





**Paolo Corazzi Fibre S.r.l.**  
**ORGANISATION and MANAGEMENT MODEL**  
(pursuant to Italian Legislative Decree 231/2001 and subsequent  
amendments and additions)

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## 1. Introduction

In 2001 the Italian legal system was profoundly innovated (Italian Legislative Decree 8 June 2001 no. 231, the "**Decree**") with introduction of the principle of essentially (even if not nominally) criminal liability of subjects other than natural persons ("**Bodies**") in compliance with the obligations deriving from the OECD Convention on the fight against corruption of foreign public officials in international economic transactions, established in Paris on 17 September 1997. Subsequently, further crimes were added to the original crimes (hereinafter the "**Crimes**" or the "**Crime**").

Therefore, if directors, executives, employees or external collaborators of the Organisation commit any Crime in the interest or to the advantage of the Organisation itself (and not for their own gain), the responsibility of the Organisation is added to and does not replace the personal responsibility of the material authors of the Crimes.

However, the organisation can be exempted from liability if it is organised in such a way as to ensure control of the regularity and legality of its operations, and therefore in a position to prevent crimes: Paolo Corazzi Fibre S.r.l. (hereinafter the "**Company**"), which for some time has established rules and principles of conduct for the performing of its corporate activities that guarantee compliance with the laws and transparency in relations with all its interlocutors, has reorganised and reformulated these rules and principles - integrating them where necessary to satisfy the provisions of the Decree - and has transposed them into this Organisation and Management Model (hereinafter "**Organisational Model**") which is therefore adopted, implemented and constantly updated by it.

The Crimes referred to in the Decree are provided for by articles 24, 24-bis, 25, 25-bis, 25-ter, 25- quater, 25- quater.1, 25-quinquies, 25-sexies, 25-septies, 25- octies, 25-octies.1 25-nonies and 25- decies, 25-undecies, 25-duodecies, 25-terdecies, 25-quaterdecies, 25- quiquiesdecies, 25- sexiesdecies, 25-septiesdecies 25-octiesdecies and subsequent amendments and are reported in Annex 1 of the Model together with the provisions of the criminal code and other provisions of a criminal nature referred to therein.

This Organisational Model has been prepared and integrated with the extension of the assessment of crime risks to the cases provided for by law after an examination of the Company's organisation, in the context of and in compliance with the principles and indications of the following trade associations:

- Confindustria – Guidelines for the construction of organisation, management and control models pursuant to Italian Legislative Decree no. 231/2001 – June 2021 (ann. 3).
- ANAC – ANAC Whistleblowing Guidelines – July 2023 (annex. 4).



## 2. Code of Ethics

### 2.1. Introduction

#### 2.1.1. Reasons and purposes of the Code of Ethics

This Code of Ethics expresses all of the Company's commitments and responsibilities towards all subjects with whom, in various capacities, it interacts.

The Code of Ethics identifies the guiding principles and fundamental behavioural directives that the Recipients of the same Code must observe in performing their duties and activities.

The Company undertakes to ensure that external relations are based on strict observance of the laws, rules of correctness and transparency, respecting the legitimate interests of all the subjects with whom, in various capacities, the Company interacts.

It is therefore necessary to identify and define those values that all the Recipients of this Code of Ethics - including all those who directly or indirectly, permanently or temporarily, establish relations or relationships with the Company - must share, accepting the consequent responsibilities, roles and models of conduct that they must adhere to when acting in the name and/or on behalf and/or in collaboration of/with the Company and within the Company itself.

In general, all behaviours that constitute a breach of the canons of correctness in internal and/or external relationships with the Company are not considered ethical.

Unethical conduct compromises the relationship of trust established, in any capacity, with the Company.

#### 2.1.2. Recipients of the Code of Ethics

The following are recipients of the Code of Ethics:

- the representatives of the Company, i.e. the members of the statutory bodies;
- the Executives and Managers of the functional areas and offices of the Company who are responsible, among other aspects, for the specific task of bringing the organisation's actions into compliance with the principles of the Code of Ethics, disseminating knowledge of it among their employees and collaborators, encouraging its sharing;
- Employees who have an employment relationship with the Company;
- Collaborators who maintain a coordinated and continuous collaborative relationship with the Company, including Consultants and all those who enter into a relationship with the Company;
- third parties who perform activities in the interest and/or to the advantage of the Company and, more generally, all those who operate in the name and/or on behalf of the Company in any capacity, without distinctions and exceptions;
- the members of the administrative and control bodies, the Employees, the Collaborators, the suppliers of general and/or professional instrumental services of the companies.

