. The penalty provided for the inclusion in the declaration of real, but non-deductible, liabilities consists in the imposition of an administrative sanction. Article 4, paragraph 1-ter, on the other hand, establishes that all those evaluations, relating to objectively existing liabilities, which differ from the correct ones by less than ten percent, are not relevant for criminal proceedings, specifying, furthermore, that such amounts must not be taken into account in the verification of exceeding the thresholds of punishability, in compliance with the principle of reasonableness of the estimate. As in the first paragraph, paragraph 1-ter also begins with the subsidiarity clause, which intends to specify that the ten percent exemption applies only in those cases in which punishability is not already excluded on the basis of the elements referred to in paragraph 1-bis.

Since this is a crime in the field of declarations, the moment of consummation of the crime occurs when the annual declaration relating to income and value added taxes is submitted; this is the moment of consummation of the crime because it is by sanctioning the taxpayer at the very moment of submission of the declaration that the legislator intended to protect the interest of the State in the complete and timely collection of taxes. Since, with the

amendments made by Legislative Decree no. 158/2015, the reference to the annual declaration has not been altered, it must be deduced that all those declarations submitted with a different frequency, compared to that provided for the crimes of fraudulent declaration and failure to declare, are excluded from criminal relevance.

It is recalled that art. 5 of Legislative Decree no. 75/2020 has included the crime in question among the predicate crimes of administrative liability of entities, with the application of a pecuniary sanction of up to 300 quotas, provided that the conduct is committed within the context of fraudulent systems for the purpose of evading VAT for a total value of no less than 10 million euros.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 300 shares.

Interdictory sanctions: prohibition to contract with the public administration, except to obtain the performance of a public service; exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods or services.

Criminal penalty: imprisonment from two to four years and six months.

The active subjects

The crime of false declaration is a crime with a very broad subjectivity, that is, it can only be committed by those subjects required to file the annual income tax return or VAT return, despite the fact that the term "anyone" appears again in the text of the article. This term must therefore be understood in a relative sense, as the incrimination may include holders of business income, self-employed workers, holders of other income, directors, liquidators or representatives of companies, entities or natural persons, tax substitutes and also all those subjects not required to keep accounting records. Therefore, "anyone" who is required to file the income tax return or VAT return may be considered the perpetrator of the crime of false declaration, both by omitting the correct indication of active elements and by indicating non-existent passive elements.

The subjective element

The psychological element characterizing the crime of false declaration under art. 4 of Legislative Decree no. 74/2000 is the specific intent which, also in this case, is embodied in the purpose of evading income or value added taxes, or obtaining an undue tax saving; in particular, the intent must be extended both to tax evasion and to exceeding the punishability thresholds indicated by the law.

Prevention measures

In addition to what is already provided for in relation to the prevention of "Corporate Crimes" (§ 8.4 of this document) and the previous paragraphs of this chapter,

- In the case of financing transactions, documentation of the criteria for the evaluation and selection of financial counterparties; cross-checks, with the assistance of the external consultant and the AFC business line support, regarding the correct application of interest rates prior to their liquidation. The AFC business line support formally reports to the delegated entity.

19.9. Failure to declare (art. 5 Legislative Decree no. 74/2000)

The crime under analysis is a crime of omission which is committed upon expiry of the deadline for compliance (instantaneous crime), and which requires the causation of damage to the Financial Administration.

The typical conduct of the crime of failure to file a tax return or VAT return, by definition, consists in the failure to file a tax return or VAT return within the time frame provided for the two different types of taxes; furthermore, as stated in art. 5 co. 2, a return filed within ninety days of the deadline is not considered to be an omission, therefore, no omission can be considered criminally relevant if committed before the deadline expires. The motivation behind this decision is found in the fact that, by deciding in this way, the legislator has managed to align the criminal provisions with the tax provisions, since, according to the tax law, the returns filed within ninety days of the deadline expires are valid, without prejudice to the application of administrative sanctions for delay. It is clear, therefore, that the omission only occurs after the tax deadline of ninety days has elapsed.

