EUROSIREL S.p.A.

Organisation, Management and Control Model

General Part — pursuant to Legislative Decree 231/2001

Approved by the Board of Directors on 1 July 2026

Unofficial English translation of the Italian original.
In the event of any discrepancy, the Italian original text shall prevail.

EUROSIREL S.p.A.

ORGANISATION, MANAGEMENT AND CONTROL MODEL

(pursuant to Legislative Decree No. 231 of 8 June 2001)

General Part

Approved by the Board of Directors of Eurosirel S.p.A. on 1 July 2026

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Definitions and abbreviations

Sensitive activities: company activities within which the occasions, conditions and means for the commission of offences could potentially be created.

CCNL: the National Collective Bargaining Agreement.

Code of Ethics: the Code of Ethics adopted by the Company.

Board of Directors (also BoD or Governing Body): the Board of Directors of EUROSIREL S.p.A.

Collaborators and/or Consultants: persons who maintain relationships of collaboration with the Company without a subordinate employment relationship, of commercial representation, or other relationships resulting in professional services that are not subordinate in nature, whether continuous or occasional, as well as anyone, other than Company employees, who represents the Company towards third parties by virtue of specific mandates and powers of attorney.

Decree or Legislative Decree 231/2001: Legislative Decree No. 231 of 8 June 2001, on the "Administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000", as amended from time to time.

Addressees: the persons to whom the provisions of this Model apply.

Employees: natural persons subject to the direction or supervision of persons holding representative, administrative or management functions within the Company,[1] i.e., all persons who maintain an employment relationship of any kind with the Company.

Person in charge of a public service: a person who "provides a public service in any capacity", meaning an activity governed in the same manner as a public function, but characterised by the absence of the typical powers thereof (Art. 358 of the Criminal Code).

Suppliers: those who supply goods or services to EUROSIREL S.p.A.

Organisation, Management and Control Model (also the Model): this Organisation, Management and Control Model adopted pursuant to Articles 6 and 7 of Legislative Decree 231/2001.

Supervisory Body (also the Body or SB): the body of the Entity endowed with autonomous powers of initiative and control, with the task of supervising the operation of and compliance with the Model, as well as of reporting the need for updates to the Board of Directors.

Public Administration, PA or Public Bodies: the Public Administration, including its officials and persons in charge of a public service.

Public official: a person who "exercises a legislative, judicial or administrative public function" (Art. 357 of the Criminal Code).

Offences: the offences to which the discipline provided for by Legislative Decree 231/2001 applies, including as subsequently amended or supplemented.

Company: EUROSIREL S.p.A., with registered office at Viale Europa, 30 - 20047 Cusago.

Senior officers (Apicali): persons holding representative, administrative or management functions in the Company or in one of its organisational units endowed with financial and functional autonomy, as well as persons who exercise, even de facto, the management or control of the Company.

Subordinates: persons subject to the direction or supervision of one of the persons referred to in the preceding point.

[1] *Art. 5.1, letters a) and b) of Legislative Decree 231/2001.*

Foreword

EUROSIREL S.p.A. (hereinafter the "Company" or "EUROSIREL") is an Italian company specialising in the production and marketing of medical devices, perfumery items, cosmetics, products for dressings, home cleaning and hygiene, and herbal products; the Company sells its products, on the basis of specific contracts, to both private and public counterparties.

The Company has its registered office in Cusago (20047), Viale Europa, 30.

The Corporate Governance of EUROSIREL S.p.A.

The Company has a traditional, top-down organisational structure, composed as follows:

- **Shareholders' Meeting**, competent to resolve, in ordinary and extraordinary session, on matters reserved to it by law and by the Articles of Association;
- **Board of Directors**, composed of seven members, which resolves on transactions of significant strategic, economic or financial relevance. The Board is vested with the broadest powers for ordinary and extraordinary management, and has the authority to carry out all acts it deems appropriate for the implementation and achievement of the corporate purposes, with the sole exception of those that the law or the Articles of Association expressly reserve to the Shareholders' Meeting;
- **Board of Statutory Auditors**, whose task is to oversee: a) compliance with the law and the Memorandum of Association, as well as compliance with the principles of proper administration; and b) the adequacy of the Company's organisational structure, internal control system and administrative-accounting system, including with reference to its reliability in correctly representing management events. The Board of Statutory Auditors is composed of three standing members and two alternates;
- **Statutory Auditor:** the person entrusted with the statutory audit and accounting control of the Company.

The internal control system

In building EUROSIREL S.p.A.'s Model, account was taken of the Company's governance tools that ensure its operation, namely:

- the national, EU and international legislative and regulatory framework applicable to the Company;
- the Articles of Association – which include various provisions relating to corporate governance aimed at ensuring the proper conduct of management activities;
- the system of proxies and powers of attorney – consistent with the organisational and management responsibilities defined by the Board of Directors;
- the Company organisational chart – the formalisation of roles and responsibilities reflecting the internal hierarchical-functional structure adopted;
- product and process certifications adopted – attestations, issued by independent third-party bodies, that guarantee the compliance of products and work activities with specific international standards and industry regulations, together with the related manuals and procedures;
- documentation adopted as part of the requirements prescribed for the protection of health and safety in the workplace pursuant to Legislative Decree 81/2008 – including: the Risk Assessment Document (DVR), procedures adopted on health and safety in the workplace, the Safety Organisational Chart and the appointments of the roles provided for therein (i.e., Health and Safety Officer (RSPP), Supervisors, Emergency Management Officers, Company Doctor, Workers' Safety Representative (RLS));
- the software used (for example, the management system in use, etc.);
- the Code of Ethics – containing the rules of conduct and general principles that all internal and external parties who have a direct or indirect relationship with EUROSIREL must comply with, the violation of which entails the application of the sanctioning measures provided for by the Disciplinary System of this Model;
- the document archiving system.

Anti-corruption principles

The Company promotes fairness in the conduct of its business and related activities, rejecting any form of corruption and undertaking to comply with anti-corruption legislation.

In this regard, in addition to the provisions of the Code of Ethics and of the Organisational Model, which represent the pillars of the anti-corruption management system, the Company also undertakes to observe the following general principles for the prevention and fight against corruption, which form an integral part of the behavioural rules and general and specific control safeguards set out in the Special Part of the Organisational Model.

General principle: prohibition of acts of corruption

Any conduct directed at giving, promising, offering, requesting or receiving money or other benefits, characterised by the intent to improperly influence the actions of a public or private counterparty, may be considered corrupt conduct and therefore criminally relevant.

In particular, the object of the giving or promise must be money or another benefit, the latter being identified as any material or moral, patrimonial or non-patrimonial advantage. Specifically, the concept of "benefit" includes gifts, acts of hospitality and entertainment, contributions to political parties or charitable organisations, as well as any other benefit or consideration capable of inappropriately influencing a third party, in order to obtain an advantage for the Company in return.

The Company therefore prohibits giving, promising, requesting or receiving money or other benefits in relations with public and private counterparties, for the sole purpose of initiating or maintaining a business relationship, or obtaining any other undue advantage in its favour.

In carrying out corporate activities, the main areas in which corrupt conduct could theoretically occur are: i) relations with public and private third parties; ii) gifts, entertainment expenses, acts of generosity and sponsorships; iii) selection, hiring and management of personnel.

Relations with public and private third parties

In managing relations with public and private parties, the Company directs its activity towards compliance with the principles of fairness and transparency. In the context of such relationships, the Company must not improperly influence the decisions or actions of the counterparty concerned, either directly or through the mediation of third parties.

In particular, for the Company, regular interactions with Public Bodies and/or representatives of the Public Administration (hereinafter simply "PA"), as well as with private counterparties, mainly concern the following categories of relationships:

- relations with Customers – such relationships may generate corruption risks in the negotiation of the contract, the supply of the requested products, and the management of the entire contractual relationship;
- obtaining administrative measures within the competence of the PA – such activities may generate corruption risks mainly in the submission of requests for authorisations, concessions, clearances or registrations and certificates, as well as for their maintenance;
- fulfilment of obligations towards the PA – including, for example, the implementation of regulatory requirements, the submission of tax returns, etc.;
- carrying out of inspections and/or audits by the PA – the management of relations with the PA during inspections, audits and investigations, by Company representatives, may generate corruption risks;
- management of disputes – disputes with the PA and relations with private counterparties in proceedings may generate potential situations at risk of corruption, including with reference to relations with the Judicial Authorities;
- relations with suppliers of goods and services – such relationships may generate corruption risks during the negotiation and execution of the contract.

Relations with the PA must be conducted in compliance with the following minimum principles and standards:

- Addressees must operate in compliance with all applicable legislative requirements;
- relations with the PA must be based on maximum transparency and fairness;
- it is prohibited to offer, directly or through intermediaries, sums of money or other benefits, in order to influence the activity of PA representatives in the performance of their duties;
- appropriate written reporting of relations with PA representatives must be ensured and correctly archived;
- undertaking commitments and managing relationships of any kind with PA representatives is reserved exclusively to the Company Functions/Departments authorised and responsible for this purpose.

