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231 ORGANISATIONAL MODEL INDEX

TITLE	EDITION	DATE
1. GENERAL PART	01	10.07.2020
2. ORGANIGRAMA	In the latest applicable version	
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4. SPECIAL PART "A"	01	10.07.2020
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PRO-Q-002-01 Order management	01	09.04.2018
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PRO-Q-004-02 Procurement	02	21.11.2019
PRO-Q-005-01 Control of measuring instruments	01	09.04.2018
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12. INFRINGEMENT REPORT	01	10.07.2020

Organisation, Management and Control Model
Pursuant to and in accordance with the provisions set out in Legislative Decree 231/2001

GENERAL PART

Document status

Edition	Changes from previous edition	Date of entry into force
<i>01</i>	<i>Updated disciplinary/sanctification system</i>	<i>10.07.2020</i>

Document Approvals


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1 DEFINITIONS

Archive 231	indicates the archive established at the headquarters, which collects all the documentation relating to the adoption and implementation of the Model;
Authors	indicates the subjects, external to the Company, to whom Techbau entrusts the realization of all or part of an editorial project, with whom relations are regulated by specific publishing contracts;
Activities	indicates the activity carried out by the company;
Company Code of Conduct	indicates the code of ethics adopted by the company;
Dealers	indicates the persons to whom Techbau entrusts the purchase, propaganda and subsequent sale of what has been achieved, and who act in their own name and on their own account;
Decree	indicates Legislative Decree no. 231 of 8 June 2001 and its subsequent amendments and additions;
Addressees	indicates all parties required to comply with the provisions contained in the Model, in particular: all those who operate in the name and on behalf of Techbau, including attorneys, auditors, members of other corporate bodies, employees, collaborators, including occasional collaborators;
Entities or Body	pursuant to art. 1 of the Decree, indicates the entities provided with legal personality, companies and associations, including those without legal personality, to which the provisions of the Decree apply, and in particular the administrative liability introduced by the Decree;
Guidelines	indicates the Guidelines for the construction of Organisation, Management and Control Models pursuant to Legislative Decree 231/2001 published by Confindustria on 31 March 2008;
Model	indicates the Model of organisation, management and control envisaged by the Decree;
Products	indicates the construction or part of construction or civil engineering works that are the object of the activity carried out by Techbau with its own personnel or with personnel of third parties;
Locations	indicates the registered and operational headquarters of the Company;
Consolidated Security Text	indicates the Legislative Decree no. 81 of 9 April 2008. so-called Consolidation Act on the protection of health and safety in the workplace and subsequent amendments, including in particular Legislative Decree no. 106 of 3 August 2009 and subsequent amendments to the same;
Unique Environmental Text	indicates the Legislative Decree no. 152 of 3 April 2006. so-called Consolidation Act on environmental safety and subsequent amendments, including Legislative Decree no. 46 of 4 March 2014, Law no. 116 of 11 August 2014 and subsequent amendments to the same, Law no. 68 of 22/05/2015 on so-called "eco-reata".
TUF	indicates Legislative Decree no. 58 of 24 February 1998, Consolidated Law on Financial Intermediation.

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2 PREMISE

2.1 TECHBAU S.p.a.

Techbau S.p.A. develops projects in Italy and abroad in the various fields of civil engineering and infrastructure.

A team of specialists designs, plans and implements high-tech engineering works based on the particular needs of the customer.

Techbau S.p.A. was founded in 1997 under the name of Co-Ver Edile, a company belonging to the Co-Ver Group, a group operating at national and European level in the field of industrial plant engineering and construction; in 2010, following an internal reorganisation, the company was sold to Techint Engineering & Construction - a company of the Techint Group, an Italian multinational providing engineering and construction services on a global level; this last step represents a further growth for all Techbau S.p.A. staff, who have to satisfy complex projects and clients with different cultures and backgrounds. Since December 2013 Techbau S.p.A. has acquired total autonomy from the Techint Group and currently operates as an independent and internationally qualified General Contractor.

The growth of Techbau S.p.A. has been so rapid and important that in 2017 the Financial Times has included Techbau S.p.A. among the 1000 companies in Europe that have achieved the highest revenue growth between 2012 and 2015.

The main activities and processes carried out are:

- Design and construction of civil works and infrastructures for the industrial and tertiary sector, building maintenance.

Administrative and technical-managerial activities related to the design and management of orders are carried out at the Verbania headquarters.

Material storage activities are carried out at the warehouse, with related handling and minor maintenance work on the equipment.

The following activities are commonly carried out at construction sites:

- Carpentry activities
- Material handling with cranes and other lifting equipment
- Plastering operations
- Masonry operations
- Small welds
- Formworks
- Concrete casting
- Construction of buildings including roofs
- Demolitions
- Assembly and disassembly of small scaffolds
- Building maintenance

2.2 Company structure

Techbau S.p.a. is wholly owned by Techbau Holding S.r.l., whose Sole Director is Andrea Marchiori.

The appendix "Corporate structure" shows the ownership percentages in the company in which Techbau appears.

3 LIABILITY

The Management has defined and made known the responsibilities and authorities of the resources operating within the company by making available the documentation of the management systems, which report these responsibilities, and the formalisation of an **ORGANISATION** that describes their hierarchical flows. The responsibilities of the main internal functions are also reported in the document **Map of powers and related responsibilities**.

4 REGULATORY FRAMEWORK

In preparing this Model, Techbau has made reference to the regulations listed below, which are considered useful for the preparation of the corporate management and control document.

GENERAL RULES

- D. Legislative Decree 231/2001 and subsequent amendments and integrations.

OCCUPATIONAL SAFETY REGULATIONS

- D. Legislative Decree 81/08 - Consolidation Act on Occupational Safety and Health and Safety at Work, with subsequent additions and amendments

ENVIRONMENTAL SAFETY STANDARDS

- D. Legislative Decree 152/06 - Environmental Consolidation Act and current legislation on environmental management, with subsequent additions and amendments

RULES ON THE INTEGRATED MANAGEMENT SYSTEM

- UNI EN ISO 9001
- UNI EN ISO 45001
- UNI EN ISO 14001

4.1 Legislative Decree 231/01

Legislative Decree no. 231 of 8 June 2001, issued in implementation of the delegated law no. 300 of 29 September 2000, regulates the administrative liability of entities with legal personality and of companies and associations, including those without legal personality.

The decree in question introduced for the first time into national law the administrative liability of entities in addition to that of the natural person, belonging to the entity, who materially realized the illegal act.

This is a sui generis administrative liability because, although it involves administrative sanctions, it follows the commission of a crime and has the guarantees of a criminal trial.

The decree sets out the general principles and criteria for the attribution of liability, as well as the sanctions and the related assessment and enforcement procedure.

In particular, Legislative Decree 231/01 provides for a system of sanctions consisting of pecuniary sanctions and disqualifications which are quite heavy depending on the offence committed.

The financial penalties shall be applied in tranches of not less than one hundred and not more than one thousand. The amount of each quota ranges from a minimum of €258.00 to a maximum of €1,549.00, except for the mechanisms for reducing the penalty in the presence of specific circumstances regulated by the legislator.

The disqualification sanctions (disqualification from carrying out the activity, prohibition to contract with the Public Administration, suspension or revocation of authorisations, licences or concessions functional to the commission of the offence, exclusion from facilitations, financing contributions, subsidies and revocation of those already granted, prohibition to advertise goods and services) are applied in relation to the offences for which they are expressly provided.


The administrative sanction can only be applied to the company by the judge in the guarantee context of the criminal trial if all the objective and subjective requirements established by the legislator are met: the commission of a specific crime in the interest or to the advantage of the company by qualified persons (top management or subordinates).

This condition makes it possible to exclude the company's liability only in cases where the offence has been committed exclusively for the purpose of pursuing its own interest or that of third parties.

The liability of the entity is an autonomous liability, in the sense that it will also exist when the perpetrator of the crime has not been identified or is not imputable and when the crime is extinguished for a reason other than amnesty.

With regard to the natural persons responsible for the unlawful acts, as a result of which the administrative liability of the Entity arises, Article 5 of the decree refers to two categories of persons, in fact considering the conduct of each agent, whatever their internal position, whether senior or subordinate, to be relevant for the activation of liability.

The entity is in fact liable for crimes committed in its interest or to its advantage by:

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- persons holding positions of representation, administration or management of the entity or one of its organisational units with financial and functional autonomy;
- persons who exercise, even de facto, the management and control of the entity;
- by persons under the direction or supervision of one of the senior management.

4.2 Types of offences envisaged by Legislative Decree 231/01

The offences that are relevant for the purposes of the regulations in question, set out in articles 24 et seq. of the Decree, can be traced back to the following categories/facts:

- crimes committed in relations with the Public Administration (articles 24 and 25);
- computer crimes and unlawful processing of data (art. 24-bis);
- organised crime offences (Article 24-ter) and transnational crimes (Law no. 146 of 16 March 2006, Articles 3 and 10);
- forgery of coins, public credit cards, revenue stamps and identification instruments or signs (art. 25-bis);
- crimes against industry and commerce (Article 25-bis.1);
- corporate crimes (art. 25-ter);
- crimes for the purposes of terrorism or subversion of the democratic order (art. 25-quater) and against the individual personality (art. 25-quinquies);
- crimes against the integrity of the person (art. 25-quater.1);
- market abuse (Art. 25-sexies);
- manslaughter and serious or very serious injuries, committed in violation of the rules on the protection of health and safety at work (art. 25-septies);
- Receiving stolen goods, money laundering and use of money, goods or benefits of illegal origin, self laundering (art. 25-octies);
- copyright infringement offences (Article 25-novies);
- inducement not to make statements or to make false statements to the judicial authorities (Art. 25-decies);
- environmental offences (art. 25-undecies);
- offences concerning immigration and exploitation of foreign workers (Art. 25-duodecies);
- offences relating to racism and xenophobia (Art. 25 - *terdecies*);
- fraud in sports competitions, abusive gaming or betting and gambling by means of prohibited apparatus (Article 25 - *quaterdecies*);
- tax offences (art. 25-quinquiesdecies).


For the exact identification of each type of offence, its analysis and comment, please refer to Annex 1 of this Organisational Model.

4.3 Adoption of the "Model of organisation, management and control" as a possible exemption from administrative responsibility

Legislative Decree 231/01 provides for a specific form of exemption from administrative liability if the company demonstrates that it has taken all the appropriate and necessary organisational measures to prevent the commission of the offences by its members.

In fact, art. 6 of the decree establishes that, in the event of the commission of one of the crimes covered by the decree, the entity is not found guilty if it proves that:

- the management body has adopted and effectively implemented prior to the commission of the offence organisation, management and control models suitable for preventing the commission of the criminal offences in question;
- the task of supervising the functioning and observance of the Model and ensuring its updating has been entrusted to a body of the entity with autonomous powers of initiative and control;
- people have committed the offence by fraudulently circumventing organisational and management models;
- there was no omitted or insufficient supervision by the body.

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The adoption of the Model of organisation, management and control is optional and not mandatory. Therefore, failure to adopt it does not entail any sanction, but exposes the entity to liability for offences committed by directors and/or employees.

If the relevant offence was committed by a "top person", the entity is not liable if it proves that:

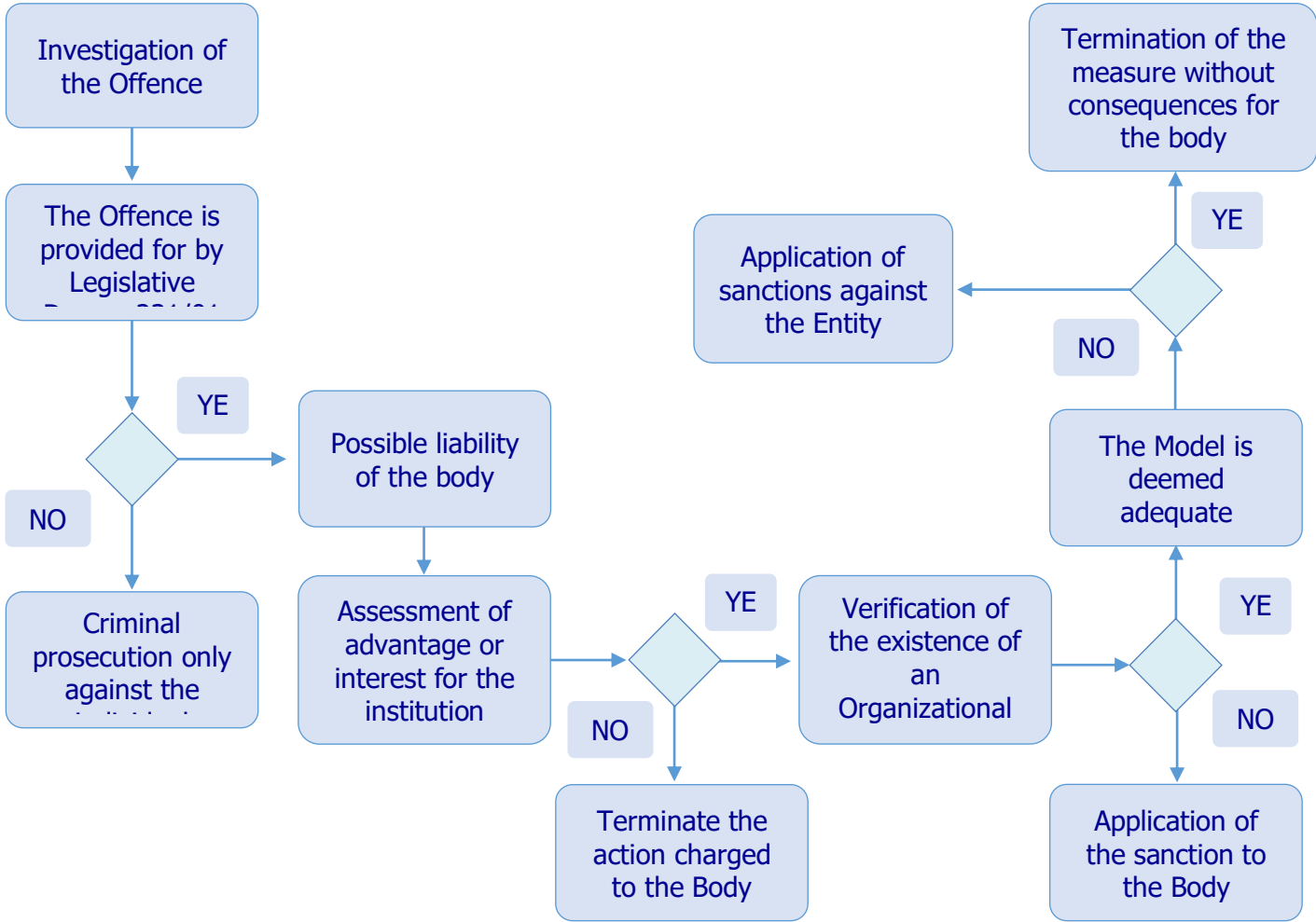
- the Administrative Body has adopted and effectively implemented an Organisation and Management Model pursuant to the Decree (hereinafter referred to as the "Model") suitable for preventing offences of the type that has occurred;
- the task of supervising the functioning and observance of the Model, as well as updating it, is entrusted to a body of the entity with autonomous powers of initiative and control (the Supervisory Body, abbreviated to "SB" - see Chapter 8 *below* in this same General Section);
- the person in top position committed the offence by fraudulently evading the Model;
- there was no omitted or insufficient supervision by the SB.