There are two ways to commit the crime of failure to declare: the first consists in the failure to submit the declaration in the strict sense of the term, that is, in the absolute inertia of the active subject of the crime in the face of the legal obligation; the second consists in the late submission of the declaration, that is, in the submission of the declaration after the maximum tolerance period of ninety days. Regardless of the type of implementation of the conduct, the crime is in any case instantaneous.

Similar provisions also apply to declarations submitted by the tax substitute. As regards the conduct of the tax substitute, we are in the presence of an omission crime, as also provided for the case referred to in the first paragraph, which is consummated at the end of the ninetieth day starting from the expiry of the tax deadline. The provisions of art. 5 co. 2 also apply to the omission of the declaration by the substitute, according to which all those declarations submitted within the aforementioned term of ninety days are not considered omitted, as well as declarations not signed or not drawn up on forms not compliant with the prescribed one.

The moment of consummation of the crime of failure to declare, unlike those foreseen for other declaratory crimes, occurs at the end of the ninetieth day following the expiry of the deadline for submitting the declaration.

Article 5, paragraph 2 also provides that defects in the signing of declarations, or in the presentation of the same on a form not compliant with the one proposed by the Revenue Agency, do not give rise to criminally relevant violations; in a similar situation, the legislator deemed it appropriate not to punish the taxpayer's error because, in essence, the taxpayer's will was clearly expressed in the sense of fulfilling the tax obligation.

On the other hand, however, the criminal offence must be considered to be constituted when the taxpayer presents a declaration so incomplete as to make it impossible to determine the taxable base of the taxes or to identify the taxpayer himself.

Also with regard to the crime in question, with the changes introduced by Legislative Decree no. 158/2015, the term "annual" has been abolished alongside the declarations; therefore, the types of crime in question include the failure to submit periodic VAT declarations, declarations resulting from splitting, merger, transformation, bankruptcy and compulsory administrative liquidation operations.

Article 5, paragraph 1 establishes that the threshold of punishability, a constituent element of the crime, and which gives rise to the crime of failure to declare, must be equal to 50,000

euros, with reference to some of the individual taxes; this means that, in order to configure the crime, it is sufficient that at least one of the types of taxes exceeds this threshold, while, if the threshold of punishability is exceeded for both income taxes and value added tax, a concurrence of crimes would be configured. The same parameter of 50,000 euros is also imposed by art. 5, paragraph 1-bis with regard to the declaration that the tax substitute must submit, who will be the author of the crime only in the event that the amount of withholding taxes operated, but not paid, exceeds the threshold.

It is recalled that art. 5 of Legislative Decree no. 75/2020 has included the crime in question among the predicate crimes of administrative liability of entities, with the application of a pecuniary sanction of up to 400 quotas, provided that the conduct is committed within the context of fraudulent systems for the purpose of evading VAT for a total value of no less than 10 million euros.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the public administration, except to obtain the performance of a public service; exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods or services.

Criminal penalty: imprisonment from two to five years.

The active subjects

The active subjects of the crime, since it is a specific crime, are all those who are required to submit income tax or VAT returns and, since the introduction of Legislative Decree no. 158/2015, also the tax substitute who, burdened with the task of collecting withholding taxes, must also pay them and indicate them in the relevant declaration.

The subjective element

The psychological element characterizing the crime of failure to declare is the specific intent consisting in the purpose of evading income or value added taxes; in particular, the object of the intent must necessarily also include exceeding the reference quantitative limit. By

avoiding filing the declaration, the taxpayer sets as his sole purpose that of evading payment of the amount due, without attempting to obtain an undue refund or a non-existent tax credit.

Prevention measures

The measures already foreseen with reference to the prevention of "Corporate Crimes" (§ 8.4 of this document) and the protocols detailed in the previous paragraphs of this chapter apply.

