

**- ORGANISATIONAL, MANAGEMENT AND
MONITORING MODEL PURSUANT TO
LEGISLATIVE DECREE 231/2001
OF CARAPELLI FIRENZE S.P.A. -**

Approved by the Board of Directors on 14th July 2020

Carapelli Firenze S.p.A.

WITH REGISTERED OFFICE IN TAVARNELLE VAL DI PESA (FLORENCE), VIA
LEONARDO DA VINCI 31

REGISTERED IN THE BUSINESS REGISTRY OF FLORENCE UNDER NUMBER 06271510965

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SECTION ONE

1. LEGISLATIVE DECREE 231 OF 8TH JUNE 2001

1.1 Administrative Liability of Entities

Legislative Decree 231 of 8th June 2001 on "Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality" (hereinafter also "Legislative Decree 231/2001"), which entered into force on 4th July 2001, pursuant to Article 11 of Delegation Act 300 of 29th September 2000, introduced into Italian law, in accordance with the provisions of European law, the administrative liability of entities, "entities" being understood as trading companies, capital companies and partnerships, and associations, even without legal personality.

This new form of liability, although defined by legislators as "administrative", has the characteristics of criminal liability, with the competent criminal judge verifying the offences from which it derives, and extending to the entity the same guarantees of criminal proceedings.

The administrative liability of the entity is derived from committing the offences expressly indicated in Legislative Decree 231/2001, committed in the interests of or for the benefit of the entity, by natural persons who perform functions of representation, administration or management of the entity or of one of its organisational units endowed with financial and functional autonomy, or who exercise, even in practice, management and control (termed "**managerial individuals**"), or who are subject to the management or supervision of one of the above-mentioned subjects (termed "**subordinates**").

In addition to meeting the aforesaid requirements, Legislative Decree 231/2001 also requires proof of the entity's culpability in order to assert liability. This requirement is attributable to "organisational fault", which shall be understood as the entity's failure to adopt appropriate preventive measures to prevent the committing of the offences indicated in the previous section, by the parties expressly identified in the Decree.

If the entity is able to demonstrate that it has adopted and effectively implemented an appropriate organisation to prevent the committing of said offences, by adopting the organisational, management and control model provided for in Legislative Decree 231/2001, it shall not be held administratively liable.

1.2 The offences provided for by the Decree

The offences which, if committed, shall give rise to the administrative liability of the entity, are the ones expressly and exhaustively indicated in Legislative Decree 231/2001, with their subsequent amendments and supplements.

The following is a list of the offences currently included in Legislative Decree 231/2001 and by the special laws that supplement it, clarifying, however, that this is a list that shall be expanded in the near future:

1. Undue receipt of subsidies, fraud to the detriment of the Italian State or a public body, or to obtain public subsidies and computer fraud to the detriment of the Italian State or a public body (Article 24 of Legislative Decree 231/2001)

- Embezzlement to the detriment of the Italian State (Article 316-bis of the Italian Criminal Code)
- Undue receipt of subsidies to the detriment of the Italian State (Article 316-ter of the Italian Criminal Code)
- Fraud to the detriment of the Italian State or another public body or one belonging to the European Communities (Article 640, paragraph 2, 1, of the Italian Criminal Code)
- Aggravated fraud to obtain public subsidies (Article 640-bis of the Italian Criminal Code)
- Computer fraud to the detriment of the Italian State or another public body (Article 640-ter of the Italian Criminal Code)

2. Cybercrimes and illegal data processing (Article 24-bis, Legislative Decree 231/2001) [article added by Act 48/2008; amended by Legislative Decree 7 and 8/2016 and Decree-Act 105/2019]

- Forgery in a public or digital evidence document (Article 491-bis of the Italian Criminal Code)
- Abusive access to a computer or telematic system (Article 615-ter of the Italian Criminal Code)
- Possession and unauthorised dissemination of access codes to computer or telematic systems (Article 615-quater of the Italian Criminal Code)
- Dissemination of equipment, devices or software intended to damage or disrupt a computer or telematic system (Article 615-quinquies of the Italian Criminal Code)
- Illegal interception, blocking or disruption of computer or telematic communications (Article 617-quater of the Italian Criminal Code)
- Installation of suitable devices for intercepting, blocking or disrupting computer or telematic communications (Article 617-quinquies of the Italian Criminal Code)
- Damage to information, data and software (Article 635-bis of the Italian Criminal Code)
- Damage to information, data and software used by the Italian State or by another public body or, in any case, of public utility (Article 635-ter of the Italian Criminal Code)
- Damage to computer or telematic systems of public utility (Article 635-quater of the Italian Criminal Code)
- Damage to computer or telematic systems (Article 635-quinquies of the Italian Penal Code)
- Cyber fraud of the digital signature certification authority (Article 640-

- quinquies of the Italian Penal Code)
- National cybersecurity perimeter (Article 1 Section 11 of Decree-Act 105/2019)

3. Organised crime (Article 24-ter, Legislative Decree 231/2001) [article added by Act 94/2009] [updated by Act 69/2015]

- Association to commit a crime (Article 416 of the Italian Criminal Code)
- Mafia-type association (Article 416-bis of the Italian Criminal Code) [amended by Act 69/2015]
- Political-Mafia electoral exchange (Article 416-ter of the Italian Penal Code)
- Kidnapping a person for the purpose of extortion (Article 630 of the Italian Criminal Code)
- Association for the purpose of trafficking in narcotic or psychotropic substances (Article 74, Decree of the President of the Republic 9 309 of 9th October 1990);
All offences if committed under the conditions set out in Article 416-bis of the Italian Penal Code to speed up the activity of the associations considered by this article (Act 203/1991);
Illegal manufacture, introduction into the Italian State, marketing, transfer, possession and carrying, in a public place or one open to the public, weapons of war or equivalent arms, or parts thereof, explosives, concealed weapons, as well as various common firearms (Article 407, Section 2 Letter a) Number 5) of the Italian Criminal Code).

4. Bribery, improper inducement to give or promise another benefit and corruption (Article 25, Legislative Decree 231/2001) [article amended by Act 190/2012] [updated by Act 69/2015]

- Bribery (Article 317 of the Italian Criminal Code) [amended by Act 69/2015]
- Corruption for the exercise of the function (Article 318 of the Italian Criminal Code) [article amended by Act 190/2012] [amended by Act 69/2015 and by Act 3/2019]
- Corruption by an act contrary to professional obligations (Article 319 of the Italian Criminal Code) [amended by Act 69/2015]
- Aggravating circumstances (Article 319-bis of the Italian Penal Code)
- Corruption in proceedings (Article 319-ter of the Italian Criminal Code) [amended by Act 69/2015]
- Undue inducement to give or promise benefits (Article 319-quater) [article added by Act 190/2012] [updated by Act 69/2015]
- Corruption of a person entrusted with a public service (Article 320 of the Italian Criminal Code)
- Penalties for the corrupter (Article 321 of the Italian Criminal Code)
- Instigation to corruption (Article 322 of the Italian Criminal Code)
- Embezzlement, bribery, improper inducement to give or promise benefits, corruption and instigation to corruption of members of the bodies of the European Communities and of officials of the European

Communities and of foreign States (Article 322 bis of the Italian Criminal Code) [article amended by Act 190/2012]

- Influence peddling (Article 346-bis of the Italian Criminal Code) [as amended by Act 3/2019]

5. Counterfeiting of coins, letters of public credit, stamps and instruments or marks of recognition (Article 25-bis, Legislative Decree 231/2001) [article added by Decree-Act 350/2001, converted with amendments by Act 409/2001] [amended by Act 99/2009] [amended by Legislative Decree 125/2016]

- Counterfeiting currency, putting into circulation and introducing into the Italian State, after planning, of counterfeit currency (Article 453 of the Italian Criminal Code)
- Alteration of currency (Article 454 of the Italian Criminal Code)
- Putting into circulation and introducing counterfeit currency into the Italian State, without planning, (Article 455 of the Italian Criminal Code)
- Putting into circulation counterfeit currency received in good faith (Article 457 of the Italian Criminal Code)
- Counterfeiting of stamps, introduction into the Italian State, purchase, possession or putting into circulation, of counterfeit stamps (Article 459 of the Italian Criminal Code)
- Counterfeiting of watermarked paper used for the production of letters of credit or stamps (Article 460 of the Italian Criminal Code)
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of currency, stamps or watermarked paper (Article 461 of the Italian Criminal Code)
- Use of forged or altered stamps (Article 464 of the Italian Criminal Code)
- Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs (Article 473 of the Italian Criminal Code)
- Introduction into the Italian State and marketing of goods with counterfeit trademarks (Article 474 of the Italian Criminal Code)

6. Offences against industry and commerce (Article 25-bis.1, Legislative Decree 231/2001) [article added by Act 99/2009]

- Undermining the freedom of industry or commerce (Article 513 of the Italian Criminal Code)
- Unlawful competition with threats or violence (Article 513-bis of the Italian Criminal Code)
- Fraud against national industries (Article 514 of the Italian Criminal Code)
- Fraud in the course of trade (Article 515 of the Italian Criminal Code)
- Sale of non-genuine foodstuffs as genuine (Article 516 of the Italian Criminal Code)
- Sale of industrial products with misleading trademarks (Article 517 of the Italian Criminal Code)
- Manufacture and marketing of goods by usurping industrial property rights (Article 517-ter of the Italian Criminal Code)
- Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quater of the Italian Criminal Code)

7. Corporate offences (Article 25-ter, Legislative Decree 231/2001) [article amended by Legislative Decree 61/2002, amended by Act 190/2012] [updated by Act 69/2015]

- False corporate communications (Article 2621 of the Italian Civil Code) [amended by Act 69/2015]
- Facts of minor importance (Article 2621-bis of the Italian Civil Code) [added by Act 69/2015]
- False corporate communications of listed companies (Article 2622 of the Italian Civil Code) [amended by Act 69/2015]
- Obstructing supervision (Article 2625, paragraph 2, of the Italian Civil Code)
- Undue return of contributions (Article 2626 of the Italian Civil Code)
- Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code)
- Illegal transactions in the shares or equity of the Company or of the Parent Company (Article 2628 of the Italian Civil Code)
- Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code)
- Failure to disclose conflicts of interest (Article 2629-bis of the Italian Civil Code) [added by Act 262/2005]
- Fictitious representation of capital (Article 2632 of the Italian Civil Code)
- Improper distribution of company assets by liquidators (Article 2633 of the Italian Civil Code)
- Corruption between private individuals (Article 2635 of the Italian Civil Code) [added by Act 190/2012]
- Instigation of corruption between private individuals (Article 2635 bis of the Italian Civil Code) [added by Legislative Decree 38/2017 and amended by Act 3/2019]
- Illegal influence on the board of directors (Article 2636 of the Italian Civil Code)
- Manipulation (Article 2637 of the Italian Civil Code)
- Obstructing the exercise of the duties of the Public Supervisory Authorities (Article 2638, Sections 1 and 2, of the Italian Civil Code)

8. Crimes with the intent of terrorism or subversion of the democratic order included in the Criminal Code and special laws (Article 25-quater, Legislative Decree 231/2001) [article added by Act 7/2003]

- Subversive associations (Article 270 of the Italian Criminal Code)
- Associations with the intent of terrorism, including international terrorism, or subversion of the democratic order (Article 270-bis of the Italian Criminal Code)
- Assistance to associates (Article 270-ter of the Italian Criminal Code)
- Recruitment for the purpose of terrorism, including international terrorism (Article 270-quater of the Italian Penal Code)

- Training for the purpose of terrorism, including international terrorism (Article 270-quinquies of the Italian Criminal Code)
- Funding behaviours with the intent of terrorism (Article 270 quinquies.1)
- Theft of embargoed property or money (Article 270 quinquies.2)
- Behaviours with the intent of terrorism (Article 270-sexies of the Italian Criminal Code)
- Attacks for terrorist or subversive purposes (Article 280 of the Italian Criminal Code)
- Terrorist act with lethal weapons or explosives (Article 280-bis of the Italian Criminal Code)
- Acts of nuclear terrorism (Article 280 ter)
- Kidnapping a person for terrorist or subversive purposes (Article 289-bis of the Italian Criminal Code)
- Kidnapping for the purpose of coercion (Article 289 of the Italian Criminal Code)
- Instigation to commit any of the offences listed in the first and second chapters (Article 302 of the Italian Criminal Code)
- Planned political conspiracy (Article 304 of the Italian Penal Code)
- Political conspiracy by association (Article 305 of the Italian Criminal Code)
- Armed gang: formation and participation (Article 306 of the Italian Criminal Code)
- Assistance to participants in conspiracy or armed bands (Article 307 of the Italian Criminal Code)
- Hijacking, re-routing or destruction of an aircraft (Article 1, Act 342/1976)
- Damage to ground installations (Article 2, Act 342/1976)
- Sanctions (Article 3, Act 422/1989)
- Spontaneous Repentance (Article 5, Legislative Decree 625/1979)
- New York Convention of 9th December 1999 (Article 2)