Relations with private third parties maintained in the course of corporate activities must be based on criteria of maximum fairness, transparency and traceability, as well as in compliance with anti-corruption legislation and all other applicable regulations.

The selection of external suppliers and consultants must be based on predetermined assessments aimed at identifying and selecting suppliers of proven quality, professionalism, integrity and reliability, possessing the necessary legal requirements. To this end, it is essential to carry out adequate selection and qualification of third parties, with regard to their background and reputation, as well as the identification of any potential corruption risks. In particular:

- the selection process must be objective and transparent;
- choices must be traceable and agreements entered into with them adequately archived;

- agreements entered into with selected professionals must indicate, exhaustively, clearly and in adequate detail, the services required and the criteria for accrual of the agreed fees;
- entering into or continuing any relationship must be interrupted where there are suspicions of corrupt conduct.

With regard to relations with customers, corruption risks may arise from the possibility that the Company is held liable for acts of corruption undertaken or attempted towards the customer or its employees.

In relation to the above relationships, the Company:

- carries out checks on the potential customer;
- prohibits favours, collusive conduct, direct or third-party solicitations aimed at improperly influencing the counterparty's decisions;
- guarantees the correct and transparent performance of the contractual relationship with the customer.

Gifts, entertainment expenses, acts of generosity and sponsorships

The Company allows the offering and/or acceptance of gifts of modest value, provided they do not exceed normal commercial or courtesy practices, without prejudice to the prohibition on offering or accepting sums of money, in compliance with current legislation.

To this end, gifts or benefits given/received must, depending on the circumstances:

- be purchased centrally by the function involved;
- be appropriate, reasonable and made in good faith;
- be such as to: i) not compromise the integrity and reputation of either party to the relationship; ii) not give the beneficiary, or an impartial third party, the impression that they are aimed at acquiring, maintaining or rewarding undue advantages, or at exercising unlawful or improper influence on the beneficiary's activities or decisions;
- be traceable and, in any event, not offered or accepted covertly;
- be given or received by the same persons only sporadically, as a courtesy in the context of ordinary business relations, on socially recognised occasions, such as national holidays, religious festivities, or social, cultural, sporting or institutional anniversary events.

Where a gift does not fall within the cases listed above, it will be necessary to refrain from giving it or, if received, to politely but firmly refuse it.

In addition, entertainment expenses (e.g., transport, meals, etc.) are permitted for business purposes, to promote Company activities and develop business relationships. The Company allows reimbursement of such expenses incurred for work reasons only if they are deemed reasonable, adequately documented and duly authorised.

The Company allows donations to charitable organisations, provided they are not made in order to grant, even indirectly, a personal, financial or political advantage to a representative of the Public Administration or to any private counterparty. Donations must not be made in order to improperly influence the beneficiary or in order to obtain any commercial advantage in return, and must satisfy the following principles:

- beneficiaries may only include parties who operate ethically and transparently, and who have undergone careful verification of their credentials;
- all donations must be traceable and accurately documented in writing;
- the beneficiary must be a reputable charitable organisation with a good reputation (well-known and reliable entities of transparent and proven lawful conduct);

- donation initiatives must be duly authorised, with identification of the recipient and the reasons underlying the donation.

In particular, donations are not permitted:

- in favour of natural persons;
- in favour of political parties or for purposes in any way connected with politics;
- in favour of for-profit entities;
- involving goods that could also be used for personal purposes, such as, by way of example and not exhaustively, mobile phones, PDAs, notebooks, printers, personal computers, smartphones and tablets, unless they are Company assets no longer used by the Company and intended for projects supporting charitable initiatives. Nor is a cash donation intended for the purchase of such goods permitted.

The Company allows sponsorship initiatives for the purpose of institutional promotion of the corporate image, and the creation of visibility and good reputation. To prevent sponsorships from being considered disguised benefits in favour of a third party in order to obtain an undue advantage, all related activities must be governed by written contracts, duly archived.

Selection, hiring and management of personnel

The selection, hiring and management of personnel are guided by the principles of fairness and impartiality.

In particular, it is prohibited to hire employees on the specific recommendation of third parties, in exchange for favours, compensation or other advantages for the Company. It is prohibited to offer job opportunities to family members of representatives of the Public Administration.

The selection process for candidates put forward by third parties must comply with the Company's recruitment process. Such activities are conducted in compliance with the following principles:

- the hiring of personnel must be justified by real and concrete needs and/or requirements, proven and authorised by those with decision-making authority;
- the personnel selection process must be formalised and guarantee the absence of favouritism between the person conducting the selection and the candidate;
- the personnel evaluation process must be based on objective and transparent criteria, and any bonuses must be paid following the achievement of predetermined objectives.

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1. Legislative Decree No. 231 of 8 June 2001

1.1 General principles

Legislative Decree No. 231 of 8 June 2001 (hereinafter the "Decree" or "Legislative Decree 231/2001") introduced into our legal system the administrative liability of legal persons, companies and associations, including those without legal personality (hereinafter "Entities"), in the event of the commission or attempted commission of certain types of offences or administrative infringements in the interest or to the advantage of the Entity by:

- persons holding representative, administrative or management functions within the Entity or one of its organisational units endowed with financial and functional autonomy, as well as by natural persons who exercise, even de facto, the management and control thereof (so-called "Senior officers");
- persons "subject" to the direction or supervision of the persons referred to in the preceding point.

This is a form of liability which, although defined by the legislator as "administrative", has certain characteristics of criminal liability because:

- it results from the commission of offences;
- it is established by the criminal court (in the course of proceedings in which, where compatible, the procedural provisions relating to the defendant apply to the Entity).

The Decree was intended to bring domestic legislation on the liability of legal persons into line with certain international conventions to which Italy had already acceded.

The Entity's liability under the Decree is in addition to, and does not replace, the (criminal) liability of the perpetrator of the offence: both the natural person and the legal person will therefore be subject to criminal proceedings.

1.2 The "catalogue" of offences and administrative infringements relevant under the Decree

The Entity's liability exists only for those offences (consummated or attempted) expressly provided for by the legislator.

In particular, these are the following offences and administrative infringements:

Offences against the Public Administration and its assets (Articles 24 and 25 of the Decree)

- Misappropriation of public funds (Art. 316-bis of the Criminal Code);
- Undue receipt of payments to the detriment of the State (Art. 316-ter of the Criminal Code);
- Fraud to the detriment of the State or another Public Body or the European Union (Art. 640, paragraph 2, No. 1, of the Criminal Code);
- Aggravated fraud for obtaining public funds (Art. 640-bis of the Criminal Code);
- Computer fraud to the detriment of the State or another Public Body or the European Union (Art. 640-ter of the Criminal Code);
- Fraud in public supply contracts (Art. 356 of the Criminal Code);
- Fraud to the detriment of the European Agricultural Fund (Art. 2, Law 898/1986);
- Disturbance of the freedom of tendering procedures (Art. 353 of the Criminal Code);
- Disturbance of the freedom of the procedure for selecting the contracting party (Art. 353-bis of the Criminal Code);
- Embezzlement (Art. 314, paragraph 1, of the Criminal Code);
- Embezzlement by taking advantage of another's error (Art. 316 of the Criminal Code);
- Extortion by a public official (Art. 317 of the Criminal Code);
- Corruption in the exercise of a function (Arts. 318 and 321 of the Criminal Code);
- Corruption for an act contrary to official duties (Arts. 319, 319-bis and 321 of the Criminal Code);
- Aggravating circumstances (Art. 319-bis of the Criminal Code);
- Corruption in judicial acts (Arts. 319-ter and 321 of the Criminal Code);
- Undue inducement to give or promise benefits (Art. 319-quater of the Criminal Code);
- Corruption of a person in charge of a public service (Art. 320 of the Criminal Code);
- Penalties for the briber (Art. 321 of the Criminal Code);
- Incitement to corruption (Art. 322 of the Criminal Code);

- Embezzlement, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption, abuse of office by members of international courts or bodies of the European Communities or international parliamentary assemblies or international organisations, and officials of the European Communities and foreign States (Art. 322-bis of the Criminal Code);
- Illicit trading in influence (Art. 346-bis of the Criminal Code).

Computer crimes and unlawful data processing (Art. 24-bis of the Decree)

- Forgery of an electronic document (Art. 491-bis of the Criminal Code);
- Unauthorised access to a computer or telematic system (Art. 615-ter of the Criminal Code);
- Unauthorised possession, distribution and installation of equipment, codes or other means to access computer or telematic systems (Art. 615-quater of the Criminal Code);
- Unauthorised possession, distribution and installation of equipment, devices or software designed to damage or interrupt a computer or telematic system (Art. 615-quinquies of the Criminal Code);
- Unlawful interception, prevention or interruption of computer or telematic communications (Art. 617-quater of the Criminal Code);
- Unauthorised possession, distribution and installation of equipment and other means to intercept, prevent or interrupt computer or telematic communications (Art. 617-quinquies of the Criminal Code);
- Damage to information, data and computer programs (Art. 635-bis of the Criminal Code);
- Damage to information, data and computer programs used by the State or another Public Body or otherwise of public utility (Art. 635-ter of the Criminal Code);
- Damage to computer or telematic systems (Art. 635-quater of the Criminal Code);
- Damage to computer or telematic systems of public utility (Art. 635-quinquies of the Criminal Code);
- Computer fraud by a party providing electronic signature certification services (Art. 640-quinquies of the Criminal Code);
- Violation of provisions on the National Cybersecurity Perimeter (Art. 1, paragraph 11-bis, Law 133/2019).