On the other hand, with regard to offences committed by "subordinates", the entity is liable if the commission of the offence was made possible by the failure to comply with the management or supervisory obligations incumbent on one or more persons in top positions. However, non-compliance with the obligations of management or supervision is excluded if the company, prior to the commission of the offence, has adopted and effectively implemented a Model suitable for preventing offences of the type that has occurred.

The implementation of the Model suitable *"to prevent crimes of the kind that have occurred"* must be evaluated in the light of the criteria dictated by the Legislator:

- identify the activities within the scope of which the predicate offences may be committed;
- provide for specific protocols aimed at planning the training and implementation of the company's decisions in relation to the crimes to be prevented;
- identify ways of managing financial resources suitable for preventing the commission of the underlying offences;
- provide for information obligations towards the body responsible for supervising the functioning of and compliance with the Model;
- introduce a disciplinary system capable of penalising the infringement of the measures referred to therein;
- meet the requirements of Article 30 of Legislative Decree No. 81 of April 9, 2008, as amended (the so-called "Consolidated Law on the Health and Safety of Workers").

In conclusion, the basis of the entity's liability and its assessment can be summarised in the following diagram:



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4.4 Application of Legislative Decree 231/01 by TECHBAU S.p.a.

In the light of the indications provided by Legislative Decree 231/01, the Company has deemed the implementation of the Organisation, Management and Control Model to be in accordance with its corporate policy, following the procedure examined in the following chapters.

In particular, the company was illustrated from a structural and organisational point of view, paying particular attention to the description of the management and control system.

For the creation of the Model, the Company has proceeded to assess the risks of committing the crimes covered by the decree by identifying the sensitive areas and creating specific protocols that will be analyzed in the special parts of the model.

In order to comply with the requirements of the decree in question, a Supervisory Body has also been set up with the powers and professional skills necessary to perform the functions assigned to it by law.

Finally, a disciplinary system has been set up to ensure compliance with the Model by all parties involved and a mechanism has been provided for disseminating the document to the various levels of the company and to third parties.

In compliance with the principles of transparency and fairness in the conduct of corporate affairs, TECHBAU S.p.a. has also adopted a Code of Ethics, which is an expression of the values and principles that inspire the company's activities.

The Model and the Code of Ethics are valid vehicles for raising awareness among all those who act in the name of and on behalf of the Company in order to direct their behaviour towards compliance with the law and general principles of conduct.

5 COMPANY POLICY AND CONTROL SYSTEM

5.1 Policy of TECHBAU S.p.a.

The Company's corporate policy includes, among its objectives, compliance with the provisions of Legislative Decree 231/01 governing the administrative liability of entities.

This aim is pursued with entrepreneurial will, providing the necessary resources and the achievement of these objectives is enhanced by careful management of all processes, monitoring their effectiveness and ensuring with the appropriate control systems a level of risk prevention that meets the requirements of Legislative Decree 231/01.

The choice to adopt the Model is considered that it can constitute, as well as the Code of Ethics and other elements of the control system, a powerful tool to raise awareness of all those who work in the name of and/or on behalf of the Company so that in carrying out their activities they are induced to behave ethically inspired and in line with the rules and procedures contained in the Model.

In the preparation of this Model, account has been taken of the control system already operating in the company where it is deemed suitable to meet the purposes of preventing the risks of committing the offences contemplated by Legislative Decree 231/01.


The company can now boast of occupying a significant position among companies carrying out construction of similar works. One of its main strengths is its attention to customers, customers and users of the work itself, existing or potential, accompanied by the flexibility to adapt the service to such requests.

The company intends to maintain and consolidate the position it has acquired, constantly improving its results. Given these premises, the company considers its Management Systems, Quality, Safety at Work and Environmental Protection as one of the main tools for improvement. The significance of the message expressed has been communicated to all staff and made public by means of the following documents on the notice board:

- "Quality Policy"
- "Workers' health and safety policy"
- "Environmental Protection Policy".

The following elements were therefore examined:

- The organizational structure
- Certification of the Quality Management System
- Occupational Health and Safety Management System Certification
- Environmental Management System Certification

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- The Information System
- The Code of Ethics

5.2 Certification of the Integrated Management System (Quality, Environment and Safety)

The Quality, Environment and Occupational Safety Management Systems provide for the control activities necessary to verify compliance with the respective standards:

- UNI EN ISO 9001 for Quality Management Systems;
- UNI EN ISO 14001 for Environmental Management Systems;
- UNI EN ISO 45001 for Occupational Health and Safety Management Systems.

TECHBAU S.p.A. has set up and keeps under control through periodic internal inspections, procedures and work instructions for all processes inherent to the Company's activities. It is inspected annually by a third party which verifies its compliance.

5.3 Information system

The information system is an element that guarantees the efficiency and functionality of the control system. The control modalities are defined in detail in the documents prepared to comply with the GDPR (Regulation EU/2016/679).

5.4 Code of Ethics and Conduct

The Code of Ethics, which is an essential part of the model, expresses the set of values, duties and responsibilities that have been pursued over the years in the conduct of TECHBAU S.p.a.'s business and corporate activities, in compliance with corporate rules.


It summarises the principles of legality and, more generally, correctness with which it complies in the performance of all its activities and in its relations (internal and external).

The Code of Ethics, in particular, represents a commitment to the highest standards of morality, as well as legality. In fact, the Company has always set itself the goal to base its activities on the strictest compliance not only with the law and any other applicable regulations, but also with ethical principles consistent with its institutional nature and statutory purposes, as well as with the principles of professional ethics. Therefore, regardless of what is prescribed by the Decree, the Code of Ethics has the function of summarizing the "charter of values" and indicating the canons of conduct instrumental to their implementation, constituting the criterion of orientation of daily activity for all those who work in the interest of the Company.

The function of the Code of Ethics, in terms of its objective and subjective scope and prescriptive detail, differs from that of the Model (which specifically responds to exhaustive provisions of the Decree). Nevertheless, the dictates of the Code of Ethics also contribute to preventing crimes and therefore, for whatever reason, are here intended as a complement to the company protocols and procedures and, as such, applied to the Recipients of the Model. Therefore, with regard to the latter, even non-compliance with the rules of conduct of the Code of Ethics will be punishable according to the provisions of the Disciplinary System applicable to them from time to time.

The Recipients of the Code of Ethics are the Company, Employees and third parties who operate under the direction and supervision of the Company itself.

Due to the above mentioned different and greater function, the Recipients of the said Code of Ethics, as such, are also the parasubordinate collaborators (not actively and structurally included in the company organisation), self-employed workers, agents/distributors (if any), as well as suppliers, and, more generally, the contractual counterparts of the Company who are not recipients of the Model, with reference also to the Legal Auditors, in the sense that the Company expects the relative rules of conduct to be shared and scrupulously observed by them. Therefore, the Code of Ethics will be attached to - and considered as an integral part of - the contract with the aforesaid parties, which will therefore be dissolved if the Company becomes aware, within the limits of what is allowed by the nature and discipline of each relationship, of behaviours that differ from the relative principles and canons of conduct. To this end, reaffirmed the inapplicability of the Model's non Recipients of the Disciplinary System, recourse may be made to appropriate remedies on a contractual basis such as, for example, termination clauses expressed pursuant to

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Article 1456 of the Italian Civil Code or the provision of penalty clauses pursuant to Article 1382 of the Italian Civil Code.

The principles and rules of conduct dictated by the Code of Ethics, are of enrichment to the decision-making processes, and guide the conduct of the Company in relations with the Recipients.

The criteria of conduct set out in the Code of Ethics (Attachment no. 1) are intended to guide the conduct of the Recipients so that they conform to criteria of fairness, loyalty and transparency in order to meet the requirements that the application of the Model intends to pursue.

The principles on which the Code of Ethics is based, with particular reference to the Model, are as follows:

- legality;
- fairness and equality;
- integrity and professional fairness;
- transparency and diligence;
- impartiality;
- fair competition;
- the prevention of conflicts of interest;
- confidentiality;
- the protection of the person;
- the protection of health and safety in the workplace;
- environmental protection;
- innovation and research.

6 TECHBAU ORGANISATION, MANAGEMENT AND CONTROL MODEL

6.1 Adoption and modification of the Model

The Model of organisation, management and control pursuant to Legislative Decree 231/01 will be formally adopted by the Company's Sole Director.

Following this formal adoption, the Model becomes an imperative rule for the Company, and therefore, specifically, for the Recipients of the Model itself.

Considering that this Model constitutes an "act of enactment by the management body", pursuant to Article 6, paragraph 1, letter a) of Legislative Decree 231/2001, the sole director of the Company is responsible for any subsequent amendments and additions to the Model.

In particular, it will be necessary to amend and supplement the Model in the event of particular circumstances such as, for example, legislative measures that include new types of offences of interest to the Company, significant changes in the corporate structure, the involvement of the Company in proceedings pursuant to Legislative Decree 231/01.


The Supervisory Board may propose to the Sole Director any amendments or additions to the Model that it deems appropriate as a result of the performance of its functions.

6.2 Structure of the Model of TECHBAU S.p.a.

With the formal adoption of this document, TECHBAU intended to have its own Model suitable to exclude its (eventual) liability for administrative offences dependent on offences committed by both top management and subordinates (articles 6 and 7 of the Decree).

The Model of organisation, management and control of the Company consists of a General Section and Special Sections dedicated to the analysis of the types of offences considered "at risk".

Special Section "A" (with its attachments) can be traced back to the type of offence envisaged by Article 25 *ter*, i.e. corporate offences as well as those envisaged by Articles 24 and 25, i.e. offences that can be committed in relations with the Public Administration, offences of an IT nature envisaged by Article 24 *bis*, as well as offences relating to financial and fiscal/tax-related movements envisaged by Articles 25 *octies* and 25 *quinquiesdecies*.

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Special Section "B" is addressed to the types of crime referred to in Article 25 *septies*, i.e. relating to crimes of manslaughter and serious or very serious negligent injury committed in violation of the accident prevention and hygiene protection regulations.

Special Section "C" is addressed to the types of offences that fall under Article 25 *undecies*, i.e. offences committed in violation of environmental protection regulations.

These Special Parts, in addition to specifying the individual types of offence, also include the main *Risk Areas of Activity* as defined below.

Below is a summary of the principles that inspired the company in the creation of the Model and a description of the phases in which the work of identifying the areas at risk, i.e. the "sensitive processes" that made it necessary to create specific protocols.

6.3 Model Features

Through the drafting and adoption of the Model, the Company intends to adapt and comply with the provisions and requirements of the Decree and, in particular, to pursue the following purposes:

- to reiterate that any form of unlawful conduct has always been firmly condemned by the Company as contrary not only to the provisions of the law, but also to the ethical principles from which it has always been inspired and standardised in its activities;
- make all those who operate within the Company, both as top management and subordinates, aware of the existence of the Model, recalling all behavioural procedures, in order to spread a thorough knowledge of it at all levels;
- to allow, thanks to constant monitoring of its operating areas (with reference to activities at risk) and operating protocols, to intervene promptly to prevent or contrast the commission of the offences to which the rules set out in the Decree apply;
- determine that the Recipients of the Model are aware, in the event of violation of the provisions of the Model, that they may personally incur in the commission of offences punishable by criminal penalties as well as the disciplinary sanctions provided for in this Model, and that they may have the Company impose the administrative sanctions provided for in the Decree.

As part of the development of the activities to define the operational protocols necessary to prevent the types of offence risk, the main processes and sub-processes within which, in principle, offences could be committed or the opportunities or means to commit them could arise, have been identified.


With reference to these processes (and sub-processes), the management and control activities in place have been identified and, where deemed appropriate, the implementations necessary to ensure compliance with the requirements of clarity, formalization and communication, with particular reference, have been defined:

- to the attribution of responsibility;
- to the definition of hierarchical lines of carry-over;
- the use of financial resources;
- the assignment of tasks and operational activities, with provision for adequate authorization levels (with specific reference to the separation of roles), so as to avoid both functional overlaps and the concentration on a single person of activities that present a high degree of criticality or risk.

The technical and organisational measures (in terms of prevention) to be adopted in each sector and company area have therefore been specified and detailed, with respect to which a potential and concrete risk of committing one or more of the offences considered by the Decree has been identified.

The task of verifying the constant application of the principles, as well as the adequacy and updating of the same and of the Model, is delegated by the Company to the Supervisory Body (hereinafter "SB") and to the Managers of the various operating areas and, if necessary, to direct collaborators; this is also through the preparation of specific and, where possible, continuous information flows. To this end, these Managers must work with the SB, which must be kept constantly informed and from which opinions and indications of principle and orientation may be requested.

The elements that must characterise this Model are its *effectiveness* and *adequacy*.

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The **effectiveness** of the Organisational Model is one of the elements that characterise its effectiveness. This requirement is achieved through the correct adoption and application of the Model, also through the activity of the Supervisory Body, which operates in the verification and monitoring actions, and therefore assesses the consistency between the concrete behaviours and the established Model.

The **adequacy** of an organisational Model depends on its suitability in practice in preventing the crimes covered by the decree. This adequacy is guaranteed by the existence of preventive and corrective control mechanisms suitable for identifying those operations or Sensitive Processes that possess anomalous characteristics.