9. Practices of female genital mutilation (Article 583-bis of the Italian Penal Code) (Article 25-quater.1, Legislative Decree 231/2001) [article added by Act 7/2006]

- Practices of female genital mutilation (Article 583-bis)

10. Crimes against individual personality (Article 25-quinquies, Legislative Decree 231/2001) [article added by Act 228/2003] [article amended by Act 199/2016]

- Reducing to or holding in slavery or servitude (Article 600 of the Italian Criminal Code)
- Prostitution of minors (Article 600-bis of the Italian Criminal Code)
- Child prostitution (Article 600-ter of the Italian Penal Code)
- Possession of pornographic material (Article 600-quater)
- Virtual pornography (Article 600-quater.1 of the Italian Penal Code) [added by Article 10, 38 Act of 6th February 2006]
- Tourist initiatives intended for the exploitation of child prostitution (Article 600-quinquies of the Italian Criminal Code)

- Trafficking in human beings (Article 601 of the Italian Criminal Code)
- Purchase and disposal of slaves (Article 602 of the Italian Criminal Code)
- Illicit brokering and labour exploitation (Article 603-bis)
- Grooming of minors (Article 609-undecies)

11. Market abuse offences (Article 25-sexies, Legislative Decree 231/2001) [article added by Act 62/2005 and amended by Legislative Decree 107/2018]

- Insider Trading (Article 184, Legislative Decree 58/1998)
- Market manipulation (Article 185, Legislative Decree 58/1998)

12. Crimes of homicide and serious or very serious culpable injury, committed in violation of rules on risk prevention and occupational health and safety (Article 25-septies, Legislative Decree 231/2001) [article added by Act 123/2007 and amended by Act 3/2018]

- Culpable homicide (Article 589 of the Italian Criminal Code)
- Culpable injury to persons (Article 590 of the Italian Criminal Code)

13. Receipt, laundering and use of money, goods or benefits of illegal origin, as well as self-laundering (Article 25-octies, Legislative Decree 231/2001) [article added by Legislative Decree 231/2007; amended by Act 186/2014]

- Receiving (Article 648 of the Italian Criminal Code)
- Money laundering (Article 648-bis of the Italian Criminal Code)
- Use of money, goods or benefits of illegal origin (Article 648-ter of the Italian Criminal Code)
- Self-laundering (Article 648-ter.1 of the Italian Criminal Code)

14. Offences concerning infringement of intellectual property rights (Article 25-novies, Legislative Decree 231/2001) [article added by Act 99/2009]

- Making available a protected creative work or part of it to the public, by means of connections of any kind, within a digital network system (Article 171, Section 1, Letter a-bis), Act 633/1941)
- Offences referred to in the previous point committed on other people's works not intended for publication, when honour or reputation is damaged (Article 171, Section 3, Act 633/1941)
- Abusive copying for profit, of processor programs; import, distribution, sale or possession for commercial or business purposes or rental of programs on media not identified by the Italian Society of Authors (SIAE); preparation of means to remove or circumvent processor program protection devices (Article 171-bis, Section 1, Act 633/1941)
- Reproduction, transfer to another medium, distribution, communication, presentation or display in public of the contents of a database; extraction or re-use of the database; distribution, sale or rental of databases (Article 171-bis, Section 2, Act 633/1941)
- Abusive copying, reproduction, transmission or public dissemination by any process whatsoever, in whole or in part, of creative works intended for television or cinema, sale or rental of records, tapes or similar media

or any other medium containing sound or images of equivalent musical, cinematographic or audiovisual works or sequences of moving images; literary, dramatic, scientific or didactic, musical or dramatic-musical, multimedia works, even if they are included in collective or combined works or in databases; abusive reproduction, copying, transmission or dissemination, sale or trade, transfer in any form or abusive importation of more than fifty copies or specimens of works protected by intellectual property rights or by associated rights; inclusion in a system of digital networks, by means of connections of any kind, of a creative work protected by intellectual property rights, or part of it (Article 171-ter, Act 633/1941)

- Failure to communicate to the SIAE the identification data of media not subject to marking or false declaration (Article 171-septies, Act 633/1941)
- Fraudulent reproduction, sale, import, import, promotion, installation, modification, for public and private use of, apparatus or parts of apparatus suitable for decoding audiovisual transmissions of conditional access made by wireless, satellite or cable, whether analogue or digital (Article 171-octies, Act 633/1941).

15. Inducement to not make statements or to make false statements to the judicial authority (Article 25-decies, Legislative Decree 231/2001) [article added by Act 116/2009] [article added by Act 116/2009]

- Inducement to not make statements or to make false statements to the judicial authority (Article 377-bis of the Italian Criminal Code)

16. Environmental offences (Article 25-undecies, Legislative Decree 231/2001) [article added by Legislative Decree 121/2011] [amended by Act 68/2015 adding paragraph 1-bis and amended by Legislative Decree 21/2018¹

- Environmental pollution (Article 452-bis of the Italian Criminal Code) [inserted by Act 68/2015]
- Environmental disasters (Article 452-quater of the Italian Criminal Code) [inserted by Act 68/2015]
- Culpable offences against the environment (Article 452-quinquies of the Italian Criminal Code) [inserted by Act 68/2015]
- Trafficking and abandonment of highly radioactive material (Article 452-sexies of the Italian Criminal Code) [inserted by Act 68/2015]
- Aggravating circumstances (Article 452-octies of the Italian Criminal Code) [inserted by Act 68/2015]
- Slaughter, destruction, capture, removal and possession of protected wild animal or plant specimens (Article 727-bis of the Italian Criminal Code)
- Habitat destruction or damage within a protected environment (Article 733-bis of the Italian Criminal Code)
- Import, export, possession, use for profit, purchase, sale, exhibition or holding for sale or for commercial purposes, of protected species (Article 1 and 2, Act 150/1992)

- Discharge of industrial sewage containing hazardous substances; discharges into soil, subsoil and groundwater; discharge into seas by ships or aircraft (Article 137, Legislative Decree 152/2006)
- Unauthorised waste management activity (Article 256, Legislative Decree 152/2006)
- Waste trafficking (Article 259, Legislative Decree 152/2006)
- Organised activities for waste trafficking (Article 260, Legislative Decree 152/2006)
- Soil, subsoil, surface water or groundwater pollution (Article 257, Legislative Decree 152/2006)
- Breach of reporting obligations, maintaining of compulsory registers and forms (Article 258, Legislative Decree 152/2006)
- Organised activities for waste trafficking (Article 452-quaterdecies of the Italian Criminal Code) [inserted by Legislative Decree 21/2018]
- False information on the nature, composition and physical and chemical characteristics of the waste when issuing a waste analysis certificate; including a false waste analysis certificate in SISTRI; omission or fraudulent alteration of the paper copy of the SISTRI record - area of movement in the transport of waste (Article 260-bis, Legislative Decree 152/2006)²

¹ "1-bis: In cases of conviction for the offences referred to in Section 1 Letters a) and b) of this Article, in addition to the financial penalties provided for therein, the bans included in Article 9 shall apply for a maximum period of one year for the offence referred to in the above-mentioned Letter a) ".

² the SISTRI waste control and traceability system was discontinued by Decree-Act 135 of 14th December 2018.

- Penalties (Legislative Decree 152/2006, Article 279) [Offences concerning air quality protection and reduction of atmospheric emissions]
- Intentional pollution caused by ships (Article 8, Legislative Decree 202/2007)
- Culpable pollution caused by ships (Article 9, Legislative Decree 202/2007)
- Cessation and reduction of use of harmful substances (Act 549/1993 Article 3)

17. Recruitment of third-country nationals with irregular status (Article 25-duodecies, Legislative Decree 231/2001) [article added by Legislative Decree 109/2012] [amended by Act 161/2017 by adding paragraphs 1-bis, 1-ter and 1-quater]

- Recruitment of third-country nationals with irregular status (Article 22, Section 12-bis, Legislative Decree 286/1998)
- Provisions against illegal immigration (Article 12 Section 3, 3 bis, 3 ter and Section 5, Legislative Decree 286/1998)

18. Racism and xenophobia (Article 25-terdecies, Legislative Decree 231/2001) [article added by European Law 2017]

- Propaganda and incitement to offence on grounds of racial, ethnic and religious discrimination (Article 604-bis of the Italian Criminal Code) [added by Legislative Decree 21/2018]

19. Transnational offences (Act 146/2006) [The following offences, if committed transnationally, constitute grounds for the administrative liability of entities]

- Provisions against illegal immigration (Article 12, Sections 3, 3-bis, 3-ter and 5, of the Consolidated Text contained in Legislative Decree No 286 of 25th July 1998)
- Association for trafficking in narcotic or psychotropic substances (Article 74 of the Consolidated Text contained in Decree of the President of the Republic 309, 9th October 1990)
- Criminal association for the purpose of smuggling processed foreign tobacco (Article 291-quater of the Consolidated Text contained in Decree of the President of the Republic 43, 23rd January 1973)
- Inducement to not make statements or to make false statements to the judicial authority (Article 377-bis of the Italian Criminal Code)
- Individual complicity (Article 378 of the Italian Criminal Code)
- Association to commit a crime (Article 416 of the Italian Criminal Code)
- Mafia-type association (Article 416-bis of the Italian Criminal Code) [amended by Act 69/2015]

20. Liability of companies for administrative offences dependent on criminal offence [they constitute grounds for companies operating in the virgin olive oil sector] (Article 12, Act 9/2013)

- Use, adulteration and counterfeiting of foodstuffs (Article 440 of the Italian

- Criminal Code)
- Trade in counterfeit or adulterated foodstuffs (Article 442 of the Italian Criminal Code)
- Trade in harmful foodstuffs (Article 444 of the Italian Criminal Code)
- Counterfeiting, alteration or use of distinctive trademarks of creative works or industrial products (Article 473 of the Italian Criminal Code)
- Introduction into the Italian State and marketing of products with counterfeit trademarks (Article 474 of the Italian Criminal Code)
- Fraud in the course of trade (Article 515 of the Italian Criminal Code)
- Sale of non-genuine foodstuffs as genuine (Article 516 of the Italian Criminal Code)
- Sale of industrial products with misleading trademarks (Article 517 of the Italian Criminal Code)
- Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quater of the Italian Criminal Code)

21. Fraud in sports competitions, abusive exercise of gambling or betting and games of chance by means of prohibited devices (Article 25-quaterdecies) [article added by Act 39/2019]

- Fraud in sports competitions (Article 1, Act 401/1989)
- Abusive exercise of gambling and betting activities (Article 4, Act 401/1989)

22. Tax offences (Article 25 quinquiesdecies)

- Fraudulent declaration using invoices or other documents for non-existent transactions (Article 2 Legislative Decree 74/2000)
- Fraudulent misrepresentation by other means (Article 3 Legislative Decree 74/2000)
- Issuing invoices or other documents for non-existent transactions (Article 8 Legislative Decree 74/2000)
- Concealment or destruction of accounting documents (Article 10 Legislative Decree 74/2000)
- Fraudulent evasion of tax payment (Article 11 Legislative Decree 74/2000)

1.3 The penalties set out in the Decree

The disciplinary system described in Legislative Decree 231/2001, in case of the above offences, considers; depending on the offences committed, the application of the following administrative penalties:

- financial penalties;
- bans;
- confiscation;
- publication of the judgment.

In particular, it is clarified that bans are applied in relation to offences for which they have been expressly set out. In accordance with current regulations, they do not apply in the case of corporate offences and market abuse offences.

These disciplinary measures consist of:

- prohibition of the activity;
- suspension or revocation of the authorisations, licences or concessions required to commit the offence;
- ban on contracting with the public administration;
- exclusion from tax relief, funding, aid and subsidies and/or revocation of those that may have already been granted;
- ban on advertising goods or services.

Legislative Decree 231/2001 also sets out that when the conditions are met for applying a ban that determines the interruption of the company's activity, the judge, instead of applying the penalty, may order the continuation of the activity by a judicial administrator for a period equal to the applied ban, if at least one of the following conditions is met:

- the company provides a public service or a service of public utility, and its interruption is likely to cause serious harm to the community;
- considering the size and economic conditions of the territory where it is located, the interruption of the activity may have a significant impact on employment.

