

**OFFICINE MACCAFERRI**  
**S.p.A.**  
**Organisation,**  
**management and**  
**control model**  
**D.Lgs. 231/2001**

**SPECIAL PART**

Issue No. 1 – October 26, 2009

Issue no. 2 – 20 March 2013

Edition n. 3 – 21 March 2016

Edition n. 4 – 27 July 2016

Issue no. 5 – 27 March 2019

Edition no. 6 – 29 January 2025

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## **PURPOSE**

These Special Parts of the Organisation, Management and Control Model (hereinafter also the "Model" or "Model 231") of Officine Maccaferri S.p.A. (hereinafter also referred to as "OM" or "the Company") are intended to define the general principles of conduct and control measures that all Recipients of the Model (as defined in paragraph 2.4 of the General Part) must follow in order to prevent, within the scope of the specific activities carried out therein and considered "at risk", the commission of the offences provided for by Legislative Decree 231/2001, as well as to ensure conditions of fairness and transparency in the conduct of company activities.

Specifically, this Model aims to:

- indicate the rules that the Recipients are required to observe for the purposes of the correct application of the prevention measures established by the Company for the management of the crimes in question;
- provide the Supervisory Body and the other Control Functions with the tools to carry out monitoring, control and verification activities.

In general, all Recipients must comply, each for the aspects of their competence, with conduct in accordance with the determinations contained in the following documents:

- the content of this Organisation, Management and Control Model pursuant to Legislative Decree 231/2001;
- the Code of Ethics of the Maccaferri Group;
- the system of delegations and powers in force and the organisational arrangements in place;
- any internal regulations<sup>1</sup> governing sensitive activities (e.g. *policies*, regulations, organizational procedures);
- any other company document that regulates the activities falling within the scope of the Decree.

## **RISK ASSESSMENT METHODOLOGY AND MAPPING OF SENSITIVE PROCESSES AND ACTIVITIES**

For the definition of these Special Parts, the Company has implemented the "*Risk Assessment 231*" activity through:

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<sup>1</sup> Any element of any internal legislation (regulations, *policies*, organisational procedures, work instructions) must be defined in accordance with and in compliance with the principles and control elements expressed in this Model.

- a preliminary examination of the entire business reality of Officine Maccaferri S.p.A., according to the characteristics of the same and the type of activity carried out, proceeding to exclude the types of crime considered not configurable;
- the acquisition and analysis of company documentation, as well as the conduct of in-depth interviews, structured in line with the criminal offences of reference and in consideration of the possible areas where the risk of committing theoretically configurable crimes can be traced.

The purpose of this activity was to:

- identify and map sensitive processes and activities potentially at risk of crime and "instrumental" activities<sup>2</sup>;
- analyze the risk profile, for each sensitive process and activity mapped, by identifying potentially applicable crimes;
- identify the methods of carrying out the potentially applicable offences;
- identify possible controls to monitor the identified risks.

The results of the Risk Assessment activities were then formalized in a specific document specifically reporting the following elements:

- processes and activities sensitive to the risk of crime;
- the Company Functions involved;
- the potential crimes that can be associated with each business activity and the exemplification of the methods of carrying out the potentially applicable types of crimes;
- the main proxies and powers of attorney in place for specific sensitive activities;
- any internal procedures in place to regulate the company's activities;
- the description of the internal control measures applied in order to protect and minimise the risks identified;
- the main traceability and archiving methods applied to the sensitive activity of reference;
- possible improvement points to be implemented.

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<sup>2</sup> An activity is defined as "instrumental" where the same, not being directly exposed to the possibility of committing a crime, represents the means through which the crime can be committed.

## **SPECIAL PART 1: MANAGEMENT OF RELATIONS WITH THE PUBLIC ADMINISTRATION AND SUPERVISORY AUTHORITIES**

### **1.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes against the Public Administration and its assets (referred to in Articles 24 and 25 of Legislative Decree 231/2001);
- Corporate crimes (referred to in Article 25-ter of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **1.2. Sensitive activities**

The main sensitive activities identified during the *Risk Assessment*, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- *Management of relations with Public Bodies during inspections;*
- *Management of relations with Public Bodies in the context of the execution of obligations;*
- *Management of relations with Public Bodies in the context of the request and obtaining of public funding;*
- *Management of institutional relations and relations with trade associations.*

The Recipients are required to adapt their conduct to what is set out in this document.

### **1.3. Roles and Responsibilities**

The activities related to the management of the *Relations Management process with the Public Administration and the Supervisory Authorities* involves the following actors/Corporate Functions:

- Legal Representative;
- Accounting function;
- Legal & Corporate Governance Function;
- General Counsel;
- Business Unit;
- Group Marketing Director;

- Any other Company Functions involved depending on the area of competence.

#### **1.4. General Principles of Conduct**

Recipients who, by reason of their assignment or function or specific mandate, are involved in *the management of relations with the Public Administration and the Supervisory Authorities*, **are required** to:

- ensure that relations and communications with Public Administration officials, as well as all activities related to the acquisition of authorisations, licences, permits, concessions and similar measures from the Public Administration, are conducted in a correct, impartial, transparent and traceable manner, in compliance with current legislation and the principles contained in the Group's Code of Ethics;
- ensure complete and immediate collaboration with the Authorities or Supervisory and Control Bodies (i.e. Judicial Authority, Guardia di Finanza, I.N.A.I.L., Labour Inspectorate, Revenue Agency, A.S.L.), ensuring that the various phases of the verification process, such as acceptance of the request for information or the inspection visit, assessment and reporting, are carried out in a manner aimed at ensuring correctness, transparency and traceability of relations with the representatives of the Control Bodies;
- diligently and promptly carry out all the obligations required by the applicable public legislation/regulations in the context of their activity;
- to ensure that relations with representatives of the Public Administration, including during inspection visits, are managed exclusively by the Managers expressly authorised to do so by the Top Management Bodies or by the persons delegated by them;
- ensure compliance with the Segregation of Duties between the persons in charge of providing the necessary information and documentation and the persons in charge of drafting the request/declaration and the persons in charge of verifying, approving and signing it;
- provide its collaborators (internal and external) with adequate directives on the methods of conduct to be adopted in formal and informal contacts with subjects of the Public Administration;
- guarantee the correctness, transparency, completeness and truthfulness of all the documentation prepared and shared with the Public Administration (including the documentation relating to tax compliance as well as the request for public funding), ensuring that, where necessary, it is adequately signed by those with appropriate powers based on the system of powers of attorney

and delegations in place, as well as ensuring the correct archiving of the same in order to guarantee traceability in the various process phases;

- guarantee the traceability of all relations with the Public Administration;
- communicate, without delay, to its hierarchical manager or to the management of the Company and, at the same time, to the Supervisory Body, any conduct carried out by those who work for the public counterparty, aimed at obtaining favours, illicit donations of money or other benefits, including towards third parties, as well as any criticality, anomaly, atypical or conflict of interest that arises in the context of the relationship with the Public Administration;
- transmit to the Supervisory Body:
  - any measures or news from the Judicial Police or any other Authority from which it is evident that investigations are being carried out for crimes relevant to the purposes of the Decree, also initiated against unknown persons;
  - any act, summons to witness and judicial proceedings (civil, criminal or administrative) that involve them, in any respect, in relation to the work performed or in any case pertaining to it, as well as requests for legal assistance in the event of the initiation of legal proceedings against them for crimes relevant to the purposes of the Decree;
  - the information highlighting the disciplinary proceedings carried out and any sanctions imposed, the measures taken or the reasoned measures for the dismissal of disciplinary proceedings against company personnel.

In the context of the aforementioned conduct, **it is forbidden** to:

- promising, offering or paying, directly or indirectly, also in different forms of aid or contributions (e.g. gifts and donations), sums of money, goods in kind or other benefits (except in the case of gifts or utilities of modest value and in any case in accordance with normal commercial practice), including as a result of unlawful pressure, to public officials or private interlocutors, when they are appointed to provide a public service, or to intermediaries with the aim of promoting or favouring the interests of the Company or influencing the independence of judgement in the context of any type of relationship established with them;
- to behave in a manner that is misleading towards the Public Administration in such a way as to mislead the latter.
- to behave and undertake such behaviour and actions towards the spouses, relatives or relatives of the persons described above;



- give in to recommendations or pressure from public officials or public service officers or intermediaries and accept gifts, gifts or other benefits from them;
- behaving in any way intended to improperly influence the decisions of officials who process or make decisions on behalf of the Public Administration;
- provide or promise to provide, solicit or obtain information and/or documents that are confidential or in any way likely to compromise the integrity or reputation of one or both parties in violation of the principles of transparency and professional fairness;
- have the Company represented by a consultant or a "third party" not formally authorized and when conflicts of interest may arise;
- favour, in the purchasing processes, collaborators, suppliers, consultants or other third parties as indicated by representatives of the Public Administration, Italian or foreign, as a condition for the performance of subsequent activities;
- submit inaccurate and/or untruthful declarations and attestations by exhibiting documents, in whole or in part, that do not correspond to reality or omitting the presentation of true documents;
- allocate the sums received as disbursement or public funding for purposes other than those for which they were disbursed;
- to behave in a manner that is misleading towards the Public Administration in such a way as to mislead the latter.

### **1.5. Control devices**

The following is a list of the control principles that must be implemented by the Functions involved in the *process of Managing Relations with the Public Administration and the Supervisory Authorities*.

#### **i. Management of relations with Public Bodies during inspections**

- In the case of inspection visits, public officials/public service officers are identified upon their arrival and consequently registered.
- Inspections are managed by the Heads of the Corporate Functions responsible for the subject, with the support of the Legal & Corporate Governance Function.
- During inspections, where possible, at least two company representatives should participate.
- The documentation to be delivered/transmitted to the officers is prepared by the staff of the corporate functions involved and verified by the Heads of the same, with the support of the Legal & Corporate Governance Function.

- The inspection reports prepared by the Public Authority must be duly verified and archived by the company function responsible for managing the inspection visit.
- If a specific report is not issued by the Competent Authority, the staff of the Company Functions involved in the inspection visit shall draw up a report and/or an internal report at the end of the inspection, duly archived.

**ii. Management of relations with Public Bodies in the context of the execution of obligations**

- The staff of the competent Function/Office prepares, on the occasion of the transmission of applications, applications, communications, deeds, declarations, reports or other documentation required by the Public Administration, the file and the related supporting documentation.
- The Head of the competent Function/Office, or person delegated by him/her, carries out a verification of the completeness and correctness of the documentation to be sent/transmitted to the Public Administration.
- The documentation to be sent/transmitted to the Public Administration must be signed on the basis of the system of proxies and powers of attorney in force.
- In the event that relations with the Public Administration are maintained and managed by collaborators and/or external consultants/partners, the object of this service must be regulated by virtue of a specific contract/letter of appointment, drawn up in writing and reporting the agreed remuneration and the content of the service.

**iii. Management of relations with Public Bodies in the context of the request and obtaining of public funding**

- In the event of public funding opportunities, the documentation necessary for the request to participate in the call for proposals is prepared, as far as technical aspects are concerned, by the staff of the Business Unit concerned, with the possible support of the Legal & Corporate Governance Function. In addition, the Head of the Business Unit concerned may request data and information from the competent internal Functions in order to prepare the file for the application.
- The documentation to be sent to the Public Funding Bodies is verified by the Head of the Business Unit.
- The Head of the Business Unit concerned signs a declaration ("Declaration of truthfulness and correctness") in order to certify that the documentation produced and attached to the request for public funding is true and correct.

- The stipulation of contracts when requesting loans, contributions or public subsidies is the responsibility of the Business Unit concerned, with the possible support of the Legal & Corporate Governance Function.
- The Accounting Function informs the Head of the Business Unit concerned of the disbursement of the loan.
- The reporting activities on the use of public funding are managed by the Business Unit concerned, which ensures the correct accounting of the activities and costs that can actually be reported, also in terms of objectives achieved and documentation produced.
- The Head of the Business Unit concerned, on the basis of the information received and the documentation produced and available, verifies the correct final balance in compliance with the reporting rules.
- The Head of the Business Unit concerned, in collaboration with the corporate functions concerned and, if necessary, with the support of the Legal & Corporate Governance Department, prepares the reporting statement of the transaction, in compliance with the reporting regulations.

**iv. Management of institutional relations and relations with trade associations**

- Institutional relations with the Public Bodies/Authorities with which the Company interacts are maintained by the General Counsel and the Group Marketing Director with the support of an external law firm (Studio Cattaneo, Zanetto, Pomposo & Co), also in agreement with the Heads of the relevant Business Units.
- Relations with trade associations (e.g. Confindustria) are managed by the Group Marketing Director, as the main interlocutor, and by the Heads of the relevant Business Unit.
- The relationship with the external consulting firm that supports the company in the management of institutional relationships is formalized within a special contract, drawn up in writing and reporting the agreed remuneration and the content of the service, as well as equipped with an "ethics clause", with which the counterparty undertakes to comply with the Code of Ethics and the Organizational Model pursuant to Legislative Decree 231/2001 of the Company.
- Formal meetings/hearings held with representatives of the Public Administration are documented and the relevant information is archived in paper/electronic form (e.g. in the diary of the subjects who carry out these meetings, minutes relating to the reporting of the activities carried out).

- On the occasion of meetings with representatives of the Public Administration and trade associations, where possible, at least two company representatives participate, at least one of whom has suitable powers.
- The association agreements with the partners are defined in writing with the highlighting of all the conditions of the agreement itself, with the involvement of the Legal & Corporate Governance Function and signed by a person with appropriate powers in line with the system of powers of attorney in place.

## **SPECIAL PART 2: ADMINISTRATION, FINANCE AND CONTROL**

### **2.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes of organized crime, including transactional crime (referred to in Article 24-ter of Legislative Decree 231/2001 and in Article 10 of Law 146/2006);
- Crimes against the Public Administration and its assets (in particular those referred to in Article 25 of Legislative Decree 231/2001);
- Corporate crimes (referred to in Article 25-ter of Legislative Decree 231/2001);
- Crimes committed for the purpose of terrorism or subversion of the democratic order (referred to in Article 25-quarter of Legislative Decree 231/2001);
- Offences of receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin as well as self-laundering (referred to in Article 25-octies of Legislative Decree 231/2001);
- Offences relating to payment instruments other than cash and fraudulent transfer of valuables (referred to in Article 25-octies.1 of Legislative Decree 231/2001);
- Tax crimes (referred to in Article 25-quinquiesdecies of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **2.2. Sensitive activities**

The main sensitive activities identified during the *Risk Assessment*, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- *Management of general accounting and preparation of statutory and consolidated financial statements;*
- *Budget, Forecast e reporting;*
- *Management of current accounts, collections and payments;*
- *Management of financial operations;*
- *Management of tax obligations;*

- *Management of relations with the Independent Auditors and the control bodies;*
- *Management of extraordinary transactions;*
- *Management of Intercompany financial and commercial relations.*

The Recipients are required to adapt their conduct to what is set out in this document.

### **2.3. Roles and Responsibilities**

The activities related to the management of the *Administration, Finance and Control process*:

- Chief Executive Officer;
- Board of Directors;
- Shareholders' Meeting;
- Board of Statutory Auditors;
- Chief Financial Officer;
- Accounting function;
- Funzione Consolidated Financial Statements and Reporting;
- Controlling function;
- Operations Function;
- HR & Organization Function;
- Treasury Function
- Finance Department;
- Legal & Corporate Governance Function;
- Marketing Function.
- Any other company functions involved by competence.