19.10. Undue compensation (Art. 10 – quater Legislative Decree no. 74/2000)

The conduct of the crime of undue compensation consists in the failure to pay the sums due by indicating, in the specific F24 form, non-existent or undue credits and in the subsequent sending or presentation of the form. Precisely for this reason, the crime in question is considered an instantaneous and possibly habitual crime: the crime is committed when the criminally relevant threshold of 50,000 euros is exceeded following the sending of the F24 form in a tax period; consequently, a single sending is sufficient to commit the crime of undue compensation, as well as, as a result of subsequent sendings, the foreseen limit is reached. The definition of non-due credit is derived by exclusion from art. 17 of Legislative Decree no. 241/1997, which establishes that the credits and debts in relation to which the taxpayer can operate the compensation are related to: income taxes and withholding taxes collected by direct payment; value added tax due pursuant to arts. 27 and 33 of Presidential Decree no. 633/1972, and that due by the subjects referred to in art. 74; substitute taxes for income taxes and value added tax; the tax provided for by art. 3, paragraph 143, letter a), of Law no. 662 of 23 December 1996; social security contributions due by holders of an insurance position in one of the managements administered by social security institutions, including membership fees; to social security and welfare contributions owed by employers and clients of coordinated and continuous collaboration services pursuant to Article 49, paragraph 2, letter a), of the consolidated text of income taxes, approved by Presidential Decree no. 917 of 22 December 1986; to premiums for insurance against accidents at work and occupational diseases owed pursuant to the consolidated text approved by Presidential Decree no. 1124 of 30 June 1965 and to the interest provided for in the event of payment by installments pursuant to Article 20. Consequently, the offence referred to in Article 10 – quater co. 1 is committed by the person who extinguishes a tax debt, deriving from any type

of irregular payment, by using as compensation a credit not included among those indicated in Article 17 co. 1 of Legislative Decree no. 241/1997. In addition to what has just been stated, credits not due are also considered credits already used in other places, for example in the annual declaration of a single tax, and all those credits actually existing but which are not due to the person making the payment. When the active subject of the crime uses credits not due in compensation, the object of the protection must be identified, not so much in the interest in the collection of taxes, but in that of the correct functioning of the compensation procedure.

The credit is defined as non-existent, however, in all cases in which it is totally unanchored from the taxpayer's fiscal situation, that is, when it derives exclusively from a false representation of reality and independently from the use of untruthful supporting documentation. This last clarification is important because the credit is non-existent only if it is literally invented, and not where its indication derives from the use of invoices or documentation for non-existent transactions since, in this case, it would give rise to liability pursuant to art. 2 of Legislative Decree no. 74/2000.

The crime of undue compensation occurs if the identical thresholds of punishability indicated in the two paragraphs are exceeded, i.e. equal to 50,000 euros, for each tax period, either as a result of the sum of several undue compensations or due to a different number of payments made in the same tax period.

It is recalled that art. 5 of Legislative Decree no. 75/2020 has included the crime in question among the predicate crimes of administrative liability of entities, with the application of a pecuniary sanction of up to 400 quotas, provided that the conduct is committed within the context of fraudulent systems aimed at evading VAT for a total value of no less than 10 million euros.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the public administration, except to obtain the performance of a public service; exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods or services.

Criminal penalty: from six months to two years for co. 1 and from one year and six months to six years for co. 2.

Active subjects

The crime of undue compensation is a crime of omission, even though the text of the law begins with the term "anyone"; therefore, the subjects responsible for the crime may be those who are required to pay income or value added taxes, contributions or other sums in favor of the State, the Regions and social security institutions, authorized to make payments with possible compensation of credits, of the same period, towards the same subjects. The crime may be committed by the taxpayer as a natural person or, in the case of legal persons, by the natural persons who represent them. It is important to underline that the participation of the extraneus can be configured, if he provides a causal contribution to the commission of the crime, both in the form of instigation and by committing the crime on the instructions of the intraneus.

The subjective element

The crime of undue compensation is characterized by the psychological element of generic intent, which means that the active subject of the crime must be aware and must want to make a payment lower than due following the compensation of non-existent or undue credits for an amount greater than 50,000 euros. For this type of crime, no further purpose of tax evasion is envisaged, as is instead assumed for many other crimes.

Prevention measures

In addition to what is already provided for in relation to the prevention of "Corporate Crimes" (§ 8.4 of this document) and the previous paragraphs of this chapter,

- Documented control, by the appointed person and with the assistance of the external consultant, on the completeness and accuracy of the taxes paid and the credits accrued towards the Treasury.
- Once the existence or entitlement of tax credits has been ascertained, the person in charge and with the assistance of an external consultant shall carry out a documented

verification of whether such credits have not already been used in previous tax periods.