1.4 Exonerating condition for Administrative Liability

Once the administrative liability of the entity has been declared, Article 6 of Legislative Decree 231/2001 states that the entity shall not be liable for administrative liability, when it demonstrates that:

- the management body has adopted and efficiently implemented, prior to the offence, the appropriate Organisational, Management and Control Models to prevent offences of the type that have been committed;
- the task of monitoring the functioning and enforcement of the Models and ensuring that they are kept up to date has been assigned to a body within the entity with autonomous powers of initiative and control;
- the persons have committed the offence by fraudulently circumventing the Organisational, Management and Control Models;
- the supervisory board's oversight has been neither insufficient nor inexistent.

Therefore, the adoption of the Organisational, Management and Control Model allows the entity to avoid administrative liability. The mere adoption of this document, by resolution of the entity's administrative body which shall be the Board of Directors, is however not sufficient to simply avoid this liability, as the entity is required to have sufficiently transposed the Model and to have actually applied it.

As regards the effectiveness of the Organisational, Management and Control Model in preventing the offences listed in Legislative Decree 231/2001, it must:

- establish the activities where these offences may be committed;
- set down specific protocols to schedule training and implementation of the entity's decisions regarding the prevention of offences;
- establish appropriate modes of financial resource management to prevent the committing of offences;
- include obligations to report to the body responsible for the functioning and enforcement of the Models;
- introduce an appropriate disciplinary system to penalise non-compliance with the measures outlined in the Organisational, Management and Control Model.

Regarding the effective implementation of the Organisational, Management and Control Model, Legislative Decree 231/2001 requires:

- a periodic inspection and, in the event that significant breaches of the standards set out in the Model are discovered, or if there are changes to the entity's organisation or activity, or legislative changes, the modification of the Organisational, Management and Control Model;
- an adequate disciplinary system to penalise non-compliance with the measures indicated in the Organisational, Management and Control Model.

1.5. OFFENCES COMMITTED ABROAD

Pursuant to Article 4 of the Decree, the Company may be held liable in Italy for having committed these offences abroad. Specifically, Article 4 of the Decree states that entities with general headquarters within the Italian State are also liable for offences committed abroad in the cases and under the conditions stipulated in Articles 7 to 10 of the Italian Criminal Code, provided that the State of the place where the act was committed does not act against them.

Therefore, the Company may be prosecuted when:

- its general headquarters are in Italy, i.e., the actual headquarters where the administrative and management activities are conducted, which may even differ from the place where the Company is located or its corporate address (entities with legal personality), or the place where the activity is carried out on a continuous basis (entities without legal personality);
- the State of the place where the act was committed is not acting against the Company;
- the request of the Ministry of Justice, to which the punishability may be subject, also refers to said Company.

These rules relate to offences committed entirely abroad by members of the Board of Directors or subordinate members.

For criminal conduct that has only partially occurred in Italy, the principle of territoriality is applicable pursuant to Article 6 of the Italian Criminal Code, by virtue of which "the offence is considered to have been committed in the territory of the Italian State when the act or omission which constitutes it, has occurred there in whole or in part, or the event that gave rise to the act or omission has taken place in said Italian State".

1.6 The "Guidelines" of Confindustria (General Confederation of Italian

Industry)

Article 6 of Legislative Decree 231/2001 expressly states that the Organisational, Management and Control Models may be adopted in accordance with codes of conduct drawn up by the associations representing the entities.

The "Guidelines" of Confindustria were approved by the Ministry of Justice by virtue of Ministerial Order dated 4.12.2003. The subsequent update, published by Confindustria on 24th May 2004, was approved by the Ministry of Justice, which considered these Guidelines to be suitable to achieve the aims that are sought by the Decree. The last update of these Guidelines dates back to March 2014 and was approved by the Ministry of Justice on 31st July 2014.

When defining the Organisational, Management and Control Model, the Guidelines of Confindustria consider the following project phases:

- Risk identification, business context analysis in order to highlight the sectors of activity and ways in which the events that are detrimental to the objectives indicated in Legislative Decree 231/2001 may occur;
- the development of an adequate control system (protocols) to prevent the risks of offences identified in the previous phase, by assessing the entity's existing control system and its suitability.

The most relevant components of the control system established in the Guidelines of Confindustria to ensure the effectiveness of the Organisational, Management and Control Model are the following:

- the adoption of ethical principles in relation to conducts that may involve one of the offences included in the Decree, which are set out in a Code of Ethics;
- a sufficiently formalised and clear organisational system, especially with regard to the assignment of responsibilities, hierarchical reporting lines and task descriptions, with specific provision for control principles;
- manual and/or computerised procedures that regulate the development of activities, providing for timely controls;
- authorising and signing powers assigned in accordance with defined organisational and management responsibilities, including, where necessary, the indication of expenditure approval thresholds;
- control and management systems, capable of providing immediate notification of the existence of or the further development of generally or specifically critical situations;
- Information and communication to staff, characterised by completeness, effectiveness, reliability, clarity and an appropriate level of detail; as well as frequency, coupled with a staff training programme adapted to the level of the addressees.

Additionally, the Guidelines of Confindustria clarify that the members of the aforesaid control system shall adhere to a number of control principles, including:

- the verifiability, coherence and consistency of each operation, transaction and action;

- the application of the principle of separation of functions and segregation of duties (no one can manage an entire process autonomously);
- the creation, implementation and documentation of control activity on processes and activities at risk of crime.

SECTION TWO

2 . THE ORGANISATIONAL, MANAGEMENT AND MONITORING MODEL OF CARAPELLI FIRENZE S.P.A.

2.1 Purpose of the Model

Carapelli Firenze S.p.A. (hereinafter "Carapelli" or the "Company"), which is part of a group that operates in the vegetable oils sector, has approved this Organisational, Management and Control Model (hereinafter also the "Model"), by virtue of resolution of the Board of Directors dated 22nd September 2011. Subsequently, the model has been modified and supplemented in relation to regulatory developments and with the introduction of new types of offences in Legislative Decree 231/01. The Company is aware that conditions of correctness and transparency in business and business activity management must be guaranteed, for the sake of its position and image, and the work of its employees. It is also aware of the importance of including an adequate Organisational, Management and Control Model in order to prevent unlawful conduct by its directors, employees and collaborators subject to management or supervision by the Company.

Carapelli therefore considers that the adoption of the Model, together with the Code of Ethics - apart from the provisions of Legislative Decree 231/2001 that refer to the Model as an optional and not compulsory element - may constitute a valid tool for raising awareness among all Company employees and all other addressees, so they behave correctly and transparently when performing their activities, in order to prevent the risk of committing the offences included in Legislative Decree 231/2001.

Specifically, by adopting the Model, Carapelli seeks to fulfil the following goals:

- to make aware all individuals to whom the Model is addressed, as defined in Section 2.2 below, that by violating the provisions contained therein, they may be guilty of offences punishable by criminal law, as well as administrative sanctions directly applicable to the Company;
- to prohibit behaviour penalised by the Decree, requiring the addressees to adopt correct and transparent behaviour in accordance with this Model;
- it should be remembered that Carapelli Firenze S.p.A. strongly condemns these forms of unlawful behaviour, as these (even if the Company were apparently in a position to benefit from them) are in any case contrary not only to legal provisions, but also to the ethical principles that the Company seeks to respect while performing its business activities;
- by supervising areas of activity at risk with a structured and comprehensive system of control procedures and activities, to enable the Company to intervene in a timely manner to prevent or deter such offences.

In order to develop an effective and adequate Model to prevent the offences included within the framework of Legislative Decree 231/2001, the Company

has conducted an in-depth analysis of its business context both through accounting checks and through interviews with business subjects informed of the organisation and the activities carried out by the Company.

2.2 Addressees

The provisions of this Model are therefore binding on the directors and on all those who exercise representative, administrative and managerial functions in the Company, including in practice, on employees (understood as all those who are linked to the Company by an employment relationship, including management personnel), and on external collaborators subject to the direction or supervision of the Company's corporate management (hereinafter the "Addressees").

2.3 Basic elements of the Model

With regard to the requirements set out in Legislative Decree 231/2001, the fundamental elements developed by Carapelli Firenze S.p.A. when defining the Model may be summarised as follows:

- identification of sensitive activities, with examples of possible means of committing the offences and instrumental processes that may be associated with the committing of the offences referred to in the Decree, which will therefore be subject to regular analysis and monitoring;
- identification of the ethical principles and standards of behaviour intended to prevent conduct that may involve any of the offences stated in Legislative Decree 231/2001, as enshrined in the Code of Ethics adopted by Carapelli and, more specifically, in this Model;
- establishment of specific protocols related to the instrumental processes that are considered to have a higher potential risk of offences, in order to expressly regulate training and implementation of the Company's decisions, to provide specific indications regarding the system of preventive controls in relation to each type of offence to be prevented;
- appointment of an official Supervisory Board (hereinafter also "Board"), and the assignment of specific monitoring tasks for the efficient performance and effective implementation of the Model;
- adoption of an appropriate disciplinary system to ensure the effective implementation of the Model, one that contains the applicable disciplinary provisions in the event of non-compliance with the measures indicated in the Model;
- conducting training, awareness-raising and dissemination activities for the Addressees of this Model;
- modalities for the adoption and effective implementation of the Model, as well as the necessary modifications or additions to the Model (updating the Model).

2.4 Code of Ethics and the Model

Carapelli seeks to operate according to ethical principles and standards of behaviour that shall guide the performance of its business activities, and the pursuit of its corporate purpose and growth in compliance with the laws and regulations in force in Italy and in all its countries of operation. To this end, the Company has adopted a Code of Ethics that defines a series of principles of "business ethics" and standards of behaviour, which it hereby acknowledges and requires its corporate bodies and employees to abide by it, as well as all

those who cooperate with the Company in the pursuit of its corporate goals.

The Code of Ethics is therefore general in scope and represents a set of rules that are spontaneously adopted by Carapelli Firenze S.p.A. and which the Company recognises, accepts and shares, with the aim of disseminating a solid ethical integrity and a high level of awareness regarding compliance with the regulations in force.

The Model responds to specific provisions contained in Legislative Decree 231/2001, expressly aimed at preventing the offences that are listed in the Decree itself (for acts which, apparently committed in the interest or for the benefit of the Company, may entail administrative liability for the Company as a criminal offence).

Considering that the Code of Ethics contains principles of behaviour (including legality, correctness and transparency) which are also suitable for the prevention of unlawful conduct covered by Legislative Decree 231/2001, this document becomes relevant for the purposes of the Model and is therefore a supplementary element.

2.5 Requirements of the Model

While developing the Model, Carapelli has taken into account its own business organisation in order to check the areas of activity that are most exposed to the risk of potential offences.

While preparing the Model, the Company has also taken into account its own internal controls system in order to assess its capacity to prevent the offences listed in Legislative Decree 231/2001 within the areas of activity that are identified as being at risk.

More generally, the internal controls system of Carapelli Firenze S.p.A. shall ensure, with reasonable certainty, the achievement of operational, reporting and compliance objectives:

- the operational objective of the internal controls system refers to the Company's effectiveness and efficiency in using resources, protecting itself against losses and safeguarding corporate assets. Furthermore, this system seeks to ensure that company staff act in pursuit of the business goals, without placing other interests before those of Carapelli;
- the reporting objective translates into the drafting of timely and reliable reports for internal and external decision-making processes of the business organisation;
- in contrast, the compliance objective ensures that all operations and actions are carried out in compliance with the laws and regulations, prudent requirements and internal business procedures.

The controls system, which is monitored by the Supervisory Board, involves all sectors of Carapelli's business and draws a distinction between operational tasks and control tasks, thus reasonably reducing any potential conflict of

interest.

The internal controls system is concretely based on the following elements:

- a formalised organisational system with clear allocation of responsibilities;
- procedural system;
- IT systems aimed at the separation of functions;
- management control and reporting system;
- authorising and signing powers assigned in accordance with responsibilities;
- internal communications system and staff training.

The internal controls system is based on the following principles:

- all operations, transactions and actions must be truthful, verifiable, coherent and documented;
- no one should be able to manage an entire process autonomously (termed separation of tasks);
- the internal controls system should be able to document the implementation of controls, including supervisory controls.

All staff, within the framework of their functions, are responsible for the definition and correct functioning of the control system by means of line controls, consisting of all monitoring activities performed by each operational unit within the processes.

2.6 Identification of "at risk" activities and associated processes

Given its awareness of the need to ensure conditions of correctness and transparency in business management and corporate activities, as well as to safeguard its reputation and image, the Company has decided to conduct an in-depth analysis of its organisational, management and control instruments, in order to verify the correspondence of its principles of conduct and procedures in force with the purposes set out in Legislative Decree 231/2001, and to adapt them, where necessary.