With reference to Collaborators and third parties who come into contact with the Company, the latter expects that the rules of conduct, sanctioned by this Code, are shared and strictly observed by them, regardless of their mandatory subjection to a system of management and supervision and, therefore, of derivative or indirect liability.



To indicate the subjects required to comply with this Code, reference is therefore made below, briefly, to the "**Recipients**". Furthermore, "**Recipients for information**" are all those subjects who, in various capacities, are potentially affected by compliance with this Code of Ethics or who the Company deems informed of its contents.

All Recipients are provided with adequate information regarding the contents of the same Code in order to allow the most strict observance thereof for the entire duration of the existing relationship with the Company.

In particular, the Code of Ethics is brought to the attention of the members of the Company's bodies, of its employees and of all those with whom the Company has current relationships, whether continuous or otherwise, through adequate communication tools, and is available to the public on the Company's website.

Compliance with this Code by the Recipients also presupposes compliance with all the Company's internal regulations, approved on a case by case basis by the relevant competent bodies.

## **2.2. General ethical principles of reference**

The Company has as its essential principle compliance with the laws and regulations in force in all the countries in which it operates and prohibits behaviour that constitutes a breach thereof; among these in particular the illicit behaviours envisaged by Italian Legislative Decree 8 June 2001 no. 231 and subsequent amendments and additions.

The Company also adheres to the principles of fair competition, honesty, integrity, correctness and good faith, respecting the legitimate interests of the Recipients and the communities in which it is present with its business.

The Company promotes knowledge of the laws and consequent behaviours on the part of its employees and, if there is any uncertainty about how to proceed, informs them adequately.

Observance of the Code of Ethics by all Recipients, each within their own responsibilities and functions, contributes to the achievement of the Company's objectives and is fundamental for its efficient functioning, reliability and reputation.

All Recipients of this Code must be familiar with the laws in force, must abstain from behaviour contrary to them and must contact a superior or the Supervisory Body in case of questions, reporting any breaches by agents and representatives, Employees, Collaborators or third parties (including partners and Suppliers) in the manner provided for in the company regulations for reporting to the Supervisory Body.

The recipients of the Code must also collaborate with the structures responsible for verifying the relevant breaches and must inform the counterparties of the existence of the Code itself.

In order to guarantee compliance with the rules and principles expressed in this Code, a Supervisory Body has been established as well as a Sanctions System which provides for and regulates the cases of committing of offences by the Recipients and establishes the imposition of suitable sanctions.

In every contractual relationship, the counterparties must be informed of the existence of the ethical principles contained in the Code and must respect them, under penalty of the consequences established by the relevant contract.



The Company does not establish performance objectives that could be achieved only by sacrificing the principles of this Code. Any incentive and reward systems must always meet criteria of coherence and congruity.

#### **2.2.1. Honesty and respect for the rules**

Honesty and respect for internal rules, the Articles of Association and the law, in addition to representing fundamental principles for all the Company's activities, constitute an essential element in the management of the Company itself.

As part of their respective activities, the Recipients, and all subjects who operate in the name and on behalf of the Company, are required to observe current national and international legislation, and, where applicable, the rules of professional ethics. With specific reference to Employees, they must also comply with the behavioural requirements contained in the collective labour agreements applicable to them.

The adoption of behaviour in conflict with the laws in force and the related regulations, even if adopted in the interests of the Company, are in no case tolerated by the same: therefore, any breach of the afore-mentioned disciplines will result in the adoption of the sanctions provided for by the Sanctioning System.

#### **2.2.2. Anti-corruption**

The Company has a zero tolerance approach towards corruption and is committed to acting with professionalism, correctness and integrity in transactions and commercial relationships wherever they take place. It has also defined and implemented effective systems to counter corrupt behaviour in all its forms.

#### **2.2.3. Professionalism and quality**

The Recipients perform their activities with the professionalism required by the nature of the tasks and functions performed, exercising maximum commitment to achieve the assigned objectives and assuming the responsibilities with which they are tasked.

The Recipients are required - within the scope of their respective skills and functions - to comply with the procedures established for the afore-mentioned tasks and duties, according to the highest standards of professionalism and quality.

