

ICAP-SIRA CHEMICALS AND POLYMERS S.P.A.

(HEREINAFTER ICAP – SIRA S.P.A.)

ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/01

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ICAP-SIRA
Chemicals and Polymers S.p.A.
The President



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GENERAL PART

1. THE REGULATORY FRAMEWORK

1.1 THE LEGISLATIVE DECREE OF 8 JUNE 2001 No. 231

The Legislative Decree 231/2001, pursuant to art. 11 of the law of 29 September 2000 n. 300, refers to the administrative liability of legal persons, companies and of associations who may also not be legal persons, outlining the general principles and general criteria of responsibility.

This decree seeks to adapt the internal legislation in the field of liability of legal persons to certain international conventions:

1. The Brussels Convention of 7/26/95 relating to the protection of the financial interests of the European Community.
2. The Convention of 5/26/97 on combating bribery of officials of the European Community or of the Member States.
3. The OECD convention of 12/17/97 on combating bribery of foreign public officials in economic and international transactions.

The Decree introduced in the Italian legal system, a system of administrative liability (substantially similar to criminal liability) for entities (understood as society, associations, consortia, etc.) for the offenses exhaustively listed and that were committed for their interest or advantage. The responsibility of the institution is added to that of the individual who has materially committed the offense.

The art. 5 of the aforementioned decree considers the entity responsible for the crimes committed for its own interest or to its advantage:

- by individuals who are attributed the representation, administration or management or one of its organizational units having financial and organizational autonomy, as well as by persons exercising, in fact, the management and the control of the same¹;
- by individuals subject to the direction or the supervision of one of the subjects mentioned above².

The institution does not answer to the inquiry if the persons indicated have acted solely in the interests of their own or with third parties.

The provision of administrative responsibility involves physically in penalizing the assets of the entities and, therefore, the economic interests of the members. Among the sanctions, those certainly more onerous for the institution are represented by interdiction measures, such as the suspension or revocation of licenses and concessions, the ban on dealing with

¹ As examples in this category are the persons in senior positions such as the Chairman, the Directors, the General Managers, the Director of a Branch or a Division, as well as the Acting Administrator or a sole partner in charge of the management.

² Considered "subordinate" to senior management are all subjects that may have a business relationship to the company. Therefore, in addition to direct employees, this category includes also those who entertain with the Company an agency or commercial representation relationship, or other co-ordinated and continuous collaborative relationships, mainly personal and without being subordinated (project work, work administered, placement, summer orientation internship), or any other relationship covered by art. 409 of the Civil Procedure Code as well as temporary workers.

the public administration, the ban on the exercise of an activity, the exclusion or revocation of financing and contributions, and the prohibition of advertising goods and services.

1.2 THE OFFENSES

With regard to the offenses to which this law applies, these are currently the following: (a) Offenses committed against the Public Administration, (b) Computer crimes and unlawful processing of data, (c) Offenses concerning counterfeit currency, public credit cards, revenue stamps and instruments or marks of recognition, (d) Certain offenses relating to corporate offenses, (e) Crimes for the purpose of terrorism and the suppression of the democratic order, (f) Offenses against the individual, (g) Offenses of abuse of privileged information and market manipulation, (h) Some offenses committed in violation of accident prevention and occupational health and hygiene rules, (i) Receiving, laundering and using money, assets or profits obtained illegally and self-laundering, (j) Transnational crimes, (k) Organized crime, (l) Crimes against industry and trade, (m) Offenses relating to copyright infringement, (n) Crimes against the administration of justice, (o) offenses against the environment, (p) infringement of employment policy and law, (r) crime in the field of corruption between individuals and incitement to give or promise favors.

Specifically, the offenses detailed in Annex 1 to which the Disciplinary Code applies are as follows:

a) OFFENSES COMMITTED AGAINST THE PUBLIC ADMINISTRATION AND PUBLIC PROPERTY (ARTICLES 24 AND 25):

1. Fraud against the State, against another public entity or against the European Union;
2. Computer fraud against the State or against another public entity;
3. Embezzlement fraud against the State or against the European Union;
4. Fraudulent appropriation of funds of the State or of the European Union;
5. Aggravated Fraud for the purpose of obtaining public funds;
6. Bribery;
7. Bribery of public official;
8. Bribery related to acts contrary to official duties;
9. Corruption in judicial proceedings;
10. Bribery of person responsible for a public service;
11. Incitement to corruption;
12. Embezzlement, bribery, corruption and incitement to corruption of members of the organs of the European Communities and of officials of the European Communities and of foreign states.
13. Undue incitement to give or promise benefits.

b) COMPUTER CRIMES AND CRIMES RELATIVE TO ILLICIT DATA PROCESSING (ARTICLE 24-BIS):

1. illegal access to a computer or communications system;
2. illegal interception, impediment, or unlawful interruption of computer or data communications;

3. installation of equipment designed to intercept, prevent or interrupt computer or data communications;
4. damage to information, data and computer software;
5. damage to information, data and computer programs used by the State or by any other public entity or in any case a public utility;
6. damage to computer systems and telecommunications networks;
7. damage to computer or telecommunications systems of public utility;
8. unlawful possession and distribution of access codes to computer or telecommunication systems;
9. distribution of equipment, devices or computer programs designed to damage or interrupt a computer or communication system;
10. forgery of electronic documents;
11. computer fraud of the subject providing electronic signature certification services.

c) COUNTERFEITING OF MONEY, CREDIT CARDS, REVENUE STAMPS AND TOOLS OR IDENTIFYING MARKS (ARTICLE 25 – *BIS*)

1. counterfeiting of Money, spending and introduction into Italy, through intermediaries, of counterfeited money;
2. altering of currency;
3. spending and introduction into Italy, through intermediaries, of counterfeited money;
4. counterfeiting of revenue stamps, introduction into Italy, purchase, retention or putting into circulation of counterfeited revenue stamps;
5. counterfeiting of watermarked paper used for the manufacture of credit cards or revenue stamps;
6. manufacture or possession of watermarks or equipment intended to manufacture currency, revenue stamps or watermarked paper;
7. use of counterfeit or altered revenue stamps.
8. counterfeiting, Alteration, or Use of Brands or Identification Marks or Patents, Models and Designs;
9. introduction into the State, and trade of industrial products with false trademarks.

d) CORPORATE OFFENSES (ARTICLE 25- *TER*):

1. false or misleading company statements;
2. false or misleading company statements detrimental to shareholders or creditors;
3. misrepresentation in financial statements³;

³Art. 34 of the Law of 28 December 2005 n. 262 (laying down provisions for the protection of savings and the regulation of financial markets and also known as the "Savings Act") has included the case of misrepresentation in financial statements in the list of offenses provided by Legislative Decree 58/98 (TUF) in detail in Art. 173-*bis*, repealing, at the same time, art. 2623 c.c.

The consequence of that repeal would seem to coincide with the release of the offense of misrepresentation in financial statements from the ranks of the so-called underlying offenses, and hence with the consequent disappearance of the administrative liability of the entity.

This seems to be the thesis accepted by the majority doctrine; however, we believe it is appropriate to give importance to this offense on the basis of orientation, albeit a minority opinion, which considers that despite the transposition of the case in the TUF, misrepresentation and financial statements continues to detect the end of the onset of the responsibility of the institution.

4. false statements in reports or communications of audit firms⁴;
 5. obstruction of control activities⁵;
 6. fictitious formation of share capital;
 7. unlawful restitution of capital contributions;
 8. unlawful distribution of profits and reserves;
 9. unlawful operations on company or parent company shares or quotas;
 10. transactions to the detriment of creditors;
 11. unlawful allocation of company property on behalf of the liquidators;
 12. illicit influence on the general shareholders' meeting;
 13. stock manipulation;
 14. obstructing the activities of public supervisory authorities;
 15. failure to disclose conflict of interests;
 16. corruption among private individuals.
- e) CRIMES OF TERRORISM AND SUBVERSION OF THE DEMOCRATIC ORDER (ARTICLE 25 – *QUATER*)
- f) CRIMES AGAINST INDIVIDUALS (ARTICLE 24 - QUATER 1 AND 25 *QUINQUIES*)
1. reduction or maintenance in slavery or in servitude;
 2. child prostitution;
 3. child pornography;
 4. possession of pornographic material;
 5. virtual Pornography;
 6. tourism that is aimed at the exploitation of the prostitution of children;
 7. trafficking in Persons;
 8. slave Trade;
 9. practice of genital mutilation of women.
- g) CRIMES OF INSIDER TRADING AND MARKET ABUSE (ARTICLE 25-*SEXIES*)
- h) MANSLAUGHTER AND GRAVE OR VERY GRAVE NEGLIGENT PERSONAL INJURY COMMITTED IN VIOLATION OF THE RULES FOR ACCIDENT PREVENTION AND HEALTH AND HYGIENE AT WORK (ARTICLE 25 – *SEPTIES*)

⁴ Art. 37, paragraph 34 of Legislative Decree no. 39 repealed Article 2624 c.c. (False statements in reports or communications of audit firms), while introducing art. 27, which provides for a case of false statements in reports or communications of audit firms; the new case is more widespread than the former, since it also governs the presumption of a crime by the auditor of a public interest body. The offense referred to in art. 25-*ter* has not been abrogated by the criminal offense but has only changed its position (as it is no longer provided by the Civil Code but by Legislative Decree 39/2010); therefore, even if there is no express link between Legislative Decree 231/2001 and the new offense, it is still appropriate to leave the reference to the offense of falsehood in the reports or communications of the audit firms, which consequently continues to be analyzed in the mapping of sensitive activities and processes. "

⁵ Article 37, paragraph 35 of Legislative Decree no. 39 amended the first paragraph of Article 2625 of the Italian Civil Code which excludes the Administrators from impeding the auditing activities sanctioned by said legislation; the preventive control by the auditors is now governed by Art. 29 Legislative Decree 39/2010, which provides that" 1. the members of the management who, by hiding documents, prevent or otherwise obstruct the conduct of legal review activities are punished with a fine of up to 75,000 euros. 2. If the conduct referred to in paragraph 1 has caused damage to members or third parties, the fine of up to EUR 75,000 and the termination of the fine of up to 18 months shall apply. In the case of legal or audit review of public interest entities, the penalties referred to in paragraphs 1 and 2 are doubled. 4. Prosecution is automatic".

i) RECEIVING, LAUNDERING AND USING MONEY, ASSETS OR PROFITS OBTAINED ILLEGALLY AND SELF-LAUNDERING (ARTICLE 25 - *OCTIES*)

j) CROSS-BORDER CRIME

1. crime syndicates;
2. mafia-type criminal associations;
3. criminal conspiracy aimed at the smuggling of foreign tobacco;
4. association for the purpose of unlawful trafficking in narcotic drugs;
5. provisions against illegal immigration;
6. incitement to not testify or to bear false testimony before the Judicial Authorities;
7. aiding and abetting.

It should be noted that the commission of the "transnational" offenses only occur when the offense is punishable by imprisonment of not less than a maximum of four years and involves an organized criminal group as well as:

- is committed in more than one State;
- is committed in a Member State, but a substantial part of its preparation, planning, direction or control takes place in another State;
- is committed in one State, but involving a criminal group that is organized and engaged in criminal activities in more than one State.
- is committed in the one State but has substantial effects in another State.

k) OFFENSES OF ORGANIZED CRIME (ARTICLE 24 – *TER*)

1. offenses of criminal conspiracy aimed at reducing to or maintaining in slavery, trafficking in people, to the purchase and sale of slaves and offenses relating to infringements of the provisions on illegal immigration and
2. mafia-type criminal associations, foreign as well as domestic;
3. mafia-Related political election maneuvers;
4. kidnapping for extortion purposes;
5. criminal conspiracy for the purpose of illegally trafficking in drugs or psychotropic substances;
6. crime syndicates;
7. offenses concerning the manufacture and trafficking of weapons of war, explosives and other clandestine weapons.

l) OFFENSES AGAINST INDUSTRY AND COMMERCE (ARTICLE 25 – *BIS. 1*)

1. disruption of the freedom of industry or commerce;
2. fraud in commercial business activities;
3. sale of non-genuine food items as genuine;
4. sale of industrial products with misleading signs;
5. manufacture and commerce of goods produced in violation of industrial property rights;
6. counterfeiting of geographical indications or designations of origin of agricultural food products;
7. illegal Competition with threats or violence;

8. fraud against the national industries
- m) OFFENSES CONCERNING COPYRIGHT INFRINGEMENT (ARTICLE 25 – *NONIES*)
 1. These are offenses in violation of the law for the protection of copyright and other related rights.
- n) OFFENSES AGAINST ADMINISTRATION OF JUSTICE (ARTICLE 25 – *NONIES*)
 1. Incitement to not testify or to bear false testimony before the Judicial Authorities;
- o) ENVIRONMENTAL OFFENSES (ARTICLE 25 - *UNDECIES*)
 1. environmental pollution;
 2. environmental disaster;
 3. unintentional Environmental Offenses
 4. criminal conspiracy, even mafia-style, aimed at the commission of the crimes of environmental pollution, environmental disaster, trade and abandonment of highly radioactive materials;
 5. trade and abandonment of highly radioactive material;
 6. prohibition of killing, destroying, capturing, taking, and holding specimens of protected animal or wild plant species;
 7. prohibition of destruction or deterioration of habitats within a protected site;
 8. provisions relating to discharge of industrial wastewater;
 9. non-authorized waste management;
 10. failure to reclaim sites as a result of soil, subsoil, surface or underground water pollution;
 11. breach of disclosure obligations, mandatory registers and forms in the field of waste management;
 12. provisions concerning the illicit traffic of waste;
 13. organized activities for the illicit traffic of waste;
 14. breach of the obligations arising from the establishment of the Waste Tracking Control System - SISTRI;
 15. criminal penalties for exceeding the emission limit values in the establishment's activity;
 16. prohibition of import, export and re-exportation, detention, transport of endangered animals and plants without the prescribed certificate or license or without observing the requirements aimed at the safety of specimens or use of specimens in a different manner from the prescriptions contained in the measures of authorization or certification; the marketing of artificially reproduced plants in contravention of Community rules;
 17. breaches of the prohibition on the holding of live specimens of mammals and wild reptiles and live specimens of mammals and reptiles from reproductive activities that may pose a risk to public health and public safety;
 18. counterfeit or alteration of certificates, licenses, import notifications; statements, communications of scientifically false information in order to obtain a license or certificate, etc., in accordance with EC Regulation n. 338/97;

19. ban on production, consumption, import, export, detention of substances harmful to the ozone layer;
20. prohibition of deliberate or grossly negligent pollution of the marine environment.

p) MAPPING OF EMPLOYMENT HIRING ACTIVITIES WITH RESPECT TO THE USE OF NON-EU CITIZENS (ARTICLE 25 - *DUODECIES*)

1. These are the prohibition on the employment of third-country nationals whose residency status is irregular.

1.3 OFFENSES COMMITTED ABROAD

According to art. 4 of Legislative Decree 231/2001, the institution may be called upon to respond in Italy in relation to offenses - covered by the same law 231/2001 - committed abroad. The explanatory report on Legislative Decree No. 231/2001, underlines the need to avoid leaving a crime unpunished and also to prevent the entire legislation in question from being easily avoided.

The assumptions (provided by the law or reflected in the totality of the Legislative Decree 231/2001) on which the institution's liability for offenses committed abroad is based are:

- a. The offense must be committed abroad by a person linked to the institution, pursuant to article 5, paragraph 1 of Legislative Decree 231/2001;
- b. The institution must have its main headquarters located in the territory of the Italian State;
- c. The institution can only respond to the cases and under the conditions laid down in art. 7, 8, 9, 10 of the penal code. This referral is to be coordinated with the provisions of articles 24 to 25-nonies of Legislative Decree 231/2001, also in accordance with the principle of legality referred to in art. 2 of Legislative Decree 231/2001 - in relation to the series of offenses mentioned in Articles 7-10 of the criminal code. The company can only answer those for which its liability is foreseen in an ad hoc legislative provision;
- d. The institution is liable, unless it is prosecuted in the state where the offense has been committed;
- e. In cases where the law allows the guilty person to be punished at the request of the Minister of Justice, proceedings are taken against the company only if the Minister also requests action to be taken against the company itself.

1.4 APPLICABLE PENALTIES

The penalties for administrative offenses subject to offenses are:

1. Financial penalties;
2. Interdictory penalties;
3. Confiscation;
4. Publication of the conviction sentence.

1. Financial penalties

Financial penalties are of an administrative nature and always apply, even if the legal person remedies the consequences of the offense.

The imposition of sanctions depends on two criteria:

- a. Determination of quotas of a number not less than 100 and not more than 1000;
- b. Allocation to each individual quota of a value of between € 258.00 and a maximum of € 1,549.00 (based on the economic and financial standing of the institution).

In concrete terms, the financial sanctions may range from a minimum of € 25,822.84 (which can be reduced to half in accordance with Article 12 of the Decree) and a maximum of € 1,549,370.69.

The judge determines the number of quotas taking into account:

- a. The gravity of the fact;
- b. The degree of responsibility of the institution;
- c. of the activities carried out to eliminate or mitigate the consequences of the matter and to prevent the commission of further offenses.

2. Interdictory penalties

These are penalties that are added to the financial ones and have the function of preventing the recurrence of the offence.

When applying these penalties, the court gives special attention to the activity carried out by the entity in order to determine a greater degree of the activity pursued.

In this respect, this category comprises the following measures:

- a. The ban on the exercise of the activity;
- b. The prohibition of engaging in activities with the Public Administration;
- c. Suspension or revocation of the authorizations, licenses or working concessions of the activities concerned;
- d. The exclusion from grants, loans, contributions or subsidies and the possible revocation of those already granted;
- e. The prohibition of advertising goods or services.

In the case of different offenses, the sanction for the most serious offense is applied.

The duration of the ban is generally temporary (from a minimum of 3 months to a maximum of 2 years), except in some cases where the temporary ban is replaced by a permanent ban. Some examples:

- a. In case of repeat offenses;
- b. If the entity has obtained a profit of a substantial amount;
- c. If there have been 3 recurrences of the offense in the last 7 years.

It should also be noted that the prosecution of the activities of the institution (instead of the imposition of penalties) can be pursued by a commissioner appointed by the court pursuant to article 15 of the Legislative Decree 231/2001, when one of the following conditions apply:

- a. The institution performs a public service or a service necessary to the collective well-being, whose interruption may cause serious harm to the community;
- b. The institution performs a service that, in view of the size and economic conditions of where it is located, can cause significant disruption in the employment figures if interrupted.

3. Confiscation;

It is a penalty applicable at the time of the issuance of the conviction sentence and consists in the confiscation by the Judicial Authority of the price or profit generated by the offense, with the exception of a part of it that can be returned to the injured party.

If the confiscation of the product or of the profits of the offense is not possible, then the monetary equivalent, assets or other valuable items of equal value will be confiscated instead.

4. Publication of the conviction sentence

The publication of the conviction sentence occurs when an introductory penalty is imposed on the institution.

The sentence is published (at the expense of the convicted legal person) only once, either in full or abridged, in one or more newspapers referred to by the sentencing judge, as well as by being affixed in the municipality where the entity is headquartered.

