

## Aesys S.p.A.

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# Organization, Management and Control Model

ex D. Lgs. 231/2001



**Headquarters:** Via Pastrengo 7c, 24068  
Seriate, Bergamo, Italy

**Registered office:** Via Artigiani 41, 24060  
Brusaporto, Bergamo, Italy

**T** +39 035 2924111

**F** +39 035 680030

**email:** [info@aesys.com](mailto:info@aesys.com)

**[www.aesys.com](http://www.aesys.com)**

# GENERAL

## 1. THE LEGISLATION

### 1.1 LEGISLATIVE DECREE 8 JUNE 2001 N. 231

Legislative Decree n. 231/2001, pursuant to article 11 of the law of 29 September 2000 n. 300, concerns the administrative responsibility of legal entities, companies and associations, even those without legal authority, by defining the general principles and the criteria of assignment.

The decree aims to harmonize domestic legislation on liability of legal entities with certain international conventions:

- 1) Brussels Convention of 26/07/95 on the protection of the financial interests of the European Community;
- 2) Convention of 26/05/97 on the fight against corruption of officials of the European Community or of the Member States;
- 3) OECD Convention of 17/12/97 on the fight against corruption of foreign public officials in economic and international transactions.

The Decree introduced a system of administrative responsibility into the Italian legal system (similar to criminal liability) against institutions (to be understood as companies, associations, consortia, etc.) for the offenses listed in the Decree and committed in their interest or benefit. The responsibility of the entity is added to that of the individuals, who has committed the offense materially.

Article. 5 of the aforementioned decree consider the entity responsible for the offense committed in its interest or to its advantage:

- a) by individuals who perform functions of representation, administration or management of an organizational unit with financial and functional autonomy, as well as by persons who exercise, even de facto, the management and control of the same <sup>1</sup>;
- b) by individuals who are subjected to the direction or supervision of one of the aforementioned subjects <sup>2</sup>.

The criteria of ascription administrative offense resulting from a crime have an alternative value and different meanings. The interest expressed is the purposeful direction of the criminal conduct of the individual, verifiable in an ex ante perspective ("upstream" of the event): the interest relates to the type of activity that is carried out and must, therefore, find a perfect incidence in the suitability of the conduct to cause a benefit to the Entity, without request that the utility be effectively achieved. The advantage is the material result of the criminal action and therefore assumes objective connotations can be achieved by the body, even when the individual has not acted in his interest and is therefore verifiable only ex post.

The inclusion within the predicate offenses of those relating to health and safety at work (Article 25 septies of Decree 231) and environmental crimes (Article 25 undecies), posed a problem of logical compatibility between will of the event, typical of culpable offenses, and the finalism underlying the concept of "interest" of the institution.

<sup>1</sup> For example, the individuals placed in higher positions, such as the Chairman, the Directors, the General Managers, the Director of a branch or division, as well as the de facto manager or the sole shareholder, are included in this category. That deals with the management.

<sup>2</sup> All the subjects having a functional relationship with the body, must be considered "subordinate" to the apexes. Therefore, in addition to the subordinate employees, this category also includes those who enter into an agency relationship or commercial representation with the Company, or other coordinated and continuous collaborative relationships that are mainly personal and without the constraint of subordination (project work, work administered, insertion, summer orientation training), or any other relationship contemplated by the art. 409 of the Code of Civil Procedure, as well as occasional employment.

On this point, the United Sections of the Supreme Court in sentence no. 38343 of 24.4.2014 issued “*within the trial for the tragic events of Thyssen*”, it is clarified that “*in the culpable crimes of the event the concepts of interest and advantage must necessarily refer to the conduct and not to the anti-juridical outcome*”. It is clarified that this solution “*does not determine any logical difficulty: it is quite possible that a conduct characterized by the breach of precautionary regulations and therefore negligent discipline is put into being in the interest of the institution or in any case determines the attainment of an advantage. [...] This interpretative solution [...]it limits itself to adapting the original criterion of imputation to the changed framework of reference, without the criteria of ascription of it being altered. The adjustment concerns only the object of the assessment which, no longer takes the event but only the conduct, in accordance with the different conformation of the offense. [...] It is quite possible that the individual consciously violates caution, or even foresees the event that may derive from it, even without intending it, to correspond to instances functional of the institution’s strategies*”.

The institution is not liable if the persons indicated have acted in the exclusive interest of themselves or third parties.

The provision of administrative responsibility involves physical punishment of the illicit use of assets of the institutions and therefore in the economic interests of its members. Among the penalties, certainly the toughest ones for the institution are represented by the disqualification measures, such as suspension or revocation of licenses and concessions, a ban on contracting with the public administration, disqualification from the activity, the exclusion or revocation of loans and grants, the ban on advertising goods and services.

## 1.2. THE OFFENSE

Following are the offenses to which the legislation applies:

(a) crimes committed in relations with the Public Administration and against the assets of the State or other Public Entity, (b) crimes relating to counterfeiting, public credit cards, revenue stamps and instruments or signs of recognition, (c) corporate crimes (including the crime of “corruption between private individuals”), (d) crimes of terrorism and subversion of the democratic order, (e) crimes against the individuals, (f) crimes of abuse of privileged information and market manipulation, (g) crimes committed with violation of the accident prevention regulations and the protection of hygiene and health at work, (h) receiving, laundering, use of money, assets or benefits of illicit origin and self-laundering (i) transnational crimes, (j) crimes and illicit treatment of data, (k) offenses related to copyright infringement, (l) crimes against industry and trade, (m) organized crime offenses, (n) crimes against the administration of justice, (o) environmental crimes, (p) crimes related to immigration and condition of foreigners (employment of third-country nationals whose stay is irregular), (q) non-observance of intermittent sanctions (r) instigation crimes on racism and xenophobia.

Specifically, the offenses, detailed in Annex 1, to which the following applies:

### **A) CRIMES COMMITTED IN RELATIONS WITH THE PUBLIC ADMINISTRATION AND AGAINST THE ASSETS OF THE STATE OR OTHER PUBLIC ENTITY (ART. 24 and 25):**

- 1) fraud against the State, another public body or the European Union;
- 2) computer fraud to the detriment of the State or other public body;
- 3) embezzlement to the detriment of the State or the European Union;
- 4) undue receipt of disbursements to the detriment of the State or the European Union;
- 5) aggravated fraud for obtaining public funds;
- 6) graft;
- 7) undue inducement to give or promise utilities;
- 8) corruption for misusing authority;
- 9) corruption for an act contrary to official duties;

- 10) corruption in judicial proceedings;
- 11) corruption of a person in charge of a public service;
- 12) instigation to corruption;
- 13) embezzlement, bribery, undue inducement to give or promise utilities, corruption and incitement to corruption of members of the institutions of the European Community and officials of the European Community and of foreign states.

**B) CRIMES RELATING TO COUNTERFEITING, PUBLIC CREDIT CARDS, REVENUE STAMPS AND INSTRUMENTS OR SIGNS OF RECOGNITION (ART. 25-BIS):**

- 1) spending and introduction of counterfeit money into the State, acting on concert, of counterfeit money;
- 2) alteration of money;
- 3) spending and introduction into the State, without concert, of counterfeit money;
- 4) falsification of stamps, introduction into the State, purchase, possession or circulation of counterfeit revenue stamps;
- 5) counterfeiting of watermarked paper used for the production of public credit cards or stamps;
- 6) manufacture or possession of watermarks or instruments for counterfeiting money, revenue stamps or watermarked paper;
- 7) use of counterfeit or altered revenue stamps;
- 8) counterfeiting, alteration or use of trademarks or distinctive signs or of patents, models and designs;
- 9) introduction into the State and trade of products with false signs.

