



# ORGANISATIONAL MODEL

## GENERAL SECTION

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### GLOSSARY

- **Legislative Decree No. 231/2001:** Legislative Decree No. 231 of June 8, 2001, concerning the 'regulation of the administrative liability of legal persons, companies and associations, including those without legal personality'.
- **Predicate Offences:** These offences are expressly listed by the legislator in Legislative Decree 231/01 or indicated in certain special laws.
- **Senior Persons:** Subjects who:
  - a. hold positions of representation, administration or management of the Organisation or one of its organisational units with financial and functional autonomy;
  - b. exercise, even de facto, management and control over the Organisation.
- **Subject Persons:** Persons subject to the direction or supervision of one of the persons in a senior position. This category includes, but is not limited to:
  - a. employees;
  - b. external collaborators such as agents, sales dealers, representatives, distributors, consultants, experts, self-employed workers and professionals.
- **Interest and Advantage of the Organisation:** Interest occurs when the offence is committed to procure a benefit for the Organisation, even if this is not achieved. The assessment of the existence of the Organisation's interest must be made ex-ante, taking into account the purpose that the natural person envisaged when preparing to commit the offence and whether he acted intending to cause the Organisation to acquire a utility understood as 'any positive effect'. An advantage is the concrete acquisition of an economic or other utility by the Organisation. Advantage requires an ex-post assessment, taking place after the commission of the offence to verify whether the Organisation has gained an actual advantageous effect from the offence.
- **Model:** The Model is a management, organisation and control system adopted by Thema S.r.l., under Legislative Decree 231/01, and it includes the Code of Ethics and its implementing procedures. This is the document that formalises the organisation and management system of the Organisation's activities, suitable for preventing predicate offences.
- **Code of Ethics:** Code of conduct that a company adopts in the performance of its activities. It is a document containing a set of social and moral rules drawn up by the company and which all members of the company must follow.
- **Supervisory Body – SB:** Body responsible for evaluating the Management and Control Organisational Model adopted and the related procedures and protocols. It must supervise the functioning and compliance of the Model and ensure that it is updated. The Body is 'endowed with autonomous powers of initiative and control' (Art. 6, par. 1, letter. b Legislative Decree 231/ 01).
- **Information Flows:** Information, communications and reports to be provided by persons to the SB.
- **Disciplinary System:** A system regulating the conduct associated with possible violations of the Model, the sanctions that can be imposed and the procedure for imposing and enforcing them.
- **Whistleblowing:** Spontaneous disclosure by an individual, called a whistleblower, of an offence or irregularity committed within the Organisation, which he/she witnessed in the performance of his duties.

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### 1. LEGISLATIVE DECREE NO. 231 OF JUNE 8, 2001

#### 1.1. THE ADMINISTRATIVE LIABILITY OF ENTITIES

The Legislative Decree No. 231 of June 8, 2001, which contains the '*Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality*' (hereinafter also referred to as 'Legislative Decree No. 231/2001' or, also, the 'Decree'), which came into force on July 4, 2001, in implementation of Article 11 of Enabling Law No. 300 of September 29, 2000, introduced into the Italian legal system, by the provisions of the European Union, the administrative liability of entities, where 'entities' means commercial companies, corporations and partnerships, legal persons and associations, including those without legal personality. This new form of liability, although defined as 'administrative' by the legislator, has the characteristics of criminal liability, since the competent criminal court is responsible for ascertaining the offences from which it derives, and the same guarantees provided for the defendant in criminal proceedings are extended to the organisation.

The organisation's administrative liability arises from the commission of offences, expressly indicated in the Legislative Decree 231/2001, committed in the interest or to the advantage of the organisation by:

- natural persons who hold roles of representation, administration or management of the organisation or of one of its organisational units with financial and functional autonomy, or who exercise, even de facto, the management and control thereof (so-called 'senior persons');
- natural persons who are subject to the direction or supervision of one of the above-mentioned persons (so-called 'Subject Persons').

In addition to the existence of the requirements described above, the Legislative Decree 231/2001 also requires the establishment of the guilt of the Organisation, to be able to affirm its liability. This requirement is attributable to a 'fault of organisation', to be understood as the Organisation's failure to adopt adequate preventive measures to prevent the commission of the offences, referred to in the following paragraph, by the persons expressly identified by the Decree.

The Organisation, where it can demonstrate that it has adopted and effectively implemented an organisation, management and control model, as provided for by Legislative Decree no. 231/2001, suitable for preventing the commission of offences, will not be held liable for administrative liability.

The administrative liability of organisations is additional to that of the natural person who materially committed the offence, and both are subject to assessment in the course of the same proceedings before the criminal court. Moreover, the liability of the organisation remains even if the natural person who committed the offence is not identified or is not punishable.

In the event of offences committed by senior management, the liability of senior management is excluded if the latter proves that the offence was committed by fraudulently circumventing the existing models and that the control by the Supervisory Board, which is specifically charged with supervising the proper functioning and compliance of the model, was also omitted or insufficient.

In the case of offences committed by subject persons, on the other hand, the exclusion of the Organisation's liability is subject to the adoption of behavioural protocols suitable for the type of organisation and activity carried out, to ensure that the activity is carried out in compliance with the law and to promptly detect and eliminate risk situations.

The Organisation shall only be liable if the unlawful conduct was carried out by the above-mentioned persons

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"in the interest and to the advantage of the Organisation". The Organisation is not liable if senior or subject persons have acted exclusively in their interest or the interest of third parties.

### 1.2. THE OFFENCES PROVIDED BY THE DECREE

The offences, the commission of which gives rise to the administrative liability of the Organisation, are those expressly and exhaustively referred to by the Legislative Decree 231/2001 and subsequent amendments and additions. Please refer to Annex 1 for details of the families of crimes and individual offences.

It should be noted that the liability of the Organisation may also arise if the predicate offence is committed in the form of an attempt (under Article 26 of Legislative Decree 231/2001), i.e. when the acting subject performs acts unequivocally suitable for committing the offence and the action is not carried out or the event does not occur.

### 1.3. THE SANCTIONS IMPOSED BY THE DECREE

The sanctions system described by the Legislative Decree 231/2001, against the commission of the predicate offences, provides for the application of the following administrative sanctions, depending on the offences committed:

- financial penalties;
- disqualifying sanctions;
- confiscation;
- publication of the judgement.

The disqualifying sanctions that may only be imposed where expressly provided for include:

- disqualification from conducting a business;
- suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- prohibition to negotiate with the Public Administration;
- exclusion from benefits, funding, contributions and subsidies, and/or revocation of any already granted;
- ban on advertising goods or services.

The Legislative Decree 231/2001 also provides that where the conditions exist for the application of a disqualification sanction ordering the interruption of the company's business, the judge, instead of the application of such sanction, may order the continuation of the business by a court-appointed administrator for a period equal to the duration of the disqualification sanction that would have been applied, where at least one of the following conditions is met:

- the company performs a public service or a service of public necessity, the interruption of which may cause serious harm to the community;
- the business interruption may significantly affect employment, taking into account the size of the company and the economic conditions of the area in which it is located.

### 1.4. EXEMPTING CONDITION OF ADMINISTRATIVE LIABILITY

Article 6 of Legislative Decree. 231/2001 establishes that, if the offence is committed by persons who hold positions of representation, administration or management of the organisation or of one of its organisational units with financial and functional autonomy, as well as by persons who exercise, also de facto, the management and control of it, the organisation shall not be held administratively liable if it proves that:

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- the management body has adopted and effectively implemented, before the commission of the offence, organisational and management models capable of preventing offences of the kind committed;
- the task of supervising the functioning and compliance of the models and ensuring that they are updated, has been entrusted to a body of the organisation possessing autonomous powers of initiative and control;
- the persons committed the offence by fraudulently circumventing the organisation, management and control models;
- there was no or insufficient supervision by the supervisory body.

Consequently, in cases where the offence is committed by senior persons, it is the Organisation's responsibility to prove, to counter the elements of the accusation against it, that it took all the necessary measures to prevent the commission of the offences, which then actually took place.

However, if the offence is committed by persons subject to the management or supervision of one of the senior persons, the organisation is liable if the commission of the offence was made possible by the failure to meet management and supervisory obligations. Such non-compliance is, in any case, excluded if the Organisation had effectively and efficiently implemented an organisational, management and control model capable of preventing offences of the kind committed before the offence was committed.

The adoption of the organisation, management and control model, therefore, enables the Organisation to escape conviction for the offence. The mere adoption of such a document, by resolution of the organisation's administrative body, is not, however, sufficient to exclude administrative liability, since the model needs to be effectively and implemented.

Regarding the effectiveness of the organisation, management and control model for preventing the commission of the offences provided for in Legislative Decree 231/2001, it is required to:

- identify the company activities within the scope of which offences may be committed;
- provide specific protocols aimed at planning the formation and implementation of the organisation's decisions concerning the offences to be prevented;
- identify ways of managing financial resources that are suitable for preventing the commission of offences;
- provide information obligations vis-à-vis the body in charge of supervising the functioning and compliance of the models;
- introduce an appropriate disciplinary system to sanction non-compliance with the measures indicated in the organisation, management and control model;
- include one or more channels enabling senior and subject persons to submit, to protect the integrity of the Organisation, detailed reports of unlawful conduct, relevant under the Decree and based on precise and consistent elements, or of violations of the organisation and management model of the Organisation, of which they have become aware because of their duties;
- implement measures to ensure the confidentiality of the whistleblower, forms of protection against retaliatory or discriminatory acts against the whistleblower and, more generally, proper use of the new reporting tool.

As regards the effective application of the aforementioned model, the Legislative Decree 231/2001 requires what follows:

- A periodic verification, and, if significant violations of the requirements imposed by the model are discovered or changes occur in the organisation or activity of the Organisation or changes in the law,

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modification of the document;

- the imposition of sanctions in the event of a violation of the requirements imposed by the model.

### 1.5. CASE-LAW PRECEDENTS

Several case law precedents were analysed, which, together with the indications of trade associations, established the guidelines when drafting the Organisational Model.

Case laws have highlighted many aspects considered essential for the drafting of a suitable Model, emphasising that it must feature concrete and specific efficiency, effectiveness and dynamism.

In particular, special attention should be paid to:

- non-accounting procedures;
- accounting method;
- Preparation method of financial statements;
- procedures for the performance of contracts and their controls;
- carry out an analysis of the possible ways in which offences may be committed, taking into account the internal and external operating context of the company;
- take into account the history of the Organisation (past events, including judicial ones);
- provide for the segregation of duties in at-risk processes;
- assign authorising signatory powers consistent with organisational and management responsibilities;
- create an appropriate monitoring system to report critical situations;
- adopt instruments and mechanisms that make the management of financial resources transparent, i.e., that prevent the creation - through the issuance of invoices for non-existent transactions, through payments for consultancy services that were never carried out, or whose value is significantly lower than that declared by the Company - of slush funds.
- provide compulsory training on the Organisational Model for the Organisation's staff;
- establish information flows to the SB and provide for relevant disciplinary sanctions in the event of non-compliance.
- Following the adoption of the Model, for it to be suitable, the Organisation shall arrange specific training courses aimed at ensuring adequate knowledge, understanding and application of the Model by employees and managers.