The Company is equipped with a Quality Management System that is compliant with the standards set out in the ISO:9001 certification.

#### **2.2.4. Respect for the person and equal opportunities**

The Company, in the context of decision-making processes that influence relationships with the subjects with whom, in any capacity, it interacts, does not allow any type of discrimination based on age, gender, sexual orientation, marital status, state of health and any disability, race, nationality, physical appearance, political opinions and affiliations or religious beliefs and affiliations.



Furthermore, respect for the physical, cultural and moral integrity of all the people with whom the Company deals is ensured and safe and healthy working conditions are guaranteed. In particular, the value of human capital is protected and promoted in order to improve and increase the skills possessed by its employees.

The Company is against "illegal" child and juvenile work, as well as any other conduct that constitutes a crime against the individual personality.

Requests and threats that induce Directors, Employees and External Collaborators to act against the law or against this Code of Ethics are not tolerated.

#### **2.2.5. Respect and integrity**

Each Recipient recognises and protects the personal dignity, privacy and rights inherent to the personality of any individual with whom they enter into a relationship.

In performing their duties, each Recipient behaves with transparency and honesty, assuming the responsibilities that fall to them due to the functions for which they are appointed; they are a reliable partner and do not enter into commitments that they are not able to fulfil.

Each Recipient is honest and transparent in the strategies, objectives and operations in which they participate; they comply with the current legal regulations and avoid conflicts of interest.

Each Recipient evaluates in the broadest possible way the ethical implications of their conduct in order to avoid unintentional negative consequences for the Company and for all other Recipients.

Each Recipient adheres, in particular, to the principles of courtesy and tolerance, respecting cultural differences and human diversity, context and experience.

Said principles apply both in relations with other Recipients and in those with third parties and, in general, towards all subjects with whom, in various capacities, the Company interacts.

#### **2.2.6. Prevention of corruption, gifts and gratuities**

The Company, in the conduct of its activities, prohibits any action towards or by third parties that could compromise the relative impartiality and autonomy of judgement. For this purpose, the Company undertakes to implement the measures necessary to prevent and avoid corruption and other conduct suitable to integrate the risk of committing this and the other crimes provided for by Italian Legislative Decree 231/01.

In this regard, the Company prohibits the Recipients and their respective family members from recognising or accepting sums of money, gifts, favours or other benefits to, or from, third parties, with the aim of providing them with direct or indirect advantages. However, Recipients are permitted to accept or offer gifts of modest value that fall within the usual uses of hospitality, courtesy and/or for particular occasions.

In addition to the objective economic value, gifts and advantages which do not cause reasonable embarrassment or difficulty, both to the recipient and to the giver, in being communicated publicly are considered to be of "moderate value".

Gifts of a value that cannot be easily estimated or that are not modest (intended as in the previous paragraph), or of modest value but repeated during the same year, must be reported to one's



superior or to the body to which one belongs, that will promptly communicate the fact to the Supervisory Body.

In any case, gifts, payments, expenses, hospitality or other benefits may be given or received if they fall within the context of acts of commercial courtesy and are such as not to compromise the integrity and reputation of one of the parties and such that they cannot be interpreted as being intended to create an obligation of gratitude or to acquire advantages improperly.

However, gifts, financial benefits or other benefits offered or received under any circumstances must be reasonable and in good faith.

No questionable or illegal practice can in any way be justified or tolerated on the grounds that it is "customary" in the sector or in the countries in which the Company operates.

In particular, the Company prohibits:

- offering, promising, giving, paying or authorising someone to give or pay, directly or indirectly, an economic advantage or other benefits to a Public Official or to a private individual;
- accepting a request from, or solicitations from, or authorising someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from a Public Official or from a private individual;
- inducing a Public Official or private individual to improperly perform any function of a public nature or any activity associated with a business or rewarding them for doing so;
- influencing an official act (or omission) by a Public Official or any decision in breach of an official duty;
- obtaining, securing or maintain a business or an unfair advantage in relation to business activities;
- in any case breaching the applicable laws.

This prohibition is not limited to cash payments only, and includes, for corrupt purposes:

- gifts except as specified above;
- expenses for care of third parties, meals and transport;
- contributions in kind, such as sponsorships except as specified below;
- business, jobs or investment opportunities;
- confidential information that could be used for trading in regulated securities and products;
- personal discounts or credits;
- facilitation payment;
- assistance or support for family members;
- other advantages or other utilities.