1.5 ATTEMPTED OFFENSES

In the case of attempted offenses as referred to in Chapter I of Legislative Decree 231/2001, the financial penalties (in terms of amount) and the introductory penalties (in terms of time) are reduced by one third to half, while the imposition of penalties is excluded in cases where the entity voluntarily prevents the act or the realization of the offense.

1.6 EXEMPTION FROM LIABILITY

Articles 6 and 7 of Legislative Decree 231/2001 provide for an exemption from liability if the entity demonstrates that:

1. Senior management has adopted and effectively implemented, before an attempt at committing an offense, organizational and management Models and controls suitable for the prevention of attempted offenses;
2. The task of supervising the operation, the effectiveness and observance to these Models, has been entrusted to a body with autonomous powers of initiative and control;
3. People committed the offense by fraudulently evading organizational and management Models ⁶;

⁶ On this point, it is necessary to make a partially different assessment of offenses of manslaughter and involuntary personal injury. The requirement of fraudulent evasion, in fact, appears conceptually contrary to the subjective element (gross negligence rather than intent) of the abovementioned offenses. In other words, these offenses must be solicited by the agent only as conduct and not as an event (death - injuries) and, as a result, the liability waiver is obtainable by the

4. There was no evidence of omitting or insufficient vigilance on the part of the controlling body.

With regard to the extension of delegated powers and the risk of committing offenses, the Models must meet the following requirements:

- identify the activities in which the offenses can be committed;
- to provide for specific protocols to plan the training and implementation of the body's decisions designed to thwart and prevent offenses;
- identify conditions for managing financial resources appropriately in order to prevent the commission of offenses;
- to provide for information to the body responsible for monitoring the operation and observance of the Models;
- introduce a disciplinary system that will penalize failure to comply with the measures outlined in the Model.

It is necessary to highlight a distinction:

- If the offense was committed by individuals who are attributed the representation, administration or management or one of its organizational units having financial and organizational autonomy, as well as by persons exercising, in fact, the management and the control of the same; if the entity can demonstrate adherence to the above measures, then its liability is excluded.
- If the offense is committed by persons subjected to the direction or supervision of one of the aforementioned persons, the entity is liable if the commission of the offense has been made possible by non-compliance with the obligations of direction and supervision, but liability is excluded if before the commission of the offense, the entity adopted and effectively implemented an organization, management and control Model suitable to prevent occurrences of these kinds of offenses.

Finally, Article 6 of the Decree provides that organizational and management Models may be adopted on the basis of codes of conduct drawn up by representative associations of categories, communicated to the Ministry of Justice, which, in agreement with the relevant Ministries, may make comments on the suitability of the Models to prevent the offenses.

1.7 CONFINDUSTRIA GUIDELINES AND OTHER INDUSTRY REFERENCES

The "Guidelines for the Construction of Organizational, Management and Control Models under Legislative Decree 231/01" currently in force at Confindustria are those approved by the Ministry of Justice on April 2, 2008, and last updated in 2014.

The key points that the Guidelines identify in building the Models can be summarized as follows:

- Activities to identify the **risk areas** aimed at highlighting the business functions within which it is possible to carry out the damaging events as provided by the Decree;

entity with the simple evidence of conduct that violates the organizational Model, without having to demonstrate fraudulent evasion despite the timely monitoring and proper supervision by the Supervisory Board.

- provision of a **control system** able to prevent risks through the adoption of appropriate protocols. The most important parts of the control system developed by Confindustria are:
 - Organizational system;
 - Manual and IT procedures;
 - Powers of signature and delegated authorities
 - Management and control systems;
 - Communication with and Training of Employees.

The aspects of a management and control system must incorporate the following principles:

- verifiability, document ability, consistence and adequateness of every transaction;
- must apply the principle of separation of powers (no one person can manage by himself the entire process);
- documentation of control procedures;
- establishment of a suitable penalty system for the violation of the code of conduct and the procedures set forth in the Model;
- identification of the requirements of the Supervisory Board, summarized as follows:
 - Autonomy and Independence;
 - Professionalism;
 - Continuity of action;
- forecasting conditions on how to manage financial resources;
- obligation to inform the inspection bodies.

For elaborating the current Model, information from the "Organizational Modeling Introductory Guide foreseen by Legislative Decree 231/01 for Health and Safety Offenses" issued by Federchimica in December 2008 was taken into account, focused especially on offences covered in articles 25-*septies* of Legislative Decree 231/01.

Failure to respect specific points in the aforementioned Guidelines does not invalidate the validity of the Model. Indeed, the Model adopted by the Board must necessarily be drawn up taking into account the Company's reality, and therefore may deviate from the Confindustria and Federchimica Guidelines, which are of a general nature.

We also underline the dynamic nature of the Guidelines, which will, over time, be subject to updates and revisions that will have to be taken into account during the analysis.

2. THE MODEL

2.1 SCOPE OF THE MODEL

The purpose of the Organizational, Management and Control Model is to build a structured and organic system of control processes and activities aimed at preventing the offenses referred to in Legislative Decree 231/2001 by identifying the activities exposed to risk of crime and then establishing procedures to deal with these activities.

Through the adoption of the Model, ICAP-SIRA Chemicals and Polymers S.p.A. (hereinafter ICAP-SIRA S.p.A.) proposes to pursue the following main objectives:

- ☐ To establish ethical values and respect for legal norms;
- ☐ To determine for the recipients of the Model the awareness that, in the event of a breach of the provisions of the Model, there may be incidents of criminal offenses punishable in their respective comparisons and of administrative penalties imposed on the Company;
- ☐ To emphasize that these forms of illegal behavior are strongly condemned by ICAP-SIRA SpA, since the same (even if the Company was apparently in a position to take advantage of it without repercussions) are contrary, in addition to the legal provisions, to ethical values they intend to follow in the conduct of their business;
- ☐ To allow the Company to intervene in a timely manner to prevent or counter the commission of the offenses, thanks to a monitoring activity on the areas of risk activities.

2.2 ACCEPTABLE RISK

A critical concept in the construction of the Organizational Model and management system is that of acceptable risk. In fact, for the purposes of the application of the rules of the decree, it is important to define a threshold that allows us to put a limit to the quantity and quality of the instruments of prevention to be introduced to inhibit the commission of the offense. In relation to the risk of the Commission of the offenses referred to in Legislative Decree 231/2001, the threshold of acceptability is represented by a prevention system that can only be circumvented if intentionally, i.e., for the purposes of the exclusion of the administrative responsibility of the institution, the persons who have committed the offense must have acted fraudulently by evading the Model and the controls adopted.

2.3 CONSTRUCTION PHASES OF THE MODEL

The process of defining the Organizational Model has been structured in the following steps:

1. Preliminary analysis of the business context

In this phase there was a preventive study, with documentary analysis and interviews with subjects knowledgeable of the company structure, organization and activities carried out by the various functions, as well as the business processes in which the activities are undertaken.

2. Identifying business areas and business processes at "risk of offense"

Through the above mentioned preliminary analysis of the business environment, we have identified:

- ☐ The areas of activity susceptible to the commission of offenses, that is to say, the activities in which the hypotheses can create opportunities for the implementation of illegal behaviors under the Decree;
- ☐ The "instrumental" processes for the execution of the offenses referred to in the

Decree, meaning the processes in which, in principle, the conditions and / or instruments for committing crimes could arise.

The analysis laid out in “mapping of activities and instrumental processes” as outlined in Annex 2 and 2-bis, has affected the activities susceptible to commissioning some of the offenses referred to in art. 24 and 25 of the Decree (offenses committed against public administration and against assets committed to the detriment of the State or other public body), some of the offenses of falsehood in instruments and marks of recognition as per art. 25-*bis*. (Counterfeiting, Alteration, or Use of Brands or Identification Marks or Patents, Models and Designs), of some of the offenses referred to in art. 24-*bis* (computer offenses), some of the offenses referred to in Article 25-*ter* of the Decree (corporate offenses), manslaughter and grave or very grave negligent personal injury, committed in violation of accident law and protection hygiene and health at work as per Art. 25-*septies*, of some of the offenses against the industry and trade referred to in art. 25-*bis.1* of some of the offenses relating to the infringement of copyright and the crimes against the administration of justice referred to in art. 25-*nonies*, of the crime of recruitment, recycling and use of money, goods or utilities of illicit origin referred to in art. 25-*octies*, the environmental offenses referred to in art. 25-*undecies*, and of the crimes of terrorism and subversion of the democratic order referred to in article 25-*quater*.

Offenses concerning counterfeit currency, public credit cards, revenue stamps and instruments or marks of recognition referred to in art. 25-*bis*, (with the exception of the offenses mentioned in the preceding paragraph), the terrorist offenses referred to in art. 25-*quater* (with the exception of the Association for the purpose of terrorism and the collapse of the democratic order), the crimes against individual personality as per art. 25-*quinquies* and 25-*quater.1*, offenses of abuse of privileged information and market manipulation referred to in Article 25-*sexies*, organized crime offenses (with the exception of the criminal conspiracy offense under Article 416 of the criminal code), transnational crimes and some of the offenses referred to in the preceding paragraph categories not listed in Annex 2 have been analyzed in mapping activities and instrumental processes. However, after a careful preliminary assessment, supported by the extensive cycle of interviews and documentary verification in the company, no specific opportunities for the crime have been identified, since, while not completely excluding the possibility of an offense being committed, their commission is unlikely, both in view of the operational reality of the Company and in considering the elements necessary for the realization of the offenses in question (with particular reference to some of them to the psychological element of the offense).

However, these categories of offense apply, where applicable, to the ethical-behavioral principles laid down in this Model.

As far as criminal conspiracies are concerned, as per art. 416 of the criminal code, the analysis focused on the profiles of possible future recurrences of said offenses, taking into account the mapping of activities and instrumental processes.

In essence, even though it cannot entirely exclude the recall of the criminal conspiracy offense also for different types of offense compared to the ones being mapped, the analysis carried out has taken into account in priority terms, in compliance with the acceptable risk

principle and cost-effectiveness of internal control processes, its own profiles of typical activities of the Company's operations.

Thus, without prejudice to the factual circumstances of the offense identified in mapping with respect to the individual activities and sensitive processes as well as to the monitoring protocols identified under this Model (developed in accordance with the principle of assertiveness of the alleged offenses), the offense referred to in article 416 of the criminal code is considered based on the "associative" nature with which the criminal offense can occur. In fact, consideration is given to the fact that the offense can be hypothetically committed or even planned by three or more individuals inside the organization or outside of it (eg in relations with suppliers or business partners).

For identified areas of activity and sensitive instrumental processes, potential at-risk crime events have been identified, as well as possible ways of implementing them, and the subjects (employees and non-employees) normally involved. Therefore, an assessment of the potential risk level associated with each sensitive activity / process was carried out, according to a *risk assessment* methodology based on the following elements:

1. Identification and the weighting of the two macro variables for risk analysis:
 - ☐ Probability variable, indicating the degree of possibility that the risk event will occur;
 - ☐ Impact variable, indicative of the consequences of carrying out the risk event;
2. assigning and weighting, for each macro variable, of specific evaluation parameters, according to the following scheme:
 - ☐ For the probability variable:
 - The occurrence frequency of the described activity and other economic and quantitative indicators of the relevance of the business activity or process (eg the economic value of the transactions or acts in place, the number and type of subjects involved, etc.);
 - Likelihood of occurrence, in the operational context, of the alleged offense (eg, presumed "ease" of executing criminal conduct against the reference aloft);
 - Any previous commission of the offenses in the Company or more generally in the area in which it operates.
 - ☐ For the impact variable:
 - The severity of the sanctions potentially associated with the commission of one of the offenses provided for by Decree 231/2001 in the conduct of the activity;
 - Potential illegal benefit to the Company as a result of the commission of the alleged offense and which could constitute a leverage on the commission of unlawful conduct by the company's staff;
3. Assigning a *scoring* value for each parameter of the evaluation on the basis of a qualitative scale (e.g. very low - low - medium - high - very high);
4. Definition of the *final scoring* (per variable and total) and assigning a summarized judgment of risk on the basis of the same, qualified as follows: RED - high risk, Yellow - Medium risk, GREEN - low risk.

Note that the above variables have been used to define a general risk gradient associated with individual sensitive activities / processes.

With regard to the offenses referred to in article 25 - *septies* of Legislative Decree 231/01 - offenses committed in violation of accident-prevention rules and of the protection of workplace health and safety (manslaughter and grave or very grave negligent personal injury), given the technical specifications of the individual safety and health at work required by Legislative Decree 81/08, whose detailed assessment is also reflected in the Risk Assessment Documents adopted by the Company for the different industrial sites, the analysis variables above have not been applied. Due to the peculiarities of the areas analyzed, the evaluations were carried out on the basis of the prevailing inherent risk considerations (considering the characteristics, size and complexity of the company's industrial sites), in order to optimize the cost-effectiveness of the monitoring activities of the Supervisory Board. The same argument applies to environmental legislation where the documentation concerning authorizations of the same subject has been taken into consideration, listed in the attachment or, in the case of large files, kept at the company's main office.

3. Model Design

Following the activities described above, ICAP-SIRA S.p.A. has considered it appropriate to define the operating principles and the "protocols" referring to the Organizational Model which it intends to implement, bearing in mind:

- ☐ The requirements of the Decree;
- ☐ the Guidelines developed by Confindustria;
- ☐ Additional information supplied by the "Organizational Modeling Introductory Guide foreseen by Legislative Decree 231/01 for Health and Safety Offenses" issued by Federchimica in December 2008.

It should be emphasized that the possible choice of not conforming the Model to some of the particulars in the aforementioned Guidelines does not affect the validity of the Model. Indeed, the Model adopted by the Board must necessarily be drawn up taking into account the Company's reality, and therefore may deviate from the related Guidelines, which by their very nature are of a general nature.

2.4 ADOPTION AND RECIPIENTS OF THE MODEL

The Company is aware of the need to ensure conditions of fairness and transparency in the conduct of business and business activities, to safeguard its position and image, expectations of its shareholders and the work of its employees, and is aware of the importance of an internal control system designed to prevent the commission of unlawful conduct by its directors, employees, associates, representatives, partners and agents.

This initiative has been undertaken in the belief that the adoption of the Model can be a valuable tool for awareness-raising and ethical training of all those who work in the name and on behalf of society so that they engage in proper behavior in the pursuit of their activities and in preventing the risk of committing the offenses as foreseen in the Decree

itself.

Although the adoption of the Model is provided by law as optional and not mandatory, ICAP-SIRA S.p.A., in accordance with art. 6, paragraph 1, letter a) of Legislative Decree 231/2001 requiring that the Model be an "act of emanation of the governing body", adopted this Model by a decision of the Board of Directors of June 14, 2011.

ICAP-SIRA S.p.A. has set up the Supervisory Board with the task of monitoring the operation, effectiveness and compliance of the Model as well as updating it.

With the formal adoption of the Model, this becomes a mandatory rule for the Company, for the members of the Corporate Bodies (meaning the Board of Directors and the Board of Statutory Auditors of the Company and its components), employees and anyone who works for any purpose on behalf or in the interest of the Company itself (employees, consultants, suppliers, partners, etc.).

The adoption and effective implementation of such a system allows the company to benefit from the exemption from liability provided for by Legislative Decree No. Lgs. 231/2001 and to reduce the risk of injurious events within acceptable levels by acting directly on the probability that the event will occur and the impact of the same.

2.5 UPDATES OF THE MODEL

Subsequent amendments or supplements of a substantive nature, also proposed by the Supervisory Board (by means of such modifications to the rules and general principles contained in this Model) are sent to the Board of Directors of the Company. For the adoption of amendments other than the more substantive ones, the Board of Directors delegates to its Chairman, who periodically reports to the Board on the nature of the changes made.

2.6 STRUCTURE AND CHARACTERISTICS OF THE MODEL

This Model, built on the basis of the Guidelines issued by Confindustria for the construction of the Organizational, Management and Control Models, pursuant to Legislative Decree 231/01, consists of:

- a "General Part", which describes the relevant norms and general rules of the Model and the Supervisory Board;
- ▣ a "Special Part", focused on areas of activity and instrumental processes deemed "sensitive", behavioral norms and other control tools - already in place on a company or constituted ad hoc for the purposes of Legislative Decree 231/2001 - considered relevant in relation to the offenses to be prevented and organizational arrangements.

The Company is committed to effectively implementing the Model, constantly adapting it to changes in the internal and external environment, and ensuring its observance and operation by applying specific methodologies, adopting operational arrangements that are considered as appropriate and respecting indispensable principles of control.

The Model is part of the widest organization and control system existing at ICAP-SIRA S.p.A and is intended to integrate with the following qualifying elements:

- the mapping of "sensitive" business activities and processes related to the commission of the offenses provided by Legislative Decree 231/2001 to be subjected to periodic analysis and monitoring;
- the rules of conduct to which the Company has complied with, aimed at preventing the occurrence of the crimes provided for in Legislative Decree 231/2001;
- the assignment to a Supervisory Board (hereinafter referred to as SB) of the Company for effective and correct operation of the Model;
- information flows toward the SB;
- the penalty system that is capable of ensuring the effective implementation of the Model, containing the disciplinary provisions applicable in case of non-compliance with the measures indicated in the Model;
- the verification and documentation of each relevant operation;
- respect for the principle of separation of functions, guaranteed by the presence of a power-sharing system that defines precise limits to the decision-making power of the people and guarantees the separation between who proposes and who authorizes, between who executes and who supervises and, consequently, the absence in the company of subjects with absolute and unconditional power over an entire process;
- the definition of the authorization powers consistent with the assigned responsibilities;
- availability to the SB of an adequate and proportional amount of company resources for the results obtained and to be reasonably obtained;
- the rules and responsibilities for the adoption, implementation and subsequent modifications or additions to the Model (Model update) as well as for the ongoing verification of the operation and effectiveness of the Model;
- awareness raising activities, information and dissemination at all corporate levels and external recipients of behavioral rules and established procedures.

3. AREAS AND ACTIVITIES OF THE COMPANY WHICH ARE "AT RISK OF OFFENCES"

As a result of the preliminary analysis of the business context, activities were identified within the framework of which in principle offenses could be committed that are foreseen in the Decree (so-called "sensitive" activities), as well as business processes within which, always in principle, conditions or tools could be created for the commission of certain types of offenses (so-called "Instrumental" processes).

Specifically, as detailed in paragraph 2.3 above, the analyses have taken into consideration, for some of the above assumptions: (a) relations with the Public Administration and the situations in which it is involved (offenses against the Public Administration and against public assets); b) corporate crimes, introduced by Legislative Decree of April 11, 2001, No. 68 as modified by Law of May 22, 2015, No. 68; (c) manslaughter and grave or very grave negligent personal injury, committed in violation of accident law and protection hygiene and health at work; d) computer crimes and unlawful processing of data referred to in art. 24-*bis*; (e) False offenses in instruments and marks of recognition (counterfeiting, alteration, or use of brands or identification marks or patents, Models and designs) referred to in art. 25 - *bis*; (f) offenses against the industry and trade referred to in art. 25-*bis. 1*; (g) offenses concerning copyright infringement and those against the administration of justice referred to in art. 25 - *nonies*; (h) receiving, laundering and using money, assets or

profits obtained illegally and self-laundering as referred to in art. 25 - *octies*, as modified by Legislative Decree 90/2017; (i) the environmental offenses referred to in art. 25 - *undecies*, (l) crimes for the purpose of terrorism and the suppression of the democratic order as per article 25-*quater* and offenses against the environment as per article 25-*undecies*, (l) offenses concerning employment policy with reference to the use of non-EU nationals as referred to in art. 25 - *duodecies*, (m) the offenses introduced by Law L. 190/2012, as per art. 25 and 25 -*ter*, letter s; (n) the offense of self-laundering introduced by the Law 186/2014 as per article 648 *ter-1* of the criminal code laid down in article 25-*octies*.