The preparation of the Model required a series of activities aimed at building a risk prevention and management system in line with the provisions of Legislative Decree 231/2001.

The key principles that inspired TECHBAU S.p.A. for the creation of the Model, in addition to those indicated above, are:

a) the requirements indicated by Legislative Decree 231/2001, in particular with regard to

- the assignment to an external Supervisory Body (analysed in chapter 6 below), in close contact with top management, of the task of supervising the effective and correct implementation of the Model, also through the monitoring of company conduct considered "at risk" and adequate information on activities relevant to Legislative Decree 231/2001;
- the provision to the SB of adequate resources so that it can be supported in the tasks entrusted to it in order to achieve reasonably achievable results;
- the activity of verifying the functioning of the Model with consequent periodic updating (ex post control);
- the activity of awareness raising and dissemination at all levels of the company of the rules of conduct and procedures established;

(b) the general principles of an adequate internal control system and in particular:


- every operation, transaction, action intervening in a sensitive area must be: verifiable, documented, consistent and appropriate;
- No one must be able to manage an entire process independently, i.e. the principle of separation of functions must be respected;
- authorisation powers must be granted in accordance with the responsibilities assigned;
- the control system must provide for an appropriate system for recording verification activities.

6.4 Identification of sensitive processes in relation to certain types of crime

The identification of the company areas, and more specifically the enucleation of the so-called 'sensitive' processes/activities that may present a (potential) risk of committing one (or more) of the offences considered in the Decree, was carried out on the basis of the various aspects in which TECHBAU's operations are structured in the same way as its corporate purpose.

First of all, it should be pointed out that it is not always possible to combine a specific area or company process with a specific category of offences, since many of the offences provided for by Legislative Decree 231/01, if committed within a collective enterprise, have ineliminable characteristics of 'transversality' and can therefore be combined/associated to several areas (e.g. offences against the Public Administration). This from an objective point of view.

On the other hand, from a subjective point of view, it is difficult, except for processes of a highly decision-making nature (e.g. decisions taken by the Administrative Body), to differentiate within the same area or company process the individual person and/or function potentially capable of committing a specific offence, because often employees (and not only), despite having a precise identity of work duties, take part in several company processes. Finally, wanting to 'map' the risk of crimes being committed from the point of view of the individual person or company resource, does not take into account a well-known rule of experience, for which in structured company realities, crimes are committed by several persons in collusion or cooperation between them, precisely because of the fact that there is such a fragmentation of tasks that

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it is very difficult to envisage the commission of crimes by a single person without the contribution of others (typical in the case of accidents at work, where the caution(s) violated is almost always attributed in different ways to a plurality of subjects, such as the employer, the manager and/or the safety officer).

The assessment of the legal risk starts from a comparison between the structure of each criminal offence referred to in Legislative Decree 231/01 and the processes pertaining to the various company areas, so as to be able to identify which of these processes (according to a prognostic assessment) may constitute potential opportunities to commit a specific offence or several offences.

It goes without saying that, in purely hypothetical terms (and therefore of abstract possibility), no offence among those referred to in the Legislative Decree is committed. 231/01 could be excluded, but if the Organisational Model provided for control procedures and controls aimed at combating the commission of any crime, including those that have nothing to do with TECHBAU's operations, there would be a risk of a real 'paralysis' of physiological management processes even at the lowest levels; hence the need to make a selection aimed at effectively combating (without compromising the efficiency of company processes) only those crimes to which a concrete, real risk index can be assigned, setting aside the others.

In line with this criterion, it would appear logical (and therefore justified for the specific purposes of the Organisational Model) to assign a risk index only to those areas and, more generally, to those company processes that show that they actually possess, for reasons of fact and/or law, an opportunity for the potential commission of one (or more) of the offences set out in Legislative Decree 231/01; this regardless of the type, degree and intensity of the intent required by each type of offence. Conversely, the areas and processes without the characteristics highlighted will not be combined with any risk index for the commission of offence(s).

It should also be clarified that the Organisational Model is a legal document made up of "precautionary rules" and, therefore, the prevention of the offence(s) can only start from the identification of a specific risk factor; this risk factor is considered to be represented by the point(s) of contact that one and/or more company processes (in which different subjects at different levels can intervene from time to time in the organisation of the factors that contribute to the performance of the company's work) presents with one and/or more types of offence provided for by Legislative Decree 231/01.


It is clear that the more numerous are the points of contact between the typical conduct described in the case of an offence and the company processes, the greater the legal risks of potential commission of the offence(s) and, therefore, the degree of probability to be attributed to them; conversely, the absence of such points of contact between the typical conduct described in the individual case of an offence and the company processes, will lead to a judgement of substantial irrelevance of the legal risk and therefore to the exclusion of the case(s).

In particular, the work of analysis of the company context, represented by the "control environment" described in chapter 3 of this Model, has been implemented through prior examination of company documentation (organisation charts, company activities, main processes, organisational provisions, company procedures, etc.) and a series of interviews with the "key" subjects resulting from the company organisation chart (in particular, the Administrative Body and company employees in the areas considered to be exposed to the greatest risk of offences being committed) in order to identify the "sensitive processes" and the elements of the preventive internal control system (existing procedures, verifiability, documentability, congruence and consistency of operations, separation of responsibilities, documentability of controls, etc.).

This preliminary phase aimed to identify the business processes most exposed to the risks of crime and to verify the type and effectiveness of existing controls in order to ensure compliance with the law.

The risk analysis carried out by TECHBAU S.p.a., for the purposes of implementing Legislative Decree 231/01, showed that sensitive activities are currently mainly concerned:

- relations with Public Administration bodies (e.g. on the occasion of inspection visits by public bodies such as ASL, ARPA, etc., obtaining concessions/authorizations,...);
- cash flow management;
- activities for the preparation of the financial statements, reports, prospectuses and corporate communications required by law;
- accidents at work and area related to health and safety at work;
- activities related to environmental protection;

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- use of the information system.

Therefore, the crimes that are the object of analysis and investigation are related to the area of crimes in relations with Public Administrations, to corporate crimes, to certain types of crimes connected to the use of information systems and to the management system of safety and hygiene at work.

The "sensitive processes" relating to the sectors indicated above are described analytically in the Special Parts of this Model to which reference should be made.

6.5 Identification of offences considered to be "insignificant risk".

As a result of the mapping activity of the "sensitive processes" it is considered that the risk of committing the crimes listed below is absent or negligible both for the nature of the activity carried out by TECHBAU S.p.a. and for the difficulty of hypothesising a competing interest or advantage of the Company in the event of criminal conduct by persons belonging to it:

- A) Offences of counterfeiting (Article 25-bis)
- B) Offences against industry and trade (Article 25-bis.1)
- C) Offences for the purposes of terrorism and subversion of the democratic order provided for by the Criminal Code and special laws (art. 25-quater)
- D) Female genital mutilation practices (Article 25-quater 1)
- E) Offences against the individual personality (Article 25-quinquies)
- F) Transnational organised crime offences (Law No 146 of 16 March 2006)
- G) Market abuse (Article 25-sexies)
- I) Copyright infringement offences (Article 25-novies)
- L) Inducement not to make statements or to make false statements to the judicial authorities (Article 25-decies)
- L) Racism and xenophobia (Article 25-terdecies)
- (M) Fraud in sports competitions, illegal gaming or subjugation and gambling by means of prohibited apparatus (Article 25-quaterdecies)

6.6 Creation of specific protocols and actions to improve the preventive control system


As part of the development of the activities to define the protocols necessary to prevent the types of offence risk identified in the mapping activity, a number of instrumental processes have been identified in which, in principle, the conditions, opportunities or means for the commission of the offences referred to in Legislative Decree 231/01 could arise.

With reference to these processes, the management and control procedures in place have therefore been identified and, where deemed appropriate, any necessary implementations have been defined, with reference to compliance with the following principles:

- functional separation of operational and control activities;
- Documentability of risk operations and controls put in place to prevent the commission of offences;
- allocation and attribution of authorisation and decision-making powers, powers and responsibilities, based on principles of transparency, clarity and verifiability and consistent with the activity actually carried out;
- security of financial flows.

The Company's objective is to ensure optimal standards of transparency and traceability of processes and activities in the context of which the offences provided for in the decree could potentially be committed. For a detailed examination of the procedures, please refer to the relevant Special Parts.

Should critical factors emerge in the application of the procedures, it will be the responsibility of the Company to adapt them to the requirements underlying the application of the decree.

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7 DISSEMINATION OF THE ORGANISATIONAL MODEL

For the purposes of the effectiveness of this Model, it is the objective of TECHBAU S.p.a. to guarantee a correct knowledge, both to the resources already present in the company and those to be included, of the rules of conduct contained therein, with different degrees of detail in relation to the different level of involvement of the same resources in the Sensitive Processes.

7.1 Employee training and information

The training activity aimed at spreading knowledge of the regulations set forth in Legislative Decree 231/2001 and the principles of the Model is differentiated, in terms of content and methods of delivery, according to the qualification of the Recipients, the level of risk of the area in which they operate, and whether or not they have representative functions of the Company.

The full knowledge of the Model (and of the documents attached to it, such as the Code of Ethics, or linked to it, such as, for example, company procedures) by all its Recipients is the indispensable prerequisite for its effective implementation; therefore, the Company intends to pursue the full disclosure of the Model, as well as the effective understanding of its contents by the Recipients.

Training is, in any case, based on the principles of completeness, clarity, accessibility and continuity in order to allow the various Recipients to be fully aware of those company provisions that they are required to comply with and the ethical rules that must inspire their behaviour.

All training programmes will have a minimum common content consisting in the illustration of the principles of Legislative Decree 231/01, of the constituent elements of the Model, of the individual types of offences envisaged by Legislative Decree 231/01 and of the conduct considered sensitive in relation to the commission of the offences envisaged by the decree and subject to assessment by the Company.

In addition to this common matrix, each training program will be modulated in order to provide its users with the necessary tools to fully comply with the provisions of Legislative Decree 231/2001 in relation to the scope of operations and tasks of the recipients of the program itself.

In particular it will have to be about:

- in general on the reference legislation (the Decree and the underlying offences), on the Model and its functioning (with particular reference to the disciplinary system and the SB) and on the contents of the Code of Ethics;
- in particular, on sensitive processes, on the relevant cases of predicate offences considered most at risk in the Company as well as on the measures taken to prevent the commission of such offences.

Participation in the training programs described above is mandatory and the topics related to the dissemination of Legislative Decree no. 231/01 are provided in the context of training with the relative attendance signature.

The didactic methodology will be highly interactive and will make use of case studies.


Subsequent to the adoption of the Model, the Company will carry out periodic cycles of training updates for Recipients who operate in the areas or who are involved in the processes considered most at risk.

In any case, following significant organisational changes within the company, as well as upon request (for example by area managers or the Supervisory Board), the Company will assess the advisability of providing specific new cycles of training updates, the related forms and the persons who must be involved.

7.2 Dissemination to the Recipients

Notice of the adoption of the Model and the Code of Ethics is given to all Recipients by means of information disseminated in the manner deemed most suitable/effective by the Company, also in consideration of the nature of the underlying relationship (e-mail, notice board posting, paper circular, publication on the website, etc.).

In order to facilitate understanding of the Model, all Recipients are required to participate in specific training activities.

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When a new relationship is established with the Company after the above mentioned adoption, the new Recipient is made aware of the existence of the Model and the Code of Ethics and expressly undertakes to comply with its provisions also by signing a special declaration certifying, among other things, that he or she has read the said documents and, in any case, that he or she is fully aware of and accepts them, above all, the underlying Disciplinary System.

Without prejudice to the above, each Recipient has the obligation to:

- acquire awareness of the contents of the Model and participate - with the obligation of frequency - in the training sessions organised by the Company;
- to know the operational methods by which your activity is to be carried out;
- actively contribute, in relation to its role and responsibilities, to the effective implementation of the Model, reporting any deficiencies found in it.

Recipients may always request information and/or indications from the Supervisory Body (SB) regarding the Model.

7.3 Dissemination to Corporate Bodies

This Model is formally delivered to the Director, statutory auditors and attorneys who declare that they undertake to comply with it.

In particular, the Administrative Body of the Company, with the resolution to approve and adopt the Model, formally and definitively becomes aware of it.

A full copy (in hard copy or computerised form) of the Model must be delivered to the Board of Statutory Auditors as well as, upon request, to any other statutory body provided for as such.

In addition, new members of the corporate bodies will be given a copy of the full version of the Model at the time of acceptance of the office conferred on them, and they will be asked to sign a declaration of compliance with the contents of the Model.

7.4 Dissemination to third parties

It must be considered that they cannot be considered Recipients of this Model:


- a) the Company's self-employed workers (including consultants);
- b) the Company's clients;
- c) the other contractual counterparties of the Company, other than the parties indicated *under a)* and *b)*.

The Company's choice to exclude from the list of Recipients of the Model the categories of persons indicated in points a), b) and c) above, is justified by the reason on which the actual effectiveness of a Model is based (as provided for in the Decree): i.e., the possibility of controlling, imposing (and if necessary sanctioning the violation) compliance with the rules, prevention protocols, company procedures and any other internal control system introduced with the specific aim of preventing the commission of offences; now, it is clear that the effectiveness of these preventive mechanisms is intimately correlated to the Company's power of collection of certain behaviours (and rules of business conduct), a power of collection which, precisely because it is accompanied by a sanctioning response in case of transgression, cannot be exercised against those who are in legal relations with the Company such as not to make it concretely applicable.

The Company will, however, require the subjects indicated under a), b) and c) to comply with the Code of Ethics.

Once the disciplinary systems are inapplicable against such parties, the Company may resort to specific express termination clauses, pursuant to Article 1456 of the Italian Civil Code, specifically referring to compliance with the principles and rules of conduct of the Code of Ethics.

In any case, the Company will adopt criteria for the selection of Consultants and Partners aimed at promoting the respect and implementation of the principles established by the Code of Ethics, which will in any case be available on the Company's website.

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8 SURVEILLANCE ORGANISM (OdV)

8.1 Identification and requirements of the Supervisory Body

Article 6 of the Decree entrusts the task of supervising the functioning and observance of the Model, as well as its updating, to a Supervisory Body (abbreviated, even only SB) which must be endowed by the body with autonomous powers of initiative and control.

