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M.M. S.r.l. with sole shareholder

ORGANISATION, MANAGEMENT AND CONTROL MODEL
in compliance with Leg. Decree 231/2001

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ORGANISATION MODEL IN COMPLIANCE WITH LEGISLATIVE DECREE NO. 231 DATED 8 JUNE 2001 of

M.M. S.r.l. with sole shareholder

GLOSSARY

- “CCNL”: the National Collective Labour Agreement currently in force and applied by M.M. S.r.l. with sole shareholder;
- “Supervisory Body” (“S.B.”): internal body responsible for supervising the functioning and compliance with the Model and its updating, pursuant to Article 6, 1st paragraph, letter b) of Leg. Decree 231/01;
- “Employees”: all Employees of M.M. S.r.l. with sole shareholder;
- “Collaborators”: all subjects linked to M.M. S.r.l. with sole shareholder by a contract, even temporary;
- “Consultants”: those who act in the name and/or on behalf of M.M. S.r.l. with sole shareholder on the basis of a mandate or other collaboration;
- “Partners”: contractual counterparties of M.M. S.r.l. with sole shareholder, both natural and legal persons, with whom the company enters into any form of collaboration regulated by contract, intended to cooperate with the Company for Sensitive Procedures;
- “Third Parties”: counterparties, both natural and legal persons, with whom the company enters into any form of collaboration not yet regulated by a contract, intended to cooperate with the Company for Sensitive Procedures;
- “Leg. Decree 231/2001”: Legislative Decree no. 231 dated 8.6.2001 as amended;
- “Confindustria Guidelines”: the Guidelines for the construction of organisational, management and control models in compliance with Leg. Decree 231/2001 issued by Confindustria in June 2021;
- “Models” or “Model”: the organisation, management and control models or model envisaged by Leg. Decree 231/2001;
- “Sensitive Operation”: operation or act that falls within the scope of Sensitive Procedures;
- “Corporate Bodies”: the Board of Directors and the shareholders of M.M. S.r.l. with sole shareholder;
- “P.A.”: the Public Administration, including its officials and persons in charge of public services;
- “Sensitive Procedures”: activities of M.M. S.r.l. with sole shareholder which pose a risk of commission of Crimes;
- “Crimes”: the crimes envisaged in Leg. Decree 231/2001;
- “M.M. S.r.l. with sole shareholder” or “Company”: M.M. S.r.l. with sole shareholder (hereunder M.M. S.r.l.)

General Section

1. *Legislative Decree no. 231/2001*

On 4 July 2001, implementing the mandate envisaged in art. 11 of Law no. 300 dated 29 September 2000, Leg. Decree 231/2001 came into force, which aimed to adapt the internal legislation on the liability of legal persons to some international conventions to which Italy had already adhered for some time.

Leg. Decree 231/2001, containing the “*Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality*”, introduced for the first time in Italy the criminal liability of entities (legal persons or associations) for certain crimes committed in their interest or to their advantage, by persons who hold representative, administrative or management roles within the entity (for example, directors or other managers) or in one of its organisational units with financial and functional autonomy, as well as by persons who exercise, even de facto, the management and control of the same and, finally, by persons subject to the direction or supervision of one of the aforementioned subjects (for example, Employees). This liability is added to that of the natural person who materially committed the act.

The new liability introduced by Leg. Decree 231/2001 aims to involve, in the punishment of certain criminal offences, the entities that have gained an advantage from the commission of such criminal offence. A pecuniary sanction is always applied for all the crimes committed; for the most serious cases, prohibition measures are also foreseen, such as the suspension or revocation of licences and concessions, the prohibition to enter into contracts with the Public Administration, the prohibition to carry out activities, the exclusion or revocation of financing and contributions, the prohibition to advertise goods and services.

The description of the relevant types of crime is included in the Special Section of this Model, to which we explicitly refer.

2. *General Principles.*

2.1. *Adoption of the Model to prevent the commission of crimes.*

Article 6 of the Decree introduces a particular form of exemption from the aforementioned liability if the Entity proves:

- a) that it has adopted and effectively implemented through its governing body, before the commission of the crime, the relevant Model for preventing the type of offence that occurred;
- b) that it has entrusted an internal body, vested with autonomous powers of initiative and control, with the task of supervising the functioning and compliance with the Models, as well as ensuring their updating;
- c) that the persons who committed the crime acted by fraudulently eluding the aforementioned Models;
- d) that the body referred to in letter b) has not omitted anything or exercised insufficient supervision.

Furthermore, the Decree provides that – in relation to the extent of the delegated powers and the risk of committing the crimes – the Models must meet the following demands:

1. identify the areas open to the commission of crimes envisaged by the Decree;
2. draft specific protocols in order to plan the making and implementation of the decisions of the entity in relation to the crimes to be prevented;

3. provide methods of identification and management of financial resources aimed at preventing the commission of such crimes;
 4. prescribe information obligations towards the body responsible for supervising the functioning and compliance with the Model;
 5. set up an internal disciplinary system suitable for sanctioning failure to comply with the measures specified in the Model.
- The same Decree provides that the Models can be adopted, ensuring the aforementioned requirements, on the basis of codes of conduct (i.e. Guidelines) drawn up by trade associations, communicated to the Ministry of Justice which, in agreement with the competent Ministries, can express, within 30 days, its remarks on the suitability of the Guidelines for the prevention of crimes (see Decree of the Ministry of Justice dated 26 June 2003 no. 201).

2.2 Adoption of the Model by M.M. S.r.l.

For the purposes of an appropriate drafting the Model for M.M. S.r.l., reference was made both to the directions contained in the Confindustria Guidelines and to the existing Italian *best practice* on the matter, in their quality as operational and guidance tools most suited to the organisational structure of the Company.

In light of all the tools identified for the drafting of the Model, the fundamental points can be summarised as follows:

- identification of risk areas, aimed at verifying which area/sector of the company are more open to the commission of Crimes;
- preparation of a control system capable of preventing risks through specific procedures or the referral to already existing procedures.

The most relevant components of the control system are identified in the following elements:

- Code of Ethics and Conduct;
- organisational system;
- procedures referable to certifications adopted by the company;
- authorisation and signing authority;
- control and management systems;
- communication to personnel and their training.

The components of the control system must be informed regarding the following principles:

- verifiability, documentability, coherence and consistency of each operation;
- documentation of the checks;
- provision of an adequate sanctioning system for the violation of the rules of the Code of Ethics and Conduct and the procedures envisaged by the Model;
- identification of the requirements of the supervisory body, which can be summarised with: autonomy, independence and professionalism;
- identification of information obligations of the supervisory body.

3. The Model for M.M. S.r.l.

3.1 *Function and purpose of the Model.*

M.M. S.r.l. is aware of the value that can derive from an internal control system suitable for preventing the commission of Crimes by its Employees, Collaborators, Consultants and Partners.

Therefore, the adoption and effective implementation of the Model not only allows M.M. S.r.l. to benefit from the exemption of Leg. Decree 231/2001, but also improves its Corporate Governance, limiting the risk of committing Crimes.

The purpose of the Model is the provision of a structured and organic system of procedures and controls to reduce the risk of committing Crimes by identifying Sensitive Procedures.

The principles contained in this Model are aimed, on the one hand, at determining a full awareness of the potential perpetrators of committing a crime (the commission of which is strongly censured by M.M. S.r.l., because it goes against its codes of conduct as well as its interests, even when the Company could apparently gain an advantage from it), on the other hand, thanks to constant monitoring of the activity, they are aimed at allowing M.M. S.r.l. to react promptly in preventing or impeding the commission of such Crime.

One of the purposes of the Model is, therefore, to make Employees, Collaborators, Consultants, Partners and Third Parties who operate in the context of Sensitive Procedures, aware of their ability to determine, in the event of behaviours that do not comply with the provisions of the Model and other company rules and procedures (as well as the law), crimes that may have criminally relevant consequences.

Furthermore, unlawful behaviour will be actively censured through the constant activity of the supervisory body on the actions of people with respect to the Sensitive Procedures and the imposition of disciplinary or contractual sanctions.

3.2 *Drafting of the Model and its structure.*

The phases of the work of identifying the risk areas, on the basis of which this Model was drafted, are briefly described below:

- identification of the Sensitive Procedures: implemented through the prior examination of the company documents as well as a series of interviews with the key subjects within the company structure, aimed at in-depth analysis of the Sensitive Procedures and control over them;
- depending on the current situation (existing checks and procedures in relation to Sensitive Procedures) and the provisions and purposes of Leg. Decree 231/2001, the actions aimed at improving the current internal control system and the essential organisational requirements for the definition of the Model pursuant to Leg. Decree 231/01 were identified.
- drafting of the Model.

This Model consists of a “General Section” and a “Special Section”.

The General Section contains the rules and general principles of the Model.

The Special Section applies to the specific types of crimes provided for by Leg. Decree 231/2001 that may, in theory, be committed in the various activity sectors of M.M. S.r.l..

Should it become necessary to proceed with the integration of the Special Section, the Board of Directors of M.M. S.r.l. is entrusted with the power to integrate this Model at a later stage, by means of a specific resolution.

The Model responds to the need to prevent, as far as possible, the commission of the crimes envisaged by the Decree through the drafting of specific rules of conduct. This clearly shows a difference with respect to the Code of Ethics and Conduct, which is a general tool, aimed at promoting “a corporate code of ethics”. However, also in consideration of the contents of the Confindustria Guidelines, the Model and the Code of Ethics and Conduct tend to be strongly interconnected to each other, in order to form a corpus of internal rules with the purpose of encouraging the culture of corporate ethics and transparency.

The behaviour of Employees, Collaborators, Consultants and Partners must comply with the general and specific rules of conduct of the Model and of the Code of Ethics and Conduct, aimed at preventing the Crimes specified in Leg. Decree 231/2001.

3.3. *The adoption procedure of the Model*

Although the adoption of the Model is optional according to the law, M.M. S.r.l., in compliance with its corporate policies, has deemed it necessary to adopt the Model together with the approval of the Company’s Code of Ethics and Conduct and to establish its own Supervisory Body, in compliance with Article 6, paragraph 1, letter b) of Leg. Decree 231/01.

Since the Model is an “act issued by the governing body” (in compliance with the provisions of art. 6, paragraph 1, letter a) of Leg. Decree 231/2001), any subsequent substantial amendments and additions to the Model are the responsibility of the administrative body of M.M. S.r.l., if needed at the suggestion of the S.B.