- Archiving of documentation relating to meetings and/or contacts with the Public Administration.
- Monitoring the evolution of tax legislation, also with the support of external consultants, in order to ensure compliance with new tax laws.
- Cross-checks to ensure the accuracy and completeness of information used to calculate taxes (AFC business line support, as well as external consultants and auditors who analyze the existence and entitlement of credits).
- Formal approval of the supporting documentation by the AFC business line support manager; in the case of data transmission via information systems, cross-checking to verify the correctness of the data entered into the system and sent.
- Monitoring access to information systems, in order to prevent manipulation of tax data available to the public entity.

19.11. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Company regulations for the use of IT tools and for smart working and BYOD.
- Whistleblowing procedure.

20. Customs crimes (Art. 25-sexiesdecies)

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis. This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

20.1. Crimes and typical conduct

Customs matters are essentially regulated by Presidential Decree no. 43/1973 (Consolidated Law on Legislative Provisions on Customs Matters).

The recent changes provided for by Legislative Decree no. 75/2020 have included smuggling among the crimes from which the administrative liability of entities may arise, if the amount of border duties due is greater than 10,000 euros.

The commission of the crime of smuggling by a senior person of the company or by an employee may result in the application of:

- a pecuniary sanction of up to two hundred quotas;
- a fine of up to four hundred quotas, if the border rights exceed one hundred thousand euros;

Quote	Minimum value in Euro	Maximum value in Euro
1 share	258	1.549
Up to 200 shares	51,600	309.800
Up to 400 shares	103.200	619.600

- interdictory sanctions, such as,
  - (i) prohibition on entering into contracts with the Public Administration, except to obtain the performance of a public service;
  - (ii) exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted;
  - (iii) ban on advertising goods and services.

Particular "aggravating circumstances" to the crime of smuggling are foreseen if the act is connected to another crime against public faith or against the Public Administration (typically, a crime of forgery). It is frequent that the crime of smuggling concurs with the

crime of ideological forgery committed in a public document[8]by a private individual (art. 483 of the Criminal Code) or with ideological forgery, committed by a public official in a public document (combined provisions of arts. 48 and 479 of the Criminal Code).

Among the requirements for the existence of the crime:

- fraud (art. 42 cp);
- the causal link between the conduct and the event (art. 40 cp);
- the offensiveness of the conduct with respect to the protected legal asset (art. 49 cp).

In the absence of even one of these elements, the conduct (theft or attempt to evade payment of border duties on goods) does not constitute a crime.

20.2. Smuggling in the movement of goods across land borders and customs areas (Art. 282 DPR n. 43/1973)

Smuggling conduct must be distinguished between "extra-inspection" and "intra-inspection". The former are those that are carried out by avoiding a customs inspection, while the latter are committed by presenting the goods for inspection, but by placing specific artifices or deceptions such as to avoid customs checks (such as to mislead the bodies responsible for checking the nature, origin, quantity, quality or destination of the goods). It should be noted that the use or consumption of goods in free points or warehouses also constitutes smuggling.

The active subjects

Anyone can be an active subject.

The subjective element

The subjective element required is general intent, except for the cases of voluntary removal of goods from customs inspection – pursuant to art. 282, paragraph 1, letter c) – for which specific intent is required.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

[8]The customs bill is a public document (Cass. Pen., 7 October 2019).

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.3. Smuggling in the movement of goods in border lakes (Art. 283 DPR n. 43/1973)

The objective element of the crime can take three different forms, and consist of:

- in the conduct of the captain who introduces foreign goods through Lake Maggiore or Lake Lugano into the Porlezza basins without presenting them at one of the national customs offices closest to the border, unless the ship has a customs office on board;
- in the conduct of the captain who, without the permission of the customs, transporting foreign goods with ships in the areas of Lake Lugano where there are no customs, skirts the opposite national shores and the foreign ones, or drops anchor or stays at anchor or in any case communicates with the customs territory of the State, so that the disembarkation or embarkation of the goods is easy, except in cases of force majeure. In this case it should be noted that smuggling is presumptive, since the actual subtraction of the goods from the payment of border duties is not required for the existence of the crime. The exemption provided for by the provision in the case of force majeure refers to those cases in which a different route occurs in relation to external conditions, dangerous for navigation;
- in the conduct of anyone who hides foreign goods on a ship for the purpose of evading customs inspection.