### **2.4. General principles of conduct**

Recipients who, by reason of their office or function or mandate, are involved in the Administration, Finance and Control process, **are required** to:

- operate in compliance with the principles established in the Code of Ethics by behaving correctly, transparently and collaboratively, adhering to the strictest principles of correctness, transparency and truthfulness;

- comply with the law, applicable accounting standards and internal rules, in all activities aimed at preparing the financial statements and consolidated financial statements and other corporate communications and tax returns, in order to provide shareholders and third parties in general with truthful and correct information on the Company's economic, equity, financial and tax situation;
- ensure, also through the aforementioned external firms, on the basis of the general accounting management process and the formulation of the financial statements, the correct compliance with the regulatory obligations regarding periodic declaration relating to income and value added taxes, as well as the payment of taxes (value added tax, certified withholdings, staff contributions, etc.);
- define and communicate to the Heads of the competent Functions, as well as to the territorial contact persons of the Maccaferri Group, the accounting criteria to be adopted also for the purposes of the consolidated financial statements, the closing calendar and appropriate codes of conduct to be used in the preparation and communication of the relevant administrative-accounting data, including the obligation to communicate clear, precise information, complete and truthful;
- observe the rules of clear, correct and complete recording in the accounting of the facts relating to the management of the Company;
- record each accounting entry that reflects a corporate transaction, keeping adequate supporting documentation that allows you to identify the reason for the transaction that generated the recognition and the related authorization;
- proceed with the valuation and recording of economic and financial elements in compliance with the criteria of reasonableness and prudence, clearly illustrating, in the relevant documentation, the criteria that guided the determination of the value of the asset;
- to work to ensure that the management facts are represented correctly and promptly so that the administrative-accounting system can achieve its objectives;
- to observe conduct based on principles of integrity, fairness and transparency in the preparation of financial statements, reports and other corporate communications required by law, so as to provide shareholders and the public with truthful and correct information on the Company's economic, equity and financial situation, in compliance with all legal and regulatory provisions and the accounting principles applied;

- define the principles, criteria, rules, methods and timing for the definition of the budget, the final balance and reporting and the subsequent disclosure to the corporate functions holding the budget for the preparation of the relevant budget, well in advance so as to allow a precise analysis of the needs for the conduct of the activities for which it is responsible;
- prepare, starting from the identification of the elements necessary for the correct allocation of the values subject to declaration, the mandatory declarations required by law on the basis of the standards provided for by the applicable legislation, subject to verification and approval by the Company's entitled parties on the basis of the powers conferred by the system of powers of attorney and corporate delegations;
- ensure compliance with the rules of Segregation of Duties between the person who carried out the transaction, the person who provides for the recording in the accounts and the person who carried out the related control;
- manage documents, reports and other annotations in a correct and sufficiently detailed manner, keeping records of activities and ensuring their preservation through archiving;
- promptly and correctly, truthfully and completely, make the communications and declarations required by law, regulations and company rules in force at the time to the Authorities or supervisory or control bodies, the market or shareholders;
- to regulate relations with external legal/tax firms by means of a specific contract within which appropriate safeguard and termination clauses are provided for in the event of non-fulfilment or incorrect fulfilment of the obligations arising from the bond, to protect the Company;
- report to the competent Managers both the existence of errors, information distortions or omissions in the accounting process of management facts, and conduct not in line with the above provisions;
- to ensure correctness, transparency and traceability in the management of relations with the Board of Statutory Auditors and the Independent Auditors as part of the control activities delegated to them by the relevant legislation;
- ensure that the documentation to be sent to the Authorities is produced, examined, shared and validated by the persons competent in the field and identified in advance;
- to ensure the regular functioning of the Company and its corporate bodies, guaranteeing and facilitating the free and correct formation of the will of the Directors and Shareholders;



- ensure compliance with tax legislation in general and monitor the evolution of the reference legislation, in order to ensure compliance with new tax regulations;
- monitor the deadlines to be respected for communications/complaints/obligations to the Tax Administration, in order to avoid delays and inaccuracies in the submission of tax documentation;
- to base relations with the tax authorities on maximum transparency, collaboration, availability and in full compliance with the institutional role played by them and the provisions of the law existing on the subject, the general principles and rules of conduct referred to in the Code of Ethics as well as in this Special Section.
- ensure that any investment transactions in financial instruments are carried out, in compliance with current regulations, on the basis of the strategies or guidelines defined by the Company and the Group;
- ensure that any type of corporate transaction is conducted by the Company in full compliance with applicable laws and regulations;
- ensure, with particular reference to extraordinary transactions<sup>3</sup>, that the competent party, be it the Board of Directors or another formally delegated person, has adequate information support/explanatory report on the transactions under consideration for the Shareholders' Meeting, such as to allow it to express an informed decision and to be subsequently communicated to the Board of Statutory Auditors according to the relevant checks.
- ensure that Directors who find themselves, on the occasion of a given transaction of the Company, in a situation, even potential, of conflict of interest, provide the Board of Directors with adequate information, indicating the nature, terms, origin and extent of the conflict of interest;
- also ensure that the Heads of Departments who find, in relation to any type of business activity, a situation, even potential, of conflict of interest, provide the competent Function and the Supervisory Body with adequate information, indicating the nature, terms, origin and extent of the conflict of interest.
- verify, before payment of invoices, that the goods, services or advice have actually been received in accordance with what has been contractually agreed;

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<sup>3</sup> Extraordinary transactions are typically those referring to the assumption of mortgages and loans, subscription and increases in share capital, granting of guarantees and sureties, granting of loans and underwriting of bonds, acquisitions of business units or shareholdings, other extraordinary transactions such as mergers, demergers, contributions).

- ensure the conservation and archiving, in a manner that guarantees their confidentiality and protection from unauthorised access, of the Company's administrative and accounting documentation, in compliance with the applicable regulatory terms.

In the context of the aforementioned conduct, **it is forbidden** to:

- to carry out actions aimed at providing misleading information with reference to the actual representation of the Company, not providing a correct representation of the Company's economic, equity and financial situation;
- omit data and information required by law on the economic, equity and financial situation of the Company;
- return contributions to shareholders or release them from the obligation to make them, except in cases of legitimate reduction of the share capital;
- to distribute profits (or advances on profits) not actually achieved or allocated by law to reserves, as well as to allocate reserves that cannot be distributed by law;
- carry out reductions in the share capital, mergers or demergers in violation of the provisions of the law protecting creditors;
- proceed in any way to the formation or fictitious increase of the share capital;
- distribute the company's assets among the shareholders, in the liquidation phase, before the payment of the company's creditors or the provision of the sums necessary to satisfy them;
- alter or destroy documents and financial and accounting information available on the network through unauthorized access or other actions suitable for the purpose;
- submit untruthful statements to the Authorities, showing documents that do not correspond in whole or in part to reality;
- to put in place activities and/or operations aimed at creating non-accounting assets, or aimed at creating "slush funds" or "parallel accounting";
- fail to report any illegitimate, incorrect, false or suspicious transaction or conflict of interest records;
- provide incomplete or misleading documents and information or conceal documents and information requested by the Statutory Auditors and the Auditor;
- promise or offer sums of money or other benefits, in any form, to the Statutory Auditors or the Auditor with the aim of promoting the interests of the Company;

- prepare and send tax returns to the competent authorities, containing false, artificial, incomplete or otherwise untrue data;
- omit tax returns/communications, required by law, in order to evade taxes;
- indicate, in the context of income tax or value added tax returns, assets for an amount lower than the actual amount or fictitious liabilities or fictitious receivables and withholdings, by carrying out objectively or subjectively simulated transactions or by making use of false documents or other fraudulent means capable of hindering the assessment and misleading the tax authorities;
- issue or issue invoices or other documents for non-existent transactions, allowing third parties to evade income or value added taxes;
- conceal or destroy all or part of accounting records or documents whose retention is mandatory, so as not to allow the reconstruction of income or turnover;
- simultaneously dispose of or carry out other fraudulent acts on one's own or others' assets capable of rendering the compulsory collection procedure ineffective in whole or in part, avoiding the payment of income or value added taxes or interest or administrative penalties relating to such taxes.

## **2.5. Control devices**

The following is a list of the control principles that must be implemented by the Departments involved in the *Administration, Finance and Control process*.

### **i. Management of general accounting and preparation of statutory and consolidated financial statements**

It should be noted that the activities described below are carried out by the competent staff of the Finance Department. For the preparation of the financial statements, the Company uses an external provider (Ernest&Young) that monitors and audits the accounting records prepared by the Accounting Function and the Consolidated Financial Statements and Reporting Function of the Finance Department.

#### *Management of access profiles to the accounting system*

- Accounting records are made by the competent staff of the Accounting Function of the Finance Department, through dedicated accounting management systems (SAP and TAGETIK) that guarantee the traceability of operations and the automatic execution of pre-set accounting controls.

- Access to the accounting management systems is allowed only to authorized personnel through the use of personal User ID and Password.
- The competent staff of the Accounting Function carries out a review of the access profiles to the accounting management system on a periodic basis, or on the occasion of organisational changes.
- Every quarter, passwords for access to accounting systems are renewed in order to maintain a high level of protection.
- A segregation of powers according to specific functions is ensured, in order to ensure adequate control in the activities carried out in the accounting system.

Management of the Chart of Accounts

- The Accounting Director is responsible for defining the structure and structure of the Chart of Accounts, as well as its management.
- The Accounting Director authorizes the request to open a new account or close an existing account, after verifying the actual need, ensuring its traceability.
- The Chart of Accounts is constantly monitored and reviewed periodically by the Accounting Function of the Finance Department.
- The request for the creation of a new account or the closure of an existing account is made in writing by the Company Function concerned to the competent staff of the Accounting Function of the Finance Department, who authorise the opening of the account, subject to verification of the actual need, guaranteeing its traceability.
- The Accounting Function of the Finance Department extracts a quarterly report from the accounting management system of the changes made to the Chart of Accounts in the reference period in order to check for any anomalies.
- With reference to active invoicing, the Commercial Management of the trading companies produces the sales order.
- The competent staff of the Commercial Department prepares the acceptance of the order by the carrier and issues the commercial invoice, after having carried out the appropriate checks.
- The Accounting Function takes care of accounting for the invoices issued.
- With reference to passive invoicing, the Accounting Function, upon receipt of the invoice:
  - verifies the conformity between the contract / order and the invoice itself;

- verifies the consistency of the VAT number indicated on the invoice and the one indicated in the purchase order. In the case of non-EU suppliers, checks are carried out on the company name and address indicated;
- verifies that the authorization documentation (e.g. approval of goods receipt/service entry) received from the company Units/Structures that manage the contract has been signed consistently with the signature levels in force.

Preparation of the Statutory and Consolidated Financial Statements

- The CFO / Chairman of the Board of Directors communicates the Company's decision regarding the timing for the approval of the Financial Statements.
- The deadlines for the closing of the Statutory and Consolidated Financial Statements are defined in a calendar drawn up by the Consolidated Financial Statements and Reporting Function with the support of the Controlling Function of the Finance Department.
- The calendar of closing activities is shared with the CFO for approval.

With particular reference to the preparation of the Statutory Financial Statements:

- The competent personnel transmits to the Heads of Department/Function involved in the closing activities, in accordance with the timing indicated in the calendar, the instructions (data and appropriate supporting documentation) necessary for the preparation of the Statutory Financial Statements.
- Each Company Department/Function is responsible for the accounting items for which it is responsible and is required to ensure the correctness, completeness and reliability of the information for the closing of the accounts.
- The Departments/Functions involved in the accounting closing activities prepare the relevant documentation and transmit the required data through a special information system (SAP).
- Each Company Department/Function guarantees documentary evidence of the processing carried out, the methods for determining the data subject to the accounting records and the checks carried out on the merits of such data.
- The competent staff of the Accounting Function verifies the completeness of the information and data received as well as the correspondence with any supporting documentation provided.
- The competent staff of the Accounting Function makes the entries relating to the year-end / period adjustment items, taking into account the information received from the Departments/Functions involved.

- Automatic/recurring accounting entries, automatically recorded by the accounting management system, are accounted for on the basis of the data entered in the systems/applications in use by the competent Departments/Company Functions, which have an automatic interface with the accounting management system.
- Manual/non-recurring accounting entries are accounted for by the competent staff of the Accounting Function on the basis of the supporting documentation and validated by the Head of the Department/Requesting Function after verification of the same.
- The adjustment/closing entries made at the time of closing the financial statements by the competent staff of the Accounting Function are approved by the Accounting Director.
- Once the entries are completed, the accounting period is blocked in order to prevent further entries by unauthorized parties. The accounting management system does not allow you to make transactions in closed accounting periods.
- The competent staff of the Accounting Function with the support of the competent staff of the Controlling Function carries out an analysis of the balance sheet items characterized by a high valuation component, or by specific complexity factors related to the application of accounting standards, or non-recurring, which are screened and validated by the CFO.
- The competent staff of the Accounting Function prepares the Financial Statements and the Notes to the Financial Statements, also with the support of an external consultant, and shares the draft of the Draft Financial Statements with the Accounting Director, who verifies (i) the completeness and accuracy of the information included in the Draft Financial Statements and (ii) the consistency between the information contained in the financial statements, and in the Notes to the Financial Statements.
- The staff of the Accounting Department, with the support of the external consultant, prepares the draft of the Company's Report on Operations on the basis of the data previously processed in the Balance Sheet and Income Statement and the information provided by the representatives of the Departments/Functions involved in the preparation of the Financial Statements.
- The Draft Financial Statements are validated by the CFO before being submitted to the Board of Directors for approval.
- The Draft Financial Statements are presented to the Shareholders' Meeting, subject to verification by the Board of Statutory Auditors and the Independent Auditors, for approval in accordance with the provisions of the Civil Code.

- On the occasion of the annual closing, the Accounting Function initiates the automatic closure of the accounting year and verifies that the reopening balances are aligned with the closing balances so as to certify the success of the automatic operation. Following the end of the accounting year, the system does not allow you to further process accounting entries for the closed period.

With specific reference to the preparation of the Consolidated Financial Statements:

- The competent personnel shall send the instructions (data and appropriate supporting documentation) necessary for the preparation of the Consolidated Financial Statements to the Heads of Departments/Departments involved in the closing activities falling within the scope of consolidation, in accordance with the timescales indicated in the calendar.
- The competent staff of the Departments/Functions involved in the Companies falling within the scope of consolidation prepare the relevant documentation and, after verification by the Manager, provide for the transmission through the dedicated accounting management system (TAGETIK).
- Accounting entries are made automatically by the dedicated accounting management system (TAGETIK) or by the competent staff of the Consolidated Financial Statements and Reporting Function, through TAGETIK which guarantees the traceability of operations and the automatic execution of pre-set accounting controls.
- Each Management/Corporate Function of the Company falling within the scope of consolidation is responsible for the accounting items for which it is responsible and is required to ensure the correctness, completeness and reliability of the information communicated to the Consolidated Financial Statements and Reporting Function for the closing of the accounts.
- Each Management/Corporate Function of the Company falling within the scope of consolidation guarantees documentary evidence of the processing carried out, the methods for determining the data subject to the accounting records and the checks carried out on the merits of such data.
- The competent staff of the Consolidated Financial Statements and Reporting Function verifies the completeness of the information and data received as well as the correspondence with any supporting documentation provided.
- The Consolidated Accounting Management System (TAGETIK) allows the automatic loading of the Reporting Packages of the Group Companies integrated into the Accounting Management System (SAP), reporting any loading errors, the management of which is the

responsibility of the competent staff of the Consolidated Financial Statements and Reporting Function.

- The competent staff of the Consolidated Financial Statements and Reporting Function verifies the accuracy and correctness of the values resulting from the processing in the consolidated accounting management system and the correct classification of the items for the purposes of preparing the Consolidated Financial Statements.
- The Head of the Consolidated Financial Statements and Reporting Function carries out a control check with the CFO on the profitability analysis carried out by the Head of the Controlling Function.
- The Head of the Consolidated Financial Statements and Reporting Function, after verifying the documentation received, authorizes the preparation of the Draft Consolidated Financial Statements.
- The Draft Consolidated Financial Statements are shared with the CFO who, in coordination with the Chief Executive Officer, carries out a further verification of the accuracy and completeness of the information contained.
- The Draft Consolidated Financial Statements are validated by the CFO and the Chief Executive Officer of the Company before being submitted to the Board of Directors for approval.
- The Draft Consolidated Financial Statements are presented to the Shareholders' Meeting of the Company, subject to verification by the Board of Statutory Auditors and the Independent Auditors, for approval in accordance with the provisions of the Italian Civil Code.

**ii. Budget, Forecast e reporting**

- The activities aimed at defining the Budget and the periodic preparation of the Group's final accounts and re-forecasts are carried out by the Controlling Function.
- The Controlling Function of the Finance Department interfaces monthly with all the Group's Legal Entities in order to collect analysis and communication of financial and operational data.
- The companies' reporting process is centralized and consolidated at the company level through the use of the appropriate system (TAGETIK). The data collected are subjected to in-depth analysis by the Finance Department, which provides for the definition of reports addressed to Top Management, the Chief Executive Officer, the Business Unit Managers and the Board of Directors. The information processed forms the basis for structured discussions and strategic decisions, which take place in dedicated sessions.



- Following the consolidation phase of reporting, specific in-depth reports are drawn up, and on a monthly basis, detailed analyses and business review sessions are conducted in which sales trends and separate margins for the various regions are verified. The meetings, which involve the Chief Executive Officer, the CFO, the heads of the Business Units and the representatives of the Management Control, aim to examine the trends of the previous month, identify any deviations from the objectives set and identify the necessary corrective actions.
- In March, June and September, the Controlling Function of the Finance Department prepares forecasts (e.g. 3+9, 6+6 and 9+3 respectively). This activity consists of updating the economic and financial forecasts for the current year, comparing the final data up to that moment with the Budget objectives initially established, with the aim of assessing the evolution of company performance until the end of the year and promptly identifying any deviations in the Budget.
- At the end of the year, the Controlling Function of the Finance Department is responsible for preparing the budget for the following year. This activity involves the analysis of economic and financial forecasts and the definition of operational objectives for the various business areas. From the end of September, the budgeting process for the following year begins, which starts with the analysis of the expected sales volumes, on the basis of which the planning activities are developed. At the same time, with the support of the competent structures, the elements useful for ensuring an accurate estimate of company costs are taken into consideration. Specifically: (i) the Operations Function is involved in the budgeting process in order to assess the costs of procurement of raw materials and goods necessary for production, making it possible to accurately determine the economic resources to be allocated for the purchase of raw materials, ensuring that variables related to suppliers, volumes needed and market conditions are considered; (ii) the HR & Organization Function is involved in the budgeting process in order to adequately consider personnel costs. In particular, salary aspects, including salaries and benefits, as well as the recruitment plan planned for the following year, are analyzed.

### **iii. Management of current accounts, collections and payments**

The activities described below are carried out by the relevant staff of the Treasury Function of the Finance Department under the supervision of the CFO. It should be noted that, in order to efficiently integrate the cash flow within the matrix organization of the companies, a cash pooling process has been launched, which will allow a centralized management of liquid resources, optimizing cash management and strengthening control over cash flows between the different corporate entities.

#### *Management of bank accounts and relations with credit institutions*

- The responsibility for managing relations with credit institutions is assigned to the Treasury Function of the Finance Department, except in cases where this requires the intervention of the CFO.
- Where possible, at least two formally authorised parties are present at the negotiations with credit institutions.
- The Treasury Function of Officine Maccaferri S.p.A. prepares the documentation to be sent to the credit institution which is signed for approval by persons with appropriate powers in accordance with the system of powers of attorney and delegations in force.
- Each new current account opening is authorized in advance by the CFO.
- The opening and closing of bank accounts are authorised and signed by a person with appropriate powers in line with the system of proxies and powers of attorney in force.
- The Treasury Function of the Finance Department carries out a periodic review of existing current accounts, also in order to assess the possible closure of inactive or poorly moved accounts.
- Bank reconciliations are carried out on a quarterly basis (depending on the periodicity of the current account reporting carried out by the bank) by the Treasury Function. The profiling of the system used for the purposes of reconciliations implies a separation between the staff responsible for performing bank reconciliations and the managers authorized to validate them.
- The Company uses a remote banking system through the Uni web platform, which complies with SWIFT standards, centralizing and optimizing liquidity management between the different corporate entities.
- In relation to the financial management of major works, there is an obligation to open dedicated accounts, which must be kept active for a certain period, as required by legislation or contractual agreements in order to ensure the traceability of financial flows.