As far as offenses of criminal conspiracy are concerned, as per article 416 of the criminal code, see paragraph 2.3 above.

In view of the peculiarities of the company's business carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main "at-risk" activities and the instrumental processes identified were the following:

- Management of institutional relations with the Public Administration and discussions on topics of strategic interest for the Company with public bodies.
- Manufacturing and distribution processes.
- Use of substances and products subject to specific regulation (eg substances covered by the OPCW Convention and by Law No. 496/95 and ECTS, products subject to UTF licensing, substances subject to EU Regulation 1907/2006 - Reach - L. 46/2007 and smi, etc.); management of compliance, auditing and inspection by supervisory authorities.
- Managing relationships with public entities for obtaining authorizations, licenses and concessions of business activities and manufacturing plants / management of approvals, certifications and declarations of conformity by the authorities as well as managing inspection visits.
- Management of health and safety at work and relations with public bodies and respecting the precautions provided by laws and regulations for the hiring of employees engaged in particular tasks.
- Awarding contracts to third parties, mainly but not exclusively for plant maintenance activities, and construction of yards for the management of plant layouts. Managing relations with shipping companies, with particular but not exclusive reference to those of dangerous goods (ADRs).
- Management of visits and inspections of the use of hazardous substances, production of solid and liquid wastes, wastewater and air emissions, as per the requirements of Legislative Decree 334/99 and s.m.i. ("Seveso Law"), concerning the risk control of major accidents and the requirements for the AIA (Integrated Environmental Authorization).

- Exercise, maintenance and reporting of energy produced by the plants in operation.
- Project drafting, technical consulting and coordination of waste disposal processes.
- Purchase of goods and services.
- Personnel selection and management activities.
- Management of representation expenses and employee reimbursements.
- Management of agent relationships.
- Management obligations on the protection of privacy.
- Management of gifts, donations, sponsorships, and other advantages.
- Activation and management of subsidized financing tools (soft loans, grants, tax credits, tax bonuses, structured finance instruments such as participative loans, mezzanine and equity-type financing and any other means of support provided or provided by public bodies or credit institutions agreements with public bodies, etc.).
- Drafting of the financial statements.
- Management of corporate (compliance) obligations.
- Management tax obligations and relations with the tax authorities and organs of the tax police on the occasion of inspections and investigations (of a fiscal nature, company, etc.).
- Tax litigation management.
- Management of judicial and extrajudicial litigation (civil, criminal, administrative, labor law), appointment of lawyers and coordination of their activities.
- Use of computer resources / information or data / communication systems or any other work protected by copyright.
- Management of relations with third parties - public or private - in carrying out their work activities on behalf of and/or in the interest of the company.
- Relations with customers / suppliers / partners for the management of business agreements and administrative, accounting and treasury operations.
- Employment of non-EU nationals who are not legal residents or who do not have valid work permits.
- Sales and commercial areas tasked with selling and buying products and raw materials.

A detailed analysis of the potential risk profile associated with the "at-risk" activities and "instrumental" processes identified is shown in the "mapping of at-risk activities and of instrumental processes", drawn up in the course of the preliminary activities of analysis and available in Annex 2, *2-bis*, *2-ter*, *2-quater*, *2-quinquies*, *2-sexies* and *2-septies*.

The task of overseeing the "mapping of at-risk activities and instrumental processes" is attributed to the business summit, with the support of the Supervisory Body, to be carried out with particular attention at times of corporate change (eg opening new locations, expansion of activities, acquisitions, reorganizations, etc.) and / or regulatory updating.

4. GENERAL PRINCIPLES OF THE ORGANIZATIONAL AND CONTROL SYSTEM

This Model of Organization, Management and Control, without prejudice to the peculiar purposes described in paragraph 2.1 above and related to Legislative Decree 231/2001, is part of the most complete management and control system already in place in the company and adopted for the purpose of providing assurance about the achievement of company goals in compliance with laws and regulations, as well as the reliability of financial information and the safeguarding of assets, even against possible fraud.

In particular, for the specific instruments intended to plan the formation and implementation of the Company's decisions and to ensure proper control of them, including in relation to the offenses to be prevented, ICAP-SIRA S.p.A. has identified the following components:

Organizational system and separation of roles

The organizational system must comply with the following requirements: (i) clarity, formalization and communication, with particular reference to the attribution of responsibility, the definition of hierarchical lines and the assignment of operational activities; (ii) separation of roles, ie organizational structures are articulated in such a way as to avoid functional overlaps and concentration on a single person of activities that have a high degree of criticality and/or risk.

In order to ensure these requirements, the company employs organizational tools (organization charts, organizational communications, codified procedures, etc.) based on general principles of: (i) Awareness within the company; (ii) a clear description of the lines of reporting; (iii) clear and formal definition of roles, with the description of the tasks and responsibilities assigned to each function.

DELEGATION OF POWERS

The system of powers concerns both internal authorizing powers, which depend on the company's decision-making processes regarding the operations to be carried out, and the powers of representation for the signing acts or documents which are binding on the company (so-called "special or general"). The delegation of powers must meet the following requirements: (i) be clearly defined and formally assigned by written

communications; (ii) be consistent with the responsibilities and tasks delegated and the positions held within the organizational structure; (iii) to provide for operating limits consistent with the roles assigned, with particular regard to spending powers and the powers of authorizing and / or signing transactions and acts considered "at risk" within the company; (iv) be updated as a result of organizational changes.

To this end, the Company undertakes to ensure the timely updating of the delegation of powers by establishing the cases in which the powers should be attributed, amended and withdrawn (assuming new responsibilities, transferring to different positions incompatible with those for which it had been assignment, resignation, dismissal, etc.). The delegation of powers system, however, appears to have been recently implemented and detailed by the reorganization at the end of 2011.

Operational Procedures

The processes and operational activities are supported by formalized internal procedures, having the following characteristics: (i) appropriate dissemination within the business structures involved in the business; (ii) regulation of methods and timing of the activities; (iii) a clear definition of the responsibilities of the activities, respecting the principle of separation between the subject who starts the decision-making process, the person who executes it and concludes it, and the person who controls it; (iv) traceability of acts, operations and transactions through adequate documentary evidence attesting the characteristics and motivations of the transaction and identifying the subjects involved in the transaction (authorization, execution, registration, audit of the transaction); (v) objectivity of decision-making processes, by providing for, where possible, defined criteria and methodologies for undertaking company choices; (v) anticipating specific control mechanisms (such as reconciliations, balancing, etc.) to ensure the integrity and completeness of managed data and information exchanged within the organization.

Monitoring and control activities

They involve, with different roles: Board of Directors, the Board of Statutory Auditors, the Audit Firm, the Supervisory Board, those persons responsible for safety and security and, more generally, all the corporate staff and they represent an essential function for daily activities carried out by ICAP-SIRA S.p.A.

The control tasks of such bodies are defined in accordance with the following types of control: (i) *supervisory activities* on the proper administration of the Company, the adequacy of organizational structures and compliance with law and constitution; (ii) *line controls*, designed to ensure the smooth development of the operations and carried out by the same production facilities or incorporated in the procedures; (iii) an *internal audit* aimed at detecting anomalies and violations of company procedures and the assessment of the functionality of the overall system of internal controls and exerted by structures independent of the operational ones; (iv) an *external audit* aimed at verifying the regular keeping of the company accounts and the preparation of the financial statements in accordance with the applicable accounting principles;

(v) *control and management*, in relation to the timeliness of reporting critical situations and the definition of appropriate risk indicators.

Traceability

Each operation must be properly recorded. The process of decision-making, authorization, and conduct of the activity must be verifiable ex post, also by means of appropriate documentary media, and in any case, the cases and modes of the possible deletion or destruction of the registrations must be regulated in detail.

The principles outlined above appear consistent with the rules provided by the Guidelines issued by Confindustria and are considered by the Company to be reasonably also for the prevention of the offenses referred to in the Decree.

For this reason, the Company believes that it is crucial to ensure the correct and practical application of the above principles of control in all areas of activity/business processes identified as potentially at risk-offense during the mapping stage and listed in section 3 above.

The task of verifying the constant application of these principles, as well as the adequacy and updating of the same, is the responsibility of the Company, as well as the Supervisory Board, the managers of the Company's departments and, if necessary, the direct collaborators. To this end, those responsible must be in continuously in touch with the Supervisory Body, which must be kept constantly informed and to which opinions and principles of guidance may be required.

For a review of Model Verification activities, refer to Chapter 10 below.

5. Supervisory Board

5.1 IDENTIFICATION

The Supervisory Board (hereinafter SB) must be internal to the company (art. 6. 1, b) of D. Lgs. 231/2001), must play specialized tasks that implies the knowledge of tools and techniques ad hoc and must be characterized by continuity of action.

It cannot be identified in the Board of Directors, which has only proactive and supervisory powers, or in the Board of statutory auditors, which does not meet the requirements of continuity of action and internal structure.

However, the function must be attributed to a body located in a hierarchical position within the corporate chart, highlighting the need for this location to be accompanied by the non-assignment of operational tasks that, by making this body participate in decisions and operational activities, "Would pollute" the objectivity of judgment during verification of behaviors and the Model.

The SB is a body that answers directly to the senior management of the Company, both operational and control, in order to guarantee its full autonomy and independence in carrying out the tasks entrusted to it.

ICAP-SIRA S.p.A. has decided to confer the qualification of a Supervisory Board to a collegiate body:

- Composed of a minimum of 2 members appointed by the Board of Directors, who are not members of the Company, particularly qualified and experienced in matters relevant to the purposes of Legislative Decree No. 231/2001, in order to guarantee to the Supervisory Board adequate competence in legal, accounting, risk assessment, auditing and labor law, as well as fulfilling the requirements of ethical behavior referred to in art. 109 of Legislative Decree No. 1 dated September 1993, n. 385.
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These members must be independent, meaning:

1. They must not be related to the Company or its subsidiaries and / or parent companies and / or affiliated companies, participants in a working relationship, or an advisory or paid employment relationship, or hold assets of a kind that, in relation to the areas of competence of the SB, could create potential conflicts of interest;
2. they must not be related to any member or director of the Company, its parent or its subsidiaries and / or shareholders, a fact that could affect their judgment;
3. they must not be connected in any way to the Company, its parent or its subsidiaries and / or affiliates with any bonds of dependency or subordination.

From these external members the President of the Supervisory Board will be chosen and nominated.

The other members of the board may be chosen from among the members of the Board of Directors who do not have management responsibilities and/or between managers responsible (for example: Quality control, Personnel, Legal, etc...) for dealing with the problems of the Law Decree 231/2001, or in any case not belonging to the areas of Company business.

- Which reports directly to the Board of Directors;
- That are given independent powers of intervention in the areas of competence. To this end, as well as to ensure the conduct with continuity of the verification activities about the adequacy and suitability of the Model, the board uses internal staff and/or external collaborators;
- That operates according to the collegial method and is equipped with its own "rules of operation" drawn up by the same;
- endowed with a budget of annual expenditure for exclusive use, approved by the Board of Directors. The SB decides autonomously and independently the expenses to be made within the limits of the approved budget and refers to those who have the power to sign at ICAP-SIRA S.p.A. to subscribe to the relevant commitments. In the event of a request for expenditure exceeding the approved budget, the SB shall be authorized by the Chairman of Board of Directors or directly by the Board of Directors itself.

The Supervisory Body is appointed for a period of 3 (three) years.

The body meets at least quarterly and in any case according to its deliberation in its "regulations handbook". For the purpose of better knowledge and correct management of the business environment, the Supervisory Board may require the attendance - also in a permanent form - of its meetings of subjects such as, for example, members of the Board of Statutory Auditors and those responsible for those business functions that are relevant to the issues of control.

These attend meetings only as invited guests.

The following are causes of incompatibility with the appointment of a member of the Supervisory Body:

- be a director of the Board of Directors of ICAP-SIRA S.p.A., of the parent company and of a subsidiary or affiliate of ICAP-SIRA S.p.A. to be auditor of ICAP-SIRA S.p.A. of the parent company or any subsidiary and / or subsidiary of ICAP-SIRA S.p.A.;
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- have married, kinship or affinity relationships up to the fourth degree with the subjects mentioned in the previous paragraphs;
- have, over the last three years, been in charge of administration, management or control of companies subject to bankruptcy, administrative liquidation or similar proceedings;
- Having been sentenced by a court, even if still subject to appeal, to:
 - Sentencing that involves the interdiction, even temporary, for holding public offices or the temporary ban for holding executive offices of companies;
 - Imprisonment for having committed one of the offenses provided for in Legislative Decree 231/01;
- Having been the subject of a plea-bargain ruling for having committed one of the offenses provided for in Legislative Decree 231/01.

In order to safeguard autonomy and independence, changes to the structure (appointment, revocation, etc.), or to the powers and functioning of the Supervisory Board, may only be made by means of resolutions adopted by the Board of Directors in a unanimous vote and adequately justified.

The withdrawal of the supervisory board may only occur if there is just cause.

In this regard, just cause must be understood as:

- A serious breach of its duties as defined in chapter 5 of the Model;
- A conviction sentence of the company or a judgment of settlement pursuant to the Decree, which indicates "the omitted or insufficient supervision" on the part of the supervisory board;
- A sentence of condemnation or settlement issued against one of the members of the supervisory board for having committed one of the offenses provided for by Legislative Decree No. Lgs. 231/01 and offenses of the same kind;
- Violation of confidentiality obligations.

In all cases of a provisional application of an interdictory penalty provided for in the Decree, the Board of Directors may, if necessary, take the necessary measures to revoke the SB if it finds a hypothesis of omission or insufficient vigilance by the Board.

In the event that the requirements of autonomy, independence and professionalism are not met or in the event of the occurrence of one of the causes of ineligibility identified above, the Board of Directors, having conducted the appropriate investigations and heard the party concerned, as well as the other members of the SB, a period of not less than thirty days is given within which the incompatible situation must cease. After this term has expired and without such a situation being abolished, the Board of Directors must proceed to the removal of the member.

Likewise, a serious infirmity that causes one of the members of the Supervisory board not to perform its supervisory functions or an infirmity which, however, determines his absence from the body's activities for more than six months, will result in the removal of the member, to be implemented according to the above methods.

In the case of resignation, withdrawal or revocation of one or more members of the Supervisory Board, the Board of Directors must provide for the appointment of a substitute(s) in a timely manner, in the case where it is less than the minimum number of the members indicated above. In the meantime, the Supervisory body will remain fully functional, even if functioning with a reduced number of members.

5.2 REQUIREMENTS

Are linked to the following:

- Autonomy and Independence: Aim to ensure that the Supervisory Body is not directly involved in the management activities that are the object of its control activity and, above all, the ability to play its role without direct or indirect conditioning by the controlled entities. These requirements can be obtained by guaranteeing the Supervisory Body a hierarchical dependency and reporting activity directly to the Board of Directors.
- Professionalism: a body with technical, professional and specialized skills appropriate to the functions it is called upon to perform (eg interview techniques, flow charting, risk analysis techniques, etc.). These characteristics combined with independence guarantee an impartial judgment.
- Continuity of action: a body within the organization, adequate structures and dedicated resources, and no operational tasks that can limit the commitment needed to carry out the assigned functions.

The choice of setting up a collegial body has also been dictated by the need to reinforce these requirements.

In order to attribute to the Supervisory Board, the ability to obtain information and thus effective action against the company organization, this Model provides for a means of internal organizational documents issued by the Board of Directors or by the Supervisory Body, for the flow of information to and from the body itself.

5.3 FUNCTIONS AND POWERS

The Oversight Board of ICAP-SIRA S.p.A. is entrusted on a general plan with the task of assuring:

- Compliance with the requirements of the Model on the part of the recipients in relation to the different types of offenses covered by decree;
- The actual effectiveness and adequacy of the Model in relation to the corporate structure and the ability to prevent the Commission of the offenses referred to in the Decree;
- On the opportunity to update the Model, where it is necessary to adapt it in relation to changed business conditions;
- On the adequacy, on the application and effectiveness of the system of penalties.

The body will be entrusted, on an operational level, the task of:

- Implement the control procedures provided for in the Model that are, inter alia, their formalization in the Work Plan of the control activities of the SB;
- Constantly check the effectiveness and efficiency of applicable company procedures, by resorting to the assistance of the competent functions, as well as the individuals responsible for the problems relating to hygiene, health and safety of workers;
- Conduct surveys of business activities for the purposes of updating of the mapping of sensitive activities and of instrumental processes;
- Periodically carry out targeted checks on certain operations or specific acts in place, especially in the context of at-risk activities or "instrumental" to the execution of the same;
- To coordinate with the Administration, Personnel, Legal and Budget Departments or with other staff responsible for training for staff training programs;
- engage in initiatives for the dissemination of the knowledge and understanding of the Model, the preparation of the internal documentation necessary for the operation of the Model, containing instructions, clarifications or updates; the SB must continuously implement and apply operational procedures for the better management of the business;
- collect, process and retain relevant information regarding compliance with the Model, as well as update the list of information which must be transmitted to or stored and available in the "formal" database of the internal control activity;
- To coordinate with other business functions in carrying out the monitoring activities of their competence and provided for in the protocols;
- Verify the adequacy of the internal control system in relation to the current legislation;
- Check that the elements provided for the implementation of the Model (adoption of standard clauses, procedures, etc.) are still appropriate and responsive to the needs of observance of what is prescribed by the decree, by adopting or suggesting the adoption, otherwise, of an update of the elements themselves;

- Check the Model Update requirements;
- Report periodically to the Board of Directors on corporate policies necessary for the implementation of the Model;
- Check the effective presence, regularity and effectiveness of databases supporting the activity under Legislative Decree 231/2001.

Since the Company is not the recipient, listed in Art. 10 and following of Legislative Decree 231/2007 in the field of anti-money laundering, the Supervisory Body is not subject to the communication duties provided for in article 52 of the same decree.

However, in the event that he or she becomes aware in the course of his / her activities of at-risk events with respect to the offenses provided for in art. 25-*octies* of Legislative Decree 231/2001, the Supervisory Board is required to evaluate the situation in a timely manner and take all the actions it deems appropriate (communications to Board of Directors, application of the sanction system, etc.).

In any case, the application monitoring protocols on the subject of receiving, laundering and using money, assets or profits obtained illegally referred to in this Model is hereby waived.

For the purpose of carrying out the above tasks, the following powers are attributed to the OdV:

- Adopt provisions designed to regulate the activities of the OdV;
- Access to any and all business documents relevant to the performance of the functions attributed to the OdV pursuant to Legislative Decree 231/2001;
- Resort to external consultants of proven professionalism where this is necessary to carry out verification and control activities or updating the Model;
- To have the leaders of the Corporate Functions provide timely information, data and / or news required for them to identify aspects relevant to the various relevant business activities under the Model and to verify that the Company's organizational structures actually implement it.