Organised crime offences (Art. 24-ter of the Decree)

- Criminal conspiracy (Art. 416 of the Criminal Code);
- Mafia-type association, including foreign associations (Art. 416-bis);
- Political-mafia electoral exchange (Art. 416-ter of the Criminal Code);
- Kidnapping for extortion purposes (Art. 630 of the Criminal Code);
- Criminal conspiracy aimed at illicit trafficking of narcotic or psychotropic substances (Art. 74, Presidential Decree 309/1990);
- All offences where committed by taking advantage of the conditions set out in Art. 416-bis of the Criminal Code to facilitate the activity of the associations referred to in that article (Law 203/91);
- Offences of illegal manufacturing, introduction into the State, sale, transfer, possession and carrying in a public place or a place open to the public of war weapons or weapons of a war type, or parts thereof, explosives, clandestine weapons, as well as multiple common firearms (Art. 407, paragraph 2, letter a), No. 5, of the Code of Criminal Procedure).

Offences of counterfeiting currency, public credit instruments, revenue stamps, and instruments or signs of recognition (Art. 25-bis of the Decree)

- Counterfeiting of currency, spending and introduction into the State, by prior agreement, of counterfeit currency (Art. 453 of the Criminal Code);

- Alteration of currency (Art. 454 of the Criminal Code);
- Spending and introduction into the State, without prior agreement, of counterfeit currency (Art. 455 of the Criminal Code);
- Spending of counterfeit currency received in good faith (Art. 457 of the Criminal Code);
- Counterfeiting of revenue stamps, introduction into the State, purchase, possession or circulation of counterfeit revenue stamps (Art. 459 of the Criminal Code);
- Counterfeiting of watermarked paper used to manufacture public credit instruments or revenue stamps (Art. 460 of the Criminal Code);
- Manufacture or possession of watermarks or instruments intended for counterfeiting currency, revenue stamps or watermarked paper (Art. 461 of the Criminal Code);
- Use of counterfeit or altered revenue stamps (Art. 464 of the Criminal Code);
- Counterfeiting, alteration or use of trademarks or distinctive signs, or of patents, models and designs (Art. 473 of the Criminal Code);
- Introduction into the State and trading of products bearing false signs (Art. 474 of the Criminal Code).

Offences against industry and commerce (Art. 25-bis.1 of the Decree)

- Disturbance of the freedom of industry or commerce (Art. 513 of the Criminal Code);
- Unlawful competition through threats or violence (Art. 513-bis of the Criminal Code);
- Fraud against national industries (Art. 514 of the Criminal Code);
- Fraud in the exercise of commerce (Art. 515 of the Criminal Code);
- Sale of non-genuine food substances as genuine (Art. 516 of the Criminal Code);
- Sale of industrial products bearing misleading signs (Art. 517 of the Criminal Code);
- Manufacture and trading of goods made in breach of industrial property rights (Art. 517-ter of the Criminal Code);
- Counterfeiting of geographical indications or designations of origin of agri-food products (Art. 517-quater of the Criminal Code).

Corporate offences (Art. 25-ter of the Decree)

- False corporate communications (Art. 2621 of the Civil Code);
- Minor cases (Art. 2621-bis of the Civil Code);
- False corporate communications by listed companies (Art. 2622 of the Civil Code);
- Obstruction of controls (Art. 2625 of the Civil Code);
- Undue return of contributions (Art. 2626 of the Civil Code);
- Unlawful distribution of profits and reserves (Art. 2627 of the Civil Code);
- Unlawful transactions involving shares or units of the company or its parent company (Art. 2628 of the Civil Code);
- Transactions to the detriment of creditors (Art. 2629 of the Civil Code);
- Failure to disclose a conflict of interest (Art. 2629-bis of the Civil Code);
- Fictitious formation of share capital (Art. 2632 of the Civil Code);
- Undue distribution of company assets by liquidators (Art. 2633 of the Civil Code);
- Corruption between private parties (Art. 2635 of the Civil Code);
- Incitement to corruption between private parties (Art. 2635-bis of the Civil Code);
- Unlawful influence on the shareholders' meeting (Art. 2636 of the Civil Code);

- Market manipulation/stock rigging (Art. 2637 of the Civil Code);
- Obstruction of the exercise of the functions of public supervisory authorities (Art. 2638 of the Civil Code);
- False or omitted statements for the issue of the preliminary certificate (Art. 54, Legislative Decree 19/2023).

Offences with terrorist purposes or aimed at subverting the democratic order (Art. 25-quater of the Decree)

- Subversive associations (Art. 270 of the Criminal Code);
- Associations with the purpose of terrorism, including international terrorism, or of subverting the democratic order (Art. 270-bis of the Criminal Code);
- Aggravating and mitigating circumstances (Art. 270-bis.1 of the Criminal Code);
- Assistance to associates (Art. 270-ter of the Criminal Code);
- Recruitment for terrorist purposes, including international (Art. 270-quater of the Criminal Code);
- Organisation of transfers for terrorist purposes (Art. 270-quater.1 of the Criminal Code);
- Training for activities with terrorist purposes, including international (Art. 270-quinquies of the Criminal Code);
- Financing of conduct with terrorist purposes (Art. 270-quinquies.1 of the Criminal Code);
- Removal of property or money subject to seizure (Art. 270-quinquies.2 of the Criminal Code);
- Possession of material for terrorist purposes (Art. 270-quinquies.3 of the Criminal Code);
- Conduct with terrorist purposes (Art. 270-sexies of the Criminal Code);
- Attacks for terrorist or subversive purposes (Art. 280 of the Criminal Code);
- Acts of terrorism with lethal devices or explosives (Art. 280-bis of the Criminal Code);
- Acts of nuclear terrorism (Art. 280-ter of the Criminal Code);
- Kidnapping for terrorist or subversive purposes (Art. 289-bis of the Criminal Code);
- Kidnapping for coercive purposes (Art. 289-ter of the Criminal Code);
- Incitement to commit any of the offences provided for in Chapters One and Two (Art. 302 of the Criminal Code);
- Political conspiracy by agreement (Art. 304 of the Criminal Code);
- Political conspiracy by association (Art. 305 of the Criminal Code);
- Armed gang: formation and participation (Art. 306 of the Criminal Code);
- Assistance to participants in conspiracy or an armed gang (Art. 307 of the Criminal Code);
- Financing of conduct with terrorist purposes (Art. 270-quinquies.1 of the Criminal Code);
- Manufacture or possession of explosive materials (Art. 435 of the Criminal Code);
- Seizure, hijacking and destruction of an aircraft (Law No. 342/1976, Art. 1);
- Damage to ground installations (Law No. 342/1976, Art. 2);
- Sanctions (Law No. 422/1989, Art. 3);
- Effective repentance (Legislative Decree No. 625/1979, Art. 5);
- Offences committed in violation of Art. 2 of the International Convention for the Suppression of the Financing of Terrorism, New York, 9 December 1999.

Offence of female genital mutilation practices (Art. 25-quater.1 of the Decree)

- Practices of female genital mutilation (Art. 583-bis of the Criminal Code).

Offences against individual personality (Art. 25-quinquies of the Decree)

- Reduction to or maintenance in slavery or servitude (Art. 600 of the Criminal Code);
- Child prostitution (Art. 600-bis of the Criminal Code);
- Child pornography (Art. 600-ter of the Criminal Code);
- Possession of or access to pornographic material (Art. 600-quater of the Criminal Code);
- Virtual pornography (Art. 600-quater.1 of the Criminal Code);
- Tourism initiatives aimed at the exploitation of child prostitution (Art. 600-quinquies of the Criminal Code);
- Trafficking in persons (Art. 601 of the Criminal Code);
- Sale and purchase of slaves (Art. 602 of the Criminal Code);
- Unlawful intermediation and exploitation of labour (Art. 603-bis of the Criminal Code);
- Grooming/soliciting of minors (Art. 609-undecies of the Criminal Code).

Market abuse offences

- Insider trading/abuse of privileged information (Art. 184, Legislative Decree 58/1998 – Consolidated Finance Act);
- Market manipulation (Art. 185, Legislative Decree 58/1998 – Consolidated Finance Act).

Offences of manslaughter and serious or very serious injury caused by violation of health and safety at work regulations (Art. 25-septies of the Decree)

- Manslaughter (Art. 589 of the Criminal Code);
- Negligent personal injury (Art. 590 of the Criminal Code).