Article 6, Section 2, Letter a) of Legislative Decree 231/2001 expressly states that the Organisational, Management and Control Model of the entity shall establish the business activities within which the offences indicated in the Decree may be committed.

The business activities of Carapelli and its organisational structures have therefore been analysed, with the specific goal of identifying the areas of business activity that are at risk, where the offences included in Legislative Decree 231/2001 may be committed (as well as practical examples of "sensitive" activities), the examples of possible means of committing these offences, as well as the processes in which the conditions may be met and/or the instruments to commit these offences be available, (termed "instrumental" processes), in general terms.

Identification of activities at risk

Additionally, considering Carapelli's characteristic activities, the identified risk areas refer especially to the offences listed in Articles 24, 24 bis, 25, 25 bis-1, 25 ter, 25 quater, 25 septies, 25 octies, 25 novies pursuant to Act 99/09 of Legislative Decree 231/2001 and 25 novies pursuant to Act 116/2009 which introduces the criminalisation of inducing false declarations, the subject of Article 377-bis of the Italian Criminal Code, within the framework of offences against judicial activity, 25 undecies, 25 duodecies, 25 terdecies, 25 quinquedecies, administrative offences dependent on criminal offences in the sector of virgin olive oils referred to in Article 12 of Act 9/2013.

Although the risk of committing the offences referred to in Articles 24 ter, 25 bis, 25 quater 1, 25 quinquies, 25 sexies, 25 quaterdecies, as well as the transnational offences referred to in Article 10 of Act 146/2006, cannot be entirely ignored, they are considered extremely remote given the activities conducted by the Company, and in any case, are reasonably covered by respect for ethical principles and the rules of conduct set out in the Code of Ethics adopted by the Company, which requires all addressees to strictly comply with the applicable laws and regulations.

As previously mentioned, the areas at risk of the offences included in Legislative Decree 231/2001, were also identified by means of detailed interviews with the corporate reference individuals who, by virtue of their position in the different processes under analysis, have extensive and in-depth knowledge of the functioning of each sector of business activity.

The results of the aforesaid activity, previously shared with the interviewed corporate reference individuals, have been collected in a descriptive sheet (termed as List of Activities at Risk of Offences), which illustrates in detail the specific profiles at risk of committing the offences listed in Legislative Decree 231/2001, within the framework of Carapelli's activities. The List of Activities at Risk of Offences is held at the registered office of the Company and is available for consultation.

Specifically, the risk of committing the offences included in Legislative Decree 231/2001 has been identified in the following areas of business activity:

- A. Institutional relationships with subjects in the Public Administration;
- B. Handling relationships with the competent Public Bodies in order to execute the obligations associated with production and factory activities, including checks and inspections;
- C. Managing product conception, production and commercialisation (including marketing activities);
- D. Handling sponsorships and donations;
- E. Performing duties envisaged within the framework of import/export management;
- F. Product quality management.
- G. Security management pursuant to Legislative Decree 81/08 (Consolidated Text on Security);
- H. Managing obligations required by the regulations in force, including checks, inspections and verifications by the competent public bodies or

- supervisory authorities;
- I. Managing award ceremonies;
- J. Managing the obligations required to apply for funding and/or subsidies and preparation of the corresponding documentation;
- K. Managing duties related to hiring, termination of employment, remuneration, tax withholdings, and welfare and social security contributions related to employees and collaborators;
- L. Managing judicial and extrajudicial litigation (e.g. civil, tax, labour law, administrative, criminal), at all levels, appointment of external professionals and coordination of associated activities;
- M. Management, use and maintenance of the business information and communications system;
- N. Coordination and management of general accounting and preparing the financial statements;
- O. Corporate obligations;
- P. Shareholding management;
- Q. Waste management;
- R. Managing facilities within the context of production and logistics activities;
- S. Management of environmental aspects;
- T. Management of commercial activities;
- U. Purchase management.

Instrumental processes where the conditions may be created and/or the instruments made available to commit offences related to the activities listed above, have also been identified:

- 1 Managing the purchase of goods and services
- 2 Managing consultancy and professional tasks
- 3 Managing donations, sponsorships, gifts and gratuities
- 4 Managing employee expense reimbursements and expenses related to company representation
- 5 Selection, hiring and management of staff
- 6 Managing inspection visits and relations with the Public Administration
- 7 Cash management and banking
- 8 Preparing the financial statements and relationships with Auditors, Supervisory Council Members and Shareholders
- 9 Managing health and safety obligations in the workplace
- 10 Managing award ceremonies
- 11 Managing product conception, manufacturing and marketing
- 12 Managing environmental obligations
- 13 Product quality management
- 14 Customer relationship management
- 15 Access and use of IT and telephone resources

A specific protocol has been designed for each process in order to determine the operational procedures required to maintain process control, thereby ensuring the requirements of transparency, traceability and separation of duties.

Offences are also prevented by means of the definition of the following

principles of vigilance.

2.7 Principles of vigilance

Carapelli manages the main risk processes and areas of activity identified above, respecting principles consistent with the indications provided by Legislative Decree 231/2001, ensuring their correct and concrete application.

The principles governing the activities in these areas and processes are as follows:

- the presence of general rules of conduct that support the activities performed;
- the existence and adjustment of procedures to regulate the performance of activities respecting principles of: document traceability, objective decision-making and availability of suitable control points;
- respect and concrete application of the general principle of separation of tasks, according to which no one should be able to manage an entire process autonomously;
- the existence of authorisation levels to ensure adequate control of the decision-making process, supported by a system of delegations and procedures that refer to both internal powers of authorisation, which guide the Company's decision-making processes regarding the transactions to be conducted, and powers of attorney for the signing of deeds or documents intended for external use and which are sufficient to bind the Company with third parties (so-called special or general "powers of attorney");
- internal communications system and staff training;
- the existence of specific control and monitoring activities.

All staff, within the framework of their functions, are responsible for the definition and correct functioning of the controls system, which includes all monitoring activities performed by each operational unit within the processes.

The task of checking the constant application of these principles, their appropriateness and updating, has been assigned by Carapelli to those in charge of the Company management. They shall communicate with the Supervisory Board, so that the latter is always informed of possible changes to the organisation or to the company's activities. They may be asked to give their opinions or provide indications of principle and guidance.

2.8 General rules of conduct

Recommended conduct in relationships with the Public Administration, the Supervisory Authorities and the Judicial Authorities

The following general rules of conduct apply to the Addressees of this Model who have dealings with the Public Administration, the Supervisory Authorities and the Judicial Authorities in any capacity whatsoever, on behalf of and in the interest of the Company.

In general, the Addressees are prohibited from engaging in, collaborating in or

giving rise to any conduct that, considered individually or collectively, directly or indirectly, involves or may involve the offences envisaged in Articles 24, 25 and 25 decies of Legislative Decree 231/2001.

Specifically, in accordance with the business ethics principles covered by this Model and the Code of Ethics adopted by the Company, it is prohibited to:

- promise or make monetary contributions to representatives of the Public Administration or the Supervisory Board for purposes other than institutional and service purposes;
- promise or grant benefits of any kind to representatives of the Public Administration and Supervisory Authorities, either Italian or foreign, in order to influence their impartial judgement or to induce them to promise any benefit to the Company;
- provide services or payments to collaborators, suppliers, consultants or other third parties acting on behalf of the Company, which are not adequately justified in the context of the contractual relationship established with them, or with regard to the type of task to be performed and the local practices in force ;
- favour collaborators, suppliers, consultants and other third parties indicated by representatives of the Public Administration or the Supervisory Authorities, in procurement processes;
- give gratuities and gifts outside of normal business practices (i.e. any gift that exceeds normal business practices or common courtesy, or in any case, that which is intended to receive favourable treatment in handling any business activity). Specifically, any form of gift or other benefit to public officials or their family members, which may influence their impartial judgement or induce them to secure any benefit for the Company, is prohibited. Permitted gifts are always characterised by their minimal value and because they seek to promote the image of the Company. The gifts offered - except those of modest value - must be properly documented in order to enable the Supervisory Board to conduct all appropriate checks;
- engage in misleading conduct that may induce the Public Administration or the Supervisory Board to error in the technical and economic evaluation of the submitted documentation;
- provide counterfeit or altered documents or data, or providing untruthful information;
- omit timely information in order to manipulate the decisions of the Public Administration or the Supervisory Authorities for their own benefit;
- make false declarations to national or European public bodies in order to obtain public subsidies, aid or funding on favourable terms;
- allocate amounts received from national or European public bodies by way of subsidies, grants or funding to purposes other than those for which they were intended.

Carapelli condemns any conduct that leads directly or indirectly to the offence of "Inducement to not make statements or to make false statements to the authorities" and/or facilitates or promotes its commission. It is especially prohibited to:

- promise or offer monetary contributions or other benefits to persons involved in legal proceedings in order to induce them to conceal/omit facts that may entail penalties/sanctions for the Company;
- induce a subject to not make a statement or to make false statements to the judicial authority during criminal proceedings, by means of threats or violence (physical or emotional coercion) in order to conceal/omit facts that may entail penalties/sanctions for the Company.

Finally, the Addressees are obliged to comply with the following provisions:

- relationships with the Public Administration must be managed by identifying the reference individuals responsible for the activities conducted in these areas at risk;
- the tasks assigned to external collaborators (e.g. suppliers, consultants) must be drawn up in writing, indicating the purpose of the task, the agreed remuneration and signed in accordance with the delegations received;
- forms of payment in cash or in kind are prohibited, except in extraordinary cases that are duly motivated.

The individuals responsible for controlling and supervising the obligations associated with the performance of these activities shall pay particular attention to compliance with these obligations and shall immediately notify the Supervisory Board of any irregularities or non-compliances they may have detected.

Finally, the Addressees of these principles of ethical behaviour are obliged to abide by the following rules: in the event of an alleged attempt of bribery by a public official (which shall be understood as an abuse of office or power by a public official in order to coerce or compel someone to give or promise, to him or her, or to a third party, money or other improper benefits for the performance of his or her professional duties), the concerned subject shall: (i) decline the request; (ii) immediately inform the Supervisory Board.

Recommended conduct within the context of "sensitive" activities with regard to corporate crime

The following general rules of conduct apply to the Addressees of this Model, who are involved in the "sensitive" activities in any capacity, with regard to corporate crime (especially, members of the Board of Directors) as stated in Article 25 ter of Legislative Decree 231/2001.

Generally, these parties are asked to:

- behave correctly, transparently and cooperatively, in compliance with legal regulations and internal business procedures, in all activities for the preparation of the financial statements and other corporate communications in order to provide Shareholders and the public with true and correct information on the economic, equity and financial status of the Company;

- ensure maximum cooperation with the Supervisory Board and the Company's management, guaranteeing the communication of complete and clear information, as well as the accuracy of data and processing, and notifying potential conflicts of interest;
- strictly comply with all legal standards to ensure the integrity and effectiveness of the share capital, so as not to prejudice the interests of creditors and third parties in general;
- ensure the proper functioning of the Company and its corporate bodies, guaranteeing and facilitating all forms of internal control over corporate management as stipulated by law;
- make promptly, correctly and in good faith, all communications indicated by law with regard to Independent Administrative Authorities, without hindering the exercise of their functions;
- not engage in conduct amounting to a corruption offence between individuals.

It also includes, where appropriate, the express obligation of the aforesaid parties to avoid:

- representing or communicating, for the purpose of drawing up and preparing reports, accounts and financial statements or other corporate communications, false, incomplete or in any case misleading information on the economic, equity and financial status of the Company and its subsidiaries
- omitting data and information required by law on the economic, equity and financial status of the Company and its subsidiaries;
- circulating false news or engaging in false transactions or other contrivances in order to change the price of the Company's and Group companies' financial instruments;
- indicating assets in excess of/less than cash or fictitious liabilities (e.g. costs supported on a fictitious basis and/or income shown in excess of/less than actual) by misrepresentation in the statutory books of account and by using appropriate means to prevent verification;
- indicate fictitious liabilities by using invoices or other documents with similar probative value to invoices, for non-existent transactions;
- conducting simulated or otherwise fraudulent transactions, as well as disseminating false or incorrect news, which are likely to cause significant price alterations in unlisted financial instruments or for which an application for admission to trading on a regulated market has not been made;
- conduct that materially impedes, by the concealment of documents or using other fraudulent means, or in any way hinders the performance of the control and review activity by the Supervisory Council or the Auditor's Office;
- any behaviour that also hinders the exercise of supervisory functions during the inspection by Public Supervisory Authorities (express opposition, refusals on pretext, or even behaviour that hinders or demonstrates a lack of cooperation, such as delays in communications or in making documents available);
- making, receiving or requesting the handover of money, gifts or other

benefits, when they exceed normal business practices and common courtesy, to employees of other private companies;

- performing or promising services for customers that are not adequately justified in the light of the contractual relationship that exists with them.