The active subjects

Active subjects can be, in the first two hypotheses, only the capitals of the vessels that sail on Lake Lugano and Lake Maggiore. In the third hypothesis it can be anyone.

The subjective element

The subjective element required is general intent, except in the last hypothesis, in relation to which specific intent is required (intent to remove the goods from customs inspection).

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.4. Smuggling in the maritime movement of goods (Art. 284 DPR n. 43/1973)

The objective element is articulated in relation to the different cases described in the provision referred to. In this regard, it is appropriate to specify that the manifest to which the rule refers is the document containing the information on the ship, the voyage and the cargo which the captains of ships bound for a national port must be equipped with within the maritime customs surveillance area. In turn, the deposit slip is the document provided for by art. 141 TULD for the case of shipment of foreign goods to another customs office for further customs operations.

The active subjects

In the first six hypotheses referred to in art. 284 TULD, only the captain of the vessel can be the active subject of the crime, while in the last hypothesis, anyone who hides foreign goods on the ship with the aim of evading customs inspection.

The subjective element

The subjective element required is general intent, except in the last hypothesis, for which specific intent is required (intent to remove the goods from customs inspection).

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.5. Smuggling in the movement of goods by air (Art. 285 DPR n. 43/1973)

The objective element is articulated, also in this case, through a series of hypotheses described in the law with a case-by-case criterion. For the notion of manifest, please refer

to what was said in the preceding paragraph. With respect to the hypothesis of "failure to report in the event of landing outside the customs territory", the fact of not landing at a customs airport is not punishable, but the fact of not giving immediate communication.

The active subjects

In the first four hypotheses referred to in art. 285 TULD, only the aircraft commander can be the active subject of the crime, while in the last hypothesis it can be anyone.

The subjective element

The subjective element required is general intent, except in the last hypothesis, for which specific intent is required (intent to remove the goods from customs inspection).

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.6. Smuggling in extra-customs areas (Art. 286 DPR n. 43/1973)

The objective element consists in the conduct of those who, in extra-customs territories, build unauthorized warehouses of foreign goods subject to border duties, or build them in excess of what is permitted.

The active subjects

Anyone can be an active subject of the crime.

The subjective element

The required subjective element is integrated by generic intent.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.7. Smuggling through improper use of goods imported with customs concessions (Art. 287 DPR n. 43/1973)

The subjective element consists in the conduct of the person who gives, totally or partially, to foreign goods imported free of charge or with a reduction of duties a destination or use different from that for which the exemption or reduction was granted.

The crime in question, consummated with tax evasion, cannot be configured when tax evasion must be excluded because the goods imported free of charge for a specific use are intended for another use for which the exemption is also granted.

The active subjects

Anyone can be an active subject of the crime.

The subjective element

The required subjective element is integrated by generic intent.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.8. Smuggling in customs warehouses (Art. 288 DPR n. 43/1973)

The crime punishes the dealer of a warehouse who holds in privately owned warehouses goods for which there has not been the required declaration of introduction or which are not recorded as being taken over in the appropriate warehouse registers. The rule refers only to warehouses in privately owned premises managed on the basis of the authorization of the customs authority referred to in art. 149, co. 1 of the TULD.

The active subjects

Only the concessionaires of a privately owned customs warehouse can be active subjects of the crime.

The subjective element

The required subjective element is integrated by generic intent.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.9. Smuggling in cabotage and circulation (Art. 289 DPR n. 43/1973)

The unlawful conduct consists in introducing foreign goods into the national territory in substitution of national or nationalized goods shipped in "cabotage" or in circulation. For customs purposes, "cabotage" means the shipment by sea of national or nationalized goods from one port to another in the State. "Circulation" means the shipment of national or nationalized goods from one place to another on the border, or an extra-customs zone, or crossing foreign waters or the national waters of Lake Lugano located outside the customs territory.