Offences of handling stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and self-laundering (Art. 25-octies of the Decree)

- Handling stolen goods (Art. 648 of the Criminal Code);
- Money laundering (Art. 648-bis of the Criminal Code);
- Use of money, goods or benefits of unlawful origin (Art. 648-ter of the Criminal Code);
- Self-laundering (Art. 648-ter.1 of the Criminal Code).

Offences concerning non-cash payment instruments and fraudulent transfer of assets (Art. 25-octies.1 of the Decree)

- Undue use and falsification of non-cash payment instruments (Art. 493-ter of the Criminal Code);
- Possession and distribution of equipment, devices and computer programs intended to commit offences concerning non-cash payment instruments (Art. 493-quater of the Criminal Code);
- Computer fraud aggravated by the transfer of money, monetary value or virtual currency (Art. 640-ter of the Criminal Code);
- Fraudulent transfer of assets (Art. 512-bis of the Criminal Code).

Offences concerning violation of European Union restrictive measures (Art. 25-octies.2 of the Decree)

- Violation of European Union restrictive measures (Art. 275-bis of the Criminal Code);

- Violation of reporting obligations imposed by a European Union restrictive measure (Art. 275-ter of the Criminal Code);
- Violation of the conditions of authorisation to carry out an activity (Art. 275-quater of the Criminal Code).

Offences concerning copyright infringement (Art. 25-novies of the Decree)

- Making available to the public, in a telematic network system, by any type of connection, of a protected work of the intellect or part thereof (Art. 171, paragraph 1, letter a-bis, Law 633/1941);
- Offences under the preceding point committed on another's works not intended for publication, or with usurpation of authorship of the work, or with distortion, mutilation or other modification of the work itself, where this results in harm to the honour or reputation of the author (Art. 171, paragraph 3, Law 633/1941);
- Unauthorised duplication, for profit, of computer programs; importation, distribution, sale or possession for commercial or business purposes, or rental, of programs contained in media not bearing the SIAE mark; preparation of means to remove or circumvent protection devices of computer programs (Art. 171-bis, paragraph 1, Law 633/1941);
- Reproduction, transfer to another medium, distribution, communication, presentation or public demonstration of the content of a database; extraction or reuse of the database; distribution, sale or rental of databases (Art. 171-bis, paragraph 2, Law 633/1941);
- Unauthorised duplication, reproduction, transmission or public dissemination, by any means, in whole or in part, of works of the intellect intended for television or cinema, or of the sale or rental of discs, tapes or similar media, or any other medium containing phonograms or videograms of musical, cinematographic or similar audiovisual works, or sequences of moving images; literary, dramatic, scientific, didactic, musical or dramatic-musical, or multimedia works, even if included in collective or composite works or databases; introduction into the territory of the State, possession for sale, distribution, marketing, rental or transfer under any title, public screening, transmission by television by any means, transmission by radio, public dissemination of unauthorised duplications or reproductions, of videocassettes, audio cassettes, or any medium containing phonograms or videograms of musical, cinematographic or audiovisual works, or sequences of moving images, or other medium for which a SIAE mark is required, lacking such a mark or bearing a counterfeit or altered mark, as well as special decoding devices or components enabling access to an encrypted service without paying the fee due; manufacture, importation, distribution, sale, rental, transfer under any title, advertising for sale or rental, or possession for commercial purposes of equipment, products or components, or the provision of services having the predominant purpose or commercial use of circumventing effective technological measures, or that are mainly designed, produced, adapted or made for the purpose of enabling or facilitating the circumvention of such measures; unauthorised removal or alteration of electronic information, or distribution, importation for the purpose of distribution, broadcasting by radio or television, communication or making available to the public of works or other protected materials from which such electronic information has been removed or altered (Art. 171-ter, paragraph 1, Law No. 633/1941);
- Unauthorised reproduction, duplication, transmission or dissemination, sale or trading, transfer under any title or unauthorised importation of more than fifty copies of works protected by copyright and related rights; introduction into a telematic network system, by any type of connection, of a copyright-protected work of the intellect, or part thereof (Art. 171-ter, paragraph 2, Law No. 633/1941);
- Failure to notify SIAE of identification data for media not subject to the mark, or false declaration (Art. 171-septies, Law 633/1941); fraudulent production, sale, importation, promotion, installation, modification or use for public or private purposes of equipment or parts of equipment suitable for decoding conditional-access audiovisual broadcasts transmitted over the air, by satellite or by cable, in either analogue or digital form (Art. 171-octies, Law 633/1941).

Offence of inducing a person not to make statements, or to make false statements, to the judicial authority (Art. 25-decies of the Decree)

- Inducing a person not to make statements, or to make false statements, to the judicial authority (Art. 377-bis of the Criminal Code).

Environmental offences (Art. 25-undecies of the Decree)

These are offences provided for by the Criminal Code and by special laws.

In particular, with reference to offences provided for by the Criminal Code:

- Environmental pollution (Art. 452-bis of the Criminal Code);
- Environmental disaster (Art. 452-quater of the Criminal Code);
- Negligent offences against the environment (Art. 452-quinquies of the Criminal Code);
- Trafficking and abandonment of highly radioactive material (Art. 452-sexies of the Criminal Code);
- Aggravating circumstances (Art. 452-octies of the Criminal Code);
- Killing, destruction, capture, taking or possession of specimens of protected wild animal or plant species (Art. 727-bis of the Criminal Code);
- Destruction or deterioration of habitat within a protected site (Art. 733-bis of the Criminal Code);
- Organised activities for illicit trafficking in waste (Art. 452-quaterdecies of the Criminal Code);
- Obstruction of controls (Art. 452-septies of the Criminal Code);
- Failure to carry out remediation (Art. 452-terdecies of the Criminal Code).

With reference to offences provided for by Legislative Decree 152/2006 "Environmental Regulations":

- Discharge of industrial wastewater containing hazardous substances; discharges onto the ground, subsoil and groundwater; discharge into sea waters by ships or aircraft (Art. 137);
- Abandonment of waste in special cases (Art. 255-bis, Legislative Decree 152/2006);
- Abandonment of hazardous waste (Art. 255-ter, Legislative Decree 152/2006);
- Unauthorised waste management activity (Art. 256, paragraph 1, letters a] and b], and paragraphs 3, 5 and 6);
- Unlawful combustion of waste (Art. 256-bis, Legislative Decree 152/2006);
- Pollution of soil, subsoil, surface water or groundwater (Art. 257);
- Violation of reporting obligations, and of obligations to keep mandatory registers and forms (Art. 258, paragraph 4, second sentence);
- Illegal shipment of waste (Art. 259, paragraph 1);
- Organised activities for illicit trafficking in waste (Art. 260, paragraphs 1 and 2);
- Offences concerning emissions (Art. 279, paragraph 5).

With reference to offences provided for by Law 150/1992 on the discipline of offences relating to the application in Italy of the convention on international trade in endangered species of wild fauna and flora, and rules on the marketing and possession of live specimens of mammals and reptiles that may pose a danger to public health and safety:

- Importation, exportation or re-exportation, sale, possession for the purpose of sale, transport, etc., in violation of Council Regulation (EC) No. 338/97 of 9 December 1996, as subsequently implemented and amended, for specimens belonging to the species listed in Annex A of that Regulation and subsequent amendments (Art. 1, paragraphs 1 and 2);

- Importation, exportation or re-exportation of specimens, under any customs regime, without the required certificate or licence (etc.), in violation of Council Regulation (EC) No. 338/97 of 9 December 1996, as subsequently implemented and amended, for specimens belonging to the species listed in Annexes B and C of that Regulation and subsequent amendments, unless the act constitutes a more serious offence (Art. 2, paragraphs 1 and 2);
- Possession of live specimens of mammals and reptiles from captive breeding that pose a danger to public health and safety, save as provided by Law 157/1992 (Art. 6, paragraph 4);
- Falsification or alteration of certificates, licences, import notifications, declarations or communications of information for the purpose of obtaining a licence or certificate, or use of false or altered certificates or licences (offences under the Criminal Code referred to in Art. 3-bis, paragraph 1).

With reference to offences relating to ozone and the atmosphere provided for by Law 549/1993 "Measures for the protection of the stratospheric ozone layer and the environment":

- Cessation and reduction of the use of harmful substances (Art. 3, Law No. 549/1993).

With reference to offences provided for by Legislative Decree 202/2007 "Implementation of Directive 2005/35/EC on ship-source pollution and the introduction of penalties for infringements":

- Intentional pollution (caused by ships) (Art. 8, paragraphs 1 and 2);
- Negligent pollution (caused by ships) (Art. 9, paragraphs 1 and 2).

Offence of employing third-country nationals whose stay is irregular (Art. 25-duodecies of the Decree)

- Transport of irregular foreign nationals into the territory of the State (Art. 12, paragraphs 3, 3-bis and 3-ter, Legislative Decree 286/1998);
- Facilitating the continued presence of irregular foreign nationals in the territory of the State (Art. 12, paragraph 5, Legislative Decree 286/1998);
- Employment of third-country nationals whose stay is irregular (Art. 22, paragraph 12-bis, Legislative Decree 286/1998 – Consolidated Immigration Act).