Directors are especially prohibited from:

- determining or influencing decisions taken by the General Meeting, by performing simulated or fraudulent actions in order to alter the correct procedure for the expression of the will of the General Meeting;
- purchasing or subscribing shares in the Company or in subsidiaries, outside the cases stipulated by law, to the detriment of the integrity of the share capital;
- carrying out reductions of share capital, mergers or divisions, in breach of the legal provisions protecting creditors, thereby causing them harm;
- the fictitious creation or increase in share capital by allotting shares for less than their nominal value when setting up new companies or increasing the share capital;
- not informing other directors and the Supervisory Council of any possible interests either they or third parties may have in a Company transaction, indicating its nature, terms, origin and scope.

Additionally, the Addressees of the Model shall:

- strictly respect corporate standards regarding the clarity and completeness of the data and news to be reported by each function, the accounting criteria for processing the data, and the deadlines for their submission to the responsible functions;
- comply with the criteria and procedures laid down by corporate rules for data processing in the individual and consolidated financial statements and their communication by the Group companies included within the scope of consolidation;
- scrupulously observe the rules and procedures laid down by law and sectoral regulations for Auditor evaluation and selection.

Recommended conduct within the framework of "sensitive" activities, with regard to the offences of receipt, laundering and use of money, goods or benefits of illegal origin, as well as self-laundering.

Although the analysis of the standard activities of the Company leads us to believe that the risk associated with possible conduct that may entail crimes of laundering, receiving, or use of money, goods or other benefits of illegal origin is sufficiently monitored, Carapelli has adopted general rules of conduct that apply to the Addressees of this Model who are appointed or entrusted in any capacity with the management of the purchasing process (e.g. raw materials, semi-processed products, systems and parts of systems, etc.).

In the light of these assessments, the Company prohibits the Addressees involved in the above-mentioned sensitive activities from the following:

- to receive or accept payment in cash, under any circumstances whatsoever, or to engage in transactions that may be associated with

- money laundering from criminal activities;
- to use anonymous instruments to carry out actions or transfers of significant amounts;
- to issue invoices or documents for non-existent transactions in order to enable third parties to commit tax fraud;
- indicate fictitious liabilities by using invoices or other documents with similar probative value to invoices for non-existent transactions
- to use cash or other bearer instruments (without prejudice to possible exceptions dictated by operational/management requirements that may be objectively justified, always for limited amounts and in any case within legal limits), for any collection, payment, transfer of funds, or other uses of available funds, as well as the prohibition to use current accounts or passbooks anonymously or with fictitious ownership;
- to make deposits in encrypted current accounts or in credit institutions without a physical establishment.

In this regard, laundering, self-laundering or the use of money, goods or other benefits of illegal origin is committed when money, goods or other benefits of illegal origin are substituted or transferred or when operations are performed that make it impossible to identify their illegal origin, while receipt is committed when money or items originating from any crime are acquired, received or concealed.

Carapelli therefore requires the Addressees to:

- use the banking system for transactions, also requiring customers to make payments solely through this system, which ensures the traceability of fund transfers;
- conduct checks, based on the available information, of trading counterparties in order to verify their trustworthiness and reliability before entering into business relationships with them;
- ensure the application of the principle of separation of tasks in relation to company account management activities, and in the subsequent transposition into tax returns, even developing specific procedures;
- keep the accounting books and other documents that must be maintained for tax purposes in a correct and orderly manner, implementing all necessary physical and/or digital protections to prevent possible acts of destruction and/or concealment;
- comply with the terms and conditions in the applicable regulations for the preparation of financial statements and the related income tax and value added tax payments.

When performing their business functions and duties, all Addressees must also comply with the rules limiting the use of cash and bearer securities provided for in Legislative Decree 231/2007 and its subsequent amendments and supplements.

In this respect and without being exhaustive, it is expressly prohibited to:

- make any transfers between different parties in any capacity whatsoever, other than through banks or electronic currency institutions or Poste Italiane S.p.A., cash or bank or postal bearer deposit books, or bearer

- securities in euro or foreign currency;
- issue bank and post office cheques for amounts of EUR 12,500 or more which do not indicate the name or business name of the payee and the non-transferability clause;
- to endorse for collection bank and postal cheques payable to the drawer, to parties other than banks or Poste Italiane S.p.A.

Recommended conduct within the context of "sensitive" activities with regard to culpable offences introduced by Act 123/2007

By virtue of its activity, Carapelli is potentially exposed to the risk of serious accidents (with a prognosis of more than 40 days) and shall be held administratively liable. It therefore pays particular attention to spreading a culture of safety and awareness of the risks associated with the work conducted at its registered office, production sites, warehouses, etc. (hereinafter referred to as "company sites") by demanding responsible behaviour at all levels which respects company procedures adopted in the field of occupational safety.

In general, all Addressees who are involved in different ways in managing the Company's safety systems, are obliged to ensure the safety and health of employees at work and to apply -each in the part that is their responsibility and respecting the delegations and powers attributed by the Company, as well as company procedures in force in this area- the prevention and protection measures established in order to deal with the safety risks identified in the drafted Risk Assessment Documents (hereinafter "RAD").

Specifically, for effective risk prevention and pursuant to the obligations set out in Legislative Decree 81/2008, as well as in accordance with the distribution of safety tasks, duties and responsibilities at each company site, it expressly requires:

- corporate staff (e.g. the Employer) and corporate functions (e.g. Human Resources Management, etc.) involved in different concepts within the management of the security system, to perform the tasks assigned to them by the Company in this regard, respecting the delegations and powers granted, as well as existing corporate procedures, and to inform and train staff who, in the course of their activities, are exposed to safety-related risks;
- the persons appointed by the Company pursuant to Legislative Decree 81/2008 (e.g. the Head of the Prevention and Protection Service, those in charge of the Prevention and Protection Service; those in charge of implementing fire prevention measures, fire-fighting, evacuation of workers in case of danger; those in charge of first aid, workers' safety representatives) to conduct within the framework of their own competences and powers, the safety tasks specifically assigned to them by the regulations in force and included in the security system adopted by the Company;
- individuals responsible for ensuring correct compliance by all workers with the security measures and procedures adopted by the Company, reporting any shortcomings or deficiencies in the security system, as well

as any conduct that is in breach of compliance to those in charge of the Prevention and Protection Service;

- all employees to ensure their health and safety, and that of other persons present in the workplace, by observing the safety measures, procedures and instructions outlined by the Company, as well as using the means and Personal Protective Equipment provided by the Company when performing their activities, on a compulsory basis, for effective protection against the identified risks.

Any behaviour contrary to the security system adopted by the Company shall be appropriately penalised by Carapelli, within the framework of a disciplinary procedure pursuant to the provisions of the applicable national collective bargaining agreement.

Recommended conduct within the context of "sensitive" activities with regard to offences that infringe upon intellectual property rights (Article 25 novies introduced by Act 99/2009)

The analysis of the Company's activities has identified a risk in the management of the reproduction and dissemination of works protected by intellectual property rights and associated rights in business information systems.

The following specific measures have been adopted to mitigate the risk of committing the offences included in Article 25 novies of Legislative Decree 231/2001, introduced by Act 99/2009:

- it is prohibited to install and use software (programs) not approved by the Company and not related to the professional activity of the Addressees;
- it is prohibited to install and use on the Company's computer systems, software (known as "P2P", file-sharing or instant messaging software) that enables exchanging any files (such as recordings, documentation, songs, data, etc.) with other persons on the Internet, without the possibility of control by the Company;
- staff may not use software without the necessary authorisations/licences. The IT Systems Directorate supervises the dissemination of appropriately licensed software;
- within the framework of their work activity, the staff may not duplicate and/or disseminate, in any way, programs and files, except in the forms and for the purposes for which they have been assigned;
- the staff is not authorised to reproduce CDs and, in general, licensed media.

Recommended conduct within the context of "sensitive" activities with regard to cybercrime introduced by Act 48/2008.

The following general rules of use are applicable to the Addressees of this Model who are appointed to or responsible, in any capacity, for the management and maintenance of servers, databases, applications, customer databases, and telecommunications networks, as well as to all those who have

been assigned passwords and access codes to the corporate IT system.

Specifically, and in accordance with Carapelli's IT security procedures, the following measures are adopted in order to mitigate the risk of committing the offences included in Article 24 bis of Legislative Decree 231/2001:

- access to information stored on servers and in corporate databases, including customer databases, is limited by authentication tools;
- system administrators and maintenance technicians possess authentication credentials;
- hired staff have unique authentication credentials for accessing customer information;
- access to applications by IT staff is ensured by means of authorisation tools;
- all servers and business laptops are regularly upgraded according to specific needs;
- the corporate data transmission network is protected by appropriate tools to limit access (firewall and proxy);
- all corporate servers and laptops are protected by antivirus software which is automatically updated against the risk of unauthorised entry, pursuant to Article 615 quinquies of the Italian Criminal Code;
- the staff shall refrain from disseminating Company information received for the use of business IT devices and access to corporate data, systems and applications;
- the staff shall display appropriate behaviour as required by the Company to protect the IT system and to prevent third parties from gaining access to it whenever they leave their workstation;
- the staff shall access the corporate IT system only with the identification codes assigned to them, and shall change them periodically;
- the staff shall refrain from any conduct (including culpable conduct) that may endanger the confidentiality and integrity of corporate information and data;
- the staff shall refrain from any conduct intended to circumvent or avoid the protections of the corporate IT system or other systems;
- the staff shall retain the identification codes assigned to them and refrain from disclosing them to third parties who may thereby gain abusive access to confidential corporate data;
- the staff may not install software without first informing the corporate function in charge of IT security;
- the staff may not use connections other than those provided by the Company in the course of their work for the Company.

The "Regulations for the Correct Use of Technologies (ICT) SEG_NORM02_IT" drawn up by the group is the benchmark document that establishes the responsibilities and rules of conduct of users, who must operate in compliance with them:

- The rights of other users (Deoleo and non-Deoleo users)
- The integrity of IT systems and physical resources (Deoleo resources and third-party resources)
- The availability of resources (Deoleo resources and third-party resources)
- The laws and regulations in force.

Recommended conduct within the framework of "sensitive" activities with regard to offences with the aim of terrorism or subversion of the democratic order

Although the analysis of the standard activities of the Company considers the risk of possible conduct that may entail an offence with the aim of terrorism or subversion of the democratic order, as indicated in Article 25 quater of the Decree, to be remote, Carapelli takes the opportunity to request the Addressees that:

- they make an assessment of "country-based risks": to be conducted by the parties on a prior basis to ascertain "country-based risk", whenever the Company intends to implement economic/business initiatives in certain geographical areas considered to be at risk of terrorism;
- to run advance checks, based on available information, on business partners, suppliers, collaborators and consultants, in order to verify their good reputation and reliability before entering into business relations with them, ensuring traceability and the verifiability of the checks carried out;
- to verify the beneficiary of any financial transaction.

In case of doubts as to the correct application of these rules of conduct in the performance of operational activities, the person concerned is obliged to ask the person in charge or to seek the opinion of the Supervisory Board.

Finally, and in relation to third party contractors (e.g. collaborators, consultants, business partners, suppliers, etc.) who operate with parties, even if they are simply involved with the Public Administration or are involved in the performance of activities at risk with regard to offences of terrorism or subversion of the democratic order, on behalf of or in the interest of the Company, the associated contracts shall:

- be defined in writing, with all the terms and conditions;
- include standard clauses requiring compliance with the ethical principles and standards of behaviour set out in the Group's Code of Ethics;
- include clauses for the termination of the contractual relationship in the event of violations of the Company's ethical principles.

Recommended conduct within the context of "sensitive" activities with regard to offences against industry and commerce introduced by Act 99/2009 and associated offences for entities operating in the virgin olive oil sector (Article 12 Act 9/2013)

The following general rules of conduct apply to the Addressees of this Model who are appointed to or entrusted with product management and marketing, in any capacity whatsoever.

The following measures are especially adopted in order to mitigate the risk of committing the offences included in Article 25 bis-1 of Legislative Decree 231/2001:

- the development of appropriate control procedures by introducing contractual clauses with suppliers requiring the latter to not prejudice the rights of third parties (e.g. Consumers) within the context of the performed activity;
- including contractual clauses with suppliers that make the latter liable even through the actions of potential sub-suppliers;
- exhaustive quality controls according to ISO standards, identifying the provenance, characteristics and origin of the products to be marketed.