The active subjects

Anyone can be an active subject of the crime.

The subjective element

The required subjective element is integrated by generic intent.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.10. Smuggling in the export of goods eligible for refund of duties (Art. 290 DPR n. 43/1973)

The unlawful conduct consists in using fraudulent means in order to obtain an undue refund of duties established for the importation of raw materials used in the manufacture of domestic goods that are exported. The reference to fraudulence indicates the need to use devices or deceptions suitable for deceiving the customs authorities.

The active subjects

Anyone can be an active subject of the crime.

The subjective element

The subjective element required is specific intent (intent to obtain the undue restitution of rights).

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.11. Smuggling in temporary import or export (Art. 291 DPR n. 43/1973)

The objective element consists in subjecting the goods to artificial manipulations or using other fraudulent means in temporary import or export operations or in re-export or re-import operations. The reference to artificial manipulations and other fraudulent means allows us to exclude that the mere failure to re-export the temporarily imported goods constitutes the crime in question.

The active subjects

The active subject of the crime can be anyone and therefore not only the owner of the goods, but anyone who disposes of them.

The subjective element

The subjective element required is specific intent (intent to avoid payment of the due rights).

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.12. Other cases of smuggling (Art. 292 DPR n. 43/1973)

The objective element must be reconstructed taking into account that the rule contemplates an atypical figure of free-form customs smuggling, having as its material element the subtraction of foreign goods from the control system established for the verification of border duties. In relation to this case, the customs declaration of importation, a formal act indispensable for the arising of the tax obligation, constitutes the conclusive moment of the conduct, so that the attempt can be hypothesized independently and even before the declaration.

It should be noted that the crime in question occurs in the case of vessels flying a foreign flag which have been introduced into Italian territorial waters under a temporary importation regime and which are then left stationary beyond the limits of the temporary nature of the same and outside the conditions set out in the Geneva Convention of 18 May 1956.

The active subjects

Anyone can be an active subject of the crime.

The subjective element

The subjective element required is integrated by generic intent, identifiable in the fact of subtracting the goods from the payment of the due duties, committed voluntarily and with the awareness of not fulfilling the tax obligation.

Sanctions provided for by Legislative Decree no. 231/2001

Financial penalty: up to 400 shares.

Interdictory sanctions: prohibition to contract with the PA, except to obtain the performance of a public service, exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted; prohibition to advertise goods and services.

20.13. Irrelevant conduct

It was decided not to consider the criminal offences in question relevant. In fact, it is believed that they are of such remote hypothesis in relation to the performance of business activities inherent to the corporate purpose that the measures proposed below are considered sufficient for preventive purposes.

20.14. Prevention measures

- Adoption of the Management, Organization and Control Model.
- Adaptation of behaviors to the Code of Ethics, with particular attention to the promotion of a corporate culture based on the principles of maximum correctness, transparency and legality.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.

20.15. Reference documents

The reference documents that complete the special part relating to the risks in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.

21. Crimes against Cultural Heritage (Art.25-septiesdecies Legislative Decree 231/2001). Laundering of cultural assets and devastation and pillage of cultural and landscape assets (Art. 25-duodevicies Legislative Decree 231/2001).

In order to ensure effective identification of the responsibilities of the corporate functions involved in the possible commission of predicate crimes, the conformity of the processes implemented and the adequacy of the responsibilities assigned to each function will be assessed on a case-by-case basis.

This analysis is based on the protocols adopted and the procedures implemented in compliance with the Organization, Management and Control Model, with the aim of ensuring maximum clarity in the assignment of tasks and the effective implementation of the prevention measures envisaged.

21.1. Crimes and typical conduct

Misappropriation of cultural assets (art. 518 – ter cp)

Anyone who, in order to obtain an unjust profit for himself or others, appropriates another's cultural property of which he has, for any reason, possession shall be punished with imprisonment from one to four years and with a fine from 516 to 1,500 euros. If the act is committed on things possessed as a necessary deposit, the penalty is increased.

The administrative pecuniary sanction from two hundred to five hundred quotas is applied to the entity.