4. *The Sensitive Procedures of M.M. S.r.l.*

The risk analysis conducted by M.M. S.r.l. for the purposes of Leg. Decree 231/2001, shows that the Sensitive Procedures of the Company - at present - entail a substantial risk with reference to the following types of crimes:

- a) crimes against the Public Administration and crimes of illegal abuse of a position or office for personal gain, undue inducement to give or promise benefits and corruption (medium risk);
- b) cybercrime (medium risk);
- c) crimes against industry and trade;
- d) corporate crimes (high risk);
- e) crimes against the individual (low risk);
- f) manslaughter or serious or very serious injury committed in violation of the rules on occupational health and safety (medium risk);
- g) receiving, laundering and use of money, goods or utilities of unlawful origin (low risk);
- h) copyright infringement (low risk);
- i) environmental crimes (low risk);
- l) employment of third-country nationals whose stay is irregular (low risk);
- m) tax crimes (low risk).

As far as the other types of crimes envisaged by Leg. Decree 231/2001 are concerned, following the relevant risk analysis, which shows only an abstract risk for M.M. S.r.l., reference is made to the provisions of the Code of Ethics and Conduct,

which constitutes the standard of behaviour required by the Company for Employees, Collaborators, Consultants and Partners in the conduct of business and their activities in general, and in any case to the general behavioural principles referred to herein.

5. *Internal supervisory body or "S.B."*

5.1 *Identification of the internal supervisory body*

According to the provisions of Leg. Decree 231/2001, the body entrusted with the task of supervising the functioning and compliance with the Model, as well as ensuring its updating, has been entrusted to an external professional, with autonomous powers of initiative and control (art. 6, 1st paragraph, letter b) of Leg. Decree 231/2001).

The Confindustria Guidelines suggest that this is a body other than the administrative one, characterised by autonomy, independence, professionalism and continuity of action. This autonomy implies that the S.B. shall report, in carrying out this function, only to the highest hierarchical level.

The choice to entrust the supervisory function to this body was favoured on the basis of the fact that it was deemed the most suitable to assume the role of S.B., precisely thanks to its independence, autonomy, professionalism and continuity of action, as well as its specific corporate control culture.

The appointment of the S.B., as well as the revocation of the assignment entrusted to it, are acts under the jurisdiction of the administrative body.

5.2 *Function and powers of the internal supervisory body*

The S.B. is entrusted with the task of supervising:

- a. compliance with the Model by Employees, members of the Corporate Bodies, Consultants and Partners;
- b. the effectiveness and adequacy of the Model in relation to the corporate structure and the actual capacity to prevent the commission of Crimes;
- c. the opportunity to update the Model, if it must be adapted to changed corporate and/or regulatory conditions.

To this end, the S.B. are also entrusted with the following tasks:

- a. issuing or requesting the issuing of procedural provisions implementing the principles and rules contained in the Model, which must be consistent with the company rules and procedures already in force;
- b. interpreting the relevant legislation and verifying the adequacy of the Model to such regulatory requirements, reporting the possible areas of intervention to the Board of Directors;
- c. assessing the need to update the Model, reporting on the possible areas of intervention to the Board of Directors;
- d. reporting to the management on the appropriate additions to the financial resources management systems (both incoming and outgoing), already present in M.M. S.r.l., in order to introduce some measures suitable for detecting the existence of any atypical financial flows and characterised by greater margins of discretion than normally foreseen;
- e. specify to the Board of Directors the opportunity to issue specific procedural provisions implementing the principles contained in the Model, which may not be consistent with those currently in force in the Company, also ensuring that they are coordinated with the existing ones;

- f. periodically carry out targeted checks on certain operations or specific actions carried out by M.M. S.r.l., especially in the area of Sensitive Procedures, the results of which must be summarised in a specific report to be presented in the *reporting* phase to the relevant Corporate Bodies;
- g. collect, process and store relevant information with the purpose of complying with the Model, as well as update the list of information that must be transmitted to them or kept at their disposal);
- h. coordinate with other company officers (also through specific meetings) for the best monitoring of activities in relation to the procedures established in the Model. To this end, the S.B. has free access to all company documents that it deems relevant and must be constantly informed by the *management* on aspects of the company activity that may expose M.M. S.r.l. to the risk of committing one of the Crimes and on the relationships with Consultants and Partners that operate on behalf of the Company in the context of Sensitive Operations;
- i. activate and carry out internal investigations, joining from time to time the relevant corporate functions to acquire further elements of investigation;
- l. coordinate with the person responsible for personnel management to define training programmes for the personnel and the content of periodic communications to be made to Employees and Corporate Bodies, aimed at providing them with the necessary awareness and basic knowledge of the legislation referred to in Leg. Decree 231/2001;
- m. draft and periodically update, with the collaboration of the competent officers, the Company's website that contains all the information relating to Leg. Decree 231/2001 and the Model;
- n. monitor initiatives for the dissemination of knowledge and understanding of the Model and prepare the internal documentation necessary for its effective implementation, containing instructions for use, clarifications or updates;
- o. coordinate with company management to consider the implementation of disciplinary sanctions, without prejudice to the latter's competence for the imposition of the sanction and the related disciplinary procedure.

In order to carry out the aforementioned tasks, the S.B.:

- has free access to each and every company document;
 - is vested with broad inspection powers;
 - uses economic resources allocated in the annual budget as instructed by it;
- may request or address information or communications to the Board of Directors or to individual members;
- may make use of auditing functions and consultancy from external experts;
 - may avail itself of the support of internal company resources without operational functions, placed directly under the management body with a particular degree of knowledge of company processes.

5.3. *Reporting of the S.B. to the top management*

The S.B. makes reports on the implementation of the Model and any critical issues.

Every six months, the S.B. drafts a written report for the Board of Directors on the activity carried out (specifying, in particular, the checks carried out and their outcome, specific checks and their outcome, any update of the mapping of Sensitive Procedures, etc.) as well as, annually, the activity plan for the following year.

If the S.B. detects any critical issues attributable to one of the reporting subjects, the corresponding report must be promptly sent to one of the other aforementioned subjects.

The reporting focuses on:

1. the activity carried out by the S.B. office;
2. any critical issues (and ideas for improvement) that have emerged both in terms of internal behaviour or events at M.M. S.r.l., and in terms of the effectiveness of the Model.

Meetings with the bodies to which the S.B. refers must be recorded in minutes and copies of the minutes must be stored by the S.B. and the bodies involved from time to time.

The Board of Directors has the power to summon the S.B. at any time; the latter, in turn, has the power to request, through the competent functions or subjects, its convocation for urgent reasons.

5.4. *Information flows to the S.B. relating to Crimes referred to in the Decree.*

The S.B. must be informed, through specific reports made by Collaborators, Corporate Bodies and Third Parties, regarding events that may constitute cause for liability for M.M. S.r.l., under Leg. Decree 231/2001. Reports must be sent by email to the specific address (odv@mmgrigliati.it) or by ordinary mail to the headquarters of M.M. S.r.l.

The following general provisions apply in this regard:

- Employees, Collaborators and Corporate Bodies must report to the S.B. on any information relating to the commission of Crimes, or reasonable belief of their commission;
- Consultants and Partners will be required to make reports in the manner and within the limits established by contract;
- Employees and Collaborators will also be required to report to the S.B. any violations of the rules of conduct or procedures contained in this Model;
- reports must be made by Employees and Collaborators to their hierarchical superior, who will forward them to the S.B. Should the hierarchical superior fail to forward the information to the S.B. or in any case in which the employee or collaborator is in a situation of psychological distress in making the report to their hierarchical superior, the report may be made to the S.B. directly. With regard to their activity carried out with respect to M.M. S.r.l., Consultants and Partners will report directly to the S.B.;
- the S.B. will assess the reports received and adopt any consequent measure at its reasonable discretion and responsibility, hearing the author of the report and/or the person responsible for the alleged violation if needed, and justifying in writing any refusals to proceed with an internal investigation;
- the S.B. is not required to take anonymous reports into consideration;
- M.M. S.r.l. guarantees protection to the whistleblower against any form of retaliation, discrimination or penalisation and ensures in any case the utmost confidentiality regarding the identity of the whistleblower, without prejudice to legal obligations and the protection of the rights of the company or of the persons accused wrongly and/or in bad faith.

In addition to the reports relating to aforementioned breaches of a general nature, the Corporate Bodies, Employees, Collaborators and, in the ways and within the limits established by contract, Consultants and Partners are obliged to immediately transmit to the S.B. the information concerning:

- the provisions and/or news from judicial police bodies, or from any other authority, from which it is clearly transpires that investigations are being carried out, even against persons unknown, for the Crimes if such investigations involve M.M. S.r.l. or its Employees or Collaborators or Corporate Bodies;
- reports drafted by the competent officers as part of their control activity and from which critical facts, acts, events or omissions with respect to compliance with the provisions of Leg. Decree. 231/2001;
- information relating to disciplinary proceedings carried out and any sanction imposed (including measures against Employees or Collaborators) or the archiving of such proceedings with the specific reasons, if they are linked to the commission of Crimes or breach of the rules of conduct or procedures of the Model.

Periodically, the S.B. proposes, if necessary, to the Board of Directors any changes to the aforementioned list relating to mandatory information.

5.5. "Whistleblowing" procedure.

5.5.1. Subject of the report.

Anyone may report to the Company any violations of national or EU provisions that harm the public interest or the integrity of the public administration or the company; by way of example:

- administrative, accounting, civil or criminal offences;
- violations of internal procedures relevant for the purposes of "231" or the Company's Code of Ethics and Conduct,
- unlawful acts relating to sectors such as public procurement, services, products and financial markets and prevention of money laundering and terrorist financing, protection of privacy and personal data and security of networks and information systems;
- acts or omissions that harm the financial interests of the Union;
- acts or omissions concerning the internal market;
- acts or conduct that jeopardise the subject matter or purpose of the provisions of the Union acts.

The reports must be detailed, refer to unlawful conduct relevant for the purposes as above, as well as based on precise and consistent facts of which the reporting person has become aware by virtue of the roles performed within the Company.

The reports must be made by the reporting person in good faith and in a disinterested manner. Therefore, the whistleblower must report for purely personal purposes or to make work-related claims against hierarchical superiors, for which they will need to refer to the regulations and internal procedures of other bodies or offices.

5.5.2 Reporting methods.

Reports may be made with the following methods:

- through the ACARA software or similar, whose access link will be made available to all interested subjects, as well as published on the company website.

If the report concerns behaviours or irregularities carried out by the S.B., it must be made directly to the legal representative of the company.

The S.B. must also be informed of any reports made by the whistleblower directly to a body of the company.

Any reports received with a subject unrelated to the matters covered by Leg. Decree 231/2001 or to the regulations on Whistleblowing will be forwarded by the S.B. to the company by means of certified email, so that it can then be assigned to the competent office.