More specifically, when performing activities deemed at risk, Addressees should

- 1) refrain from conduct amounting to the offences included in the above-mentioned offences against industry and commerce;
- 2) refrain from conduct which, although not constituting an offence as such, has the potential to become one as described above;
- 3) behave in a correct, transparent and cooperative manner, ensuring full compliance with legal and regulatory standards, as well as internal company procedures when performing all activities related to the purchase, analysis, unloading, mixing and sale of oil.

On this point, it is prohibited:

- (i) to process or communicate false or incomplete information, or which is likely to give an incorrect description of the raw material in terms of chemical and/or organoleptic values, or geographical origin;
 - (ii) to alter or, in any case, incorrectly state data and information such that they give an incorrect and unreliable representation about the raw material, the finished product or part thereof;
- 4) faithfully observe all the rules established by law regarding trade, product traceability, food hygiene and all generally applicable regulations, and to always act in compliance with internal company procedures based on these rules, so as not to harm customers, consumers and third parties in general;
 - 5) ensure the proper functioning of the Company and its corporate bodies, guaranteeing and facilitating all forms of internal control over corporate management stipulated by law. With regard to this point, the following is prohibited:
 - (i) conduct which in practice prevents or, in any event, obstructs, by concealment of documents or other fraudulent means, the activities of control and supervision of the corporate management by the Supervisory Council or other supervisory bodies;
 - (ii) engaging in simulated or fraudulent acts in order to disrupt normal business management;
 - (iii) hindering surveillance activities in any way;
 - 6) refrain from engaging in simulated or otherwise fraudulent transactions, which may alter corporate information and data;
 - 7) ensure that all parties involved in the process of buying and selling oil and associated activities are identified and authorised by delegation or written operational instructions. Specifically:
 - (i) no individual affiliated to a Function may carry out activities of other Functions unless expressly authorised to do so;
 - (ii) each person in charge shall act in accordance with operational or IT

procedures. Any exceptions must be expressly authorised;
(iii) the parties involved in the process shall ensure the logging of the different process phases and their traceability, using the IT systems adopted by the Company, or the conservation and archiving of the submitted documentation for the appropriate activities and obligations within the framework of the production or marketing process of the products;

- 8) promptly, correctly and comprehensively conduct all communications provided for by law and the regulations for public bodies, without hindering the exercise of their functions.

With regard to this point, the following is prohibited:

- a) not conducting, with all due clarity, completeness and promptness, (i) all communications with public bodies, periodic and otherwise, that are provided for by law and by any other sectoral regulations, as well as (ii) disclosing the data and documents stipulated by the regulations in force and/or specifically required by said public bodies;
b) to state, in these communications and in the submitted documentation, facts that are not truthful or to conceal facts concerning the Company situation;
- 9) engaging in behaviour that hinders the activities of the Public Supervisory Authorities, including during inspections (express opposition, refusals on pretext, behaviour hindering or demonstrating lack of cooperation, such as delay in communications or in making documents available).

All Addressees shall notify the Supervisory Board of any operation that displays signs of anomaly and, where necessary, after consultation with the Head of the Board, shall suspend/terminate the relationship. Notifications, as well as possible suspensions of relationships, shall be made as soon as possible.

Recommended conduct within the context of "sensitive" activities with regard to the offences of "recruitment of third-country nationals with irregular status"

The offence of "recruitment of third-party nationals with irregular status" was introduced into the group of so-called "underlying offences" in Article 25-duodecies of Decree 231, by Legislative Decree 109 of 16th July 2012, which entered into force on 9th August 2012 and which regulates the transposition of Directive 2009/52/EC.

In order to prevent the occurrence of the offences provided for by Legislative Decree 231/2001, all Addressees are prohibited from:

- hiring workers without residence permits;
- hiring workers whose permits have expired - and who have not applied for renewal - or they have been revoked or cancelled;
- assigning tasks to contractors and/or subcontractors who use foreign employees without valid residence permits;
- engaging in, collaborating in or giving rise to conduct which - considered individually or collectively - directly or indirectly involves the offences listed above.

The following specific measures are taken in order to mitigate the risk of committing the envisaged offences:

- checks during the staff selection and hiring phase, with special emphasis on verifying the validity of the residence permit, and subsequent monitoring by the competent functions to ensure that the residence permits remain valid for the duration of the employment relationship;
- contractual clauses and controls performed during the execution of the contract, such as, for example, the possession of the Single Tax Regularity Document.

Recommended conduct within the context of "sensitive" activities with regard to environmental offences.

The Company promotes the dissemination of a culture of occupational safety and risk awareness in relation to its on-site work activities by requesting responsible and respectful behaviour in environmental matters at all levels of the company, in order to operate in full compliance with the environment and with the contractual conditions, regulations and laws in force.

In line with the principles of business ethics formalised in the adopted Code of Ethics, as well as those set out in the General Section of the Organisational Model in accordance with Legislative Decree 231/2001, all Addressees of the Model shall respect the following general codes of conduct when performing the aforesaid sensitive activities:

- respect regulations on environmental protection, in particular by exercising all appropriate controls and activities in order to protect the environment;
- in accordance with their own training and experience, as well as the instructions and means facilitated or prepared by the Company, to adopt prudent, correct, transparent and cooperative conduct for environmental protection;
- correct use of machines, equipment, tools, hazardous substances, means of transport and other work equipment to avoid environmental impacts;
- promote the continuous improvement of services with regard to environmental protection by participating in the monitoring, assessment and review of the effectiveness and efficiency of implemented measures;
- take direct action, in the event of an identified danger and only in cases of urgency, in a manner compatible with one's own competences and possibilities;
- contribute to the fulfilment of all obligations established by the competent authority, or in any case, those required to protect the environment;
- verify, before establishing the relationship, the good reputation and reliability of the providers of waste management services by acquiring and verifying the validity and relevance of the communications and authorisations, as well as any environmental certifications that are held by them;
- include specific clauses in contracts formalised with suppliers of waste

management services whereby the Company reserves the right to periodically check environmental communications, certifications and authorisations, taking into account their expiry and renewal deadlines;

- regularly update the file of authorisations, registrations and communications received from third party suppliers and communicate any identified variations to the function in charge, in a timely fashion.

The Company undertakes to maintain a relationship of maximum collaboration and transparency with all environmental protection Authorities and Bodies.

With regard to standards of behaviour, it is expressly prohibited to:

- engage in conduct intended to breach waste management rules;
- falsify or alter environmental communications to Public Bodies (e.g. Regional Board for Environmental Protection, Provincial Administration, Local Health Area, City Council, Judicial Authority, Municipal Police, etc.);
- abandon or dump waste in an uncontrolled manner, and leaving it, in solid or liquid form, in surface water and groundwater;
- carry out activities associated with waste management in the absence of appropriate authorisation for disposal and recovery;
- mix different categories of hazardous waste (or hazardous waste with non-hazardous waste);
- discharge water without proper authorisations;
- infringe obligations related to reporting, maintaining compulsory registers and waste management forms;
- falsify or alter any document to be delivered to Public Bodies or Control Authorities, or omitting to communicate in due time and form, information or data on facts or circumstances that may endanger environmental and public health protection;
- prevent persons in charge of surveillance from accessing company facilities.

More generally, the Company undertakes to:

- define resources, tasks and responsibilities for the application of environmental legislation and regulations;
- provide the Addressees with adequate information and training on environmental offences;
- monitor the Addressees' compliance with the procedures/operational instructions adopted in order to prevent environmental crimes and update current operating procedures/ instructions after identifying the need to implement the system and/or to redefine roles and responsibilities;
- provide appropriate training and assistance to providers of environmental management services;
- communicate any information on situations with a risk of environmental impact or emergency situations that may lead to Environmental Offences by subjects internal or external to the organisation, to the heads of the organisational units and/or to the relevant business

- subjects;
- notify the competent authorities of episodes of pollution or pollution hazards by providing all associated information;
 - inform the competent authorities in accordance with the Consolidated Text on the Environment of the possible non-return of the duly signed copy of the waste identification form by the waste handler;
 - conduct continuous monitoring in order to identify possible requirements for the application of new authorisations or modifications and/or renewals of existing authorisations;
 - ensure the traceability of the procedure followed in the management of obligations related to environmental authorisations

Recommended conduct within the context of "sensitive" activities with regard to racist and xenophobic offences

This section concerns behaviour by Directors, Officers and Employees (hereinafter "Business Personnel") operating in areas where the activities at risk are performed, as well as by all other external Addressees.

When carrying out activities on behalf of Carapelli, all Addressees must respect the rules of conduct indicated below.

The purpose of this Section is that all employees and Addressees in general, to the extent that they may be involved in activities where the offences of "Racism and Xenophobia" may potentially be committed, shall abide by the rules of conduct stipulated in this Section in order to prevent and deter such offences.

Specifically, when conducting these activities, the aforesaid parties are expressly prohibited from engaging in, collaborating in or giving rise to individual or collective conduct which, may constitute, either directly or indirectly, the offences listed in this Section.

When performing their respective activities/functions, in addition to the rules contained in this Model, the Addressees shall - in general - be aware of and respect all rules and principles listed in the following documents which are an integral and substantial part of this Model and of the Company's organisational, control and management system:

- the Code of Ethics which is the subject of this Model;
- policy for the management of corporate information and IT assets;
- any other documentation related to the internal controls system in place.

When undertaking activities on behalf of Carapelli, the Addressees of the Model shall respect the following rules of conduct.

All Addressees are expressly prohibited from:

- engaging in, collaborating in or giving rise to conduct that may constitute an offence as set out in this Section;
- engaging in, collaborating in or giving rise to conduct which, although not constituting an offence as such, has the potential to become one.

In view of the above, the following principles shall be respected:

- all activities and transactions carried out on behalf of the Company shall be guided by complete respect for the laws and regulations in force, the

principles of correctness and transparency, as well as corporate procedures for the management and use of corporate resources and assets;

- to maintain a clear, transparent, diligent and cooperative attitude with the Public Authorities, especially with Trial and Investigation Authorities, by communicating all information, details and news that may be requested.

In any case, it is forbidden to engage in/collaborate with/give rise to behaviour that may be considered an offence pursuant to Legislative Decree 231/2001.

In order to prevent the Addressees from performing actions that may involve offences, the Company shall adopt a series of precautionary measures and establish appropriate general principles of behaviour. Specifically, it is recommended to:

- provide the Addressees with appropriate information on the correct use of corporate IT resources and on the risk of committing offences related to Racism and Xenophobia;

- limit access through corporate resources to IT networks and systems outside the Company, in a manner compatible with work needs;

- use business devices and credentials (PC, email, etc.) for work activities only;

- in the event that it is necessary to participate in a chat room, forum, social media conversations, etc. for business purposes, each Addressee shall:

1. avoid sensitive content and not use personal information (telephone numbers, emails, email addresses, chat or instant messenger IDs, etc.) in ways that are not authorised by the other party;
2. not publish emails or private messages, without the authorisation of all the interested parties;
3. avoid sending irrelevant or unwanted messages to other users, such as messages on products or services not associated with the original request, or repeated unanswered messages;
4. not supplant an organisation or an individual;
5. not make false statements regarding one's identity or qualifications, such as falsely claiming to be an authorised representative of a company;
6. focus conversations on business activities, and avoid inappropriate content, such as, for example:
 - content promoting or justifying hatred or violence against individuals or groups on the basis of their race or ethnicity, religion, disability, gender, age, nationality, status of war veteran, or sexual orientation/identity;
 - offensive content, harassment or threats to individuals or groups of people;
 - explicit or violent content in order to provoke discomfort;
 - content that directly or indirectly insults or denigrates others;
 - contents based on child exploitation or abuse;
 - contents that violate national or international laws including but not limited to, violations of intellectual property rights, trademarks, patents, trade secrets or information protected by an NDA (non-disclosure agreement);
 - content that promotes or encourages illegal activities including but not limited to, the use of illegal substances, violence against others and

- supplying weapons;
- political content.

All Addressees shall notify the Supervisory Board of any operation that displays signs of anomaly and, where necessary, after consultation with the Head of the Board, shall suspend/terminate the relationship. Notifications, as well as possible suspensions of relationships, shall be made as soon as possible.

Recommended conduct within the context of "sensitive" activities with regard to tax offences

This section refers to behaviour by members of the Board of Directors, the Function Heads and Employees who operate in areas of at-risk activities, as well as by all other external Addressees.

When carrying out activities on behalf of Carapelli, all Addressees must respect the rules of conduct indicated below.