5.4 MODES AND FREQUENCY OF REPORTING TO CORPORATE BODIES

The Supervisory Body of ICAP-SIRA S.p.A. operates according to two lines of reporting:

- The first, on an ongoing basis, reporting directly to the President;
- The second, once per semester, by a written report of its own activities sent to the Board of Directors and to the Board of auditors.

The presence of the aforementioned functional relationships, even with bodies without operational responsibilities and thus free of management activities, is a factor that can ensure that the task is carried out by the Supervisory Board with the highest assurances of independence.

The Supervisory Board may be convened at any time by the Board of Directors or may submit requests to that effect in order to report on the operation of the Model or specific situations.

The Supervisory Board may, however, communicate to the Board of Directors and / or the Board of Statutory Auditors whenever it considers the need or the opportunity to be pressing and, in any case, must transmit to them a statement, every six months, of the above-mentioned information report, the object of which is:

- The supervision activities carried out by the Body in the reference period;
- Any criticisms emerged both in terms of behavior or internal events at the Company, and in terms of the effectiveness of the Model;
- Corrective actions and suggested improvements and their state of implementation.

Meetings with the subjects and bodies mentioned above must be recorded and copies of the minutes will be kept by the SB and the organizations involved from time to time.

5.5 OTHER ACTIVITIES

The SB must coordinate with the relevant managers in the company for the various specific profiles and, in particular:

- with management for the corporate compliance that may be of importance in the commission of the corporate offenses;
- with the administration, legal and budget departments both in terms of dissemination of information and personnel training and disciplinary action;
- with the manager responsible for Health, Safety, and Environment (RSHE) and the other security responsibilities (CSHE, RSPP, etc...) for compliance with all the rules laid down by the law and by internal company procedures in matters of health, safety and hygiene at work;
- with any other manager who has duties considered from time to time to be relevant to its own activities.

6. CONDITIONS FOR MANAGING FINANCIAL RESOURCES

The SB addresses to the management indications regarding the appropriate integration of the management systems of financial resources (both on entry and exit) with any arrangements designed to comply with Legislative Decree 231/2001 (eg, disclosure of part-time anomalies in transactions or payments of considerations that are not justified by the transaction's economy in order to ascertain whether they do not conceal extraordinary items or corrupt assumptions) and to detect the existence of atypical financial flows with more discretionary margins than are ordinarily expected .

All the atypical or unusual operations related to activities or performance must be specifically and clearly motivated and communicated to the SB.

The financial resource management system must ensure the separation and independence of the parties involved in resource allocation decisions, those implementing those decisions, and those to who control and verify their correct use.

For the purpose of implementing decisions of use, the company uses financial and banking intermediaries subject to transparency and stability rules consistent with those adopted in EU Member States.

All transactions involving the use of financial resources must have a causal basis and must be documented and recorded by manual and computerized means in accordance with the principles of professional and accounting correctness; its decision-making process must be verifiable.

7. INFORMATION FLOWS TOWARDS THE BODIES IN CHARGE OF MONITORING

OBLIGATIONS TOWARDS THE SUPERVISORY BOARD

Within the company, the managers of ICAP-SIRA S.p.A. must communicate to the Supervisory Board:

- on a periodical basis and on the basis of specific guidance / information from the SB, the information from operations useful for the exercise of the SB's activity in terms of compliance, effectiveness and updating of this Model, as well as any other information identified by the SB, or requested by it, to the individual organizational and managerial structures of ICAP-SIRA SpA through internal directives. Such information shall be transmitted in a timely fashion and according to procedures to be defined by the board itself; similarly, the managers responsible must forward to the Supervisory Board periodic reports on specific topics (e.g. regarding the processes linked to particular at-risk activities) and on any procedural exceptions;
- On an occasional basis, any other information of any kind, coming from third parties and relevant to the implementation of the Model in the areas of "at-risk" activities and in compliance with the Decree's provisions, that can be considered useful for carrying out the tasks of the Supervisory Board. In particular, including but not limited to, the information must be provided to the Supervisory Board concerning:
 - measures and / or news from judicial police authorities, or any other authority, from which investigations are carried out for the crimes referred to in the Decree, also initiated against unknown persons;
 - requests for legal aid made by management or by employees in the event of legal proceedings against the said staff for the crimes described in the Decree;
 - Decisions relating to the request, delivery and use of public funding;
 - Information on the effective implementation at all levels of the Company of the Organizational Model, with evidence of the disciplinary proceedings and any sanctions imposed or the procedures for filing such proceedings with the relevant grounds;
 - reports prepared by managers of other corporate functions within their control activities and from which facts, acts, events or omissions with critical profiles may occur, in accordance with the provisions of Legislative Decree 231/2001;
 - The updating of the system of powers of ICAP-SIRA S.p.A

Reporting requirements on an occasional basis are also due to third parties that operate, in

any way, on behalf of or in the interest of the Company in the course of business activities at risk of offenses and to which the Company provides adequate information on the Model adopted (as defined in Section 7.2 below).

7.2 ARRANGEMENTS FOR THE TRANSMISSION OF INFORMATION AND EVALUATION OF REPORTS

In reference to the methods of transmission of reports, the following requirements are necessary:

- Information and reports by whomever sent, including those concerning any breach or suspected breach of the Model, or of its general principles, must be made in writing. The Supervisory Board shall take appropriate measures to protect the reporting parties from any type of retaliation, discrimination, penalization or any consequence resulting therefrom, ensuring their confidentiality on their identity, subject, however to the obligations of law and the protection of ICAP-SIRA S.p.A.'s rights or the rights of any people accused wrongly and/or in bad faith.
- The information and notifications must be sent by the person directly to the Supervisory Board; the issuance of reports to other corporate communication channels (such as senior and corporate level reporting systems) does not eliminate the cancellation requirements or the obligations to the Supervisory Board;
- The Supervisory Board will evaluate the report received and will take the appropriate measures such as listening to the author of the report and/or the person responsible for the alleged breach and then will render a decision deemed necessary for the purposes of adapting to the Model, such as communicating the application of any sanctions and or penalties. It will provide in writing the reasons for its decisions and/or refusal to proceed with an internal investigation. Any consequent action shall be applied in accordance with the sanction system provided for in Chapter 8 below;
- Any and all recipients of reporting obligations are obliged to cooperate with the Supervisory Board, in order to allow the collection of all the information the Supervisory Board deems necessary for a correct and complete evaluation of the reports. Failure to cooperate or reticence may be considered as a violation of the Model, subject to the subsequent consequences envisaged in terms of disciplinary sanctions.

It is understood that the Supervisory Board does not have the obligation to investigate every report it receives, only whenever it deems necessary to do so, according to its discretion and responsibility.

Within the framework of the specific business procedures information channels dedicated by the SB are established, with the added function of facilitating the flow of information and reports to the SB and to quickly resolve cases that are doubtful and dubious.

The obligation to provide information is imposed on all staff who have information on the commission of offenses or behavior that is not in line with the codes of conduct.

Such information may also be collected directly by the Supervisory Board during its periodic control activities better described in Chapter 10 below, by means of procedures that the SB may consider most appropriate.

7.3 COLLECTION AND STORAGE OF INFORMATION

All information and reports sent to the Supervisory Board are stored on a specific database (computer or paper) for a period of 10 years.

Access to the database is permitted, in addition to the Supervisory Board, to the members of the Board of Directors and the Board of Statutory Auditors, upon formal request to the SB.

8. THE DISCIPLINARY SYSTEM

8.1 GENERAL PRINCIPLES

According to art. 6, comma 2, letter e), and 7, comma 4, letter (b) of Legislative Decree 231/2001, the Organizational, Management and Control Models, the adoption and implementation of which (together with the other situations provided for in Articles 6 and 7) is a *necessary condition* for the exemption of the Company's liability in the case of commission of offenses referred to in the Decree can only be considered effective if it provides for a disciplinary system that is appropriate to penalize the failure to comply with the measures referred to here.

This disciplinary system must be applied both to employees as well as to collaborators and third parties acting on the behalf of the Company, by employing disciplinary sanctions in the 1st case and contractual sanctions (i.e. termination of contract, cancellation of supplier status, etc.) in the latter cases.

The application of disciplinary sanctions does not depend on the commencement or outcome of any criminal proceedings, since the internal organization and internal procedures constitute binding rules for the recipients, the violation of which must, in order to comply with the dictates of the mentioned Legislative Decree, be sanctioned regardless of the actual realization of a crime or punishment of the same. The principles of promptness and immediacy of the penalties make it not only unnecessary but also inadvisable to delay the application of the disciplinary sanctions while pending a court judgment.

8.2 PENALTIES APPLIED TO EMPLOYEES AND EXECUTIVES

This Organizational Model is in all respects a business regulation as an expression of the employer's power to impart provisions for the execution and the discipline of the work and as it is available in a place accessible to all, it will also be a disciplinary code. Persons to whom this Regulation is directed are required to comply with all the obligations and requirements contained therein and to standardize their behavior towards the conduct described here. Without prejudice to the right to compensation, any failure to comply with

such obligations will be disciplined in accordance with the proportionality between sanction and infringement and in accordance with the procedure laid down in art. 7 of Law 300/1970 and the applicable Collective Labor Agreement. Some examples:

- A **VERBAL WARNING** or a **WRITTEN REPRIMAND** will be applied as a result of failure to follow internal procedures of this Model (for example, failure to observe the prescribed procedures, omission to give to the Supervisory Board the information required, failure to carry out verifications, etc.) or adopts activities that are not in compliance with the requirements of the Model itself, in the conduct in areas of activities in risk of offense, or any such behavior that violates the Company's guidelines;
- A **PENALTY** may be imposed upon the worker who repeatedly neglects the internal procedures provided for in this Model, or, in the pursuit of activities in the risk areas, repeatedly fails several times to behave in accordance to the requirements of the Model itself; such a penalty can be imposed even before such failures have been individually verified and challenged, there being in these behaviors a disregard for the Company requirements.
- **SUSPENSION FROM SERVICE WITHOUT PAY** will be applied to the worker who disregards the internal procedures of the present Model or while undertaking the activities in risk areas, adopts behavior that does not comply with the requirements of the Model itself, perform acts that expose the Company to an objective hazardous situation or acts contrary to the interests of the Company causing damage, there being in such conduct the determination of a damage or a dangerous situation putting at risk the integrity of the company's assets or the performance of acts contrary to its interests as a result of non-compliance with the Company's prescriptions;
- **DISMISSAL WITH RIGHT OF COMPENSATION IN LIEU OF NOTICE** will be applied to the worker who while undergoing the activities in risk areas shows behavior not in accordance with the present Model and knowingly commits an offense according to the Decree, there being in said conduct, significant damage or a situation of a substantial injury;
- **DISMISSAL WITHOUT NOTICE** will be applied to the worker who adopts, in carrying out activities in risk areas, behavior clearly in breach of the requirements of this Model, determining the actual application of the measures provided for in the Decree, since there is a complete lack of faith from the Company in said individual, or alternatively in case of repeated occurrences of the failures referred to in the preceding paragraphs causing serious injury or damage to the company.

The type and size of each of the above-mentioned penalties will be rendered in accordance with the provisions of the Collective Labor Agreement applied in relation to:

- degree of behavior, neglect, imprudence or fault with regard to the predictability of the occurrence;
- to the overall behavior of the worker, with particular regard to the existence or otherwise of previous disciplinary provisions of the same, within the limits permitted by law;
- to the duties of the employee;
- the functional position of the persons involved in the facts determining the violation (in particular, in the case of the offense committed by persons subject to others'

direction, it will be necessary to check and, if necessary, sanction senior management for their violation or lack of the specific duty of vigilance on the subject);

- the other special circumstances that accompany the disciplinary violation.

The investigation of these offenses, possibly due to the alert of the Supervisory Board, as well as the management of disciplinary proceedings and the imposition of sanctions shall remain the responsibility of the corporate functions in charge.

In particular, as regards executive officers, in case of breach of the general principles of the Organizational Model or the Company's procedures, the competent body to investigate and impose sanctions is the Board of Directors or a person or body assigned by the Board of Directors who will carry out the measures deemed appropriate and proportionate to the breaches committed, bearing in mind that they are in breach of obligations and requirements arising from the employment relationship.

8.3 PENALTIES APPLIED TO EXECUTIVES

In the event of violation of the applicable law and of the Organizational Model by the members of the Board of Directors of the Company, the Supervisory Board will inform the entire Board of Directors and the Board of Statutory Auditors, who will have to take appropriate action under the law, or if necessary, at the Assembly.

8.4 PENALTIES APPLIED TO AUDITORS

In the event of violation of this Model by one or more Statutory Auditors, the Supervisory Board will inform the entire Board of Statutory Auditors and the Board of Directors, who will take appropriate measures including, for example, convening the Shareholders' Meeting of the Members in order to adopt the most appropriate measures provided by the Law.

8.5 PENALTIES APPLIED TO CONSULTANTS, PARTNERS AND AGENTS

To this end, with particular attention to activities of *outsourcing*, the inclusion in contracts of specific clauses that at least acknowledge the observance of the Decree by the third party, require the recognition of a commitment from the third party and of its employees and associates to abstain from behaviors likely to lead to the occurrence of offenses referred to in the Decree and to adopt appropriate control systems (regardless of the offense or punishment of the same having been committed or not) and which govern the consequences in case of violation of the provisions of the clause; that is, a unilateral declaration of "certification" by the third party or the collaborator about the knowledge of the Decree and the commitment to engage in its activities and in observance of the law.

For an illustration of these clauses see paragraph 4.2.1. the special part.

9. TRAINING AND COMMUNICATION

9.1 SELECTION

The Supervisory Board, in coordination with the Administration, Legal and Budget Departments, assesses the opportunity to set up and / or update a specific system of staff selection at the selection stage, taking into account business needs in relation to the application of Legislative Decree 231/2001.

9.2 TRAINING AND COMMUNICATION

For the purpose of the effectiveness of this Model, it is the goal of ICAP-SIRA S.p.A. to ensure proper disclosure and knowledge of the rules of conduct contained therein with respect to the resources already present in the company and those to be included, with different degree of depth in relation to the different level of involvement of the resources in the activities at risk.

The continuous communication and training system is supervised and integrated by the activity carried out in this field by the Supervisory Board overseeing the activity by working in collaboration with the Administration, Budget and Commercial Departments and with the Heads of the Functions from time to time involved in the application of the Model.

The present Model is communicated to all staff members present in the company at the time of the adoption of the same. To this end, a dedicated sharing space (eg corporate network share) is set up dedicated to the subject and updated by the Supervisory Body, in which the Descriptive Documents of the Model reside. To the newly hired employees, an information document which includes the Organizational Model, is provided, to ensure that the employees learn about the Model, which is of primary importance. The Model is posted in a public corporate bulletin board.

For all employees⁷ of the Company who are not merely involved in the operations but who also have autonomy and conceptuality, the filling out of a formal "declaration of commitment" is required, filled out in written or electronic form, whichever is deemed more appropriate, which by way of example but not limited to could include:

Declaration of Commitment issued by the employee

I, the undersigned _____, declares that:

1. *I have received a copy of the Organization, Management and Control Model (hereinafter the "Model"), adopted by the Company as well as a copy of the Legislative Decree of 8 June 2001 n. 231 (hereinafter the "Legislative Decree 231/2001");*
2. *I have carefully read the Model and the Legislative Decree 231/2001;*
3. *I undertake to observe the prescriptions contained therein.*

Having said this, I understand the contents of the Model and Law Decree 231/2001.

Date

Signature

⁷ From the list of employees required to fill the declaration of commitment only the employees that are engaged in operational duties, according to the Company, and cannot in any way be subjected, in some way, to the activities pursuant to Law Decree 231/2001 are excluded from the requirement to fill out the form. 231/2001. For these employees as well, this Organizational Model is in all respects a business regulation as an expression of the employer's power to impart provisions for the execution and the discipline of the work and, as it is available in a place accessible to all, it will also be a disciplinary code.

The training, aimed at disseminating the knowledge of the legislation referred to in Legislative Decree 231/2001, is differentiated in the content and manner of execution depending on the qualifications of the recipients, the level of risk of the area in which they operate, and whether or not they have functions of representing the Company.

It is the task of the Administrative, Financial and Commercial Department - Personnel Office:

- Provide for an annual update program to be shared with the Supervisory Board, stipulating, in accordance with the Model indicated, a specific path for the management and subordinate staff;
- Set up an annual calendar to be communicated, together with the contents of the program, to the Supervisory Board.

It is the responsibility of the Supervisory Board to inform the Administrative, Financial and Commercial Department - Personnel Office about:

- the modifications to the legislation and reference in order to provide supplementary training;
- the need for additional training actions resulting in the detection of errors and / or deviations from the proper execution of operational procedures applied to c.d. "At-risk activities".

The control activities provided for in the Supervisory Board Work Plan provides for the adoption of training actions in response to errors and / or deviations from the proper execution of "at-risk" procedures with respect to offenses under Legislative Decree 231/01. In this case, the Supervisory Board will direct the Administrative, Financial and Commercial Department - Personnel Office for the organization and execution of the intended training action.

10. PERIODIC VERIFICATION OF THE MODEL

The supervision activities are to be carried out continuously by the organism to (a) verify the effectiveness of the Model (i.e., the coherence between the actual behaviors and the Model as implemented), (b) to carry out the periodic evaluation of the adequacy, with respect to the requirements for the prevention of offenses referred to D. Lgs. 231/2001, codified procedures governing the activities at risk and (c) to carry out the necessary updates of the Model, leading to, in the first place, into the *Work Plan of the control activities of the Supervisory Board*.

The control system is able to:

- ensure that operational management procedures meet the requirements of the Model and the applicable law provisions;
- identify areas that need corrective actions and / or improvements and check the

- effectiveness of remedial actions;
- to develop the culture of control inside the company, also in order to support the best possible inspection visits by other deputies, to a different extent, for verification activities.
- ensure internal checks are overseen by the Supervisory Board.

For the purpose of carrying out the scheduled auditing activities, the Supervisory Body may use the cooperation of staff with other functions not involved in verified activities, with specific expertise or external consultants.

The "Work Plan" covers one year (January - December of each fiscal year) and indicates for each subsidiary activity:

- the periodicity of the verifications;
- the selection of samples;
- the information flows (information flow of the operational staff at the SB) defined for each control performed;
- the activation of training activities (activities of resolution of procedural shortcomings and/or informational) for each anomaly found.

The business areas to be verified and the frequency of controls depend on a number of factors such as:

- risk pursuant to Legislative decree 231/2001, in relation to the outcomes of the mapping of at-risk activities;
- assessment of the existing operational controls;
- the findings of previous audits.

Extraordinary checks not included in the "Work Plan" are planned for substantial changes in the organization or process, or in the case of suspected or non-conforming communications or whenever the SB decides to implement occasional ad hoc controls.

The results of the checks are always good and transmitted in accordance with the reporting method and frequency set forth in paragraph 5.4 above.

ICAP SIRA S.p.A. considers the results of these checks as instrumental to the improvement of its own Model. Therefore, in order to ensure the effective implementation of the Model, the audits of the adequacy and effective implementation of the Model are discussed within the Supervisory Body and trigger, where relevant, the Disciplinary System described in the Chapter 8 (General Part) of this Model.