Offences of racism and xenophobia (Art. 25-terdecies of the Decree)

- Propaganda and incitement to commit offences on grounds of racial, ethnic or religious discrimination (Art. 604-bis of the Criminal Code).

Offences relating to fraud in sports competitions, unauthorised gaming or betting, and gambling carried out by means of prohibited devices (Art. 25-quaterdecies of the Decree)

- Fraud in sports competitions (Art. 1, Law 401/1989);
- Unauthorised gaming or betting activity (Art. 4, Law 401/1989).

Tax offences (Art. 25-quinquiesdecies of the Decree)

- Fraudulent tax return through the use of invoices or other documents for non-existent transactions (Art. 2, paragraphs 1 and 2-bis, Legislative Decree 74/2000);
- Fraudulent tax return through other artifices (Art. 3, Legislative Decree 74/2000);
- Inaccurate tax return (Art. 4, Legislative Decree 74/2000, if committed as part of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount not less than ten million euros);
- Failure to file a tax return (Art. 5, Legislative Decree 74/2000, if committed as part of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount not less than ten

million euros);

- Issuing invoices or other documents for non-existent transactions (Art. 8, paragraphs 1 and 2-bis, Legislative Decree 74/2000);
- Concealment or destruction of accounting documents (Art. 10, Legislative Decree 74/2000);
- Undue offsetting (Art. 10-quater, Legislative Decree 74/2000, if committed as part of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount not less than ten million euros);
- Fraudulent evasion of tax payment (Art. 11, Legislative Decree 74/2000).

Smuggling (Art. 25-sexiesdecies of the Decree)

- Smuggling through failure to declare (Art. 78, Legislative Decree No. 141/2024);
- Smuggling through inaccurate declaration (Art. 79, Legislative Decree No. 141/2024);
- Smuggling in the movement of goods by sea, air and on border lakes (Art. 80, Legislative Decree No. 141/2024);
- Smuggling through undue use of imported goods with total or partial reduction of duties (Art. 81, Legislative Decree No. 141/2024);
- Smuggling in the export of goods eligible for duty drawback (Art. 82, Legislative Decree No. 141/2024);
- Smuggling in temporary export and in regimes of special use and processing (Art. 83, Legislative Decree No. 141/2024);
- Smuggling of processed tobacco (Art. 84, Legislative Decree No. 141/2024);
- Aggravating circumstances for the offence of smuggling processed tobacco (Art. 85, Legislative Decree No. 141/2024);
- Criminal conspiracy aimed at smuggling processed tobacco (Art. 86, Legislative Decree No. 141/2024);
- Equivalence of attempted and completed offences (Art. 87, Legislative Decree No. 141/2024);
- Aggravating circumstances for smuggling (Art. 88, Legislative Decree No. 141/2024);
- Evasion of assessment or payment of excise duty on energy products (Art. 40, Legislative Decree No. 504/1995);
- Evasion of assessment or payment of excise duty on processed tobacco (Art. 40-bis, Legislative Decree No. 504/1995);
- Clandestine manufacture of alcohol and alcoholic beverages (Art. 41, Legislative Decree No. 504/1995);
- Conspiracy for the purpose of clandestine manufacture of alcohol and alcoholic beverages (Art. 42, Legislative Decree No. 504/1995);
- Evasion of assessment and payment of excise duty on alcohol and alcoholic beverages (Art. 43, Legislative Decree No. 504/1995);
- Aggravating circumstances (Art. 45, Legislative Decree No. 504/1995);
- Alteration of devices, seals and markings (Art. 46, Legislative Decree No. 504/1995).

Offences against cultural heritage (Art. 25-septiesdecies of the Decree)

- Violations concerning the disposal of cultural property (Art. 518-novies of the Criminal Code);
- Misappropriation of cultural property (Art. 518-ter of the Criminal Code);
- Unlawful importation of cultural property (Art. 518-decies of the Criminal Code);
- Unlawful removal or exportation of cultural property (Art. 518-undecies of the Criminal Code);

- Destruction, dispersal, deterioration, defacement, vandalism and unlawful use of cultural or landscape assets (Art. 518-duodecies of the Criminal Code);
- Counterfeiting of works of art (Art. 518-quaterdecies of the Criminal Code);
- Theft of cultural property (Art. 518-bis of the Criminal Code);
- Handling of stolen cultural property (Art. 518-quater of the Criminal Code);
- Forgery of a private document relating to cultural property (Art. 518-octies of the Criminal Code).

Laundering of cultural property, and devastation and plundering of cultural and landscape assets (Art. 25-duodevicies of the Decree)

- Laundering of cultural property (Art. 518-sexies of the Criminal Code);
- Devastation and plundering of cultural and landscape assets (Art. 518-terdecies of the Criminal Code).

Offences against animals (Art. 25-undevicies of the Decree)

- Killing of animals (Art. 544-bis of the Criminal Code);
- Mistreatment of animals (Art. 544-ter of the Criminal Code);
- Organisation of prohibited shows or events involving cruelty or suffering to animals (Art. 544-quater of the Criminal Code);
- Promotion and organisation of animal fights (Art. 544-quinquies of the Criminal Code);
- Killing or damaging animals belonging to others (Art. 638 of the Criminal Code).

Transnational offences (Art. 10, Law 146/2006)

The following offences constitute grounds for the administrative liability of entities where committed transnationally:

- Criminal conspiracy (Art. 416 of the Criminal Code);
- Mafia-type association (Art. 416-bis of the Criminal Code);
- Criminal conspiracy aimed at smuggling foreign processed tobacco (Art. 291-quater of the Consolidated Act under Presidential Decree No. 43 of 23 January 1973);
- Association aimed at illicit trafficking of narcotic or psychotropic substances (Art. 74 of the Consolidated Act under Presidential Decree No. 309 of 9 October 1990);
- Provisions against clandestine immigration (Art. 12, paragraphs 3, 3-bis, 3-ter and 5, of the Consolidated Act under Legislative Decree 286/1998);
- Inducing a person not to make statements, or to make false statements, to the judicial authority (Art. 377-bis of the Criminal Code);
- Aiding and abetting (Art. 378 of the Criminal Code).

The above-mentioned offences and administrative infringements may give rise to the administrative liability of an Entity which, while having its principal place of business in Italy, committed them abroad.

1.3 The sanctions system provided for by the Decree

The sanctions provided for by the Decree against Entities are: i) financial penalties, ii) disqualification sanctions, iii) confiscation of the price or profit of the offence, iv) publication of the judgment of conviction.

Financial penalties apply whenever the liability of the legal person is established, and are determined by the criminal court through a system based on "units" (quote). In assessing the financial penalty, the judge determines the number of units taking into account the seriousness of the act, the degree of the Entity's liability, and the activity carried out to eliminate or mitigate the consequences of the act and to prevent the commission of further offences; the value of each unit, on the other hand, is set on the basis of the Entity's economic and financial condition.

Disqualification sanctions may be applied in addition to financial penalties, but only if expressly provided for the offence being prosecuted, and only where at least one of the following conditions applies:

- the Entity derived significant profit from the offence, and the offence was committed by a senior officer or by a subordinate, but only where the commission of the offence was made possible by serious organisational shortcomings;
- in the case of repeated infringements.

They consist of disqualification from carrying out the business activity; suspension or revocation of the authorisations, licences or concessions instrumental to the commission of the offence; a prohibition on contracting with the public administration (except to obtain the provision of a public service); exclusion from grants, financing, contributions or subsidies, and possible revocation of those already granted; and a prohibition on advertising goods or services.

Disqualification sanctions do not apply (or are revoked, if already applied on a precautionary basis) where the Entity, before the opening statement of the first-instance trial, has:

- compensated for or repaired the damage;
- eliminated the harmful or dangerous consequences of the offence (or at least taken steps to do so);
- made available to the Judicial Authority, for confiscation, the profit of the offence;
- eliminated the organisational shortcomings that led to the offence, by adopting organisational models suitable for preventing the commission of new offences.

Confiscation consists of the acquisition by the State of the price or profit of the offence, or the acquisition of sums of money, goods or other benefits of equivalent value to the price or profit of the offence; however, it does not affect the part of the price or profit of the offence that can be returned to the injured party. Confiscation is always ordered together with the judgment of conviction.

Publication of the judgment may be imposed where a disqualification sanction is applied to the Entity. It is carried out by posting it in the municipality where the Entity has its principal place of business, as well as by publication on the website of the Ministry of Justice.

1.4 The Organisation, Management and Control Model as an exempting factor for the liability provided for by the Decree

The Decree provides that the company is not liable to sanction if it proves that it adopted and effectively implemented Organisation, Management and Control Models suitable for preventing the commission of the offences that occurred, without prejudice to the personal liability of the person who committed the act.

The legislator has therefore attributed an exempting value to organisation, management and control models where they are suitable for preventing the risk, and are adopted and effectively implemented. The Decree also specifies the requirements that such models must meet.