**C) CORPORATE CRIMES (ART. 25-TER):**

- 1) false social communications;
- 2) false social communications of listed companies;
- 3) false minor social communications;
- 4) false in prospect <sup>3</sup>;
- 5) prevented control <sup>4</sup>;
- 6) fictitious formation of capital;
- 7) undue return of contributions;
- 8) illegal distribution of profits and reserves;
- 9) illegal operations on the shares or quotas of the company or of the parent company;
- 10) prejudicial operations to creditors;
- 11) undue distribution of the company assets by the liquidators;
- 12) illicit influence on the assembly;
- 13) insider trading;
- 14) obstacle to the performance of the functions of public supervisory authorities;
- 15) failure to communicate the conflict of interest;
- 16) corruption between private individuals.

<sup>3</sup> Article. 34 of the Law of 28 December 2005 no. 262 (containing provisions for the protection of savings and the regulation of financial markets and also known as the "Savings Law") inserted the offense case in the list of offenses envisaged by Legislative Decree 58/98 (TUF), in detail to the art. 173-bis, repealing, at the same time, the art. 2623 c.c. The consequence of the aforesaid repeal would seem to coincide with the escape of the false offense from the list of cds. presumed crimes and, therefore, with the consequent loss of the administrative responsibility of the body. This seems to be the thesis accepted by the majority doctrine; however, we deem it appropriate to give relevance to this offense, on the assumption of orientation, albeit a minority one, which believes that, despite the transposition of the case in the TUF, the false statement continues to be noted for the institution's responsibility.

<sup>4</sup> Article 37, paragraph 35 of Legislative Decree January 27, 2010, n. 39 amended article 2625, first paragraph, of the Italian Civil Code, excluding the revision from the list of activities for which the provision sanctions the impediment on the part of the directors; the impeded control by the auditors is currently governed by art. 29 of Legislative Decree 39/2010, which states that "1. the members of the board of directors who, by concealing documents or other suitable devices, prevent or in any way hinder the performance of the legal auditing activities are punished with a fine of up to 75,000 euros. 2. If the conduct referred to in paragraph 1 has caused damage to shareholders or third parties, a fine of up to € 75,000 and arrest for up to 18 months is applied, 3. In the case of statutory auditing of institutions of interest public, the penalties referred to in paragraphs 1 and 2 have doubled. 4. We proceed from office".

With regard to the offense of falsehood in the reports or communications of the auditing firms, it should be noted that the art. 37, paragraph 34 of Legislative Decree January 27, 2010, n. 39 repealed article 2624 c.c. (falsehood in the reports or communications of audit firms). Legislative Decree January 27, 2010, n. 39 introduced at the same time the art. 27, which provides for the case of "falsehood in the reports or communications of the heads of the legal audit"; the new case is more widely applied than the previous one, as it also regulates the hypothesis of crime by the auditor of a public interest entity. However, based on the provisions of the United Sections of the "Corte di Cassazione" with the ruling n. 34476/2011, the crime of falseness in the reports or communications of the heads of the legal audit does not fall within the category of offenses referred to in Legislative Decree 231/01 as this specifically refers to art. 2624 c.c. which has been formally repealed. Therefore in compliance with the principle of legality established by the same art. 2 of Legislative Decree 231/01, since the art. 25-ter of the Decree in the recall expressed in art. 2624 of the Civil Code, on the basis of what was decided by the Court; it must be considered that the crime of falsehood in the reports or communications of the independent auditors is not subsisting under the administrative responsibility of the companies.

#### **D) CRIMES OF TERRORISM AND SUBVERSION OF THE DEMOCRATIC ORDER (ART. 25-QUATER)**

#### **E) CRIMES AGAINST THE INDIVIDUALS (ART. 25 QUATER.1 E 25-QUINQUIES):**

- 1) reduction or maintenance in slavery or servitude;
- 2) child prostitution;
- 3) child pornography;
- 4) possession of pornographic material;
- 5) virtual pornography;
- 6) tourism initiatives aimed at exploiting child prostitution;
- 7) human trafficking;
- 8) purchase and sale of slaves;
- 9) luring of minors;
- 10) mutilation practices of female genital organs;

#### **F) CRIMES OF ABUSE OF PRIVILEGED INFORMATION AND MARKET MANIPULATION (ART. 25-SEXIES)**

#### **G) CRIMES COMMITTED WITH VIOLATION OF THE ACCIDENT PREVENTION REGULATIONS AND THE PROTECTION OF HYGIENE AND HEALTH AT WORK (ART. 25-SEPTIES)**

#### **H) RECEIVING, LAUNDERING, USE OF MONEY, ASSETS OR BENEFITS OF ILLICIT ORIGIN AND SELF-LAUNDERING (ART. 25-OCTIES)**

#### **I) TRANSNATIONAL CRIMES:**

- 1) criminal association;
- 2) association to any mafia;
- 3) criminal association aimed at smuggling of foreign manufactured tobacco;
- 4) association aimed at illicit trafficking in narcotic or psychotropic substances;
- 5) provisions against illegal immigration;
- 6) induction not to make statements or to make false statements to the court;
- 7) aiding and abetting.

It is specified that the commission of the c.d. “transnational” crimes only records where the offense is punishable by imprisonment of not less than four years, and a criminal group is involved as well:

- a) is committed in more than one State;
- b) or it is committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State;
- c) or it is committed in one state, but it involves an organized criminal group engaged in criminal activities in more than one state;
- d) or it is committed in one State but has substantial effects in another State.

**J) CRIMES AND ILLICIT TREATMENT OF DATA (ART. 24-BIS):**

- 1) unauthorized access to a computer or telecommunications system;
- 2) interception, impediment or interruption of computer or electronic communications;
- 3) installation of equipment designed to intercept, prevent or interrupt computer or telematic communications;
- 4) damage to information, data and computer programs;
- 5) damage to information, data and programs used by the State or by another public body or a public utility;
- 6) damage to computer and telematic systems;
- 7) damage to computer systems or telecommunications utilities;
- 8) unlawful possession and distribution of access codes to computer or telematic systems;
- 9) dissemination of equipment, devices or computer programs intended to damage or disrupt an computer or telecommunications system;
- 10) falsehoods concerning electronic documents;
- 11) computer fraud by the subject providing electronic signature certification services.

**K) OFFENSES RELATING TO COPYRIGHT INFRINGEMENT (ART. 25 – NONIES):**

- 1) crimes in violation of the law on protection of copyright and other rights relating to its use.

**L) CRIMES AGAINST INDUSTRY AND TRADE (ART. 25 – BIS.1):**

- 1) disruption of the freedom and trade;
- 2) competing illegally by use of threats or violence;
- 3) fraud against national industries;
- 4) fraudulent trading;
- 5) sale of non-genuine food substances as genuine;
- 6) sale of industrial products with false signs;
- 7) manufacture and sale of goods made by usurping industrial property titles;
- 8) Counterfeiting of geographical indications or appellations of origin of food products.

**M) ORGANIZED CRIME OFFENSES (ART. 24 – TER):**

- 1) crimes of criminal association aimed at reducing or maintaining slavery, human trafficking, the purchase and sale of slaves and crimes relating to violations of provisions on illegal immigration;
- 2) foreign or local Mafia-type associations;
- 3) Political mafia influencing local elections;
- 4) kidnapping of a person for the purpose of extortion;
- 5) criminal association aimed at the sale of drugs or psychotropic substances;
- 6) association of crime syndicate;
- 7) crimes relating to the manufacture and trafficking of weapons, explosives and illegal weapons.

**N) CRIMES AGAINST THE ADMINISTRATION OF JUSTICE (ART. 25 – DECIES):**

- 1) inducement not to make statements or to make false statements to the judicial authority.