### 1.6. The Guidelines of Confindustria Medical Devices

Art. 6, par. 3, Legislative Decree 231/2001 states that '*Organisational and management models may be adopted, guaranteeing the requirements set out in paragraph 2, based on codes of conduct drawn up by the associations representing the organisations, communicated to the Ministry of Justice, which, in agreement with the competent Ministries, may, within thirty days, formulate observations on the suitability of the models to prevent offences.*' In this regard, it is emphasised that Confindustria Medical Devices has drawn up special Guidelines by the aforementioned Standard. The latter, together with the Confindustria Guidelines, established an important reference in the drafting of this Organisation, Management and Control Model (hereinafter 'the Model'). On February 25, 2003, Confindustria approved the '*Guidelines for the Construction of Organisational, Management and Control Models under Legislative Decree 231/2001*' last updated in July 2014 and June 2021.

The key points, contained in the aforementioned document, which have been taken into account when drafting this Model can be briefly summarised as follows:

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- identification of risk areas, aimed at highlighting the corporate functions within which the prejudicial events provided for in the Decree may occur;
- setting up a control system capable of preventing risks through the adoption of appropriate protocols. The most relevant components of the control system devised by Confindustria include:
  - Code of Ethics;
  - organisational system;
  - manual and IT procedures;
  - powers of authorisation and signature;
  - control and management systems;
  - staff communication and training.

The components of the control system must be inspired by the following principles:

- verifiability, traceability, consistency and congruence of each operation;
- application of the principle of separation of roles (no one can manage an entire process independently);
- documentation of controls;
- provision of an adequate system of sanctions for violations of the Code of Ethics and the procedures laid down in the model;
- identification of the requirements of the Supervisory Board, which can be summarised as follows: autonomy and independence; professionalism; continuity of action; forecast of the management of financial resources;
- information obligations of the control body.

## 2. CORPORATE GOVERNANCE

### 2.1. CORPORATE GOVERNMENT

Thema S.r.l. has adopted an appropriate governance model to ensure the full achievement of social objectives. The body responsible for administrative functions is the Board of Directors.

The Board holds the powers of ordinary and extraordinary management of the organisation, with the only limitations imposed by law and the Articles of Association on the exercise of the powers reserved to the Assembly.

The Board may delegate part of its powers, under Article 2381 of the Italian Civil Code, to one or more of its members; the Chairman has the legal representation of the Company, while the Managing Director has the representation and powers of administration, limited to the powers granted.

### 2.2. THEMA SHORT HISTORY

Thema S.r.l.'s corporate purpose, as outlined in Article 3 of its Articles of Association, is to engage in the activities of:

- technical-regulatory consultancy and handling of certification and registration procedures for industrial and non-industrial products, with specific but not exclusive reference to the medical sector (including but not limited to management of reports and registration/licensing procedures for imports through ministries and EU and non-EU bodies, support for technical offices and document management relating to product certification, support in managing the technical product dossier, legal, commercial and technical product regulatory consultancy);

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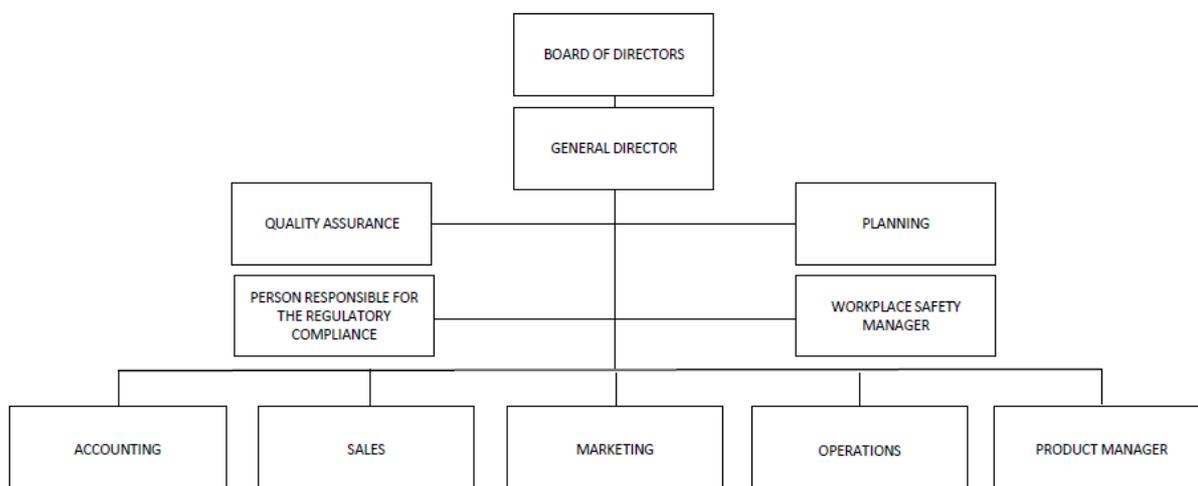
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- marketing in its various forms and the wholesale and retail trade of products and/or goods and/or services relating to the activities referred to in this corporate purpose;
- production, translation, layout and management of technical and non-technical documentation;
- design and realisation of advertising and decorative graphics, aimed at the market of products and services and their marketing (the conception - design and realisation of drawings, posters, sketches, brochures, flyers, billboards etc. to be realised on paper, computer and any material and/or instrument suitable for the dissemination of images, drawings, writings etc.);
- construction and design of internet/extranet/intranet sites and online catalogues including related maintenance and document management;
- conception, realisation, and marketing of software and hardware and related IT assistance and consultancy.

The company's object is also the purchase and sale, management, administration, tenancy, loan and renting of buildings of real estate and in general and/or parts thereof (as well as any rights in rem in immovable property). Lastly, the corporate purpose also includes the management of databases, the filing of documents and data processing on behalf of third parties (also of an accounting nature), including the collation, archiving of data and documents, photocopying, as well as the provision of various services of an administrative and secretarial nature (including the domiciliation of headquarters and/or offices and delivery) for entrepreneurial and/or professional and/or associative activities in the broad sense.

### 2.3. DEPARTMENTS



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### 3. THEMA S.R.L. ORGANISATION, MANAGEMENT AND CONTROL MODEL.

Thema S.r.l., aware of the importance of adopting and effectively implementing an organisational, management and control model under Legislative Decree 231/2001, suitable for preventing the commission of unlawful conduct in the corporate context, intended to approve its Model, on the assumption that the same represents a valid tool for raising the awareness of the recipients (as defined in paragraph 3.1) to behave correctly and transparently.

Through the adoption of the Model, developed following the provisions of the Confindustria Guidelines referred to above, which constitute a guiding document in the construction of the organisation, management and control Models referred to in Decree 231/2001, THEMA S.r.l. intends to pursue the following aims:

- consolidate a culture of crime prevention and control in the context of achieving the corporate objectives;
- prevent and prohibit conduct that may constitute the offences referred to in the Decree;
- spread awareness that violation of the Decree, of the provisions contained in the Model and of the principles of the Code of Ethics may result in the application of sanctions (pecuniary and prohibitory) also against the Organisation;
- enable the Organisation, employing a system of control protocols and constant monitoring of the proper implementation of that system, to prevent and/or promptly counteract the commission of offences relevant under the Decree;
- introduce disciplinary systems suitable for penalising non-compliance with the rules set out in the model;
- provide for one or more channels enabling the persons indicated in Article 5(1)(a) and (b) to provide, to protect the integrity of the Organisation, detailed reports of unlawful conduct, relevant under this decree and based on precise and consistent elements, or of breaches of the Organisations model, of which they have become aware by their functions; these channels guarantee the confidentiality of the Organisation of the reporting person in the management of the reports;
- provide at least one alternative reporting channel capable of ensuring, by computerised means, the confidentiality of the Organisation of the reporter for reasons directly or indirectly linked to the report;
- prohibit direct or indirect acts of retaliation or discrimination against the whistleblower for reasons directly or indirectly linked to the report.

#### 3.1. RECIPIENTS

The provisions of this Model are binding for the directors, proxies and all those who hold functions of representation, administration and management of Thema S.r.l. or, in any case, of its organisational units with financial and functional autonomy (i.e. office locations), for employees (i.e. all those who are linked to the organisation by an employment relationship), for collaborators subject to the direction or supervision of the organisation's corporate management (hereinafter referred to as the 'Recipients'). It is understood that the reference to "Recipients" is to be considered limited to the recipients involved in the specific activities and processes considered from time to time.

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The set of provisions contained in the Model shall inspire the activity of all those who work in the Organisation, taking into account the importance of their roles, and the complexity of the functions and responsibilities entrusted to them for the pursuit of the purposes of the Organisation.

In particular, the members of the corporate bodies must comply with the provisions of the Model when setting business objectives; individual managers give concrete expression to the provisions contained in the Model, assuming responsibility both internally and externally and strengthening trust, cohesion and team spirit; external collaborators on an ongoing basis, in due compliance with the law and regulations in force, adapt their actions and conduct to the principles, objectives and commitments set out in the Model. The Model applies to corporate bodies, employees, proxies, and collaborators who in any capacity - regardless of the contractual relationship - work with and on behalf of Thema S.r.l.

The Organisation also requires compliance with the Model from third parties (partners, customers, suppliers, professionals, consultants and other external parties with whom it establishes relations or business relationships).

### 3.2. FUNDAMENTAL ELEMENTS OF THE MODEL

The fundamental elements developed by Thema S.r.l. in defining the Model can be summarised as follows:

- the mapping of sensitive activities, with examples of possible ways of committing offences and instrumental/functional processes in the scope of which, in principle, the conditions and/or means for the commission of offences relevant under the Decree could occur (activities that must therefore be periodically monitored);
- the prediction and adoption of specific control protocols for the instrumental/functional processes considered to be at higher potential risk of commission of offences (so-called "Protocols 231"), contained in the Special Part of the Model and supplemented by the Procedures already adopted by the Organisation with explicit references within the Special Part of the Model.
- the identification of ethical principles and rules of conduct aimed at preventing conduct that may constitute the types of offences provided for in the Legislative Decree. 231/ 2001;
- the establishment of a Supervisory Board (hereinafter also referred to as the 'Board' or 'SB'), having a monocratic composition and entrusting it with specific tasks to supervise the effective implementation and application of the Model;
- the approval of an appropriate sanctioning system to ensure the effective implementation of the Model, containing the disciplinary provisions applicable in the event of a violation of the provisions contained in the Model;
- carrying out information and training activities on the contents of this Model;
- the provision of modalities for the adoption and effective application of the Model as well as for its updating.