When conducting transactions covered by this Section, in addition to the rules of this Model, Addressees should generally be aware of and comply with:

- the Code of Ethics;
- different business operating procedures;
- the Company's internal controls system and the corporate IT system;
- in general, all applicable Italian and foreign regulations.

This Section expressly prohibits Addressees from:

- engaging in, collaborating in or giving rise to conduct which - considered individually or collectively - directly or indirectly involves the offences listed above;
- violation of existing Company principles and procedures and/or those listed in this Section. In view of the above, the following principles shall be respected:
 - all activities and operations carried out on behalf of the Company shall be guided by the highest respect for the laws and regulations in force, the principles of correctness and transparency, as well as the procedures and corporate protocols in accounting, administrative, financial, tax and fiscal matters;
 - to maintain a clear, transparent, diligent and cooperative attitude with the Public Authorities, especially with Trial and Investigation Authorities, by communicating all information, details and news that may be requested.

In any case, it is forbidden to engage in/collaborate with/give rise to behaviour that may be considered as an offence pursuant to Legislative Decree 231/2001.

More specifically, when performing activities considered at risk, all Addressees shall abide by the following general rules of conduct:

- make a clear allocation of roles and responsibilities within the Company, in relation to with fiscal risks;
- develop procedures for identifying, measuring, managing and controlling fiscal risks;

including the implementation of corrective actions for identified critical points;

- establish internal control procedures to verify the correct application of the established procedures and their effectiveness;
- behave correctly and transparently, complying with all legal regulations and internal business procedures, in all activities aimed at recording, calculating values, correctly allocating costs and revenues of the financial year through internal staff and collaborators, external consultants and service contracts;
- define and act according to systematic written procedures for calculation and accounting defined for administrative and tax purposes by operation type, with an impact on the drafting of tax declarations and the calculation of taxes;
- account for all actual and correct income for the financial year, and to carry out period checks in this regard;
- account for all actual and correct competition costs for the financial year, and to carry out period checks in this regard;
- note the correct amortisations, devaluations and valuations consistent with day-to-day management and in accordance with previous financial years, justifying discrepancies if any;
- prepare tools to forecast financial flows (and therefore forecast costs and disbursements, sales and relative receipts, etc.) also to intercept possible anomalous flows or outflows and, where appropriate, to analyse the underlying items;
- perform regular checks on the correctness and completeness of the identification data (e.g. by means of chamber of commerce certificate, website, databases) of customers and suppliers in the business system;
- analyse the reasons for possible significant price deviations (on both the asset and liability sides) from market standards;
- maintain supporting documentation of transactions conducted (e.g. payments, transport documents, invoices, contracts, etc.);
- supervise the records drawn up by the managers, for the timely drafting of period accounts within the year, for timely monitoring and in order to avoid possible tax fraud;
- draw up reports that have forms of control within the year, also on the basis of the financial statements that are already closed and reported, in comparison to the same time periods, also verifying the calculation of taxes during the year, considering the regulations that may have undergone changes;
- verify the relevance and accuracy of accompanying documents used for issuing sales invoices and receiving purchase invoices (e.g. existence of transactions) and to record possible discrepancies;
- verify the accuracy and relevance of the documentation supporting the evaluation and general ledgers and to record any discrepancies;
- conduct regular monitoring, including that of possible intra-group transactions for the purpose of correct reconciliation and verification of their accuracy and appropriateness;
- to verify, according to their relevance and values, possible tax offsets made during the financial year;

- not make accounting entries of ineffective, understated or overstated transactions;
- not omit compulsory entries;
- not make partial, deliberately inaccurate, excessive and/or irrelevant accounting records or entries.

All Addressees shall notify the Supervisory Board of any operation that displays signs of anomaly and, where necessary, after consultation with the Head of the Board, shall proceed to interrupt the relationship as soon as possible.

3. SUPERVISORY BOARD

3.1 Introduction

Article 6, Section 1, of Legislative Decree 231/2001 stipulates that the Model shall be monitored and updated by an internal Supervisory Board of the Company which shall be endowed with autonomous powers of initiative and control, in order to perform the tasks assigned to it on an ongoing basis.

In this respect, the “Guidelines” of Confindustria point out that, although Legislative Decree 231/2001 allows the choice of a single-person or a multi-person body, the choice of the solution must take into account the purposes sought by law and therefore, ensure the effectiveness of the controls with regard to the size and organisational complexity of the entity.

A person may not be appointed as a member of the Supervisory Board and, if appointed, shall be dismissed, in the event that they are prohibited, or disqualified, bankrupt or convicted, even with a non-final sentence, by virtue of a penalty entailing even a temporary ban from holding public office or inability to hold managerial positions, or if convicted, even with a non-final sentence or with a sentence of conformity, of having committed one of the offences included in Legislative Decree 231/2001.

Furthermore, the Decree requires the Supervisory Board to perform its functions outside the operational processes of the Company, and to be part of the Board of Directors, detached from any hierarchical relationship with the heads of corporate functions/management.

In any case, the members of the Supervisory Board are - and shall be - chosen from individuals who are not related to the Shareholders and the Directors, and who do not jeopardise impartial judgement.

If an external member is appointed, he/she shall not have any business relationships with the Company which may pose a conflict of interest and jeopardise impartial judgement.

In compliance with the provisions of Legislative Decree 231/2001, the indications expressed by the Guidelines of Confindustria and the recommendations of the jurisprudence on the matter, Carapelli has decided to establish an association functionally dependent on the Board of Directors and appointed by the latter which, given its composition, shall ensure authority, independence and credibility in the performance of its duties.

The Supervisory Board has been defined in such a way that it meets the following requirements:

- *Autonomy and independence*: this requirement is ensured by its multi-person composition, by the absence of any hierarchical relationship within the organisation, and by the power to report to the senior

management.

- *Professionalism*: requirement guaranteed by the professional, technical and practical expertise of the Supervisory Board members.
- *Continuous action*: in relation to this requirement, the Supervisory Board shall constantly monitor, by means of its investigative powers, compliance with the Model, ensure its implementation and updating, and represent a constant reference for all Carapelli staff.

Members of the Supervisory Board shall serve for three years and shall in any case be eligible for re-election.

The criteria for the functioning of the Board, as well as the information flows to and from it shall be laid down in the appropriate organisational documents/internal communications. Additionally, the Board has also incorporated its own procedural rules for its functioning.

The Board of Directors shall allocate an appropriate expenditure budget to the Supervisory Board for carrying out its tasks. The Supervisory Board shall take autonomous decisions regarding its expenditure and in the event that the approved budget is exceeded, the direct authorisation of the Board of Directors shall be required.

Without prejudice to the possibility of reviewing the stance of the Supervisory Board, even based on the experience of applying the Model, the powers of the Supervisory Board may only be revoked for just cause and by prior resolution of the Board of Directors of Carapelli.

3.2 Powers and functions of the Supervisory Board

The Supervisory Board is assigned the following tasks:

- to monitor the operation and enforcement of the Model;
- to ensure that it is up to date.

The Board shall conduct these tasks by means of the following activities:

- within the business context of knowledge, monitoring the dissemination, comprehension and compliance with the Model;
- monitoring the validity and appropriateness of the Model, especially with regard to the conduct identified within the business context;
- verifying the Model's effective capacity to prevent the offences included in Legislative Decree 231/2001;
- proposals for updating the Model, should it be necessary and/or appropriate to make corrections and/or modifications to the Model in relation to changing legislative and/or business conditions;
- continuous reporting to the Board of Directors on all activities conducted;
- regular reports on all conducted activities to the Supervisory Council at its request, or on possible violations by the senior management or Members of the Board of Directors.

In order to perform these activities, the Board shall be assigned the following tasks:

- to collaborate with the relevant business function in drawing up a regular training plan to promote awareness of the standards of the Carapelli Model, distinguished according to the role and responsibility of the Addressees;
- to establish dedicated information channels (specific email address), in order to facilitate the flow of communication and information to the Board;
- collect, process, retain and update any information relevant to verifying compliance with the Model;
- periodically verify and monitor the areas/operations at risk identified in the Model.

For the Board to have the best possible understanding of how to implement the Model, its efficiency and effective functioning, as well as the requirements for its updating, it must work closely with the corporate management.

In order to carry out the above tasks, the Board has been endowed the following powers:

- to issue rules and service orders to regulate the Board's activities;
- to have free access, without prior authorisations, to any corporate document relevant to the functions attributed to the Board under Legislative Decree 231/2001;
- to order the heads of Business Management, and in any case all Addressees, to promptly provide requested information, data and/or news in order to identify aspects associated with the different relevant business activities under the Model and to verify its effective implementation by the business organisational structures;
- to make use of external consultants of proven professionalism when necessary for monitoring and control, or to update the Model.

In order to better perform its activities, the Board may delegate one or more specific tasks to one or more of its members, who shall carry them out in the name and on behalf of the Board. When tasks are delegated by the Board to any of its members, the liability arising therefrom shall be borne by the Board as a whole.

3.3 Reports of the Supervisory Board

As already anticipated, in order to ensure full autonomy and independence in the performance of its duties, the Supervisory Board shall communicate directly with the Board of Directors of the Company and with the Supervisory Council.

The rendering of accounts to these corporate bodies, which are empowered to convene the General Meeting, is also the best guarantee of final control over the actions of the directors, entrusted to the Shareholders by law and the Articles of Association.

Specifically, the Supervisory Board shall report to both the Board of Directors and the Supervisory Council on the implementation of the Model, the results of the monitoring activity performed, and possible interventions for the implementation of the Model:

- on an ongoing basis to the Board of Directors and, at least once a year, by means of a written report;
- periodically to the Supervisory Council, at its request, with regard to the activities conducted;
- occasionally to the Supervisory Council in cases of alleged breaches committed by the senior management or Members of the Board of Directors, and it may receive requests for information or clarification from the Board of Directors.

The Supervisory Board may be convened at any time and, it may in turn request the Board of Directors of the Company to be convened whenever it deems it appropriate to conduct a review or intervention on issues related to the functioning and effective implementation of the Model or in relation to specific situations.

In order to ensure a correct and efficient flow of information, and for the purpose of a complete and correct exercise of its tasks, the Board may even request clarifications or information directly from the parties who possess the primary operational responsibilities.

3.4 Information disclosed to the Supervisory Board

Legislative Decree 231/2001 includes, among the requirements to be met by the Model, the establishment of reporting obligations to the Supervisory Board. These flows refer to all information and documents to be communicated to the Supervisory Board, as set out in the adopted protocols and in each document that constitute the Model.

Therefore, specific obligations have been laid down for the corporate bodies and for Carapelli staff.

Corporate bodies must especially disclose to the Supervisory Board any relevant information regarding compliance with and operation of the Model.

The Addressees shall disclose to the Supervisory Board any information regarding behaviour that may involve breaches of the provisions of the Model or criminal offences.

Furthermore, Article 6, Section 2-bis, of the Decree requires the Company's Organisational, Management and Control Model to include:

- one or more channels enabling the persons referred to in Article 5 Section 1, Letters a) and b) to submit, in the interests of the integrity of the entity, reasoned reports of unlawful behaviour, relevant under this Decree and based on accurate and consistent factual elements, or of breaches of the institution's Organisational and Management Model, which they have become aware of in the course of their duties; these channels guarantee the confidentiality of the whistleblower's identity

when handling the complaint;

- at least one adequate alternative reporting channel in order to ensure, by digital means, the confidentiality of the whistleblower's identity;
- the prohibition of direct or indirect retaliatory or discriminatory acts against the whistleblower on grounds that are directly or indirectly linked to the complaint.

For this purpose, a communications channel has been established by which to consult the Supervisory Board, consisting of the dedicated email address organodivigilanza@deoleo.eu, fax number 055/8054283 and the postal address of the Supervisory Board - Carapelli Firenze S.p.A., Via Leonardo da Vinci 31, Tavarnelle Val di Pesa (Province of Florence), to which any complaints may be sent. This mode of disclosure is intended to ensure whistleblowers' confidentiality and also prevent retaliatory actions against them.

The Supervisory Board shall assess the complaints received, and where it deems appropriate, may summon the whistleblower for further information. The confidentiality of all sources and information in possession shall be guaranteed, without prejudice to legal obligations. Furthermore, the Company shall not retaliate (disciplinary measures, removal from office, suspension, dismissal) or discriminate in any way within the workplace against Company personnel who have acted in good faith when disclosing events or situations with regard to compliance with the Code of Ethics, the Model, company procedures or in any case, all applicable legal regulations.