The Supervisory Body currently in office appointed by the Company is of a collegial nature and has three members, two of whom are external in order to guarantee the indefectible prerequisites of autonomy and independence; in any case, each of its members also meets the requirements of professionalism and has specific skills relating to the activities to which the SB is bound.

In particular, it should be noted that the Company has deemed suitable to perform the duties of Chairman of the Supervisory Board, Mr. Dario Grisot, due to his professional skills in the field of consulting, health and safety at work.

The appointment of the SB and the quantification of the remuneration paid to its members for carrying out its own activities are the responsibility of the Company's Administrative Body.

The members of the Supervisory Board are chosen from among those who can ensure compliance, in particular, with the requirements of autonomy, independence and professionalism:


- ❑ *autonomy and independence*: the requirements of autonomy and independence are fundamental and presuppose that the SB is not directly involved in the management activities that are the object of its control and that it does not have operational tasks that may condition and contaminate the overall view of the company's activities that is required of it. Similarly, the OdV must be in the position of absence of conflicts of interest with social activities.
- ❑ *Honorability*: the SB has not reported criminal sentences, even if not final, of conviction or plea bargaining for crimes involving disqualification from public office or that are among those referred to in Legislative Decree 231/2001;
- ❑ *professionalism and impartiality*: the OdV has technical-professional skills appropriate to the functions it is called upon to perform. These characteristics, together with independence, guarantee objectivity of judgement;
- ❑ *continuity of action*: the SB must constantly carry out the activities necessary for the supervision of the Model;
- ❑ *availability of organisational and financial means*: as proof of its effective independence, the SB has its own budget, which it may request to be supplemented, where necessary, and which it may have at its disposal for any need functional to the proper performance of its tasks. This budget is approved within the overall company budget.

The requirements in question are recognised as being of particular importance by the Company and compliance with them is ensured by means of the following:

- the establishment of a direct reporting line of the SB to the Company's Administrative Body, without relations or interference with other hierarchical levels;
- the choice of at least one external Component with specific skills and experience in the subjects covered by the Decree;
- the conferment of powers of self-regulation of its own activity, without prejudice, as far as is justified, to *ex post* control by the Company;
- the choice of the Members is made by the Company in such a way as to favour the plurality of competences (in particular legal, economic, etc., with reference to the matters relevant to the Decree) and after checking the professional profile of each of them.

They constitute causes of ineligibility as a member of the OdV:

- disqualification, subjection to support administration or bankruptcy;
- the lack of the requirements of honorability pursuant to Article 147quinques of Legislative Decree No. 58/1998;

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- the conviction (even if not final) or *pursuant to* Article 444 of the Italian Criminal Code. (so-called "plea bargaining") for having committed one of the offences provided for by the Decree;
- conviction (even if not final) or *pursuant to* Article 444 of the Italian Criminal Code. (so-called "plea bargaining") to a penalty that includes disqualification, even temporary, from public offices, or temporary disqualification from the management offices of legal persons and companies, or incapacity to exercise management offices or a profession;
- the existence of a conflict of interest or other reasons for incompatibility.

The nomination falls through:

- automatically, by death, or serious infirmity resulting in the inability to wait for their incumbents for a period of more than six months;
- for "waiver/dismissal", to be resigned with a minimum notice of 30 days;
- for "revocation" deliberated by the Administrative Body, *ad nutum* and with prior notice (not exceeding 30 days); or with immediate effect for conduct seriously not in compliance with the duties and/or duties that from the qualification of member of the OdV or, again, for the occurrence of a cause of ineligibility.

The Administrative Body is responsible for revoking the appointment and, in all cases of termination of the appointment, it will promptly appoint a new member by the date of the next meeting of the SB.


8.2 Functions and powers of the Supervisory Body

The **tasks of the OdV** can be summarized at a general level in the following activities:

- supervise compliance with the provisions of the Model;
- evaluate the real effectiveness and adequacy of the Model to prevent the commission of the crimes provided for in the decree and subject of company evaluation;
- propose any updates to the Model in order to adapt its content to any changes in the Company's structure, operational processes, as well as to new legislation, etc.;
- collect information and conduct investigations into (even if only possible) violations of the Model, both in response to any external reports and as a result of the Supervisory Body's own supervisory activities.

More in detail, the SB is therefore required to:

- periodically verify the company processes and therefore the areas at risk of offences and the adequacy of the control systems; to this end, the Supervisory Board must be informed by the Company's Bodies and by those responsible for control activities, within their individual functions, of any situations that may expose the Company to the risk of offences; all communications must be in writing and must be properly recorded and filed;
- carry out periodic checks to ascertain the provisions of the Model and, in particular:
 - that the Model is effective and adequate to prevent the offences referred to in the Decree;
 - that the Code of Ethics is known, applied and respected;
 - that the operational and preventive protocols referred to in the Special Part of the Model and the related implementation procedures are known and observed;
- carry out targeted checks on certain extraordinary transactions or specific acts carried out by the Company;
- conduct periodic reconnaissance on the map of areas at risk of crime in order to adapt it to changes in the company's activity or structure;
- control the internal systems for the management of financial resources in such a way as to detect the existence of any financial flows with greater margins of discretion than those normally provided for;
- coordinate with the Company's operational areas to carry out the above tasks and:
 - for an exchange of information in order to keep the areas at risk of crime updated; in particular, the operating areas must communicate in writing new activities carried out in their areas by the Company not already aware of the SB;

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- to keep the evolution of the Company's activities and organisation under control, in order to carry out constant monitoring;
- to better ensure the implementation of the Model, take steps to ensure that the corrective actions necessary to make the Model adequate and effective are undertaken in a timely manner;

This coordination activity may, if necessary, be carried out by the SB, on a periodic basis, through special meetings with the Managers of the areas concerned;

- where requested, provide assistance and support to the Bodies, functions and corporate subjects in relation to the Decree and the implementation of the Model;
- collect, process and store all relevant information received on compliance with the Model, as well as update the list of information that must be the subject of *reporting* activities;
- monitor initiatives for the dissemination of knowledge and understanding of the Model;
- promote any training initiatives related to the Model;
- to the extent of reason, adapt the contents of the Model to the possible implementation of the types of offences, in one with the adaptation of the reference operational and preventive protocols;
- to promote the exercise of disciplinary action, or the application of the appropriate contractual remedies, by the organ/function of the Company from time to time institutionally competent, as specified above, submitting to the latter any information on violations of the Model and/or the Code of Ethics, however learned in the exercise and/or because of its functions.

For the performance of its functions and duties, the OdV:

- has extensive organisational, management and inspection autonomy;
- may carry out investigations aimed at establishing facts relevant to the performance of its duties and, in this context:
 - requests and obtains information from all the Recipients of the Model and from all company functions, addressing directly to the individuals concerned and without the need to refer to hierarchical levels higher than the persons with whom it comes into contact;
 - has free and unconditional access to all documents of the Company, except for the obvious observance of the implicit and strict duty of confidentiality and all regulations applicable from time to time, for example on privacy and business secrets.
- may order the performance of "targeted interviews" or "sample interviews" to ascertain the knowledge - for the Recipients of the Model - of the preventive protocols and related procedures, as well as the problems connected with the administrative responsibility of the entity pursuant to the Decree;
- in carrying out any verification, it may at its discretion avail itself of the support of other company functions which, from time to time, are deemed useful or necessary for this purpose;
- may promote the imposition of disciplinary sanctions by requesting the opening of the relative disciplinary proceedings at the competent company departments against those who are found to have disregarded and violated the contents and precepts of the Organisational Model and the Code of Ethics, as well as against those who are found to have violated the regulations on whistleblowing as described above (see Section 9.8 of this General Section).

Meetings with the Bodies and/or persons with whom the SB relates must be recorded in minutes and must bear the signature of the SB.


8.3 Information flows

8.3.1 With regard to the Supervisory Board

For the purposes of its effective implementation, the Decree requires, among other things, the regulation of information flows and, in particular, that "*obligations to provide information to the body responsible for supervising the functioning and observance of the models*" be provided for. (art. 6 Decree).

They must be the subject of specific communications to the OdV by those who have direct knowledge of them, at least:

- the acts notified to the Company by the Criminal Judicial Authority relating to the ascertainment of one or more crimes among those provided for in the Decree;

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- any change in the Company's organisation chart/function chart relating to top management positions as well as the organisation chart specifically relating to the protection of health and safety at work;
- any modification of powers of attorney and/or proxies granted to persons capable of committing the Company to third parties, including for the protection of health and safety at work;
- any change in the composition of the corporate bodies;
- any change in the legal form in which the Company operates;
- the resolutions passed by the Company regarding requests for loans and/or contributions, issued by the State and any other public body, including the EU;
- any inspection visits carried out, by way of example, by the Revenue Agency, Social Security and Insurance Institutions, Guardia di Finanza, and the results thereof;
- any high level of assessment reports in the field of occupational health and safety protection;
- the results of the audit and/or internal control activities carried out by the person appointed to carry out the audit/legal audit;
- the activation of a disciplinary measure against a Recipient for violations of the Model, the Code of Ethics or related documentation (for example, company procedures);
- any changes to the contents of protocols and procedures directly proposed by the Managers of the individual areas or processes deemed to be at risk;
- any operation affecting the Company's organisation/activity;
- any transaction that may have a significant impact on the Company due to its internal and external repercussions, i.e. its economic impact;
- all reports of offences/irregularities based on precise and concordant factual elements relating to the commission of offences, even if not constituting an offence and/or violations of the Organisational Model and/or Code of Ethics, received by the SB pursuant to the whistleblowing regulations (*infra* Par. 9.8 of this General Section).

Violation by any person operating in the company (whether top management or not) of the obligation to transmit to the SB the documentation and/or information required by the SB itself, will be subject to disciplinary sanctions within the terms indicated in Chapter 9 below of this General Section, also with express reference to what will be identified as information flow methods within the channels dedicated to the reporting of facts and circumstances relevant under the specific discipline of whistleblowing.

In this regard, it should be remembered that the Confindustria Guidelines already specify that all Recipients of the Organizational Model, top management and subordinates, are required to transmit to the SB not only "*periodic results of the control activities carried out by the functions themselves to implement the models (summary reports of the activities carried out, monitoring activities, etc.)*", but also "*anomalies or atypicalities found within the available information (a fact not relevant if considered individually could assume a different assessment in the presence of repetitiveness or extension of the area of occurrence)*"¹.


The OdV may establish in its Rules and Regulations the methods of communication of the above information, as well as the methods of related documentation and archiving. To this end, the SB may adopt dedicated information channels (telephone lines, *mail boxes*, etc.) in order to guarantee the confidentiality mentioned above and facilitate the flow of reports and information.

All information, reports, etc., is kept by the OdV in a strictly confidential archive.

The OdV will not consider anonymous reports.

The SB will evaluate the reports received with discretion and responsibility. To this end, it may hear the author of the report and/or the person responsible for the alleged violation, giving reasons for any decision not to promote disciplinary action.

¹ *Guidelines for the construction of organisation, management and control models*, 2014, p. 69.

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The SB will oppose any form of retaliation, discrimination or penalisation, also ensuring the confidentiality of the identity of the reporter, without prejudice to legal obligations and the protection of the rights of the Company or of persons accused wrongly and/or in bad faith.

The SB will evaluate the reports received with discretion and responsibility. To this end, you may listen to the author of the report or the person responsible for the alleged violation and make appropriate investigations.

For further powers and duties of the SB in the field of the protection of hygiene and safety at work, please refer to Special Part B of this Model in which the aspects that regulate this specific matter are regulated.

8.3.2 With regard to Corporate Bodies

The Supervisory Board is obliged to keep the Director informed of the plan of the activities it intends to carry out, the activities completed during the period and the actions taken following the findings.

The checks carried out by the Supervisory Board and the results thereof will, in any case, be the subject of a specific annual report to be submitted to the Company's Administrative Body, preferably by the time the financial statements for the previous year are approved.

Should the SB, in the exercise of its functions of verification and supervision of compliance with the Model and, in particular, of knowledge of and compliance with operating protocols and related company procedures, find violations or other situations of non-compliance, it must promptly forward a report to the Company Director.

The OdV has the power/duty to promptly inform the competent company department of any facts constituting a "disciplinary offence" of which it has become aware in the performance of its duties.

The Administrative Body and any other Company Body provided for in the Articles of Association, have the right to convene the Supervisory Body at any time to request information about the Model and the activities carried out by the Supervisory Body.

8.4 Retention of information

The information, reports and reports required by the Organisational Model are kept by the Supervisory Body in a special database (computerised or paper-based) for a period of 10 years.

Access to the data in the database is allowed only to members of the Board of Directors, the Board of Statutory Auditors, the Supervisory Board and persons expressly delegated by them.

9 DISCIPLINARY SYSTEM


9.1 General considerations

The existence of a specific "Disciplinary System" constitutes an essential requirement of the Model, for the purposes of exemption from liability of the Company and is therefore addressed to all its Recipients.

Since the Model and the Code of Ethics introduce binding rules of conduct (and conduct) for each Recipient, the respective breaches will be sanctioned, if actually ascertained, regardless of the actual occurrence of a crime or the punishability of the same, as well as the cause of any damage (financial or otherwise) to the Company. In particular, the application of the disciplinary system for the purposes set out in the Decree is independent of the conduct and/or outcome of any criminal proceedings initiated by the Judicial Authorities, as well as of the exercise and/or outcome of any action for damages that may be brought by the Company.

The general categories of punishable offences, for the purposes of compliance with the Decree, are as follows:

- breaches of the Model and/or the Code of Ethics constituting mere non-compliance with operational requirements (e.g. non-compliance with procedures, omission of communications to the Supervisory Board regarding procedural violations and/or other situations of potential risk, omission of controls, etc.) of minor importance and limited seriousness;

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- breaches of the Model and/or the Code of Ethics constituting mere non-compliance with more important and serious operational requirements, due to the importance of the object and potential consequences;
- breaches of the Model and/or the Code of Ethics, even if not univocally aimed at committing one or more crimes and/or offences, but in any case objectively such as to entail the concrete risk thereof;
- breaches of the Model and/or the Code of Ethics directed in an unequivocal and unambiguous way to the commission of one or more crimes and/or offences regardless of the actual committing of the crime and/or accomplishment of the criminal purpose;
- breaches of the Model and/or the Code of Ethics or, in any case, the assumption of conduct such as to determine the application against the Company of any of the sanctions provided for by the Decree;
- the performance of discriminatory and/or retaliatory acts of any kind against those who have reported crimes/irregularities of which the latter have become aware in the course of their duties;
- violation of the duties of confidentiality of the identity of the reporter of crimes/irregularities of which the latter have become aware in the course of their duties;
- reports in bad faith of offences/irregularities committed with intent or gross negligence and then revealed to be unfounded;
- failure to respond to the information requests made by the SB as part of the reporting and management of information flows to and from the SB.