Management of payments and collections

- The competent staff of the Accounting Function verifies, in order to proceed with the registration of invoices, that the supplies of goods/services are supported by purchase orders/contracts with suppliers showing the economic conditions of the supplies themselves; then sends the payment schedule, processed in SAP, to the Treasury Function.
- The staff of the Accounting Function in charge of the passive cycle carries out (through the system functions) a 3-way match check between the order, receipt of goods / services and the

invoice; if so, it sends the payment instruction to the Treasury Function, which triggers the approval process for payment flows.

- The preparation of payment proposals is carried out by the Treasury Function through the SAP system and is subject to authorisation by persons with adequate signing powers, ensuring the segregation of powers.
- In order to approve payment flows, a Liquidity Board is established, composed of the Chief Executive Officer, the Chief Financial Officer, the managers of the Italian perimeter and, occasionally, the Head of Operations, which verifies the invoices and expected payments and authorizes outgoing financial flows, ensuring accurate monitoring of resources.
- The approval of the Liquidity Board is formalized and integrated into the weekly payment schedule, ensuring that each financial flow is scheduled and managed in accordance with the decisions made during the Board meetings.
- Payment provisions are authorised by a person with appropriate powers on the basis of the system of powers of attorney in force.
- In order to ensure traceability, payments to suppliers are made only to current accounts indicated by them at the time of signing the contract or subsequently through written communications from them using a specific request form.
- Bank transfers are the primary payment tool.
- With reference to collections, the Assistant Treasurer, following the detection of incoming movements from the remote banking system, must carry out adequate checks on the existence of the formal requirements of the credit detected (i.e. ownership of the credit), as well as the correctness of the amounts.
- For some specific transactions (e.g. international commercial transactions) letters of credit are used for collections.
- For all collections, the accounting reconciliation between invoice and collection is guaranteed by the fact that a transitional account is generated at the time of issuing the invoice, combined with the invoice, which is closed when the Accounting Function receives the communication of collection from the Treasury Function.
- The competent staff of the Accounting Function proceeds to verify the ownership of the credit and the correctness of the amounts.

- Reconciliations are carried out in semi-automatic mode in SAP which matches the items open in accounting with the data contained in the E/C uploaded in electronic format.

Management of passive financing

- The competent Structures within the Finance Department monitor and determine the medium-long term financial needs of the Company on the basis of the results of specific analyses carried out on a periodic basis. The defined planning (and related hedging assumptions) is the subject of presentation to the Board of Directors.
- The Chief Financial Officer and/or the Head of the Treasury Function negotiate the loan agreement and/or any bond issues. Loan agreements and/or the issue of bonds - duly verified by the Chief Financial Officer and/or the Finance Manager and, where necessary, by the Legal and Corporate Representatives - must be signed, subject to the authorization of the Board of Directors, by the authorized Attorney.
- The competent staff of the Treasury Function, with the support of the external provider of administrative-accounting services, verifies the completeness and correspondence of the information recorded in the system.
- In the case of a variable interest rate, the competent staff of the Treasury Function verifies the correctness of the variable interest rates charged to the system with market rates (extrapolated from Bloomberg or a similar data provider).
- The calculation of the amount of interest to be paid is carried out automatically by the system on the basis of the contractual conditions and, in the case of variable-rate loans, the updated rate. The competent staff of the Treasury Function verifies the correspondence and consistency of the interest actually applied and what is calculated by the system.
- With regard to the repayment of loans/bonds, the following should be noted:
  - following the registration of the relevant conditions in the system, the same automatically calculates the repayment plan (including dates and amount to be paid);
  - on the basis of the deadlines set, the competent staff of the Treasury Function verifies the correctness of the amounts to be repaid and the correct updating of the residual debt (by comparison with the documents received from the bank/agent).

**iv. Financial Operations Management**

- The decision to proceed with financial transactions always finds its rationale in the Company's growth strategy. In fact, the Board of Directors is required to carry out a preliminary assessment of the transactions, aimed at verifying their opportunity, feasibility and strategic coherence.
- The Company adopts a guideline for the management of excess liquidity, providing for investments in short-term monetary instruments, such as time deposits.
- On a weekly basis, the competent Structures monitor the amount invested in time deposits, ensuring constant visibility of the liquidity available both on the current account and on short-term investments.
- The use of financial instruments, such as the issue of a bond, is assessed by the CFO.
- Transactions relating to financial instruments are approved by the Board of Directors.
- Contracts relating to financial instruments are signed by persons with appropriate powers in line with the system of powers of attorney and delegations in force.
- The approval process for CAPEX investments is structured and managed via a cloud system (OSCAR). Each CAPEX investment request starts from the Operations Function, based on the analysis of specific KPIs and comparison with the Regions and follows an authorization flow that involves multiple levels of approval, including the local General Manager, the CFO and the head of the regional requesting Function and the Head of Global Procurement. If the investment is within budget, the approval process is simplified for amounts below €50,000. If the investment exceeds this amount or represents an extra-budget, the approval of the Chief Executive Officer (CEO) and, ultimately, the Board of Directors is also required.
- Each CAPEX investment is monitored through a monthly reporting system, which ensures traceability and continuous control of the investments made, in line with the company's objectives and the approved budget. Monthly reporting is a fundamental tool for control and transparency, which makes it possible to identify any deviations from the original plan and take timely corrective actions, if necessary.
- For each investment request, it is necessary to attach a business case that highlights the expected return on investment, thus justifying the decision to make the investment in terms of economic and strategic value for the company. In addition, at least two comparable offers are required, ensuring an objective assessment of the available options.

**v. Tax compliance management**

The activities related to the management of tax obligations are coordinated by the Finance Department with the support of an external provider (PwC), hereinafter also a tax consultant.

On 1 April 2023, the companies Officine Maccaferri Tunneling S.r.l. and Incofil Tech S.r.l. entered into the National Tax Consolidation Regulation pursuant to art. 117 to 120 DPR. 917/86.

Calculation of taxes and management of declaration obligations

- The external tax consultant verifies the applicability and effects of new laws and regulations on tax matters and, where necessary, communicates the relevant tax updates to the competent corporate structures.
- Taxes (current, deferred and deferred) are calculated by the external tax consultant, with the help of an IT tool, on the basis of the data communicated to him extracted from the accounting management system.
- The analyses carried out are shared with the competent staff of the Finance Department and with the CFO who evaluates the results.

As regards direct taxes (IRES and IRAP):

- On the basis of the deadlines provided for by tax legislation, the external tax consultant prepares the Income Tax Return and the IRAP Return. The relevant data for the purposes of tax returns transmitted to it by the competent company functions are acquired directly from the accounting management system.
- The external tax consultant verifies the completeness and consistency of the data received for the purposes of IRES and IRAP direct taxes with respect to the requests for information submitted.
- Once the tax returns have been finalised, they are shared with the relevant staff of the Finance Department and with the CFO, who validates the results.
- In the event of a positive outcome of the audit, the external tax consultant is authorised in writing to transmit the IRES and IRAP Declarations to the Tax Authority within the terms of the law.
- Tax returns must be authorised in line with the existing system of powers.
- The external tax consultant provides for the electronic submission of tax returns to the Tax Administration.
- Following the transmission, the declaration forms transmitted and the electronic receipt issued by the Tax Administration (proving that they have been sent in compliance with the deadlines) with all the supporting documentation are archived.

With regard to value-added taxes (VAT):

- On the basis of the deadlines provided for by tax legislation, the external tax consultant prepares the VAT return. The relevant data for the purposes of the Annual VAT Return transmitted to it by the competent company functions are acquired directly from the accounting management system.
- The external tax consultant, with regard to the Annual VAT Return, verifies that the amounts paid during the year correspond with the amounts indicated in the same Annual Return.
- The competent staff of the Accounting Function and the CFO verify the completeness and correctness of the Declaration Forms prepared by the external tax consultant, also through a specific reperforming, by comparing the data reported in the declaration form with the results of the documentation used to support the compilation and the ministerial instructions. If successful, validate the results.
- In the event of a positive outcome of the audit, the external tax consultant is authorized in writing to transmit the Annual VAT Return to the Tax Authority within the legal deadlines.
- Tax returns must be authorised in line with the existing system of powers.
- Following the transmission, the declaration forms transmitted and the electronic receipt issued by the Tax Administration (proving that they have been sent in compliance with the deadlines) with all the supporting documentation are archived.

*Determination of IRAP deductions relating to personnel costs*

- On an annual basis, the external tax consultant, having obtained the necessary data (e.g. trial balance, contribution data, data relating to personnel costs, etc.), quantifies the IRAP deductions relating to personnel costs.

*Preparation of the Single Certification (so-called "CU")*

- The external tax consultant prepares the certification of income ("CU") to self-employed recipients on the basis of the data provided by the competent staff of the Finance Department, submitting it for approval by persons with suitable powers. Following this approval, the external tax consultant electronically sends the CU, signed by the Legal Representative.
- The external tax consultant calculates the monthly payment of withholding taxes on self-employed workers on the basis of the data provided by the competent staff of the Finance Department and prepares the relevant F24 Forms subject to approval by persons with suitable powers.

**vi. Management of relations with the Independent Auditors and the control bodies**

- The Shareholders' Meeting elects the Board of Statutory Auditors and determines its remuneration.
- Requests for information and/or consultation of administrative, accounting and tax corporate documentation are carried out through the intervention of the Legal & Corporate Governance Department, which carries out corporate coordination and secretarial activities.
- The competent parties are required to make available to the Shareholders, the Board of Statutory Auditors and the Independent Auditors the information and/or documents requested by them and/or necessary for the performance of the control activities assigned to them, ensuring compliance with the relevant legislation and keeping track of the accesses made.
- The prepared documentation/reports are delivered to the Board of Statutory Auditors after verification by the Legal & Corporate Governance Department.
- In the event that the audit has as its object the consultation of company books, administrative-accounting documents and tax returns, the Function responsible for the subject matter must make this documentation available to the Members of the Board involved in the audit.
- Any minutes of meetings with the Board of Statutory Auditors are signed by the persons with appropriate powers according to the system of powers in force.
- The Shareholders' Meeting, on the proposal of the Company's Board of Directors and having heard the opinion of the Board of Statutory Auditors, assigns the task of auditing the Financial Statements to an Independent Auditors and approving their remuneration.
- The most important documentation provided to the Auditors is preliminarily verified in terms of correctness and completeness by the competent corporate functions.
- The information flows to the Independent Auditors and the main meetings (e.g. closing and opening meetings) must be specifically recorded.
- The documentation produced as part of this process must be adequately archived by the competent company Functions/Offices, in compliance with the provisions of the law.

**vii. Management of extraordinary transactions**

Extraordinary transactions are managed by the PMO Team under the responsibility of the Chief Financial Officer, with the support of any external consultants and the Legal & Corporate Governance Function.

- In order to identify the external consultancy firm to support the management of extraordinary transactions, the Legal & Corporate Governance Function requires the listing of at least three



suppliers, always at the primary level, and puts them in competition in order to identify the most suitable one.

- The PMO Team prepares the Business Case and carries out an assessment of the feasibility and potential of the investment. The Business Case is approved by the CFO.
- Once the Business Case has been validated, the PMO Team, under the responsibility of the CFO, proceeds with the negotiation phase with the counterparty, which is first formalized within a non-binding MoU (Memorandum of Understanding) or LoI (Letter of Intent) and subsequently formalized within a binding contract.
- The MoU or LoI is drawn up by the Legal & Corporate Governance Function on the instructions of the PMO Team and the CFO, setting out the structure of the transaction, the time frames, any confidentiality agreement and exclusivity clauses, as well as the counterparty's obligation to allow and facilitate the Due Diligence process and a possible escrow agreement in the event of contingent liabilities not identified in the Due Diligence.
- Once the agreement has been reached with the target company, the Legal & Corporate Governance Function draws up a Binding Offer that is also validated by the external firm in charge.
- Any meetings with the representatives of the counterparty (such as meetings of a decision-making or programmatic nature, instrumental or aimed at formalizing deeds/contracts/agreements) must preferably be attended by at least two representatives of the Company and adequately formalized, archived and stored, keeping track of the date, objectives/motivations and participants and such information must be appropriately archived and preserved.
- To verify the feasibility of the transaction, the CFO relies on the support of an external consulting firm, which carries out a fiscal, financial, strategic, legal and reputational Due Diligence.
- Following the positive feasibility checks, the Legal & Corporate Governance Department, with the support of the external consulting firm, draws up the contract or any Sale and Purchase Agreement (SPA), considering the input of the Finance Department on pricing, ensuring that the protections used for transactions of this type are contained, including clauses suspending part of the price or redefining it. based on the fulfilment of certain conditions.

- The Legal & Corporate Governance Function, after validation of the documents by the CFO, transmits the text of the final deed to the Chief Executive Officer (or to the person specifically delegated for this purpose) and agrees on the setting of the Closing date.
- The organisation of the meeting of the Board of Directors for the approval of the extraordinary transaction is the responsibility of the Legal & Corporate Governance Department, which carries out corporate secretarial activities.
- The Marketing Function, with the support of the Legal & Corporate Governance Function, provides for the definition of the press release which, subject to the approval of the counterparty, is disseminated to the media and inserted on OM's corporate website.

**viii. Management of Intercompany financial and commercial relations**

*Intra-group business relationships*

- Commercial relations (e.g. purchase and sale of goods and services, lease, etc.) between OM S.p.A. and the other companies of the Group must be managed by virtue of regular contracts / agreements / purchase orders, which:
  - define the subject matter of the relationship between the parties (and related methods of execution), as well as the related consideration envisaged;
  - include specific clauses with which the parties undertake to comply with the rules and ethical principles established in the Code of Ethics as well as in the General Part of OM's Model 231;
  - are approved in compliance with the system of proxies and powers of attorney in force.
- The fees are determined by the Business Unit Managers in line with the market values or applicable labour costs and, where applicable, with the application of a mark-up.
- The performance of the service or delivery of the goods, in the quantity and/or quality envisaged, is certified by means of the receipt of goods/services in the system.
- The competent Functions shall issue the active invoice after registering a sales order, after having, among other things:
  - ascertained the consistency of the general accounting (material code) with the type of service or sale transfer;
  - ascertained the compatibility of the tax classification with the type of service or sale of sale;
  - found that the description in the text field of the order is exhaustive, in order to clearly

determine the origin of the service or sale transfer;

- assessed the correctness of the information entered in the sales order by the entity in charge of the activity, in relation to the name and management to which it belongs.
- Intra-group invoices must be verified, also with the help of system functions, in order to ascertain the correspondence of the amounts with respect to the provisions of the relevant contracts/orders.
- Intercompany reconciliations are prepared by the Accounting Function and Management Control, in order to ensure correct recording in the reference accounting period.

#### Management of Intercompany loans

- Intercompany loans must be governed by special contracts approved according to the powers of attorney in force.
- The interest rates to be applied must be determined in line with market values.
- The competent staff of the Finance Department verifies the completeness and correspondence of the information relating to the active loan contract recorded in the system.
- If the registration of the contract has to be managed manually, the external provider of administrative-accounting services processes the necessary entries, which are approved by an employee of the Finance Department, after verifying their accuracy.
- If the system automatically calculates interest, the competent staff of the Finance Department:
  - verifies the reconciliation of the interest rate charged to the system with the one provided for in the contract (in the case of fixed-rate financing) or with the market rate (possibly increased by the negotiated spread);
  - when collecting interest, it verifies the correspondence and consistency of the interest paid by the counterparty with what is calculated by the system;
  - on the basis of the deadlines set out in the contract, it verifies the correctness of the amounts credited. If there is a misalignment of the amounts credited with respect to what is provided for in the agreements, the counterparty must be contacted.
- In the case of loans managed manually, the competent staff of the Finance Department checks:
  - when collecting interest, the correspondence and consistency of the interest paid by the counterparty;
  - on the basis of the deadlines provided for in the contract, the correctness of the amounts

credited.

Intercompany transactions with foreign companies

- The Company prepares the Transfer Pricing documentation (Master and Country File), required by tax legislation, in accordance with the provisions contained in the provision of the Revenue Agency in force in the year of preparation and in compliance with the deadline set by it.
- The Company has adopted a specific Transfer Price Policy in order to govern the Controlled Transactions carried out with the Group's associated companies not resident in Italy.
- The Business Units are responsible for defining the prices of the Intercompany price lists, as well as interfacing with the Group's production plants to carry out the appropriate checks (e.g. regarding margins) to ensure a correct price adjustment.
- At the end of the tax period, the Head of Tax Affairs: (i) verifies the final balance of the Controlled Transactions carried out on the basis of the information available on the management system used; (ii) sends specific requests to the various subsidiaries of the Group in order to verify the information provided during the identification and recognition phase of the Controlled Transactions and the possible existence of additional Transactions not previously detected.
- Once the responses to the above requests have been received, the Accounting Function verifies that the information indicated therein complies with what was received during the price-setting phase and:
  - in the event that there are no discrepancies, it verifies the alignment of the prices applied to the results obtained through benchmark analysis carried out, where necessary, with the support of a specialized provider;
  - In the event that the information obtained deviates from that used during the price-setting procedure, it makes appropriate adjustments to reflect the differences. Subsequently, the external tax consultant verifies the alignment of the prices applied with the results obtained through a specific benchmark analysis;
  - in the event that the Controlled Transactions are not recorded during the price-setting phase, it carries out an appropriate comparability analysis and verifies the alignment of the prices applied with the results obtained through a specific benchmark analysis.
- In the event that the transfer prices applied during the year differ from the value shown in the benchmark analysis, it is necessary to make an upward or downward adjustment of the transfer

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prices actually applied in order to align the remuneration of the Controlled Transaction with the arm's length principle.