Once the merits of the complaint regarding breaches of the Model and/or the Code of Ethics have been verified, the Board:

- for breaches by employees, shall immediately notify Human Resources in writing so they may take appropriate action;
- for breaches by the Company Directors, shall immediately notify the Board of Directors and the Supervisory Council;
- for breaches by senior management of the Company, shall immediately notify the Board of Directors.

In addition to the above complaints, the Supervisory Board shall also be notified of information related to:

- measures and/or information from the judicial police or any other authority, including administrative authorities, involving the Company or its management personnel, from which it may be inferred that investigations have been carried out, including those concerning unknown persons, for the offences referred to in Legislative Decree 231/2001, without prejudice to the obligations of confidentiality and secrecy required by law;
- requests for legal assistance submitted by directors and/or employees in the event of legal proceedings, especially for offences covered by Legislative Decree 231/2001;
- monitoring activities conducted by the heads of other business areas which have given rise to critical facts, acts, events or omissions regarding

- compliance with the rules of Legislative Decree 231/2001 or the Model;
- changes to the system of proxies and powers of attorney, amendments to the articles of association or changes to the company's organisational chart;
- Information on the effective implementation of the Model at all company levels, highlighting the disciplinary procedures carried out and possible penalties applied (including measures for employees), or orders to close these procedures with the corresponding justification;
- notification of serious incidents (homicide or serious or very serious culpable injuries, in any case, any accident with a prognosis of more than 40 days) and/or near misses by employees, maintenance personnel, contractors and/or collaborators present at the Company's workplaces.
- alleged violations of the Code of Ethics.

When exercising its power of inspection, the Supervisory Board shall have free access to all sources of information of Carapelli and it may consult any Company document and data.

All information, documentation and notifications received while performing institutional duties shall be archived and kept in the custody of the Supervisory Board, taking care to maintain the confidential nature of the documents and information received, also in compliance with privacy regulations.

SECTION FOUR

4. DISCIPLINARY SYSTEM

4.1 Addressees and Disciplinary and/or Resolution Procedure

This Model includes a disciplinary system applicable in the event of breaches of the procedures and provisions set out therein, as well as of the provisions and principles set out in the Code of Ethics. This disciplinary system seeks to prevent administrative offences that are dependent on the offences included in Legislative Decree 231/2001, for the sake of exemption from corporate liability.

The application of disciplinary measures does not preclude the possible initiation of criminal proceedings in cases where the behaviour constitutes a criminal offence. The Company is empowered to apply, after the appropriate assessments, the disciplinary measures that it deems most appropriate to the specific case, and considering its autonomy, these should not coincide with the assessments made by the judge in criminal proceedings.

The applicable sanctions may vary depending on the relationship between the perpetrator and the Company, as well as the relevance and seriousness of the breach committed, and the position and liability of the perpetrator.

Breaches may generally be classified into the following behaviours:

- behaviour that involves the non-culpable application of the rules of the Model and/or Code of Ethics, including Company directives, procedures or instructions;
- behaviour that involves a serious and wilful breach of the rules of the Model and/or Code of Ethics, including Company directives, procedures or instructions, such that they compromise the relationship of trust between the perpetrator and the Company by unequivocal incitement to a criminal offence.

Penalties for hired staff

In relation to hired staff, the Company shall respect the limits set by Article 7 of Act 300/1970 (known as the Statute of Workers' Rights) and the provisions contained in the National Collective Labour Bargaining Agreements (CCNT), both with regard to the applicable measures and the modalities for exercising disciplinary powers.

Failure by hired staff to comply with the procedures and provisions indicated in the Model adopted pursuant to Legislative Decree 231/2001, as well as breaches of the provisions and principles stated in the Code of Ethics, constitutes a breach of the obligations deriving from the employment relationship pursuant to Article 2104 of the Italian Criminal Code and is a disciplinary offence.

More specifically, conduct by a Company employee that may be qualified, by virtue of the above, as a disciplinary offence, also constitutes a violation of the employee's obligation to perform the assigned tasks with all due diligence, in

compliance with the Company's directives, as provided for in the CCNT for the professional category in question.

The appropriate penalties shall be applied in accordance with the procedures established by the CCNT.

The following sanctions may be applied to hired staff: (i) verbal reprimand, (ii) written reprimand, (iii) fine, (iv) suspension of employment and (v) dismissal.

These penalties shall be applied according to the relevance of each offence under consideration and shall be proportionate to its seriousness.

In order to make explicit in advance the correlation criteria between workers' violations and the disciplinary measures imposed, it is established that:

- An employee is guilty of a precautionary disciplinary offence when he or she:
 - violates the procedures or behaves in a manner that violates the rules of the Code of Ethics (e.g. does not comply with the prescribed procedures, does not disclose the required information to the Supervisory Board, does not conduct supervision, etc.) or, when performing activities in areas at risk, engages in behaviour that does not comply with the rules stipulated in the Model. It must be established that this behaviour fails to carry out the orders received from the Company, both in written and verbal form;
- additionally, an employee is also guilty of a decisive disciplinary offence when he or she:
 - when performing activities in areas at risk, engages in behaviour that does not comply with the rules of the Model and the Code of Ethics, and is unequivocally aimed at committing an offence punishable under Legislative Decree 231/2001. This behaviour must be established as a serious breach of regulations and diligence in the workplace, and whose seriousness implies the Company's loss of trust in the employee;
 - when performing activities in the areas at risk, adopts behaviour that is clearly contrary to the rules of the Model and the Code of Ethics, to the extent determined by the specific application by the Company of the measures provided for in Legislative Decree 231/2001, and it must be established that this behaviour is an act that causes the Company serious moral and material harm that prevents the relationship from continuing, even on a temporary basis.

The Company shall not take any disciplinary action against the employee without first informing him or her of the charges against him or her and without hearing his or her defence. With the exception of a verbal reprimand, the reproof shall be in writing and disciplinary measures may not be applied before five days have elapsed, during which time the employee may present his or her arguments.

If the measure is not implemented within six days of these allegations, they shall be deemed to have been accepted.

The employee may also present his or her justifications verbally, possibly with the aid of a representative of the trade union association to which he or she belongs.

The application of the measure must be reasoned and justified in writing.

Disciplinary measures may be challenged by the employee at trade union level, in accordance with the contractual rules on disputes. Dismissal may be contested in accordance with the procedures provided for by Article 7 of Act 604 of 15th July 1966, as confirmed by Article 18 of Act 300 of 20th May 1970.

Disciplinary measures shall not be considered for any reason whatsoever two years after their application.

The type and magnitude of each of the above penalties shall be determined in relation to:

- the seriousness of the violations committed and in proportion to them;
- the employee's duties;
- the foreseeability of the event;
- the intentionality of the behaviour or degree of negligence, recklessness or inexperience;
- the employee's behaviour as a whole, with special reference to the possible existence of previous breaches, within legally permissible limits;
- the functional position of the persons involved in the events that constitute the violation and the consequent depth of the fiduciary relationship underlying the employment relationship;
- other specific circumstances associated with the disciplinary offence.

Disciplinary measures (as provided for in Article 7 of Act 300/70) and the Code of Ethics shall be communicated to the employee by publication in a place accessible to all.

Penalties for collaborators under management or supervision

Failure to comply with the procedures indicated in the Model adopted pursuant to Legislative Decree 231/2001, as well as breaches of the provisions and principles established in the Code of Ethics by collaborators subject to Company management or supervision, may lead, in accordance with the provisions of the specific contractual relationship, to the termination of the associated contract, or the right to withdraw from the contract, without prejudice to the right to seek compensation for damages suffered as a result of this behaviour, including damages incurred by the application by the judge of the measures provided for in Legislative Decree 231/2001.

Penalties for salaried employees with managerial positions

The infringement of legal provisions, of the rules of the Code of Ethics, and of the provisions of this Model by managers which includes the breach of the obligations to inform the Supervisory Board and in general, any conduct that may expose the Company to administrative sanctions provided for by Legislative Decree 231/2001, shall lead to the application of penalties included

in the collective bargaining agreement for other employee categories, pursuant to Articles 2106, 2118 and 2199 of the Italian Civil Code, as well as article 7 of Act 300/1970.

Generally, managers may be subject to the following penalties: (i) fine, (ii) suspension of employment and (iii) early termination of employment.

The discovery of possible violations, as well as inadequate supervision and failure to inform the Supervisory Board in due time and form, may lead to the precautionary suspension of employees in managerial positions, without prejudice to the manager's right to remuneration as well as, also on a provisional and precautionary basis for a maximum of three months, reassignment to different tasks, in compliance with Article 2103 of the Italian Civil Code.

In cases of serious violations, the Company may proceed to the early termination of the employment contract without notice pursuant to Article 2119 of the Italian Civil Code.

Measures with regard to Directors

In the event of a proven breach of the Model by the Directors, the Supervisory Board shall inform the Company's Board of Directors and the Supervisory Council in due time and form so they may take or promote the most appropriate and suitable initiatives, in relation to the seriousness of the breach identified, and in accordance with the powers stated by the regulations in force and the Articles of Association.

In the event of minor breaches of the Model by one or more Directors, the Board of Directors may directly apply the penalty of a formal written reprimand or temporary revocation of powers.

On the other hand, in the event of especially significant breaches of the Model by one or more Directors which are unequivocally aimed at facilitating or committing a corresponding offence under Legislative Decree 231/2001, disciplinary measures (such as, by way of example, temporary suspension from office and, in the most serious cases, revocation) shall be applied by the General Meeting of Shareholders, upon proposal of the Board of Directors.

Measures with regard to senior management

In any case, the violation of the specific obligation of management staff to supervise lower-ranking staff shall also entail the application of suitable sanctions by the Company based on one hand, on the nature and seriousness of the violation committed and, on the other, the position of the offending management employee.

Parties with contractual/commercial relationships

Infringement by parties that have contractual or commercial relations or collaboration agreements with the Company, of the provisions and principles of

the Code of Ethics may, in accordance with the provisions of the specific contractual relationship, lead to the termination of the associated contract or the right to withdraw from the contract, without prejudice to the right to seek compensation for damages incurred as a result of such behaviour, including damages caused by the application by the judge of the measures provided for in Legislative Decree 231/2001.

4.2 Penalties pursuant to Article 6 Section 2-BIS, of LEGISLATIVE DECREE 231/2001 ("WHISTLEBLOWING")

With regard to the disciplinary system concerning the correct handling of reports of offences in accordance with Article 6, paragraph 2-bis, of Legislative Decree 231/2001 (known as "Whistleblowing"), the following has been included:

- penalties, to protect the whistleblower, for anyone who commits retaliatory or discriminatory acts, directly or indirectly, against the whistleblower for reasons connected, directly or indirectly, to the complaint;
- penalties for those who make unfounded allegations, either intentionally or through gross negligence.

The penalties are defined in relation to the position of the offender, as indicated in previous paragraphs, to the extent that breaches of whistleblowing rules also constitute violations of the provisions of the Model.

5. INFORMATION AND TRAINING OF STAFF

In accordance with the provisions of Legislative Decree 231/2001, Carapelli has defined a communications and training programme aimed at ensuring proper dissemination and knowledge of the Model and the rules of conduct contained therein, for currently employed Company staff or those to be hired in the future, in different degrees of detail depending on their different level of involvement in activities at risk.

The information and training system is supervised and constituted by the Supervisory Board, in collaboration with the Human Resources Directorate and the heads of the Company Directorates involved in each case in the implementation of the Model.

In relation to the communication of the Model, Carapelli undertakes to:

- disseminate the Model in the business context by publication on the company intranet and/or by means of any other appropriate tool;
- drafting a newsletter for all staff qualified as employees, managers or directors.

The Company expects to launch training programmes in order to ensure effective knowledge of the Decree, the Group's Code of Conduct and the Model by the Company's staff (management and employees). Participation in these training programmes is of a fixed and compulsory nature. The level of training is characterised by a varying approach and degree of depth, in relation to the position of the subjects concerned, their degree of involvement in the sensitive activities indicated in the Model, and the performance of tasks that may have an impact on occupational health and safety.

The Supervisory Board shall ensure, in cooperation with the Human Resources Directorate, that the training programme is adequate and correctly implemented.

6. UPDATING THE MODEL

The adoption and effective implementation of the Model is - by express legislative provision - the responsibility of the Board of Directors. Hence, the Board of Directors has the power to update the Model, to be exercised by means of a resolution with the modalities foreseen for its adoption.

The updating, understood as both supplement and as modification, seeks to ensure the adequacy and suitability of the Model, assessed with regard to its function of preventing the offences included in Legislative Decree 231/2001.

On the other hand, the Supervisory Board is responsible for effectively verifying the need or desirability of updating the Model, by bringing this need to the attention of the Board of Directors.