To these categories of so-called disciplinary offences/infringements, the sanctions specified in the following paragraphs will be applicable, depending on the nature of the relationship - and according to a criterion of progressive correspondence between category, species/genre of sanction - in proportion to

- seriousness of the violation/infringement and/or the fact committed;
- nature and intensity of the subjective element;
- possible recurrence or, in any case, existence of previous episodes;
- corporate role, duties and qualification of the author;
- degree of coessential confidence in the tasks assigned to the author;
- any other concrete circumstances deemed relevant.

In any case, the substantive rules and application procedure contained in the C.C.N.L. applied to those who have a subordinate employment relationship with the Company (regardless of duration) must be considered herein as fully referred to, in order to borrow the relative disciplinary system, also to sanction the breaches in which they may incur for violations of the preventive protocols contained in this Model (of which, *below*, Special Part).

The Company endeavours to scrupulously comply with the various requirements imposed on its workers with regard to safety in the workplace. For these reasons, as far as the Employer, the Managers, and any Supervisors (who may be identified) against them, sanctions may be applied for the purposes set out in the Decree, regardless of the relevance (including criminal) of the active or omissive conduct they engage in, such as, for example, for:

- the lack of assessment and/or documentation of occupational risks to the safety and health of employees in the workplace and the consequent planning of preventive measures;
- the failure to adopt and/or the effective implementation of a corporate organizational structure adequate to ensure compliance with the technical and structural standards of the law and related to equipment, plants, workplaces, any chemical agents, biological physicists;
- failure to organise emergency measures, first aid, procurement management, regular safety meetings, consultation of workers' safety representatives;
- the lack of organisation of health surveillance activities;
- the failure to carry out supervisory activities with regard to workers' compliance with the procedures for safe work structures;
- failure to acquire legally required certification documents;
- the lack of regular verification of the application and effectiveness of the procedures adopted;
- the failure to adopt an articulation of functions that ensures the technical skills and spending decision-making powers necessary for the management of preventive activities;

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- the failure to make available and/or supplement, where necessary, the financial provisions necessary for the various legal requirements in the field of accident prevention and prevention.

The categories of infringements listed above shall be subject to the penalties specified in the following paragraphs in accordance with the provisions:

- nature of the relationship between the offender and the Company
- severity of the active and/or omissive conduct
- attitude of the subjective element
- possible recurrence or, in any case, any specific precedent
- institutional role
- duties and/or the corporate/professional qualification of the infringer
- degree/level of coessential confidence in the tasks assigned

9.2 Disciplinary sanctions against employees (non-executives)

With regard to employees (non-managers) - since a priori a disciplinary system is available which is coessential to the nature of the relationship, in the same way as art. 7 of Law no. 300 of 20 May 1970 (the so-called "Workers' Statute") and the specific collective contract discipline (i.e., specifically, the C.C.N.L. Edili *pro tempore in force*), the disciplinary system provided for and required by art. 7, paragraph 4, lett. b), of the Decree, follows this pre-existing model, constituting an integration of the same and taking advantage of its procedures and sanctions; to such an extent that, by reason of being (the Company's employees) the recipients of this Model and of the Code of Ethics, they will be subject, also for violations of these documents² (and related company documents), to the existing sanction system based on the C.C.N.L. *pro tempore in force* and applied.

Given that the Model and the Code of Ethics are an expression of the employer's power to issue provisions for the execution and discipline of work (*ex art. 2104 of the Italian Civil Code*), failure to comply with them constitutes a breach of the obligations arising from the employment relationship and a disciplinary offence (*ex art. 2106 of the Italian Civil Code*), in addition to liability for compensation for any damage caused to the Company.


The disciplinary procedure will then be marked by the following steps:

- dispute: the dispute of the fact(s) underlying the charge must be made in writing (by a means that attests to its receipt such as, for example, a letter delivered by hand, or a registered letter with return receipt, etc.);
- Justifications/counterclaims: within the time limit granted (minimum 5 working days) from the receipt of the complaint, the worker may (this is a mere faculty) make justifications and counterclaims in his defence, either verbally or in writing, personally or with the assistance of a trade union representative;
- imposition of the sanction: any disciplinary measure must be motivated and communicated to the worker in writing within 5 working days of the expiry of the deadline assigned to submit its justification. No account will be taken, to any effect, of disciplinary measures taken two years after their imposition.

The abstract penalties that can be imposed are as follows:

- verbal warning;
- written warning;
- fine, no more than four hours' basic salary;
- suspension from work and pay for a maximum of ten days;
- dismissal for failure.

² violations that must be understood in terms of transgression (supported by conscience and voluntariness of conduct) of the prohibitions (imperative) to carry out certain actions in contempt of the objectives of preventing the commission of the offences set out in the Model and the Code of Ethics (e.g., promise and/or giving money to a Public Official to obtain favours) and, likewise, in terms of transgression for failure to comply with the obligations of conduct aimed at the same objectives of preventing the commission of the offences set out in the Model and/or the Code of Ethics;

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Also for the purposes of art. 7, paragraph 1, of the "Workers' Statute", the Company publishes the entire Chapter 9 of the General Section of this Model, as a supplement to the existing company disciplinary code, by posting it on the Company notice board(s) accessible to all workers, as well as on the company *intranet*, or with equivalent means and instruments.

Competence to exercise disciplinary action against the Company's employees (non-executives), also for the purposes of the Decree, lies with the company function responsible for this; the SB may (and must) promptly inform the competent company function of any facts constituting a "disciplinary offence" of which it has become aware in the performance of its duties.

The system of sanctions is subject to constant verification and evaluation by the Supervisory Body and the Head of the function delegated to manage Human Resources, the latter remaining responsible for the concrete application of the disciplinary measures outlined herein, if necessary on the report of the Supervisory Body and after hearing the hierarchical superior of the perpetrator of the censored conduct.

Please note that they may always be subject to specific disciplinary proceedings:

- failure to respond to the information requests made by the SB as part of the reporting and management of information flows to and from the SB;
- the carrying out of discriminatory and/or retaliatory acts of any kind against those who have reported offences/irregularities of which they have become aware in the course of their duties under the whistleblowing regulations;
- the violation of the duties of confidentiality of the identity of the whistleblower of crimes/irregularities of which the whistleblower has become aware in the course of his or her duties under the whistleblowing regulations;
- reports of offences/irregularities made in bad faith with intent or gross negligence and then revealed to be unfounded.

With reference to the disciplinary system applied to Company employees, reference should be made to the more detailed information provided in the annex to this Model "*Definition and imposition of disciplinary sanctions*".

9.3 Disciplinary sanctions against managers


With regard to managers (including in particular top management), although an a priori *ad hoc* disciplinary system is not available, the Company - in compliance with the recently acknowledged applicability of art. 7 of the "*Workers' Statute*" - has decided to extend the above sanctioning model provided for other employees, with the marginal adjustments determined by the particular nature of the management relationship³.

Thus - without prejudice to any action for damages - the sanctions applicable to the Company's managers, based on the criteria already mentioned in the previous paragraphs, are identified in the following:

- verbal reprimand;
- written warning;
- fine not exceeding 10 hours' pay;
- suspension from service and pay not exceeding 15 days;
- termination of employment.

The second and third paragraphs of Art. 7 of the "Workers' Statute" shall apply to the challenge and imposition of the sanctions indicated above, in compliance with the criteria of progressiveness and proportionality of the sanctions in general provided for *in paragraph* 9.1 above.

³ it is worth mentioning the applicability and validity of the CONFAPI Federmanager C.C.N.L. for Executives and Senior Executives of small and medium industrial companies (*pro tempore in force*), this collective agreement does not, however, provide for disciplinary sanctions related to shortcomings in the employment relationship, to be borrowed for the purposes set out in the Model for the purposes of the Decree;

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This system of sanctions for managers is also made known by posting it on the Company's notice board(s) and/or by publication on the Company *intranet*.

The competence to exercise disciplinary action against those who hold a managerial position lies, also for the purposes of the Decree, with the company function responsible for this.

The SB may (and must) promptly inform the competent company department of any facts constituting a "disciplinary offence" of which it has become aware in the performance of its duties.

Please note that they may always be subject to specific disciplinary proceedings:

- the failure to respond to the information requests made by the SB as part of its reporting and flow management activities;
- the committing of discriminatory and/or retaliatory acts of any kind against those who have reported offences/irregularities of which they have become aware in the course of their duties under the so-called whistleblowing regulations;
- violation of the duties of confidentiality of the identity of the whistleblower of crimes/irregularities that have come to their knowledge within the scope of the functions carried out pursuant to the so-called whistleblowing regulations (see Section 9.8 of this General Section *below*);
- reports of offences/irregularities made in bad faith with intent or gross negligence and then revealed to be unfounded (see Chapter 9.8 of this General Section *below*).

9.4 Measures/remediments against the Directors

In compliance with art. 6-2nd paragraph letter e) of the Decree - apart from the possible exercise (always available) of the action for damages - the measures (with the express purpose of sanctions) against the Company's Directors, based on the criteria already mentioned in the previous paragraphs, are identified in the following:

- censorship/ formal complaint;
- monetary measure, from a minimum of 10% to a maximum of 50% of the emolument recognized on an annual basis, if received, or from a minimum of 5 to a maximum of 20 times the sum equal to the attendance fee, to be devolved to a special fund for the training of Company personnel;
- revocation of operational proxies, in particular, those whose (in)fulfillment is (directly or indirectly) related to the violation actually ascertained;
- dismissal from office.

With the formal adoption of the Model by the Shareholders' Meeting, the Director of the Company has definitively acknowledged and fully counted also the penalty system of which they are Recipients for the purposes of the Decree; however, the Company may renew the dissemination of the contents of this paragraph, in a manner that guarantees maximum knowledge and accessibility by everyone and will apply the measures in compliance with the principle of contradiction with the offender, in accordance with the criteria of progressiveness and proportionality of sanctions in general provided for above.


The competence to apply the measures against the Director of the Company lies with him:

- for the "censorship", the "pecuniary measure" and the "revocation of proxies" at the Shareholders' Meeting;
- for the "revocation" to the Shareholders' Meeting; to this end, the SB and the Board of Statutory Auditors may formally request that the Shareholders' Meeting be convened, placing on the agenda the opening of the sanction proceedings against the Director against whom the violation/infringement has been ascertained liable to be sanctioned within the terms indicated above.

In both cases, if it is found that the charge is not manifestly unfounded, the competent Body shall assign the Director a reasonable period of time to defend himself, at the outcome of which he may decide on the sanction deemed most appropriate.

The measure of "revocation from office" will in any case be applied in accordance with the combined provisions of Articles 2475 and 2383 of the Italian Civil Code.

Please note that they may always be subject to specific disciplinary proceedings:

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- failure to respond to the information requests made by the SB *as* part of the reporting and management of information flows to and from the SB (see Chapter 8.2 of this General Section);
- the committing of discriminatory and/or retaliatory acts of any kind against those who have reported crimes/irregularities of which they have become aware in the course of their duties under the whistleblowing regulations (see Section 9.8 of this General Section *below*);
- violation of the duties of confidentiality of the identity of the whistleblower of crimes/irregularities that have come to their knowledge in the course of their duties under the whistleblowing regulations (see Chapter 9.8 of this General Section *below*);
- reports of offences/irregularities made in bad faith with intent or gross negligence and then revealed to be unfounded (see Chapter 9.8 of this General Section *below*).

9.5 Measures against parasubordinate workers

It should be noted that the Company has deemed it appropriate to indicate these subjects among the Recipients of the Model, with a view to their potential presence within the Company.

In fact, considering the broad definition of the subjects subject (as per art. 5, letter b, of the Decree), it can be argued that the Legislator intended to extend the operation of the legislation in question to a broader scope than that of personnel legally linked to the entity by a mere employment relationship *pursuant to* art. 2094 of the Italian Civil Code. It is therefore prudentially considered that the Recipients of the Model and the Code of Ethics also include "parasubordinate" workers (see art. 409, no. 3 of the Italian Civil Code.) who, being involved in company processes, operate (continuously and physically) in the places where the Company is available, or who, by virtue of coordination with the company organisation (which, together with their personality and continuity, characterises this type of relationship), are subjects (even if only in an attenuated or occasional form) to the organisation of their work activity and/or to the control of the Company.

However, since it is not possible to extend to these subjects - due to the different nature of the legal relationship held - the Disciplinary System provided for employees in the proper sense of the term (see paragraph 9.2 *above*), it is necessary to introduce a system of measures that can be adopted in the event of violations of the Model and/or the Code of Ethics by these subjects, which, while respecting the general criteria identified above (among others, contradictory and proportional sanctions), do not conflict with the characteristics of these collaborators.

Therefore - apart from the action for liability for damages - the measures applicable to parasubordinate workers actively and structurally included in the company organisation, for any violations of the provisions contained in the Model and/or the Code of Ethics (and related company documents) committed by them, are conventionally identified in the following:


- censorship/ formal complaint;
- application of conventional penalties, from a minimum of 10% to a maximum of 50% of the agreed annual fee;
- forfeiture of any compensation provided for any incentive or reward;
- suspension of the assignment and compensation for a maximum of 6 months;
- early termination of the contract.

The Company will provide for adequate disclosure of this penalty provision for the aforesaid parasubordinate workers, in a manner that guarantees the maximum knowledge and accessibility to each of them. In particular and at least,

- when entering the company, the Company will provide the parasubordinate worker with a copy of the Model and the Code of Ethics (or will fulfil this obligation in alternative but equally effective ways);
- the worker will then sign a special declaration acknowledging that he or she has read the said documents and, in any case, that he or she is fully aware of and accepts their contents, with the consequent commitment to observe them in the performance of his or her activity.

Competence for the application of the above measures in respect of parasubordinate workers rests with the company function responsible, which will apply them in accordance with the principle of contradiction with the offender and the criteria of progressiveness and proportionality of penalties, as generally laid down *in* paragraph 9.1 above.