5.5.3. Management of the report.

Upon receiving the report, the S.B. must take action within the terms set out in the law, or must issue the reporting party with a notice of receipt of the report within seven days of the same and must provide feedback within three months, extendable up to a maximum of six months in particularly complex cases, if justified or motivated reasons subsist.

All reports sent to the S.B. will be subject to a preliminary analysis by the same in order to verify the presence of data and information useful for allowing its own assessment of the validity of the report itself.

If, at the end of the preliminary analysis, there is no sufficiently detailed proof or, in any case, the facts referred to in the report prove to be unfounded, the latter will be archived, with specification of the relative reasons. The S.B. will inform the whistleblower of the archiving of the request. Furthermore, the S.B. will be obliged to inform the administrative body, if it deems that the report is clearly unfounded and made by the *whistleblower* with malice or gross negligence.

On the other hand, should it emerge, following the preliminary analysis, that further investigation is necessary, the S.B. will involve the interested Officers (always guaranteeing the confidentiality of the whistleblower), since it must inform in any case, also the Board of Directors about the outcome of the preliminary analyses.

If the reports concern the majority of the Directors and/or its Chairman, the S.B. will inform the Shareholders' Meeting. The S.B. will update the *whistleblower* on the receipt of the report with the start of an investigation phase.

The reports received, the related investigation documents and all the reference documentation will be stored and catalogued in a special archive duly kept by the S.B. for the time necessary to process the report and in any case no longer than five years from the date of communication of the final outcome of the reporting procedure, in compliance with confidentiality obligations.

It will be the duty of the S.B. to keep the *whistleblower* updated on the expected times of the investigation and the conclusion of the process.

5.5.4. Conclusion of the process.

At the end of the investigation, the S.B. will inform the administrative body by issuing a final *report*. On the basis of this document, the Administrative Body may:

- a) agree on any initiatives to be undertaken to protect the interests of the Company (e.g. legal actions, suspension/elimination of suppliers);
- b) request the initiation of disciplinary proceedings against the whistleblower, in the case of reports in relation to which the bad faith of the reporting person and/or the purely defamatory intent are ascertained, possibly also confirmed by the groundlessness of the report.

In the event that the report concerns the administrative body, the S.B. will inform the Shareholders' Meeting for the assessment of the actions to be taken.

As far as the disciplinary system is concerned, please refer to the Organisational Model.

5.5.5. *Protection of the whistleblower.*

The whistleblower's identity may not be revealed and all those who receive or are involved in the management of the reports are required to protect the confidentiality of all information, in compliance with the law.

With respect to the employee who makes a report following this procedure, no form of retaliation or discriminatory measure, direct or indirect, which may affect their on working conditions for reasons directly or indirectly connected to the report will be allowed or tolerated.

In the event of the adoption of measures deemed retaliatory, the whistleblower may report it directly to the S.B., that will handle the information with due caution to protect the whistleblower.

In any case, it will be the employer's responsibility to demonstrate that the discriminatory or retaliatory measures adopted against the whistleblower are motivated by reasons unrelated to the report itself. The discrimination or retaliation adopted are null and void.

5.5.6. *Possible external reporting channel*

Without prejudice to the preference for the internal reporting channel, as a residual measure, it is possible to forward reports to ANAC (National Anti-Corruption Authority).

5.6. *Information collection and storage.*

All information, reports, reporters envisaged in this Model are stored by the S.B. in a specific database (ACARA software or similar). Only the S.B. Is authorised to access the database.

6. *Training of resources and dissemination of the Model*

6.1 *Training and information of Employees*

For the sake of the effectiveness of this Model, the primary goal of M.M. S.r.l. is to ensure that current and future resources of the Company know the rules of conduct contained therein, with different levels of detail in relation to the different level of involvement of such resources in the Sensitive Procedures.

The adoption of this Model is communicated to all Employees and Collaborators present in the company at the time of its adoption.

New hires are informed about the existence of the Organisational Model, of the Code of Ethics and Conduct as well as the email address of the S.B. to which the communications provided for in point 5.4 should be forwarded.

The content and delivery methods of the training activity aimed at spreading knowledge of the legislation referred to in Leg. Decree 231/2001 is diversified according to the qualification of the recipients, the risk level of the area in which they operate, whether or not the recipients cover representation roles in the company.

In particular, M.M. S.r.l. ensures the adoption and implementation of an adequate level of training through suitable dissemination tools and, in particular through

- an annual company meeting with the members of the administrative body and the Employees;
- the company website (continuously accessible);
- upon signing the letters of assignment with the Collaborators;
- via email to suppliers, Consultants and Partners.

The information and training system is supervised and integrated by the activity carried out in this field by the S.B., with the collaboration of the administrative body.

6.2 Selection and information of Consultants and Partners

As far as Consultants and Partners are concerned, a specific contractual clause will be added in the new contracts, to comply with the Code of Ethics and Conduct and the organisational model.

7. Disciplinary system

7.1 Function of the disciplinary system

The definition of a system of sanctions (commensurate with the violation and with adequate deterrent efficacy) applicable in the event of violation of the rules set out in this Model, makes the supervisory action of the S.B. effective and has the purpose of guaranteeing the effective implementation of the Model.

The definition of this disciplinary system constitutes, in fact, in compliance with art. 6 paragraph 1 letter e) of Leg. Decree 231/2001, an essential requirement of the Model for the purposes of exempting the Company from liability.

The implementation of the disciplinary system and the related sanctions is independent of the conduct and outcome of the criminal proceedings that the judicial authority may have initiated in the event that the conduct to be censured also constitutes a relevant crime under Leg. Decree 231/2001.

The behaviours subject to sanctions are the following:

- 1) violation of internal procedures provided for or expressly referred to in this Model (for example, failure to comply with the prescribed procedures, failure to communicate to the S.B. regarding prescribed information, failure to carry out checks, etc.) or behaviours, in the performance of activities connected to the Sensitive Procedures, that do not comply with the provisions of the Model;
- 2) violation of internal procedures provided for in this Model or behaviours, in the performance of activities connected to the Sensitive Procedures, that do not comply with the provisions of the Model that expose the Company to an objective situation of risk of committing one of the Crimes;
- 3) behaviours, in the performance of activities connected to Sensitive Procedures, that do not comply with the provisions of this Model and are intentionally and unambiguously aimed at committing one or more Crimes even if not actually committed;

4) behaviours, in the performance of activities connected to Sensitive Procedures, that are clearly in violation of the provisions of this Model, such as to determine the concrete application against the Company of sanctions envisaged by Leg. Decree 231/2001.

7.2 Measures against Employees.

Violation by Employees subject to the CCNL (National Collective Labour Agreements) of the individual rules of conduct set out in this Model constitutes a disciplinary offence.

The sanctions will be commensurate with the level of responsibility and autonomy of the employee and collaborator, the possible existence of pending disciplinary actions against the same, the intentionality of their behaviour as well as the seriousness of the same, meaning the level of risk to which the Company can reasonably be considered exposed - pursuant to and for the purposes of Leg. Decree 231/2001 - following the censured conduct.

With regard to the ascertainment of the aforementioned infringements, disciplinary proceedings and the imposition of sanctions shall remain the responsibility of the administrative body. The necessary involvement of the S.B. is envisaged in the procedure for ascertaining violations and imposing sanctions for violation of the Model, in the sense that a disciplinary measure cannot be archived or a disciplinary sanction imposed, for a violation of the Model, without having obtained the prior information and opinion of the S.B.

Employees and Collaborators will be given immediate and widespread information about the introduction of any new provision, by issuing an internal circular letter to explain the reasons that justified them and summarise their content.

The disciplinary measures that can be imposed on said workers - in compliance with the procedures envisaged in Article 7 of Law 30 May 1970, no. 300 (Workers' Statute) and any applicable special regulations - are those set out in the sanctioning apparatus of the CCNLs applied from time to time by M.M. S.r.l., to which the company's Internal Regulations and disciplinary code also refer, and in particular:

- verbal warning;
- written warning;
- fine amounting up to 3 hours of pay and contingency allowance;
- suspension from work up to 3 days;
- dismissal with notice;
- dismissal without notice;

All provisions of the applicable National Collective Labour Agreements, relating to the procedure and obligations to be complied with in the application of sanctions, remain unchanged - and are hereby deemed to be referred to.

The powers already conferred to company management with regard to the ascertainment of infringements, disciplinary proceedings and the imposition of sanctions remain unchanged.

7.3 Measures against Directors

In the event of a breach committed by members of the administrative body of the procedures set out in this Model or of conduct, in the performance of activities connected with the Sensitive Procedures, that does not comply with the provisions

of the Model itself, the Company shall apply the most appropriate measures against those responsible in compliance with the provisions of the National Collective Labour Agreement applicable to them.

Under art. 5, paragraph I, letter a), this category includes persons who hold representative, administrative or management roles in the Company or in one of its organisational departments with financial and functional autonomy, as well as persons who management or control the Company, even de facto.

In the event of a violation of the Organisation and Control Model by one or more members of the Board of Directors, the S.B. shall immediately inform the Shareholders' Meeting, which will adopt the appropriate measures, including any proposal to revoke their position. Any Managing Shareholder who is the recipient of the disciplinary measure will be excluded from the vote.

In each case of the procedures for ascertaining violations and imposing sanctions on managers for violation of the Model, the S.B. must be informed in advance and asked to express its opinion.

7.4 *Measures against Consultants and Partners*

Any violation by Consultants or Partners of the rules of this Model applicable to them or the commission of Crimes is sanctioned as envisaged in the specific contractual clauses included in the relevant contracts. If the latter do not provide for anything, the violation shall be communicated to the Board of Directors, which must assess the sanction applicable to the specific case, favouring the termination of the contract. Any request for compensation remains valid if such behaviour causes damage to the Company, such as for example in the case of application to the same by the judicial authority of the measures envisaged by Leg. Decree 231/2001.

7.5 *Measures against the S.B.*

In the event of a breach of the Organisation and Control Model by one or more members of the S.B., anyone is entitled to notify the administrative body, which will take the appropriate measures, possibly revoking their assignment with the consequent appointment of a new member.

8. *Verifications on the adequacy of the Model*

In addition to the supervisory activity that the S.B. consistently carries out on the effectiveness of the Model (and which takes the form of verifying the coherence between the actual behaviours of the recipients and the Model itself), it periodically carries out specific checks on the real capacity of the Model to prevent Crimes, with the help of Third Parties capable of ensuring an impartial assessment of the activity.