SPECIAL PART

1. INTRODUCTION TO THE SPECIAL PART

This Special Part of the Model details the main components of the system of *governance*, control and management of activities and "at-risk" processes implemented by ICAP-SIRA S.p.A.

The present Special Part applies to the following subjects (hereinafter referred to as "Recipients of the Special Part"):

- ☐ To Directors and employees of ICAP-SIRA S.p.A.;
- ☐ To third parties who, although not employees of the Company, operate within the scope of the activities or processes covered by this Special Part, on behalf of the Company and under its supervisory direction (eg interim staff, seconded personnel, project collaborators, etc.);
- ☐ To other third parties, other than those mentioned in the previous point, identified from time to time by the Supervisory Board, also upon reporting of the Company's functions, for which it is considered appropriate to also distribute part of this document.

The purpose of this Special Part is to clarify to all the Recipients of the same a precise organizational and management framework of reference and to provide the protocols to be respected and to which they comply in the course of the exercise of the activities.

ICAP-SIRA S.p.A. shall commit itself to working, through the Supervisory Board as well, to provide appropriate information to the Recipients of the Special Party regarding the content of the same, even if only to the parts of its respective interest.

It is the responsibility of the Supervisory Board, consistent with its assigned functions, to verify the adherence and concrete implementation of the protocols indicated in their respective business areas and business processes at risk. To this end, the most vulnerable areas will be subject to specific and periodic monitoring activities by the Supervisory Board, according to the times and procedures defined in the work plan of the SB.

2. MAPPING OF THE ACTIVITIES AND AT-RISK PROCESSES

The scope of the mapping of activities and at-risk processes is:

- ☐ To describe the risk profile of so-called "at-risk" business activities / processes in relation to the commission of offenses under Legislative Decree 231/2001;
- ☐ To associate an "intrinsic" level of risk - that is, linked to the environmental conditions of its industry, which may not depend on the control systems of ICAP-SIRA S.p.A. - At every single "at-risk" activity / process and its related offense.

The identification of "at-risk" activities and processes has been developed according to the approach described in paragraph 2, paragraph 2.3. of the General Part.

Descriptive mapping of ICAP-SIRA's potential risk profile in relation to Legislative Decree

no. 231/2001, contained in Annexes 2, 2-bis, 2-quater, 2-quinquies and 2-sexies and 2-septies (In Annex 3, on the other hand, the analysis drivers are summarized), specifically details:

- ☐ The activities and processes of "risk-offense" (at-risk) and, within them, the opportunities for potential offenses;
- ☐ The business functions involved;
- ☐ The description of the hypothesised risk profile (in terms of purpose / possible ways of achieving the alleged offenses);
- ☐ The potential associated offenses.

The analysis of the Company's potential risk profile is the necessary prerequisite to allow ICAP-SIRA S.p.A. to define and adopt a Model reasonably appropriate for preventing the most common means of realizing the offenses referred to in Legislative Decree no. 231/2001. However, the analysis carried out for the detection of the potential business risk profile does not preclude a priori that other types of offenses (other than those assumed during the analysis) may occur within the organization, regardless of implementation of the same Model.

Following the analysis of the potential risk profile of ICAP-SIRA SpA, the Board of Directors, assisted by function managers, attributed to each "at-risk" and "instrumental" activity a different degree of risk - high (red), medium (yellow) or low (green) - assigned on the basis of a qualitative assessment taking into account the following factors (see, in this regard, the details in paragraph 2.3 of the General Part):

- ☐ The occurrence frequency, determined on the basis of general considerations of the sector in question, of the described activity and other economic and quantitative indicators of the relevance of the business activity or process (eg the economic value of the transactions or acts in place, the number and type of subjects involved, etc.);
- ☐ Probability of occurrence, in the operational context, of the alleged offense;
- ☐ Any previous commission of the offenses at ICAP-SIRA S.p.A or more generally in the area in which it operates.
- ☐ The severity of the sanctions potentially associated with the commission of one of the offenses provided for by Decree 231/2001 in the conduct of the activity;
- ☐ Potential illegal benefit to the Company as a result of the commission of the alleged offense and which could constitute a leverage on the commission of unlawful conduct by the company's staff;

With regard to the offenses referred to in article 25 - *septies* of Legislative Decree 231/01 - offenses committed in violation of accident-prevention rules and of the protection of workplace health and safety (manslaughter and grave or very grave negligent personal injury), given the technical specifications of the individual safety and health at work required by Legislative Decree 81/08, whose detailed assessment is also reflected in the Risk Assessment Documents adopted by the Company for the different industrial sites, the analysis variables above have not been applied. Due to the peculiarities of the areas analyzed, the evaluations were carried out on the basis of the prevailing inherent risk considerations (considering the characteristics, size and complexity of the company's industrial sites), in order to optimize the cost-effectiveness of the monitoring activities of

the Supervisory Board. The same argument applies to environmental legislation where the documentation concerning authorizations of the same subject has been taken into consideration.

It is the responsibility of the Board of Directors, with the support of the Supervisory Board, to periodically review and update the mapping and assessment of the potential level of risk of business activities and "at-risk" processes with respect to the Legislative Decree 231/2001. The risk assessment could in fact be influenced by factors such as:

- ☐ Extending the offenses dealt with by Legislative Decree 231/2001 and identifying new areas of "risk" business or business processes;
- ☐ Organizational and / or process changes in the Company or its affiliated structures;
- ☐ Detection, as a result of verifications or reports, of behaviors not in line with the requirements of the Model in the various areas of business;
- ☐ Assessment, following verifications or reports, of the inadequacy of certain Model prescriptions to prevent the commission of offenses in a particular at-risk activity.

For these "at-risk" activities / processes, the existing organizational, management and control arrangements have been investigated and analyzed in order to assess the adequacy of the requirements for prevention from the commission of illicit behaviors and, where appropriate, provide for the definition of the "protocols" needed to bridge the deficiencies found and to encourage control procedures under the SB.

3. ORGANIZATIONAL STRUCTURE, GOVERNANCE BODIES AND PRINCIPLES GOVERNING THE SYSTEM OF PROCUREMENTS AND POWERS

The organizational structure, government bodies and the procedures of *governance* of ICAP-SIRA provide the organizational reference framework to which all recipients of this Model refer to in the exercise of their business activities.

The corporate governance bodies of ICAP SIRA S.p.A. are listed in Annex 4, while the organization chart of the Company is listed in Annex 5. Both annexes have undergone modifications and updates following changes in the corporate organizational chart from late 2011, which foresees the introduction of the General Manager and the Administrative Director, which were not previously planned and which allowed for ample managerial qualification and improved management and therefore a significant improvement in corporate governance.

ICAP-SIRA S.p.A. has a system of delegating powers and functions based on the principle that their definition is consistent with the functions delegated to the recipient, with the aim of ensuring effectiveness and efficiency in business activities and processes in full compliance with civil, administrative and criminal laws in force.

The system of powers and functions is constantly updated as a result of organizational or regulatory changes.

In this regard, Management will, in case of changes, inform the Supervisory Board in due time.

4. MONITORING PROTOCOLS

4.1 GENERAL MONITORING PROTOCOLS

Procedural System

Policies, manuals, procedures and work instructions codified by ICAP-SIRA S.p.A. aim to define precise guidelines and operational norms for managing at-risk activities and processes.

It is evident that this *procedural system* is dynamic by nature, as it is subject to the changing operating and management needs of the company, including, as an example, organizational changes, changing business needs, changes in reference regulatory systems, etc.

The dynamism of the procedural system implies in a continuous updating, which is reflected, together with the needs expressed in the general part, in the need to adapt this Model, governed by chap. 2.5. (general part) "Model update".

The *procedural system* as a whole is mandatory and compulsory for all recipients of this Model.

The *procedural system* specifies the main guidelines, both general and specific, with which the company organizes and controls the management activities.

The procedural system is the primary means by which the function managers direct and control the business management by delegating to the operational practice, to be carried out in accordance with the principles established by the procedures, the government of the individual "operations", meaning as such the "minimum units of work "that make up an activity.

The Company has implemented and maintains a quality management system in accordance with UNI EN ISO 9001: 2008, which provides for the implementation of the guidelines for the main operating activities.

The quality management system is complemented by the guidelines, procedures and operating instructions of other management areas (eg health and safety, environment, emergency plans, product safety, transport safety, operating instructions of the Management Department, security of information systems, etc.).

The overall level of the procedural system, consisting in the existence, accessibility and clarity of a global reference framework that enables all relevant stakeholders to be uniquely oriented in the management of business activities, is, in itself, a significant indicator of the organizational capacity of the Company.

Some elements of the procedural system of ICAP-SIRA S.p.A., considered relevant to the government for at-risk activities and the instrumental processes envisaged by this Model, are set out in Annexes 6 and 7.

It should be noted that for specific documentary summary requirements, this Model has been accompanied by a list of some procedures (or summaries of documents, such as the

"Summary Document of Risk Evaluation" [eg the workplace safety and health management system]), considered critical, in the context of the more complex procedural system, with reference to at-risk activities and processes mapped for the purposes of Legislative Decree 231/01. 231/01. However, other work procedures or operating instructions related to the management of sensitive instrumental activities or processes are, as well as those attached, an integral part of this Organization, Management and Control Model.

The procedural system is adequately disseminated and made available to all recipients of the Model in the most appropriate forms (eg through network spaces dedicated to the procedures applicable to multiple functions)

4.2 SPECIFIC MONITORING PROTOCOLS

4.2.1 AT-RISK ACTIVITIES INVOLVED IN THE COMMISSION OF OFFENSES AGAINST CORPORATE ASSETS AND IN DEALING WITH THE PUBLIC ADMINISTRATION AND THE JUDICIAL AUTHORITY

Without prejudice to the definitions of "active" subject to the offenses contemplated by Legislative Decree 231/2001 and the consequent requirements of the Organizational, Management and Control Model of the Company, qualified:

- ☐ From article 357 of the Criminal Code which refers to the Public Official, understood as one who "in whatever capacity serves in a legislative, judicial or administrative position"⁸;
- ☐ From article 358 of the Criminal Code which refers to the Public Service Officer, understood as one who "in whatever capacity provides a public service"⁹

the meaning with which to understand the Public Administration and its consequent configuration of active subjects must be in the broadest possible sense for the purposes of this Model.

In fact, doctrine and jurisprudence have dealt with the issue of the qualification of "public bodies" and those involved in them in all cases where the "public" nature of the body is not directly configured by law, resulting from such analyses a broad definition as compared to that of "public body in the strict sense"¹⁰.

⁸ *By the same article, the "public administrative function" is defined as "governed by rules of public law and by authoritative acts and characterized by the formation and manifestation of the will of the public administration or its being carried out by authoritative or certifying powers";*

⁹ *"Public service" is understood as "an activity disciplined in the same forms as public function, but characterized by the lack of the powers typical of the latter and with the exclusion of simple tasks of manners and the performance of purely material work";*

¹⁰ *The Public Body is defined, inter alia by Art. 1 paragraph 2 of Legislative Decree 165/2000, where it is stated that "public administrations are all state administrations, including institutes and schools of every rank and degree, educational institutions, companies and administrations of the state self-regulation, the Regions, Provinces, Municipalities, Mountain Communities, their consortia and associations, university institutions, autonomous housing institutions, chambers of commerce, industry, crafts and agriculture and their associations, all public bodies national, regional and local non-governmental organizations, administrations, companies and bodies of the National Health Service, the Agency for the Negotiation of Public Administrations (ARAN) and the agencies referred to in Legislative Decree 30 July 1999, no. 300 ".*

These definitions relate to the evaluation of a set of factors to be realized "in concrete" and not just "abstractly" with respect to the nature, activities and functions attributed to the various types of subjects with which the Company is interposed.

These elements, which must be the subject of analyses by all the recipients of these protocols and which, in doubt, must be interpreted in accordance with an extensive prudence principle, including as examples but not limited to:

- ☐ The fact that the activities of the institution is financed for the most part by the State, Regions, Local Authorities and other public bodies or bodies governed by public law or that the management of the same is subjected to their control or conduct with administrative, management or supervisory bodies constituted by an amount not less than half by components designated by the same subjects;
- ☐ The fact that the entity derives from the transformation of a "public economic entity" (eg IRI, INA, ENI, ENEL) until there is an exclusive or majority holding of the State to the share capital;
- ☐ The fact that the body is subjected to a system of public control, either functional or structural, from part of the State or of another public administration;
- ☐ The fact that the Body can or should perform acts in derogation from the common law or that they can enjoy the so-called "institutes of privilege" by being the holder of administrative powers in the technical sense (e.g. by virtue of concessions, special or exclusive rights granted by the authority in accordance with the rules in force)¹¹;
- ☐ The fact that the Body, and the persons active in it, engage in activities related to public interests and, in particular, are entrusted with essential public services such as, but not limited to, the following:
 - Health;
 - The public hygiene;
 - Civil protection;
 - The collection and disposal of waste;
 - Customs;
 - The Supply of energy, natural resources and essential goods as well as the management and maintenance of its facilities;
 - Urban and suburban public transport services, auto rail services, train services, airplanes, airport and port services;
 - Support and assistance services with regard to Social Security and others;
 - Public education;
 - Post, telecommunications and public broadcasting services.

As examples, the following qualify as Public Officials and / or Public Service Officers: municipal employees who do not pursue merely material activities, members of the public procurement commission, members of the revenue agency, military police, city police, members of the city technical offices, curators (of the bankruptcy proceedings), attorney in charge of issuing certificates at the Registry of a Court, national medical service officers, local health authorities, inspectors of the The Ministry of Agricultural, Food and Forestry Policies, etc.

¹¹ In this sense a meaningful indicator may, inter alia, be subjecting the entity to the legislation on Public Procurement

In view of the peculiarities of the company's business carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main activities and the instrumental processes identified of being at risk of the commission of offenses, detailed and mapped in annex 2, are the following:

- Management of institutional relations with the Public Administration and discussions on topics of strategic interest for the Company with public bodies.
- Manufacturing and Distribution Processes.
- Use of substances and products subject to specific regulation (eg substances covered by the OPCW Convention and by Law No. 496/95 and ECTS, products subject to UTF licensing, substances subject to EU Regulation 1907/2006 - Reach - L. 46/2007 and smi, etc.); management of compliance, auditing and inspection by supervisory authorities.
- Managing relationships with public entities for obtaining authorizations, licenses and concessions of business activities and manufacturing plants / management of approvals, certifications and declarations of conformity by the authorities as well as managing inspection visits.
- Management of health and safety at work and relations with public bodies and respecting the precautions provided by laws and regulations for the hiring of employees engaged in particular tasks.
- Awarding contracts to third parties, mainly but not exclusively for plant maintenance activities, and construction of yards for the management of plant layouts. Managing relations with shipping companies, with particular but not exclusive reference to those of dangerous goods (ADRs).
- Management of visits and inspections of the use of hazardous substances, production of solid and liquid wastes, wastewater and air emissions, as per the requirements of Legislative Decree 334/99 and s.m.i. ("Seveso Law"), concerning the risk control of major accidents and the requirements for the AIA (Integrated Environmental Authorization).
- Exercise, maintenance and reporting of energy produced by the plants in operation.
- Project drafting, technical consulting and coordination of waste disposal processes.
- Purchase of goods and services.
- Personnel selection and management activities.
- Management of representation expenses and employee reimbursements.
- Management of agent relationships.

- Management obligations on the protection of privacy.
- Management of gifts, donations, sponsorships, and other advantages.
- Activation and management of subsidized financing tools (soft loans, grants, tax credits, tax bonuses, structured finance instruments such as participative loans, mezzanine and equity-type financing and any other means of support provided or provided by public bodies or credit institutions agreements with public bodies, etc.).
- Management tax obligations and relations with the tax authorities and organs of the tax police on the occasion of inspections and investigations (of a fiscal nature, company, etc.).
- Tax litigation management.
- Management of judicial and extrajudicial litigation (civil, criminal, administrative, labor law), appointment of lawyers and coordination of their activities.

Monitoring Protocols:

The following principles of conduct apply to the recipients of this Model who, in any way, have any relationship with the Public Administration (including public officials and public service agents) on behalf or in the interest of ICAP-SIRA S.p.A. or those who may have direct or indirect relations with the Judicial Authorities, in relation to circumstances which are subject to procedural activity and that are relevant to the Company itself.

Generally speaking, such persons are prohibited from instituting, collaborating or giving cause for the conduct of such behavior that, individually or collectively, complements or may directly or indirectly complement the offenses provided for in art. 24, 25 and 25 nonies (regarding the offence of incitement not to testify or to make false statements to the judicial authorities) of Legislative Decree 231/2001. It is also forbidden to behave in such a way as to create situations of conflicts of interest with representatives of the Public Administration or create obstacles to the Judicial Authority in the administration of justice.

Specifically, it is forbidden to:

- ☐ promote or make cash payments in favor of representatives of the Italian or foreign public administration for purposes other than institutional and service purposes and in violation of regulatory requirements and business procedures;
- ☐ Distribute gifts outside of what is specifically allowed for in normal business dealings (ie any form of gift offered in excess of normal business or courtesy practices, or in any case intended to acquire favorable treatments in the conduct of any business activity). In particular, any form of gift to Italian and foreign public officials (even in those countries where the giving of gifts is a widespread practice), or their family members, is prohibited, which may influence their judgment or unduly favor a company. Allowed gifts are always characterized by the symbolism of their value;
- ☐ to promise or bequeath an advantage of any kind (eg promise of recruitment) in favor of representatives of the public administration, Italian or foreign, in order to influence their judgment or unduly favor a company;

- ☒ run up unjustified representation expenses, for purposes different from the promotion of the corporate image and not in accordance with the specific business procedures;
- ☒ make payments or give benefits of remuneration in favor of collaborators, suppliers, consultants, partners or other third parties acting on behalf of the Company, without an adequate justification as far as the contractual relationship is concerned;
- ☒ favouring, in the purchasing process, collaborators, suppliers, consultants or other third parties as indicated by representatives from the public administration, Italian or foreign, as a condition for carrying out subsequent activities;
- ☒ Provide or promise to release confidential information and / or documents;
- ☒ Promote / offer money or any advantage or resort to the use of violence or threat in order to incite a person called to testify not to make statements or to make false declarations before the Judicial Authority if any such statements can be used in a criminal trial.

The foregoing prohibitions are also extended to indirect relationships (through relatives, affiliates and friends) with representatives of the Italian or foreign public administration.

In addition, against the Italian or foreign public administration (and also during visits or inspections) - as well as with private individuals - it is forbidden to:

- Provide false or altered documents and data;
- Engage in deceptive behavior that may cause the Public Administration to err in a technical-economic assessment;
- Suppress requested information in order to favorably influence decisions by the Public Administration;
- Provide untrue information or statements for the purpose of obtaining disbursements, contributions, grants or loans or allocating grants, contributions, grants or loans for purposes other than those for which they were obtained.

The recipients of this Model who maintain communications with the Public Administration on behalf of ICAP-SIRA S.p.A. must have officially conferred powers, with a special mandate for Employees or Directors or with specific contractual indications for consultants or partners, to be able to do so. When necessary a power of attorney with specific attributions will be provided to the subject.