## **SPECIAL PART 3: PURCHASING MANAGEMENT**

### **3.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes of organized crime, including transnational crimes (referred to in Article 24-ter of Legislative Decree 231/2001 and Law 146/2006);
- Crimes against the Public Administration and its assets (in particular those referred to in Article 25 of Legislative Decree 231/2001);
- Crimes against industry and commerce (referred to in Article 25-bis.1 of Legislative Decree 231/2001);
- Corporate crimes (referred to in Article 25-ter of Legislative Decree 231/2001);
- Offences of receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin as well as self-laundering (referred to in Article 25-octies of Legislative Decree 231/2001);
- Offences relating to payment instruments other than cash and fraudulent transfer of valuables (referred to in Article 25-octies.1 of Legislative Decree 231/2001);
- Crimes against the individual personality (referred to in Article 25-quinquies of Legislative Decree 231/2001);
- Crimes with the purpose of terrorism and subversion of the democratic order (referred to in Article 25-quarter of Legislative Decree 231/2001);
- Offences of employment of illegally staying third-country nationals (referred to in Article 25-duodecies of Legislative Decree 231/2001);
- Tax crimes (referred to in Article 25-quinquiesdecies of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **3.2. Sensitive activities**

The main sensitive activities identified during the *Risk Assessment*, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- *Management of purchases of goods and services;*

- *Assignment management and professional advice.*

The Recipients are required to adapt their conduct to what is set out in this document.

### **3.3. Roles and Responsibilities**

The sensitive activities inherent in the management of the *Procurement Management* process involve the following actors/Company Functions:

- Procurement function;
- Chief Financial Officer (CFO);
- Chief Executive Officer (CEO);
- Accounting function;
- Treasury function;
- Legal & Corporate Governance Function;
- Any other Functions involved by competence.

### **3.4. General principles of conduct**

All Recipients who, by reason of their assignment or function or specific mandate, are involved in the *Procurement Management* process, **are required** to:

- ensure that in carrying out the activities relating to the process in question, the Code of Ethics, the laws and regulations in force as well as any applicable company procedures are complied with, respecting the system of proxies and powers of attorney in force;
- ensure that the acquisition of goods and services takes place in compliance with the principles of effectiveness, efficiency, cost-effectiveness, transparency and traceability as well as the principles of free competition, non-discrimination, equal treatment, on the basis of what has been preliminarily planned by the competent Functions in relation to verifiable criteria, as objective as possible, standardised, predetermined and linked to actual management and business needs;
- comply with requirements of effectiveness, adequacy and adequacy in all activities that fall within the process in question;
- base the relationship with the counterparties involved in the process in question on the principles of integrity, transparency and collaboration, providing adequate and complete information, and avoiding any recourse to elusive or corrupt practices, threats and violence aimed at influencing their behaviour;

- adopt, where possible, specific controls in the presence of offers for the supply of goods at prices abnormal compared to the normal market value, both in the event that they are lower and in the event that they are higher than the aforementioned value;
- verifying, also through the establishment of a supplier registry, the commercial reliability and professional integrity of the identified suppliers or consultants, establishing relationships only with subjects who are reliable, with a positive reputation and adequate with respect to the purposes of the process in question;
- ensure the traceability of the supplier selection process, through the formalization and archiving of the relevant supporting documentation;
- regulate relations with counterparties, through prior agreements/contracts in compliance with the principle of transparency, taking into account the requirement of adherence to market references;
- provide in the formal agreements, duly signed by the Company's entitled parties and counterparties on the basis of the powers conferred on them, specific termination and safeguard clauses in accordance with the control elements established for the Procurement Management process examined above;
- introduce, in the management of relations with suppliers, specific contractual clauses with which the supplier company declares that it complies with the principles contained in this Organisation, Management and Control Model as well as in the Code of Ethics adopted by the Maccaferri Group;
- ensure that authorisation processes are always accurately documented, traceable and verifiable a posteriori;
- to ensure, in the context of the process in question, compliance with the principles of protection of the person, the worker as well as the rules on health and safety and the environment;
- certify the effectiveness and compliance of the service with respect to the provisions of the contractual relationship, verifying the correctness of the invoices issued with respect to the activities actually carried out and the rates conventionally established in the reference contract/assignment;
- promptly notify the competent Function of any delays and/or defects detected during the course of the service/supply in order to allow the possible activation of the contractual remedies provided for as well as the verification of the existence of the necessary requirements to take any legal action;



- verify the regularity of payments, with reference to the full coincidence between recipients/payers and counterparties actually involved.

In the context of the aforementioned conduct, **it is forbidden** to:

- make purchases that are not reflected in a specific and justifiable need of the Company;
- to render services in favour of suppliers who are not adequately justified in the context of the contractual relationship established with them and to pay them remuneration that is not adequately justified in relation to the type of assignment to be carried out and the practices in force at the local level;
- establish relationships with suppliers if there is a well-founded suspicion that they:
  - employ foreign nationals without a regular residence permit;
  - subject their employees to unsuitable hygienic-sanitary conditions;
  - employ personnel by exploiting and taking advantage of the relative state of need as defined by the legislator<sup>4</sup>;
  - may expose the Company to the risk of committing one of the offences governed by Legislative Decree 231/2001.
- splitting up the purchases of goods, services and contracts for the execution of works, in order to circumvent the required authorization levels or the criteria for selecting the supplier;
- offer, promise, give, pay, accept, directly or indirectly, any request for money or other benefits to/from a person related to the other party or authorize anyone to give or pay, directly or indirectly, any sum of money, other benefits, advantages or anything of value to/for a person belonging to or related to the other party in order to promote or favor the interests of the Company improperly or in any case in violation of applicable laws;

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<sup>4</sup> In this regard, Article 603 *bis* of the Criminal Code, on the subject of *Illegal Intermediation and Labour Exploitation*, establishes, in paragraph 3, that "For the purposes of this article, the existence of one or more of the following conditions constitutes an indication of exploitation: 1) the repeated payment of wages in a manner that is clearly different from the national or territorial collective agreements stipulated by the most representative trade unions at the national, or in any case disproportionate to the quantity and quality of the work performed; 2) the repeated violation of the legislation relating to working hours, rest periods, weekly rest, compulsory leave, holidays; 3) the existence of violations of the rules on safety and hygiene in the workplace; 4) the subjection of the worker to degrading working conditions, surveillance methods or housing situations' and, in paragraph 4, that 'The following constitute a specific aggravating circumstance and entail an increase in the penalty from one third to one-half: 1) the fact that the number of workers recruited is greater than three; 2) the fact that one or more of the recruited subjects are minors of non-working age; (3) committing the act by exposing the exploited workers to situations of serious danger, having regard to the characteristics of the services to be performed and the working conditions.'

- force or unduly induce representatives of the counterparties involved in the process in question to recognize or promise money or other benefits, for themselves, third parties or for the benefit of the Company, as consideration for their unlawful mediation with a public official or a person in charge of a public service or as remuneration in relation to the exercise of their functions or powers;
- to pay or promise money or other benefits to the counterparty or to a person attributable to it, in order to ensure undue advantages of any kind to the Company, thanks to the intermediation work that can be exercised by the latter towards public officials or persons in charge of public services;
- resort to other forms of aid or contributions (gifts, sponsorships, representation expenses towards third parties including intermediaries, assignments, consultancy, assistance and support to family members, etc.) that have the same purposes prohibited in the previous point;
- carry out any commercial or financial transaction, either directly or through an intermediary, with persons (natural or legal persons) whose names are contained in the Lists available at the Bank of Italy, or by persons controlled by the latter, when such a relationship of control is known;
- select suppliers attributable to public officials, public service officers, as well as private counterparties in order to influence their behaviour and/or ensure advantages of any kind for the Company or the Group;
- approve contracts/purchase orders for supplies that are wholly or partially fictitious and/or unnecessary and/or at prices not aligned with market prices, also for the purpose of using, transferring, replacing or concealing financial resources of illicit origin;
- to recognize additional compensation, bonuses or contractual exceptions unless expressly authorized by a person with appropriate powers;
- recognize reimbursement of expenses to suppliers and, in general, other fees that are not covered by the contract;
- carry out wholly or partially fictitious transactions, alter in advance documentation relating to the process in question, carry out simulated transactions or carry out other fraudulent acts in such a way as to allow the recording of fictitious liabilities in the Company's accounting records and, consequently, the indication of the same as liabilities in the declarations relating to income or value added taxes;
- issue/register invoices for transactions that are wholly or partially non-existent;

- requesting/having services performed that have not been previously authorised;
- certify the provision of the activities envisaged by the contract against the procurement of goods, services and professional services that are wholly or partially fictitious or unnecessary or that provide for economic conditions higher than those of the market, in order to create extra-accounting assets or use, transfer, replace or conceal financial resources of illegal origin, or in order to achieve undue savings in tax expenditure.

### **3.5. Control devices**

The control principles that must be implemented by the Functions involved in the Procurement Management process are listed below .

#### **i. Management of purchases of goods and services**

##### Purchasing management

- The requesting Functions annually define their own forecasts of purchase requirements, in value, quantity and time.
- The requesting function selects the supplier and sends the Procurement function a completed form with all the supplier's data, including the IBAN.
- The traceability of the motivation that led to the choice of the supplier of goods/services is guaranteed (even in the case of the company's historical supplier or sole source suppliers).
- The management of the supplier master data is entrusted to the Procurement Function, which codes the supplier on SAP by entering the IBAN on which the payment is then made. In the event of a request to change the IBAN by the supplier, it will be necessary to have written confirmation (by invoice / email / PEC) from the supplier or written request from the Treasury Function and all the documentation supporting the change is stored in the supplier's master data in SAP.
- Once the supplier is active on SAP, the Procurement Function enters the purchase requisition (RFQ).
- Each purchase need must be justified and approved by the budget holder, after verification with the area budget or by authorized subjects according to the system of powers of attorney and company delegations. Purchase requests not included in the budget must be justified and authorized on an extraordinary basis.
- Once the consistency of the RFQ with the budget has been verified, the Procurement Function enters a purchase order (PO) into the system which must be approved by the Head of the

requesting Function and subsequently by the CFO or CEO depending on the amount under consideration.

- Upon receipt of the goods, the Procurement Function carries out a consistency check between what has been ordered and what has been received through a comparison between the transport document (DDT) and PO/purchase contract; in the case of services, it carries out a verification of the regularity of the performance and/or supply, ascertaining compliance with the contractual terms.
- The registration of the goods receipt and/or acceptance of the service in the system takes place only if the checks referred to in the previous point have given a positive result and is carried out by the contact person of the Procurement Function.
- The supplier then sends the invoice to the tax drawer (ESKER) and the Accounting Function checks the presence of PO and goods receipt. In the event that the supplier's invoice is not accompanied by the above documents (ODA, etc.), the competent staff of the Accounting Function will send a request to the Head of the Function concerned to carry out the necessary investigations.
- Invoices are authorised: by the Head of the requesting Function, either through ESKER (e.g. for relevant purchases in the IT field) or in some cases the Accounting Function sends the documentation to the Head of the Function concerned who must give formal authorisation via email (this authorisation is then attached to the accounting entry).

#### Contract management

- Commercial relationships must be managed on the basis of Purchase Contracts drawn up on the basis of the standard formats defined by the Legal & Corporate Governance Department.
- The use of contractual models defined by the counterparty, as well as any deviations from the conditions set out in the contractual standards in place, must be verified by the Legal & Corporate Governance Department.
- The purchase contracts contain specific clauses by virtue of which the supplier guarantees, among other things: (i) that the use, exploitation for any reason and resale of what has been acquired by the Company as part of the contractual relationship does not involve the violation of industrial and intellectual property rights of third parties; (ii) that, in the event of disputes or disputes, it shall indemnify and hold the Company harmless from any liability or consequence in this regard; (iii) to be aware of the fact that the Company has adopted an Organisation, Management and Control Model pursuant to Legislative Decree 231/01 and to have read and

undertake to behave in accordance with the law and the principles and rules set out in the Code of Ethics and of the possibility of terminating the contract in the event of violation of the declared.

- In the case of orders concerning prototypes and/or the Company's intellectual property, an NDA is also required to be signed by the selected supplier.

**ii. Assignment management and professional advice**

- The providers of professional consultancy are selected by the requesting company function, in the face of a real need corresponding to specific and predetermined objectives and projects.
- The requesting corporate function will share a specific request accompanied by a report including the indication of the need expressed, the possible solution, the consultant/professional/law firm candidate to follow the activity to the Legal & Corporate Governance function and the Chief Executive Officer.
- The requesting corporate function selects the consultant/professional/law firm from a panel of pre-qualified operators, or by activating market research. If, for operational needs, including continuity of action on the part of the collaborator, it is necessary to resort to repeated or fiduciary assignments, the requesting Function must justify the aforementioned needs in writing.
- In the event of the selection of consultants who are not previously qualified, the requesting Function carries out a verification of professionalism and ethics, as well as economic/financial checks, ensuring their traceability.
- The requesting Function selects the consultant/professional taking into account the specific topic, the level of specific skills and experience required, the reliability of the subject, the quality of previous collaboration relationships, if any, and the conditions of service offered.
- The relationship with the consultant is formalized within a special contract signed by the General Counsel and the CEO. The contracts include an express declaration by the counterparty that they are aware of and comply with the regulations referred to in Legislative Decree 231/2001 and that they undertake to comply with the Code of Ethics and the Organisational, Management and Control Model adopted by the Company.
- The signed and approved contract is uploaded to the SAP management system by the Requesting Function. Only after uploading the contract/offer on the management system is it possible to issue the relevant purchase order.

- Upon receipt of the invoice, the Head of the requesting Company Function verifies the correspondence of the data contained therein with the information indicated in the purchase order as well as with the service actually received and, subsequently, approves the document and arranges for payment.

## **SPECIAL PART 4: HUMAN RESOURCE MANAGEMENT**

### **4.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes against the Public Administration and its assets (referred to in Articles 24 and 25 of Legislative Decree 231/2001);
- Corporate crimes (referred to in Article 25-ter of Legislative Decree 231/2001);
- Offences of receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin as well as self-laundering (referred to in Article 25-octies of Legislative Decree 231/2001);
- Offences relating to payment instruments other than cash and fraudulent transfer of valuables (referred to in Article 25-octies.1 of Legislative Decree 231/2001);
- Crimes against the individual personality (referred to in Article 25-quinquies of Legislative Decree 231/2001);
- Offences of employment of illegally staying third-country nationals (referred to in Article 25-duodecies of Legislative Decree 231/2001);
- Offences relating to copyright infringement (referred to in Article 25-novies of Legislative Decree 231/2001).
- Tax crimes (referred to in Article 25-quinquiesdecies of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **4.2. Sensitive activities**

The main sensitive activities identified during the *Risk Assessment*, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- *Selection and recruitment of personnel;*
- *Staff development and incentives;*
- *Management of travel and reimbursement of expenses;*
- *Administrative management of personnel;*

- *Management of relations with trade unions;*
- *Management of staff training.*

The Recipients are required to adapt their conduct to what is set out in this document.

### **4.3. Roles and Responsibilities**

The sensitive activities inherent in the management of the *Human Resources Management process* involve the following actors/Company Functions:

- HR & Organization Function;
- Chief Executive Officer (CEO);
- Organization & Talent Acquisition;
- Talent, Development & Rewarding;
- Payroll and Personnel Administration Manager;
- Treasury function.

### **4.4. General principles of conduct**

The Recipients involved, by reason of their assignment or function or specific mandate, in *the Human Resources Management process*, **are required** to:

- operate in compliance with the Code of Ethics, the laws and regulations in force as well as any company policies and procedures, respecting criteria of meritocracy and equal opportunities, without any discrimination based on sex, racial and ethnic origin, nationality, age, political opinions, religious beliefs, state of health, sexual orientation, economic and social conditions, in relation to the real needs of the Company;
- ensure, in personnel selection activities, that the choice of candidates is made on the basis of objective considerations referring to the professional and personal characteristics necessary for the execution of the work to be carried out, avoiding favoritism of any kind;
- ascertaining and evaluating, also by means of self-declaration, during the selection process, the direct or indirect relationships of the candidate with subjects of the Public Administration;
- ensure that the definition of economic conditions is consistent with the position held by the candidate and the responsibilities/tasks assigned, in compliance with internal policies and/or the relevant national collective bargaining agreements, or is in line with market values in relation to the type of employment relationship and the professional figure concerned, and



subject to the authorisation of the Company's authorised parties, ensuring maximum transparency of remuneration policies;

- motivate and outline any economic proposals that are not in line with the aforementioned determinations;
- hire only personnel with a regular employment contract signed by internal subjects with specific power of attorney or delegation in the matter as well as by the resource concerned;
- comply with the legal requirements relating to authorisations for subsidised hiring, ensuring, in the preparation of the relevant documentation, diligence and professionalism in order to provide the competent public bodies with clear, complete and truthful information;
- ensure, when hiring a new resource, the delivery and verification by the same of the following documents: i) Organisation, management and control model of the Company, ii) Code of Ethics of the Maccaferri Group, iii) information relating to privacy and risks in the field of Occupational Safety relating to the tasks to be covered;
- to ensure working conditions within the Companies that respect personal dignity, equal opportunities and an adequate working environment, in compliance with the collective bargaining regulations of the sector and the social security, tax and insurance regulations. In particular, it is mandatory to ensure that working hours, rest periods, holidays, leaves and compulsory leave are consistent with the provisions of the relevant national collective bargaining agreements and current legislation;
- ensure, in the case of recruitment of third-country nationals, that the relevant process is carried out in compliance with current immigration legislation;
- ensure transparency and impartiality in the process of evaluation and professional growth of its resources by commensurate with incentive development systems to individual and corporate performance;
- verify, before making the reimbursement, that the expenses incurred are inherent to the performance of the work activity, adequately documented and authorized in compliance with the provisions of the appropriate policies;
- ensure the traceability of the authorization process of travel and any reimbursement of expenses as well as the control activities carried out;

- incur entertainment expenses only if inherent to the company's activities and only following authorization by the Company's entitled subjects, in compliance with a dedicated amount of expenses;
- report any reimbursement of expenses or other entertainment expenses in a special expense report with the relevant fiscally valid supporting documents;
- to carry out the mandatory obligations relating to the administrative management of personnel with the utmost diligence, providing clear, accurate, complete, faithful and truthful information;
- maintain collaborative relations with the representatives of the trade unions, ensuring compliance with the principles of fairness, transparency and impartiality;
- ensure compliance with applicable laws and regulations and, in particular, copyright legislation in staff training activities.