This activity takes the form of a random check of the main corporate acts and the most important contracts entered into or negotiated by M.M. S.r.l. in relation to the Sensitive Procedures and their compliance with the rules envisaged in this Model. Furthermore, a review is carried out of all the reports received during the year, of the actions undertaken by the S.B., of the events considered risky and of the awareness of the Employees and Corporate Bodies with respect to the issue of the criminal liability of the company with random checks.



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As for these checks, the S.B. usually avails itself of the support of those internal officers or external resources that, from time to time, are necessary for this purpose.

The checks and their outcome are the subject of a six-monthly report to the Board of Directors. In particular, in the event of a negative outcome, the S.B. will outline the necessary improvements.

Special Section

This Special Section refers to the behaviours of Employees, Collaborators and Directors of M.M. S.r.l., as well as its external Collaborators and Partners as already defined in the General Section.

The purpose of this Special Section is that all the aforementioned recipients adopt rules of conduct compliant with the provisions of the same, in order to prevent the occurrence of the crimes specified therein.

Specifically, the aim of this Special Section is to:

- establish the procedural principles and rules of conduct that the Recipients are required to comply with for the purposes of the proper application of the Model;
- provide the Supervisory Body, and the managers of the other company officers that cooperate with this body, with the necessary executive tools to enable them to carry out control, monitoring and verification activities.

M.M. S.r.l. adopts, in line with the principles and rules of conduct contained in this Special Section, the internal procedures and organisational checks aimed at preventing the crimes described below.

MAP OF SENSITIVE ACTIVITIES EXPOSED TO THE RISK OF CRIME

The main areas and related activities to be analysed for the purposes envisaged in the Decree have been identified according to the assessments of the nature of the presumed risks. The results of the mapping activity have identified the main types of risk/crime and possible ways of committing them, within the sphere of the main corporate activities identified as sensitive.

The acts and operations at risk relating to these activities are called “sensitive activities”.

In this specific case, taking into account the activity carried out by M.M. S.r.l., it is necessary to focus on the following crimes.

INDIVIDUAL CRIMES

CRIMES AGAINST THE PUBLIC ADMINISTRATION

Leg. Decree 231/2001 refers in the first place to articles. 24 and 25, to crimes committed in relations with the Public Administration and specifically:

Embezzlement to the detriment of the State or another public body (art. 316 bis of the Italian Criminal Code)

Unlawful appropriation of funds, financing or other disbursements by the State or another public body (art. 316 ter of the Italian Criminal Code)

Obstruction of a public tendering procedure (art. 353 of the Italian Criminal Code)

Obstruction of the procedure for choosing the contractor (art. 353 bis of the Italian Criminal Code)

Fraud in public supplies (art. 356 of the Italian Criminal Code)

Fraud to the detriment of the State or another public body or the E.U. (art. 640, paragraph 2, of the Italian Criminal Code)

Aggravated fraud for obtaining public funds (art. 640 bis of the Italian Criminal Code)

Computer fraud to the detriment of the State or another public body or the E.U. (art. 640 ter of the Italian Criminal Code)

Misappropriation and misappropriation carried out by profiting from the error of others (art. 314 first paragraph and art. 316 of the Italian Criminal Code)

Extortion (art. 317 of the Italian Criminal Code)

Corruption for the exercise of the function (art. 318 of the Italian Criminal Code)

Corruption for an act contrary to the duties of office (art. 319 of the Italian Criminal Code)

Corruption in judicial proceedings (art. 319-ter of the Italian Criminal Code)

Unlawful inducement to give or promise benefits (art. 319-quater)

Corruption of a person in charge of a public service (art. 320 of the Italian Criminal Code)

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

Incitement to corruption (art. 322 of the Italian Criminal Code)

Embezzlement, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery of members of the bodies of the European Communities and officials of the European Communities and of foreign States (art. 322 bis of the Italian Criminal Code)

Trafficking of unlawful influence (art. 346 bis of the Italian Criminal Code)

Sensitive Activities

Sensitive activities are those activities that present direct criminal risks in relation to the Predicate Offences identified by the Decree.

Ancillary activities are those activities that are not directly open to committing a crime, but if combined with directly sensitive activities, they can support the commission of the crime and therefore help the unlawful conduct.

Pursuant to art. 6 of the Decree, the Company has identified the sensitive activities within which the offences referred to in arts. 24 and 25 of the Decree may be committed:

- relationships with offices, bodies, functions, entities of the Public Administration, within the scope of administrative

proceedings, as well as within the scope of inspection and control activities carried out by public bodies on the company's activity; these are activities that can be identified in individual Risk Operations, defined in time and identifiable separately;

- relationships with the Public Administration connected to the specific business activity, and mainly related to checks and authorisations carried out by the Public Administration, necessary for the company to carry out the specific business activity;
- relationships with the Public Administration related to the request and use of financing or benefits provided by the State, the European Community and other local, national or community public bodies.

Particular attention must be paid to the following risk activities:

- relationships with the public administration inspection and surveillance services (environmental, administrative, tax, social security, health, etc.);
- relationships with the various public administration offices for obtaining permits, concessions, authorisations or other building permits;
- relationships with the administration of justice in the context of or during civil, administrative, fiscal and criminal legal proceedings, involving the Company;
- the initiation and management of procedures for obtaining disbursements or contributions from Italian or community public administrations and the management of any funds disbursed;
- the production of documentation to the Public Administration, including through IT tools;
- the transmission of data electronically to public entities, for example to the Revenue Agency or to social security or insurance institutions, or in any case the processing and transmission of documents with evidential effectiveness.

During the mapping of sensitive activities for crimes against the Public Administration, the following ancillary activities were also highlighted, the performance of which could potentially be a means for the commission of a Predicate Crime against the Public Administration (e.g. setting up funds to be used for corrupt purposes):

- in general, the phase of procurement of works, including any participation in public tender procedures or direct assignment;
- the management of relationships with suppliers;
- the selection and hiring of employees or Collaborators;
- the management of the Company's financial resources (receipts and payments);
- the management of sponsorships;
- the management of company equipment and utilities (e.g. computers, cars, etc.).

Recipients

The recipients of this Special Section are the Directors, Employees and Collaborators responsible for drafting and managing contacts with the Public Administration.

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

All Recipients of the Model, as identified by the General Section, adopt rules of conduct that comply with the Code of Ethics and Conduct, with the principles listed below, as well as with the quality procedures relating to the qualification of suppliers and their monitoring, when performing operations falling within the scope of the sensitive and ancillary activities specified in the preceding paragraph, in order to prevent the occurrence of crimes against the Public Administration relevant to the Company and envisaged by the Decree.

In general, the following principles of conduct are established for sensitive activities relating to the crimes referred to in Articles 24 and 25 of the Decree.

All Recipients of the Model are prohibited from:

- maintaining relationships with the Public Administration, while representing or on behalf of the Company, in the absence of a specific mandate or power of attorney from the Company;
- in the management of their relations with the Public Administration, taking advantage of any preferential treatment or personal acquaintances, even acquired outside of their professional reality, in order to influence their decisions, or in order to obtain specific information on future developments in the sector, provision of public contributions/funding and/or similar information;
- offering money or other benefits to Public Officials or Public Service Officers or bodies or officials of the Judicial Authority, including their relatives, in order to influence their discretion, independence of judgement or to induce them to ensure any advantage to the Company, or in order to obtain specific information on future developments in the sector and/or provision of public contributions/funding and/or similar information;
- recognising, in favour of suppliers or external Collaborators, or their relatives, who operate towards the Public Administration in the name and on behalf of the Company, undue compensation that is not adequately justified in relation to the type of task to be carried out;
- paying and/or suggesting the payment and/or ask Third Parties to propose the payment or giving of money or other benefits to a public official of the Judicial Authority, or their family members, in the event that the Company is a party to a judicial proceeding;
- assigning professional tasks, give or promise gifts, money, or other benefits to those who carry out investigations and inspections, public authorities or bodies of the Judicial Authority;
- resorting to forms of contributions that, under the guise of sponsorships, tasks, consultancy, advertising, actually constitute forms of gifts or gratuities to public officials, their family members, public bodies and authorities; producing to the Public Administration declarations, communications or documents containing untrue, misleading or partial information, or omit information, in order to obtain favourable provisions from the Public Administration (e.g. to obtain the issuing of concessions or authorisations, public funding);
- allocating contributions, subsidies or financing or other similar disbursements obtained from the State or another public body or from the European Union, were granted, to purposes other than those for which they were intended.

In particular:

- company procedures are characterised by the separation of the roles of impulse decision, execution and implementation, as well as control;

- the company regulates its remuneration and career policy by taking into due consideration the fairness and lawfulness of conduct, condemning any behaviour that tends to achieve goals to the detriment of compliance with company or legal rules;
- any relationship with public officials is fair, formal and attentive to the multiple implications that may arise from it;
- the hiring of employees and Collaborators occurs according to impartial criteria for identifying company needs and the corresponding individual skills and qualifications, with a process shared by multiple company functions that contribute to the selection of candidates in compliance with the aforementioned criteria;
- the opportunity to access public funding and contributions is identified on the basis of the actual presence of all legal requirements; once the benefit has been obtained, it must be used exclusively within the scope and for the purposes identified by the disbursement provision, in compliance with all the specified implementation methods, providing the competent Public Administration with transparent, complete and truthful reporting of the financed activities;
- exceptions, violations or suspected violations of the rules governing the activities at risk of crime referred to in this Section must be reported by all Employees and corporate bodies following the methods set out in the General Section of this Model.

Checks by the Supervisory Body

For each sensitive process, the administrative offices of the company must:

- keep any supporting documentation available to the S.B.;
- report to the S.B. and request its assistance for any situation that is deemed not compliant with the company rules on the matter or where an anomalous situation is highlighted in any case.

The Supervisory Body may, at its discretion, activate checks, verifications and inspections, including random checks or following a report, of the phases of each process that involves contact with the Public Administration, avoiding as much as possible interfering with the company decision-making processes, but intervening promptly with the tools at its disposal.

The Supervisory Body has access, for the purposes of its assigned activity, to any company document that it deems relevant for the avoidance of behaviours contrary to the company rules dictated by the Code of Ethics and Conduct and by this Model, without prejudice to the duty to comply with the prohibition on communicating and/or disseminating the information and/or data acquired, except in the case in which communication and/or dissemination are requested by the judicial authority.