Political contributions may constitute a crime of corruption and therefore present the risk of generating consequent liabilities (if aimed at obtaining a permit or licence, at winning a contract, etc.).

Due to these risks, any direct or indirect contributions in any form to political parties, movements, committees, political and trade union organisations and their representatives and candidates will be permitted within the limits of the applicable laws and regulations. In case of uncertainty about the nature of the contribution, the Company may consult a specialist external legal advisor.





All company contributions must in any case be subject to a suitable resolution of the Board of Directors, supported by any legal opinion, recorded correctly, truthfully and transparently. The relevant documentation must be kept on file to ensure traceability.

Charitable contributions, donations and sponsorship activities represent a risk with reference to the crime of corruption and must therefore be subjected to an appropriate resolution by the Board of Directors and recorded in a correct, truthful and transparent manner. The relevant documentation must be kept in a specific archive to ensure traceability.

However, the Company prohibits any form of corruption in favour of anyone.

All Recipients of this Code must contact a superior or the Supervisory Body for clarifications or to report any breaches.

### **2.2.7. Conflict of interest**

The Recipients of this Code must always operate by exclusively pursuing the best interests of the Company and avoiding any possible involvement of personal or family interests that could interfere with the impartiality of their actions and decisions.

The Company undertakes to establish and implement suitable measures to prevent and avoid conflicts of interest.

The Company avoids in any way situations where the subjects involved in the transactions are, or may be, in conflict of interest, with particular reference to personal or family interests that could influence the independence of judgement or interfere with the ability to assume impartially decisions on what may be the best interest of the Company and the most appropriate way to pursue it in compliance with the rules of the Organisation and Management Model.

### **2.2.8. Impartiality**

The Company avoids any form of discrimination.

The Company intends to protect the value of equal conditions, abstaining from behaviour aimed at favouring some subjects or categories of subjects to the detriment of others.

Furthermore, the Company undertakes to operate in a fair and impartial manner, adopting the same behaviour towards all interlocutors with whom it comes into contact.

### **2.2.9. Transparency and correctness of information**

The Company ensures correct, complete, adequate and timely information both internally and externally.

In particular, all subjects who participate in the formation of the data contained in the financial statements, reports and all "external" communications are required to maintain conduct based on the principles of correctness, transparency, collaboration and compliance with the law, as well as complying with the current regulations, in order to provide truthful and correct information regarding the economic, equity and financial situation of the Company.



### **2.2.10. Confidentiality – IT or electronic systems**

The Company considers the protection of personal data as a fundamental right; it therefore ensures the confidentiality and security of the information in its possession, guaranteeing - also through the periodic training of its representatives - compliance with the relevant legislation and avoiding the unauthorised processing of personal data.

Particular care is dedicated to the protection of sensitive data.

Recipients cannot use confidential information for purposes not connected with the exercise of the activity for which they are appointed.

Any information relating to the Company, acquired or processed by the Recipient in the performance or on the occasion of their relationship with the same, is confidential and cannot be used, communicated to third parties or disseminated without compliance with the specific authorisation procedures prepared for this purpose by the dame company.

The notion of confidential information includes all data, knowledge, deeds, documents, reports, notes, studies, drawings, photographs and any other material relating to the organisation and the tangible and intangible assets of the Company, financial operations, research and development activities and judicial and administrative proceedings relating to the Company.

Confidential information also means any confidential information concerning facts or circumstances not in the public domain, of particular relevance from an organisational, equity, financial, economic or strategic point of view, which concerns the Company, the companies it holds, the entities in which the same appoints members of the administrative or control bodies, as well as its partners.

The obligation of confidentiality remains in force even after termination of the relationship with the Company, in compliance with the current legislation.

Any confidential information must be stored in places that are inaccessible to unauthorised persons. It is forbidden to access the information systems used by the Public Administration in an unauthorised manner or to alter their functioning in any way or to intervene in any way where the right on data, information or programs contained in an IT or electronic system or pertinent thereto is not held in order to obtain and /or to unduly modify information to the advantage of the Company or of third parties, or in any case for the purpose of providing an undue advantage to the Company or to third parties.