In the context of the aforementioned conduct, it is **forbidden** to:

- operate according to the logic of favoritism in the selection and hiring of personnel;
- tolerating forms of irregular or child labour or labour exploitation;
- hire staff, including for temporary contracts, without compliance with current regulations on social security, welfare, taxation, insurance as well as immigration regulations;
- hire or promise to hire, in the absence of the meritocracy requirements and the real needs of the Company, personnel connected to the Public Administration or relatives and relatives of public entities, or resources close to or appreciated by such subjects or intermediaries, in order to derive undue advantage or utility for the Company;
- hire a candidate only on the basis of reports from top management despite the absence of real needs of the Company and/or in the absence of an assessment of the candidate's skills, compared to other candidates examined for the same position;
- promise or grant promises of career advancement, when this does not comply with the real needs of the company and does not respect the principle of meritocracy.
- promise or grant promises of hiring/career advancement/salary increases in return for activities that do not comply with the law, the Group Code of Ethics and internal rules and regulations;
- establish employment or collaboration relationships for purely fictitious activities or with a contractual provision of remuneration artificially higher than the consideration actually due for the activity provided, in order to account for liabilities that are wholly or partially non-existent,

with a view to achieving undue savings in tax expenditure, or in order to create non-accounting assets, slush funds or parallel accounting;

- to display in the documentation sent or shared with the Public Administration, relating to the administrative management of personnel, facts that do not correspond to the truth or inaccurate or incomplete information;
- pay wages that are disproportionate to the work done or in any case clearly different and inconsistent with the provisions of national collective agreements;
- violate the regulations relating to working hours, rest periods, weekly rest, compulsory leave, holidays;
- violate the legislation on health and safety in the workplace or subject the worker to degrading working conditions;
- make reimbursement of expenses that have not been previously authorised, are not adequately justified in relation to the type of activity carried out, are not supported by fiscally valid justifications and are not shown in an adequate expense report;
- incur and recognize entertainment expenses that can be interpreted as exceeding normal commercial or courtesy practices;
- improperly use copyright-protected material in staff training activities.

#### **4.5. Control devices**

The control principles that must be implemented by the Functions involved in the Human Resources Management process are listed below .

##### **i. Selection and recruitment of personnel**

- The competent staff of the HR & Organization Function, on the basis of organisational analyses and after discussion with the relevant company Departments/Functions, prepares the staff budget for the following year for all Group companies.
- In order to identify new resources, the Hiring Manager is responsible for drafting the job description. Subsequently, the job description is submitted for approval to the Talent Acquisition Manager, the Local HR Manager and the Head of the HR & Organization Function through the authorization process activated on the nCore platform.
- Recruitment processes must be subject to approval: the Group Chief Executive Officer, together with the Head of the HR & Organization Function, approves positions up to level N-2 while N-

3 positions must be approved by the Regional General Manager, through the authorization process activated on the nCore platform.

- Before activating the external search for new personnel, the Hiring Manager verifies the availability of internal profiles in line with the requirements sought, after discussion with the Local HR Manager (and Regional if necessary) through the publication of the job description on the management system in use.
- If an internal candidate intends to participate in the selection process, he or she must inform his or her direct manager in the hierarchical line and the HR & Organization Function.
- For the purpose of selecting the suitable internal candidate to fill the position, the staff of the HR & Organization Function analyzes the curriculum, previous performance, the behavioral profile report and, where appropriate, carries out in coordination with the direct manager in the hierarchical line for a further fast assessment.
- In the event that it is not possible to find an internal resource to fill the vacant position, the HR & Organization Function activates the search for the identification of the candidate, in compliance with budget constraints, through the publication of the job description on the Company's website, on job search websites (e.g. LinkedIn), on the websites of professional bodies, in the national press and on social media platforms.
- It is also possible to start the selection process on the basis of the direct proposal of a specific candidate by subjects within the company (so-called recruitment channel through direct appointment). In this case, the name must be proposed to the Head of the HR & Organization Function or to the Talent Acquisition Manager, who must proceed with the objective evaluation of the candidate through a job interview.
- Any support for the recruitment of new resources by headhunting companies or recruitment agencies is envisaged only in the event that there have been no direct appointments, there are no valid internal candidates for the position, or if the announcements have not generated results and/or any candidates have not been deemed adequate by the Head of the HR & Organization Function.
- The search for new resources through the support of a headhunting company or a recruitment agency can only be activated following an authorization by the Regional Human Resources Business Partner or the Head of the HR & Organization Function. Local HR departments can suggest new suppliers to the Group Talent Acquisition Team to evaluate. In the event that

globally identified suppliers do not match local needs, the most appropriate supplier to entrust the search to can be identified through the involvement of at least two companies.

- The selection process of new resources involves the carrying out of several interviews and selective steps aimed at assessing the characteristics and technical skills of the candidates. Interviews are conducted by a representative of the HR & Organization Function and the Hiring Manager. For managerial roles, the involvement of an additional Manager is also envisaged.
- For internal candidates, the assessment also includes the analysis of the employee assessment performed on the Maccaferri People Performance.
- In order to ascertain and assess the candidates' skills (internal and non-internal), the Assessment Team may propose personality or individual behaviour tests. For management positions up to level N-2, these tests are mandatory. The Group Talent Acquisition Team, with the Talent Management Team, prepares special framework agreements to use the same tools in order to guarantee uniform results and evaluations.
- External candidates who incur travel costs to attend the interview are entitled to a reimbursement of expenses following prior approval by the HR & Organization Team.
- Once the interview process has been completed and the suitable resource to fill the vacant position has been identified, the local HR prepares a formal job offer that must be consistent with the position held by the candidate and the responsibilities/tasks assigned, in compliance with internal policies and/or the relevant national collective bargaining agreements, or in line with market values in relation to the type of employment relationship and the professional figure concerned.
- The staff of the HR & Organization Function sends the selected candidate a checklist concerning the list of identification documents to be provided, including the identification document.
- In the event that the selection and recruitment process concerns foreign workers, the HR & Organization Function:
  - verifies, for recruitment purposes, that the candidate is in possession of valid residence documents (for example, residence permit/card, passport, etc.). Otherwise, the hiring process cannot be concluded;
  - In the case of temporary work, it requires the third-party company to provide evidence of the regularity of the workers proposed for collaboration, unless it is impossible to continue in the relationship and/or to request the replacement of resources.

- Once the required documentation has been received, the information of the identified candidate is transmitted from the nCore management system to the personnel database (Cezanne) which automatically creates the profile of the new employee.
- During the onboarding phase, the Hiring Manager and the responsible HR Manager ensure that the candidate reads the relevant Group policies and procedures, the Code of Ethics, Model 231, the privacy policy and the occupational safety risks specific to the job to be filled. This fulfilment can be ascertained by signing or self-declaration by the candidate.
- For the recruitment of subjects belonging to protected categories, the Company avails itself of the collaboration of a specialized Head Hunter, on the basis of a specific contract signed in line with the system of powers in force, which maintains relations with the relevant public bodies.
- Compliance with the percentages provided for by law for the recruitment of persons belonging to protected categories is the responsibility of the competent staff of the HR & Organization Function.
- The documents/letters/formal acts preordained to recruitment and/or collaboration are signed by the internal subjects with specific power of attorney or delegation in the matter as well as by the resource concerned.
- The staff of the HR & Organization Function, in agreement with the other competent company functions, provides the hired employee with the company assets necessary for the performance of the functions, in line with the assigned task (e.g. laptop, mobile phone).

**ii. Staff development and incentive (including management of company benefits and assets)**

- The remuneration policy is determined according to objective criteria (responsibilities, roles, objectives) commensurate with individual and company performance, in compliance with the provisions of the CCNL in force.
- The paths of professional growth, the actions of salary increase and the assignment of variable bonuses are decided according to criteria of objectivity and transparency, through a performance evaluation process (MPP).
- Every year, the competent staff of the HR & Organization Function, together with the hierarchical manager involved, assesses the degree of achievement of the defined objectives. The evaluation of individual performance is based for 70% on the achievement of individual objectives and for 30% on compliance with the principles of conduct established by the Maccaferri Leadership Model (MLM) and includes a self-evaluation of the employee, the

evaluation of the reference Manager and calibration by the HR Business Partner. The calculation of the final bonus is done by multiplying the result of individual performance by the multiplier of company performance. The various reference multipliers are specified in the Human Resources Management Procedure.

- The competent staff of the HR & Organization Function tracks the bonuses, salary increases and career advancements recognized, delivers a specific letter to the employees involved and makes the appropriate registrations within the payroll application.
- Benefits must be assigned, on the basis of legislation, trade union agreements and other applicable individual or collective agreements, according to the contractual classification and tasks performed by the staff.
- The competent staff of the HR & Organization Function is responsible for periodically monitoring the correct assignment of benefits through a special Excel file.
- In the event of termination, for any reason, of the employment relationship or revocation of the assignment, the assignee of the assigned company mobile phones / tablets and laptops is required to immediately return these tools.
- The company car is assigned on the basis of classification criteria and the role of the personnel.
- The assignment of the company car takes place following the written formalization between the assignee and the rental / leasing company through a specific contract.
- The company car return procedure is managed by the rental/leasing company by virtue of specific contractual provisions.
- The fuel *card* is used in compliance with the instructions contained in the appropriate form for the management of fuel refund charges.

**iii. Management of travel and reimbursement of expenses**

- The management of expense reports and related reporting is carried out through the Zeta Travel Next application or through the Cezanne portal according to the guidelines defined by the company.
- The employee fills in the expense report, on a monthly basis, using the applications in use at the Group, indicating the expenses incurred during the trip and attaching the relevant expense receipts.

- The request for advances in the treasury is to be considered a viable exception in cases where the advance of an expense by the employee is excessively expensive. In any case, any advance requested must be approved by the applicant's Manager and the Treasury Department.
- Entertainment expenses (i.e. expenses for transport, board and lodging incurred to third parties for business purposes, promotion of company activities, development of commercial relationships and partnerships) are allowed only to subjects and corporate functions authorized by the Company's owners, in compliance with a pre-established amount of expenses. On the occasion of these expenses, an appropriate expense report must be completed, to which the relevant fiscally valid supporting documents must be attached, providing an indication of the date, the type of expenditure, the amount and the third party beneficiaries.
- The expense report must be authorized by the person in charge of the applicant who verifies the adequacy of the amount, the date, the type and the correspondence between the justification and what is declared in the expense report. In particular, the Head of the competent Department: (i) if the check is successful, provides for the reimbursement; (ii) if the check is unsuccessful, it rejects the expense report, indicating the reasons in the appropriate section. In the event of expenses exceeding the ceiling, the Manager must authorize the reimbursement of the indicated expenses twice. In the event of purely formal errors (e.g. the amount of the expense greater than the attached supporting document), the Head of the Function concerned will directly make the correction.
- The trips are motivated by precise and effective business needs and contained within the strictly necessary time limits. The spending limits (ceilings, type) for travel and business expenses are defined in the Group Travel Policy.
- Transfers by plane must be booked, if possible, at least three weeks before departure and in any case in Economy class. The possibility of booking tickets in Business Class is only granted to Group CEOs and N-1 Managers for intercontinental flights of more than 6 hours. Any Business Class requests from anyone other than those listed above must be approved by the Group CEO and/or Group CHRO or by the N-1 Level Managers themselves if officially delegated. Priority Pass reservations are never granted.
- Purchases of airline tickets for an amount exceeding 4,000 euros must be authorized by the Group CEO or by the Head of the HR & Organization Function or, alternatively, by the specially delegated Manager N-1.



- Train transfers, including transfers to/from the airport, must be booked in Economy Class or Second Class, Business Class can only be booked if duly authorized and only in the case of journeys lasting more than three hours.
- In the case of business trips for which overnight accommodation is required, employees must book at hotels affiliated with the Maccaferri Group, in the event that this is not possible, it is still necessary to make sure that the selected hotel is not excessively expensive.
- Expenses incurred during the trip (e.g. meals, drinks, other services) must be in line with the rules established by the Country Attachments.
- In the case of car rental, it is necessary to comply with the guidelines indicated in the Company Car Policy.

**iv. Administrative management of personnel**

- The administrative management of personnel is carried out through the use of the management system in use.
- The entry/modification of the personnel master data is entrusted to the competent staff of the HR & Organization Function.
- Registrations, changes or cancellations of employee registry by authorized personnel must be tracked and supported by documentation proving the beginning, change or end of the employment relationship.
- The attendance of employees is carried out by badge or manual entry on the attendance system in use (PeopleLink) integrated with the management system. In the case of smartworking, the manual entry of attendance into the system must be accompanied by the "smartworking" justification.
- The request for holidays/leaves and overtime is entered directly into the system by the employee concerned for authorization by the direct manager.
- The competent staff of the HR & Organization Function checks, on a monthly basis, the summary time and attendance file extracted from the system for each worker, in order to intercept any anomalies/inconsistencies.
- The competent staff of the HR & Organization Function, with the support of the external payroll firm, on the basis of the data recorded in the management system, provides for the processing of the payslips relating to salaries and the F24 Forms for the payment of contributions and withholding taxes through the use of the payroll system (ZucchettiPaghe) integrated with the

management system, which also guarantees the correspondence of the number of payslips processed with the number of employees included in the personal data, as well as the implementation of any changes relating to salary increases.

- All relevant documentation is sent to the Head of the HR & Organization Function who verifies the correctness of the data, with sample checks and, in the absence of anomalies, authorizes the relevant payment in compliance with the system of proxies and powers of attorney in force.
- The relationship with the external payroll firm is formalized in a specific contract signed by the Head of the HR & Organization Function.
- The competent staff of the Administration Function is responsible for entering the data relating to personnel costs in the accounts and carrying out balancing checks.
- The competent staff of the HR & Organization Function monitors the regularity of the residence permits/residence cards of foreign workers and/or the prior stipulation of the residence contract, if the foreign worker is already residing in Italy and, upon receipt of the expiry date, requests the renewal of the residence permit at least four months in advance.
- In the event of resignation, the employee is required to fill in and submit the resignation online via Certified Electronic Mail.
- In the event of resignation, the resigner is required to carry out an exit interview with the competent staff of the HR & Organization Function of reference aimed at identifying the reasons for the resignation.

With specific reference to the control measures in the context of the termination of users in the event of termination of the employment relationship, please refer to the provisions of Special Part 7: *Management of Information Systems*.

**v. Management of relations with trade unions**

- Trade union relations are coordinated and managed by the Head of the HR & Organization Function together with the Head of Payroll and Personnel Administration.
- The Head of the HR & Organization Function periodically reports to the CEO on the important issues that have emerged from the discussions with the trade union representatives.
- The internal trade union agreements are signed by the Head of the HR & Organization Function in line with the system of delegations and powers of attorney in force.
- Meetings with trade union representatives are attended, where possible, by at least two representatives of the Company (at least one of whom is formally delegated).

**vi. Staff training management**

- The training activities for each employee are defined at the beginning of the year by the HR & Organization Department. The training plan defines the number of courses to be provided, the duration and value of the same, in compliance with what is allocated in the budget.
- The HR & Organization Function ensures that the material used and disseminated for training complies with copyright law and, if it is necessary to photocopy, scan, include in an e-learning platform educational materials protected by copyright, it requests explicit permission from the author or from those who have received the rights from them.
- If it is necessary to resort to the support of external companies or teachers for training purposes, the relevant relationships must be formalized in special contracts signed by the Head of the HR & Organization Function containing specific clauses relating to copyright, such as, by way of example: authorization, by the teacher, to distribute the materials produced to the course learners or more generally to employees if the teaching material is to be used also at a later stage, obligation on the part of the teacher to use only original materials or in any case that he has the right to authorize the Company to reproduce, authorization, by the teacher, to modify the texts of the material produced by him.
- The Talent Development & Rewarding and Organization & Talent Acquisition Functions are responsible for the management of inter-company funded training, under the supervision of the Head of the HR & Organization Function.
- The Talent Development & Rewarding and Organization & Talent Acquisition Functions, with the support of an external consulting firm, carry out a feasibility analysis in order to identify the training initiatives to be undertaken with regard to the Funds.
- The preparation of the documentation for possible participation in calls for tenders for obtaining public funding for training activities is entrusted to the Talent Development & Rewarding and Organization & Talent Acquisition Functions with the support of an external consultant. Before forwarding the funds to the disbursing body, the documentation is signed for approval by the Legal Representative, according to the system of powers in force.
- Participants in funded courses and teachers sign a special attendance register that is archived by the HR & Organization Department.
- The reporting activities of the training interventions are managed by the external consultant.

## **SPECIAL PART 5: MANAGEMENT OF LEGAL AND CORPORATE AFFAIRS**

### **5.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes against the Public Administration and its assets (referred to in Articles 24 and 25 of Legislative Decree 231/2001);
- Corporate crimes (referred to in Article 25-ter of Legislative Decree 231/2001);
- Offences of receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin as well as self-laundering (referred to in Article 25-octies of Legislative Decree 231/2001);
- Offences relating to payment instruments other than cash and fraudulent transfer of valuables (referred to in Article 25-octies.1 of Legislative Decree 231/2001);
- Crimes of inducement not to make declarations or to make false declarations to the judicial authorities (referred to in Article 25-decies of Legislative Decree 231/2001).
- Tax crimes (referred to in Article 25-quinquiesdecies of Legislative Decree 231/2001).
- Crimes against cultural heritage and laundering of cultural property and devastation and looting of cultural and landscape property (referred to in articles 25 septiesdecies and 25-duodevicies of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **5.2. Sensitive activities**

The main sensitive activities identified during the *Risk Assessment*, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- *Litigation management;*
- *Management of ordinary operations and obligations relating to the functioning of the corporate bodies;*
- *Real estate asset management;*
- *Management of extraordinary transactions;*

- *Trademark and domain management;*
- *Design and patenting of products and technical solutions;*
- *Management of institutional relations and relations with trade associations.*

The Recipients are required to adapt their conduct to what is set out in this document.

### **5.3. Roles and Responsibilities**

The sensitive activities inherent in the management of the *Legal and Corporate Affairs Management process* involve the following actors/Corporate Functions:

- Legal & Corporate Governance Function;
- Accounting function;
- HR & Organization Function;
- Board of Directors;
- Shareholders' Meeting;
- Any other Functions concerned by competence.