Specifically, they must:

- identify the activities within which the offences provided for by the Decree may be committed;
- provide for specific protocols designed to plan the formation and implementation of the Entity's decisions in relation to the offences to be prevented;
- identify methods of managing financial resources suitable for preventing the commission of such offences;

- provide for reporting obligations towards the Body responsible for overseeing the operation of and compliance with the Models;
- introduce a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the Model;
- provide, in relation to the nature and size of the organisation, as well as the type of activity carried out, measures suitable for ensuring that the activity is carried out in compliance with the law and for promptly detecting and eliminating risk situations;
- provide for specific internal reporting channels, a prohibition on retaliation, and a suitable disciplinary system, in compliance with Legislative Decree 24/2023, implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019.

If the offence is committed by persons holding representative, administrative or management functions in the Entity or in one of its organisational units endowed with financial and functional autonomy, or by persons who exercise, even de facto, the management and control thereof, the Entity is not liable if it proves that:

- the governing body adopted and effectively implemented, before the act was committed, a Model suitable for preventing offences of the type that occurred;
- the task of overseeing the operation of and compliance with the Model, and of taking care of its updating, was entrusted to a Body of the Entity endowed with autonomous powers of initiative and control;
- the persons committed the offence by fraudulently circumventing the Model;
- there was no failure or insufficiency of supervision by the control Body with regard to the Model.

Where, on the other hand, the offence is committed by persons subject to the direction or supervision of one of the persons indicated above, the legal person is liable if the commission of the offence was made possible by a failure to fulfil management and supervisory obligations. Such a failure is, in any case, excluded where the Entity, prior to the commission of the offence, adopted and effectively implemented a Model suitable for preventing offences of the type that occurred.

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2. The Organisation, Management and Control Model of EUROSIREL S.p.A.

2.1 Adoption and updates of EUROSIREL S.p.A.'s Organisational Model

The Company adopted the first edition of the Organisation, Management and Control Model by resolution of the Board of Directors of 14.02.2024; the document was subsequently revised and updated on 01.07.2026.

Amendments and additions to this Organisational Model are made by the Governing Body, also on the basis of information provided by the Supervisory Body, which is responsible for its updating.

The Company's Board of Directors makes decisions regarding the implementation of the Model by evaluating and approving the actions necessary for implementing its constituent elements.

2.2 The objectives and aims pursued through the adoption and subsequent updating of EUROSIREL S.p.A.'s Organisational Model

Through the adoption of the Organisation, Management and Control Model and its subsequent updating, the Company aims to:

- make aware all those who work in the name and on behalf of the Company, with particular reference to those who operate in the so-called "sensitive areas", that in the event of violations of the provisions set out in the Model, they could incur unlawful conduct liable to criminal sanctions against them personally, as well as "administrative" sanctions applicable to the Company;

- make such persons aware that unlawful conduct is strongly condemned by the Company, as it is always and in any case contrary to legal provisions, corporate culture and the ethical principles adopted as guidelines for its business activity;
- enable the Company to intervene promptly to prevent or counter the commission of offences, or at least to significantly reduce the damage caused by them;
- improve corporate governance and the Company's image.

2.3 The "Addressees" of EUROSIREL S.p.A.'s Organisational Model

The principles and provisions of this document must be complied with by:

- members of the Board of Directors, the Board of Statutory Auditors and the Statutory Auditor;
- Executives;
- Employees;
- Consultants, collaborators, suppliers, agents, wholesalers, distributors and any partners, to the extent that they may be involved in carrying out activities in which the commission of one of the predicate offences under the Decree is conceivable.

The persons thus identified are hereinafter referred to as "Addressees".

2.4 The construction and subsequent updating of EUROSIREL S.p.A.'s Organisational Model

The work carried out in preparing the Model consisted of:

- identifying sensitive sectors/activities/areas, with reference to the offences referred to in the Decree, through analysis of the most relevant company documents (by way of example: the Articles of Association, Chamber of Commerce registration certificate, minutes of corporate bodies, etc.);
- analytical examination of sensitive areas, envisaging the methods and means by which the offences listed in the Decree could be committed by the company, its administrative bodies, its employees and, in general, the persons contemplated by Art. 5 of the Decree (including through meetings and interviews with the persons concerned);
- identifying the internal rules and existing protocols – whether formalised or not – with reference solely to areas identified as being at risk of an offence;
- defining standards of conduct and control, or for the activities that, in agreement with the Company, it was deemed appropriate to regulate;
- regulating the methods of managing financial resources suitable for preventing the commission of offences;
- identifying the person(s) responsible for overseeing the concrete application of this Model (hereinafter the "Supervisory Body" or SB), with the simultaneous preparation of the reporting system to and from the Supervisory Body itself;
- adopting the Code of Ethics;
- providing for a disciplinary system suitable for sanctioning both failure to comply with the measures indicated in the Model and violations of the Code of Ethics.

2.5 The map of EUROSIREL S.p.A.'s "sensitive" activities

In compliance with the Decree and using the methods outlined above, the Company's "sensitive" activities have been identified, taking into account EUROSIREL S.p.A.'s current operations and existing organisational structure.

The main activities and business processes that may constitute an occasion or means for committing the offences set out in the Decree are:

- Management of commercial activities;
- Management of production activities and quality control;
- Management of administrative obligations and related inspection activities;
- Management of the purchase of goods and services (including consultancy);
- Management of relations with Certification Bodies;
- Personnel management;
- Management of financial flows;
- Management of accounting, preparation of financial statements and taxation;
- Management of shareholders' meetings and capital transactions;
- Management of IT security;
- Management of the prevention and protection system;
- Management of agents;
- Management of activities with environmental impact;
- Management of public and private financing and contributions;
- Management of customs obligations.

2.6 The structure of EUROSIREL S.p.A.'s Organisational Model

The Model is made up of a General Part and the following Special Parts aimed at overseeing the previously identified at-risk activities:

- **Section A** – Offences against the Public Administration; Corruption between private parties; Offences of inducing a person not to make statements, or to make false statements, to the Judicial Authority
- **Section B** – Computer crimes and unlawful data processing; Copyright infringement offences
- **Section C** – Offences against industry and commerce
- **Section D** – Corporate offences
- **Section E** – Manslaughter or serious or very serious injury committed in violation of health and safety at work regulations
- **Section F** – Organised crime offences; Offences of handling stolen goods, money laundering and use of money, goods or benefits of unlawful origin, and self-laundering; Offences concerning non-cash payment instruments and fraudulent transfer of assets; Offences with terrorist purposes or aimed at subverting the democratic order
- **Section G** – Environmental offences
- **Section H** – Offences against individual personality; Employment of third-country nationals whose stay is irregular
- **Section I** – Transnational offences
- **Section J** – Tax offences
- **Section K** – Smuggling; Offences concerning violation of European Union restrictive measures

The risk profiles relating to categories of offence not expressly referred to are considered to be overall covered by the provisions of the Code of Ethics and by the general safeguards set out in the Company's

Organisational Model.

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3. EUROSIREL S.p.A.'s Supervisory Body

The Company has entrusted the task of overseeing its operation and compliance to a Supervisory Body (also "SB"), endowed with the requirements indicated below, and aimed at ensuring the effective implementation of the Model.

3.1 Requirements of EUROSIREL S.p.A.'s Supervisory Body

Members of the Supervisory Body must possess the requirements set out in the Confindustria Guidelines. In particular:

AUTONOMY AND INDEPENDENCE: the Body must remain free from any form of interference and pressure from operational management and must not be involved in any way in the exercise of operational activities and management decisions. The Supervisory Body must not be in a situation of conflict of interest, and neither the Body as a whole, nor its individual members, may be assigned operational tasks that could undermine its autonomy.

The requirement of autonomy and independence must also be understood as the absence of family ties and hierarchical dependency links with the Company's senior management or with persons holding operational powers within it.

PROFESSIONALISM: i.e., possession of the tools and techniques necessary for the concrete and effective performance of the assigned activity. The professionalism and authority of the Body are also linked to its members' professional experience. In this regard, the Company considers it particularly important to carefully examine the curricula of possible candidates and their previous experience, favouring profiles with specific professional experience in the field.

CONTINUITY OF ACTION: the SB continuously carries out the activities necessary to oversee the Model, with adequate commitment and with the necessary powers of investigation, meeting at least quarterly.

GOOD STANDING (Onorabilità): in relation to the grounds for ineligibility, removal, suspension or forfeiture from the role of Supervisory Body member, as specified below.

The requirements described above must be verified upon appointment by the Board of Directors.

In accordance with the regulatory provisions contained in the Decree, the Company has opted for a collegial Supervisory Body.

3.2 Grounds for ineligibility, removal, suspension and forfeiture

In appointing the members of the Supervisory Body, the Company's Board of Directors has expressly established the following grounds for ineligibility for members of the SB.