### 3.3. FUNCTION OF THE MODEL

The main objective of this Model is to set up a structured and organic system of organisational, management and control procedures, aimed at preventing the commission of the offences provided for in the Decree, as well as to make the control system adopted by the Organisation more effective.

More generally, the Model is proposed as a fundamental tool to raise the awareness of all its recipients, who are called upon to adopt correct and transparent behaviour, in line with the ethical values that inspire the Organisation in the pursuit of its corporate purpose.

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The attainment of the aforementioned goals takes the form of the adoption of suitable measures to improve efficiency in the performance of business activities and to ensure constant compliance with the law and rules, promptly identifying and eliminating risk situations.

In particular, the objective of an efficient and balanced organisation of the enterprise, suitable for preventing the commission of offences, is pursued by intervening, mainly, in the processes of formation and implementation of the Organisation's decisions, on controls, both preventive and subsequent, as well as on information flows, both internal and external.

### 3.4. METHODOLOGY AND RISK ANALYSIS

The Legislative Decree 231/2001 expressly provides, in Article 6(2)(a), that the organisation, management and control model of the Organisation shall identify the company activities in the scope of which the offences included in the Decree may potentially be committed.

As part of this activity, the Organisation, following its organisational structure, analysed its business activities based on information gathered from the company contact persons.

In the process of defining the Model, the Company was also inspired by established principles of corporate governance and internal control. According to these principles, a risk management and control system, consistent with the provisions of Legislative Decree No. 231/ 2001:

- 1) identifies and formalises the mapping of 'areas of activity at risk', i.e. the company areas concerned to potential criminal cases;
- 2) carries out an analysis of potential risks for the 'risk areas of activity' identified above, concerning the potential ways in which offences can be committed;
- 3) carries out an analysis of potential risks and an assessment of the company's system of preventive controls at the commission of offences and, if necessary, its definition or adaptation.

The process of defining the Model, therefore, consisted of two phases:

- 1) the formalised identification and mapping of risks, i.e. the analysis of the company context to focus on in which area/sector of activity and in which possible ways the detrimental events envisaged by Legislative Decree 231/ 2001;
- 2) the definition of the Model by integrating or modifying the existing preventive controls as well as formalising them in specific procedures, where necessary, to effectively counter the identified risks.

An organisation, management and control system has thus been defined to prevent the commission of the types of offences and administrative offences identified by the Legislative Decree. 231/ 2001.

### 3.5. MODEL STRUCTURE

The Model document is structured as follows:

- 1) the General Part describes the reference regulatory framework and regulates the overall operation of the organisation, management and control system adopted, aimed at preventing the commission of the predicate offences;
- 2) the Special Parts are intended to supplement the contents of the General Part with a description relating to:
  - the types of offences referred to in the Decree that the Company deemed it necessary to take into consideration, due to the characteristics of the activity performed;
  - the sensitive processes/activities, concerning the offences referred to in the previous point, present in the company and the related control standards.

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### 3.6. AN INTEGRATED SYSTEM

One of the inspiring principles in the construction of the Model by Thema S.r.l. consists in optimising what can be deduced from the organisational structure of the Organisation, not only in terms of structure, roles and duties of the Personnel but also in terms of the implementation of the procedures and control systems already existing and operating within Thema S.r.l.

The underlying rationale is to avoid redundancies and superstructures that would create diseconomies that would risk burdening the management and control activities of the Model, to the point of potentially defeating its fundamental purposes as set out in the standard.

Thema S.r.l. adopts the Organisational Model 231 with an integrated methodology, considering that the company has a virtuous system of certifications:

- ISO 9001:2015 (ref. Certificate No. 9175. THEM);
- ISO 13485: 2016 (ref. Certificate No. 9124. THEM);
- ISO 21001: 2018 (ref. Certificate No. A113.2022).

In this sense, the implementation of a certified system of organisational and preventive measures represents a sign of Thema S.r.l.'s strong inclination to the culture of respect for rules, as an excellent starting point for the construction of models aimed at preventing predicate offences. According to the Confindustria Guidelines, certifications aim to improve the image and visibility of the companies that adopt them, consolidating the consensus they gain on the market among investors and customers. To this end, compliance with Legislative Decree 231/2001 represented an opportunity to revisit its organisational, management and control tools, to verify the correspondence of the company's existing procedures to the purposes laid down in the Decree and to integrate the behavioural principles and procedures already adopted.

### 3.7. MODEL CONTENT

Thema S.r.l.'s Model, the structure of which has been briefly described in the previous paragraph, is also based on:

- The Company Code of Ethics, which is an integral part of Model 231 and defines the general guidelines for company behaviour;
- The Organisational structure, within which the allocation of tasks between the various company functions is defined, by the principle of segregation of functions;
- System of delegation and distribution of powers between the various heads of company functions and with particular reference to health and safety at work;
- Mapping of the sensitive areas and instrumental corporate processes, in relation to which corporate protocols and procedures have been drawn up, aimed at regulating the operating methods to be adopted to make and implement decisions in the various risk areas;
- Penalty system, under which disciplinary measures are defined for those who violate the rules of conduct established by the Company under the Model and the Code of Ethics;
- Establishment of a Supervisory Board, entrusted with the task of monitoring the effectiveness and proper functioning of the Model, as well as its regular updating.



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### 3.8. CODE OF ETHICS CONTENT

The Code of Ethics is an integral part of the Model and sets out the corporate ethical principles that Thema S.r.l. recognises as its own and which it considers to be an essential condition for establishing relations with all its interlocutors, as well as for the internal performance of its business activities. The Organisation's Code of Ethics contains principles of conduct and basic ethical values that Thema S.r.l. is inspired by, and these principles must be respected by all those who have relations with the Organisation. In this respect, the Code of Ethics is to be considered an essential part of the Model. However, it is specified that the Code of Ethics represents an autonomous document that can be applied in general terms, whereas the Model responds to specific requirements contained in Legislative Decree no. 231/01, aimed at preventing specific offences.

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### 4. SUPERVISORY BODY

Article 6(1) of Legislative Decree 231/2001 requires, as a condition for benefiting from the exemption from administrative liability, that the task of supervising the observance and functioning of the Model, taking care of its updating, be entrusted to a Supervisory Board which, endowed with autonomous powers of initiative and control, exercises the tasks entrusted to it on an ongoing basis.

In this regard, the Confindustria Guidelines specify that, although the Legislative Decree 231/2001 allows for the option of either single or multi-member composition, the choice between one or the other solution must ensure the effectiveness of controls about the size and organisational complexity of the company.

The Decree requires the Supervisory Board to perform its functions outside the Company's operational processes, reporting periodically to the Board of Directors, free from any hierarchical relationship with the Board and with the individual heads of the Company Functions/Departments.

Following the indications contained in Legislative Decree 231/2001 and given its organisational structure, Thema S.r.l. intends to set up a monocratic Supervisory Board, composed of a member external to the Company and possessing the necessary characteristics of professionalism, honourableness, independence and autonomy of action, as well as having appropriate expertise in criminal law, compliance and corporate control.

In particular, the choice of the Supervisory Board was defined in such a way as to guarantee the following requirements:

- autonomy and independence, which are fundamental to ensure that this body is not involved in the management activities that are the subject of its inspection and control activities; indeed, the position of this body within the Organisation must guarantee the autonomy of the control initiative from any form of interference and/or conditioning by any component of the Organisation (and, in particular, the management body);
- professionalism, i.e. possessing specific skills in the field of inspection and control advisory activities, necessary for the performance of the delicate functions assigned to it, as well as an in-depth knowledge of the corporate and company organisational structure; these characteristics, combined with independence, guarantee the objectivity of judgement;
- continuity of action, i.e. constantly devoting oneself, with the necessary powers of inspection and control, to supervising compliance with the Model, seeing to its implementation and ensuring that it is regularly updated. Concerning the size of the company, the supervisory and control body is composed of a member with the aforementioned characteristics.

This choice was deemed appropriate because it balances the need to entrust this role and responsibility to persons who fully guarantee the effective autonomy and independence that the Control and Supervisory Board must necessarily have. In any case, the identification of the components shall be carried out from time to time taking into account and consistent with the specific characteristics of the Company, the regulatory and jurisprudential evolution as well as the indications expressed by doctrine and trade associations.

#### 4.1. TERM OF OFFICE, DISQUALIFICATION AND REVOCATION

The Supervisory Board is appointed by the Board of Directors and holds office for three financial years; it ceases to hold office on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of its term. Even if it has ceased to exist due to the expiry of its term, the Supervisory Board remains in office - under *an extension* - until new members are appointed.

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The members of the Supervisory Board may be re-elected no more than three times.

The SB is chosen from among persons who possess an ethical and professional profile of unquestionable value and must not be married or related up to the second degree with members of the Board of Directors.

A disqualified, incapacitated or bankrupt person, or a person who has been sentenced, even if not definitively, to a punishment entailing disqualification, even temporarily, from public offices or the inability to exercise executive offices, or who has been sentenced, even by a sentence of application of the penalty at the request of the parties *under* Article 444 of the Code of Criminal Procedure (so-called "plea bargaining sentence") for having committed one of the offences provided for by Legislative Decree no. 231/2001, cannot be appointed as Supervisory Body.

The following points constitute just cause for revocation of the Supervisory Board:

- failure to inform the Board of Directors of a conflict of interest that prevents the maintenance of the role of the SB;
- breach of confidentiality obligations about news and information acquired in the performance of the functions of the Supervisory Board.

If the revocation occurs without just cause, the revoked member may apply to be immediately reinstated in office.

The following, on the other hand, constitute grounds for disqualification of the Supervisory Board:

- the establishment of a serious breach by the Supervisory Board in the performance of its verification and control tasks;
- a conviction of the Company, even if it has not become irrevocable, or a sentence of application of the penalty at the request of the parties under Article 444 of the Code of Criminal Procedure (so-called plea bargaining sentence), where the omitted or insufficient supervision by the Supervisory Board appears from the documents.

The Supervisory Board independently regulates the rules for its functioning in a special Regulation, in particular defining the operating methods for the performance of the functions entrusted to it. The Rules and Regulations are then kept in the records of the Organisation and made available for consultation.

### 4.2. POWERS AND FUNCTIONS OF THE SUPERVISORY BODY

The Supervisory Board is entrusted with the following tasks:

- ensure that the knowledge, understanding and observance of the Model is disseminated within the Company;
- supervise compliance with the Model by the Recipients within the areas of activity potentially at risk of crime;
- monitor the validity and adequacy of the Model, with particular reference to its actual capacity to prevent the commission of the offences provided for in the Decree;
- inform the Company of the opportunity to update the Model, where there is a need for adaptation in connection with changed business and/or regulatory conditions.