### **5.4. General principles of conduct**

The Recipients involved, by reason of their assignment or function or specific mandate, in the process of *Management of legal and corporate affairs*, **are required** to:

- to provide, in the context of relations with the Judicial Authority, an active collaboration as well as to make truthful, transparent and exhaustively representative statements of the facts;
- freely express, in the event that they are suspected or accused in criminal proceedings, including related ones, relating to the work performed in the Company, their representations of the facts or to exercise the right not to answer granted by law;
- reject any attempt to condition the content of their statements and promptly inform their hierarchical superior as well as the Supervisory Body;
- promptly notify, through the communication tools existing within the Company (or with any communication tool, provided that it complies with the principle of traceability), the Supervisory Body of any act, summons to witness and judicial proceedings (civil, criminal or administrative) that involve them, in any respect, in relation to the work performed or in any case related to it;

- coerce or induce, in any form and in any manner, in the misunderstood interest of the Company, the will of the Recipients to respond to the Judicial Authority or to avail themselves of the right not to respond;
- accept, in relations with the Judicial Authority, money or other benefits, including through consultants of the Company itself;
- induce the Recipient, in relations with the Judicial Authority, to make untruthful statements;
- prepare, in compliance with the law and the Articles of Association, operational control procedures in relation to the meetings of the Shareholders' Meeting and the Board of Directors;
- guarantee the regularity of the constitution of the Assembly/Board, as well as the regularity of the individual proxies of the members and, in general, the right to attend the Assembly. To this end, the rules as established by law and by the company bylaws apply;
- ensure that the Heads of Functions who find, in relation to any type of business activity, a situation, even potential, of conflict of interest, provide the competent Function and the Supervisory Body with adequate information, indicating the nature, terms, origin and extent of the conflict of interest;
- guarantee the traceability and correct archiving of all the documentation produced and delivered in order to guarantee the traceability of the various stages of the process.

In addition, the Recipients are **expressly prohibited** from:

- adopt conduct contrary to the law and the Code of Ethics during formal and informal meetings, including through external lawyers/consultants, to induce judges or members of arbitration panels (including auxiliaries and court-appointed experts), or their intermediaries, to unduly favor the interests of the Company;
- carry out (directly or indirectly) any activity that may favor or damage one of the parties in the course of civil, criminal or administrative proceedings;
- pay, promise or offer, including through the intermediation of a third party, payments or material benefits to public officials, public service officers, private counterparties or persons attributable to them, to influence their conduct and/or ensure advantages of any kind to the Company (e.g. conclusion of a settlement agreement favourable to the Company and harmful to the counterparty);

- request or induce representatives of counterparties involved in litigation to recognize or promise money or other benefits, for themselves, third parties or for the benefit of the Company, as the price of their unlawful mediation with a public official or a person in charge of a public service;
- make statements or declare facts that do not correspond to the truth to the judicial authority;
- condition or induce, in any form and in any manner, the will of the subjects called to answer to the Judicial Authority in order not to make statements or declare facts that do not correspond to the truth;
- to show false or altered documents;
- engage in misleading conduct that may lead the Judicial Authority into an error of assessment regarding the documentation submitted;
- omit information due in order to steer the decisions of the Public Administration in its favor;
- carry out, on the occasion of meetings of the Board of Directors or the Shareholders' Meeting, simulated or fraudulent acts aimed at altering the regular procedure for the formation of the relevant will.

## **5.5. Control devices**

The following is a list of the control principles that must be implemented by the Departments involved in the *Legal and Corporate Affairs Management process*.

### **i. Litigation management**

- The Legal & Corporate Governance Function is responsible for managing litigation activities - with the exception of tax litigation, which is managed by the Accounting Function, and labour law litigation, which is managed by the HR & Organization Function - in agreement with the corporate functions concerned and with the support of the external law firm in charge.
- Relations with external law firms are regulated by specific contracts or framework agreements / conventions. The selection, contracting and management of these agreements is carried out in compliance with the control controls provided for the activity of Management of professional assignments and consultancy, as well as the system of powers in force.
- The Heads of the Corporate Functions involved in the dispute must promptly notify the aforementioned Legal & Corporate Governance Department: i) of the actual or potential occurrence of a dispute against the Company, making available to the Company the documents sent by third parties and all the documentation useful for examining the case; ii) the willingness

to initiate litigation against third parties, providing the reasons behind the request and all the documentation necessary for the evaluation of the case.

- The documentation sent to the Judicial Authority (e.g. evidence, case documents, defensive writings, etc.), duly verified in terms of correctness and accuracy, is signed by persons with adequate powers based on the system of proxies and powers of attorney in force.
- The General Counsel confers powers of attorney for litigation in compliance with the system of powers in force.
- The Legal & Corporate Governance Department, having carried out the necessary preliminary activities, on the basis of the elements in its possession and those acquired by the corporate functions concerned, internally elaborates the defensive strategy to be adopted (e.g. presentation in court, settlement agreements) and subsequently shares it with the external law firm in charge.
- The Legal & Corporate Governance Function, with the support of any external lawyer appointed, prepares information relating to the progress of the process and periodically communicates the results of this monitoring activity to the top management bodies.
- The Legal & Corporate Governance Function and the Accounting Function hold periodic meetings relating to any ongoing legal cases in order to assess the allocation of a reserve fund.
- The Legal & Corporate Governance Function communicates to the Accounting Function the amounts deriving from disputes and active and passive transactions and/or from the application of penalty clauses. The Accounting Function is responsible for accounting for these expenses.
- The preparatory documentation for reaching any settlement agreements is prepared by the external law firm or by the Legal & Corporate Governance Function itself and signed by persons with appropriate powers of attorney according to the system of powers of attorney and delegations in force.
- Each Function Manager, for the area of competence, sends the Supervisory Body, annually (by 31 January) a report relating to the active and passive disputes initiated and concluded, indicating the subject, value and name of the external professional.
- With regard to the management of disputes concerning the infringement of intellectual property rights, the Legal & Corporate Governance Function has set up a specific procedure in order to instruct the corporate population on the recognition of any violations and their management.



- In the event of suspicion of infringement of intellectual property rights, each employee of the company is required to make a report to the Legal & Corporate Governance Function which, with the support of the external law firm in charge, has the task of analysing it to verify the actual existence of the infringement and initiate legal action.

With specific reference to the control measures in the context of the management of relations with the Judicial Authorities, please refer to the provisions of Special Part 1: *Management of Relations with the Public Administration and the Supervisory Authorities*.

With specific reference to the control measures in the context of the relationship with external consultants, please refer to the provisions of Special Part 3: *Procurement management*.

**ii. Management of ordinary operations and obligations relating to the functioning of the corporate bodies (Shareholders' Meeting and Board of Directors)**

- Ordinary share capital activities, such as distribution of profits and reserves, return of contributions, etc., are managed by the corporate bodies, in accordance with the provisions of the Articles of Association and the Civil Code.
- These transactions are instructed in concert by the Legal & Corporate Governance Department, responsible for managing corporate aspects, linked, among other things, to the organisation of the corporate bodies called upon to resolve on such transactions and by the staff of the corporate functions responsible for the matter. The investigation is always carried out in compliance with the applicable regulatory provisions and the principle of segregation of duties between those who propose/instruct corporate transactions of an ordinary nature, those who verify them and those who authorize them.
- The investigation of the transaction is subject to verification by the competent company managers, also in order to ensure compliance with the applicable regulatory provisions.
- The transactions, documented/justified by the relevant supporting documentation, are authorised/resolved by the Corporate Bodies in compliance with the provisions of the Articles of Association and the Civil Code.
- Transactions on treasury shares are authorised by the Shareholders' Meeting/Sole Shareholder.
- Where necessary, the prior involvement of the Board of Statutory Auditors is envisaged.
- Adequate justification, documentation and archiving of the evidence relating to compliance with all the legislative requirements required for the management of transactions on the Company's assets, as well as any amendments made to the draft financial statements / interim financial

statements by the Board of Directors with particular reference to profits and reserves, is provided.

- Corporate obligations are coordinated by the Legal & Corporate Governance Department, which verifies compliance with the provisions of the Articles of Association, laws and regulations applicable to the functioning of the Board of Directors and the Shareholders' Meeting.
- The Board of Directors has its own Regulations governing its role, organisation and operating methods.
- The meetings of the Board of Directors must be duly recorded by the Legal & Corporate Governance Department, which prepares summary documents and resolution proposals. The minutes are approved at the next meeting of the Board.
- The convening and functioning of the Board of Directors and the Shareholders' Meeting are managed in accordance with the procedures and within the terms provided for by law and by the Company's Articles of Association.
- The Legal & Corporate Governance Function prepares an annual calendar of meetings of the Board of Directors to facilitate the scheduling of Directors and Statutory Auditors for the purpose of participating in meetings. The calendar of meetings is approved by the Board of Directors.
- The agenda and the related documentation to be presented to the Board of Directors are defined by the Chairman and sent reasonably in advance of the date of the meeting.
- The meetings of the Board of Directors are recorded in minutes by the Chairman and the Secretary of the same. The minutes of the Assembly must be transcribed in the Members' decision book. The minutes are approved at the next meeting of the Board.
- All documentation produced in support of decisions taken by the Board of Directors is archived and preserved in accordance with the law.
- The legal and corporate governance department is responsible for keeping the corporate books required in accordance with current regulations, which ensures that they are properly kept in custody and complete.

### **iii. Real estate asset management**

#### **Definition and monitoring of the expenditure budget for the maintenance of buildings**

- As part of the budget definition process, the Legal & Corporate Governance Function and the Finance Department identify and propose any maintenance work to be carried out on the buildings (also upon recommendation by other Functions).
- The planned interventions and the estimated amounts are shared and approved by the Chief Executive Officer and the Board of Directors and in any case in compliance with the system of proxies and powers of attorney in force.

*Design and execution of ordinary and extraordinary maintenance works*

- The selection, contracting and management of external providers, involved in the design and execution phase of the works, is carried out by the competent company functions in compliance with the system of delegations and powers of attorney in force.
- Where required, the project is subject to the scrutiny of the competent authorities (e.g. Superintendence), in order to obtain the necessary authorizations or clearances for the execution of the works.
- Relations with the competent authorities must be managed exclusively by persons with appropriate powers, in accordance with the system of powers of attorney and delegations in place. In the event that these relationships are managed with the support of external collaborators, providers or consultants, the object of this service must be regulated by virtue of a specific contract, drawn up in writing and reporting the agreed remuneration and the content of the service.
- The Legal & Corporate Governance Function, with the support of any other corporate functions involved, monitors the progress of the works, which are reported through periodic or ad hoc progress reports, as well as compliance with contractual provisions and any requirements dictated by the competent authorities (e.g. Superintendence).
- At the end of the works, testing is carried out and, where required, inspection in the presence of the competent authorities (e.g. Superintendence). These operations are documented in a special report of completion of the works, with which the provider declares the completion of the contracted works in compliance with the contractual provisions (and any requirements dictated by the competent authorities) and that the works have been carried out in a workmanlike manner and by competent personnel.

*Property management*

- In the event of a sale, the price of the properties and the buyer must be carefully verified not only in the negotiation phase but also in the preliminary negotiation phase.

- The verification must be carried out by the person conducting the negotiation, also with the support of an intermediary; the deeds of sale must be verified by the staff of the Legal & Corporate Governance Function, within the limits of the powers conferred and authorised by a person with adequate powers.
- The verification of the counterparty must focus on the formal ownership and subsequent effective availability of the property under negotiation, also through the use of external consultants and the consultation of databases and open sources.

**iv. Management of extraordinary transactions**

With specific reference to the principles of conduct and control controls in the context of the *management of extraordinary transactions*, please refer to the provisions of ***Special Part 2: Administration, Finance and Control***.

**v. Trademark and domain management**

With specific reference to the principles of conduct and control controls in the context of the *management of trademarks and domains*, please refer to the provisions of ***Special Part 6: Management of Marketing and Communication activities***.

**vi. Design and patenting of products and technical solutions**

With specific reference to the principles of conduct and control controls in the context of the *design and patenting of products and technical solutions*, please refer to the provisions of ***Special Part 9: Management of activities relating to the development of products, technologies and solutions***.

**vii. Management of institutional relations and relations with trade associations**

With specific reference to the principles of conduct and control controls in the context of the *management of institutional relations and with trade associations*, please refer to the provisions of ***Special Part 1: Management of relations with the Public Administration and the Supervisory Authorities***.

## **SPECIAL PART 6: MANAGEMENT OF MARKETING AND COMMUNICATION ACTIVITIES**

### **6.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes against the Public Administration and its assets (referred to in Articles 24 and 25 of Legislative Decree 231/2001);
- Crimes of counterfeiting coins, public credit cards, revenue stamps and identification instruments or signs (referred to in Article 25-bis of Legislative Decree 231/2001);
- Corporate crimes (referred to in Article 25-ter of Legislative Decree 231/2001);
- Crimes against industry and commerce (referred to in Article 25-bis.1 of Legislative Decree 231/2001);
- Crimes of organized crime, including transnational crimes (referred to in Article 24-ter of Legislative Decree 231/2001 and Law 146/2006);
- Crimes with the purpose of terrorism or subversion of the democratic order (referred to in Article 25-quarter of Legislative Decree 231/2001);
- Offences of receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin as well as self-laundering (referred to in Article 25-octies of Legislative Decree 231/2001);
- Offences relating to copyright infringement (referred to in Article 25-novies of Legislative Decree 231/2001);
- Crimes against the individual personality (referred to in Article 25-quinquies of Legislative Decree 231/2001);
- Tax crimes (referred to in Article 25-quinquiesdecies of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **6.2. Sensitive activities**

The main sensitive activities identified during the *Risk Assessment*, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- *Operational marketing management and Business intelligence;*
- *Management of events, sponsorships, donations and gifts;*
- *External communication and digital marketing;*
- *Trademark and domain management;*
- *Management of institutional relations and relations with trade associations.*

The Recipients are required to adapt their conduct to what is set out in this document.

### **6.3. Roles and Responsibilities**

The sensitive activities inherent in the management of the *process of Management of marketing and communication activities* involve the following actors/Company Functions:

- Marketing Function
- Group Marketing Director
- Business Unit
- Legal & Corporate Governance Function

### **6.4. General principles of conduct**

The Recipients involved, by reason of their assignment or function or specific mandate, in the process of *managing marketing and communication activities*, **are required to:**

- ensure correctness, transparency and traceability in the management of marketing and communication activities, including through digital channels and the press, in compliance with the Code of Ethics as well as the provisions of the law and applicable regulations (including those on copyright protection), and any company procedures and/or policies;
- With reference to the protection of copyright, ensure:
  - the dissemination of codes of conduct to be used for the preparation of the content to be published, aimed at prohibiting duplication beyond the limits of the law and the distribution of works protected by copyright;
  - if information content or images of third parties are published, obtaining the appropriate authorizations from the author or the rights holders;
  - the presence, in contracts stipulated with third parties supplying texts or images or other intellectual works, of specific clauses relating to copyright.

- evaluate and have authorized by the Company's owners the information subject to external communication;
- establish relationships with media representatives inspired by principles of integrity and collaboration, providing information and communications relating to the Company in an accurate, truthful, complete, transparent and homogeneous manner, banning elusive or corrupt practices or threats and violence aimed at influencing their behavior;
- to ensure a clear and adequate segregation of tasks and responsibilities in the performance of the activities relating to the process in question;
- ensure that the gifts are always:
  - reasonable and such, by nature or value, that they cannot be interpreted, by an impartial observer, as aimed at obtaining preferential treatment from the recipient of the same or, in any case, such as not to influence his independence of judgment in relations with the Company;
  - compliant with anti-corruption legislation and internal rules in force, as well as motivated and aimed at persons connected to business activities (i.e. customers, Business Partners) and who meet generally recognized reputational and integrity requirements, and in relation to legitimate business purposes;
  - authorised by the Company's authorised parties in compliance with the area budget<sup>5</sup>;
  - of a modest amount and given, taking into account the profile of the recipient, on the occasion of holidays, special occasions or promotional moments, according to the local customs and traditions in force in institutional or professional relations;
  - adequately documented, with an indication of the motivation and the beneficiary, so as to ensure traceability and reconstructability *ex post* and avoid being offered or accepted in a hidden way;
- ensure that donations are
  - moved exclusively by a pure liberal spirit, in order to promote the image of the Company and the Group;
  - carried out only to persons who are reliable, with a positive reputation and adequate

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<sup>5</sup> In the case of courtesy gifts or acts of hospitality *outside the budget* or any exceptions to the above operating indications, the same must be the subject of a detailed request, specifically motivated and authorized by the hierarchically highest position of the competent structure, unless the company provisions provide for higher-level authorizations.

with respect to the purpose of the same;

- properly monitored and recorded;
- ensure that the programme of events and sponsorships falls within the areas permitted by the Company and that these activities follow a specific decision-making process as well as are formalised in appropriate, adequately tracked contractual instruments;
- not admit initiatives in favour of political parties, movements, committees, political-trade union organisations, nor their exponents and candidates;
- verify that the beneficiaries of the initiatives/donations/donations operate in compliance with the Company's principles, ensuring the transparency and traceability of the identification process of the same and ascertaining that the aforementioned, if they are not Institutional Bodies, meet the requirements of reliability, integrity and integrity as well as professionalism, competence and experience in the sector, and do not find themselves in situations that may generate conflicts of interest or incompatibility with the Company;
- verify, before registering any trademark, logo or any distinctive sign, Italian or foreign, that they have not already been registered, at national or EU level;
- use trademarks that are exclusively owned and/or the use of which is available to the Company through a legitimate right to use;
- adopt adequate indemnification measures for any claim, legal action and request for compensation that may be made by third parties, due to acts of unfair competition, infringement of trademarks or registered models and industrial and intellectual property rights relating to raw materials, semi-finished products, finished products, services purchased from third parties.