Illicit import of cultural goods (art. 518 – decies cp)

Anyone who, outside the cases of complicity in the crimes provided for in Articles 518-quater, 518-quinquies, 518-sexies and 518-septies, imports cultural goods originating from crime or found following research carried out without authorization, where provided for by the law of the State in which the discovery took place, or exported from another State in violation of the law on the protection of the cultural heritage of that State, shall be punished with imprisonment from two to six years and with a fine from 258 to 5,165 euros.

The administrative pecuniary sanction from two hundred to five hundred quotas is applied to the entity.

Illicit exit or export of cultural goods (art. 518 – undecies cp)

Anyone who transfers abroad cultural goods, things of artistic, historical, archaeological, ethno-anthropological, bibliographical, documentary or archival interest or other things subject to specific protection provisions pursuant to the legislation on cultural goods, without a certificate of free circulation or export license, shall be punished with imprisonment from two to eight years and a fine of up to 80,000 euros.

The penalty provided for in the first paragraph also applies to anyone who fails to bring back into the national territory, upon expiry of the deadline, cultural assets, things of artistic, historical, archaeological, ethno-anthropological, bibliographical, documentary or archival

interest or other things subject to specific protection provisions pursuant to the legislation on cultural assets, for which temporary exit or exportation has been authorised, as well as to anyone who makes false declarations in order to prove to the competent export office, pursuant to the law, that things of cultural interest are not subject to authorisation for exit from the national territory.

The administrative pecuniary sanction from two hundred to five hundred quotas is applied to the entity.

Recycling of cultural goods (art. 518 – sexies cp)

Except in cases of complicity in the crime, anyone who replaces or transfers cultural assets originating from a non-negligent crime, or carries out other operations in relation to them, in such a way as to hinder the identification of their criminal origin, is punished with imprisonment from five to fourteen years and with a fine from 6,000 to 30,000 euros. The penalty is reduced if the cultural assets originate from a crime for which the maximum penalty of imprisonment is less than five years. The provisions of this article also apply when the perpetrator of the crime from which the cultural assets originate is not imputable or is not punishable or when a condition of prosecution relating to such crime is lacking. The administrative pecuniary sanction from five hundred to one thousand quotas applies to the entity. In the event that the entity, or one of its organizational units, is permanently used for the sole or prevalent purpose of allowing or facilitating the commission of such crimes, the sanction of permanent disqualification from exercising the activity shall apply.

Destruction, dispersion, deterioration, defacement, soiling and illicit use of cultural and landscape assets (art. 518 – duodecies cp)

Anyone who destroys, disperses, deteriorates or renders in whole or in part unusable or unusable cultural or landscape assets of his own or of others shall be punished with imprisonment from two to five years and with a fine of between 2,500 and 15,000 euros. Anyone who, outside the cases referred to in the first paragraph, defaces or defaces cultural or landscape assets of his own or of others, or uses cultural assets for a use incompatible with their historical or artistic character or prejudicial to their conservation or integrity, shall be punished with imprisonment from six months to three years and with a fine of between 1,500 and 10,000 euros. The conditional suspension of the sentence is subject to the

restoration of the state of the places or the elimination of the harmful or dangerous consequences of the crime or the performance of unpaid activities for the benefit of the community for a specified period, in any case not exceeding the duration of the suspended sentence, according to the methods indicated by the judge in the sentence of conviction. The administrative pecuniary sanction from three hundred to seven hundred quotas is applied to the entity.

Devastation and looting of cultural and landscape assets (art. 518 – terdecies cp)

Anyone who, outside the cases provided for in Article 285, commits acts of devastation or looting of cultural or landscape assets or cultural institutions and places shall be punished with imprisonment from ten to sixteen years. The administrative pecuniary sanction from five hundred to one thousand quotas shall apply to the entity. In the event that the entity, or one of its organizational units, is permanently used for the sole or prevalent purpose of allowing or facilitating the commission of such crimes, the sanction of permanent interdiction from exercising the activity shall apply.