When carrying out these activities, the Body will perform the following tasks:

- coordinating and cooperating with the company Departments/Functions (also through special meetings) to better monitor the company activities identified in the Model as at risk of offence;
- verify the establishment and functioning of specific 'dedicated' information channels (e.g. e-mail address

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and postal address of the registered office for paper reports), aimed at facilitating the flow of reports and information to the Body;

- carry out targeted checks on certain transactions or specific acts carried out within the areas of corporate activity identified as potentially at risk of offences, also with the support of the corporate Departments/Functions;
- verify and control the regular maintenance and effectiveness of all documentation relating to the activities/operations identified in the Model;
- verify the effective implementation of information and training initiatives on the Model undertaken by the Company, supporting it in verifying its adequacy;
- immediately report to the Board of Directors any violations of the Model, deemed justified, by the Company's Directors or senior functions thereof.

To perform the tasks listed above, the Body is endowed with the following powers:

- issue provisions to regulate its activities and prepare and update the list of information, known as "Information Flows", to be received from the company Departments/Functions;
- access, without prior authorisation, to any company document relevant to the performance of the functions assigned to it by Legislative Decree 231/ 2001;
- order that the heads of company Departments/Functions, and in any case, all Recipients, promptly provide the information, data and/or news requested from them to identify aspects connected to the various company activities relevant to the Model and to the verification of its actual implementation by the Company;
- use of external consultants of proven professionalism in cases where this is necessary for the performance of verification and control activities.

The Board of Directors of the Company assigns an annual expenditure *budget* to the Supervisory Board, appropriate to the functions assigned to it. The Body independently decides on the expenses to be incurred in compliance with the company's signatory powers and, in the case of expenses exceeding the budget, must be authorised directly by the Board of Directors.

THE SB:

- supports the Company in updating the risk assessment of the commission of offences 231;
- examines policies and procedures within the scope of the Legislative Decree 231/2001 and suggests developments and updates;
- supports the Company in the training and communication of the Model;
- supports continuous improvement, regular audits and revision of the Model;
- supports the Company in managing the whistleblower channel;
- for cases of violation of the Model, report to the Board of Directors on the most appropriate sanctions under the applicable CCNL and the provisions of the Model.

### 4.3. SUPERVISORY BODY REPORTING

To guarantee full autonomy and independence in the performance of its functions, the Supervisory Board reports directly to the Company Board of Directors.

In particular, the Supervisory Board reports on the state of implementation of the Model and the results of the activity of supervision carried out in the following ways:

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- periodically to the Board of Directors, to ensure constant alignment with top management on the activities carried out;
- on an annual basis to the Board of Directors, employing a written report illustrating the monitoring activities carried out by the Body, the critical issues that have emerged and any corrective or improvement measures appropriate for the implementation of the Model.

The Supervisory Board may be convened at any time by the Board of Directors and, in turn, may request to be heard by that body if it deems it appropriate to report on issues concerning the functioning and effective implementation of the Model or about specific situations.

To ensure a correct and effective flow of information, as well as for the complete and correct exercise of its tasks, the Body is also entitled to request clarifications or information directly from the persons having the main operational responsibilities.

#### 4.4. INFORMATION FLOWS TO THE SUPERVISORY BODY

The Legislative Decree 231/2001 sets out, among the requirements to be met by the Model, the institution of specific information obligations vis-à-vis the Supervisory Board on the part of the Organisation, aimed at enabling the Board to perform its supervisory and verification activities.

In this regard, the following information must be communicated to the Supervisory Board (so-called "Information Flows"):

- periodically, information, data, news and documents, previously identified by the Supervisory Board and formally requested by the latter from the individual functions, by the procedures and timeframes defined by the Board;
- within the scope of the verification activities of the Supervisory Body, any information, data, news and document deemed useful and/or necessary for the performance of such verifications, previously identified by the Body and formally requested to the Organisation.

It is also mandatory to transmit to the Supervisory Board information concerning:

- measures and/or information from judicial police bodies, or from any other authority, including administrative authorities, involving the Organisation or senior persons, from which it can be inferred that investigations are being carried out, even against unknown persons, for the offences referred to in Legislative Decree 231/2001, without prejudice to legally imposed obligations of confidentiality and secrecy;
- requests for legal assistance made by the Organisation in the event of criminal proceedings for offences covered by Legislative Decree 231/2001 and allegedly carried out in the performance of work duties;
- changes in the system of delegated and proxy powers, amendments to the articles of association or the company organisation chart;
- news on the actual implementation of the Model, with evidence of any disciplinary proceedings dealt with and any sanctions imposed (including measures against employees), or of the measures to dismiss such proceedings with the relevant reasons;
- reporting serious injuries (any injury with an initial prognosis of 40 days and, in any case, whose duration exceeds 40 days) occurring to employees, collaborators of Thema S.r.l. and, more generally, to all those who have access to the Company's facilities.

Concerning the means of transmission of the information referred to in this paragraph, the Body has set up an e-mail address, made known to the Recipients and access to which is restricted to the Body only. This channel

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of communication may also be used in the event of doubts as to the correct interpretation of the provisions contained in this Model or any other clarification concerning the application of the system implemented by the Organisation under Legislative Decree 231/2001.

The Body, with the support of the Company, defines the modalities of transmission of this information, notifying communication to the Departments/Functions required to send it.

Failure to send information to the Supervisory Board constitutes a violation of this Model.

#### 4.5. REGULATION OF WHISTLEBLOWING: REPORTS MANAGEMENT

Law No. 179, November 30, 2017, on 'Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship' introduced the system of the so-called "Whistleblowing", aimed at protecting employees or collaborators who report wrongdoing.

In particular, the provision amended Article 6 of Legislative Decree 231/2001 establishing that the Models adopted by organisations must now provide for:

- a) *one or more channels enabling the persons indicated in Article 5 (senior management or persons subject to the management and supervision of senior management) to provide, to protect the integrity of the Organisation, detailed reports of unlawful conduct, relevant under this decree and based on precise and consistent elements, or of breaches of the Organisations model, of which they have become aware by their functions; these channels guarantee the confidentiality of the identity of the whistleblower in the management of the reports;*
- b) *one alternative reporting channel capable of ensuring, by computerised means, the confidentiality of the identity of the reporter;*
- c) *prohibit direct or indirect acts of retaliation or discrimination against the whistleblower for reasons directly or indirectly linked to the reporting;*
- d) *in the disciplinary system adopted under paragraph 2(e), sanctions against those who breach the measures for the protection of whistleblowers, as well as against those who maliciously or grossly negligently make reports that turn out to be unfounded'.*

In light of the above, the recipients of the Model who become aware of any situations of risk of offences being committed in the corporate context or of conduct in conflict with the provisions of the Model implemented by other recipients, are obliged to promptly report them to the supervisory body. All the recipients of the Model are required to cooperate with the Organisation in guaranteeing the effectiveness and cogency of the Model, by disclosing, without delay, situations of risk (possibly before they lead to criminal offences) or even criminal offences that have already been committed (to avoid that the damage already produced has permanent or in any case repeated consequences over time).

To this end, the Organisation adopts, using this Model, a system for the virtuous management of reports by Article 6, paragraph 2-bis, of Legislative Decree 231/2001.

This system - so-called "whistleblowing" - on the one hand, it helps to identify and counter possible wrongdoing, and on the other, it serves to create a climate of transparency in which each recipient is stimulated to make his or her contribution to the company's culture of ethics and legality, without fear of retaliation by corporate bodies, hierarchical superiors or colleagues who may be the subject of the reports.

At the same time, Thema S.r.l. adopts a specific protocol aimed at protecting:

- the confidentiality and non-discrimination of bona fide whistleblowers;

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- the reputation and dignity of persons reported in bad faith.

#### 4.6. SCOPE OF APPLICATION

The reporting obligation applies whenever the recipient of the Model has a reasonable and legitimate suspicion or awareness - both based on precise and concordant factual elements - of conduct that is criminally unlawful or in any case aimed at circumventing the provisions of the Model, carried out by employees or representatives of the organisation.

In particular, the relevant report concerns two types of conduct:

- 1) unlawful conduct under Legislative Decree 231/01, i.e. conduct that is criminally relevant insofar as it may constitute 'predicate' offences referred to in Legislative Decree 231/01, even in the form of a mere attempt;
- 2) violations of the Company's Model, of which the whistleblowers have become aware because of the functions performed: in this case, the report concerns conduct which, even if it has no direct criminal relevance, in any event, contravenes Paragraph 4 introduced by Law No. 179 of November 30, 2017, concerning "Provisions for the protection of the authors of reports of offences or irregularities of which they have become aware in the context of a public or private employment relationship".

The Anglo-Saxon term whistleblowing indicates, in internal control systems, a tool through which individuals belonging to a given organisation (public or private) report to specific individuals or bodies within the organisation itself a possible fraud, offence, misdemeanour or any irregular conduct committed by other members of the organisation to circumvent the crime prevention system put in place by the Company, as they violate the control principles (general or specific ones), the safeguards or company procedures referred to in the Organisational Model.

In both cases, the Organisation and the Supervisory Board are obliged to treat the report confidentially, pending the ascertainment of any liability. In particular, the personal data of the persons involved in the report (first and foremost, the names of the reporter and the reported person) must not be disclosed without the consent of the persons concerned, unless the law expressly requires it for criminal justice purposes, to protect those persons from possible retaliation by colleagues or hierarchical superiors.

#### 4.7. REPORTS MANAGEMENT

The proper functioning of the Model requires the Supervisory Board to be promptly notified of all acts, facts, conduct and/or events that may represent a violation of the Model. It must be reiterated that the Code of Ethics, even though it is the subject of a separate document, is an integral part of the Model so a breach thereof must also be reported to the Body.

To this end, a special communication system is set up, through which the Supervisory Board must be promptly notified of any breach (or suspected breach) of the Model, even if only attempted. Reports, which may also be made anonymously provided that they are always in writing, must be duly substantiated and based on precise factual elements, indicating - where possible - the person responsible. In addition, it must be promptly reported:

1. any conduct or practice not in line with the Model, even if not of criminal relevance;
2. the commission - or the well-founded danger of commission - of predicate offences. Reports must be brought to the attention of the Supervisory Board:

- by sending an e-mail to [odv@thema-med.com](mailto:odv@thema-med.com);
- by written communication, sent to the registered office of the Company, with the indication

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*'Confidential to the Supervisory Board - strictly personal'.*

Without prejudice to the duty to forward the report to the Supervisory Board in any case, under the prescribed procedures, staff may also consider reporting to their hierarchical superior.