The following persons may therefore not be elected:

- those who have been convicted, even by a judgment that is not final, or by a judgment applying a sentence upon request (so-called "plea bargain"), even with a suspended sentence, without prejudice to the effects of rehabilitation: 1. to imprisonment for a period of not less than one year for one of the offences provided for by Royal Decree 267/1942; 2. to a custodial sentence for a period of not less than one year for one of the offences provided for by the rules governing banking, financial, securities and insurance activity, and by the rules on securities markets and payment instruments; 3. to imprisonment for a period of not less than one year for an offence against the public administration, against public trust, against property, against the public economy, or for a tax offence; 4. for any non-negligent offence, to a term of imprisonment of not less than two years; 5. for one of the offences provided for by Title XI of Book

V of the Civil Code as reformulated by Legislative Decree 61/2002; 6. for an offence that has resulted or results in a conviction to a sentence entailing disqualification, even temporary, from public office, or temporary disqualification from senior positions in legal persons and companies; 7. for one or more of the offences expressly listed in the Decree, even if with sentences lower than those indicated in the preceding points;

- those against whom one of the preventive measures provided for by Art. 10, paragraph 3, of Law 575/1965, as replaced by Art. 3 of Law 55/1990 and subsequent amendments, has been definitively applied;
- those against whom the ancillary administrative sanctions provided for by Art. 187-quater of Legislative Decree 58/1998 have been applied.

Members of the Supervisory Body must self-certify, by means of a declaration in lieu of an affidavit, that they are not in any of the situations indicated above, expressly undertaking to report any changes to the content of such declarations.

Any removal of members of the Body must be resolved by the Company's Board of Directors and may only be ordered for reasons connected with serious breaches of the mandate assumed, including violations of the confidentiality obligations indicated below, as well as for the grounds for forfeiture set out below.

Members of the Supervisory Body also forfeit their position where, after their appointment, they:

- are convicted by a final judgment or a plea-bargain judgment for one of the offences indicated in points 1, 2, 3, 4, 5, 6 and 7 of the ineligibility conditions indicated above;
- have violated the confidentiality obligations strictly connected with the performance of their role.

Members of the Supervisory Body are also suspended from performing their functions in the event of:

- conviction by a non-final judgment for one of the offences indicated in points 1 to 7 of the ineligibility conditions indicated above;
- application, at the request of the parties, of one of the sentences referred to in points 1 to 7 of the ineligibility conditions indicated above;
- application of a personal precautionary measure;
- provisional application of one of the preventive measures provided for by Art. 10, paragraph 3, of Law 575/1965, as replaced by Art. 3 of Law 55/1990 and subsequent amendments.

The Supervisory Body remains in office for three years, expires on the date of approval of the financial statements relating to the third year of operation, and is eligible for re-election. The Body's remuneration is determined by the Board of Directors upon appointment for the entire term of office.

3.3 The duties of EUROSIREL S.p.A.'s Supervisory Body

To carry out its duties, the Board of Directors allocates an annual spending budget to the Supervisory Body. However, the Supervisory Body may independently commit resources exceeding its spending powers, in compliance with Company procedures, where their use is necessary to address exceptional and urgent situations. In such cases, the Body must inform the Board of Directors without delay.

The Supervisory Body avails itself of all Company functions to perform the duties assigned to it.

The Supervisory Body carries out the following activities:

- overseeing the effectiveness of the Model, in particular verifying consistency between the Model itself and the concrete rules adopted in at-risk areas;

- periodic verification that the Model is complied with by all individual at-risk Company units/areas, in order to ascertain that the defined rules and safeguards put in place are followed as faithfully as possible and are, in practice, suitable for preventing the risk of the offences highlighted from being committed;
- overseeing compliance with the Code of Ethics and all provisions contained therein by all persons operating within the Company in any capacity;
- reporting to the Board of Directors any updates and adjustments to the Model in line with developments in the law and case law, as well as as a result of changes to the Company's organisation;
- overseeing the correct functioning of control activities for each at-risk area, promptly reporting anomalies and malfunctions in the Model, after consultation with the areas/functions concerned;
- assessing and proposing the imposition of any disciplinary sanctions, following the necessary coordination with the managers of the competent Company functions/areas.

3.4 The reporting activity of EUROSIREL S.p.A.'s Supervisory Body

In order to guarantee its full autonomy and independence in carrying out its functions, the Supervisory Body reports to the Company's Board of Directors and to the Board of Statutory Auditors on the implementation of the Model and the emergence of any critical issues, through multiple reporting lines:

I. on an ongoing basis, to ensure constant alignment with senior management regarding the activities carried out;

II. annually, to the Board of Directors and the Board of Statutory Auditors, through a written report which must indicate in detail the activity carried out during the year, both in terms of the controls carried out and the results obtained, and with regard to any need to update the Model;

III. at least annually to the Board of Statutory Auditors, for an exchange of information between control bodies, requests for information or clarification;

IV. promptly, to the Directors, or to one of them dedicated to relations with the SB, to the Board of Statutory Auditors or to the entire Board of Directors (as established), where a violation of the Model and/or the Code of Ethics occurs.

The SB must also prepare, on an annual basis, a plan of activities envisaged for the following year, identifying the activities to be carried out and the areas that will be subject to audits, in addition to the timing and priority of interventions.

The Supervisory Body may, in any case, carry out, within the scope of sensitive Company activities and where it deems it necessary for the performance of its functions, checks not provided for in the intervention plan (so-called "surprise checks").

The Body may request to be heard by the Board of Directors whenever it deems it appropriate to communicate with that body; likewise, the SB is entitled to request clarification and information from the Board of Directors.

On the other hand, the Supervisory Body may be summoned at any time by the Board of Directors as well as by the Board of Statutory Auditors to report on particular events or situations relating to the functioning of, and compliance with, the Model.

The aforementioned meetings must be recorded in minutes, and a copy of the minutes must be kept by the SB (as well as by the bodies involved from time to time).

3.5 Reporting obligations towards the EUROSIREL S.p.A. Body

The SB is the recipient of any information, documentation and/or communication, including from third parties, relating to compliance with the Model.

All Addressees of this Model are subject to a reporting obligation towards the Supervisory Body, to be carried out following:

i) whistleblowing reports;

ii) information (so-called Information Flows).

The Supervisory Body ensures the utmost confidentiality with regard to any news, information or report, on pain of revocation of its mandate, without prejudice to the needs relating to the conduct of investigations where the support of external consultants to the SB or other company structures is necessary.

All information and reports referred to in this Model are kept by the Supervisory Body in a dedicated electronic and/or paper archive, in compliance with current legislation on the processing of personal data.

i) Whistleblowing reports

Law No. 179 of 30 November 2017, on "Provisions for the protection of authors of reports of offences or irregularities of which they have become aware in the context of a public or private employment relationship", introduced the so-called "Whistleblowing" system, aimed at protecting employees or collaborators who report unlawful conduct in the private sector.

This legislation was subsequently amended by Legislative Decree No. 24 of 10 March 2023, on the "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law" (hereinafter also simply the "Whistleblowing Decree").

In particular, the aforementioned Whistleblowing Decree amended Article 6, paragraph 2-bis, of Legislative Decree 231/2001, establishing that Organisational Models must provide – in compliance with the aforementioned Directive (EU) 2019/1937 – for specific internal reporting channels, a prohibition on retaliation, and a disciplinary system suitable for sanctioning failure to comply with whistleblowing protection measures.

Having said this, all Addressees are required to report any information concerning conduct, acts or omissions that harm the public interest or the integrity of the Company, consisting of unlawful conduct relevant under Legislative Decree 231/2001, as well as violations of the requirements of the Organisational Model and/or the Code of Ethics, of which the Addressees become aware in the course of their duties (so-called "reports").

To this end, the Company has activated its own internal reporting channels that guarantee the protection and confidentiality of the identity of the reporting person, the person involved and the person mentioned in the report, as well as the content of the report and the related documentation, and has adopted a specific operational procedure on whistleblowing, made known to Company personnel and any interested third parties through publication on the Company website, to which reference is made for the specific rules.

ii) Information (so-called Information Flows)

The Supervisory Body determines, in the course of its supervisory and control activity, the documentation that must be submitted to it periodically for its attention.

The Supervisory Body must be provided with:

- measures and/or news from judicial police bodies or any other authority, from which it appears that investigations are being carried out, including against unknown persons, for the types of offence provided for by the Decree, concerning the Company;

- inspections, audits and assessments initiated by competent bodies (regions, regional bodies and local bodies) and, at their conclusion, any findings and sanctions imposed;
- requests for legal assistance made by persons internal to the Company, in the event that judicial proceedings are initiated for one of the offences provided for by the Decree;
- reports prepared by Company structures as part of their control activity, from which elements of concern with regard to the provisions of the Decree emerge;
- periodically, information relating to the actual implementation of the Model in all at-risk Company areas/functions;
- periodically, information relating to actual compliance with the Code of Ethics at all levels of the Company;
- information on developments in activities relating to at-risk areas;
- the system of proxies and powers of attorney adopted by the Company.

In the event of information and/or news, even unofficial, relating to the commission of offences provided for by the Decree, or otherwise concerning possible violations of the Model and the Code of Ethics, everyone must immediately turn to the SB.