The following are also prohibited:

- illegally accessing a computer or electronic system; unlawfully possessing and disseminating access codes to computer or electronic systems;
- disseminating equipment, devices or computer programs aimed at damaging or interrupting a computer or electronic system;
- illicitly intercepting, preventing or interrupting computer or electronic communications; installing equipment suitable for these purposes;
- damaging information, data and computer programs in general or those used by the State or by other public body or in any case of public utility; damaging computer or electronic systems;
- the processing of personal data in breach of the provisions of Italian Legislative Decree 196/2003 and the GDPR.



The Company makes use of specialist consultancy on privacy and protection of personal data through a company with renowned experience and professionalism.

#### **2.2.11. Correctness of financial flows**

Any operation that could involve the slightest possibility of involvement of the Company in matters of receiving stolen goods, money laundering, self-laundering, use of goods or money of illicit origin, tax evasion and the fraudulent transfer of securities is strictly prohibited.

Financial flows must be managed in compliance with the current regulations, guaranteeing complete traceability of the related operations, maintaining adequate documentation, within the limits of the responsibilities assigned to each Recipient.

In particular, all payments and other transfers made by, or in favour of, the Company must be precisely and fully recorded in the accounting systems and must be made only to the subjects and for the activities contractually formalised and/or approved by the Company itself.

In the exercise of corporate activity, the bodies and employees of the Company must not:

- purchase, receive or hide money or aspects originating from any crime, or in any case interfere in having them purchased, received or hidden;
- replace or transfer money, goods or other benefits originating from a crime with criminal intent or perform operations such as to hinder the identification of their criminal origin;
- use money, goods or other benefits resulting from crime in economic or financial activities;
- having committed or contributed to committing a crime with criminal intent, use, replace, transfer, in economic, financial, entrepreneurial or speculative activities, the money, goods or other benefits resulting from the committing of such crime, in such a way as to concretely hinder the identification of their criminal origin;
- fictitiously attribute to others the ownership or availability of money, goods or other benefits in order to evade the legal provisions regarding asset protection or smuggling prevention measures or facilitate the committing of one of the crimes referred to in articles 648, 648 bis and 648 ter of the Italian Criminal Code.

#### **2.2.12. Ensuring good governance**

The high professionalism, competence and reliability of the Company's Employees and Collaborators constitute a fundamental factor for its success and for the effectiveness and efficiency of its internal decision-making processes.

A management act is correct and transparent when, in addition to complying with all applicable regulations, it meets each of the following requirements:

- it is adopted by the competent institutional body, with the approval of any necessary higher level;
- it is based on a rational and impartial analysis of risks and opportunities, in the exclusive interest of the Company;
- it is the result of an adequately traceable process;
- it is appropriately documented, even in the essential phases of its formation.



The Company ensures the adequacy of its administrative and accounting system in order to always achieve a correct and reliable representation of management facts, in particular through accounting and financial documents, which must accurately and clearly reflect the economic transactions and the financial situation. All Recipients, in the exercise of their functions and within the limits of their respective competences, are responsible for the correctness and completeness of the information they provide and the records they produce.

The Company promotes an organisation based on controls and collaboration, making them effective, in order to also encourage the dissemination of a true "culture of controls". Without prejudice to the relevant skills and procedures, all Recipients are responsible for the implementation and functioning of internal controls.

In particular:

- no-one is given unlimited powers;
- powers and responsibilities are clearly defined, without overlaps between the various functions, and are known within the organisation;
- the functions and tasks of those involved in the relevant phases of a potentially risky process are separated;
- the authorisation and signing powers are consistent with the organisational responsibilities assigned;
- the expenditure authorisation thresholds are precisely established and made known;
- the system of responsibility of senior management is clearly defined and the delegations are consistent with it;
- the powers granted externally are consistent with the system of delegations;
- in the power of attorney system the "request for money or other benefits from third parties" is explicitly excluded,
- the powers of attorney are made known to external interlocutors;
- the power to represent the Company in dealing with all third parties is conferred with formal and transcribed documents.

Every operation, transaction and action must be:

- legitimate, coherent, congruous, authorised and verifiable;
- correctly and adequately recorded such as to make it possible to verify the legitimacy, coherence and congruity of the decision-making, authorisation and implementation process; recording can only take place in the presence of all the required documentary elements and/or checks;
- accompanied by suitable documentary support to allow, at any time, checks on the characteristics and reasons for the operation and the identification of who authorised, performed, recorded and verified the operation itself.