In any case, bona fide whistleblowers are protected against any form of discrimination, retaliation or penalisation, and the correct fulfilment of the reporting duty cannot lead to the initiation of disciplinary proceedings or the application of the relevant sanctions. In the handling of reports, confidentiality shall always be guaranteed about the identity of the reporter, without prejudice to the legal obligations and rights of the Company and persons reported in error or bad faith.

Existing contracts with external counterparties, such as consultants, suppliers and collaborators, must provide for a duty to report immediately to the Supervisory Board if they:

- become aware, in the course of their work for the Company, of violations - even if only presumed or attempted - of the Model;
- are asked by any member of the Company (senior or subject) to engage in conduct potentially divergent from the Model.

The wilful omission to report to the Supervisory Board a violation (even if only attempted) of the Model or the commission of a predicate offence by a person who, being a recipient of the Model, is aware of it by his activity in favour of or on behalf of the Company constitutes a disciplinary offence expressly sanctioned by the Company's disciplinary system.

Reports are managed and stored by the Supervisory Board, which assesses them and decides at its discretion whether it is necessary to take action; in this respect, the Board may summon the reporting party and/or the person allegedly responsible for the reported conduct. Any determination made by the body concerning the report must be duly justified in writing. Reports correctly received by the Supervisory Board are handled through a procedure consisting of several stages and characterised by the utmost confidentiality.

- 1) Firstly, the Body subjects the report to an initial assessment of its relevance, the outcome of which it may:
  - a) file the report because it is not relevant for the Decree, informing, however, the competent company departments if it is considered to be of relevance for them and in any case giving reasons in writing;
  - or
  - b) proceed to examine the merits of the report, if relevant for the Decree;
- 2) secondly, having considered the report relevant, the Body proceeds to analyse it, possibly launching an investigation to be carried out, if necessary, also with the support of the competent corporate functions as well as external consultants. Where it deems it appropriate, the Body may summon both the author of the report, if known, and the hypothetical perpetrator of the reported breach;
- 3) finally, once the evaluation and, if necessary, investigation activities have been completed, the Body proceeds to:
  - a) file the report if the breach is not established; or
  - b) inform, employing a specific written report, the Board of Directors of the violation ascertained, indicating the activity carried out, the critical issues detected and the corrective actions to be taken, if any; the Body shall also request the activation of the disciplinary procedure. In the same way, the Body may also inform the competent corporate functions, if necessary, so that they may make their respective determinations.

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The Supervisory Board informs the author of the report of the receipt, initiation and conclusion of the investigation, but does not communicate the outcome. On the contrary, the alleged infringer must be informed of the initiation and conclusion of the investigation in the cases provided for by law, the Workers' Statute and, where applicable, the National Collective Agreement.

#### 4.8. WHISTLEBLOWER PROTECTION

By the reference principles of the Model and the Code of Ethics, the author of the report may not suffer any prejudice, for the report was made in good faith, even if, following the subsequent investigation, it proves to be unfounded.

In particular, Thema S.r.l. is obliged to protect the whistleblower from any discriminatory and retaliatory action resulting from the report, such as demotion, mobbing and dismissal.

Conversely, it will be the task of Thema S.r.l. to activate internal procedures for assessing the applicability of disciplinary sanctions against whistleblowers who make, with intent or gross negligence, reports that turn out to be unfounded.

Similarly, the Organisation is obliged to protect the confidentiality of the identity of the persons reported, without prejudice to legal obligations, and to sanction anyone who violates the measures put in place to protect the confidentiality of the reporter or the reported person during the phase of ascertaining responsibility.

#### 4.9. INFORMATION COLLECTION AND STORAGE

The Supervisory Board is required to manage and store, in a specially protected archive (computerised or on paper, the latter located at the Company's registered office), all the data and information it comes into possession of or becomes aware of in the performance of its functions, including reports and - above all - notifications. These data must be kept under strict confidentiality, also by the body, for a period of no less than ten years.

## 5. SANCTION SYSTEM

The definition of a system of sanctions, applicable in the event of a violation of the provisions of this Model, constitutes a necessary condition to ensure the effective implementation of the Model, as well as an essential prerequisite to enable the Organisation to benefit from the exemption from administrative liability.

The application of disciplinary sanctions is irrespective of the initiation and outcome of any criminal proceedings initiated in cases where the breach constitutes a criminal offence within the meaning of Legislative Decree 231/2001.

The sanctions that can be imposed are differentiated according to the nature of the relationship between the perpetrator and the Organisation, as well as the importance and seriousness of the violation committed and the role and responsibility of the perpetrator.

In general, violations can be traced back to the following behaviours and classified as follows:

- a) the conduct constituting a culpable failure to implement the provisions of the Model, including company directives, procedures or instructions;
- b) conduct that constitutes a serious and wilful transgression of the provisions of the Model, such as to compromise the relationship of trust between the perpetrator and Thema S.r.l. in that it is unequivocally preordained to commit an offence.

The sanctioning procedure is referred to the Management.

### 5.1. SANCTIONS FOR THE EMPLOYEES

About employees, the Company respects the limits set out in Article 7 of Law 300/1970 (Workers' Statute) and the provisions contained in the relevant National Collective Agreement.

Non-compliance - by employees - with the provisions and procedures provided for in the Model, as well as with the rules contained in Protocols 231 of the Special Section, constitutes a breach of the obligations arising from the employment relationship under Article 2104 of the Italian Civil Code and disciplinary offence.

Thema S.r.l. has adopted a specific company regulation useful to regulate the organisation and management of the company in which the CCNL Terziario Confcommercio and the Disciplinary Measures provided for in Art. 238 are referred to.

For explanatory purposes, however, reference is made to the following sanctions:

- verbal reprimand;
- written reprimand;
- fine not exceeding the amount of three hours' pay;
- suspension from duty and pay for a period not exceeding three days;
- dismissal.

To highlight the criteria for correlating violations and disciplinary measures, it is specified that:

- a) the employee incurs the disciplinary measure of a verbal reprimand for minor offences where there is a violation of one or more procedural rules or conduct provided for in the Model;
- b) the employee incurs the disciplinary measure of a written reprimand in cases of recidivism of the infringements referred to in the preceding point; the disciplinary measure of a written reprimand is also provided for in cases where the employee makes false or unfounded reports of violations of the Model with serious misconduct;
- c) the employee incurs the disciplinary measure of a fine not exceeding the amount of three hours' pay

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in cases where, although the offence is not so serious as to make a higher penalty applicable, it is nonetheless of such importance that it does not fall within the category of minor irregularities referred to above. The disciplinary measure of a fine is also provided for in cases where the employee:

- intentionally makes false or unfounded reports of violations of the Model;
- violates the measures adopted by the Organisation to ensure the protection of the identity of the whistleblower to generate retaliatory attitudes or any other form of discrimination or penalisation against the whistleblower;

- d) the employee incurs the disciplinary measure of suspension from service and pays for a period not exceeding three days where there is a violation of one or more procedural or behavioural rules, provided for in the Model, which causes financial damage to the Organisation or exposes it to an objective situation of danger concerning the day-to-day management of the business activity;
- e) the employee incurs the disciplinary measure of dismissal if the breach of one or more provisions of the Model is so serious as to irreparably damage the relationship of trust, not allowing the continuation, even temporary, of the employment relationship. The disciplinary measure of dismissal is also provided for in cases of recurrence of the offences referred to in points b) and c), limited to false or unfounded reports made with malice or serious misconduct and to violations of the measures adopted by the Organisation to ensure the protection of the identity of the reporting person.

Thema S.r.l. does not take any disciplinary measures against an employee without complying with the procedures laid down in the Terziario Confcommercio collective bargaining agreement for individual cases. The principles of correlation and proportionality between the violation committed and the sanction imposed are guaranteed by compliance with the following criteria:

- seriousness of the violation committed;
- employee's task, role, responsibility and autonomy;
- predictability of the event;
- intentionality of the conduct or degree of negligence, recklessness or inexperience;
- overall conduct of the infringer, about the existence or non-existence of previous disciplinary measures under the terms of the CCNL;
- other special circumstances characterising the infringement.

The existence of a system of sanctions related to non-compliance with the Model must necessarily be brought to the attention of employees by the means deemed most appropriate by the Company.

### 5.2. MEASURES AGAINST DIRECTORS

In the event of an ascertained breach of the Model by one or more Directors, the Supervisory Board shall promptly inform the entire Board of Directors, so that it may take or promote the most appropriate and adequate initiatives, concerning the seriousness of the breach detected and by the powers provided for by current legislation and the Articles of Association.

In particular, in the event of a violation of the Model by one or more Directors, the Board of Directors may proceed directly, depending on the extent and gravity of the violation committed, to impose the sanction.

In the event of violations of the Model, by one or more Directors, unequivocally aimed at facilitating or instigating the commission of an offence relevant under Legislative Decree 231/2001 or to commit it, the sanctioning measures are adopted by the Shareholders' Meeting, upon proposal of the Board of Directors.



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### 5.3. MEASURES AGAINST SENIOR MANAGEMENT

Violation of the specific obligation to supervise subject persons incumbent on senior persons also entails the Organisation taking the sanctioning measures deemed most appropriate in relation, on the one hand, to the nature and seriousness of the violation committed and, on the other, to the qualification of the senior person who commits the violation.

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### 6. DISSEMINATION OF THE MODEL

Thema S.r.l., aware of the importance that the training and information aspects assume in a prevention perspective, defines a communication and training programme aimed at ensuring that the main contents of the Decree and the obligations deriving therefrom, as well as the prescriptions of the Model, are disclosed to all staff.

The training activity involves all current staff, as well as all resources that will be included in the company organisation in the future. In this respect, the relevant training activities must be planned and concretely carried out both at the time of recruitment and on the occasion of any significant change of duties, as well as following updates and/or amendments to the Model.

These activities are managed in close coordination with the Supervisory Board.

Concerning the dissemination of the Model in the corporate context, Thema S.r.l. undertakes to:

- send a communication to all personnel concerning the adoption of this Model, as well as the appointment of the Supervisory Board;
- organise training activities aimed at disseminating knowledge of the Legislative Decree 231/2001 and the prescriptions of the Model, as well as scheduling training sessions for personnel on the occasion of updates and/or amendments to the Model, in the manner deemed most appropriate.

The documentation relating to information and training activities is kept by the provisions of procedure P-6.2-01 Resource Management and made available for consultation by the Supervisory Board and any person entitled to inspect it.

#### 6.1. INFORMATION TO THIRD PARTIES

Third parties (e.g. suppliers, consultants, business partners) are provided with information on the adaptation of Thema S.r.l. to the requirements of Legislative Decree 231/2001.