Regarding reimbursement of expenses incurred by Employees or Partners, especially of those who have a working relationship with the Public Sector, the Company defines the rules and criteria to be applied towards the process of the request and its effective reimbursement through the appropriate business policies.

Applicants for reimbursement of expenses are required to prepare the expense statements in an honest and true manner.

Representation costs are only reimbursed if appropriate, relevant, and reasonable according to the type of purchase as well as well documented and only if they are in accordance with the applicable legal requirements.

Regarding the management of the technical and procedural obligations regarding obtaining licenses, concessions or permits as well as relations with the entities in the case of inspections, investigations and disputes, the recipients of this Model are required to put in

place all the controls necessary to ensure compliance with these principles:

- To ensure that all information transmitted to the appropriate Bodies in verbal, written or through the use of computer-based data transmission systems is:
 - Prepared in accordance with specific guidelines governing the underlying activity;
 - Adequately analyzed and verified, before the transmission, by all corporate subjects concerned;
 - Authorized and signed by the corporate subject tasked with the appropriate powers;
 - Complete and truthful;
 - Traceable, as far as information flows and the respective data generated is concerned;
 - Properly filed in compliance with the directives of the various responsible officers;
- Avoid omissions of facts or information that otherwise could create incorrect representations or decisions towards the other public counterparty;
- To duly ensure that the requirements required by the reference Bodies, even when resulting from inspections or inspection visits, are timely and correctly respected;
- To promptly inform his/her own manager if, for any reason the performance in question may be delayed or not in accordance with the law or required by the body;
- to agree with his/her own manager and with the company on a course of action on how to inform the reference body of any delays / variations;
- In the case of inspections, audits or verification visits, the Company identifies, as to the nature of the investigation and in respect of the delegated powers, the internal supervisor tasked with the inspection.
- The supervisor and other responsible managers who may be involved in the inspection must comply with the following guidelines:
 - Maintain an attitude based on the principles of transparency, fairness and professionalism throughout the inspection;
 - Ensure that any information supplied to auditors in verbal form is true and correct and does not result from mere inducements, interpretations or subjective evaluations;
 - To maintain neutrality, or do not seek or even potentially establish relationships of favor, influence or interference that are capable of directly or indirectly affect the outcome of the inspection;
 - To not mention, even indirectly, of relationships of a parental or amicable nature with subjects related to the management of the inspectors, whether or not connected to them;
 - To not give or promise gifts, or any other item, even if of modest value;
 - To not maintain misleading conduct that may cause inspectors to err in their inspections;
 - To not omit information requested that may lead to a favorable outcome of the inspection.

It is mandatory, for the recipients of the current monitoring protocols, to comply with the following requirements:

- If there is a case of attempted bribery by an official public, or of contact / threat by third parties aimed at preventing / conditioning a testimony before the Judicial Authority, the person concerned must: (i) not comply with the request; (ii) provide timely information to its Responsible Officer (in the case of an employee of ICAP-SIRA S.p.A.) or to the internal supervisor (in case of third parties) and to communicate by formal notice to the Supervisory Board;
- ☐ In case of conflicts of interest or of objective difficulties arising in the context of relations with the Public Administration or with the Judicial Authority, the person concerned must provide timely information to his / her manager (in case of employee of ICAP-SIRA S.p.A.) or to the internal supervisor (in the case of a third party) and to communicate by formal notice to the Supervisory Board;
- ☐ In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of ICAP-SIRA S.p.A.) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

Given that the Company condemns the improper use of the donations or sponsorships for favoritisms and concessions by the beneficiary, in the event of donations or sponsorships to the Entities, the recipients of the present Model are required to put in place all the controls necessary to ensure compliance with these principles:

- ☐ Donations and sponsorships can not be made to individuals, but only to organizations;
- ☐ The decision-making power for such initiatives lies solely with the subjects specifically authorized for these attributions.
- ☐ In the case of sponsorships or donations made in cash, the Company undertakes not to resort to cash or similar payment methods.
- ☐ The Company undertakes to verify the legal nature of the beneficiaries, ensuring that the initiatives are implemented only in respect of those who demonstrate credibility and good reputation and orient their management to ethical and transparent criteria.
- ☐ In the case of a sponsorship, the report must be based on the principle of fairness between the performance benefits and must be formalized with a contract.

In addition, in the selection and management process of partners, employees, consultants, suppliers and commercial partners, the Company will have to ensure the following.

Recruitment of employees whose role in the business involves discretion and operational autonomy - including external representation attributions - must include the potential candidate for a questionnaire containing a number of key questions for the acquisition of relevant information for the purposes of Decree ("questionnaire pursuant to Legislative Decree 231/01"). This questionnaire, developed in full compliance with the privacy policy, should include, but be not limited to, the following list of questions to explore a number of situations that may generate at-risk profiles as per the Legislative Decree 231/2001:

1. Is the job candidate, or has he been in the past, a public official or an employee of the public administration or has he worked at a public office? If yes, for how long?
2. Has the candidate ever run for an elective or administrative office?
3. Is the candidate a relative of a public official or is he related to an employee of the

public administration or is he related to anyone working at a public office or in charge of a public service?

4. Is the candidate related to someone who is running for an elective or administrative office?
5. Does the candidate demonstrate other risk profiles that could potentially expose him/her to conflicts of interest with respect to the job position for which he is a candidate?

The Director of Personnel of the Administration, Legal and Budget Department is in charge of this analysis, and must make available to the Supervisory Board the results of this analysis. The possible contents of the "Evaluation questionnaire" may include, but are not limited to, the following:

- A summary of the academic and professional CV of the candidate;
- A possible criminal background check with evidence of administrative and court measures implemented, especially in light of the court offenses provided for by the Legislative Decree 231/2001;
- Evidence of the fact that the candidate is/was a public official or an employee of the public administration or works/worked in public office and for how long; or is a relative of a public official or of an employee of the public administration or is a relative of someone who works in public office or in charge of a public service.
- Evidence of the fact that the candidate is or has run in an election for public or administrative office; or is a parent of a candidate for public or administrative office.
- An analysis of a sensitive risk profile that may expose the candidate to potential conflicts of interest with respect to the job position and responsibilities for which he is a candidate.
- Evidence of the fact that the candidate is clearly qualified for the job position he is to be hired for.

When the Company concludes a partnership (joint venture, consortium, etc.) with another private company or signs agreements of representation (or without representation) with agencies, distributors, consultants, and other similar contracts with companies or individuals, for procurement based on specific criteria of cost and significance (i.e. sensitive suppliers), it is necessary to fill out to the new partner or collaborator a document called "Supplier Questionnaire for the purpose of satisfying requirements of Legislative Decree 231/2001" which will include but not be limited to, the following checklist (respecting privacy policies):

1. What are the qualifications or academic and professional experience of the candidate or of the executive and legal representatives of the candidate company?
2. The candidate or candidates that represent the counterparty are or have they been employees of the public administration, or do they or have they worked at public offices, or are they or have they been candidates running for public election or a relative of these candidates?
3. How long has the candidate or the company engaged in the business which is the object of this partnership to be entered into with ICAP-SIRA S.p.A.?
4. What is the scope of the activity in terms of number of employees and of

geographical markets covered?

5. How many and what level are the customers of the company or of the individual?
6. Does the company or the individual have support staff?
7. Has the company or individual ever infringed on the guideline principles which are the main object of this Model?

If considering considering entering into a partnership, joint venture or similar agreement with a company wholly or partly owned by the state, or recently privatized, it is necessary to produce an information record with a questionnaire aimed at answering the following questions (among others): Indication of the percentage distribution of the Company's capital between public and private entities, type of proposed association agreement, indication of members of the company holding public office or offices, date of the privatization of the Company , causes of cessation of the associative agreement (eg final term, resolution clauses), type of costs and charges associated with the associative agreement, etc.

If, following the submission of the aforementioned questions, information that is directly relevant to Legislative Decree 231/01 should emerge, then the Head of the Personnel Office in the case of an employee or the Head of the Procurement Office, or the Administrative Director in case of Third party contractors (eg collaborators, consultants, partners, suppliers, etc.) are required to draw up an explanatory note of the findings and of the action undertaken to eliminate or otherwise reduce the potential risks associated with the individual case (ex. : assignment of the employee to jobs that do not involve direct contact with the public sector, exclusion of the supplier involved or the signing of a contractual agreement that does not involve direct contacts with the public sector).

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) who have contacts with the Public Administration and the courts of justice and which operate on behalf of or in the interest of ICAP-SIRA S.p.A., the related contracts must:

- ☐ Be drawn up in writing, including all terms and conditions;
- ☐ Contain standard clauses for the purpose of complying with Legislative Decree 231/2001 (IE, in the case of a foreign subject or operating abroad, compliance with international and local regulations relative to, specifically, hypothetical behaviors corresponding to offenses foreseen in this paragraph);
- ☐ Contain a statement affirming that the same are knowledgeable about the legislation referred to in Legislative Decree 231/2001 (IE, in the case of a foreign subject or operating abroad, compliance with international and local regulations relative to, specifically, hypothetical behaviors corresponding to offenses foreseen in this paragraph) and they should commit themselves to behave according to the rule of law;
- ☐ Contain a specific clause that establishes consequences for the violation by the same of the norms provided for in Legislative Decree 231/2001 (IE, in the case of a foreign subject or operating abroad, compliance with international and local regulations relative to, specifically, hypothetical behaviors corresponding to offenses foreseen in this paragraph, then application of termination clauses and penalties).

Two examples of such a clause are outlined below, with the warning that clauses will be adapted to the specific contractual relationship:

- *"The supplier / consultant / external collaborator / agent declares that he knows the contents of Legislative Decree no. 231 and undertakes to abstain from behaviors that can lead to types of offenses occurring that are set out in the Decree itself (irrespective of the actual consumption of the offense or the punishment of the offense). Failure by the supplier to comply with this obligation is considered by the Parties as a serious breach of contract and a motive for the termination of the contract under Art. 1453 c.c. and will allow ICAP-SIRA S.p.A. to immediately pursue its cancellation".*

Or:

- *"The supplier / consultant / collaborator undertakes to observe and enforce the principles set out according to applicable law and according to, in particular, the provisions of Legislative Decree 231/2001 as well as to the Organizational Model of ICAP-SIRA S.p.A. (annexed below) ¹²inasmuch as it is relevant for the execution of this contract. Failure to comply with the law or the Organizational Model by the supplier / consultant / employee is a serious offense that, in addition to undermining the trust relationship established between ICAP-SIRA S.p.A. and the supplier / consultant / collaborator, constitutes a serious breach of this contract by giving title and right to ICAP-SIRA S.p.A. to cancel this contract in advance and with immediate effect in accordance with art. 1456 cc, without prejudice to claim compensation for any further damage. '*

4.2.2 ACTIVITIES MOST AT RISK OF THE COMMISSION OF COMPUTER OFFENSES AND UNLAWFUL PROCESSING OF DATA.

In view of the peculiarities of the company's business carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main activities and the instrumental processes identified of being at risk of the commission of offenses, detailed and mapped in annex 2, are the following:

- Use of computer resources / information or data / communication systems or any other work protected by copyright.

Monitoring Protocols:

The following general principles of conduct apply to the recipients of this Model which, directly or indirectly, are involved in "at-risk" activities with regard to computer offenses and the illicit handling of data and, in particular, all the resources that use information systems (especially regarding communication lines of data and servers) for performing their work in favor of the Company.

Generally, such subjects are required to:

- ☐ Rigorously observe all applicable corporate law and internal procedures regarding the security of the Company's information systems and the handling of any personal data.

¹² The Organizational Model can also be annexed in its summarized version

- ☒ Refrain from establishing, collaborating or allowing the conduct of such behaviors that, individually or collectively, integrate, directly or indirectly, offenses as foreseen in computer crime cases and unlawful data processing (article 24 *bis* of Legislative Decree 231/01).

There is also the explicit requirement of the above subjects to:

- ☒ Make sure that information assigned to the use of IT resources and for access to data and systems is not made publicly available (especially regarding username and password, even if obsolete, required for access to company systems);
- ☒ Employ any measure considered necessary to protect the system, preventing third parties from having access to it in the event of absence from the workstation (system or password timed lockout);
- ☒ Access to the computer systems only by means of the identification codes (usernames) assigned to the individual subject, and, enforcing password changes, using the interval periods indicated by the Data Processing Centre Manager or his assistant;
- ☒ Refrain from engaging in behavior that could jeopardize the confidentiality and / or integrity of your business data;
- ☒ Do not seek measures that may lead to overcoming the protections applied to company information systems;
- ☒ Do not install any program, even if it is justified in light of your business needs, without having first asked the Data Processing Centre Manager;
- ☒ Do not use alternative connections other than those provided by the company to the employee for their work requirements;
- ☒ Do not access unauthorized third-party information systems or alter them in any way in order to obtain and/or modify, without approval, data, programs or information;
- ☒ Do not use corporate information systems to conduct behaviors that are capable of eliciting unfair competition concerns with *competitors* of ICAP-SIRA S.p.A. or, more generally, than any other physical / legal person.

In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of ICAP-SIRA SpA) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

In addition, in order to protect its information systems and to avoid, as far as possible, its involvement in activities likely to result in one or more computer crimes or illegal data processing, the Company undertakes to:

- implement a governance approach to corporate information systems based on active and passive security standards designed to ensure user identity and protection, confidentiality, integrity and data availability;
- Provide access to information systems only after proper identification by the user, using username and password, originally assigned by the Company;
- Establish password change procedures immediately after the first login, and strongly discouraging the practice of repeatedly using cyclic passwords;
- Establish the frequency of the password change, depending on the frequency of use

and on the sensitivity of the information accessed by that password;

- Constantly check the requirements between the powers issued to that user profile and his / her duties within the Company, in cases where a subject is transferred to different activities, or in case of termination of the employment relationship with ICAP-SIRA S.p.A.;
- Monitor, periodically, all accesses and activities carried out on the corporate network;
- Properly train adequately to ensure behavior of the security of information systems and the possible consequences, including penalties, that may result from the commission of an offense.

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) involved in the conduct of risk activities with respect to offenses referred to in this paragraph and which operate on behalf of or in the interest of ICAP-SIRA SpA., it is necessary to refer to the provisions of paragraph 4.2.1 above of the Special Part of this Model as regards the selection criteria of the third party and the cancellation clauses as per Legislative Decree 231/01.

4.2.3 ACTIVITIES AT-RISK OF THE COMMISSION OF OFFENSES

In view of the peculiarities of the company's business carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main activities and the instrumental processes identified of being at risk of the commission of offenses, detailed and mapped in annex 2, are the following:

- Exercise, maintenance and reporting of energy produced by the plants in operation.
- Management obligations on the protection of privacy.
- Drafting of the financial statements.
- Management of corporate (compliance) obligations.

Monitoring Protocols:

The following general principles of conduct apply to the recipients of this Model who are, in any way, involved in activities at risk of committing corporate offenses (*in particular*, the members of the Company's Corporate Bodies).

Generally, such subjects are required to:

- ☐ To maintain a correct, transparent and collaborative behavior, in compliance with legal requirements and internal business procedures, in all activities aimed at budgeting and other social communications, in order to provide truthful and correct information to shareholders and third parties on the Company's economic, equity and financial situation.
- ☐ Strictly observe all the obligations imposed by the law to safeguard the integrity and consistency of the shareholders equity, in order not to impair the interests of the

creditors and third parties in general.

- ☐ While adhering to the *Business Judgment rule*, the directors must commit themselves follow required and necessary cautions while managing the company and in making business decisions.
- ☐ The members of the Board of Directors must commit themselves to sharing to the other members of the board information that was acquired while serving their mandates.
- ☐ Behave in such a way as to facilitate the proper functioning of the Board of Directors and Board of Statutory Auditors and the Company's administrative, accounting and organisational system, thereby allowing and facilitating all internal control measures relating to corporate management as required by law, as well as ensuring that decisions taken by the shareholders' meeting are made freely and properly.
- ☐ Execute in a timely and correct manner and in good faith, all the communications to the Supervisory Bodies, foreseen by the law and the regulations, and to refrain from interposing any obstacles to the Supervisory Board's duties.

In light of the conduct described above, it is forbidden to establish, cooperate or enable behavior such as, individually or collectively, may contribute to, directly or indirectly, the offenses referred to above (Art. 25 *ter* of Legislative Decree 231/2001).

It is also expressly prohibited, on the matter of the subjects above, to:

- ☐ Simulate transactions or disseminate false information about the Company and its subsidiaries as well as their business activities;
- ☐ Represent or transmit false, incomplete or, in any case, untrue data for drafting or inclusion in the budget, reports or other corporate communications, or prepare corporate communications that do not truthfully represent the economic situation, asset structure and financial position of the Company and of its subsidiaries;
- ☐ Omit data and information required by law concerning the economic situation, asset structure and financial position of the Company and of its subsidiaries;
- ☐ Return contributions or issue a release from the obligation to execute them, apart from the cases of legitimate share capital reduction;
- ☐ Allocate profits or advances on profits that have not been effectively earned or that are intended by law to be assigned as reserves;
- ☐ Purchase or subscribe shares of the Company and/or of its subsidiaries that damage the integrity of the share capital, except for the cases permitted by law;
- ☐ It is prohibited to perform reductions in the share capital, mergers or realize spin-offs that may be in breach of the laws to protect creditors, and cause them harm;
- ☐ Execute a fictitious increase of the share capital, assigning shares at a value which is lower than their nominal value;
- ☐ Carry out any behaviour that impedes or obstructs, through the concealment of documents or other fraudulent means, the monitoring and auditing activity carried out by the Shareholders and Board of Statutory Auditors;
- ☐ Determining or influencing the adoption of the deliberations of the assembly, putting into effect simulated or fraudulent acts aimed at altering the regular formation process of the assembly's will;
- ☐ Omit to issue, with due completeness, accuracy and timeliness, all the periodic communications envisaged by the law and the applicable regulations, necessary for

the control activity by the supervisory bodies of the company's activities, or to omit the transmission of the data and documents foreseen by the law and/or specifically required by the above-mentioned authorities;

- ☐ Include in the abovementioned communications or transmissions false information or hide facts that are significant with regard to the Company's operating performance, financial position and financial performance;
- ☐ Engage in conduct that in any way hinders public supervisory bodies in the performance of their oversight and inspection function (e.g., outright opposition, refusal based on a pretext or simple obstructive behavior or lack of collaboration, such as delays in publishing communications or making documents available);

In particular, it is required of the Directors, in the preparation of the financial statements and the related documents:

- Ensure compliance with the accounting standards codified by the Italian Accounting Board;
- To observe the principles of transparency, truthfulness and correct representation of the balance sheet and the financial statements;
- To verify the equity capital of the company. In particular, administrators and their collaborators must ascertain that the accounting data relating to the assets have been duly recorded and deducted in the budget.

The individuals above, according to their attributions, are also required to respect and apply all Models and internal control processes that are implemented to ensure the correctness of business financial communications.

In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of ICAP-SIRA SpA) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) involved in the conduct of risk activities with respect to offenses referred to in this paragraph and which operate on behalf of or in the interest of ICAP-SIRA SpA., it is necessary to refer to the provisions of paragraph 4.2.1 above. of the Special Part of this Model as regards the selection criteria of the third party and the cancellation clauses as per Legislative Decree 231/01. 231/01.