In the context of the above-mentioned conduct, it is **expressly forbidden** to:

- adopt any conduct aimed at disseminating or using, even partially, materials in contrast with current copyright legislation;
- disseminate ideas based on racial or ethnic superiority or hatred, or instigate or incite acts of discrimination on racial, ethnic, national or religious grounds;
- disseminate information, rumors and news that is incorrect, outdated or in general false or misleading, directly or indirectly, concerning the Company;
- correspond, offer or promise money or other benefits to representatives of the media or to persons attributable to them, in order to induce them to unduly promote the image of the



Company, for example by concealing or sweetening the dissemination of news relating to the same;

- promise or make gifts, any form of gift or free service, directly indirectly, to Italian or foreign public officials, or to their families, as well as to customers, suppliers and Business Partners, or their intermediaries, which may appear in any way connected with the business relationship with the Company, or aimed at influencing discretion or independence of judgment or inducing to ensure any advantage for the Company or, in any case, for purposes other than institutional and service purposes;
- grant advantages of any kind in favour of representatives of the Public Administration, Italian or foreign (by way of example: hiring, assignment of professional, commercial or technical tasks to persons particularly close to the Public Administration) that may determine the same consequences as provided for in the previous point;
- offer or promise gifts or free services outside the company's practice and in excess of normal commercial or courtesy practices;
- provide gifts to third parties if there is a well-founded suspicion that this may expose the Company to the risk of committing one of the crimes governed by Legislative Decree 231/2001;
- receive gifts, goods, services, performances, payments, directly or through an intermediary, which may even potentially influence the discretion or independence of judgment in the exercise of their functions;
- to provide gifts or donations through cash payments;
- promise or grant sponsorship contributions in order to ensure the Company improper competitive advantages or for other unlawful purposes;
- provide sponsorships to third parties if there is a well-founded suspicion that this may expose the Company to the risk of committing one of the crimes governed by Legislative Decree 231/2001;
- to carry out activities or operations (e.g. fictitious donations / donations) aimed at creating extra-accounting assets, or aimed at the creation of "slush funds" or "parallel accounting";
- carry out acts of simulated alienation of assets of the Company's assets through donations, so as to render, in whole or in part, the compulsory collection procedure ineffective;
- counterfeit or alter, in any way, trademarks or distinctive signs whose ownership can be traced back to other companies, or use counterfeit or altered industrial property rights.

## 6.5. Control devices

The following is a list of the control principles that must be implemented by the Departments involved in the process of *managing marketing and communication activities*.

### i. Operational Marketing Management and Business Intelligence

- The Marketing Function supports the Business Unit Managers in defining the market strategy, in the feasibility analysis for the launch of new products on the market as well as in defining the positioning of the individual product.
- In the preparation of the tools dedicated to product promotion, the Marketing Function can be supported by external consultants. The relationship is formalized in a special contract/letter of appointment signed by the competent parties according to the company's system of proxies and powers of attorney.
- The Marketing Function verifies the content prepared by external consultants, as well as gives final approval.
- The Marketing Function carries out periodic business intelligence activities through the analysis of data relating to current and potential customers and other business stakeholders, identifying business opportunities or projects dedicated to them for the construction of a sales pipeline through the implementation and use of specific tools (e.g. Marketing Automation, CRM). Access to the tools used is only granted to members of the Group Marketing Function and to members of the local Marketing Functions of the subsidiaries, if any.

With specific reference to the control measures in the context of the relationship with external consultants, please refer to the provisions of ***Special Part 3 Procurement Management***.

### ii. Management of events, sponsorships, donations and gifts

- Annually, the Group Marketing Function defines a budget for the communication and marketing activities of the entire Group. During the year, the Function verifies that the marketing activities carried out are within the limits of the defined budget.
- The Marketing Function is responsible for organizing events, defining the topics to be covered and identifying the related participants. In the case of digital events (e.g. webinars), the technical and commercial content to be conveyed is defined by the Marketing Function with the support of the Business Unit Managers responsible for the subject. To participate in these events, registration is required by filling out a form on the OM S.p.A. website, following which the event is automatically included in the participant's calendar.

- In the case of the release of gifts or gadgets during an event, the Marketing Function ensures that these are of a modest amount.
- In the case of sponsorships, the Marketing Function with the other competent company functions involved in the project carries out a feasibility assessment of the project, an assessment of the personal relationships of the subject/company to be sponsored and an assessment in the field of reputation. Following the positive outcome of the preliminary feasibility checks, the project is submitted to the Board of Directors for evaluation and approval.
- Following the positive outcome of the preliminary feasibility checks and, where required, the approval of the Board of Directors, the sponsorship is formalized within specific contracts/agreements signed by persons with suitable powers in line with the system of proxies and powers of attorney in place. A clause is included in these contracts by which the counterparty undertakes to comply with the provisions of the Company's Organisational Model pursuant to Legislative Decree 231/2001 as well as the Company's Code of Ethics, to the extent applicable.
- The disbursement of sponsorship is authorized on the basis of the system of proxies and powers of attorney in force on the bank details formally indicated by the counterparty and in any case not to natural persons.
- Following disbursement, the counterparty issues a certification attesting to receipt of the sponsorship.
- The Marketing Function also submits to the Board of Directors any requests for the disbursement of donations and donations, subject to reputational verification of the beneficiary and only for charitable and non-profit purposes.

**iii. External communication and digital marketing**

- The website of the Group Companies and the social media channels are developed and managed by the Marketing Function with the possible support of external consultants.
- The published content is produced by the Marketing Function with the support of the Business Unit Managers, for specific product information, in line with company policies and the Group's ethical values.
- Relations with external companies that support the Marketing Function are formalised in specific contracts signed by persons with appropriate powers, which provide for specific contractual clauses with which the counterparty undertakes to comply with the Group's Code of Ethics, as an integral part of the Organisational Model pursuant to Legislative Decree

231/2001, as well as the principles contained therein, including those relating to copyright protection, under penalty of possible unilateral termination of the contract by the Company.

- For the purposes of preparing digital content, the exclusive use of original content or content for which the rights have been purchased within the terms and methods legitimized by the requested authorization or by the payment of any rights (e.g. through the purchase of images/videos covered by copyright from Databases, with which the rights of use by the Company are defined) is envisaged.
- Access to the website and social media channels is only permitted to authorized personnel through the use of personal User ID and password.

With specific reference to the control measures in the context of the relationship with external consultants, please refer to the provisions of ***Special Part 3: Procurement management***.

#### **iv. Trademark and domain management**

- The activities relating to the management of trademarks and other distinguishing marks are carried out by the Marketing Function together with the Group General Counsel with the possible support of external consultants.
- Relations with external companies that support the Marketing Function are formalised in specific contracts signed by persons with appropriate powers, which provide for specific contractual clauses with which the counterparty undertakes to comply with the Group's Code of Ethics, as an integral part of the Organisational Model pursuant to Legislative Decree 231/2001 of Officine Maccaferri S.p.A., as well as the principles contained therein, including those relating to copyright protection, under penalty of possible unilateral termination of the contract by the Company.
- The request for any new initiative related to brands and other signs of recognition is promoted by the Business Unit Managers or the Heads of Region. It is preliminarily analyzed by the Marketing Function together with the Group General Counsel. In the absence of objections, the external firm in charge proceeds with the necessary prior art searches and all the necessary checks. The systematic traceability of the outcome of the aforementioned checks is guaranteed.
- In the event of a positive outcome of the feasibility check, the Global Marketing Director, after consulting the BU Managers and/or the Heads of Regions concerned, defines the information to be sent to the external firm for the filing of the application for registration (e.g. type of trademark, nature of the trademark and its classification, domain extensions) as well as the related attachments, where applicable.

- The documentation sent to the Italian Patent and Trademark Office (and other foreign IP offices) is authorized and signed by the Group General Counsel in line with the system of powers in force.
- Authorization to use the brand/domain for the initiatives promoted by the Company is granted by the competent authority after verification of compliance with all formal requirements and compliance with the law.
- The expiry dates of registered trademarks are monitored by external consultants who inform the Global Marketing Director in advance who, after consulting the relevant Business Unit Managers/Head of Region, communicates the trademarks to be renewed by e-mail.
- On a monthly basis, the external firm in charge sends a report by e-mail with the current status of the updated brand portfolio. The communication flows between the Global Marketing Director and the external firm in charge are periodic and formalized in order to guarantee traceability.
- Any problems related to brands and domains, emerging from the analysis of external consultants, are promptly communicated to the Global Marketing Director who is responsible for sharing the problem with the IT Function to define the resolution strategy.

With specific reference to the control measures in the context of the relationship with external consultants, please refer to the provisions of ***Special Part 3: Procurement management***.

**v. Management of institutional relations and relations with trade associations**

With specific reference to the principles of conduct and control measures in the context of the *management of institutional relations and with trade associations* , please refer to the provisions of ***Special Part 1: Management of relations with the Public Administration and the Supervisory Authorities***.

## **SPECIAL PART 7: MANAGEMENT OF INFORMATION SYSTEMS**

### **7.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes against the Public Administration and its assets (in particular those referred to in Article 24 of Legislative Decree 231/2001);
- Computer crimes and unlawful processing of data (referred to in Article 24-bis of Legislative Decree 231/2001);
- Offences relating to payment instruments other than cash (referred to in Article 25-octies.1 of Legislative Decree 231/2001);
- Offences relating to copyright infringement (referred to in Article 25-novies of Legislative Decree 231/2001);
- Tax crimes (referred to in Article 25-quinquiesdecies of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **7.2. Sensitive activities**

The main sensitive activities identified during the Risk Assessment, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- Management and use of information systems

The Recipients are required to adapt their conduct to what is set out in this document.

### **7.3. Roles and Responsibilities**

The sensitive activities inherent in the management of the *Information Systems Management process* involve the following actors/Company Functions:

- Funzione Information & Communication Technology;
- HR & Organization Function;
- CEO;
- CFO;
- THIS.

## 7.4. General principles of conduct

The Recipients involved, by reason of their assignment or function or specific mandate, in *the process of Management of information systems*, **are required** to:

- ensure compliance with the provisions of the law and regulations in force (including those on Security, Data Protection and Privacy), company procedures and policies as well as the principles contained in the Code of Ethics in the management of the activities related to the process in question;
- ensure the correct management of technological infrastructures and related security devices, in support of business applications;
- ensure the design and implementation, or acquisition, of IT applications, taking into account the necessary requirements of security, authentication, log management, application architecture, protecting the integrity, availability and confidentiality of data;
- provide for the acquisition of systems and solutions from third parties, subject to the formalization of appropriate supply contracts including termination clauses and penalties in relation to non-compliance with specific service levels and security requirements imposed, as well as the disclosure of proprietary information;
- guarantee, in terms of privacy, the unambiguous identification of all users and Data Processors of Personal Data - internal, external or temporary - and their activities on IT systems, the activation of their identities through appropriate authentication mechanisms, the assignment of access rights to systems and data;
- define responsibilities, operating methods, information flows as well as authorization procedures for the management of activities relating to the process in question;
- disseminate to all personnel appropriate codes of conduct and operating rules for the use of the workstation and company IT systems;
- guarantee the physical security of the systems through the adoption of appropriate operating methods and security measures suitable for protection against unauthorized access and damage, even accidental, by hosting centralized application servers in dedicated rooms;
- identify potential vulnerabilities in the IT control system and take the necessary corrective measures;
- monitor organisational or technical changes that could lead to the exposure of IT and information systems to new threats, making the system inadequate;

- protect the network with firewalls and antivirus/antispam software, repeatedly updated throughout the day;
- ensure that all users only install original, duly authorized or licensed software;
- monitor the correct application of all the measures deemed necessary in order to deal with computer crimes and illegal data processing;
- guarantee the traceability of the documents produced through the archiving of the various versions of the documents or in any case guarantee mechanisms for the traceability of changes.

In the context of the above-mentioned conduct, it is **expressly forbidden** to:

- engage in conduct that is contrary to laws, regulations and company legislation on the protection and security of personal data and IT systems;
- use the computer (e.g. fixed or portable personal computers) and network resources assigned by the Company for personal purposes and for purposes contrary to mandatory rules of law, public order or morality, as well as to commit or induce the commission of crimes (including crimes against the individual personality, including the Possession of pornographic material) or, in any case, racial intolerance, the glorification of violence or the violation of human rights;
- exploit any vulnerabilities or inadequacies in the security measures of company or third party computer or telematic systems to gain access to resources or information other than those to which one is authorized to access, even if such intrusion does not cause damage to data, programs or systems;
- altering electronic documents, public or private, for evidentiary purposes;
- access, without authorization, to a computer or telematic system or to stay against the express or tacit will of those who have the right to exclude it (the prohibition includes both access to internal information systems and access to the information systems of competing bodies, public or private, in order to obtain information on commercial or industrial developments);
- circumvent or attempt to circumvent corporate security systems (i.e. antivirus, firewall, proxy server, etc.);
- leave your personal computer unattended and without password protection;
- obtain, reproduce, disseminate, communicate, or bring to the attention of third parties codes, keywords or other means suitable for access to a computer or telematic system of others protected by security measures, or in providing indications or instructions suitable for allowing a third party to access a computer system of others protected by security measures;



- procure, produce, reproduce, import, disseminate, communicate, deliver or, in any case, make available to others equipment, devices or computer programs for the purpose of unlawfully damaging a computer or telematic system, the information, data or programs contained therein or pertaining to it, or favoring the interruption, total or partial, or alteration of its operation (the prohibition includes the transmission of viruses with the aim of damaging the information systems of competing entities);
- intercept, prevent or unlawfully interrupt computer or telematic communications;
- destroy, deteriorate, delete, alter or suppress information, data and computer programs (the prohibition includes unauthorized intrusion into the information system of a competitor company, with the aim of altering the information and data of the latter);
- destroy, deteriorate, delete, alter or suppress information, data and computer programs used by the State or by other Public Bodies or pertaining to them or in any case of public utility;
- destroy, damage, render, in whole or in part, computer or telematic systems of others or of public utility unusable or seriously hinder their operation;
- install software/programs in addition to those existing and/or authorized by the competent Function without being in possession of a suitable license or exceeding the rights recognized by the license purchased (e.g. in terms of maximum number of installations or users);
- make illegal downloads or transmit copyrighted content to third parties;
- save unauthorized or copyright-infringing content or files on company memory drives;
- transfer outside the Company and/or transmit files, documents, or any other confidential documentation owned by the Company, except for purposes strictly related to the performance of their duties and, in any case, subject to the authorization of their Manager;
- make unauthorised copies of data and software;
- disregard the provisions of the company security policies for the protection and control of computer systems.

## **7.5. Control devices**

The control principles that must be implemented by the Functions involved in the *Information Systems Management process* are listed below.

### **i. Management and use of information systems**

The activities described below are carried out by the competent staff of the Information & Communication Technology Function. For the management of back-ups, the Company uses an

external provider (Fastweb) that manages and monitors the physical infrastructure of a Company data center in which the company's backup data are stored.

Managing accounts and access to data and systems

- Access to the company's information systems is allowed only to authorized personnel. Access to company applications is profiled on the basis of four categories: standard users (internal accounts); external users (accounts associated with external parties); privileged users (accounts with greater powers than standard users); users with access to the source code (developer accounts).
- The activation or modification of a user profile is authorised following a request made by the Head of the competent Function/Office or by the HR & Organization Function. Each user can have only one company account.
- The system administrator is provided with unique authentication credentials.
- Access to the system domain is done through unique user authentication. User recognition is done by means of a personal user ID and password. At the first login, the user is required to change his password. Users are obliged to renew their password periodically.
- The security of individual users' passwords on the various company applications is guaranteed by the application of specific rules defined by the IT Function in the "Users Access Management" procedure.
- Employees with a personal e-mail address must use it for work use only.
- Access to information systems is implemented and protected by an advanced Multi-Factor Authentication (MFA) system, which uses multiple verification methods, such as passwords and temporary codes to ensure a high level of security and prevent unauthorized access.
- Accounts are disabled: i) following a request made by the Head of the competent Function/Office or by the HR & Organization Function; ii) if inactive after 90 days; iii) for technical reasons.
- In the event that it is necessary to proceed with the creation of accounts for external users, the person involved is required to sign a non-disclosure agreement.
- The staff of the IT Function annually updates the list of user profiles activated, modified and decommissioned, ensuring that user credentials are blocked following the termination of the employment relationship.

- Access activities - managed by the IT Function on the basis of the following category system logs, application logs, physical access logs, logical access logs, database logs, network logs - are monitored by the IT Function on a daily basis.

#### Managing backups

- The IT Function ensures that files, programs and operating systems (on the Company's storage areas and servers or on external servers) are backed up daily.
- The company's main information systems are backed up on a daily basis. Back-up retention follows the following periodicities: i) bi-weekly with regard to daily back-ups; (ii) monthly in respect of the last twelve months; (iii) annual as regards the last few years.
- The IT Function periodically checks the effective execution of the back-up activities. An alert system is implemented that automatically provides information to the competent personnel in the event that backup activities have not been correctly performed.
- Back-up activities are managed exclusively by authorized personnel.
- The back-ups, depending on technical needs or contracts entered into with software service providers, are stored within the Data Center Room, and/or in a protected environment (on a dedicated cloud or of the software service provider).
- In the event of catastrophic events, business continuity is ensured through a process of restoring the organization's IT systems and data.

#### Network security and physical security management

- The internal network is confined and protected by firewalls. The competent staff of the IT function ensures that the firewalls are updated regularly.
- Servers and clients are equipped with periodically updated antivirus software.
- The user's ability to disable antivirus software is prohibited.
- The email server is equipped with anti-spamming filters.
- Internet access with the company network is filtered through an automatic web content filtering system in order to inhibit the use of the Internet network for activities not strictly related to the work environment.
- The data center rooms are locked and equipped with alarm systems.
- The IT Function guarantees the physical security of the premises that house the technological infrastructures and IT systems, ensuring, in particular: (i) that the systems are housed in

technical rooms equipped with devices designed to prevent damage or malfunctioning of the equipment due to unauthorized access (e.g. alarmed access doors); (ii) that access rights are periodically reviewed; (iii) that the data centers reside in areas with controlled access through a perimeter network and surveillance.