The exercise - aimed at the application of the above measures - can (and must) also be promoted by the SB, promptly informing the competent company function of any violations of the Model and/or the Code of

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Ethics, by the aforementioned para-subordinate workers, of which the SB has become aware in carrying out and due to its functions.

Please note that they will always be subject to specific disciplinary proceedings:

- failure to respond to the information requests made by the SB *as* part of the reporting and management of information flows to and from the SB (see Chapter 8.2 of this General Section);
- the committing of discriminatory and/or retaliatory acts of any kind against those who have reported crimes/irregularities of which they have become aware in the course of their duties under the whistleblowing regulations (see Section 9.8 of this General Section *below*);
- violation of the duties of confidentiality of the identity of the whistleblower of crimes/irregularities that have come to their knowledge in the course of their duties under the whistleblowing regulations (see Section 9.8 of this General Section *below*);
- reports of offences/irregularities made in bad faith with intent or gross negligence and then revealed to be unfounded (see Section 9.8 of this General Section *below*).

9.6 Measures in respect of administered/detached workers

It is prudently considered appropriate to include among the Recipients of the Model and of the Code of Ethics also those personnel who, although linked by a subordinate employment relationship with third parties, are permanently included in the organisation and work under the direction and control of the Company.

These subjects include "administered" workers (see art. 30 and following Legislative Decree no. 81/2015) and "posted" workers (see art. 30 Legislative Decree no. 276/2003).

Since it is not possible to extend even to them - in relation to whom the disciplinary power remains with the original employer - the system of sanctions provided for employees in the proper sense (see paragraph 9.2 *above*), it is necessary to introduce a system of measures that can be adopted in the event of violations of the Model and/or the Code of Ethics which, while respecting the general principles identified in the previous paragraphs, do not conflict with the characteristics of these workers.

Therefore - apart from the action for damages - the Company may enter into specific agreements with the supply agency and the posting employer which will provide, among other things and expressly, the activation of the exercise of their disciplinary power against the worker administered or posted, in the event of non-compliance with the provisions of the Model and the Code of Ethics (as well as those contained in related company documents) and at the simple request of the Company.


The disciplinary *procedure* and sanctions that can be imposed will be those provided for in the collective source applied by the original employer.

In any case, at the time of his insertion into the Company'... :

- the administering agency or the posting agent must inform the worker of the existence of the Model and the Code of Ethics;
- the worker will receive a copy of the Model and the Code of Ethics (or will be put in a position to know the said documents in alternative but equally effective ways) and will then sign a special declaration acknowledging that he or she has read the said documents and, in any case, that he or she is fully aware of and accepts their contents, with the consequent commitment to observe them in the performance of his or her activity.

Please note that they may always be subject to specific disciplinary proceedings:

- failure to respond to the information requests made by the SB *as* part of the reporting and management of information flows to and from the SB (see Chapter 8.2 of this General Section);
- the committing of discriminatory and/or retaliatory acts of any kind against those who have reported crimes/irregularities of which they have become aware in the course of their duties under the whistleblowing regulations (see Section 9.8 of this General Section *below*);
- violation of the duties of confidentiality of the identity of the whistleblower of crimes/irregularities that have come to their knowledge in the course of their duties under the whistleblowing regulations (see Section 9.8 of this General Section *below*);
- reports of offences/irregularities made in bad faith with intent or gross negligence and then revealed to be unfounded (see Section 9.8 of this General Section *below*).

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9.7 Measures against members of the Board of Statutory Auditors

In compliance with art. 6, paragraph II, letter e) of the Decree - apart from the possible exercise of liability for damages - any measures applicable to the members of the Board of Statutory Auditors, according to the criteria set out in the previous paragraphs, are identified as follows:

- censorship/ formal complaint;
- revocation of the office if the legal conditions provided for by Article 2400 of the Italian Civil Code are met.

Upon notification of any violation of the provisions and rules of conduct contained in the Model and in the Code of Ethics (or in related company documents) by a member of the Board of Statutory Auditors, the SB, where it has first or only counted them, must promptly inform the Board of Statutory Auditors and the Administrative Body.

The competence to impose sanctions on the Statutory Auditors lies with the Shareholders' Meeting, in compliance with the contradictory procedure, as well as the criteria of progressiveness and proportionality of the sanctions, as generally provided for in Section 9.1.

The Company shall ensure adequate disclosure of this penalty system for Statutory Auditors, in a manner that guarantees that each of them is known and accessible.

9.8 Measures against whistleblowers and those who make intentional or grossly negligent reports that prove to be unfounded.

In implementation of the provisions of art. 6 of the Decree, as amended by Law no. 30.11.2017. 179 '*Provisions for the protection of the perpetrators of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship*', the Company ensures full confidentiality and protection for all top management and subordinates who make detailed reports of illegal conduct relevant under the Decree and based on precise and consistent facts, or reports of violations of this Organisational Model and related Code of Ethics of which they have become aware by reason of the functions performed.

The methods of compliance with the regulations in question are those indicated below and which will then be the subject of specific information and training activities for all employees who will be made aware of the channels and methods for making the reports required by the regulations.


First of all, it should be noted that any reports from the persons indicated in Article 5, paragraph 1, letters a) and b) of Legislative Decree 231/01, provided that they are substantiated by unlawful conduct and based on precise and consistent factual elements, and any violations of the Organisational Model and related Code of Ethics of which the aforesaid persons have become aware by reason of the functions performed must reach the Supervisory Body, according to the channels that will be identified for this purpose.

The Company guarantees, in any case, the maximum protection to whistleblowers against any conduct of a retaliatory and/or discriminatory nature directly and/or indirectly related to the report; in particular, it will always be forbidden to issue disciplinary sanctions or any other measure having an effect on working conditions, either directly or indirectly related to the report.

Specifically, the Company, with its own disciplinary system, within the terms set out above, ensures the effectiveness of its whistleblowing compliance system by expressly providing for the application of disciplinary sanctions against those who, for whatever reason, perform discriminatory and/or retaliatory acts of any kind against the whistleblower or violate the duties of confidentiality of the identity of the whistleblower, as well as against whistleblowers who make reports in bad faith with intent or gross negligence that prove to be unfounded.

Moreover, it should be noted that the adoption of discriminatory measures against persons who have made reports may be the subject of a complaint to the National Labour Inspectorate by the same reporter or by the trade union organization indicated by the same, as provided for by Article 6, paragraph 2-ter of Legislative Decree 231/01; furthermore, any retaliatory and/or discriminatory measures - such as, for example, dismissal or change of duties - must be considered legally null and void, in compliance with the provisions of Article 6, paragraph 2-ter of Legislative Decree 231/01.

The Company will identify a specific channel dedicated to transmit the reports made in the manner deemed most appropriate in relation to the objectives of social ethics policy, also creating an alternative reporting

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channel with computerized methods that guarantee the confidentiality of the identity of the reporter by means of special tools and/or computer remedies capable of preventing the abusive and indiscriminate disclosure of the report received outside of the persons specifically and preventively appointed to deal with its contents. In any case, specific information will be provided to all workers and company personnel in order to enable all the persons provided for in Article 5 letters a) and b) of Legislative Decree 231/01 to submit, at any time, in the manner identified, the reports provided for by the law, in accordance with the procedures set out in Article 5 letters a) and b) of Legislative Decree 231/01.

ative to protect the integrity of the entity under a regime of confidentiality and prohibition of retaliatory and/or discriminatory acts.

In order to define in detail the methods of implementation of the regulations in question, the Company adopts a specific service order for the activity of receiving, examining and evaluating reports on offences/irregularities in implementation of the whistleblowing regulations, also defining the tasks and powers of the persons, other than the SB, involved in the phases following the report.

9.9 Measures against Consultants, Partners and Third Parties

With reference to conduct in violation of the Code of Ethics by Consultants, Partners and other Third Parties, assuming the inapplicability of the disciplinary systems against the same, the Company may resort to specific express termination clauses, pursuant to Article 1456 of the Italian Civil Code, specifically referring to compliance with the principles and rules of conduct of the Code of Ethics.

10 ANNEXES

10.1 Special Part "A"

It can be traced back to the type of offence envisaged by Article 25-ter, i.e. in relation to corporate offences, to those envisaged by Articles 24 and 25, i.e. offences that can be committed in relations with the Public Administration, to offences relating to accounting and financial movements and, in particular, to those envisaged by Articles 25-octies and 25-quinquiesdecies of the Decree, as well as offences of an IT nature.

10.2 Special Part "B"

It is addressed to the types of crime referable to Article 25-septies, i.e. relating to crimes of manslaughter and serious or very serious negligent injury committed in violation of the accident prevention and hygiene protection regulations.

10.3 Special Part "C"

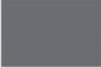
It is addressed to the types of offences referable to art. 25-undecies, i.e. relating to offences committed in violation of environmental protection regulations.

10.4 IDENTIFICATION, ANALYSIS AND COMMENTARY OF THE OFFENCES PROVIDED FOR BY D. LGS. 231/01

For the regulatory description of the types of offences envisaged by Legislative Decree 231/01, please refer to the attached document.

10.1 CODE OF CONDUCT

Please refer to the specific document attached.

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Organisation, Management and Control Model

SPECIAL PART "C"
On environmental protection
(art. 25 - undecies Legislative Decree 231/01)

Document status

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Document Approvals

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1 PREMISE


Article 25 - undecies of Legislative Decree 231/01 has introduced the environmental crimes summarised in the table below, which also defines the relevance of the activity carried out by Techbau S.p.a., among the criminal offences that may involve an administrative liability of the legal person.

Regulatory Reference	Specifically	Detail	Significance for the purposes of TECHBAU S.p.a. business
Art. 727-bis penal code	Killing, destruction, capture, taking, possession of specimens of protected wild animal or plant species	-	NOT RELEVANT
Art. 733-bis penal code	Destruction or deterioration of habitats within a protected site	-	RELEVANT
Art.137, D.Lgs. 3rd April 2006, n. 152	Activities related to any type of waste water discharged from buildings or plants where commercial activities or production of goods are carried out, other than domestic waste water (from residential settlements) and run-off rainwater	Exceeding legal limits on the discharge of industrial waste water containing hazardous substances Discharge of industrial waste water containing dangerous substances without authorisation or exceeding the limits of the authorisation Failure to comply with discharge prohibitions	RELEVANT
Art.256, D.Lgs. 3rd April 2006, n. 152	Unauthorised waste management activities	Collection, transport, recovery, disposal, trade and brokerage of waste in absence of required permit, registration or communication Waste management without a permit Infringement of the requirements contained in the authorisations Mixing of hazardous waste, and temporary storage of hazardous medical waste in violation of the rules laid down in Presidential Decree 254/2003.	RELEVANT

Regulatory Reference	Specifically	Detail	Significance for the purposes of TECHBAU S.p.a. business
Art.257, D.Lgs. 3rd April 2006, n. 152	Site remediation	<p>Pollution of soil, subsoil or water, with any type of pipeline (omitted or active) if concentrations of pollutants in the environmental matrix exceed risk threshold levels (CSC, Threshold Concentrations)</p> <p>Failure to clean up</p> <p>Failure to report pollution</p>	RELEVANT
Art.258, Legislative Decree no. 152 of 3rd April 2006.	Breach of reporting obligations, compulsory registers and forms	Falsification of waste analysis certificates concerning the nature, composition or chemical-physical characteristics of waste. Those who use a certificate forged by others are also liable for the same offence.	RELEVANT
Art.259, Legislative Decree no. 152 of 3rd April 2006.	Illegal trafficking of waste	Any shipment of waste in breach of the obligations imposed by Community legislation (obligations to ensure traceability of waste and its proper management, e.g. destination to authorised installations, provision for controls for environmental and health reasons, etc.).	RELEVANT
Art.260, Legislative Decree no. 152 of 3rd April 2006.	Activities organised for illicit trafficking in waste	<p>Setting up means and ongoing activities organised with the aim of achieving an unfair profit. E.g. transfer, receipt, transport, export and import of waste.</p> <p>Misuse (in the absence of the necessary permit) of a large amount of waste.</p> <p>Total absence of a permit measure; management on the basis of an expired permit or for types of waste other than those covered by a valid permit.</p> <p>The large amount of waste mentioned should be referred to all the multiple operations carried out, which may individually be small.</p>	NOT RELEVANT

Regulatory Reference	Specifically	Detail	Significance for the purposes of TECHBAU S.p.a. business
Art.260-bis, Legislative Decree no. 152 of 3rd April 2006.	Computerised waste traceability control system (SISTRI)	<p>Pipelines suitable to affect the traceability system. In particular:</p> <ul style="list-style-type: none"> the falsification of a waste analysis certificate and its use in the Sistri; the inclusion of a false certificate in the data to be provided to the Sistri computer system; the transport of hazardous waste not accompanied by a paper copy of the Sistri sheet and, where necessary, a copy of the analytical certificate identifying the characteristics of the waste transported; the transport of waste, hazardous or non-hazardous, accompanied by a Sistri card that has been fraudulently altered. 	RELEVANT
Art.279, Legislative Decree no. 152 of 3rd April 2006.	Emissions into the atmosphere	Emissions into the atmosphere, resulting from the operation of an establishment, which result in a breach (through negligence or wilful misconduct) of the limits imposed by law, by the permit obtained or by other requirements of the competent authority, where this also involves a breach of air quality limit values.	RELEVANT
Articles 1 and 2, Law No. 150 of February 7th, 1992	Trade (import, export, transport, transit, trade and holding) of endangered species	International trade in endangered animal and plant species in violation of Community provisions aimed at controlling trade in these species and establishing the conditions for their import, export or re-export and circulation within the European Union, in accordance with EC Regulation 338/1996. This offence concerns the species listed in Annex A of the Regulation and subsequent amendments, which concerns species already classified as endangered.	NOT RELEVANT

Regulatory Reference	Specifically	Detail	Significance for the purposes of TECHBAU S.p.a. business
Art. 3-bis, Law no. 150 of 7th February 1992	Alteration or falsification of permits or certificates issued for the import, export or re-export of animal and plant species covered by Regulation EC No. 338/97.	<p>Infringements of export and re-export certificates and permits which concern hypotheses:</p> <p>introduction or export and re-export without the required certificate or licence or with a false, falsified or invalid or altered certificate or licence and certificate;</p> <p>false declarations with a view to obtaining such licences or certificates;</p> <p>the use of forged, falsified, invalid or altered licences or certificates;</p> <p>omitted or false import notification;</p> <p>forgery or alteration of a licence or certificate.</p>	NOT RELEVANT
Art. 6, Law no. 150 of 7th February 1992	Detention of live specimens of animals and reptiles in the wild or from captive breeding that pose a danger to public health and safety.	Ministerial Decree of 19.4.1996 (issued by the Ministry of the Environment, in agreement with the Ministers of the Interior, Health and Agricultural, Food and Forestry Resources) indicating the list of animal species that may constitute a danger to public health and safety and whose keeping is prohibited.	NOT RELEVANT
Art. 3, Law no. 549 of 28th December 1993	Measures to protect stratospheric ozone and the environment	<p>Violation of the rules imposed to protect the stratospheric ozone and the environment by the harmful substances expressly listed in the annexes to the Law.</p> <p>The offence punishes those who violate the rules for the production, consumption, export, possession and marketing of the listed stratospheric ozone depleting substances.</p>	RELEVANT
Articles 8 and 9, Legislative Decree no. 202 of November 6th, 2007.	Malicious and negligent pollution in violation of the DIR. 2005/35/EC on ship-source pollution	Spillage of polluting substances into the sea or cause them to spill into the sea. The prohibition of spills covers inland waters, including ports, territorial waters, straits used for international navigation and subject to the regime of transit passage, the high seas.	NOT RELEVANT


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The article mentioned above states that:

1. In relation to the commission of the crimes provided for in the **Criminal Code**, the following monetary sanctions are applied to the company:
 - a. for the violation of article 727-bis the monetary sanction up to two hundred and fifty shares;
 - b. for the violation of article 733-bis the pecuniary sanction from one hundred and fifty to two hundred and fifty shares.