CYBERCRIMES AND ILLEGAL PROCESSING OF DATA

Leg. Decree 231/2001 refers, in the first place, art. 24 bis, to computer-related crimes and specifically:

Falsification of computer documents (art. 491bis of the Italian Criminal Code)

Unauthorised access to a computer or telematic system (art. 615-ter of the Italian Criminal Code)

Unauthorised possession and dissemination of computer or telematic access codes (art. 615-quater of the Italian Criminal Code)

Unauthorised possession and dissemination of computer or telematic access codes (art. 615-quater of the Italian Criminal Code)

Distribution of computer equipment, devices or programmes intended to damage or interrupt a computer or telecommunications system (art. 615-quinquies of the Italian Criminal Code)

Illegal interception, obstruction or interruption of computer or telematic communications (art. 617-quater of the Italian Criminal Code)

Installation of equipment designed to intercept, impede or interrupt computer or telematic communications (art. 617-quinquies of the Italian Criminal Code)

Extortion (art. 629 of the Italian Criminal Code)

Damage to computer information, data and programmes (art. 635-bis of the Italian Criminal Code)

Damage to computer information, data and programmes used by the State or by another public entity, or otherwise of public utility (art. 635-ter of the Italian Criminal Code)

Damage to computer or telecommunication systems (art. 635-quater of the Italian Criminal Code)

Damage to computer or telecommunication systems of public utility (art. 635-quinquies of the Italian Criminal Code)

Computer fraud by the subject providing electronic signature certification services (art. 640-quinquies of the Italian Criminal Code).

Sensitive Activities

Through a risk control and analysis activity, the Company has identified the sensitive activities listed below in which, potentially, some of the cybercrimes envisaged in art. 24-bis of the Decree may be committed:

- management of accesses, accounts and profiles;
- management of hardware and software systems;
- management of documentation in digital format.

Recipients

The recipients of this Special Section are the Directors, Employees and Collaborators who have access to a digital device and accounts connected to the company.

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

All Recipients of the Model, in carrying out or executing operations within the scope of the sensitive activities specified in the preceding paragraph, must adopt rules of conduct that comply with the Internal Regulations for the use of IT systems and for the processing of personal data, with the Code of Ethics and Conduct, as well as with the general principles of conduct set out below in order to prevent the occurrence of computer crimes relevant to the Company and envisaged in the Decree.

Exceptions, violations or suspected violations of the rules governing the activities at risk of crime referred to in this Section

must be reported by all Employees and corporate bodies following the methods set out in the General Section of this Model.

In particular, it is forbidden to:

- access a computer or telecommunication system protected by security measures without authorisation;
- access a computer or telecommunication system without having the access credentials or using the credentials of other authorised colleagues;
- hold, obtain or distribute access codes or in any case suitable means for accessing a system protected by security measures without authorisation;
- use unauthorised technical devices or software and/or devices designed to prevent or interrupt communications relating to a computer or telecommunication system;
- destroy, damage, delete, alter information, data or computer programmes of others;
- reproduce, distribute, communicate, or in any case make available to others any equipment, devices or programmes in order to unlawfully damage a system, or the data and programmes pertaining to it, or facilitate the interruption or alteration of its functioning;

The corporate bodies, Employees or Consultants within the scope of the functions assigned to them are required to comply with the provisions of the law, the Code of Ethics and Conduct, the procedures adopted by the company and the rules set out in this Model, with an express prohibition on implementing, collaborating or causing the implementation of behaviours that constitute the types of aforementioned crime.

In compliance with the Code of Ethics and Conduct and company procedures, they are required to:

- monitor the procurement processes of goods protected by intellectual property;
- duly and legally carry out all IT resource management activities, in a transparent manner;
- monitor the use of the IT system, licence programmes and personal and system passwords; respect the intellectual property of third parties in carrying out activities, including communication or marketing activities, which may involve the use of works subject to copyright.
- use the company IT resources assigned to them properly, avoiding leaving their PC unattended and/or accessible to others, and promptly informing the head of the relevant Office in the event of loss or theft of company IT equipment;
- use company IT equipment solely for office needs.

Checks by the Supervisory Body

Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

ORGANISED CRIME

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section.

Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its

discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

COUNTERFEITING CRIMES

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section. Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

CRIMES AGAINST INDUSTRY AND TRADE

Leg. Decree 231/2001, art. 25-bis.1 refers to corporate crimes and specifically:

- *Disturbing the freedom of industry or trade (art. 513 of the Italian Criminal Code)*
- *Unlawful competition with threat or violence (art. 513-bis of the Italian Criminal Code)*
- *Fraud against national industries (art. 514 of the Italian Criminal Code)*
- *Fraud in the exercise of trade (art. 515 of the Italian Criminal Code)*
- *Sale of non-genuine food products as genuine (art. 516 of the Italian Criminal Code)*
- *Sale of industrial products with false sign (art. 517 of the Italian Criminal Code)*
- *Manufacture and trade of goods made by usurping industrial property rights (art. 517-ter of the Italian Criminal Code)*

Recipients

The recipients of this Special Section are the Directors and Employees responsible for the production, purchase, sale of goods and services as well as their promotion.

Prevention Procedures

This Special Section provides for the express prohibition of Employees, Consultants/Partners, from:

- engaging in, collaborating with or causing any conduct that directly or indirectly constitutes the types of crimes included among the aforementioned;
- violating the principles and procedures existing in the company and/or specified in this Special Section and, in particular, the following conducts are prohibited: use of a distinctive sign or intellectual work of which the company is not the owner and which it is not licensed to use; counterfeiting or alteration of trademarks and distinctive signs, owned by other companies; marketing of products bearing counterfeit or altered distinctive signs, whether these are regularly registered in compliance with national and international legislation or not; use in the production process of third-party patents without any licence (with particular regard to process patents).

This Special Section consequently provides for the express obligation of the aforementioned subjects to:

1. behave fairly, in a transparent and collaborative manner, in compliance with the law and internal company procedures and not place any obstacle in the way of the exercise of any supervisory functions exercised by the S.B.;
2. comply with the Company Regulations for the management of confidential information of M.M. S.r.l. and any confidential information communicated to it by third parties;
3. obtain a regular licence agreement for each distinctive sign or intellectual work used by the Company but not owned by it;
4. comply with the provisions of the quality manual regarding production processes, supplier qualification, complaint management to guarantee the origin, provenance, quality, quantity of the products/services;
5. carry out specific checks on the contents of advertising communications in order to guarantee their consistency with the characteristics of the product/service.

Checks by the Supervisory Body

Without prejudice to the discretionary power of the Supervisory Body to activate specific checks following the reports received (see the General Section of this Model), the Supervisory Body shall periodically carry out random checks on activities potentially at risk of crime relating to intellectual property, in relation to the rules set out in this Model and, in particular, to the internal procedures currently in place. To this end, the Supervisory Body is guaranteed - in compliance with current legislation, for example in terms of privacy - free access to all relevant company documentation.

CORPORATE CRIMES

Leg. Decree 231/2001, art. 25 ter, refers to corporate crimes and specifically:

False corporate communications (art. 2621 of the Italian Civil Code and art. 2621-bis of the Italian Civil Code)

False corporate communications of listed companies (art. 2622 of the Italian Civil Code)

False statement (art. 2623 of the Italian Civil Code)

False reports or communications of auditing firms (art. 2624 of the Italian Civil Code)

Impeding control (art. 2625, paragraph 2, of the Italian Civil Code)

Unlawful return of contributions (art. 2626 bis of the Italian Civil Code)

Unlawful distribution of profits and reserves (art. 2627 of the Italian Civil Code)

Illegal transactions involving shares or quotas of companies or the parent company (art. 2628 of the Italian Civil Code)

Transactions to the detriment of creditors (art. 2629 of the Italian Civil Code)

Failure to disclose a conflict of interest (art. 2629-bis of the Italian Civil Code)

Fictitious capital formation (art. 2632 of the Italian Civil Code)

Wrongful distribution of corporate assets by liquidators (art. 2633 of the Italian Civil Code)

Bribery among private individuals (art. 2635 of the Italian Civil Code)

Incitement to bribery among private individuals (art. 2635-bis of the Italian Civil Code)

Unlawful influence on the shareholders' meeting (art. 2636 of the Italian Civil Code)

Market rigging (art. 2637 of the Italian Civil Code)

Obstructing the exercise of the functions of public supervisory authorities (art. 2638, paragraphs 1 and 2, of the Italian Civil Code)

Bribery among private individuals (art. 2635, paragraph 3, of the Italian Civil Code)

False or omitted declarations for the issuing of the preliminary certificate required by the implementing legislation of EU Directive 2019/2121, of the European Parliament and of the Council of 27.11.2019

Sensitive Activities

The areas of activity considered more specifically at risk in relation to the commitment of corporate crimes are deemed to be the following:

- acquisition, recording, processing, assessment and explanation of the data and information necessary for the preparation of the financial statements and other corporate communications;
- management of documentation, archiving and storage of information relating to business activity, including through IT means;
- drafting of the financial statements and the related information disclosure in relation to the economic, equity and financial situation of the Company;
- management of relations with Shareholders;
- drafting of the financial statements, management report and other corporate communications;
- corporate transactions that may affect the integrity of the share capital;
- intra-group corporate, accounting or tax transactions.

Recipients

The recipients of this Special Section are the Directors and Employees responsible for drafting corporate accounting documents.

Prevention Procedures

In addition to the specific principles of conduct relating to the aforementioned risk areas, this Special Section recalls the general principles of conduct envisaged by the Code of Ethics and Conduct adopted by M.M. S.r.l., which all Recipients are required to comply with.

This Special Section entails the express prohibition for the Recipients from:

- carrying out, collaborating or causing any conduct that constitutes the types of crime considered above (art. 25 *ter* of the Decree);
- engaging in, collaborating with or causing any conduct that, although not constituting in itself types of crime included among those considered above, it could potentially become so;
- representing or transmitting for processing and representation in financial statements, reports and prospectuses or other corporate communications, any false, incomplete, misleading or, in any case, non-corresponding data, even with respect to other companies in the group;

- omitting data or information required by law and regulations on the economic, equity and financial situation;
- they must comply with the provisions of law, accounting principles and company rules, paying the utmost attention, professionalism and accuracy, in the acquisition, processing, assessment and explanation of the data and information necessary for the drafting of the financial statements and other corporate communications, even with respect to other companies in the group;
- they must ensure the regular functioning of the corporate bodies, facilitating any collaboration with the Partners responsible for keeping the accounts;
- engage in conduct that materially impede, through the concealment of documents or the use of other fraudulent means, or in any case that hinder the performance of the control activity by the Partners who are responsible for keeping the accounts;
- determining or influencing the adoption of resolutions of the Shareholders' Meeting, performing simulated or fraudulent acts aimed at altering the regular decision-making procedure of the Meeting;
- they must scrupulously observe the rules for the protection of creditors and the integrity and effectiveness of the share capital;
- they must ensure the timely formalisation of the meetings and of the other Corporate Bodies; the regular formation, maintenance and conservation of all relevant corporate, accounting and tax documentation.