- Datacenters are protected by specific physical security measures to ensure their protection (e.g. fire prevention systems, anti-flooding systems, video surveillance systems, anti-intrusion systems, etc.). Access to the datacenters is allowed only to duly authorized personnel.
- The IT Function guarantees the environmental safety of the premises that house the technological infrastructures and IT systems, ensuring, in particular, that they are located in optimal environments (e.g. equipped with smoke detector systems, air conditioning systems, etc.) and subject to adequate cleaning, prohibiting the introduction of unauthorized material and tools.
- With reference to the central systems that host critical services for the Company, plans are defined to ensure their operational continuity and availability in the event of disastrous events.
- Vulnerability assessment and penetration testing activities are periodically planned, aimed at identifying vulnerabilities in basic applications/services, systems and infrastructure.
- Remote access to IT resources by privileged users (e.g. maintenance personnel) is guaranteed by implementing appropriate identification, authentication and authorization mechanisms (e.g. remote access with uniquely assigned credentials, disconnection following prolonged inactivity, etc.).

#### Management of software, equipment, devices or computer programs

- The IT function checks that all programs installed on company workstations are licensed.
- Users are not allowed to install unauthorized software.
- The user cannot install software independently.
- An automatic system is implemented that allows to constantly monitor all software installed on IT devices and their licenses in order to detect the presence of prohibited and/or unlicensed and/or potentially harmful software.
- A monitoring system is implemented on the periodic updating of servers and workstations, based on the patches released by the manufacturers of operating systems and applications.

#### Systems Change Management

- Annually, the IT Function in cooperation with the relevant corporate functions - including the Group CEO, Group CFO - updates the ICT Masterplan by identifying the Major Changes Projects, to ensure that the IT structure is aligned with the Group's objectives and changes.
- The ICT Masterplan is approved by the Group CIO. In the event that changes occur during the year, the document must be submitted for authorisation again.
- In order to ensure compliance with the provisions of the ICT Masterplan, the IT Function carries out quarterly monitoring.
- The request for system change is conveyed through a special tool (ITSM) to ensure the traceability and archiving of what has been communicated. The requests, to define a priority of intervention, are divided into four categories: standard, minor, major, emergency.
- Before proceeding with the implementation of the request, the IT Function is responsible for verifying the feasibility of the operation and consistency with the regulatory principles of the system.

#### Incident and anomaly management

- The IT Function has defined a process with which to manage any incidents which includes the following phases:
  - reporting by the relevant Company Functions via email, portal or telephone number;
  - analysis by the competent company functions on the basis of the priority of intervention;
  - resolution and closing, with consequent communication to the company function concerned of the termination.

#### Contract management

- The IT Function ensures, with the support of the Legal & Corporate Governance Function, that contracts with Third Parties include safeguards aimed at protecting information security, data retention, privacy and a non-disclosure clause.
- The IT Function ensures that suppliers manage activities in accordance with the principles defined by the Group, including by carrying out specific audit activities.

## **SPECIAL PART 8: MANAGEMENT OF ISO CERTIFICATIONS AND REQUIREMENTS FOR OBTAINING CE MARKING**

### **8.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes of forgery of coins, public credit cards, revenue stamps and identification instruments or signs (referred to in Article 25-bis of Legislative Decree 231/2001);
- Crimes against industry and commerce (referred to in Article 25-bis.1 of Legislative Decree 231/2001);
- Corporate crimes (referred to in Article 25-ter of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **8.2. Sensitive activities**

The main sensitive activities identified during the *Risk Assessment*, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- *Management of controls and obligations for obtaining the CE marking;*
- *Relations with certifying bodies.*

The Recipients are required to adapt their conduct to what is set out in this document.

### **8.3. Roles and Responsibilities**

The sensitive activities inherent in the management of the *ISO certification management process and the requirements for obtaining the CE marking* involve the following actors/Company Functions:

- Operations Function
- Business Unit Manager
- Corporate Technical Division
- Wire Production and Coating & Corporate System Quality
- Production and Quality Managers of the production plants
- Quality Corporate Manager

#### **8.4. General principles of conduct**

The Recipients involved, by reason of their assignment or function or specific mandate, in the process of *managing ISO certifications and the requirements for obtaining the CE marking*, **are required** to:

- ensure compliance with the provisions of the law and regulations in force, as well as the Code of Ethics, in carrying out the activities related to the process in question;
- comply with the system of proxies and powers of attorney in place;
- ensure the correct fulfilment of all obligations, including documentary obligations, required by the CPR (Construction Product Regulation) for obtaining the CE marking;
- ensure that the controls carried out and the results that emerge are accurately documented and archived in accordance with the provisions of the company's operating procedures and current regulations;
- ensure full cooperation with private control and certification bodies, ensuring that the various phases of the verification process are carried out in a manner aimed at guaranteeing the correctness and transparency of relations with the representatives of the control bodies, as well as the traceability of communications, decisions and the results of external verification activities;
- report, without delay, to the Supervisory Body any attempts at undue requests by representatives of the certifying bodies, aimed, for example, at obtaining favours, illicit donations of money or other benefits, including towards third parties, as well as any critical issues arising in the context of the relationship with them.

In the context of the aforementioned conduct, **it is forbidden** to:

- to carry out the description of a product, technology and solution that does not exactly correspond to the real one;
- to make any attempt to influence, directly or indirectly, the judgment of the certification bodies;
- to pay or offer, directly or indirectly, also in different forms of aid or contributions (e.g. sponsorships and donations), payments or material benefits to the representatives of the certifying bodies or to persons close to them, to influence their behaviour and ensure advantages of any kind to the Company;
- give in to pressure from the representatives of the certifying bodies;

- to behave in deceptive ways towards the representatives of the certifying bodies such as to lead them into errors of assessment.

### **8.5. Control devices**

The control principles that must be implemented by the Functions involved in the process of *managing ISO certifications and the requirements for obtaining the CE marking* are listed below.

#### **i. Management of controls and obligations for obtaining the CE marking**

- The management of the CE marking process of all Maccaferri products is the responsibility of the Corporate Technical Division of OM S.p.A.
- In order to obtain and maintain the CE marking, the Corporate Technical Division prepares all the necessary documents, in particular:
  - defines the technical specifications that the products must have within the STP document;
  - defines within the FPC document, the list of checks that the plants must carry out in compliance with the technical specifications and regulatory requirements, specifying the minimum number of tests to be carried out, the frequency, the criteria used and the references of the standards;
  - defines the minimum content of CE Labels;
  - predispose le DOP (Declaration of Performance).
- The SPT, drawn up by the Corporate Technical Division and containing the technical specifications of the product, is signed by the competent BU Managers, the Head of the Operations Function and the Quality Director.
- The Factory Control Plan is prepared by the Corporate Technical Division and signed by the person who drafted it, the Head of the Operations Function and the Production and Quality Managers of the reference plant.
- The Corporate Technical Division prepares a form to monitor, at least every two months, the progress of the controls implemented by the various plants.
- The PDOs (Declaration of Performance) are prepared by the Corporate Technical Division and are subsequently published in a specific area of the digital library to which both the production plants and the trading companies of the Maccaferri Group have access. This document is signed, in accordance with the system of proxies and powers of attorney in force, by the BU Managers. PDOs are stored in pdf format so that they cannot be modified.



- In the event that Maccaferri uses a plant outside the Group for production, in addition to the documentation described above, the PDQ is attached to the contract. The PDQ is prepared by the Corporate Technical Division of OM S.p.A. and is signed for authorization by the competent BU Managers, the Head of the Operations Function and the Head of the Production Plant.
- The production by a third-party supplier of a Maccaferri branded product is regulated by a Technical Agreement with which the manufacturer undertakes to produce a product under the Maccaferri name with its own quality system and to label it with Officine Maccaferri information and packaging. In this case, OM S.p.A. requires the supplier to sign the Technical Agreement and issues a declaration stating that it is placing on the market products that a third party supplier has made in the name of Maccaferri. In this case, the supplier issues its own DOP (owner DOP) and Maccaferri's Corporate Technical Division creates an identical copy in the name of Maccaferri (Identical DOP); finally, it requires the supplier to prepare labels for products with Maccaferri data.
- Where possible, the PDO is uploaded to SAP by the Corporate Technical Division team associated with the corresponding product code.

## **ii. Relations with Certification Bodies**

Officine Maccaferri S.p.A. is in possession of ISO 14001:2015 and ISO 9001:2015 certifications.

- Relations with the certification bodies responsible for verifying compliance with the requirements necessary to obtain the CE marking are mainly managed by the Corporate Technical Division and the BU Managers.
- Annually, the competent certification bodies carry out checks at the production plants of the Officine Maccaferri Group to verify compliance with the requirements necessary to obtain the CE marking.
- On the occasion of audits/inspections by the certifying bodies, at least one member of the Corporate Technical Division team participates, where possible, also through digital communication platforms (e.g. Teams).
- At the end of the audit, the certifying body issues an audit report that is signed by the subjects present during the inspection and by the Head of the Corporate Technical Division.
- The management of Officine Maccaferri S.p.A.'s ISO certifications and relations with the relevant bodies is entrusted to the Quality Corporate Manager.
- For the purpose of obtaining/renewing ISO certifications, only accredited entities are selected. The activities relating to the selection of certification bodies by the Company are carried out in

accordance with the procedures set out in the sensitive activity "Management of purchases of goods and services", to which reference is made for further details.

- Relations with certifying bodies are regulated by specific contracts authorised and signed by persons with appropriate powers in line with the system of proxies and powers of attorney in force.
- The representatives of the certifying bodies are identified upon their arrival and consequently registered.
- The audits carried out by representatives of the certifying bodies shall be attended, where possible, by at least two representatives of the Company who guarantee the correct performance of any verification activity, making available to the representatives of the certifying bodies all the documentation and information necessary for the performance of their activities.
- In the event of inspection visits, at the end of the same, the Authority issues a closure report subject to verification by the Quality Corporate Manager. The closing report is signed by the Quality Corporate Manager and/or by a person delegated by him/her;
- The payment of the invoice is authorized, subject to verification of the amount with respect to what is provided for in the contract and the effective execution of the certification service.

## **SPECIAL PART 9: MANAGEMENT OF ACTIVITIES RELATED TO THE DEVELOPMENT OF PRODUCTS, TECHNOLOGIES AND SOLUTIONS**

### **9.1. Relevant crime families**

The main families of crimes potentially relevant in the context of the trial in question are:

- Crimes against the Public Administration and its assets (referred to in Articles 24 and 25 of Legislative Decree 231/2001);
- Crimes of organized crime, including transnational crimes (referred to in Articles 24-ter and Law 146/2006);
- Offences of counterfeiting coins, public credit cards, revenue stamps and identification instruments or signs (referred to in Article 25-bis of Legislative Decree 231/2001);
- Crimes against industry and commerce (referred to in Article 25-bis.1 of Legislative Decree 231/2001);
- Corporate crimes (referred to in Article 25-ter of Legislative Decree 231/2001).

For details on the individual predicate offences considered relevant in the context of the business process in question and for the related examples, express reference is made to the specific Risk Assessment document drawn up.

### **9.2. Sensitive activities**

The main sensitive activities identified during the *Risk Assessment*, considered potentially at risk of committing significant administrative crimes and offences pursuant to Legislative Decree 231/2001, are shown below:

- *Design and patenting of products and technical solutions*
- *Prototyping of products and technical solutions*
- *Relations with universities and other research institutions*

The Recipients are required to adapt their conduct to what is set out in this document.

### **9.3. Roles and Responsibilities**

The sensitive activities inherent in the management of the *management process of activities related to the development of products, technologies and solutions* involve the following actors/Company Functions:

- Operations Function

- Business Unit

#### **9.4. General principles of conduct**

The Recipients involved, by reason of their assignment or function or specific mandate, in the process of *managing activities relating to the development of products, technologies and solutions*, **are required** to:

- ensure that activities relating to the design, prototyping and development of new products, technologies and solutions are carried out in a correct, transparent and traceable manner, in compliance with current legislation and the Code of Ethics;
- provide for market monitoring activities, i.e. the products, technologies and solutions on the market, also in order to identify their composition;
- carry out prior art searches also with reference to the analysis of distinctive signs, patents, industrial designs or models (national or foreign), products, technologies and solutions on the market, also in order to verify the likelihood of confusion and misleading trademarks or distinctive signs used by the Company;
- guarantee the traceability of its products by putting in place specific systems and procedures that allow at any time to reconstruct the "upstream" and "downstream" process of each product, technology and solution, as well as making information in this regard available to the competent authorities, if they request it;
- verify in advance, where possible, the pre-existence of intellectual or industrial property rights held by third parties;
- use only creative ideas or elaborations of which the Company has exclusive ownership or right to use by virtue of fees agreed with third parties;
- adopt adequate indemnification measures for any claim, legal action and request for compensation that may be made by third parties, due to acts of unfair competition, infringement of patents or applications for patents or registered models and industrial and intellectual property rights relating to raw materials, semi-finished products, finished products, services purchased from third parties;
- ensure that products other than those requested/desired by the counterparty are not delivered, or that the latter are not different in origin, provenance, quality or quantity from what is declared;
- in the case of contacts with universities or other research institutions, to ensure that relations are maintained in a correct, transparent, impartial and collaborative manner and that the Company

is represented by persons with the necessary powers, in line with the system of powers of attorney and delegations in place.

In the context of the above-mentioned conduct, **it is forbidden** to:

- counterfeit or alter, in any way, trademarks or distinctive signs or patents, industrial designs or models (national or foreign), the ownership of which can be traced back to other companies, or use counterfeit or altered industrial property rights;
- use names or distinctive signs for the subsequent marketing, also through or in conjunction with the Group Companies, of products/technologies/solutions, likely to cause confusion with names or distinctive signs belonging to or legitimately used by other companies;
- engage in any fraudulent practice or capable of misleading the final customer/consumer;
- slavishly imitating a competitor's products/technologies/solutions;
- make the description of a product, technology and solution that does not exactly correspond to the real one.

## 9.5. Control devices

The following is a list of the control principles that must be implemented by the Departments involved in the process of *managing activities relating to the development of products, technologies and solutions*

### i. Design and patenting of products and technical solutions

- Design and production activities are managed in compliance with the requirements of the Quality Management System according to the UNI EN ISO 9001:2015 standard in force at the Company.
- The feasibility analyses regarding the development of a new solution/new product are carried out by the Business Units<sup>6</sup> together with the competent company functions and shared with the Operations Function for the performance of subsequent activities.
- The Business Units carry out, with the support of the Legal & Corporate Governance Function and the advice of an external firm of patent attorneys, prior art checks aimed at ensuring that

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<sup>6</sup> The main Business Units of the Maccaferri Group are:

- Double Twist, whose main product is gabion;
- Geosynthetics, whose main product is geotextile;
- Rockfall, whose main product is the semi-automatic tubular arch.

the new solution/product under development does not infringe the industrial property rights of third parties and, in the event that these checks do not detect the presence of prior rights, the project continues in its subsequent phases; in the event that the checks detect the presence of anteriority, the development project is abandoned or modified in order to avoid any hypothesis of violation.

- In the event that a new solution/product, also in the light of the opinion requested for this purpose from an external patent attorney, is deemed to meet the requirements for the filing of a new industrial property right, the persons with appropriate powers, in line with the system of proxies and powers of attorney in force, authorize such filing by granting a specific mandate to an external patent consultancy firm; the latter proceeds on the basis of the documentation prepared by the firm itself under the supervision of the Business Unit (for technical documentation) and the Legal & Corporate Governance Function (for documentation that is not merely technical).
- Contracts with the external patent attorney for activities related to the protection of the Company's intangible industrial assets are signed by persons with appropriate powers in line with the system of powers and delegations.
- All relevant documentation is duly filed with the Legal & Corporate Governance Function / Business Unit.

## **ii. Prototyping of products and technical solutions**

- The Operations Function collaborates with the Regional General Manager and the Heads of the Business Units for the definition of the products and services designed (e.g. evaluations regarding the introduction of a service/product in a given Region).
- The Operations Function supports the Business Units in the design of the production process aimed at the industrialization of the product/service.
- The Head of the Business Unit concerned will communicate to the Operations Function:
  - the choices relating to the hypothetical production process;
  - the necessary new construction equipment;
  - the request for analysis and definition of the necessary control methods;
  - the necessary codification of these new articles;
  - the terms of delivery of the first sampling;
  - any information/request/specification relating to the execution of the project.

- The Operations Function creates, on the basis of the information provided by the Business Units, prototypes and also carries out supplementary technical tests and tests to verify the feasibility of the project. The process is adequately documented - by means of checklists and Excel files.
- In the event that the prototyping process and the additional technical checks are successful, the Head of Operations and the Corporate Quality Manager submit the prototypes coming out of design and development for validation, in order to ensure that they are compatible with the incoming requirements and industry standards.
- In the event of the need to purchase components for prototypes, the requesting Office sends a specific purchase request (RFQ) to the Procurement Function, which proceeds with the purchase in line with what is defined in Special Part 3: *Purchase Management*, to which reference is made.

**iii. Relations with universities and other research institutions**

- The staff of the Operations Function and the Business Unit are responsible for managing relations with representatives of the Universities for the execution of research and development activities.
- The relationship between the Company and the Universities is formalised in specific contracts and/or conventions signed by persons with adequate powers on the basis of the Company's system of proxies and powers of attorney.
- The Heads of the Business Units and the Head of the Operations Function identify the personnel involved from time to time in carrying out the research activities to be carried out on the University premises.
- Where research is carried out at the Company's premises, researchers shall be promptly identified and registered at the entrance to the Company's premises.
- In the event that the Company makes use of external laboratories for research activities, relations with these laboratories are adequately contracted and signed by persons with appropriate powers on the basis of the system of proxies and powers of attorney.
- The Heads of the Business Units and the Head of the Operations Function carry out a check on the completeness and correctness of the documentation to be sent/transmitted to the Public Administration.
- Any request for public funding for research and development activities is managed according to the procedures indicated in Special Part 1: *Management of relations with the Public Administration and Supervisory Authorities*, to which reference is made.