Information flows must reach the Body, by the methods, timing and addresses it indicates, in accordance with the specific "Information Flows Protocol", to which reference is made.

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4. Training and information

4.1 General provisions

The Company intends to guarantee correct and complete knowledge of the Model, the content of the Decree, and the obligations arising from it, among those who work for the Company.

Training sessions will be organised over time by the Company, on the basis of criteria of mandatory attendance and repetition, as well as, where applicable, differentiation.

Training and information on the Organisational Model are managed by the Quality & Regulatory Manager, in close coordination with management and with the managers of the areas/functions involved in applying the Model.

4.2 Initial communication

This Model is communicated to all Company resources.

All Employees and Senior Officers must sign a specific form attesting that they are aware of and accept the Model, of which they have a paper or electronic copy available.

New hires are given an information pack containing the Model and the Code of Ethics, ensuring they have the knowledge considered to be of primary importance.

All subsequent amendments and information concerning the Model will be communicated to Company resources through official information channels.

The Model, the Code of Ethics and all their subsequent amendments will also be posted pursuant to Art. 7 of Law No. 300/1970 ("Workers' Statute").

4.3 Staff training

Participation in training activities aimed at disseminating knowledge of the legislation set out in the Decree, the Organisation, Management and Control Model, and the Code of Ethics, is mandatory.

Training will take into account, in the content and delivery methods of the related courses, the position of the Addressees, the level of risk of the area in which they operate, and whether or not they hold representative functions.

Unjustified absence from training sessions is considered a disciplinary offence, in accordance with the Disciplinary System set out below.

EUROSIREL S.p.A. will provide for the implementation of training courses that will illustrate, following a modular approach:

- the regulatory context;
- the Code of Ethics and the Organisation, Management and Control Model adopted by the Company, including its Special Parts;
- the role of the Supervisory Body and the duties assigned to it by the Company.

The Supervisory Body ensures that training programmes are of adequate quality and are effectively implemented.

The Company will set up a specific section of the corporate intranet, dedicated to the subject and periodically updated, to enable interested parties to be informed in real time of any amendments, additions or implementations to the Code of Ethics and the Model.

4.4 Information for "Third-Party Addressees"

The Company requires knowledge of Legislative Decree 231/2001, of the General Part of the Model, and compliance with the Code of Ethics, from so-called "Third-Party Addressees", such as Consultants, Collaborators, Suppliers, Wholesalers, Business Partners and other external parties operating on behalf of the Company.

This information is ensured through the circulation of an official communication or through explicit reference within contracts to the existence of the Model and the Code of Ethics.

EUROSIREL S.p.A. includes in agreements with the third parties with which it operates specific clauses providing, in the event of non-compliance with the established ethical principles, for the termination of contractual obligations.

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5. Disciplinary and Sanctions System

5.1 General aspects

The provision of a disciplinary system suitable for sanctioning non-compliance with the rules set out in the Model is a condition required by Legislative Decree 231/2001 for exemption from the administrative liability of Entities, and to ensure the effectiveness of the Model itself.

This system is intended to sanction non-compliance with the principles and conduct obligations set out in this Organisational Model. The imposition of disciplinary sanctions for violation of the principles and rules of conduct set out in the Organisational Model is independent of any criminal proceedings that may be initiated, and of the outcome of the resulting trial, for the commission of any of the unlawful conduct provided for by the Decree.

Following notification by the SB of a violation of the Model, an ascertainment procedure is initiated in accordance with the law and, where applicable, the applicable collective bargaining agreement; this ascertainment procedure is conducted by the corporate bodies responsible for imposing disciplinary sanctions, taking into account the seriousness of the conduct, any repetition of the failure, and the degree of fault.

EUROSIREL S.p.A., through the bodies and functions specifically responsible for this purpose, therefore imposes, with consistency, impartiality and uniformity, sanctions proportionate to the respective violations of the Model and in compliance with current legal provisions and applicable collective bargaining agreements.

The sanctioning measures for the various professional categories are set out below.

5.2 Sanctions against Employees

Conduct by employees in violation of the individual behavioural rules set out in this Model, in the Code of Ethics, and in the Company rules and procedures adopted by the Company, is considered a disciplinary offence.

Sanctions applicable to employees are adopted in compliance with the procedures provided for by applicable legislation.

Express reference is made to the categories of sanctionable acts provided for by the existing sanctions framework, namely the contractual rules set out in the National Collective Bargaining Agreement (hereinafter CCNL).

In application of the principle of proportionality, depending on the seriousness of the infringement committed, the following disciplinary sanctions are provided for:

- **Verbal reprimand:** applies in the case of the mildest failures to comply with the principles and rules of conduct set out in this Model, where such conduct amounts to a minor breach of contractual rules or of directives and instructions issued by management or superiors.
- **Written warning:** applies in the event of failure to comply with the principles and rules of conduct set out in this Model, in relation to conduct that is not compliant or adequate to an extent that, while not minor, can nevertheless not be considered serious, of contractual rules or of directives and instructions issued by management or superiors.
- **Fine not exceeding the amount of 4 hours' normal pay:** applies in the event of failure to comply with the principles and rules of conduct set out in this Model, for conduct that is not compliant or adequate with the Model's requirements to an extent considered to be of a certain seriousness, even if due to repeated conduct. This includes violation of information obligations towards the Body regarding the commission of offences, even attempted, as well as any violation of the Model. The same sanction will apply in the event of repeated, unjustified failure to attend (in person or in any manner required by the Company) training sessions provided over time by the Company relating to Legislative Decree 231/2001, the Organisation, Management and Control Model and the Code of Ethics adopted by the Company, or related topics.
- **Suspension from pay and duties for a maximum of 10 days:** applies in the case of more serious violations than the infringements referred to in the preceding point.
- **Disciplinary dismissal without notice:** in the event of conduct knowingly adopted in breach of the requirements of this Model which, even if only capable of constituting one of the offences sanctioned by the Decree, undermines the element of trust that characterises the employment relationship, or is so serious as not to allow its continuation, even on a provisional basis. Violations liable to this sanction include the following intentional conduct:
- preparation of incomplete or untruthful documentation;
- failure to prepare documentation required by the Model;
- submission of unfounded reports with wilful misconduct or gross negligence;

- violation or circumvention of the control system provided for by the Model in any way, including the removal, destruction or alteration of documentation relating to the procedure, obstruction of controls, or preventing access to information and documentation by those responsible for controls or decisions.

5.3 Sanctions against Executives

Violation by executives of the principles and rules of conduct contained in this Model, or the adoption of conduct not in compliance with the aforementioned requirements, will be subject to a disciplinary measure calibrated according to the seriousness of the violation committed. For the most serious cases, termination of the employment relationship is provided for, in consideration of the special relationship of trust that binds the executive to the employer.

The following also constitute a disciplinary offence:

- failure by executive personnel to oversee the correct application, by hierarchically subordinate workers, of the rules set out in the Model;
- violation of information obligations towards the Supervisory Body regarding the commission of relevant offences, even attempted;
- submission of unfounded reports with wilful misconduct or gross negligence;
- violation by the executives themselves of the rules of conduct contained therein;
- engaging, in carrying out their respective duties, in conduct that does not comply with the conduct reasonably expected of an executive, in relation to the role held and the degree of autonomy granted.

5.4 Sanctions against members of the Board of Directors, Statutory Auditors and Auditors

Against Directors who have committed a violation of this Model, the Board of Directors, promptly informed together with the Board of Statutory Auditors by the SB, may apply any appropriate measure permitted by law, including the following sanctions, determined according to the seriousness of the act and the degree of fault, as well as the consequences that have resulted:

- formal written reprimand;
- financial penalty equal to an amount from two to five times the monthly emoluments;
- total or partial revocation of any powers of attorney.

Where the violations are such as to constitute just cause for removal, the Board of Directors proposes to the Shareholders' Meeting the adoption of the measures within its competence, and takes care of any further obligations provided for by law.

In the event of a violation by a member of the Board of Statutory Auditors or the Auditors, the SB must immediately notify the Chairman of the Board of Directors, by means of a written report. Where the violations are such as to constitute just cause for removal, the Chairman of the Board of Directors convenes the Shareholders' Meeting, forwarding the Supervisory Body's report to the shareholders in advance. The adoption of the measure resulting from the violation is, in any case, the responsibility of the Shareholders' Meeting.

5.4 "Whistleblowing" sanctions

The disciplinary system referred to above also applies in the event of violation of the provisions established and referred to in Legislative Decree 23/2024 (the so-called Whistleblowing Decree), in proportion to the seriousness of the violation.

5.5 Sanctions against "Third-Party Addressees"

Any violation of the requirements of the Model by Consultants, Collaborators, Suppliers, Wholesalers and Business Partners, and by anyone from time to time included among its "Addressees", is sanctioned by the competent bodies in accordance with internal Company rules, as provided for by the contractual clauses included in the relevant contracts, and in any case with the application of contractual penalties, which may also include automatic termination of the contract (pursuant to Art. 1456 of the Civil Code), without prejudice to compensation for damage.