2. In relation to the commission of the offences provided for by **Legislative Decree no. 152 of 3 April 2006**, the following monetary sanctions are applied to the company:
 - a. for the offences referred to in Article 137:
 - 1) for the violation of paragraphs 3, 5, first sentence, and 13, the pecuniary sanction from one hundred and fifty to two hundred and fifty shares;
 - 2) for the breach of paragraphs 2, 5, second sentence, and 11, the financial penalty from two hundred to three hundred shares.
 - b. for the offences referred to in Article 256:
 - 1) for the breach of paragraphs 1(a) and 6, first sentence, a fine of up to two hundred and fifty shares;
 - 2) for the violation of paragraphs 1, letter b), 3, first sentence, and 5, the pecuniary sanction from one hundred and fifty to two hundred and fifty shares;
 - 3) for the violation of paragraph 3, second period, the pecuniary sanction from two hundred to three hundred shares;
 - c. for the offences referred to in Article 257:
 - 1) for the violation of paragraph 1, the monetary sanction up to two hundred and fifty shares;
 - 2) for the violation of paragraph 2, the pecuniary sanction from one hundred and fifty to two hundred and fifty shares;
 - d. for the violation of article 258, paragraph 4, second sentence, the monetary sanction from one hundred and fifty to two hundred and fifty shares;
 - e. for the violation of article 259, paragraph 1, the monetary sanction from one hundred and fifty to two hundred and fifty shares;
 - f. for the offence referred to in article 260, the monetary sanction from three hundred to five hundred shares in the case referred to in paragraph 1 and from four hundred to eight hundred shares in the case referred to in paragraph 2;
 - g. for breach of article 260-bis, monetary sanctions from one hundred and fifty to two hundred and fifty shares in the case referred to in paragraphs 6, 7, second and third sentence, and 8, first sentence, and monetary sanctions from two hundred to three hundred shares in the case referred to in paragraph 8, second sentence;
 - h. for violation of article 279, paragraph 5, monetary sanctions of up to two hundred and fifty shares.

3. In relation to the commission of the crimes provided for by Law no. 150 of 7 February 1992, the following monetary sanctions are applied to the company:
 - a. for violation of articles 1, paragraph 1, 2, paragraphs 1 and 2, and 6, paragraph 4, monetary sanctions up to two hundred and fifty shares;
 - b. for violation of article 1, paragraph 2, the monetary sanction from one hundred and fifty to two hundred and fifty shares;
 - c. for the offences of the Criminal Code referred to in Article 3-bis, paragraph 1, of the same Law no. 150 of 1992, respectively:
 - 1) monetary sanctions of up to two hundred and fifty shares, in the case of the commission of crimes for which a maximum of one year's imprisonment is envisaged;
 - 2) the monetary sanction from one hundred and fifty to two hundred and fifty shares, in the case of the commission of crimes for which a maximum of two years' imprisonment is foreseen;
 - 3) the monetary sanction from two hundred to three hundred shares, in the case of the commission of crimes for which a maximum of three years' imprisonment is foreseen;
 - 4) the monetary sanction from three hundred to five hundred shares, in the case of the

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commission of crimes for which a maximum penalty of more than three years' imprisonment is foreseen.


4. In relation to the commission of the offences referred to in article 3, paragraph 6, of law no. 549 of 28 December 1993, the company is subject to monetary sanctions ranging from one hundred and fifty to two hundred and fifty shares.
5. In relation to the commission of the offences provided for by Legislative Decree no. 202 of 6 November 2007, the following monetary sanctions are applied to the company:
 - a. for the offence referred to in article 9, paragraph 1, monetary sanctions of up to two hundred and fifty shares;
 - b. for the offences referred to in articles 8, paragraph 1, and 9, paragraph 2, monetary sanctions from one hundred and fifty to two hundred and fifty shares;
 - c. for the offence referred to in article 8, paragraph 2, the monetary sanction from two hundred to three hundred shares.
6. The sanctions provided for in paragraph 2, letter b), are reduced by half in the case of commission of the offence provided for in article 256, paragraph 4, of Legislative Decree no. 152 of 3 April 2006.
7. In cases of conviction for the crimes indicated in paragraph 2, letters a), no. 2), b), no. 3), and f), and paragraph 5, letters b) and c), the disqualification sanctions provided for in Article 9, paragraph 2, of Legislative Decree no. 231 of 8 June 2001 are applied for a period not exceeding six months.
8. If the entity or one of its organisational units are permanently used for the sole or prevailing purpose of allowing or facilitating the commission of the offences referred to in Article 260 of Legislative Decree no. 152 of 3 April 2006 and Article 8 of Legislative Decree no. 202 of 6 November 2007, the sanction of definitive disqualification from carrying out the activity pursuant to Article 16, paragraph 3, of Legislative Decree no. 231 of 8 June 2001 shall apply.

The Model of organisation and management suitable to have an effective exemption from the administrative liability of legal persons in the event of the commission of the environmental crimes described above must be adopted and effectively implemented by ensuring a company system for the fulfilment of all related legal obligations:

- compliance with the technical-structural standards of law relating to equipment, plants, workplaces, chemical, physical, biological agents;
- to the activities evaluation of the relevant environmental aspects, the consequent identification of the risks for the environment and the preparation of the consequent prevention and protection measures;
- activities of an organisational nature, such as emergencies, emergency response, procurement management, regular security meetings, stakeholder consultations;
- to environmental monitoring activities;
- information and training activities for workers;
- supervisory activities with regard to compliance with procedures and instructions in respect of environmental conditions;
- to the acquisition of documentation and certification required by law;
- regular checks on the application and effectiveness of the procedures adopted.

Techbau S.p.a. sensitive to the need to ensure conditions of fairness and transparency in the conduct of business activities with regard to aspects relating to environmental protection, has considered the drafting of this special section that is an integral part of the organization and management model adopted by the company to be in accordance with its corporate policy.

The company's management system for the protection of the environment was then closely monitored and specific procedures were adopted to regulate the main aspects of the legislation.

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In order to ensure conditions of effectiveness and efficiency of the model outlined in this section, a suitable system of documentation and recording of the activities carried out has been set up, as well as a precise control system for verifying the correct functioning of the system.

2 ENVIRONMENTAL PROTECTION POLICY

Techbau S.p.a. is committed to pursuing environmental protection objectives as an integral part of its activity and as a strategic commitment to the company's more general aims. The company is committed to ensuring that all workers are trained, informed and sensitized in order to carry out their duties in respect of the environment and the laws governing respect.

In order to achieve these objectives, it is in the primary interest of Techbau S.p.a. that all company functions, according to their own attributions and competences, achieve a good awareness of how much their activities may affect the environment.

Techbau S.p.a. is committed to spreading and consolidating an "environmental" culture, developing awareness of sensitive activities, relevant environmental aspects and compliance with regulations, as well as promoting responsible behaviour on the part of all Recipients.

In carrying out all operations relating to environmental protection, both corporate bodies and employees must be familiar with and comply with the system of rules and procedures contained in the model and the general principles of conduct set out in the Code of Ethics, as well as any company provisions that affect the matter in question.

The Company has adopted a Code of Ethics which it has delivered and delivers to each new employee together with the employment contract and undertakes to disseminate it to all recipients of the Model.

The pursuit of the aims set out in the Organisation and Management Model is ensured by the adoption of a suitable disciplinary system fully regulated in the general part.

3 IDENTIFICATION OF AREAS OF ACTIVITY

Techbau S.p.a. has the following locations of activity:

1. the central office where all bureaucratic administrative functions are carried out and the management is located;
2. construction site offices located near the construction sites, which can also be used as construction site accounting offices as required.

4 COMPANY'S ORGANISATIONAL STRUCTURE IN TERMS OF ENVIRONMENTAL PROTECTION

Techbau S.p.a.'s corporate safeguard management system, due to the nature and size of the organization and the type of decentralized activity in the territory, provides for an articulation of functions aimed at guaranteeing the technical skills of the subjects with the necessary powers to carry out their duties.

In particular, the company, through an effective system of delegation and attribution of tasks as well as through the direct involvement of workers and all institutional subjects, aims to create a coordinated system of cooperation between the various functions as a fundamental element for the implementation of the company policy of prevention and environmental protection.

The organizational structure of Techbau S.p.a. is represented in the document called "ORGANIGRAMMA", to which reference should be made for details.

Each person who plays an institutional role in environmental protection activities is called upon to perform the functions described in the company's job description, which is referred to herein in all its parts.

5 SENSITIVE PROCESSES: procedures and control systems

The identification of sensitive processes relevant to the potential commission of the offences indicated in Article 25 - undecies of Legislative Decree 231/01 are indicated in the diagram below.


For each sector of activity potentially at risk, the company has developed a specific procedure aimed at ensuring the traceability and documentability of the phases in which each operation takes place.

Below are the actions and protocols adopted by Techbau S.p.a. to ensure compliance with all the requirements of current regulations.

Equipment	<p>In order to meet the requirements of resistance, suitability, maintenance and efficiency, Techbau S.p.a. uses CE marked equipment with the relative use and maintenance booklets supplied by the manufacturer. Where such booklets are not available, specific instructions for the use and maintenance of the equipment have been drawn up.</p> <p>A specific procedure has been set up for the control and maintenance of the tools with control cards for the interventions of malfunctions and maintenance.</p>
Installations	<p>The compliance of the installations with the legal standards is guaranteed by:</p> <ul style="list-style-type: none"> - homologations - overhaul of plants and safety and environmental protection systems, documentation relating to the disposal of waste in accordance with the authorisations requested and to be requested, or renewed, or communicated to the competent authorities also by means of the management of the waste loading and unloading registers and by third party companies - documentation relating to the obtaining of fire prevention certificates and/or the fulfilment of requests by the bodies in charge of supervising risks and fires - documentation related to workplace safety
Places of work	<p>In order to comply with environmental protection in the workplace are provided:</p> <ul style="list-style-type: none"> - appropriate devices to combat any spills or environmental emergencies, identified in relation to the type and location of the worksites - suitable, durable and in accordance with the regulations in force, signs affixed in the appropriate places - supply contracts for environmental services (waste collection, transport and disposal) - supply contracts for environmental investigation, analysis and monitoring activities - regular workplace cleaning services

<p>Assessment of significant environmental aspects</p> <p>Identification of environmental risks</p>	<p>The main objective of the assessment of environmental aspects is the creation of a targeted business management system:</p> <ul style="list-style-type: none"> • to prevention • to the reduction • in control <p>possible risk factors for the environment.</p> <p>The assessment of significant environmental aspects allows the identification of possible environmental risks and, as the organisation's reference point for all parties involved in or participating in the various activities involving the environment, identifies:</p> <ul style="list-style-type: none"> - activities liable to be a source of risk to the environment under normal operating conditions - activities liable to be a source of risk to the environment in emergency conditions (e.g. in the event of fire) <p>In this document emerge those activities to which it is necessary to pay attention (in conditions of normal activity or in an emergency); each activity identified as "significant environmental aspect" corresponds to a method for risk control (procedures or instructions) or intervention in case of its manifestation (procedure in case of emergency).</p>
<p>Management of Environmental Emergencies</p>	<p>The application of the above mentioned procedures or working instructions aims, through the implementation of preventive measures, to minimize the probability of an undesired event occurring that, by changing the ordinary activity, leads the structure to an emergency situation.</p> <p>The management of environmental emergencies, on the other hand, aims to:</p> <ol style="list-style-type: none"> 1. minimize and/or contain the evolution of events by adopting suitable protection measures also through careful organization and management of the emergency 2. ensure the eventual evacuation of the premises where the emergency develops, minimising panic 3. maintain a high and permanent state of vigilance and attention through: <ul style="list-style-type: none"> ⇒ periodical drills ⇒ the update of the plan <p>The emergency interventions that can be implemented are outlined as follows:</p> <ul style="list-style-type: none"> - elimination of the origin of the event - rescue - buffer measure - eventual evacuation <p>These interventions can be carried out by the employees who are members of the fire and sanitary first intervention team.</p>
<p>Procurement management</p>	<p>To this end, a procedure has been drawn up defining the content of the documents that must be prepared in the case of contract work, providing the procedural indications for their preparation, in order to meet the regulatory requirements relating to Safety. With regard to the control of Subcontracts from the point of view of environmental protection, Techbau S.p.a. :</p> <ul style="list-style-type: none"> • communicates to subcontractors the need to operate in full compliance with environmental protection regulations, by including contractual constraints in the subcontracting contract; • communicates to subcontractors the need to accept their environmental protection policy • directly supervises the subcontractors' site activities through the constant presence of the site manager and the order assistants, the periodic checks of the RSPP and the Supervisory Body's representative