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### 7. MODEL ADOPTION AND UPDATE

The Board of Directors is responsible for adopting, updating, adjusting and any other changes to the Model resulting from:

- significant violations of the provisions of the Model;
- identification of new sensitive areas, as well as instrumental/functional processes related to the start of new activities by the Organisation, or changes to those previously identified;
- changes in the organisational structure of Thema S.r.l. that have consequences for the Model;
- identification of possible areas for improvement of the Model identified by the Supervisory Board following periodic verification and monitoring activities;
- regulatory changes, doctrinal and jurisprudential developments concerning the administrative liability of organisations.

To this end, the Supervisory Board notifies the Board of Directors of the need to make changes or updates of the Model.

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### ANNEX 1- THE OFFENCES PROVIDED BY THE DECREE

The offences, the commission of which gives rise to the administrative liability of the Organisation, are those expressly and exhaustively referred to by the Legislative Decree 231/2001 and subsequent amendments and additions.

The following is a list of the offences currently included in the scope of application of Legislative Decree 231/2001 and by special laws supplementing it, specifying, however, that this is a list destined to expand shortly:

#### 1. Crimes against the Public Administration (Articles 24 and 25):

- Misappropriation of public funds (Article 316-ter of the Italian Criminal Code) - Amended by Legislative Decree No.75 of July 14, 2020, and Decree-Law No.13 of February 25, 2022;
- Misappropriation of public funds (Article 316-bis of the Italian Criminal Code) - Amended by Decree-Law No. 13 of February 25, 2022;
- Fraud in public supply (Article 356 of the Italian Criminal Code);
- Undue receipt of payments to the detriment of the European Agricultural Guidance and Guarantee Fund (EAGGF) (Art. 2, Law 898/86);
- Fraud - Amended by Legislative Decree No.75 of July 14, 2020, and Legislative Decree No.150 of October 10, 2022;
- Aggravated fraud to obtain public funds (Article 640-bis of the Italian Criminal Code);
- Computer fraud - Amended by Legislative Decree No. 184 of November 8, 2021, and by Legislative Decree No. 150 of October 10, 2022; (Article 640ter of the Italian Criminal Code);
- Extortion (Article 317 of the Italian Criminal Code);
- Corruption for the exercise of a function (Article 318 of the Italian Criminal Code);
- Bribery for an act contrary to official duties (Article 319 of the Italian Criminal Code);
- Aggravating circumstances (Article 319-bis of the Italian Criminal Code);
- Bribery in judicial proceedings (Article 319-ter of the Italian Criminal Code);
- Undue inducement to give or promise benefits (Article 319-ter of the Italian Criminal Code);
- Bribery of a person in charge of a public service (Article 320 of the Italian Criminal Code);
- Penalties for the briber (Article 321 of the Italian Criminal Code);
- Incitement to bribery (Article 322 of the Italian Criminal Code);
- Embezzlement, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery of members of international courts or organs of the European Communities or of international parliamentary assemblies or international organisations and officials of the European Communities and foreign States (Article 322-bis of the Italian Criminal Code);
- Influence peddling (Article 346-bis of the Italian Criminal Code);
- Embezzlement (Article 314(1) of the Italian Criminal Code);
- Embezzlement by profiting from another person's error (Article 316 of the Italian Criminal Code);
- Abuse of office (Article 323 of the Italian Criminal Code).

#### 2. Computer crimes - Introduced by Law 48/2008, amended by Legislative Decree 7 and 8/2016 and most recently amended by Law 133/2019, amended by Law No. 238 of December 23, 2021; (Art. 24-bis):

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- (*Forgery of*) Computer Documents (Article 491-bis of the Italian Criminal Code);
- Unauthorised access to a computer or telecommunications system (Article 615-ter of the Italian Criminal Code);
- Possession, dissemination and unauthorised installation of equipment, codes and other means of accessing computer or telecommunications systems (Article 615-quater of the Italian Criminal Code) - Amended by Law No. 238 of December 23, 2021;
- Possession, dissemination and unauthorised installation of computer equipment, devices or programmes intended to damage or disrupt a computer or telecommunications system (Article 615-quinquies of the Italian Criminal Code);
- Illegal interception, obstruction or interruption of computer or telematic communications (Article 617-quater of the Italian Criminal Code);
- Possession, dissemination and unauthorised installation of equipment and other means of intercepting, impeding or interrupting computer or telematic communications (Article 617-quinquies of the Italian Criminal Code);
- Damage to computer information, data and programmes (Article 635-bis of the Italian Criminal Code);
- Damage to computer information, data and programmes used by the State or other public body or in any case of public utility (Article 635-ter of the Italian Criminal Code);
- Damage to computer and telecommunications systems (Article 635-quater of the Italian Criminal Code);
- Damage to computer and telecommunications systems of public utility (Article 635-quinquies of the Italian Criminal Code);
- Computer fraud by the person providing electronic signature certification services (Article 640-quinquies of the Italian Criminal Code);
- Violation of the rules on the Cyber National Security Perimeter (art. 1 Law 133/2019).

### 3. Organised crime offences, introduced by Law 94/2009 - Amended by Law 69/2015 and most recently by Law 43/2019 (Article 24-ter):

- Criminal conspiracy, also aimed at committing any of the offences referred to in Articles 600, 601, 601-bis and 602, as well as Article 12(3-bis) of the Consolidated Text of the provisions governing immigration and the status of foreigners, referred to in Legislative Decree No. 286 of July 25, 1998 (Article 416 of the Italian Criminal Code);
- Mafia-type associations, including foreign ones (Article 416-bis of the Italian Criminal Code);
- Political-mafia electoral exchange (Article 416-ter of the Italian Criminal Code);
- Kidnapping for extortion (Article 630 of the Italian Criminal Code);
- Association for illicit trafficking in narcotic drugs or psychotropic substances (Article 74 of Decree No. 309 of the President of the Republic of October 9, 1990);
- Crimes of unlawful manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or a place open to the public of weapons of war or war-like weapons or parts of them, explosives, clandestine weapons as well as more common firing weapons, excluding those provided for in Article 2(3) of Law No. 110 of April 18, 1975 (Article 407(2)(a)(5) of the Italian Code of Criminal Procedure).
- Embezzlement - Amended by Law No. 69/2015; (314 of the Italian Criminal Code)
- Embezzlement by profiting from the error of others - Amended by Legislative Decree No. 75 of July 14,

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2020; (Article 316 of the Italian Criminal Code)

- Extortion - Amended by Law No. 190/2012 and Law No. 69/2015 (Article 317 of the Italian Criminal Code);
- Corruption for the exercise of function - Amended by Law No. 190/2012, Law No. 69/2015 and Law No. 3/2019 (Article 318 of the Italian Criminal Code);
- Bribery for an act contrary to official duties - Amended by Law No. 69/2015 (Article 319 of the Italian Criminal Code);
- Aggravating circumstances (Article 319-bis of the Italian Criminal Code);
- Bribery in judicial proceedings - Amended by Law No. 69/2015 (Article 319-ter of the Italian Criminal Code);
- Undue inducement to give or promise benefits - Introduced by Law No. 190/2012 and amended by Law No. 69/2015 and Legislative Decree No. 75 of July 14, 2020 (Article 319-quater of the Italian Criminal Code);
- Bribery of a person in charge of a public service (Article 320 of the Italian Criminal Code);
- Penalties for the briber (Article 321 of the Italian Criminal Code);
- Incitement to bribery (Article 322 of the Italian Criminal Code);
- Embezzlement, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery, abuse of office by members of international courts or organs of the European Union or of international parliamentary assemblies or international organisations and by officials of the European Union and of foreign States - Amended by Law No. 190/2012, Law No. 3/2019 e Legislative Decree No. 75 of July 14, 2020, and by Legislative Decree No. 156 of October 4, 2022 (Article 322-bis of the Italian Criminal Code);
- Monetary penalty - Amended by Law No. 3/2019 (Article 322-ter of the Italian Criminal Code);
- Abuse of office - Introduced by Legislative Decree No. 75 of July 14, 2020 (Article 323 of the Italian Criminal Code);
- Influence peddling - Amended by Law No. 3/2019 (Article 346-ter of the Italian Criminal Code);
- Other offences committed exploiting the conditions laid down in Article 416-bis of the Italian Criminal Code or facilitating the activities of Mafia-type associations.

#### 4. Offences of counterfeiting money, public credit cards, revenue stamps and identifying instruments or marks

- Introduced by Law 409/2001, amended by Law 99/2009, as well as Legislative Decree 125/2016, most recently Legislative Decree No. 21/2018 (Art. 25-bis):
- Counterfeiting of money, spending and introduction into the State of counterfeit money after the agreement (Article 453 of the Italian Criminal Code);
- Altering of currency (Article 454 of the Italian Criminal Code);
- Spending and introduction into the State of counterfeit money without previous agreement (Article 455 of the Italian Criminal Code);
- Spending of counterfeit money received in good faith (Article 457 of the Italian Criminal Code);
- Counterfeiting of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps (Article 459 of the Italian Criminal Code)
- Counterfeiting watermarked paper in use for the manufacture of public credit cards or revenue stamps (Article 460 of the Italian Criminal Code);
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of money,

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revenue stamps or watermarked paper (Article 461 of the Italian Criminal Code)

- Use of counterfeit or altered revenue stamps (Article 464 of the Italian Criminal Code);
- Counterfeiting, alteration, use of trademarks or distinctive signs or patents, models and designs (Article 473 of the Italian Criminal Code);
- Introduction into the State and trade of industrial products with false signs (Article 474 of the Italian Criminal Code);
- Wrongful use and falsification of credit and payment cards - Introduced by Legislative Decree No. 21/2018 (art. 493-ter of the Italian Criminal Code);
- Fraudulent transfer of valuables Introduced by Legislative Decree No. 21/2018 (Article 512-bis of the Italian Criminal Code).

### 5. Crimes against industry and trade, introduced by Law 99/2009 (Article 25-bis 1):

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

### 6. Corporate offences - Introduced by Legislative Decree No. 61/2002, amended by Law 262/2005, Law 69/2015, Law 190/2012 and, most recently, by Legislative Decree. 38/2017 and by Law 3/2019 (Art. 25-ter):

- False corporate communications (Article 2621 of the Italian Civil Code);
- Minor offences (Article 2621-bis of the Italian Civil Code);
- False corporate communications by listed companies (Article 2622 of the Italian Civil Code);
- Obstruction of control (Article 2625(2) of the Italian Civil Code);
- Wrongful restitution of contributions (Article 2626 of the Italian Civil Code);
- Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code);
- Illegal transactions involving shares or social quotas or the parent company (Article 2628 of the Italian Civil Code);
- Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code);
- Failure to disclose a conflict of interest (Article 2629-bis of the Italian Civil Code);
- Fictitious capital formation (Article 2632 of the Italian Civil Code);
- Wrongful distribution of company assets by liquidators (Article 2633 of the Italian Civil Code);
- Bribery between private individuals - Replaced by Law No. 192/2012, amended by Legislative Decree No. 38/2017 and Law No. 3/2019 (Article 2635 of the Italian Civil Code);
- Incitement to bribery among private individuals - Introduced by Legislative Decree No. 38/2017 and amended by Law No. 3/2019 (Article 2635-bis of the Italian Civil Code);
- Ancillary penalties (Article 2635-ter of the Italian Civil Code);

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- Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code);
- Agiotage (Article 2637 of the Italian Criminal Code);
- Obstructing the exercise of the functions of public supervisory authorities (Article 2638(1) and (2) of the Italian Civil Code).