**O) ENVIRONMENTAL CRIMES (ART. 25 – UNDECIES):**

- 1) killing or possession of specimens of protected wild fauna and flora species;
- 2) damaging the habitats within a protected site;
- 3) environmental pollution;
- 4) environmental disaster;
- 5) intentional crimes against the environment;
- 6) trafficking and abandonment of high-level radioactive material;
- 7) aggravating circumstances (associative crimes in environmental matters);
- 8) illegal discharges of wastewater;
- 9) unauthorized waste management activity;
- 10) violations of site remediation;
- 11) violations in terms of communication, registers and environmental forms;
- 12) Illegal waste traffic;
- 13) activities organized for the illegal trafficking of waste;
- 14) violations in relation to the «SISTR1» System;
- 15) violations regarding the prevention and limitations of atmospheric emissions;
- 16) violations concerning the import, export and trade of protected species;
- 17) violations concerning the use of ozone-depleting substances and the environment;
- 18) intentional or negligent pollution from boats.

**P) OFFENSES IN THE FIELD OF IMMIGRATION AND STATE OF THE FOREIGNER (ART. 25 - DUODECIES):**

- 1) employment of illegally staying third-country nationals.

**Q) NON-OBSERVANCE OF INTERMITTENT SANCTIONS (ART.23).**

**R) INSTIGATION CRIMES ON RACISM AND XENOPHOBIA (ART. 25 TERDECIES)**

- 1) use of organizations, associations or movements whose aims include incitement to discrimination or violence for racial, ethnic, national or religious reasons;
- 2) use of organizations, associations or movements for propaganda or instigation and incitement, committed in a way that results in a real danger of diffusion, founded in whole or in part on the denial, on the minimization in a serious way or on the apology of the Shoah or crimes of genocide, crimes against humanity and war crimes.

*(Omissis)*

## 2. THE MODEL

### 2.1 PURPOSE OF THE MODEL

The purpose of the Organizational Model is to develop a structured and organisational system of procedures and control activities that aim to prevent the offenses referred to in Legislative Decree no. 231/2001, by identification of activities exposed to the risk of crime and their consequent proceduralisation.

Through the adoption of the Model, Aesys S.p.A intends to pursue the following main objectives:

- Is to set the values of ethics and respect the law;
- Identify the recipients of the Model and the make them aware, that in case of violation of the provisions contained therein, by indulging in the offenses that are punishable by the law the respective penal sanctions and administrative sanctions shall be applicable to the Company;
- To reiterate that such forms of unlawful conduct are strongly condemned by Aesys SpA, since the same (even if the Company was apparently in a position to take advantage of it) are in any case contrary, in addition to the provisions of the law, and the ethical principles which one intends to follow in the performance of business activity;
- Allow the Company, thanks to a monitoring action on the areas of activities at risk, to intervene promptly to prevent or oppose the commission of the crimes themselves.

*(Omissis)*

### 2.8 MODEL AND CODE OF ETHIICS

Aesys S.p.A. intends to impose the carrying out the model in pursuit of the social cause and also for the growth of the Company, not only of the laws and regulations in force, but also of shared ethical principles. In this regards, Aesys S.p.A. has adopted the Code of Ethics, approved by the Board of Directors in same time as the Model was adopted, aimed at defining a series of principles of "corporate ethics" that the Company recognizes as its own and of which it requires compliance by the Corporate Bodies, its employees and all of those who cooperate in any way for the pursuit of business purposes.

The Code of Ethics has a general scope and represents as an instrument adopted autonomously by Aesys SpA, even if it refers to behavioural principles relevant to the Model.

*(Omissis)*

### 8.5 MEASURES AGAINST CONSULTANTS, PARTNERS AND AGENTS

Any behavior carried out by collaborators, consultants or other third parties connected to the Company by a non-employment contract, in violation of the provisions of Legislative Decree 231/2001, may result in the application of penalties or, in the case of serious non-fulfilment, the termination of the contractual relationship, without prejudice to any request for compensation if this behaviour derives damages to the Company, even independently from the termination of the contractual relationship.

For this purpose, with particular attention to the activities entrusted to third parties in "outsourcing", the inclusion in the contracts of specific clauses that give at least the knowledge of the Decree by the third party, require the assumption of a commitment by of the third party contractor and by its employees and collaborators to refrain from behaviours suitable to configure the hypotheses of crime referred to in the Decree itself and to adopt suitable control systems (regardless of the actual consumption of the crime or the punishment thereof) and that regulate the consequences in case of violation of the provisions of the clause; or a unilateral declaration of "certification" by the third party or collaborator regarding the knowledge of the Decree and the commitment to impose its activity on compliance with the provisions of the law.

*(Omissis)*



# SPECIAL PART

(Omissis)

## 4. CONTROL PROTOCOLS

### 4.1 GENERAL CONTROL PROTOCOLS

#### **Procedural System**

The codes, policies, manuals, procedures, handbook and working instructions encoded by Aesys S.p.A. have their objective to define precise guidelines and operational instructions for the management of "sensitive" activities and processes.

It is evident that this procedural system is subjected to change as per the operational and management needs of the company including, for example, organizational changes, changed business needs, changes in reference regulatory systems, etc.

The dynamic nature of the procedural system implies it is updated continuously, which is reflected, together with the needs expressed in the general part, in the need for adaptation of the present model, governed by ch. 2.5. "Model update". The *procedural system* as a whole is mandatory and not derogatory for all the recipients of this model.

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

The *procedural system* is the primary instrument with which the heads of the Function, direct and control the business management delegating to the operational practice, to be carried out in compliance with the principles established by the procedures, the governance of the individual "operations", meaning as such the "minimum units of work" that make up an activity.

The overall formalization of the procedural system above is based on the accessibility and clarity with the global reference framework that allows the individuals to univocally adapt themselves with the management of company activities that constitutes in itself as a significant indicator of the organizational oversight of the Company.

#### **Code of Ethics**

The Code of Ethics adopted by the Company, referred to in paragraph 2.8 of the general part, is detailed in annex 4.

### 4.2 SPECIFIC CONTROL PROTOCOLS

#### **4.2.1 Sensitive activities that commit offenses in relations with the Public Administration, against the heritage and administration of justice**

##### **4.2.1.1 Acceptance of Public Administration, for the purpose of this Model**

Without prejudice to the definitions of the subject "Active" for purposes of the offenses covered by Legislative Decree no. 231/2001 and the resulting requirements of the Organization, Management and Control of the Company, qualified:

- art. 357 of the penal code with reference to the public official, understood as the one who "exercises a public legislative, judicial or administrative function"<sup>5</sup>;

<sup>5</sup> From the same article the "public administrative function" is defined as "governed by rules of public law and authorizations and characterized by the formation and manifestation of the will of the public administration or its development by means of powers of authorization or certification";

- art. 358 of the Penal Code referring to the public service appointee, understood as the one who “in any capacity, provides a public service”<sup>6</sup>;

understand the meaning with which the Public Administration and the consequent configuration of the active subjects operating in it must be understood, for present purposes, as extensive.

Doctrine and jurisprudence have, in fact, addressed the issue of qualification of “public bodies” and the subjects in them operating in all cases where the nature of “public” Ente is not configured directly from the law, resulting from these analyzes expanded definitions compared to that of “public authority in the strict sense”<sup>7</sup>.

These definitions relate to the evaluation of a series of elements, to be carried out “in concrete” and not just “in abstract”, with respect to the nature, activity and the functions assigned to the different types of parties with whom the Company is intercedes.