Therefore, it is forbidden to engage in conduct that, through the failure to timely update the documentation, the failure to correctly store or conceal the documents, prevents the authorities and supervisory bodies from carrying out the necessary control activities.

To ensure compliance with the aforementioned prohibitions, the Recipients are expressly obliged to:

- behave correctly, transparently and collaboratively, in compliance with the law and company procedures, in all activities aimed at drafting the financial statements and other corporate communications, in order to provide shareholders and Third Parties with truthful and correct information on the economic, equity and financial situation of M.M. S.r.l.;
- ensure the proper functioning of the company and the corporate bodies, guaranteeing and facilitating every form of control over the corporate management required by law, as well as the free and correct decision making of the Meeting;
- carry out all communications required by law and regulations towards the supervisory authorities, promptly, correctly and in good faith, without impeding exercise of the supervisory functions undertaken by them.
- carry out in a fair, lawful, transparent and collaborative manner, all activities aimed at drafting the financial statements and other corporate communications, in order to provide truthful and complete information on the economic, equity and financial situation of the Company, also with respect to other companies in the group;

The company procedures include:

- the maintenance, storage and processing of data by the administrative office, with a commitment to respect the truthfulness of such data;
- the timely transmission to the accountant for the drafting and control of the draft financial statements;
- the systematic and timely communication to the Supervisory Body of any other assignment, assigned or intended to be assigned, to Third Parties regarding the drafting of the financial statements.

Checks by the Supervisory Body

The Supervisory Body may, at its discretion, activate controls, checks and inspections, including random checks or following a report, of the phases of each sensitive process, avoiding, as much as possible, interfering with the company's decision-making processes, but intervening promptly with the tools at its disposal. The Supervisory Body has access, for the purposes of the activity assigned to it, to any company document that it deems relevant for the prevention of conduct contrary to the company rules dictated by the Code of Ethics and Conduct and by this Model.

In the event that operations on the share capital, or operations of splitting, merging or transformation of the company are initiated by the corporate bodies, the Supervisory Body will be informed, which may search for information.

The Supervisory Body must report the results of its supervisory and control activity in the field of corporate crimes on a six-monthly basis to the Board of Directors of M.M. S.r.l. which, if the investigations carried out by the Supervisory Body reveal a violation of the provisions contained in this Special Section, the commission of a crime or an attempt to commit it, will report to the Board of Directors or for the implementation of the necessary and appropriate measures.

CRIMES WITH THE PURPOSE OF TERRORISM OR SUBVERSION OF THE DEMOCRATIC ORDER

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section.

Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

PRACTICES OF FEMALE GENITAL MUTILATION

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section.

Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

CRIMES AGAINST THE INDIVIDUAL

The crimes envisaged by Leg. Decree 231/2001 (art. 25-quinquies) are:

Reduction or maintenance in slavery or servitude (art. 600 of the Italian Criminal Code);

Child prostitution (art. 600-bis of the Italian Criminal Code);

Child pornography (600-ter of the Italian Criminal Code);

Possession of pornographic material (art. 600-quater of the Italian Criminal Code);

Virtual pornography (art. 600-quarter1 of the Italian Criminal Code);

Tourism initiatives aimed at exploiting child prostitution (art. 600-quinquies of the Italian Criminal Code);

*Human trafficking (art. 601 of the Italian Criminal Code); purchase and sale of slaves (art. 602 of the Italian Criminal Code).
Illegal intermediation and exploitation of labour (art. 603 bis of the Italian Criminal Code).
Solicitation of minors (art. 609 undecies of the Criminal Code).*

Sensitive Activities

The activities at risk identified with reference to this part of the legislation are:

- hiring and management of personnel;
- maintaining relationships with persons involved in criminal proceedings;
- entry of a person of non-EU citizenship into the territory of the Italian State, or the entry of a foreign person into another state of which the person is not a citizen or does not have a permanent residence permit;
- promotion and management of humanitarian and solidarity initiatives.

Recipients

The recipients of this Special Section are the Directors and Employees in charge of managing human resources.

Prevention Procedures

The principles contained in the document "Social Responsibility Policy dated 1.6.2023", in addition to those contained in the Code of Ethics and Conduct, constitute the most appropriate tool for preventing the commission of crimes against the individual. All recipients of the Model, therefore, in order to avoid conduct that may constitute such a crime, must adopt practices and behaviours that are respectful of the Code of Ethics and Conduct. Exceptions, violations or suspected violations of the rules governing the activities at risk of crime referred to in this Special Section are reported by all Employees and corporate bodies according to the methods set out in the General Section of the Model.

The company guarantees that the hiring of personnel, including foreigners, respects regular employment contracts, and in compliance with the legislation in force on the matter, even when the same takes place through third-party companies (e.g. temporary workers).

It is also provided that:

- during the hiring phase, the candidate provides a copy of their identity document and a copy of the regular residence permit if a foreigner, and their expiry date must be verified in order to monitor their validity during the continuation of the employment relationship;
- the document is stored, by the competent company function, in a special archive, in a manner that prevents subsequent modification, in order to allow the correct traceability of the entire process and to facilitate any subsequent checks;
- the existence of the regulatory requirements of regularity of Partners and Third Parties is verified through the delivery of the documentation required by law (e.g. single document of regularity of contributions - DURC);
- the possibility for the Company to carry out checks on the personnel employed by the counterparty is envisaged as per contract;
- the payment of salaries of Employees and Collaborators must be made only through traceable means.

Checks by the Supervisory Body

Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

For each sensitive process, the company must:

- keep any supporting documentation available to the S.B.;
- report to the S.B. and request its assistance for any situation that is deemed not compliant with the company rules on the matter or where an anomalous situation is highlighted in any case.

The Supervisory Body may, at its discretion, take action by carrying out checks, verifications and inspections, including checks made at random or following a report, avoiding, as much as possible, interfering with the company's decision-making processes, but intervening promptly with the tools at its disposal.

The Supervisory Body has access, for the purposes of the activity assigned to it, to any company document that it deems relevant for the prevention of conduct contrary to the company rules dictated by the Code of Ethics and Conduct and by this Model, without prejudice to the duty to comply with the prohibition on communicating and/or disseminating the information and/or data acquired, except in the case in which communication and/or dissemination are requested by the police, the judicial authority, security bodies or other public entities for the purposes of defence or security of the state or prevention, detection or repression of crime.

MARKET ABUSE

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section.

Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

MANSLAUGHTER OR SERIOUS OR VERY SERIOUS INJURY COMMITTED IN VIOLATION OF THE RULES ON THE PROTECTION OF OCCUPATIONAL HEALTH AND SAFETY

Leg. Decree 231/2001 art. 25 septies refers to the following crimes, committed in violation of accident prevention and occupational health and hygiene rules:

Manslaughter (art. 589 of the Italian Criminal Code)

Personal injury through negligence (art. 590 of the Italian Criminal Code).

Sensitive Activities

The activities at risk identified with reference to this part of the legislation are:

- planning and organisation of roles and activities related to the protection of occupational health, safety and hygiene;
- identification, assessment and management of risks in terms of occupational health, safety and hygiene and emergency management;
- communication, training and information activities for workers in terms of occupational health, safety and hygiene;
- relationships with suppliers with reference to activities related to occupational health, safety and hygiene;
- control and corrective actions with reference to activities related to occupational health, safety and hygiene.

Recipients

The recipients of this Special Section are Directors, Employees and Collaborators.

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

The provisions contained in the “DVR – Risk Assessment Document”, in the procedures of the ISO 45001:2018 certified Management System for Occupational Health and Safety, in addition to those contained in the Code of Ethics and Conduct, constitute the most appropriate tool to prevent the commission of the crimes covered in this paragraph.

Furthermore, the Recipients of the Model involved in various capacities in the management of corporate safety are required to:

- guarantee, within the scope of their respective competences and responsibilities, compliance with the rules and procedures on the protection of occupational health and safety, constantly monitoring their concrete implementation in the corporate context;
- raise awareness, inform and adequately train all those who operate in the corporate context in order to make them aware of the need to scrupulously comply with the rules and procedures in force regarding occupational health and safety, also keeping them constantly informed of any specific risks that may exist in the workplace;
- pay the utmost attention, diligence and prudence in carrying out assigned tasks and adhere to strict compliance with the rules and procedures regarding occupational safety and hygiene, in compliance with the precautionary principle;

- take care of their own safety and health as well as that of other people who have access to the Company's facilities;
- promptly report to the designated persons any situation that may have a negative impact on the company's safety system and, if necessary, refrain from continuing the activity where this may constitute a threat to their own or others' safety;
- select any contractors according to the highest standards of fairness, quality, professionalism and attention to safety;
- engage in a transparent and collaborative conduct towards the bodies responsible for control (e.g., labour Inspectorate, Local Health Authority, Fire Brigade, etc.) during checks/inspection procedures, providing all necessary information and allowing free access to company documents, in compliance with legal provisions.

In carrying out sensitive activities, all Recipients of the Model are required to comply with the following principles of conduct and control:

- spread the culture of occupational safety within the Company through appropriate information and training actions towards all personnel at various levels of the organisation;
- organise periodic monitoring and adjustment activities of the Risk Assessment Document;
- formally define within the Company the responsibilities for management, coordination and control in the health and safety area;
- formally draw up the appointment of the subjects required by the legislation on occupational hygiene and safety and the powers assigned to them;
- ensure consistency between the system of delegations and powers of attorney and the responsibilities assigned in the field of occupational hygiene and safety;
- ensure the separation of tasks between the subjects required to make or implement decisions regarding the protection of health and safety and the subjects who are responsible for carrying out control activities in this area;
- formally take care of, in the case of contracts for works, services or supplies by the Company, any communication to the contractors regarding the risks present in the work environments in which they are intended to operate;
- carry out adequate verification activities to ensure that the contractors comply with the safety regulations in the workplace;
- eliminate at source the risks to the health and safety of workers, and, where this is not possible, reduce them to a minimum by exploiting the knowledge acquired and technological progress;
- carefully assess all the risks to the health of workers that cannot be eliminated, in order to adopt the most suitable countermeasures;
- respect the principles of ergonomics and healthiness in the workplace in the organisation of work, in the design of workstations and the choice of work equipment in the definition of working and production methods, in particular for the purpose of reducing the effects on health of monotonous and repetitive work;
- plan the measures deemed appropriate to ensure the improvement of safety levels over time, also through the use of codes of conduct and best practices established at national and international level;
- give priority to collective protection measures over individual protection measures;
- give adequate instructions to workers;
- activate a monitoring of the adequacy and effectiveness of the management system of prevention and protection measures for occupational health and safety according to two levels: (1st level) monitoring of the competence of the internal

resources of the structure, both in self-control by each employee and by the supervisor/manager; (2nd level) periodic monitoring of the functionality of the preventive system adopted by responsible management personnel, which ensures impartiality and independence in carrying out the inspection on the work sector of their competence, to allow the implementation of strategic decisions.