Checks are regularly performed on:

- corporate financial flows;
- documentation and, in particular, invoices; for the latter, it is verified that the disbursement corresponds to an actual transaction towards the Company and is consistent with it;



- external collaborators;
- genuineness and truthfulness (formal and substantial) of the documents produced to the public administration for any purpose;
- documentation to be presented for fundable projects;
- employees and external collaborators who participate in the process of acquiring goods and services for the Company;
- hiring and management of personnel in the areas that are identified among those at risk of crime pursuant to Italian Legislative Decree 231/2001.

#### **2.2.13. Responsibility towards the community**

In performing its activity, the Company assumes its responsibilities towards the community. The Company maintains and develops a relationship of trust and continuous dialogue with all the subjects with whom, in various capacities, it interacts, seeking, where possible, to inform them and involve them in the issues that concern them.

#### **2.2.14. Transparency and control of management activities**

All transactions and operations performed must be adequately recorded and it must be possible to verify the decision-making and authorisation processes that underpin them.

For each operation there must be adequate documentary support, in order to be able to perform checks that certify the characteristics and reasons for the operations themselves and to allow identification of the bodies and/or subjects who authorised, performed, recorded and verified them.

#### **2.2.15. Protection of the quality and efficiency of the organisation, reputation and image of the Company**

The quality and efficiency of the organisation, as well as the reputation and image of the Company, constitute an invaluable asset and are determined to a substantial extent by the conduct of each Recipient.

Therefore, the conduct of even a single Recipient that does not comply with the rules of this Code can, in itself, cause significant damage to the Company.

Each Recipient is required, with their conduct, to contribute to the protection of this heritage and, in particular, of the reputation and image of the Company.

#### **2.2.16. Respect and integrity**

Each Recipient recognises and protects the personal dignity, privacy and rights inherent to the personality of any individual with whom they enter into a relationship.

In performing their duties, each Recipient behaves with transparency and honesty, assuming the responsibilities that fall to them due to the functions for which they are appointed; they are a reliable partner and do not enter into commitments that they are not able to fulfil.



Each Recipient is honest and transparent in the strategies, objectives and operations in which they participate; they comply with the current legal regulations and avoid conflicts of interest. Each Recipient evaluates in the broadest possible way the ethical implications of their conduct in order to avoid unintentional negative consequences for the Company and for all other Recipients. Each Recipient adheres, in particular, to the principles of courtesy and tolerance, respecting cultural differences and human diversity, context and experience. Said principles apply both in relations with other Recipients and in those with third parties and, in general, towards all subjects with whom, in various capacities, the Company interacts.

### **2.3. General criteria of conduct**

#### **2.3.1. General rules**

The Recipients must assume and maintain ethical behaviour, respectful of legal the regulations, and in harmony with the Company's policies.

In relations with users, fraudulent behaviour, acts of corruption, favouritism and, more generally, any conduct contrary to the current regulations and to this Code are prohibited.

The Code of Ethics must also be respected in relations with the mass media, public institutions, political organisations and trade unions.

The Company's policy is aimed at guaranteeing adequate quality and safety standards, therefore each Employee and External Collaborator undertakes to guarantee compliance with this level of service.

#### **2.3.2. Internal reports**

The Company promotes an institutional practice that combines respect for the principle of distinction between the functions of direction, administration and control with the commitment of its bodies to mutual dialectical collaboration, in strict compliance with the respective competences and with the decision-making and management protocols envisaged by the Articles of Association and with any regulations on the functioning of the same bodies.

The members of the Company's bodies must declare any interests they hold, on their own or on behalf of third parties, in relation to the concrete resolutions that their body to which they belong is about to take.

#### **2.3.3. Relationships with personnel**

The Company is committed to creating a peaceful working environment within itself in which everyone can work in compliance with the laws, principles and values of this Code.

The Company ensures the confidentiality of the information in its possession also towards its Employees and Collaborators.

The Company ensures that its Employees and Collaborators behave and are treated with dignity and respect within the framework of the provisions of the laws in force.



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The Company does not tolerate any form of isolation, exploitation or harassment nor does it allow any form of discrimination, for personal or work reasons, by any Employee or Collaborator towards other Employees or Collaborators.

The Company prohibits any disciplinary sanctions against Employees and Collaborators who have legitimately refused work incorrectly requested from them by any person linked to the Company itself.