Among these elements, which must be analyzed by all the recipients of these protocols and which, in doubt, must be interpreted according to an extensive principle of prudence, is mentioned as an example and not limited to:

- a) the fact that the activity of the Entity is financed in a majority way by the State, by the Regions, by the Local Authorities, by other public bodies or by bodies governed by public law or by its management being subject to control or conducted with
- b) administrative bodies , management or supervision made up not less than half of components designated by the same subjects;
- c) the fact that the Entity derives from the transformation of “public economic entity” (for example, IRI, INA, ENI, ENEL) until there is an exclusive or majority participation of the State in the share capital;
- d) the fact that the Entity is subject to a system of public control, functional or structural, by the State or other Public Administration;
- e) the fact that the institution can or should perform acts in derogation from the common law or that it can enjoy c.d. “Privileged institutions” or that it has administrative powers in the technical sense (for example, by virtue of concessions, special or exclusive rights granted to them by the authority in accordance with the regulations in force)<sup>8</sup>;
- f) the fact that the Entity and the active subjects operating in it, carry out activities connected to public interests and, in particular, are entrusted with essential public services such as, by way of example and not limited to:
  - health;
  - public hygiene;
  - civil protection;
  - collection and disposal of waste;
  - customs;
  - the supply of energy, natural resources and basic necessities, as well as the management and maintenance of the relative plants;
  - urban and extra-urban public transport, bus and rail, air, airport and maritime railways;
  - support and disbursement services regarding assistance and social security;
  - public education;
  - postal services, telecommunications and public radio and television information.

<sup>6</sup> “Public service” must be understood as “an activity governed in the same forms as the public function, but characterized by the lack of the powers typical of the latter and with the exclusion of the performance of simple tasks of order and the provision of purely material work”;

<sup>7</sup> The Public Body is defined, inter alia, by art. 1 paragraph 2 of Legislative Decree 165/2001 where it is specified that “for public administrations are all the administrations of the State, including schools and schools of all levels and educational institutions, companies and administrations of the State to autonomous organization, the Regions, the Provinces, the Municipalities, the mountain communities, and their consortia and associations, the university institutions, the autonomous institutes, the Chambers of commerce, industry, crafts and agriculture and their associations, all public bodies non-economic national, regional and local administrations, companies and bodies of the National Health Service, the Agency for the representation of negotiating public administrations (ARAN) and the agencies referred to in Legislative Decree 30 July 1999, n. 300”.

<sup>8</sup> In this sense a significant indicator may, inter alia, be the subjection of the Entity to the legislation on Public Procurement.

For example, they hold the status of Public Official and / or Public Service Representative: municipal employees who do not carry out purely material activities, members of the Tenders Commission issued by the PA, Military of the Guardia di Finanza or NAS, Military Carabinieri, Traffic police, members of the municipal technical office, curator (as a bankruptcy body), administrative operator assigned to issue certificates at the registry of a court, medical employee of the National Health Service, ASL inspector, etc.

In consideration of the peculiarities of the corporate business carried out by Aesys SpA and internal structure adopted, the main "sensitive activities" and related processes at risk of committing crimes in question are as follows:

- Negotiation / stipulation / execution of contracts (private negotiation);
- Negotiation / stipulation / execution of contracts (public negotiation);
- Purchase of goods and services for production and facility management;
- Purchase of consulting services and commercial partnerships;
- Management of entertainment expenses;
- Management of gifts, donations, sponsorships, promotional activities and donations;
- Activities related to the selection and management of staff;
- Management of reimbursement of expenses and payment of bonuses to employees;
- Management obligations regarding the protection of privacy;
- Management of obligations related to health and safety in the workplace and of relations with public bodies for compliance with the precautions required by laws and regulations for the employment of employees assigned to particular tasks;
- Management of processes and activities relevant for environmental purposes also in relation with third parties;
- Management of litigation and settlement agreements;
- Management of relations with public entities to obtain permits and concessions for the performance of business activities;
- Inspection visits by the Tax Administration and Tax Police bodies during inspections and assessments (of a fiscal, corporate nature, etc.);
- Management of monetary and financial flows.

#### 4.2.1.2 Control protocols concerning relations with public officials and public service officers

The following general principles of conduct shall be the recipients of this Model who, for whatever reason, have relations with the public administration (including public officials and public service providers) for the account or benefit the Company or to those that may have direct or indirect relations with the Judicial Authority, in relation to circumstances that are the subject of legal proceedings in any case pertaining to the Company itself.

In particular, the recipients, within the scope of their activities, must:

- ensure that relations with public officials are handled exclusively by persons with appropriate powers and that these relationships are carried out in full compliance with the laws and regulations in force, the principles of loyalty and fairness;
- carry out the obligations towards the Public Administration and the private counterparts with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information, avoiding and in any case reporting in the form and in the appropriate ways, situations of conflict of interest;
- on communications with third parties which can bring any binding commitments to the Company or to liberate the same as previous commitments (eg. purchase orders, contracts, evidence of such performance, information related to payments, agreements with the staff or with candidates during the recruitment, delivery of goods, legislative and regulatory requirements, certifications in general, requests for concessions, permits and documentation in relation to public bodies or offices that perform public activities) use channels and tools that enable the next traceability / formalization of the information sent and / or received (eg written

communications sent by e-mail, FAX or mail, or data transmitted by electronic means, which can be recovered as a result of transmission);

- ensure that the documentation to be sent to the counterparties is produced by the persons competent in the matter, previously identified, and that it is always previously shared with the authorized prosecutor or the manager involved from time to time;
- in the event that the documentation to be sent to the counterparties is produced, in whole or in part, with the support of third parties (consultants, technical experts, etc.), ensure that the selection of the same occurs in compliance with the requirements of professionalism, independence, competence and with reference to these, the choice is motivated;
- ensure the correct storage of all documentation produced and delivered to counterparties, in order to ensure the traceability of the various activities (simplifying and not limited to: authorizations, minutes, forms, declarations, preliminary procedures and similar);
- communicate without delay, to the Supervisory Body about any conduct put in place by persons working in the public counterpart aimed at obtaining favours, illicit donations of money or other benefits, also in relation to third parties, as well as any criticality or conflict of interest arise in the context of relations with public officials.

In general, such subjects are forbidden to put in place, collaborate or give cause to the realization of behaviours that, taken individually or collectively, integrate or can integrate, directly or indirectly, the types of offenses provided for in articles. 24, 25, and 25-decies (relative to the crime of inducing not to make statements or to make false statements to the judicial authorities) of Legislative Decree 231/2001. It is also forbidden to carry out behaviours that determine situations of conflict of interest with representatives of the Public Administration or create obstacles to the Judicial Authority in the administration of justice.

In particular, consistent with the company's ethical principles expressed in the Code of Ethics of the Company is prohibited from:

- promise or make cash disbursements to representatives of the Italian or foreign Public Administration, for purposes other than institutional and service ones and in violation of regulatory requirements;
- distribute gifts and gifts in excess of normal commercial or courtesy practices, or in any case aimed at acquiring favourable treatment in the conduct of any business activity). In particular, any form of gift to Italian and foreign public officials (even in countries where gift giving is a common practice), or to their family members, which may influence the independence of judgment or induce a any advantage for the company. The gifts allowed are always characterized by the smallness of their value or because they are aimed at promoting charitable or cultural initiatives, or the brand image of the Company;
- promise or grant benefits of any kind (eg promises of employment, contributions, etc.) in favour of representatives of the Public Administration, Italian or foreign, in order to influence the independence of judgment or induce to assure any advantage for the company;
- resort to other forms of aid or contributions (sponsorships, assignments, consultancy, assistance and support to family members, etc.), which have the same purposes as those mentioned above;
- carry out unjustified representation expenses and for purposes other than the mere promotion of the corporate image, disproportionate to the potential benefits and in any case not compliant with specific corporate procedures;
- make payments or payments in favour of collaborators, suppliers, consultants, partners or other third parties operating on behalf of the Company, which are not adequately justified in the context of the contractual relationship established with them and / or in relation to the type of task to be carried out by current practices;
- favour, in the purchasing processes, collaborators, suppliers, consultants or other third parties as indicated by representatives of the Italian or foreign Public Administration, as a condition for the performance of subsequent activities;
- provide or promise to release confidential information and / or documents;