Further specific checks are established, aimed at ensuring the constant monitoring and functioning of the Company's organisational system.

In particular, it is expected that:

- the Head of the Prevention and Protection Service and the Occupational Physician communicate without delay to the S.B. on the deficiencies, anomalies and non-compliances found;
- the Employer ensures that all the subjects required by the sector legislation are appointed, that they are provided with adequate, clear and sufficiently specific delegations, that they have the necessary skills and qualities, that all personnel receive appropriate information on the correct methods of carrying out their duties, and, in the cases provided for by the legislation, are trained. A documented verification of such training and/or instruction must be available. Training activities are provided through variable methods, both chosen by the Company and as required by current legislation;
- workers are involved/consulted in the identification of dangers, risk assessment and definition of protection measures; in investigations relating to an accident, when there are changes that may have significance consequences in terms of Health and Safety.

Checks by the Supervisory Body

Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

For each sensitive process, the Company Officer must:

- keep any supporting documentation available to the S.B.;
- report to the S.B. and request its assistance for any situation that is deemed not compliant with the company rules on the matter or where an anomalous situation is highlighted in any case.

The Supervisory Body may, at its discretion, take action by carrying out checks, verifications and inspections, including checks made at random or following a report, avoiding, as much as possible, interfering with the company's decision-making processes, but intervening promptly with the tools at its disposal.

The Supervisory Body has access, for the purposes of the activity assigned to it, to any company document that it deems relevant for the prevention of conduct contrary to the company rules dictated by the Code of Ethics and Conduct and by this Model, without prejudice to the duty to comply with the prohibition on communicating and/or disseminating the information and/or data acquired, except in the case in which communication and/or dissemination are requested by the police, the judicial authority, security bodies or other public entities for the purposes of defence or security of the state or prevention, detection or repression of crime.

RECEIVING STOLEN GOODS, MONEY LAUNDERING AND USE

The crimes envisaged by Leg. Decree 231/2001, art. 25 octies, are:

Receiving stolen goods (art. 648 of the Italian Criminal Code) .

Money laundering (art. 648-bis of the Italian Criminal Code)

Use of money, goods or other utilities of unlawful origin (art. 648-ter of the Italian Criminal Code)

Self-laundering (art. 648 ter1 of the Italian Criminal Code)

Sensitive Activities

With reference to these crimes, the following emerge as processes at risk:

- movable, real estate, financial and other transactions involving goods or money; in particular, purchases of goods or services from third parties;
- cash management;
- management of tax and fiscal obligations;
- drafting of the balance sheet, reports and other corporate communications required by law, addressed to shareholders or the public.

Recipients

The recipients of this Special Section are the Directors, Employees and Collaborators responsible for administration, accounting and management of financial flows.

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

For the purposes of preventing the aforementioned crimes, the identification and documentation (including by email) of the counterparties with whom one intends to initiate commercial relations and, in particular, from whom goods or services are received is of the utmost importance. Contracts with customers, suppliers and Consultants must be agreed upon with the involvement of at least two individuals operating in the company and all their terms and conditions must be defined in writing.

Only such identification allows for the risk of receiving goods or money of unlawful origin to be reduced; however, it is worth remembering that this conduct is punishable only on the basis of intentional wrongdoing.

Cash payments of reimbursements require that one individual checks the adequacy of the reimbursement request and a separate individual makes the payment.

Finally, with regard to the management of financial flows, this must be done in compliance with anti-money laundering legislation.

Checks by the Supervisory Body

The S.B. shall verify that the company operating procedures fully implement the principles and provisions contained in this Special Section. This Special Section and the implementing company operating procedures are constantly updated, also upon proposal or notification of the Supervisory Body in order to guarantee the achievement of the purposes of this Model; this shall not give rise to any amendment of the Model itself.

CRIMES RELATING TO PAYMENT INSTRUMENTS OTHER THAN CASH

The crimes envisaged by Leg. Decree 231/2001, art. 25 octies, are:

Undue use and falsification of payment instruments other than cash (art. 493 ter of the Italian Criminal Code)

Possession and distribution of equipment, devices or computer programmes aimed at committing crimes involving payment instruments other than cash (art. 493 quater of the Italian Criminal Code)

Fraudulent conveyance (art. 512 bis of the Italian Criminal Code)

Sensitive Activities

With reference to these crimes, the following emerge as processes at risk:

- the use of debit cards, credit cards, fuel cards and toll payment cards;
- the use of company software and devices.

It is highlighted that the management of cash is reduced to a minimum and that its management is accounted for by an employee and controlled by another person.

Recipients

The recipients of this Special Section are the Directors, Employees and Collaborators responsible for administration, accounting and management of financial flows.

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

Compliance with the Regulation on travel, the existing practice for invoicing (which always requires the involvement of two separate people), the Code of Ethics and Conduct, the control of account statements and cards, the control of consumption, the control and tracking of accounting by the designated offices are of the utmost importance for the purposes of preventing the crimes in question.

Checks by the Supervisory Body

The S.B. shall verify that the company operating procedures fully implement the principles and provisions contained in this Special Section. This Special Section and the implementing company operating procedures are constantly updated, also upon proposal or notification of the Supervisory Body in order to guarantee the achievement of the purposes of this Model; this shall not give rise to any amendment of the Model itself.

CRIMES RELATING TO RESTRICTIVE MEASURES OF THE EUROPEAN UNION

The crimes envisaged by Leg. Decree 231/2001, art. 25-octies.2, are:

Violation of restrictive measures of the European Union (art. 275 bis of the Italian Criminal Code)

Violation of information obligations imposed by a restrictive measure of the European Union (art. 275 ter of the Italian Criminal Code)

Violation of the conditions of the authorisation to carry out activities (art. 275 quater of the Italian Criminal Code)

Provisions against illegal immigration (art. 12, paragraph 1-bis, of Legislative Decree of 25 July 1998, no. 286)

Sensitive Activities

With reference to these crimes, the following emerge as processes at risk:

- the commercial, purchasing and sales processes involving goods and services with foreign countries;
- customs processes.

Recipients

The recipients of this Special Section are the Directors, Employees and Collaborators responsible for commercial activities, the purchasing office, the sales office, the shipping office (responsible for transport and customs procedures) and the administration office (responsible for payments and verification of contractual counterparties).

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

All recipients are prohibited from: initiating or continuing relationships with subjects, entities, bodies or groups designated by EU sanctions lists; directly or indirectly making available funds, goods, services or economic resources to designated subjects; carrying out operations of sale, purchase, export, import, transit, transport or technical assistance prohibited by EU restrictive measures; using intermediaries, shell companies, triangulations, transit countries or incomplete documentation to circumvent EU restrictions; artificially splitting operations or payments; omitting information due to the competent authorities; proceeding with operations subject to authorisation without having obtained the prior licence or clearance; ignoring screening alerts or commercial, logistical, customs or financial red flags.

The Recipients of the Model are required to operate as follows:

- company functions involved in managing commercial opportunities abroad or in the purchase of goods or services from abroad undertake to consult the Company's internal list of countries subject to possible restrictive measures; where the Company receives a business opportunity involving goods or services originating from or destined for any of those countries, they undertake to notify the Legal Affairs Office so that the appropriate checks may be carried out, suspending

all commercial or contractual activity pending clearance from that Office. This check must also be performed whenever a new product outside the approved list is involved;

- the shipping office undertakes to update the internal document listing customs codes for import and export on an annual basis and whenever necessary (e.g. in the event of regulatory changes on restrictive measures), sharing it with the purchasing office so that the latter may obtain a declaration from suppliers confirming that the goods do not originate from a country subject to restrictive measures, and with the commercial office;
- customs codes for the determination of customs duties and taxes are adequately verified to ensure consistency with product codes and alignment with applicable legal requirements;
- persons involved in the management of customs obligations must be adequately and periodically trained on the relevant legislation and the correct identification of product codes from which customs codes are derived;
- the administration office performs screening of the counterparty before entering into a relationship with customers, suppliers, distributors, agents, consultants, shipping agents or partners;
- any conduct deviating from the provisions of this Model of which a recipient becomes aware must be communicated to the S.B.

Checks by the Supervisory Body

The S.B. shall verify that the company operating procedures fully implement the principles and provisions contained in this Special Section. This Special Section and the implementing company operating procedures are constantly updated, also upon proposal or notification of the Supervisory Body, in order to guarantee the achievement of the purposes of this Model; this shall not give rise to any amendment of the Model itself.

CRIMES RELATING TO COPYRIGHT INFRINGEMENT

The crimes envisaged by Leg. Decree 231/2001, art. 25 novies, condemn, in reference to art. 171 first paragraph letter a) bis, 171-bis, 171-ter, 171-septiesse 171-octies of Law no. 633/1941, the conduct of copyright infringement.

Sensitive Activities

With reference to these crimes, the following emerge as processes at risk:

- Management of servers, programmes, websites, social networks and dissemination of news internally/externally;
- Management of information covered by copyright/intellectual property.

Recipients

The recipients of this Special Section are the Directors and Employees and Collaborators who have access to a computer device.

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

For the purposes of preventing the crimes in question, compliance with the Internal Regulations for the use of IT systems and for the processing of personal data and the Code of Ethics and Conduct is of the utmost importance.

Within the scope of the aforementioned conduct, it is prohibited, in particular, to:

- unlawfully make available to the public any protected intellectual work, or part of it, by introducing it into a telematic network system, through connections of any kind;
- unlawfully duplicate, import, distribute, sell, hold, install, lease computer software contained in media not marked by SIAE;
- use means capable of allowing or facilitating the arbitrary removal or functional circumvention of devices applied to protect the aforementioned software;
- unlawfully reproduce, transfer to another media, communicate, show in public the content of a database, or unlawfully extract or reuse, distribute, install, sell, lease the same or the data contained therein;
- remove or alter “electronic information” used to protect copyright and other rights related to its exercise, or distribute, import for distribution purposes, disseminate, communicate by any means or make available to the public works or other protected materials from which the electronic information itself has been removed or altered, without authorisation.

In order to prevent the commission of the crimes referred to in this paragraph, it is expressly mandatory to comply with the Regulation for the management of confidential information of the company M.M. with sole shareholder and of information communicated to it by third parties and the Internal Regulation for the use of IT systems and for the processing of personal data of the company M.M. S.r.l., which must be considered an integral part of this Model.