7. Crimes for terrorism or subversion of the democratic order - Introduced by Law 7/2003 amended by Legislative Decree 21/2018 (Article 25-quater):

- Subversive associations (Article 270 of the Italian Criminal Code);
- Associations for terrorism, including international terrorism or subversion of the democratic order (Article 270-bis of the Italian Criminal Code);
- Aggravating and mitigating circumstances Introduced by Legislative Decree No. 21/2018 (Art. 270-bis 1. of the Italian Criminal Code);
- Assistance to associates (Article 270b of the Italian Criminal Code);
- Enlistment for terrorism, including international terrorism (Article 270-quater of the Italian Criminal Code);
- Organisation of transfers for terrorist purposes - Introduced by Decree-Law No. 7/2015 and converted with amendments by Law No. 43/2015 (Article 270-quater.1 of the Italian Criminal Code);
- Training in activities for terrorism, including international terrorism (Article 270-quinquies of the Italian Criminal Code);
- Financing of conduct for terrorism (Law No. 153/2016, Article 270-quinquies.1 of the Italian Criminal Code);
- Subtraction of seized assets or money (Article 270-quinquies.2 of the Italian Criminal Code);
- Conduct with the purpose of terrorism (Article 270-sexies of the Italian Criminal Code);
- Attacks for terrorist or subversive purposes (Article 280 of the Italian Criminal Code);
- Act of terrorism with deadly or explosive devices (Article 280-bis of the Italian Criminal Code);
- Acts of nuclear terrorism (Article 280-ter of the Italian Criminal Code);
- Kidnapping for terrorism or subversion (Article 289-bis of the Italian Criminal Code);
- Kidnapping for coercion (Article 289-ter of the Italian Criminal Code);
- Incitement to commit any of the offences provided for in Chapters 1 and 2 (Article 302 of the Italian Criminal Code);
- Political conspiracy by agreement (Article 304 of the Italian Criminal Code);
- Political conspiracy by association (Article 305 of the Italian Criminal Code);
- Armed gangs: formation and participation (Article 306 of the Italian Criminal Code);
- Assisting participants in conspiracies or armed gangs (Article 307 of the Italian Criminal Code);
- Possession, hijacking and destruction of an aircraft (Law No. 342/1976, Art. 1);
- Damage to ground facilities (Law No. 342/1976, Art. 2);
- Sanctions (Law No. 422/1989, Art. 3);
- Urgent measures for the protection of democratic order and public safety (Art. 1 Decree-Law No. 625 of 15/12/1979, conv. with amendments in Law No. 15 of 6/02/1980);
- International Convention for the Suppression of the Financing of Terrorism New York December 9, 1999 (Art. 2).

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8. Practices of female genital mutilation, introduced by Law 7/2006 (Article 25-quater 1):
- Practices of female genital mutilation (Article 583-bis of the Italian Criminal Code).
9. Crimes against the individual - Introduced by Law 228/2003, amended by Law 38/2006, Legislative Decree 39/2014 and most recently amended by Law 199/2016 (Article 25-quinquies):
- Reduction to or maintenance of slavery or servitude (Article 600 of the Italian Criminal Code);
  - Child prostitution (Article 600-bis(1) and (2) of the Italian Criminal Code);
  - Child pornography (Article 600-ter of the Italian Criminal Code);
  - Possession of pornographic material (Article 600-quater of the Italian Criminal Code);
  - Virtual pornography (Article 600-quater.1 of the Italian Criminal Code).
  - Tourism initiatives aimed at the exploitation of child prostitution (Article 600-quinquies of the Italian Criminal Code);
  - Human trafficking (Article 601 of the Italian Criminal Code);
  - Purchase and transfer of slaves (Article 602 of the Italian Criminal Code);
  - Illegal intermediation and exploitation of labour (Article 603-bis of the Italian Criminal Code);
  - Solicitation of minors (Article 609-undecies of the Italian Criminal Code).
10. Crimes of insider trading and market manipulation - Introduced by Law 62/2005 and amended by Law 262/2005, as well as, most recently, by Legislative Decree 107/2018 (Article 25-sexies):
- Insider trading (Art. 184 Legislative Decree 58/ 1998);
  - Market manipulation (Art. 185 Legislative Decree 58/ 1998);
  - Insider trading and unlawful disclosure of inside information - Amended by Legislative Decree 107/2018 (Article 187-bis TUF);
  - Market Manipulation - Amended by Legislative Decree 107/2018 (Article 187-ter TUF);
  - Sanctions relating to violations of the provisions of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 - Introduced by Legislative Decree 107/2018 (Article 187-ter.1 TUF);
  - Liability of the organisation - Amended by Legislative Decree. 107/2018 (Article 187-quinquies TUF);
  - Prohibition of insider trading and unlawful disclosure of inside information (Art. 14 EU Reg. 596/2014);
  - Prohibition of market manipulation (Art. 15 Reg. EU 596/ 2014).
11. Transnational offences, introduced by Law 146/2006:
- Criminal conspiracy (Article 416 of the Italian Criminal Code);
  - Mafia-type associations (Article 416-bis of the Italian Criminal Code);
  - Conspiracy to smuggle foreign manufactured tobacco (Article 291quater of Presidential Decree 43/1973);
  - Conspiracy for illicit trafficking in narcotic drugs or psychotropic substances (Article 74 Presidential Decree 309/1990);
  - Provisions against illegal immigration (Art. 12, paras. 3, 3-bis, 3-ter and 5, Legislative Decree 286/ 1998);
  - Inducement not to make statements or to make false statements to the judicial authorities (Article 377-bis of the Italian Criminal Code);
  - Personal abetting (Article 378 of the Italian Criminal Code).
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12. Crimes of culpable homicide and grievous or very grievous bodily harm, committed in violation of the accident prevention regulations and the protection of hygiene and health at work - Introduced by Law 123/2007, subsequently amended by Law No. 186 of December 15, 2014, and Law No. 3/2018 (art. 25-septies):

- Culpable homicide (Article 589 of the Italian Criminal Code);
- Grievous or very grievous bodily harm (Article 590 of the Italian Criminal Code);
- Sanctions for the employer and the manager (Art. 55 Legislative Decree 81/ 2008).

13. Crimes relating to receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-laundering - Introduced by Legislative Decree no. 231/2007, as amended by Law 186/2014 as well as by Legislative Decree 90/2017 and most recently Legislative Decree 195/2021 (Article 25-octies):

- Receiving stolen goods - Amended by Legislative Decree No. 195/2021 (Article 648 of the Italian Criminal Code);
- Money laundering - Amended by Legislative Decree No. 195/2021 (Article 648-bis of the Italian Criminal Code);
- Use of money, goods or benefits of unlawful origin - Amended by Legislative Decree No. 195/2021 (Article 648-ter of the Italian Criminal Code)
- Self-laundering - Amended by Legislative Decree No. 195/2021 (Article 648-ter.1 of the Italian Criminal Code).

14. Crimes relating to non-cash payment instruments (Art. 25 Octies.1 - Amended Legislative Decree 184/ 2021):

- Misuse and counterfeiting of non-cash payment instruments Royal Decree No. 1398 - Amended by Legislative Decree No. 184 of November 8, 2021 (Article 493-ter of the Italian Criminal Code)
- Possession and distribution of computer equipment, devices or programmes aimed at committing offences involving non-cash payment instruments - Introduced by Legislative Decree No. 184 of November 8, 2021 (Art. 493-quater of the Italian Criminal Code)
- Computer fraud - Amended by Legislative Decree No. 184 of November 8, 2021, and by Legislative Decree No. 150 of October 10, 2022; (Article 640 - ter of the Italian Criminal Code);

15. Copyright infringement offences, introduced by Law 99/2009 (Art. 25-novies):

- Making available to the public, by entering it into a system of telematic networks, employing connections of any kind, a protected intellectual work, or part of it Paragraph 1(a-bis)
- Offences committed on someone else's work not intended for publication if their honour/reputation is offended Paragraph 3 - Amended by Law No. 406/81, Law No. 248/2000 and Decree-Law No. 7/2005 (Article 171(1) of Law 633/1941);
- Unauthorised duplication, for profit, of computer programs; import, distribution, sale, possession for commercial or entrepreneurial purposes or rental of programs contained in media not marked by the SIAE; preparation of means intended solely to allow or facilitate the arbitrary removal or functional circumvention of devices applied to protect a computer program - Amended by Law 248/2000 (Article

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- 171-bis, paragraph 1, Law 633/1941);
- Reproduction, transfer to another medium, distribution, communication, presentation or public demonstration of the contents of a database in violation of the provisions of Articles 64-quinquies and 64-sexies of Law 633/1941, to make a profit and on media not bearing the SIAE mark; extraction or reuse of the database in violation of the provisions of Articles 102-bis and 102-ter of Law 633/41; distribution, sale and rental of the database (Article 171-bis, paragraph 2, Law 633/1941);
  - Unauthorised duplication, reproduction, transmission or dissemination in public by any process, in whole or in part, of an original work intended for the television, cinema, sale or rental circuit, discs, tapes or similar media or any other media containing phonograms, videograms of musical, cinematographic or similar audiovisual works or sequences of moving images unlawful reproduction, transmission or dissemination in public, by any process, of literary, dramatic, scientific or educational, musical or dramatic-musical, multimedia works, or parts of works, even if they are included in collective or composite works or databases introduction into the territory of the State, while not having taken part in the duplication or reproduction, possession for sale or distribution, distribution, marketing, rental or transfer for any reason, public projection, broadcasting by means of television by any process whatsoever, broadcasting by means of radio, broadcasting for listening to the public, of the unauthorised reproductions referred to in this point possession for sale or distribution, distribution, putting on the market, rental or otherwise transfer for any reason whatsoever, public projection, broadcasting by means of television by any process whatsoever, broadcasting by means of radio, broadcasting for listening to the public of the unauthorised duplication or reproduction mentioned; possession for sale or distribution, marketing, sale, rental, transfer for any reason, transmission by radio or television by any process, of video cassettes, music cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images, or any other medium for which, pursuant to Law 633/1941, the affixing of the SIAE mark is prescribed, without the SIAE mark or with a counterfeit or altered mark retransmission or broadcasting by any means, in the absence of an agreement with the lawful distributor, of an encrypted service received by means of apparatus or parts of apparatus suitable for decoding conditional access transmissions introduction into the territory of the State, possession for sale or distribution, distribution, sale, rental, assignment for any reason, commercial promotion, installation of special decoding devices or elements that allow access to an encrypted service without payment of the due fee; manufacture, import, distribution, sale, rental, assignment for any reason, advertising for sale or rental, or possession for commercial purposes, of equipment, products or components, or provision of services that have the prevalent purpose or commercial use of circumventing effective technological measures referred to in Article 102-*quater* of Law 633/1941 or are primarily designed, produced, adapted or performed for the purpose of enabling or facilitating the circumvention of the aforesaid measures; unauthorised removal or alteration of the electronic information referred to in Article 102-quinquies, or distribution, importation for distribution purposes, broadcasting by radio or television, communication or making available to the public of works or other protected material from which the electronic information itself has been removed or altered (Article 171-ter, paragraph 1, Law 633/1941);