- to promise / offer money or any utility or resort to the use of violence or threat, in order to induce a person called to testify not to make statements or to make false statements before the Judicial Authority, if such statements can be used to internal of a criminal trial;
- conclude contracts or assign jobs for work or professional activity, in the three years following the termination of the employment relationship, to former public employees who, pursuant to the provisions of paragraph 16-ter of art. 53 of Legislative Decree 30 March 2001 n. 165, in the last three years of service have exercised authoritative or negotiating powers on behalf of public administrations pursuant to art. 1 paragraph 2 of the same decree, if the Company has been the recipient of the activity of the public administration carried out through the same powers. As from the entry into force of Law 190/2012 contracts concluded and the tasks conferred in violation of this prohibition are void and it is forbidden to private parties who have concluded or conferred to contract with the public administrations for subsequent three years with obligation to return any compensation received and ascertained relating to them.

Anyone maintaining relations with public officials or public service appointees, should they find any problem or conflict of interest, must inform by written notice is the Supervisory Board is the direct supervisor. In the case of conduct that is not in line with the principles expressed in the Organization, Management and Control Model, by its hierarchical superior, the information can be exclusively addressed to the Supervisory Body.

The prohibitions represented above are understood to include extended to indirect relationships (via relatives, kindred and friends) with representatives of the Public Administration, Italian or foreign.

Furthermore, against the Public Administration, Italian or foreign, it is forbidden to:

- exhibit and / or disclose false or specifically altered documents or information or data that do not comply with any requests formulated by the Public Administration;
- seek and / or establish, even if only potentially, relations of favour, influence or interference, suitable to condition, directly or indirectly, the outcome of a tender or of an inspection /verification;
- refer, even indirectly, to relationships of a parental or friendship nature with subjects linked to the Administration of origin of the inspectors or in any case connected or connected to them;
- to behave in a misleading manner that could induce the Public Administration to fail in the technical-economic evaluation of the products offered / services provided;
- omit information due in order to orientate the decisions of the Public Administration in their favour;
- conceal or destroy correspondence or any other documentation relating to the activities referred to in this section of the document.

Recipients of this Model who have a relationship or operate dialogue flows with the Public Administration on behalf of the Company must be formally made, with a proxy for Employees or the Directors or specific contract details for consultants or partners, power to do so. When necessary, specific power of attorney will be issued to these subjects.

With regard to the management of the technical-regulatory obligations relating to obtaining authorizations, licenses, concessions or permits as well as relations with the Bodies in the event of inspections, investigations and disputes, the recipients of this Model are required to carry out all the controls necessary to ensure compliance with these principles:

- ensure that all the information transmitted to the Reference Authorities in a verbal, written or through the use of info-telematic systems are:
  - prepared in compliance with the specific legislation that regulates the underlying asset;
  - appropriately analyzed and verified, before transmission, by all the company subjects appointed for this purpose;
  - authorized and signed by the business entities explicitly delegated to this;

- complete, truthful and correct;
  - retreadable, in terms of traceability of information flows and of the data that generated them;
  - suitably filed in compliance with the directives of the various Function Managers.
- avoid omitting indications or information which, if unspoken, could lead to erroneous representations or inappropriate decisions in the public counterparty.
  - ensure, with due diligence, that the obligations requested by the reference Bodies, even when resulting from inspections or inspections, are promptly and correctly respected.
  - promptly inform your hierarchical manager in the event that, for any reason whatsoever, the obligations in question may be delayed in execution or changes with respect to the provisions of the law or requested by the Body.
  - consequently agree with his own hierarchical manager and with the company management how to inform the reference body of any delay / variation.
  - in the event of inspections, verifications or verification visits, the Company identifies, according to the nature of the assessment and in compliance with the existing delegations, the internal contact person for the inspection.
  - the contact person and the other function managers who may be involved in the inspection must comply with the following conduct:
    - to maintain an attitude based on the principles of transparency, fairness and professionalism during the entire inspection;
    - ensure that any information conveyed to the inspectors in verbal or written form is true and correct and does not derive from mere inductions, interpretations or subjective evaluations;
    - not to seek and / or establish, even if only potentially, relations of favour, influence or interference, suitable to condition, directly or indirectly, the outcome of the inspection;
    - do not refer, even indirectly, to relationships of a parental or friendship nature with subjects linked to the Administration of origin of the inspectors or in any case connected or connected to them;
    - not to give, nor to promise gifts, gifts or any other usefulness, even if of modest value;
    - not to behave in a misleading manner that could induce the inspectors to misjudge;
    - not to omit information due in order to orientate a favourable outcome of the inspection.

The subjects responsible for managing relations with the relevant public bodies are defined in advance, in consideration of the system of corporate powers of attorney and powers and of the content of legal obligations.

The functions responsible for the legal obligations to which the Company is subjected adopt specific measures, also with the support of consultants and professionals, aimed at monitoring regulatory changes (newsletters, collection of judgments and / or regulatory changes, etc.) and instruments adopted to fulfill the same obligations.

The subjects responsible for managing relations with public bodies adopt specific measures for monitoring the deadlines and requirements related to each provision (eg timetables, newsletters) on the basis of current legislation, tracing all the deadlines and the progress of the preliminary investigation, also in order to plan the preparation of data and documentation sufficiently in advance;

The heads of the functions responsible for managing relations with public bodies verify the formal correctness, the compliance with the requirements, the consistency with the supporting documentation and the data previously transmitted, as well as compliance with the applicable legislation of the documentation to be sent.

The Functions responsible for managing relations with public bodies ensure the traceability and archiving of the versions of documents transmitted to the Public Administration. The same Functions adopt organizational or IT tools in order to track the changes made to the data or documents to be transmitted to the Public Administration.

In the cases in which the Company operates through foreign companies / branches, the Company identifies an interlocutor for the relevant aspects relating to company management, to which it attributes powers of representation towards the local Public Administration.

The Supervisory Body can always freely access all the archives containing the documents relating to the Company's relations with public officials or with public service representatives.

As for the inspections:

- the subjects responsible for managing relations with public bodies in the event of audits are defined in advance, in consideration of the subject matter of the audit. In this regard, the Company adopts organizational tools (organizational charts, procedures, etc.) aimed at providing a clear identification of corporate contacts and reporting lines;
- during the inspection activity, maximum collaboration must be given to the completion of the assessments by the Departments involved, avoiding any conduct that hinders the exercise of the supervisory functions (for example, expressed opposition, unjustified waste, delays in transmission or delivery of documents). In particular, the documents requested by public officials must be made
- available promptly and completely, after obtaining the necessary authorizations;
- the audits / inspections must participate in the subjects expressly delegated to this. The verification / inspection procedure must be documented, also through internal reports, in the absence of exhaustive documentation;
- the Managers involved from time to time involved in relations with public officials monitor the phases of verification / inspection and supervise the progress of the same. To that end:
  - meet public officials at the start of the audit / inspection, also in order to clearly understand the scope and purpose of the same, and manage contacts / correspondence with the same in the preliminary and final stages of the audit / inspection ;
  - verify that the documentation requested by public officials is provided within the agreed timescales or indicated by current legislation;
  - verify that the contents of the minutes are clear, effectively enforceable and that they give a true representation of the event;
  - sign the report, if provided with a suitable power of attorney, or arrange for it to be signed by the Legal Representative, only following the checks indicated in the previous points;
  - in the event of findings / exceptions / sanctions, they send the minutes signed to the Chief Executive Officer and to the Supervisory Body;
- the person in charge of managing relations with Public Authorities in relation to the verification / inspection transmits any findings and / or irregularities highlighted by public officials to the competent Functions. With reference to these findings / irregularities, corrective actions are defined, including the identification of the person responsible for their implementation.