Counterfeiting of works of art (art. 518 – quaterdecies cp)

The following shall be punished with imprisonment from one to five years and a fine from 3,000 to 10,000 euros: 1) anyone who, for the purpose of making a profit, counterfeits, alters or reproduces a work of painting, sculpture or graphic art or an object of antiquity or of historical or archaeological interest; 2) anyone who, even without having participated in the counterfeiting, alteration or reproduction, places on the market, holds for the purpose of trade, introduces for this purpose into the territory of the State or in any case puts into circulation, as authentic, counterfeit, altered or reproduced examples of works of painting, sculpture or graphic art, of objects of antiquity or of objects of historical or archaeological interest; 3) anyone who, knowing that they are falsified, authenticates the works or objects indicated in numbers 1) and 2) which have been counterfeited, altered or reproduced; 4) anyone who, through other declarations, appraisals, publications, affixing stamps or labels or by any other means, accredits or contributes to accrediting, knowing their falsity, as authentic works or objects indicated in numbers 1) and 2) counterfeited, altered or reproduced. The confiscation of counterfeit, altered or reproduced copies of the works or objects indicated in the first paragraph is always ordered, unless they are things belonging

to persons not involved in the crime. The sale of confiscated things at auctions of the corpus delicti is prohibited, without time limits. The administrative pecuniary sanction from three hundred to seven hundred shares is applied to the entity.

Theft of cultural property (art. 518 – bis criminal code)

Anyone who takes possession of another's movable cultural property, taking it from the person holding it, in order to make a profit for himself or for others, or takes possession of cultural property belonging to the State, as found underground or on the seabed, shall be punished with imprisonment from two to six years and a fine from 927 to 1,500 euros. The penalty is imprisonment from four to ten years and a fine from 927 to 2,000 euros if the crime is aggravated by one or more of the circumstances provided for in the first paragraph of article 625 or if the theft of cultural property belonging to the State, as found underground or on the seabed, is committed by someone who has obtained the research concession provided for by law. The administrative pecuniary sanction from four hundred to nine hundred shares shall apply to the entity.

Receiving of cultural goods (art. 518 – quater cp)

Except in cases of complicity in the crime, anyone who, in order to obtain a profit for himself or others, purchases, receives or conceals cultural goods originating from any crime, or in any case interferes in having them purchased, received or concealed, is punished with imprisonment from four to ten years and with a fine from 1,032 to 15,000 euros. The penalty is increased when the act concerns cultural goods originating from the crimes of aggravated robbery pursuant to Article 628, third paragraph, and aggravated extortion pursuant to Article 629, second paragraph. The provisions of this Article also apply when the perpetrator of the crime from which the cultural goods originate is not imputable or is not punishable or when a condition of prosecution relating to such crime is lacking. The administrative pecuniary sanction from four hundred to nine hundred shares applies to the entity.

Forgery of private writing relating to cultural assets (art. 518 – octies cp)

Whoever creates, in whole or in part, a false private agreement or, in whole or in part, alters, destroys, suppresses or conceals a true private agreement, in relation to movable cultural

assets, in order to make their origin appear lawful, shall be punished with imprisonment from one to four years. Whoever uses the private agreement referred to in the first paragraph, without having participated in its formation or alteration, shall be punished with imprisonment from eight months to two years and eight months. The administrative pecuniary sanction from four hundred to nine hundred shares shall apply to the entity.

21.2. Irrelevant conduct

The probability that such types of crimes may be committed in the context of the institutional activity of the Company, and in the interest or to the advantage of the same can be said to be extremely remote. For this reason, the measures proposed below are considered sufficient for preventive purposes.

21.3. Prevention measures

- Adoption of the Organization, Management and Control Model.
- Adaptation of behaviors to the Code of Ethics.
- Dissemination of the same among employees and collaborators.
- Information/training of employees and collaborators.

21.4. Reference documents

The reference documents that complete the special part relating to the crimes in question and that constitute the system of prevention of the commission of crimes are the following:

- Whistleblowing procedure.

Attachments

- Risk Assessment Document, ex Legislative Decree no. 81/2008 and related attachments
- IT Regulations and Smart Working and Corporate BYOD
- Code of Ethics
- Whistleblowing Procedure
- Formalized company procedures for each reference flow