Checks by the Supervisory Body

The S.B. shall verify that the company operating procedures fully implement the principles and provisions contained in this Special Section. This Special Section and the implementing company operating procedures are constantly updated, also upon proposal or notification of the Supervisory Body in order to guarantee the achievement of the purposes of this Model; this shall not give rise to any amendment of the Model itself.

INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITY

Crime envisaged by art. 25 decies of Leg. Decree 231/2001.

With regard to sensitive activities, recipients, prevention procedures and checks by the S.B., please refer to the provisions in the paragraph “Crimes against the Public Administration”.

ENVIRONMENTAL CRIMES

The crimes envisaged by Leg. Decree 231/2001, art. 25 novies, are the following:

environmental pollution (art. 452-bis of the Italian Criminal Code)

environmental disaster (art. 452-quater of the Italian Criminal Code)

involuntary crimes against the environment (art. 452-quinquies of the Italian Criminal Code)

Aggravating associative crimes in environmental matters (art. 452-octies of the Italian Criminal Code)

trafficking and abandonment of highly radioactive material (art. 452-sexies of the Italian Criminal Code)

obstruction of controls (art. 452-septies of the Italian Criminal Code)

killing, destruction, capture, taking, possession of specimens of protected wild animal or plant species (art. 727-bis of the Italian Criminal Code)

destruction or deterioration of habitats within a protected site (art. 733-bis of the Italian Criminal Code)

discharges of industrial waste water (art. 137, paragraphs 2, 3, 5 first and second period, 11 and 13, of the Italian Consolidated Law on Environmental Matters)

unauthorised waste management activities (art. 256, paragraphs 1 letters a) and b), 3 first and second sentence, 4, 5 and 6, of the Italian Consolidated Law on Environmental Matters)

site remediation (art. 257, paragraphs 1 and 2, of the Italian Consolidated Law on Environmental Matters)

breach of reporting obligations, keeping of mandatory registers and forms (art. 258, paragraph 4, second sentence, of the Italian Consolidated Law on Environmental Matters)

illegal trafficking of waste (art. 259, paragraph 1, of the Italian Consolidated Law on Environmental Matters)

negligent crimes relating to waste (art. 259-ter of the Italian Consolidated Law on Environmental Matters)

failure to carry out remediation (art. 452-terdecies of the Italian Criminal Code)

organised activities for the illegal trafficking of waste (art. 452-quaterdecies of the Italian Criminal Code)

computerised waste traceability control system (art. 260-bis, paragraphs 6, 7, second and third sentence, and 8, first and second sentence, of the Italian Consolidated Law on Environmental Matters)

sanctions for air protection (art. 279, paragraph 5, of the Italian Consolidated Law on Environmental Matters)

international trade in animal and plant species in danger of extinction (art. 1 and 3 bis, law no. 150/1992);

crimes envisaged by law no. 28 December 1993 549 - measures to protect the ozone layer and the environment

termination and reduction of the use of gases that damage the ozone layer (art. 3, paragraph 6, law 549/93)

intentional pollution caused by ships (art. 8, paragraphs 1 and 2, Leg. Decree 202/07)

negligent pollution caused by ships (art. 9, paragraphs 1 and 2, Leg. Decree 202/07)

Sensitive activities

With reference to these crimes, the following emerge as processes at risk:

- waste management activities
- emissions into the atmosphere
- waste water discharges.

Recipients

The recipients of this Special Sections are the Directors, Employees and Collaborators of the Company.

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

Compliance with the Procedures relating to the ISO 14001:2015 certification and the Code of Ethics and Conduct is of the utmost importance for the purposes of preventing the crimes under examination. Furthermore, a function has been identified within the business organisation that guarantees knowledge and availability of the legislation and regulations (national, regional and municipal) applicable in environmental matters.

The Recipients of the Model are required to:

- scrupulously comply with the legislation in force in environmental matters with particular reference to the procedures compliant with the ISO 14001:2015 certification implemented;
- scrupulously comply with all the provisions contained in the authorisation documents, avoiding any abuse;
- scrupulously comply with all the provisions regarding the prevention of public safety;
- make their own development and investment choices, taking into account and limiting the potential impacts on the territory and the environment, with particular attention to the protection of protected sites or sites subject to landscape, environmental, historical, artistic, architectural or archaeological restrictions;
- ensure, before establishing the relationship, the respectability and reliability of suppliers of services related to waste management through the acquisition and verification of authorisations, in addition to any environmental certifications they possess and their validity over time;
- ensure that service providers operating on the sites comply with company procedures on environmental matters;
- provide adequate training and control to personnel on the basis of their respective responsibilities.

Checks by the Supervisory Body

The S.B. shall verify that the company operating procedures fully implement the principles and provisions contained in this Special Section. This Special Section and the implementing company operating procedures are constantly updated, also upon proposal or notification of the Supervisory Body in order to guarantee the achievement of the purposes of this Model; this shall not give rise to any amendment of the Model itself.

EMPLOYMENT OF THIRD-COUNTRY NATIONALS, RACISM AND XENOPHOBIA

Leg. Decree 231/2001, art. 25 duodecies and terdecies, condemns the entity for the following crimes:

Employment of irregular workers, foreign workers without the residence permit envisaged in this article, or whose permit has expired and whose renewal has not been requested within the terms of the law, revoked or cancelled,

Employment of third-country nationals whose stay is irregular

Procuring unlawful entry of foreigners and aiding illegal immigration

Aiding the illegal stay of foreigners in the State territory

Racism and xenophobia

With regard to sensitive activities, recipients, prevention procedures and checks of the S.B., please refer to the provisions in the paragraph "Crimes against the individual".

FRAUD IN SPORTING COMPETITIONS, UNLAWFUL GAMBLING OR BETTING AND GAMBLING

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section. Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

TAX CRIMES

Leg. Decree 231/2001, art. 25 quaterdecies, condemns the entity for the following crimes:

fraudulent declaration using invoices or other documents for non-existent transactions (Art. 2 Leg. Decree no. 74/2000)

fraudulent declaration by means of other devices (Art. 3 Leg. Decree no. 74/2000)

issuing invoices or other documents for non-existent transactions (Art. 8 Leg. Decree no. 74/2000)

concealment or destruction of accounting documents (Art. 10 Leg. Decree no. 74/2000)

fraudulent evasion of taxes (Art. 11 Leg. Decree no. 74/2000)

false declaration (Art. 4 Leg. Decree no. 74/2000)

omitted declaration (Art. 5 Leg. Decree no. 74/2000)

undue compensation (Art. 10 quater Leg. Decree no. 74/2000)

Sensitive Activities

With reference to these crimes, the following emerge as processes at risk:

- bookkeeping
- document archiving
- drafting of tax and contribution declarations
- purchase of goods and services, payments in general and compensation with tax credits
- active and passive invoices
- cash management.

Recipients

The recipients of this Special Section are the Directors, Employees and Collaborators responsible for drafting or managing tax or accounting documents.

The main goal is that all recipients, as identified above, are fully aware of the significance of the censured behaviours and therefore adopt rules of conduct that comply with what is required by the Company, in order to prevent and impede the occurrence of the crimes envisaged in this area.

Prevention Procedures

The use of a management system for all accounting, tax or corporate operations and the presence of at least one double check on the operations themselves are of the utmost importance for the purposes of preventing the crimes under examination.

The current procedures provide that:

- formal and substantial checks are carried out on the company's financial flows, with verification of the correspondence to the reality of the operations (no impartial simulations must emerge);
- the Company's receipts and payments as well as cash flows are always traceable by documentation;
- a historical review of previous tax records is conducted (tax assessments, results of internal controls, etc.);
- correct, truthful and transparent accounting of active and passive invoices is kept, also on the basis of the historical review mentioned above;
- the law firms and/or external consultants who support the Company in the management of tax matters and tax litigation are identified according to requirements of professionalism, independence and competence and, in reference to them, the choice must be motivated. The relationship with the external consultant is formalised in a contract that includes specific clauses that refer to the obligations and responsibilities deriving from the Decree;
- the accounting documentation supporting the tax returns is archived and maintained in order to guarantee adequate traceability;
- the maintenance, storage and processing of data by the administrative office, with a commitment to respect the truthfulness of such data;
- the systematic sending of invoices to the Revenue Agency via the electronic invoicing management software;
- the timely transmission of invoices issued to the accountant, with the possibility for the latter to verify them in real time by accessing the electronic invoicing platform used;
- communicate to the S.B. any tax transaction with foreign countries starting from the possible signing of a contract with a company headquartered abroad.

The Recipients are expressly obliged to:

- a) behave fairly, transparently and collaboratively, in compliance with the law and company procedures, in all activities aimed at managing purchasing and procurement procedures, in order to provide members and Third Parties with truthful and correct information on the accounting situation of the company;
- b) comply with the Company Regulations for the management of confidential information of M.M. S.r.l. and any confidential information communicated to it by third parties;
- c) carry out all communications required by law and regulations towards the supervisory authorities, promptly, correctly and in good faith, without impeding exercise of the supervisory functions undertaken by them.

Checks by the Supervisory Body.

The checks carried out by Supervisory Body concerning compliance with and effectiveness of the Model in relation to corporate crimes are as follows:

- monitoring the effectiveness of internal procedures and corporate governance rules for the prevention of tax crimes;

- examination of any reports from the supervisory bodies or from any employee or professional and ordering the investigations deemed necessary or appropriate as a result of the reports received;
 - immediate preparation of an ad hoc procedure for transnational transactions as soon as M.M. S.r.l. communicates that it has entered into a business relationship - even in the pre-contractual phase - with a company headquartered abroad.
- The Supervisory Body must report the results of its supervisory and control activity in the field of corporate crimes on a six-monthly basis to the Board of Directors of M.M. S.r.l. which, if the investigations carried out by the Supervisory Body reveal a violation of the provisions contained in this Special Section, the commission of a crime or an attempt to commit it, will report to the Board of Directors or for the implementation of the necessary and appropriate measures.

SMUGGLING

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section. Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

CRIMES AGAINST CULTURAL HERITAGE AND LAUNDERING OF CULTURAL GOODS AND DEVASTATION AND PILLAGE OF CULTURAL GOODS AND LANDSCAPE

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section. Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.

CRIMES AGAINST ANIMALS

M.M. S.r.l., within its activity, has not found specific risks of particular relevance with reference to this Special Section. Without prejudice to the provisions of the General Section regarding the tasks and duties of the Supervisory Body and its discretionary power to perform specific checks following the reports received, if, during its periodic checks, it identifies the existence of Sensitive Activities with reference to the predicate crimes referred to in this Special Section, it will adapt this Special Section accordingly and complete it with the procedural principles deemed necessary.