The recipients of these ethical-behavioral principles are also obliged to comply with the following provisions:

- in case of attempted extortion / inducement to give or promise money or other benefits from a public official, or in the case of contact / threat by third parties aimed at preventing / conditioning a testimony before the Judicial Authority, the subject concerned must: (i) not proceed with the request; (ii) promptly provide information to its manager (in the case of Aesys SpA) or to the internal contact person (in the case of third parties) and to activate formal information to the Supervisory Body;
- in the event of conflicts of interest or objective difficulties arising in connection with the Public Administration or the Judicial Authority, the interested party must promptly provide information to his / her manager (in the case of Aesys SpA employee) or to the contact person internal (in the case of a third party) and activate formal disclosure to the Supervisory Body;

- in case of doubts about the correct implementation of the ethical-behavioral principles mentioned above during the course of the operational activities, the interested subject must immediately contact their manager (in case of Aesys SpA employee) or the internal contact person (in case of third party) and formally send a request for an opinion to the Supervisory Body.

#### 4.2.1.3 Control protocols concerning reimbursement of expenses and entertainment expenses

In relation to the reimbursement of expenses incurred by Employees or Business Partners, with particular reference to those who maintain relations with the Public Administration, the Company defines the rules and criteria to be applied to the process of requesting, authorizing and providing reimbursement through appropriate company policies .

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

Representation expenses are reimbursed only if justified, relevant and consistent with the activity carried out, proportionate to the type of purchase, validly documented and only if incurred in compliance with the current legal requirements. The Company establishes in advance, depending on the nature of the service provided, quantitative limits on the reimbursement of expenses and representation expenses, as well as the subjects who can authorize these expenses and the procedures for submitting reimbursement requests and related supporting documentation.

It is compulsory to provide for the reimbursement of expenses only upon completion of specific forms and production of suitable supporting documentation.

The Company also adopts mechanisms to clearly distinguish reimbursement of expenses from representation expenses by verifying, by means of precise controls, that the indications provided by the claimant of the reimbursement correspond to the supporting documentation.

#### 4.2.1.4 Control protocols regarding concessions, donations, contributions, grants or public funding

In relation to the activities carried out for obtaining, concessions, grants, contributions, subsidies or public funding, the subjects involved must comply with the following requirements:

- the methods for handling requests for grants, grants, subsidies, concessions and public funding, with particular reference to the identification of the roles and responsibilities of the subjects and the Functions that perform front-office activities with the Public Administration and the Departments that they are from time to time involved in the preliminary stages, must be previously formalized;
- specific control activities must be carried out, both on the preparation of documentation (for example on the conformity of the project documentation and documentation attesting to the Company's technical, economic and professional requirements), and on compliance with the progress of the project and on the correctness and completeness of the related reporting activities. These controls are aimed at verifying compliance with the requirements communicated by the issuing body;
- an information plan must be drawn up for each project, to all the structures involved, regarding the rules regarding the implementation of the financed operations and their subsequent management;
- the documentation provided to Public Administration officials must be properly authorized, traced and archived;

It is also absolutely forbidden to provide information or false statements in order to obtain concessions, grants, contributions, subsidies or loans or allocate grants, subsidies or public funding for purposes other than those for which they were obtained.



#### 4.2.1.5 Control protocols regarding donations and sponsorships

Given that the Company condemns the improper use of the instrument of donations and sponsorships aimed at obtaining favoritism and concessions by the beneficiary, in the eventual case of donations / gifts donated to bodies or sponsorship of the same, the recipients of the this Model are required to carry out all the controls necessary to ensure compliance with these principles:

- donations and sponsorships can not be made to natural persons, but only in favor of public or private bodies;
- the decision-making power for these initiatives lies exclusively with those expressly delegated to this;
- in the case of sponsorships or donations made in cash, the Company undertakes not to resort to the use of cash or similar methods of payment;
- the Company undertakes to verify the legal nature of the beneficiaries, ensuring that the initiatives are carried out only towards individuals that demonstrate credibility and good reputation and that guide their management to criteria of ethics and transparency;

In the case of sponsorships, the relationship must be based on the principle of congruity between the corresponding services and must be formalized within a contract.

*(Omissis)*

#### 4.2.1.8 Control protocols regarding the definition of joint-ventures, distribution agreements, consortia and other forms of commercial collaboration

In the event that the Company concludes a partnership (joint venture, consortium, distribution agreement) with other private companies or signs agency, consultancy and similar contracts with companies or individuals, it is necessary to have the partner, the counterparty or the collaborator, a document called "evaluation questionnaire commercial partners" to be kept available to the OdV the content of which, acquired in full compliance with privacy legislation, may include, but is not limited to, the following list of questions (check-list):

- 1) Who are the managers or legal representatives of the candidate company?
- 2) The proposed person or the persons representing the counterpart have or have had relations with P.A. national and international?
- 3) What are the dimensions of the activity in terms of employees and geographical distribution?
- 4) How many and at what level are the customers of the company or the natural person?
- 5) Does the company or the individual have support staff and staff?
- 6) Have the company or the natural person ever violated the principles proper to the regulations of which the Model is expression and has signed the declaration reported in the following pages?

In the event that you are considering to undertake a partnership, a joint venture or similar agreements with a company in whole or in part public, or recently privatized, it is necessary to produce an informative report compiled on the basis of questions aimed at acquiring a series of information such as, by way of example but not limited to, indication of the percentage distribution of the capital of the Company between public and private entities, type of proposed association agreement, indication of the members of said company holding public offices or offices, possible date of privatization of the Company, causes of termination of the association agreement (eg final term, termination clauses), type of costs and expenses connected to the association agreement, etc. This report may be sent, upon request, to the Supervisory Body before the partnership, joint venture or similar agreement is finalized, in order to allow the same Body to check for any critical issues connected to the agreement, with reference to the risk of commission of the crimes referred to in this section of the document.

Finally, new partnership contracts (joint ventures, consortium, etc.) or relating to other similar transactions with private companies, or agency, distribution, consultancy and similar contracts, with companies or natural persons, with or without representation, must contain specific clauses with declarations and guarantees for the purposes of Legislative Decree 231/2001, such as to protect the Company from the risks and responsibilities connected to the Decree itself.

These contracts must:

- be defined in writing, in all their terms and conditions;
- contain standard clauses in order to comply with Legislative Decree 231/2001 (ie, if it is a foreign subject or operating abroad, to comply with international and local legislation relating, in particular, to behaviors that shape hypotheses corresponding to corruption and fraud against public bodies);
- contain a specific declaration of the same with which they claim to be aware of the legislation referred to in Legislative Decree 231/2001 (or, if it is a foreign subject or operating abroad, to comply with the relevant international and local legislation, in particular, to behaviors that represent hypotheses corresponding to corruption and fraud against public bodies) and to commit themselves to behave in compliance with the provisions of the law;
- contain a specific clause that regulates the consequences of the violation by the same of the provisions of Legislative Decree 231/2001 (or, if it is a foreign subject or operating abroad, to comply with the relevant international and local regulations, in particular, to behaviors that represent hypotheses corresponding to corruption and fraud against public bodies) (eg express termination clauses, penalties).