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- Reproduction, duplication, transmission or unauthorised dissemination, sale or marketing, transfer for any reason or unauthorised importation of more than fifty copies or specimens of works protected by copyright and related rights; communication to the public, for profit, of an original work protected by copyright, or part of it, by entering it into a system of telematic networks, using connections of any kind; commission of one of the offences referred to in the preceding point by exercising in entrepreneurial form activities of reproduction, distribution, sale or marketing, importation of works protected by copyright and related rights; promotion or organisation of the unlawful activities referred to in the preceding point (Article 171-ter, paragraph 2, Law 633/1941);
- Failure to notify the SIAE, by producers or importers of the media not subject to the marking referred to in Article 181-bis of Law 633/41, within thirty days of the date of placing on the market in the national territory or of importation, of the identification data of the media not subject to the marking or false declaration of such data (Article 171-septies of Law 633/1941);
- Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of apparatus or parts of apparatus suitable for decoding audiovisual transmissions with conditional access made over the air, by satellite, by cable, in both analogue and digital form (Art. 171-octies of Law 633/1941).

**16. Offence of inducement not to make statements or to make false statements to the judicial authority - Introduced by Law 116/2009 and amended by Legislative Decree 121/2001 (Art. 25-decies):**

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

**17. Environmental crimes - Introduced by Legislative Decree 121/2011, as amended by Law 68/2015 as well as by Legislative Decree 21/2018 (Article 25 -undecies):**

- Environmental pollution (Art. 452-bis of the Italian Criminal Code);
- Environmental disaster (Article 452-quater of the Italian Criminal Code);
- Culpable offences against the environment (Article 452-quinquies of the Italian Criminal Code);
- Trafficking and abandonment of highly radioactive material (Article 452-sexies of the Italian Criminal Code);
- Aggravating circumstances (Article 452-octies of the Italian Criminal Code);
- Organised activities for the illegal trafficking of waste - Introduced by Legislative Decree No. 21/2018 (Art. 452-quaterdecies of the Italian Criminal Code);
- Killing, destroying, capturing, taking or keeping specimens of protected wild animal or plant species (Art. 727-bis of the Italian Criminal Code);
- Destruction or deterioration of habitats within a protected site (Article 733-bis of the Italian Criminal Code);
- Discharges of industrial wastewater containing dangerous substances, in the absence of authorisation or after authorisation has been suspended or revoked and discharges into the sea, by ships or aircraft, of substances or materials for which there is an absolute prohibition on spills (Art. 137(2), (3), (5), (11) and (13), Legislative Decree no. 152/ 2006);

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- Unauthorised waste management activities (Article 256, paragraphs 1, 3, 4, 5 and 6, first sentence of Legislative Decree 152/ 2006);
- Failure to remediate sites following the project approved by the competent authority (Art. 257(1) and (2), Legislative Decree 152/ 2006);
- Infringement of the obligations of communication, keeping of compulsory registers and forms (Art. 258, para. 4, second sentence, Legislative Decree 152/ 2006);
- Illegal waste trafficking (Art. 259(1), Legislative Decree 152/ 2006);
- Exceedance of emission limit values leading to the exceeding of air quality limit values (Art. 279, par. 5, Legislative Decree 152/ 2006);
- Import, export, and re-export of specimens belonging to the protected species referred to in Annexes A, B and C of Council Regulation (EC) No 338/97 of December 9, 1996, and subsequent amendments and additions; failure to comply with the prescriptions aimed at ensuring the safety of specimens belonging to protected species; use of the aforementioned specimens in a way that does not comply with the prescriptions contained in the authorisation or certification measures; transport and transit of specimens in the absence of the prescribed certificate or permit; trade in artificially reproduced plants in contrast with the prescriptions of art. 7 par. 1 lett. b) Council Regulation (EC) No. 338/97 of December 9, 1996, and subsequent amendments and additions; possession, use for profit, purchase, sale, display or possession for sale or commercial purposes, offer for sale or transfer of specimens without the prescribed documentation (Art. 1,2, 3 *bis* and 6 Law No. 150/1992);
- Falsification or alteration of certificates, licences, import notifications, declarations, and communications of information provided for in Art. 16, par. 1(a), (c), (d), (e), and (l) of Council Regulation (EC) No 338/97 of December 9, 1996, and subsequent amendments and additions (Art. 3, Law No. 150/1992);
- Possession of live specimens of mammals and reptiles of wild species and live specimens of mammals and reptiles from captive breeding that constitute a danger to public health and safety (Art. 6 of Law No. 150/1992);
- Cessation and reduction of the use of harmful substances (Art. 3 Law No. 549/1993);
- Wilful pollution of a ship flying any flag (Art. 8 of Legislative Decree No. 202/2007);
- Negligent pollution of a ship flying any flag (Art. 9 of Legislative Decree No. 202/2007).

**18. Offence of employment of third-country nationals whose stay is irregular** - Introduced by Legislative Decree 109/2012(25) amended by Law 161/2017 (Art. 25-duodecies):

- Employment of third-country nationals whose stay is irregular (Art. 22, para. 12-bis, Legislative Decree 286/ 1998);
- Transport of irregular foreigners in the territory of the State (Art. 12(3), (3a) and (3b), Legislative Decree 286/ 1998);
- Abetting the stay of irregular foreigners in the territory of the State (Art. 12(5), Legislative Decree 286/ 1998).

**19. Crimes of racism and xenophobia** - Introduced by Law 167/2017 and amended by Legislative Decree 21/2018 (Art. 25-terdecies):

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- Propaganda and incitement to commit racial discrimination (Art. 604-bis of the Italian Criminal Code);
- Aggravating circumstance - Introduced by Legislative Decree No. 21/2018 (604-ter of the Italian Criminal Code).

### 20. Offences relating to fraud in sporting competitions, unlawful gaming or betting and games of chance exercised employing prohibited devices, introduced by Law 39/2019 (Art. 25-querterdecies):

- Fraud in sporting competitions (Art. 1 Law 401/1989);
- Unauthorised exercise of gambling or betting activities (Art. 4 Law 401/1989).

### 21. Tax offences, introduced by Law No. 157/2019, as well as by Legislative Decree 75/2020 (Art. 25-quinquiesdecies):

- Fraudulent declaration through the use of invoices or other documents for non-existent transactions (Article 2(1) and (2a), Legislative Decree 74/ 2000);
- Fraudulent declaration using other artifices (Art. 3 Legislative Decree 74/ 2000);
- Issue of invoices or other documents for non-existent transactions (Article 8, paragraph 1 and paragraph 2-bis, Legislative Decree 74/ 2000);
- Concealment or destruction of accounting documents (Art. 10 Legislative Decree 74/ 2000);
- Fraudulent evasion of taxes (Art. 11 Legislative Decree 74/ 2000);
- Unfaithful declaration (Art. 4 Legislative Decree 74/ 2000);
- Failure to make a declaration (Art. 5 Legislative Decree 74/ 2020);
- Undue compensation (Art. 10c Legislative Decree 74/ 2020).

### 22. Offences of smuggling, introduced by Legislative Decree 75/2020 (Art. 25-sexiesdecies):

- Smuggling goods across land borders and customs areas (Art. 282 Presidential Decree 43/ 1973);
- Smuggling of goods in border lakes (Art. 283 Presidential Decree 43/ 1973);
- Smuggling of goods in the maritime movement (Art. 284 Presidential Decree. 43/ 1973);
- Smuggling of goods by air (Art. 285 Presidential Decree 43/ 1973);
- Smuggling in non-customs zones (Art. 286 Presidential Decree 43/ 1973);
- Smuggling for improper use of imported goods with customs facilities (Art. 287 Presidential Decree 43/ 1973);
- Smuggling in customs warehouses (Art. 288 Presidential Decree 43/ 1973);
- Smuggling in cabotage and movement (Art. 289 Presidential Decree 43/ 1973);
- Smuggling in the export of goods eligible for duty drawback (Art. 290 Presidential Decree 43/ 1973);
- Smuggling on temporary import or export (Art. 291 Presidential Decree 43/ 1973);
- Smuggling of foreign manufactured tobacco (Art. 291-bis Presidential Decree No. 43/1973);
- Aggravating circumstances of the offence of smuggling foreign tobacco products (Art. 291-ter Presidential Decree No. 43/1973)
- Conspiracy to smuggle foreign manufactured tobacco (Art. 291-querter of Presidential Decree No. 43/1973);
- Other cases of smuggling (Art. 292 Presidential Decree. 43/ 1973);
- Aggravating circumstances of smuggling (Art. 295 Presidential Decree No. 43/1973);

# ORGANISATIONAL MODEL

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- Of patrimonial security measures. Confiscation - Included by Legislative Decree No. 156 of October 4, 2022 (Art. 301 Presidential Decree 43/ 1973).

### 23. Crimes against cultural heritage (Art. 25-septiesdecies):

- Theft of cultural goods (Art. 518-bis of the Italian Criminal Code);
- Misappropriation of cultural goods (Art. 518-ter);
- Receiving stolen cultural goods (Art. 518-quater);
- Forgery of private contracts relating to cultural goods (Art. 518-octies);
- Infringements relating to the alienation of cultural goods (Art. 518-nonies)
- Illegal importation of cultural goods (Art. 518-decies);
- Illegal removal or export of cultural goods (Art. 518-undecies);
- Destruction, dispersal, defacement, contamination and unlawful use of cultural or landscape assets (Art. 518-duodecies)
- Counterfeiting of works of art (Art. 518- quaterdecies).

### 24. Laundering of cultural property and devastation and looting of cultural and landscape assets:

- Laundering of cultural goods Art. 518-sexies;
- Devastation, looting of cultural, and landscape assets Art.518-terdecies.