<p>Regular environmental management review meetings</p>	<p>Techbau S.p.a. convenes at least once a year a meeting for the review of management systems (Quality, Safety and Environment) during which the performance of the integrated management system is discussed, performance indicators are evaluated and objectives for the following year are set, the results of internal audits on sites and at the headquarters are analysed, as well as reports of any inspections carried out by external bodies (customers, clients or control bodies). The review meeting is formalized in minutes, shared with the resources involved.</p>
<p>Training, information, worker training</p>	<p>All employees are trained and informed about the working methods and risks inherent in the work phases they carry out, when hired and with an annual update. Employees in charge of the management of environmental emergencies (e.g. site managers) are informed periodically and are in possession of environmental emergency management procedures.</p>
<p>Acquisition of documentation and certification required by law</p>	<p>ELECTRICAL INSTALLATIONS:</p> <ul style="list-style-type: none"> ⇒ declaration of conformity with the rule of art ⇒ UNI and CEI and IMQ documentation on materials and components used ⇒ report on the installation of protective and shock absorbing devices and earthing devices ⇒ declaration of conformity ⇒ project <p>MACHINES:</p> <ul style="list-style-type: none"> ⇒ declaration of conformity of the machine/equipment ⇒ CE marking ⇒ user and maintenance manual <p>CHEMICAL BIOHAZARD:</p> <ul style="list-style-type: none"> ⇒ safety data sheet ⇒ labeling <p>DPI:</p> <ul style="list-style-type: none"> ⇒ CE marking ⇒ note
<p>Supervision of workers' compliance with work procedures and instructions and periodic checks on the application and effectiveness of the procedures adopted</p>	<p>Supervision of compliance with procedures and the correct application of work instructions and procedures by workers is carried out by the Employer, his delegates and the persons in charge in the exercise of the functions assigned to them.</p> <p>TECHBAU S.P.A. carries out a direct control on the workers' site activity through the constant presence of the site manager and the assistants to the job order, the periodic inspections of the Employer and his delegates, as well as through the periodical checks of the RSPP and the OdV Resp.</p> <p>Monitoring of the state of environmental safety is carried out involving the stakeholders and indicating any meetings if special needs should arise.</p> <p>Once a year, a meeting is held to review the environmental management system as required by current legislation (UNI EN ISO 14001).</p>
<p>Periodic review of the environmental system</p>	<p>Every year, the Management holds a meeting to evaluate the performance of the environmental management system, analyse the data collected and monitor their results. This meeting is attended, in addition to the Employer, by the RSPP, the Site Managers, the Managers of the main business process areas (Purchasing, Sales, Resource Management, Technical Management).</p>

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6 CONTROL SYSTEM: tasks and powers of the Supervisory Body

The management system for the environment prepared by Techbau S.p.a. The management system for the environment, highlighted in the previous diagram, provides for supervision by the body responsible for verifying the suitability and effectiveness of the model.

To this end they must be communicated to the OdV:

1. the minutes of all periodic meetings scheduled by the Company and of any further meetings on environmental management issues that may be necessary. To this end, any documentation deemed significant may be transmitted;
2. all information relating to particularly serious environmental accidents by the RSPP or RSG or the Site Manager;
3. any prescriptions given by environmental inspection bodies as well as any other significant measure coming from public bodies having tasks in environmental matters or from the Judicial Authority;
4. any information and/or communication deemed appropriate by the employer and the RSPP regarding the progress of environmental protection activities;
5. communications on disciplinary measures taken against employees who have behaved in a manner that does not comply with regulatory and company environmental protection provisions.

The Supervisory Body, in the exercise of its control activity, may have access at any time to all company documentation relating to environmental management and may carry out, if it deems it necessary, checks on compliance with procedures and operating instructions by the parties concerned.

Within the scope of its powers, it may, at its discretion, hold specific meetings with those responsible for managing the environment.


The Supervisory Body shall report to Techbau S.p.a. on a six-monthly basis on the assessments and activities carried out in relation to the verification of the implementation of the model with reference to the activities connected to the field of hygiene and safety at work.

For anything not expressly regulated, please refer to the "Supervisory Body" chapter of the general part of the Model.

7 CHANGES TO THE ORGANISATION AND MANAGEMENT MODEL

The Model must be reviewed and, if necessary, modified if significant violations of the regulations relating to environmental management are ascertained, or in the event of significant changes in the company organisation and in the activity carried out by Techbau S.p.a. in relation to scientific and technological progress.

With regard to the procedures for amending the Model, please refer to the General Section.

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Organisation, Management and Control Model

DEFINITION AND IMPOSITION OF DISCIPLINARY SANCTIONS

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1. Type of measures

Without prejudice to the preventive contestation and the procedures provided for by art. 7 of Law 20/05/70 no. 300, infringements may be punished, depending on their seriousness, with the following disciplinary measures:

- a) verbal reprimand;
- b) written reprimand;
- c) fine up to a maximum of 3 hours' pay;
- d) with suspension for a maximum of 3 days;
- e) with dismissal pursuant to points 2 and 3 of Article 100 of the C.C.N.L. (Dismissal for failure).

2. Disciplinary measures (art. 99 CCNL Construction)

2.1 Cases of application

Warnings, fines, suspensions will be imposed on the worker who:

- a) you leave your job for no good reason;
- b) does not show up for work or is late without good reason;
- c) delay the start of work or suspend it or bring it forward;
- d) do not carry out the work according to your instructions or carry it out negligently;
- e) damage due to carelessness to workshop or processing material or concealed processing waste;
- f) is found asleep;
- g) introduce alcoholic beverages into the company's premises without regular permission;
- h) you show up or you're drunk;
- i) in any other way infringes the provisions of this contract of employment and the company's directives or is detrimental to discipline, morality, hygiene and safety at work.

The company is entitled to apply the fine when the worker:


- a) delay the start of work or suspend it or bring it to an early end;
- b) do not perform the work according to the instructions received;
- c) you leave your job for no good reason;
- d) is absent from work for no good reason;
- e) introduce alcoholic beverages without prior authorisation;
- f) is in a drunken state at the beginning or during work;
- g) violates the rules of conduct and procedures contained in the Organization and Management Model adopted by the company pursuant to Articles 6 and 7 of Legislative Decree 231/01 provided that they are not in conflict with the law and contractual provisions, as well as the rules contained in the internal regulations of the Guarantor for the protection of personal data of 1 March 2007, implementing Legislative Decree no. 196/03;
- h) infringes in any way the provisions of this contract or commits failures that are detrimental to the discipline of the yard.

2.2 Special cases

In the event of greater seriousness or repeated failure to comply with the abovementioned provisions, such that the details of the dismissal do not materialise, the company may apply the suspension, while in less serious cases it may proceed with verbal or written reprimand.

This is without prejudice to the provisions of art. 100 of the C.C.N.L. for dismissal without notice. For the purposes of recidivism, disciplinary measures not earlier than two years shall be taken into account.

Proceeds from fines and deductions that do not represent compensation for damages shall be paid to the CASSA EDILE di VERBANIA.

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3. Dismissal (art. 100 CCNL Construction)

3.1 Cases of application

Without prejudice to the scope of application of Law No 604 of 15 July 1966, as amended by Article 18 of Law No 300 of 20 May 1970 and Law No 108 of 11 May 1990, the company may dismiss the employee:

1. for staff reduction;
2. for justified reason, with notice, pursuant to Article 3 of Law No 604 of 15 July 1966, for a significant breach of contractual obligations or for reasons inherent in the production activity, the organisation of work and its proper functioning;
3. for just cause without notice, in cases which do not allow the employment relationship to continue even provisionally, such as, for example, those listed below:
 - a. insubordination or insults to superiors;
 - b. theft, fraud, voluntary damage or other crimes for which, due to their nature, the continuation of the employment relationship, even temporary, is incompatible;
 - c. any culpable act that may compromise the stability of the works, including provisional works, the safety of the worksite or the safety of personnel or the public, constitutes damage to the works, plants, equipment or materials;
 - d. theft of sketches, tools or other objects belonging to the client;
 - e. unjustified abandonment of the place by the caretaker or keeper of the warehouse or construction site;
 - f. workplace brawls or serious offenses against fellow workers;
 - g. unjustified absence referred to in Article 89;
 - h. recurred in any of the failures that resulted in two suspensions in the previous year;
 - i. serious or repeated violation of the rules of conduct and procedures contained in the organisation and management model adopted by the company pursuant to articles 6 and 7 of Legislative Decree 231/01, which are not in conflict with the law and contractual provisions.

3.2 *Special cases*

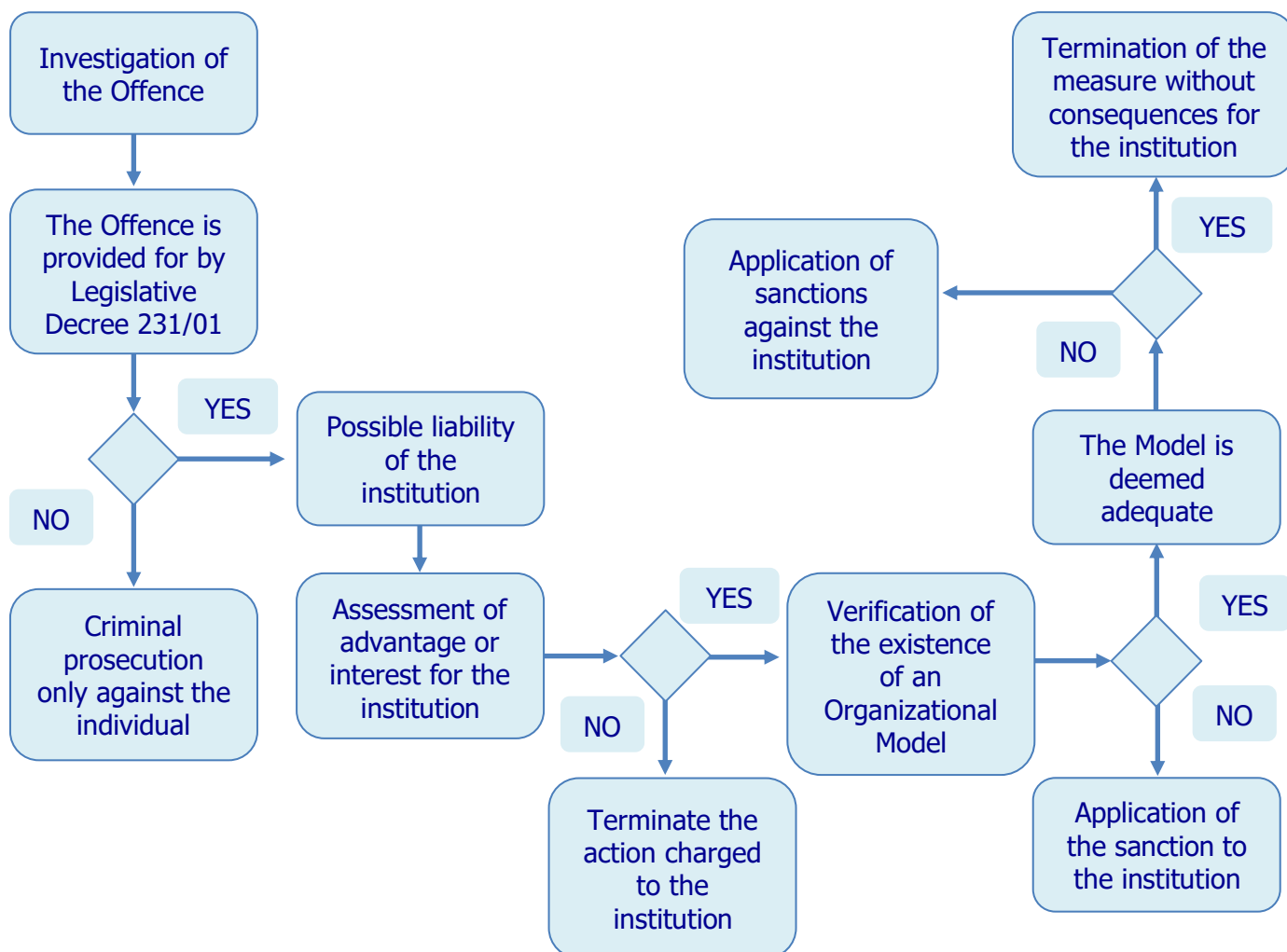
If the worker has committed one of the failures referred to in this point 3), the undertaking may order the precautionary, non-disciplinary suspension of the worker with immediate effect for a period not exceeding 10 days. If the company decides to proceed with the dismissal, it shall take effect from the moment the suspension is initiated.

In any case, the employee shall be liable to pay damages in accordance with the law.

4. Operating modes

Phase	Responsibility	Mode	Timing
Infringement Detection	Employer, Function Managers, Site Managers, OdV	Detailed description accompanied, where possible, by photographic and/or other evidence	-
Communication to the Employer	Who detected the infringement	Compilation of the specific model with precise description (date, time, place, method) accompanied, where possible, by photographic material	The communication must be made using the criteria of "Immediacy" or "Timeliness".
Assessment of the fact and definition of the possible measure	Employer	Evaluation of the model, interview with the staff involved	Immediately. Immediate is, however, compatible with the time interval required to ascertain the employee's conduct and to make appropriate assessments and determinations by the employer.
Objection to the subject of the infringement and request for adequate justification	Employer	Except in the case of a verbal reprimand, the complaint must be made in writing* with a precise description of the fact complained of and accompanied, where possible, by photographic material.	
Communication of justifications by the subject	Subject of the infringement	The communication must be made in writing	Within 5 days of receipt of the letter of objection from the employer. <i>N.B. Failure to provide any justification implies admission of responsibility of the subject</i>
Acceptance of justifications or NOT acceptance of justifications with Irrogation of the Disciplinary sanction	Employer	The communication must be made in writing with a detailed explanation, if applicable, of the reasons why the justifications were NOT considered adequate.	<p>Appropriate, after receipt of the subject's reply, with the necessary time for the evaluation of the justifications submitted.</p> <p>In the absence of a response from the subject, the imposition of the sanction cannot take place before 5 days from the communication of the debit.</p> <p>In the absence of a reply to the justifications submitted by the subject or the imposition of the sanction, the above justifications shall be deemed accepted.</p>

*** There is nothing in the law about how to deliver the letter of complaint.**



Document Approvals

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