Two examples of standard clauses of this type are set out below as a reference, with the warning that they will be adapted to the specific contractual relationship:

*«The supplier / consultant / external collaborator declares to know the content of the Legislative Decree 8 June 2001 n. 231 and undertakes to refrain from behaviors suitable to configure the hypotheses of crime referred to in the Decree itself (regardless of the actual consumption of the crime or the punishment of the same). The breach by the supplier of this commitment is considered by the parties a serious breach and reason for termination of the contract for breach pursuant to art. 1453 c.c. and will legitimize Aesys S.p.A. to solve the same with immediate effect ».*

Or: *«The external supplier / consultant / contractor commits himself to the most careful and scrupulous observance of the current legal regulations and among these, in particular, the provisions of Legislative Decree 231/2001 as well as to respect and adapt their behavior to the principles expressed in the Organizational Model of Aesys SpA (attached) as far as relevant for the execution of this contract. Failure to comply with the law or the Organizational Model by ... is a very serious circumstance which, besides damaging the trust relationship established between Aesys SpA and ... .., constitutes a serious breach of this contract giving title and right to Aesys SpA to resolve in advance and with immediate effect the present contract pursuant to art. 1456 c.c. and to obtain, as a penalty, an amount equal to € ....., without prejudice to the payment of any greater damage ».*

*(Omissis)*

#### 4.2.2.1 Sensitive activities to commit the crime of corruption between individuals

In consideration of the peculiarities of the corporate business carried out by Aesys SpA and of the internal structure adopted, the main "sensitive" activities and the instrumental processes at risk of committing the offense in question are the following: Negotiation / stipulation / execution of contracts (private negotiation):

- Productive process;
- Purchase of goods and services for production and facility management;
- Purchase of consulting services and commercial partnerships;
- Management of representation expenses;
- Management of gifts, donations, sponsorships, promotional activities and donations;

- Management of reimbursement of expenses and payment of bonuses to employees;
- Management of litigation and settlement agreements;
- Management of monetary and financial flows.

Control Protocols:

The following general principles of conduct shall be the recipients of this Model who, for whatever reason, are involved in "sensitive" activities with respect to this offense.

In general, it is forbidden to put in place, collaborate or give cause to the realization of behaviours that, taken individually or collectively, integrate, directly or indirectly, the offense of "corruption between private individuals" defined by art. 2635 c.c. and referred to by the art. 25-ter of Legislative Decree 231/2001.

In particular, in dealing with stakeholders (senior management representatives, or persons under the direction and supervision of the same) to private companies, it is forbidden to:

- promise or make donations of money or undue recognition of other benefits;
- distribute gifts exceeding normal commercial practices or courtesy. The gifts allowed are always characterized by their modest value;
- make unjustified entertainment expenses for purposes other than promotion of the Company or otherwise not in compliance with internal procedures;
- make promises of employment or recruitment in favour of subjects reported by the other party / private contact;
- in order to obtain undue benefits or advantages deriving from improper conduct of the interlocutor (accomplishment or omission of acts in violation of the obligations inherent in his office or of the obligations of loyalty to his own company, with consequent harm).

These prohibitions are also intended to be extended to third parties (such as agents or distributors) acting in the interest of the Company.

Every agreement with third parties must be:

- formalized in writing and detailing the terms and conditions of the relationship;
- signed by the subjects with appropriate powers and expressly delegated for this purpose, according to the current system of powers of attorney and proxies;
- subjected to an internal authorization procedure aimed at complying with the principle of separation of functions (between whom proposes the agreement, who verifies it and who signs it) and the correct verification of the contents and economic commitments.

The Company defines the rules and criteria to be applied to the process of requesting, authorizing and providing reimbursement of expenses incurred by employees. Those who request reimbursement of expenses are required to prepare the expense report in an honest and truthful manner.

Representation expenses are reimbursed only if justified, relevant and consistent with the activity carried out, proportionate to the type of purchase, validly documented and only if incurred in compliance with the current legal requirements.

Given that the Company condemns the improper use of the instrument of donations, donations and sponsorships in order to create financial resources useful for the commission of corruption offenses, in the eventual case of donations donated to private entities or sponsorship of the same, the recipients of this Model are required to ensure compliance with these principles:

- donations and sponsorships can not be made to natural persons, but only to legal persons;
- the decision-making power for these initiatives lies exclusively with those expressly delegated to this;
- the Company undertakes to verify the legal nature of the beneficiaries, ensuring that the initiatives are carried out only towards individuals that demonstrate credibility and good reputation and that guide their management to criteria of ethics and transparency;
- in the case of sponsorships or donations made in cash, the Company undertakes not to resort to the use of cash or similar methods of payment;
- in the case of sponsorships, the relationship must be based on the principle of congruity between the corresponding services and must be formalized within a contract.

It is forbidden:

- to unduly favor, in the purchasing processes, collaborators, suppliers, consultants or other third parties, as indicated by the interlocutors / private contacts;
- to make payments or payments in favor of collaborators, suppliers, consultants, partners or other third parties who work on behalf of the Company, which are not adequately justified in the context of the contractual relationship established with them and / or in relation to the type of assignment to be carried out by current practices

In the event that the Company concludes a partnership (joint venture, consortium, distribution agreement) with other private companies or signs agency, consultancy and similar contracts with companies or individuals, it is necessary to have the partner, the counterparty or the collaborator, a document called "evaluation questionnaire commercial partners" to be kept available to the OdV the content of which, acquired in full compliance with privacy legislation, may include, but is not limited to, the following list of questions (check-list):

1. Who are the managers or legal representatives of the candidate company?
2. The proposed person or the persons representing the counterpart have or have had relations with P.A. national and international?
3. What are the dimensions of the activity in terms of employees and geographical distribution?
4. How many and at what level are the customers of the company or the natural person?
5. Does the company or the individual have support staff and staff?
6. Have the company or the natural person ever violated the principles proper to the regulations of which the Model is expression and has signed the declaration reported in the following pages?

Finally, new partnership agreements (joint ventures, consortium, etc.) or relating to other similar transactions with private companies, or agency, distribution, consultancy and similar contracts, with or without representation, must contain specific clauses with statements and guarantees for the purposes of Legislative Decree 231/2001, such as to protect the Company from the risks and responsibilities connected to the Decree itself.

Any agreements with commercial intermediaries, wholesalers, specialized distributors and companies operating in the infrastructure and transport sector, aimed at promoting the Company's products, are formalized through agreements between companies. Any agreements with natural persons operating for such companies (eg Buyers, Sales Managers) must be specifically approved by senior management and appropriately reported to the company to which the intermediary refers.

Partnership, agency, distribution, consulting and similar contracts must:

- contain standard clauses in order to comply with Legislative Decree 231/2001 (ie, if it is a foreign subject or operating abroad, to comply with international and local legislation relating, in particular, to behaviors that shape hypotheses corresponding to corruption between individuals);
- contain a specific declaration of the same with which it claims to be aware of the legislation referred to in Legislative Decree 231/2001 (or, if it is a foreign subject or operating abroad, to comply with the relevant international and local legislation, in particular, to behaviors that form hypotheses corresponding to corruption among individuals) and to commit themselves to behaving in compliance with the provisions of the law;
- contain a specific clause that regulates the consequences of the violation by the same of the provisions of Legislative Decree 231/2001 - that is, if it is a foreign subject or operating abroad, to comply with relevant international and local regulations, in particular, to behaviors that represent hypotheses corresponding to corruption among private parties (eg express termination clauses, penalties).

For an exemplification of the model clauses, refer to the clauses in paragraph 4.2.1.8.