4.2.4 SENSITIVE ACTIVITIES LEADING TO THE COMMISSION OF THE CRIMES OF MANSLAUGHTER AND GRAVE OR VERY GRAVE NEGLIGENT PERSONAL INJURY COMMITTED IN VIOLATION OF THE RULES FOR ACCIDENT PREVENTION AND HEALTH AND HYGIENE AT WORK

In view of the peculiarities of the company's business carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main activities and the instrumental processes identified of being at risk of the commission of offenses, detailed and mapped in annex 2, are the following:

- Management of health and safety at work and relations with public bodies and respecting the precautions provided by laws and regulations for the hiring of employees engaged in particular tasks.
- Awarding contracts to third parties, mainly but not exclusively for plant maintenance activities, and construction of yards for the management of plant layouts. Managing relations with shipping companies, with particular but not exclusive reference to those of dangerous goods (ADRs).

Monitoring Protocols:

The following principles of conduct and protocols apply to the recipients of this Model which, in any way, directly or indirectly, are involved in activities "at-risk" for the commission of the offenses in question.

It should be noted that the application of the principles of conduct covered by this paragraph follows a dual track; in particular, along with the guidelines that all employees / collaborators are required to comply with, listed below are the following "preventive" behaviors, which the Company is required to adopt in order to ensure the safety of its employees / employees and thereby avoid the occurrence of any event that may result in the liability of the Company pursuant to Legislative Decree 231/01. 231/01.

In general, all recipients of the present Model are required to:

- Observe strictly all the laws and internal business, health, safety and hygiene practices at work, with particular but not exclusive reference to Legislative Decree 81/2008;
- Ensure timely communication to the person responsible for the Protection and Prevention Service (hereinafter referred to as "RSPP") designated by the company and the Supervisory Board, of any information relating to accidents occurring to workers in the exercise of their professional activity that may have impacts on liability regimes under Legislative Decree 231/01, even if the occurrence of these events did not result in the violation of the Model;
- Ensure that possible areas of improvement and/or any procedural gap found in the workplace by individuals with responsibility in terms of safety (Employer, SHE Director, RSPP, RLSSA, Chief Physician, etc.), and individuals in a managerial position that have received the appropriate attributions by collaborators, are promptly reported to the Supervisory Board;
- Do not take steps to exert pressure on the subjects involved (based on the degree or function covered in the company) in order to attain a behavior that is inconsistent with the protocols set forth below. The subjects involved may report to the Supervisory Board the existence of such practices or the establishment of such practices.

Specifically, ICAP-SIRA S.p.A. undertakes to respect the following principles of behavior:

- Respect for the right to health and workers' rights as fundamental principles guaranteed by the Italian Constitution.
- Compliance with Legislative Decree 81/2008 and all other applicable laws, including good technical standards, by careful assessment of potential hazards at work, and

adoption of all the necessary precautions and needed measures with the dual purpose of eliminating the identified risk at source and to avoid the onset of additional risks.

- Guarantee the allocation of an adequate budget for health and safety in the workplace to all delegated managers, in order to ensure a correct fulfillment of all regulatory requirements as well as the complete improvement program.

In accordance with the principles set forth above, it is forbidden to display, collaborate in or bring about behavior which, taken individually or collectively, is or can lead to, directly or indirectly, the offense of manslaughter and grave or very grave negligent personal injury.

In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of ICAP-SIRA SpA) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

It is mandatory for the persons responsible for managing the safety and health activities in the workplace to immediately notify the Supervisory Board of the impossibility of carrying out the agreed upon obligations by indicating the motives and any significant anomalies found as well as any event which may affect the operation and effectiveness of the activity.

Each company department is responsible for the accuracy, authenticity and originality of the documentation and information provided when conducting its business.

The Company, which provides an adequate budget for the management of occupational health and safety and prevention and protection services, in accordance with the provisions of Legislative Decree 81/2008 relating to the functions of the employer and the other subjects identified by the decree, assures the correct fulfillment of a number of obligations.

Listed below are examples (but not limited to) of regulatory obligations laid down in the Legislative Decree 81/2008.

The Employer:

- Names the Manager and the employees of the Prevention and Protection Service, in accordance with the requirements established by Article 32 of Legislative Decree 81/2008;
- Directly names or refers a qualified person to appoint the physician in charge for the conduct of health surveillance, in accordance with the requirements of Article 38 of Legislative Decree 81/2008;
- Assesses the company risk in collaboration with the RSPP and the physician in charge, after consultation with the workers' representative for safety (RLS).
- Draws up a report on the assessment of the dangers of safety and health (DVR) with a specific date, specifying the criteria adopted for the assessment itself, the prevention and protection measures and the individual protection devices adopted, the program of measures considered appropriate to ensure the improvement of safety levels over time, the identification of the procedures for implementing the measures to be taken and the roles of the organization that they must provide. The

document also indicates the name of the RSPP, of the RLS and the chief physician that participated in the evaluation of the risk, identifies the tasks that may expose workers to specific risks and that therefore require a certified professional with specific experience, adequate formation and training.

- Provides workers with the necessary and suitable protective equipment (PPE).
- Assures, either directly or by empowering an employee, the implementation and updating of prevention measures in relation to organizational and productive goals for the health and safety of work or for improving prevention techniques and protections, providing for an adequate system of supervision of compliance with procedures and safety measures by workers.
- Assures, either directly or by empowering an employee, that adequate training in safety procedures is given to employees, both when taking over these duties or when being transferred to other duties. In any case, training must be tailored to the specific risks of the job to which the worker is actually assigned;
- Adopts, either directly or by empowering an employee, disciplinary measures, in accordance with contractual and legislative provisions, against workers who fail to observe precautionary measures and security procedures by endangering their current or potential safety or of another individual.

The Prevention and Protection Service, represented by the the person responsible:

- collaborates with the Employer in identifying and evaluating risk factors in order to identify the safety and health measures for work environments, in compliance with current legislation;
- elaborates the preventive and protective measures referred to in art. 28 of the Decree and the monitoring mechanisms of such measures;
- Develops safety procedures for business activities;
- Develops information and training programs for workers;
- Ensures adequate information is provided to employees on the general and specific risks associated with business activity, on the first aid and fire prevention procedures, and on preventive and protective measures adopted;

The Physician in Charge:

- Collaborates with the Employer and with the Prevention and Protection Service to prepare measures for the protection of the physical and mental health of the workers;
- Carries out health surveillance activities through the preventive and periodic medical examinations provided by law and appropriately established prevention programs;
- Issues reports on individual competency for the job in question;
- Assists with the information and training activities of the workers and the preparation of the first aid service;

The Workers' Representatives for the Safety in the Workplace:

- Provides access to the workplace;
- Are consulted in advance and in a timely manner about the evaluation of the risks and to identifying, planning, implementing and verifying the preventive measures;
- Are consulted on the designation of the RSPP as well as ASPPs and those responsible for the implementation of emergency and first aid measures;
- Are consulted on the organization of training activities;

- Warn the Employer of the risks identified during their activities and promote the elaboration, detection and implementation of appropriate preventive measures to protect the physical and mental health of the workers;
- May resort to the competent authorities if they consider that the risk prevention measures taken by the employer or the executives and the means employed to implement them are unsuitable for ensuring safety and health at work;

In accordance with the provisions of law and as set out by the company's procedures to employees, it is required, as well:

- to observe the provisions for collective and individual protection;
- to correctly utilize the collective and personal protective equipment at their disposal;
- to use tools, equipment and utensils correctly and by agreeing to never remove or modify safety, signaling or control devices, and immediately notifying the employer and / or his / her representative of any defective means or device or other dangerous conditions that may appear;
- undergo the health measures provided for them;
- participate in security and other training courses.

The Company plans and carries out audits with respect to the procedures and instructions given to employees by developing a system that clearly defines roles and responsibilities and the key performance indicators of the safety, prevention and protection system. At the end of the monitoring activities a report is drawn up stating any shortcomings and describing the corrective actions to be taken.

Furthermore, the Company ensures the correct storage, on paper or in electronic form, of security-related documentation such as health records, accident records, risk assessment documents and procedures; in addition, employees are also given, in printed form or by publication in the corporate intranet or similar electronic bulletin board, adequate information about the adoption of any security procedures.

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) involved in the conduct of risk activities with respect to offenses referred to in this paragraph and which operate on behalf of or in the interest of ICAP-SIRA SpA., it is necessary to refer to the provisions of paragraph 4.2.1 above. of the Special Part of this Model as regards the selection criteria of the third party and the cancellation clauses as per Legislative Decree 231/01.

Finally, in the case of third-party contracts or work contracts, the Company stipulates in writing agreements describing the procedures for managing and coordinating the contract work, making sure to check the registration on the Chamber of Commerce, Industry and Craftsmanship, as well as the technical and professional qualifications of the contractors or self-employed workers for the work to be contracted. In such cases the Company is also obliged to notify to the same subjects of the specific risks existing in the environment in which they will be working and the prevention and emergency measures adopted for their activity in such a way as to eliminate risks due to interference (DUVRI). This document is attached to the employment or work contract.

4.2.5 ACTIVITIES AT-RISK OF THE COMMISSION OF ORGANIZED CRIMES AND OF THE CRIMES OF TERRORISM AND SUBVERSION OF THE DEMOCRATIC ORDER

In view of the peculiarities of the company's business carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main activities and the instrumental processes identified of being at risk of the commission of offenses, (with reference to the offenses of criminal conspiracy referred to in Article 416 of the criminal code and the crimes of terrorism referred to in Article 270-bis of the criminal code) detailed and mapped in annex 2, are the following:

- ☐ Use of substances and products subject to specific regulation (eg substances covered by the OPCW Convention and by Law No. 496/95 and ECTS, products subject to UTF licensing, substances subject to EU Regulation 1907/2006 - Reach - L. 46/2007 and smi, etc.); management of compliance, auditing and inspection by supervisory authorities.
- ☐ Management of relations with third parties - public or private - in carrying out their work activities on behalf of and/or in the interest of the company.

Monitoring Protocols:

The following principles of conduct apply to the recipients of this Model which have any commercial or institutional relations with any third party, public or private, on behalf of or for the benefit of the Company.

Such persons are generally prohibited from instituting, cooperating or causing the conduct of behaviors capable of, directly or indirectly, contributing to the perpetration of offenses provided for in articles 24-ter and 24-quater of Legislative Decree 231/2001.

Specifically, the recipient is required to:

- ☐ Maintain a proper, transparent, and collaborative behavior in accordance with legal requirements and internal business procedures;
- ☐ Rigorously observe the rules laid down by law for the protection of the *constitutionally-guaranteed* right to free association for purposes and ends that are not forbidden to individuals by criminal law;
- ☐ Ensure that the economic purpose does not run counter to the collective and social well-being and, therefore, the public order;
- ☐ Ensure the proper functioning of the Company and the Corporate Bodies, guaranteeing and facilitating any form of internal control over corporate activities that may be instrumental in the implementation of behavior or conduct that does not comply with the above-mentioned regulatory principles;
- ☐ To not hinder in any way the conduct of any inquiries and initiatives by the corporate bodies or, more generally, by any inspection body with a view to detecting and combating illicit conduct that may cause the offense involved.

The above-mentioned obligations are to be applied not only in relations to private individuals but also to public-sector interlocutors.

In addition, the Company and its employees are prohibited from knowingly adopting the

following behavior:

- promoting, setting up, organizing or participating in associations of three or more persons with a view to committing one or more crimes or, more generally, engaging in behavior which is directly or indirectly prohibited by the criminal law;
- to promote, set up, organize, direct, to finance or to participate in associations which specifically propose the commission of acts of violence for the purpose of terrorism or of subverting the democratic order, as well as to carry out or to plan any kind of behavior or purpose suitable to them;
- Implementing and carrying out any economic activity that, in the form of association and in the manner described above, contradicts the social and collective well-being, causing harm to the security and freedom of others, resulting in violation of the economic order and public order;
- Implementing - even if by exploiting common corporate management activities - behaviors that lead to an active and constant participation in a criminal association;
- Contributing - by using the organization - in creating and developing over time a structure that, even if minimal, is adequate for pursuing criminal activities and association;
- Plan for - or assist in the planning of - the means by which to support the criminal activities and association;
- Promote or at any rate suggest the pursuit of criminal objectives identified from time to time as useful or necessary for the purpose of benefiting the Company.

It is mandatory, for the recipients of the current principles of ethics and behaviors, to comply with the following requirements:

- In the event that the parties concerned are contacted for the purposes of establishing an associative relationship with the aim of pursuing criminal offenses, the person concerned must: (i) Not follow-up on the contact; (ii) provide timely information to its Responsible Officer (in the case of an employee of the Company) or to the internal supervisor (in case of third parties) and to communicate by formal notice to the Supervisory Board;
- In case of conflicts of interest with regards to commercial or institutional relations arising with third parties, the person concerned must provide timely information to his / her manager (in case of employee of the Company) or to the internal supervisor (in the case of a third party) and to communicate by formal notice to the Supervisory Board;
- In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of the Company) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) involved in the conduct of risk activities with respect to offenses referred to in this paragraph and which operate on behalf of or in the interest of ICAP-SIRA SpA., it is necessary to refer to the provisions of paragraph 4.2.1 above. of the Special Part of this Model as regards the selection criteria of the third party and the cancellation clauses as per Legislative Decree

231/01. 231/01.

4.2.6 ACTIVITIES AT-RISK FOR THE COMMISSION OF THE OFFENCES FOR FALSIFYING INSTRUMENTS OR IDENTIFICATION MARKS REFERRED TO IN ARTICLE 25 BIS, OF THE OFFENSES AGAINST INDUSTRY AND TRADE, AND OF THE OFFENSES CONCERNING COPYRIGHT INFRINGEMENT REFERRED TO IN ARTICLE 25 - NONIES.

In view of the peculiarities of the company's business carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main activities and the instrumental processes identified of being at risk of the commission of offenses, detailed and mapped in annex 2, are the following:

- ☐ Manufacturing and Distribution Processes.
- ☐ Purchase of goods and services.
- ☐ Use of computer resources / information or data / communication systems or any other work protected by copyright.

Monitoring Protocols:

The following principles of conduct apply to the recipients of this Model which may be in any way involved in activities "at risk" of leading to offenses concerning counterfeit currency, public credit cards, revenue stamps and instruments or marks of recognition, crimes against industry and trade and offenses relating to copyright infringement, for himself or for the Company.

Such persons are generally prohibited from instituting, cooperating or causing the conduct of behaviors capable of contributing to, directly or indirectly, individually or collectively, the offenses provided for in art. 25-bis and 25-nonies (relating to the violation of copyright protections) of Legislative Decree 231/2001.

Generally, such subjects are required to:

- ☐ Observe rigorously all the laws and internal business procedures regarding the limits, conditions and guidelines for carrying out the Company's business;
- ☐ Conduct themselves in such a way to ensure free and fair trade as well as honest and transparent competition in accordance with the public trust;
- ☐ comply with all confidentiality guidelines and prohibition of the dissemination of data or information, especially when referring to industrial and intellectual property rights as agreed to in the negotiation with third parties;
- ☐ Abstain from business practices that can erode the consumer's faith or harm the citizen's legitimate confidence;
- ☐ Avoid behaviors that will harm other industrial and intellectual property rights;
- ☐ Refrain from instituting, cooperating or causing the conduct of behaviors capable of contributing, directly or indirectly, individually or collectively, to the offenses of counterfeit currency, public credit cards, revenue stamps and instruments or marks of recognition, against industry and trade or in the field of copyright infringement.

Specifically, it is forbidden to:

- ☐ To forge or counterfeit - through any kind of reproduction - trademarks or distinctive national and foreign trademarks / registered trademarks or to utilize counterfeit and forged trademarks or signs;
- ☐ Alter or counterfeit - by any kind of reproduction - patents, designs, industrial designs or use of patents, designs or industrial Models altered or counterfeit;
- ☐ Importing for profit, for sale or to hold for sale original works or industrial products with trademarks, badges and counterfeit or altered patents;
- ☐ Adopting violent behavior or resorting to harassment of any kind in order to create obstacles to the free pursuit of commercial and industrial activity of others, who have an interest in the collective economic interest;
- ☐ Employ the use of violence or threat in order to illegally hinder competition by using intimidation directed against possible competitors;
- ☐ To sell or otherwise put in circulation works or products, in distribution or after being cleared from customs, with altered or counterfeit names, marks or distinctive signs that may cause damage to the industry;
- ☐ To sell or otherwise put in circulation works or products, in distribution or after being cleared from customs, with other trademarks, even if not registered, for the purposes of misleading the customer/client;
- ☐ To manufacture or industrially use other products and objects, by usurping or infringing on the copyright protections or patents of third parties;
- ☐ To bring into the country, hold for sale, offer for sale or otherwise introduce into circulation - for profit purposes - products / works that infringe on third-party copyrights or patents;
- ☐ To market - through the internet or computer networks - intellectual works in full or in part;
- ☐ Duplicate, import, distribute, sell, lease, distribute, market, hold for commercial purposes - or in any case to profit without merit - computer programs, protected databases or any work protected by copyright and related rights, including literary, musical, multimedia, cinematic, and artistic works.

In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of the Company) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) involved in the conduct of risk activities with respect to offenses referred to in this paragraph and which operate on behalf of or in the interest of ICAP-SIRA SpA., it is necessary to refer to the provisions of the paragraph above of the Special Part of this Model as regards the selection criteria of the third party and the cancellation clauses as per Legislative Decree 231/01.

4.2.7 ACTIVITIES AT-RISK OF THE COMMISSION OF THE OFFENSES OF RECRUITMENT, RECYCLING AND USE OF MONEY, GOODS OR UTILITIES OF ILLICIT ORIGIN REFERRED TO IN ARTICLE 25-OCTIES.

In view of the peculiarities of the company's business carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main activities and the instrumental processes identified of being at risk of the commission of offenses, detailed and mapped in annex 2, and annex 2-*quinquies*, are the following:

- Purchase of goods and services.
- Relations with customers / suppliers / partners for the management of business agreements and administrative, accounting and treasury operations.
- Cash and goods inflows and outflows.
- Financial Transactions.

Monitoring Protocols:

The following principles of conduct apply to the recipients of this Model, who, in any way, are involved in "at-risk" activities with respect to the offenses of receiving, laundering and using money, assets or profits obtained illegally and self-laundering.

The following principles of conduct apply to the recipients of this Model which have any commercial or institutional relations with any third party, for any business reasons, on behalf of or for the benefit of the Company.

Such persons are generally prohibited from instituting, cooperating or causing the conduct of behaviors capable of, directly or indirectly, contributing to the perpetration of the offenses of receiving, laundering and using money, assets or profits obtained illegally and self-laundering, in accordance with article 25 octies of the Legislative Decree 231/2001.

In addition, such subjects are required to:

- Observe the provisions of law and internal business procedures in all activities aimed at managing business relations with foreign suppliers / customers / partners and the resulting accounting and administrative activities;
- Not enter into business relationships with subjects (natural born or entities) who are known or suspected of belonging to criminal organizations or otherwise operating outside of the law, such as, but not limited to, people related to the environment of laundering, drug trafficking or usury;
- keep constantly monitoring the company's financial cash flows;
- Maintain a proper, transparent, and collaborative behavior in accordance with legal requirements and internal business procedures.