Finally, the recipients of the Model must comply with the following provisions:

- in the event of conflicts of interest or objective difficulties in relations with third-party interlocutors, the interested party must inform his / her manager (in the case of an Aesys SpA employee) or the internal contact person (in the case of a third party) and activate formal disclosure to the Supervisory Body;
- in case of doubts about the correct implementation of the ethical-behavioural principles mentioned above during the course of the operational activities, the interested subject must immediately contact their manager (in case of Aesys SpA employee) or the internal contact person (in case of third party) and formally send a request for an opinion to the Supervisory Body.

Compared to the c.d. “Instrumental processes” (to the realization of the risks under analysis, the principles described below are applied).

**4.2.11 Sensitive activities with respect to crimes relating to tax offences referred to art. 25-quinquiesdecies**

In light of the peculiarities of the corporate business carried out by Aesys S.p.A. and the internal structure adopted, the main “sensitive” activities and instrumental processes linked to committing the offences in question are as follows:

- Purchase of goods and services for production and facility management
- Management of monetary and financial flows
- Management of corporate obligations and operations
- Management of extraordinary M&A operations, establishment and extinction of companies.
- Relations with customers / suppliers / partners for the management of contractual agreements and related administrative operations

**Control protocols:**

The following general principles of conduct apply to the recipients of this Model who, for whatever reason, directly or indirectly, are involved in “sensitive” activities with respect to the commission of the tax offences referred to in Articles 2 (Fraudulent misrepresentation through the use of invoices or other documents for non-existent operations), 3 (Fraudulent misrepresentation through other devices), 8 (Issuing of invoices for non-existent operations), 10 (Concealment or destruction of accounting documents) and 11 (Fraudulent subtraction to pay taxes) provided for by Legislative Decree no. 74/2000. The Company deemed it appropriate to implement adequate management procedures for the so-called “tax risk” and centralize purchases under a single responsibility, that is, under a single purchasing centre.

In general, it is required to:

- refrain from, not to collaborate or to give origin to the realization of behaviours such as - considered individually or collectively - to integrate, directly or indirectly, the types of offences included among those considered above.
- For the purpose of mitigating the risk of committing the offences provided for by art. 25-quinquiesdecies of the Decree (tax offences) with specific reference to the areas at risk "Management of cash flows" and "Management of extraordinary M&A operations" is required to:
- conduct a correct, transparent and collaborative behaviour, in compliance with law and company procedures, in all activities aimed at preparing the financial statements and other corporate communications, in order to provide shareholders and third parties true and correct information on the company's economic, capital and financial situation;
- refrain from assuming behaviours that materially prevents, by concealing documents or using other fraudulent means, the carrying out of the control activity by the shareholders and the Board of Auditors members;
- proceed with the modification of the accounting data only by the Function that generated them. Furthermore, adequate justification, documentation and archiving of any changes made to financial and periodic statements must be given;

For the purpose of mitigating the risk of committing the offences provided for by art. 25-quinquiesdecies of the Decree (tax offences) with specific reference to the risk area "Purchase of goods and services for production and facility management" and "Relations with customers / suppliers / partners for the management of contractual agreements and related operations administrative operations" is required to:

- Pay particular attention to the registry of customers and suppliers, with periodic random checks on their actual consistency through targeted chamber certificates;
- perform checks and comply with the procedures for recording the invoices received / issued;
- refrain from accepting and executing payment orders from unidentifiable subjects, not present in the registry and whose payment cannot be traced (amount, name/denomination, address and bank account number) or if it is not insured, after carrying out checks when opening/modifying the supplier/customer data in the system, the full correspondence between the name of the supplier/ customer and the account heading on which to receive/accept the payment;
- make payments only: (a) subject to the written authorization of the Contract Manager who will certify the performance and/or the fulfilment of the conditions set out in the Contract regarding the payment of the due amount, (b) against invoices or payment requests written by the counterparty and as established in the Contract.
- With reference to the selection, evaluation and management of relations with suppliers, it is expected that:
  - 1) the choice of suppliers is made on the basis of requirements predetermined and reviewed by the Company and, if necessary, regularly updated;
  - 2) the Company also formalizes the criteria on the basis of which suppliers can be removed from the supplier list;
  - 3) the choices regarding their conservation or relative cancellation from the list kept by the Company cannot be determined by a single person and must always be motivated;
  - 4) the Company defines the evaluation criteria for the suppliers, such as to allow a preventive assessment of their reliability on the basis of cumulative findings, as following: a) subjective (e.g. institutional history possibly deduced by a chamber certificate - behaviour of the supplier: e.g. the presentation of company documents is postponed without reason; unjustified reluctance to provide the information necessary for the execution of the operation or in any case supply of clearly inaccurate or incomplete information on the operation); b) objective (e.g. activity usually performed by the supplier, consistency between the same and the type of transaction required by the Company, consistency of the means of payment used in relation to the nature and amount of the transaction).
  - 5) the evaluation criteria indicated above are derived from a series of anomaly indicators for the identification

of suspicious transactions which, however flexible and necessarily adaptable on the basis of the type of operation and supplier identified in the individual concrete case, are identified on the basis of standard criteria referring to the following parameters:

subjective profile of the supplier (e.g. existence of criminal records; questionable reputation; admissions or declarations by the same regarding his involvement in criminal activities); supplier behaviour (e.g. the supplier postpones the presentation of company documents without reason; refuses or appears unjustifiably reluctant to provide the information necessary for the execution of the operation or in any case provides clearly inaccurate or incomplete information on the operation; refuses or raises objections regarding the communication to the Company of the bank account number on which the payment has been or will be credited; shows little cooperation in communicating any other information that, in normal circumstances, is acquired in carrying out the operation itself; insists that the operation may be concluded quickly, or that the same is carried out regardless of the price); economic-capital profile of the transaction requested by the supplier (e.g. in the absence of plausible justifications, the following is required: the performance of operations that are obviously not usual, not justified or not proportionate to the normal exercise of his profession or activity; the execution of transactions that employ cash that appears excessive in relation to their economic-equity profile, or the execution of transactions that do not appear to have economic and financial justifications; the fees for the services appear disproportionate or out of market, 51 or the counterparty requires that the fees are paid in countries other than those in which the service originates or is carried out); geographical deployment of the supplier (e.g. the latter is based in a country that is unusual for the type of operation in place, or in a foreign country known as an off-shore location or characterized by privileged tax systems or banking secrecy, or deemed non-cooperative in terms of anti-money laundering obligations); characteristics and purpose of the transaction (the transaction appears not economically convenient for the supplier; the transaction appears excessively complex or unusual for the stated purpose; the deal is carried out through individual deliveries staggered in a short period of time in order to conceal the entity of the total amount; transactions with an illogical configuration, also and above all if they are economically and financially disadvantageous for the supplier);

6) for certain types of transactions or for transactions that exceed a certain quantitative threshold, the Board of Directors, or the person delegated by it, may establish - or modify, if necessary - a joint signature procedure. The Supervisory Board is informed of this change;

7) transactions involving the use of economic or financial resources have a precise reason and are documented and recorded in accordance with the principles of accounting fairness and transparency;

8) the Company's incomes and cash flows are always traceable and documentary proven.

For the purpose of mitigating the risk of committing the offences provided for by art. 25-quinquiesdecies of the Decree (tax offences) with specific reference to the risk areas "Management of corporate obligations and operations" it is required to:

- behave with maximum collaboration and transparency in relations with the auditing firm, the board of statutory auditors and on the occasion of requests from the shareholder;
- guarantee, by the head of the reference Function, the completeness, inherence and correctness of the information and documents provided to the auditing firm, the board of statutory auditors or the shareholder and make available to them the information and/or documents requested and/or necessary for carrying out the control activities delegated to them in order to guarantee compliance with the reference legislation;
- communicate to the Supervisory Board any assignment conferred, or which it is intended to confer, on the auditing company or associated companies, other than revision of the financial statements.