In particular, in order to manage the activities under consideration, the Company must:

- Ensure the proper functioning of the Company and the Corporate Bodies, guaranteeing and facilitating any form of internal control over corporate activities that may be instrumental in the implementation of behavior or conduct that does not comply with the above-mentioned regulatory principles;

- Conduct themselves in such a way to ensure free and fair trade as well as honest and transparent competition in accordance with the public trust;
- Abstain from business practices that can erode the consumer's faith or harm the citizen's legitimate confidence;
- Will implement an internal customer and vendor management process (company or business name, billing address, shipping address, IBAN/bank information, payment method) and a proper financial and management procedure with each customer/vendor;
- Will implement a procedure for checking the inflows and outflows of goods, and an overall evaluation of the difference between amounts invoiced to clients and paid to suppliers;
- Will provide for a formal and detailed procedure for a modification of bank payment / deposit information compared with what had been previously agreed upon in contract with the counterparty or compared to those used in previous business relationships;
- In cases where it is necessary to verify the commercial and professional reliability of suppliers, customers and partners (for example, in new business relationships), then information will be requested from business chambers or searched in specialized databases;
- Will conduct business with suppliers and partners that are headquartered in countries considered as non-cooperative by the FATF (or residing in countries listed on the Bank of Italy website "blacklist") only after verifying the commercial and professional reliability of the counter-party and exclusively in compliance with the provisions set forth in the Legislative Decree N. 40/2010 as converted into Law N. 73/2010;
- Will perform both formal and substantive checks on incoming and outgoing financial flows; these checks must take into account the headquarters of the company counterpart (e.g. tax havens, countries at risk of terrorism, etc.), the branches of credit institutions used for transactions and any claims against third parties;
- Will refuse to make / receive cash payments and bearer securities (checks, postal orders, deposit certificates, etc.) for amounts exceeding the thresholds laid down in Legislative Decree 231/07 and without any intermediaries authorized by Legislative Decree 231/2007, such as banks and Poste Italiane SpA (Italian Post Office);
- Implements an internal payment management system which provides for a recourse-based level of permissions at higher instances if the staff member finds any possible anomaly in accordance with the preceding points;
- Notifies the Revenue Agency of any supply of goods and services rendered and received, registered or subject to registration to businesses having their registered office, domicile or place of residence in so called "black lists" (see Decree No 40 / 2010 converted into Law No. 73/2010).

The above-mentioned obligations are to be applied not only in relations to private individuals but also to public-sector interlocutors.

In addition, the Company and its employees and / or collaborators are prohibited from knowingly adopting the following behaviors:

1. To implement and carry out any business initiative that does not reflect the company's ethical values;
2. Implementing - even if by exploiting common corporate management activities - behaviors that lead to participation in an offense;
3. To provide for - or to facilitate - the means through which the criminal activity referred to in the title can more easily be executed.
4. Promote or at any rate suggest the pursuit of criminal objectives identified from time to time as useful or necessary for the purpose of benefiting the Company.

It is mandatory, for the recipients of the current principles of ethics and behaviors, to comply with the following requirements:

1. In the event that the parties concerned are contacted for the purposes of establishing an associative relationship with the aim of pursuing criminal offenses, the person concerned must: (i) Not follow-up on the contact; (ii) provide timely information to its Responsible Officer (in the case of an employee of the Company) or to the internal supervisor (in case of third parties) and to communicate by formal notice to the Supervisory Board;
2. In case of conflicts of interest with regards to commercial or institutional relations arising with third parties, the person concerned must provide timely information to his / her manager (in case of employee of the Company) or to the internal supervisor (in the case of a third party) and to communicate by formal notice to the Supervisory Board;
3. In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of the Company) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) involved in the conduct of risk activities with respect to offenses referred to in this paragraph and which operate on behalf of or in the interest of ICAP-SIRA SpA., it is necessary to refer to the provisions of paragraph 4.2.1 above. of the Special Part of this Model as regards the selection criteria of the third party and the cancellation clauses as per Legislative Decree 231/01.

4.2.8 ACTIVITIES AT-RISK OF THE COMMISSION OF ENVIRONMENTAL OFFENSES AS PER ARTICLE 25-UNDECIES.

In view of the peculiarities of the company's business carried out by the Company and the internal structure adopted, the main "at-risk" activities and the instrumental processes identified as being potentially at risk of commission of offenses are the following:

- waste water disposal;
- monitoring, maintenance and safety of the installations;
- atmospheric emissions;
- purchase of certain products from non-approved vendors;
- management of the reclamation of polluted sites;
- managing relationships with the competent environmental authorities;

- waste management at headquarters and plants;
- selection and management of waste transport and waste disposal services;
- Control and supervision of the above-mentioned activities.

Code of Conduct and Specific Monitoring Protocols:

The following principles of conduct apply to the recipients of this Model which, in any way, are involved in "at-risk" activities with respect to the offenses against the environment.

Such persons are generally prohibited from instituting, cooperating or causing the conduct of behaviors capable of, directly or indirectly, contributing to the perpetration of the offenses as foreseen in article 25 undecies of the Legislative Decree 231/2001.

Such subjects are required to:

1. operate in compliance with national and international laws and regulations in force in environmental matters;
2. observe the rules of this Model and environmental business procedures;
3. comply with Environmental Policy and the requirements of certified Environmental Management Systems (SGA), based on the UNI EN ISO 14001 standard if and where applicable;
4. formulate and maintain documentation relating to compliance with requirements in environmental matters;
5. to report immediately of any perceived danger, both potential and real, regarding environmental protection.

Therefore, in order to avoid the occurrence of critical situations, the Company will:

1. identify environmental aspects connected to all its activities as well as to its services offered;
2. Consider and comply with all legal and other requirements applicable to environmental matters;
3. correctly manage and dispose of the waste produced and identifying them with appropriate codes;
4. rigorously comply with and maintain waste records and other supporting documentation;
5. verify and maintain all the necessary permits for the disposal of waste entrusted to third parties;
6. prepare and implement a continuous waste management training / information plan addressed to all;
7. identify suitable waste management procedures, designed to avoid contamination of the soil and subsoil;
8. identify suitable waste management procedures, designed to avoid contamination of surface and groundwater;
9. Prepare programs and procedures for carrying out periodic audits of compliance verification of the adopted procedures.

Finally, the company must:

- ☐ Publicize and distribute in the company all environment related procedures to employees and anyone involved with the subject as well as trace and archive all operations carried out with proper documentation.
- ☐ If relying on vendors specialized in waste disposal and treatment, have contracts signed in writing and only after verifying the vendor's references.
- ☐ Appropriate annual *budget* allocations for compliance with environmental issues.
- ☐ Observe without delay the requests for clarification, inspections and inquiries requested by the supervisory board.
- ☐ Implement any measures considered necessary for the protection of the environment in compliance with the provisions of Article 25 - undecies of Legislative Decree 231/2001.
- ☐ Refrain from engaging in behavior that could jeopardize the environment as it is understood and written into legislation.
- ☐ Do not take any actions to overcome or circumvent company provisions in matters of the environment.
- ☐ Maintain and renew disposal authorizations;
- ☐ Verify periodically the observance of adequate physical chemical parameters;
- ☐ Ensure that applicants for job positions, potential collaborators, and potential suppliers possess the qualifications, skills, and resources required to meet environmental requirements.
- ☐ Have potential job applicants, collaborators and suppliers undergo background checks, including by requesting pending and court records.

In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of the Company) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

The Supervisory Board periodically checks the correct implementation of the above activities and provides for penalties for non-compliance, in accordance with the provisions of the penalty clause.

The Supervisory Board collects information on waste management and disposal as well as environmental management procedures of similarly sized companies in the same industry, if necessary by referring to industry associations. Where discrepancies and weaknesses are found when compared to the industry norm, these will be reviewed and new procedures will be reissued.

Internal responsibilities must be established for identifying the subjects that will be given attributions and the resulting authority and responsibility. Assignment of specific powers in environmental matters is done in writing and by setting specific dates. In this way responsibilities and limits are rigorously defined as are the powers necessary for carrying out the designated tasks.

Assignment and exercise of powers in a decision-making process is consistent with the positions of responsibility as well as underlying risk situations.

Related procedures:

In addition to the above-mentioned monitoring protocols, activities that are at risk of the

commission of environmental offenses are strictly defined and carefully observed within the Company.

Having studied technical particularities of the subject and the procedures involved, an extensive and careful technical analysis is conducted as a component of the risk and gap analysis.

4.2.8 ACTIVITIES AT-RISK OF THE COMMISSION OF OFFENSES REGARDING EMPLOYMENT POLICY AS PER ARTICLE 25-DUODECIIES.

In view of the peculiarities of the company's business carried out by Icap - Sira S.p.A. and the internal structure adopted, the main "at-risk" activities and the instrumental processes identified of being at risk of commission of offenses are the following:

- Procedure for the recruitment of workers from third countries;
- Checking the validity and renewal of residence permits for the entire duration of the employment relationship.

Code of Conduct and Specific Monitoring Protocols:

The following general principles of conduct apply to the recipients of this Model which, directly or indirectly, are involved in "at-risk" activities with regard to offenses referred to in article 25 *duodecies* of the Decree in question for performing their work in favor of the Company.

Generally, such subjects are required to:

- Observe the provisions of law and internal business procedures in all activities aimed at managing non-EU nationals, from the time of recruitment and for the entire period of employment.
- To not employ individuals who do not have a valid residence permit or have had their permits revoked or expired.
- Monitor constantly the validity of the non-EU residence permit for the entire duration of the employment.

Therefore, in order to avoid the occurrence of critical situations, the Company:

- Will endeavor to make formal and rigorous checks on the documents held by the non-EU national, to study the feasibility of employment of said individual.
- Devises and implements an internal procedure for the management of the documentation of non-Community employees (personal data, place of residence / domicile, family status, type and duration of the contract, classification category, job position, salary, other possible *benefits*);
- Devises and applies a periodic verification procedure for a continuous check on the validity of the residence permit held by non-Community staff at the time of recruitment;
- Will not attempt to circumvent company guidelines regarding employment policy.

- Will formalize in writing the employment relationship and contract only after verifying the regular status of the residence permit of the non-EU citizen, and in any case in compliance with the provisions of Legislative Decree No. 109/2012;
- Will refuse to employ, even temporarily, at its own installations and offices, anyone who is not in possession of the requisites required by law;
- Announce the recruitment to the Job Center, which is responsible for the workplace, the day before the beginning of the activity, by sending by internet/extranet the specific "Unificato - Lav" Model, and is also obligated to communicate to the public security authority (the State Police or the Mayor's office) the hospitality or the provision of a residence;
- Will subject the new employee to a medical check in order to avoid physical impediments for the type of work he/she will be assigned to.

In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of the Company) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) involved in the conduct of risk activities with respect to offenses referred to in this paragraph and which operate on behalf of or in the interest of ICAP-SIRA SpA., it is necessary to refer to the provisions of paragraph 4.2.1 above. of the Special Part of this Model as regards the selection criteria of the third party and the cancellation clauses as per Legislative Decree 231/01.

4.2.9 ACTIVITIES MOST AT RISK FOR THE COMMISSION OF OFFENSES FOR CORRUPTION AND UNDUE INDUCTION TO GIVE OR PROMISE BENEFITS

In view of the peculiarities of the company's *business* carried out by ICAP-SIRA S.p.A. and the internal structure adopted, the main "at risk" activities and the instrumental processes identified of being at risk of commission of offenses are the following:

- procedures for the purchase of raw materials used by the Company
- procedures for selling the Company's products
- price negotiating phase, for purchases and sales
- Selection of commercial *partners*, public and private
- recourse to funding for research
- relations with government officials for issuing permits and / or concessions and funding for research.

Code of Conduct and Specific Monitoring Protocols:

The following general principles of conduct apply to the recipients of this Model which, directly or indirectly, are involved in "at-risk" activities with regard to offenses referred to in article 25 and article 25-*ter*, letter (s) of the Decree in question. Specifically, the Model applies to the recipients of this Model which have any commercial or institutional relations with any third party, public or private, on behalf of or for the benefit of the Company.

Such persons are generally prohibited from instituting, cooperating or causing the conduct of behaviors capable of, directly or indirectly, contributing to the perpetration of the offenses of corruption, such as described in articles 25 and 25 - *ter*, letter (s) of the Legislative Decree 231/2001.

The above identified subjects will have to comply with the internal protocols adopted in order to suppress corruptive tendencies of any kind or form and therefore will be required, in his/her own area of competency, to:

- strictly observe all rules laid down by state and local laws, as well as internal business procedures, aligned with Anti-Corruption Law no. 190/2012
- verify that the principles of good faith, integrity and transparency are respected during the negotiation phases with their own business *partners*;
- observe the standard price-lists in use by the Company, and use them when drawing up contracts;
- ensure that all persons acting in the name and on behalf of the Company comply with the general conditions of purchase for products and raw materials of ICAP-SIRA S.p.A.;
- ensure that the "visit reports" written by the commercial department give a clear and transparent picture of the dynamics and the negotiations that have taken place, in compliance with the corporate directives;
- Have each agreement issued in writing, with a clear explanation of the subject, the price, with the terms and conditions of payment for each specific item;
- Check that *reports* from commercial agents and contracts are digitized to monitor their relevance to corporate needs while ensuring they are archived safely;
- Respect and implement an internal payment management system which provides for a recourse-based level of permissions at higher instances if the staff member finds any possible anomaly in accordance with the preceding points;
- carry out both formal and detailed analyses of the company cash inflows and outflows;
- Monitor the procedures established with the PA, for the application of concessions, permits, research funding - always in compliance with community and state laws and internal Company directives - formalizing in writing any agreement on requests.

In case of doubt about the correct implementation of the above-mentioned ethical and behavioral principles during the course of performing the business activities, the person concerned must immediately contact his / her manager (in case of an employee of the Company) or internal supervisor (in case of a third party) and formally submit an application for an opinion to the Supervisory Board.

The Supervisory Board periodically checks the correct implementation of the above activities and provides for penalties for non-compliance, in accordance with the provisions of the penalty clause.

Internal responsibilities must be established for identifying the subjects that will be given attributions and the resulting authority and responsibility. The assignment of powers necessary for preserving the principles of protecting the Company from possible corruption offenses must be in writing and with dates specified. In this way responsibilities and limits are rigorously defined as are the powers necessary for carrying out the designated tasks.

Assignment and exercise of powers in a decision-making process is consistent with the positions of responsibility as well as underlying risk situations.

Finally, in relation to third parties (eg collaborators, consultants, partners, suppliers, etc.) involved in the conduct of risk activities with respect to offenses referred to in this paragraph and which operate on behalf of or in the interest of ICAP-SIRA S.p.A., it is necessary to refer to the provisions of paragraph 4.2.1 above. of the Special Part of this Model as regards the selection criteria of the third party and the cancellation clauses as per Legislative Decree 231/01.

4.2.10 WHISTLEBLOWING POLICY AND PROCEDURE

With deliberation of the Board of Directors ICAP-SIRA S.p.A. of the 20th March 2018, in transposition of the directives laid down in the above mentioned "DDL *Whistleblowing*", a procedure has been adopted aimed at regulating the right and the way which any *stakeholder* in Society can promote reports for the purpose of denouncing any irregularities or violations of laws, regulations or procedures which could constitute a financial damage or a damaged reputation for the firm.

The formalisation of this protocol has been also necessary in view of the changes made to the aforementioned rule ref. Article 6 of Legislative Decree 213/2001, by providing that the management and control measures must specifically ensure as follows:

- a) *"one or more channels that allow top posts and employees to make – in order to protect entity's integrity – detailed reportings of illegal behaviour (relevant under Italian Legislative Decree N. 231 and based on factual precise and consistent elements) or violations of the envisaged management and organisation model, which has come to their knowledge in the context of their activities;*
- b) *at least an alternative reporting channel that is appropriate to ensure confidentiality for the whistleblower's identity in electronic means;*
- c) *ban on acts of retaliation or discrimination (direct or indirect) towards the whistleblower, for reasons related to (directly or indirectly) his/her reporting."*

Taking into account the sensitivity on this issue, ICAP-SIRA S.p.A. has identified the Supervisory Body (former Legislative Decree 213/2001) as eligible entity to take reports that should be submitted.

Reference is made in full to procedure referred to in Article 9 of this document to verify the application techniques of the same procedure.

5. ANNEXES

ANNEX. 1: FURTHER INFORMATION ON OFFENSES

ANNEX. 2: MAPPING OF THE ACTIVITIES AND INSTRUMENTAL PROCESSES

ANNEX. 2 BIS: MAPPING OF ACTIVITIES AND INSTRUMENTAL PROCESSES IN MATTERS OF OFFENSES AGAINST THE ENVIRONMENT AS PER ARTICLE 25-UNDECIES OF LEGISLATIVE DECREE 231/2001

ANNEX. 2 TER: MAPPING OF THE ACTIVITIES AND INSTRUMENTAL PROCESSES OF THE OFFENSE OF EMPLOYMENT OF THIRD-COUNTRY NATIONALS WHOSE RESIDENCY STATUS IS IRREGULAR AS PER ARTICLE 25-DUODECIES OF LEGISLATIVE DECREE 231/2001

ANNEX. 2 QUATER: MAPPING OF THE ACTIVITIES AND INSTRUMENTAL PROCESSES ON CORRUPTION OR UNDUE INCITEMENT TO GIVE OR PROMISE BENEFITS AS PER ARTICLE 25 E 25 – TER OF THE LEGISLATIVE DECREE 231/2001

ANNEX. 2 QUINTIES: MAPPING OF THE ACTIVITIES AND INSTRUMENTAL PROCESSES ON SELF-LAUNDERING AS PER ARTICLE 25 OCTIES OF THE LEGISLATIVE DECREE 231/2001

ANNEX. 2 SEXIES: MAPPING OF THE ACTIVITIES AND INSTRUMENTAL PROCESSES ON OFFENSES CORPORATE AND ENVIRONMENTAL ISSUES AS REFORMED BY LAW 22 OF MAY 2015, NO. 68 AND 27 MAY 2015, N. 69

ANNEX. 2 SEPTIES: MAPPING OF THE ACTIVITIES AND INSTRUMENTAL PROCESSES ON OFFENSES OF WHICH ARTICLE 25 OCTIES OF THE DECREE 231 REFORMED AS A RESULT OF THE ENTRY INTO FORCE OF LEGISLATIVE DECREE No 90/2017

**ANNEX. 3: ILLUSTRATION OF THE DRIVERS WITH WHICH THE MAPPING WAS
CARRIED OUT**

ANNEX. 4: GOVERNANCE BODIES

ANNEX. 5: COMPANY ORGANIZATIONAL CHART

ANNEX. 6: SUMMARY DOCUMENT OF RISK EVALUATION

**ANNEX. 7: LIST OF THE MAIN PROCEDURES WITH RESPECT TO THE ACTIVITIES AND
AT-RISK PROCESSES DESCRIBED IN THE LEGISLATIVE DECREE 231/01**

ANNEX. 8: MEMBERS OF THE SUPERVISORY BOARD

ANNEX. 9: WHISTLEBLOWING POLICY

Parabiago, March 20, 2018

ICAP-SIRA
Chemicals and Polymers S.p.A.
The President


(Dr. Massimo Medini)