The Company respects current legislation on labour matters, with particular attention to child and female labour, to the provisions of the law regarding health and safety at work, as well as to workers with particular health conditions, civil disabilities, whether disabled or subject to protection as susceptible subjects or caregivers. The Company respects legal obligations regarding trade union rights or in any case association and representation.

The Company's Employees are required to comply with the laws and regulations in force in all countries in which the Company operates. They are also required to comply with this Code of Ethics, without prejudice, of course, to any other obligation of diligence and loyalty towards the Company and compliance with its provisions.

Prohibited conduct includes offering to, or receiving from, Company personnel or anyone acting on its behalf, an economic advantage or other benefit.

Company personnel who breach the Code of Ethics may be subject to disciplinary measures, including dismissal/withdrawal, and any other action deemed necessary to protect the interests of the Company.

Company personnel will not be fired, demoted, suspended, threatened, harassed or discriminated against in any way in their employment treatment for refusing to make a prohibited payment.

The Company ensures an adequate continuous training and awareness program on issues relating to the Code of Ethics.

Consultants, collaborators, suppliers, customers and anyone who has relationships with the Company are required to comply with the laws and regulations in force in Italy and abroad, as well as with the organisational and procedural rules adopted by the same, including in particular those expressly provided for the prevention of the committing of crimes.

No relationship will be initiated or continued with anyone who does not intend to align themselves with this principle.

The task of acting on behalf of and/or in the interests of the Company towards the Public Administration must be assigned in writing and must include a specific clause that binds compliance with this Code of Ethics; in any case, the fee to be paid must be exclusively commensurate with the service indicated in the contract, and actually rendered to the Company, and payments cannot be made to a person other than the contractual counterparty nor in a third country other than that of the parties or of execution of the contract.

The Company protects workers who make reports using the Whistleblowing system implemented by the Company even if the whistle-blower has decided to reveal their identity and will not adopt towards them, nor will it tolerate others adopting towards them, harassing and/or discriminatory and/or retaliatory conduct.



#### **2.3.4. Relationships with Suppliers**

Relationships with Suppliers are based on the search for the right competitive advantage and the granting of equal opportunities, fairness, impartiality and equity. When selecting a Supplier, the criteria are based on the evaluation of quality levels, technical-professional suitability and respect for the environment as well as cost-effectiveness. In the selection process, undue pressure, aimed at favouring one Supplier over another and such as to undermine the credibility and trust placed in the Company with regard to its transparency and rigour in application of the laws and of its own internal policies, is not permitted or accepted.

More specifically, the fees and/or sums paid to the assignees of professional roles must be adequately proportionate to the activity performed, also taking into account the market conditions. Payments cannot be made to a subject other than the contractual counterparty.

In any case, in contracts, administration, procurement or supply of goods or services to the Company, the following rules must be observed and in particular:

- personal interests in the performance of one's functions that could generate a conflict of interest are communicated to the Supervisory Body;
- in the case of competing offers, suppliers must not be unfairly favoured or hindered; for this purpose, objective evaluation and selection criteria are adopted with transparent methods. Consequently, candidate Suppliers, in possession of the qualification requirements required on a case by case basis by the Company, must not be prevented from being awarded the supply in question;
- it is only permitted to accept invitations from counterparties if the reason and scope of the same are reasonably suitable and appropriate, and any refusal would contravene the duty of courtesy;
- it is not permitted to give personal orders to subjects with whom professional relationships are held and from whom undue advantages could be obtained and/or in particular that could, in this way, directly or indirectly influence the awarding of an assignment to the Supplier by the Company.

The Company requires its suppliers to respect:

- the current legislation on labour matters and the provisions of the law on health and safety at work;
- the legal obligations regarding trade union rights or in any case those of association and representation.

#### **2.3.5. Relationships with third parties**

Consistent with the principles of transparency and completeness of information, the Company's communication towards the outside is based on respect for the right to information.

The Company avoids in any way situations where the subjects involved in the transactions are, or may be, in conflict of interest, with particular reference to personal or family interests that could influence the independence of judgement or interfere with the ability to assume impartially





decisions on what may be the best interest of the company and the most appropriate way to pursue it in compliance with the rules of the organisation and management model.

Only authorised bodies and employees may maintain contact with the press and they must disseminate truthful information about the Company.

### **2.3.6. Relationships with financial intermediaries**

To achieve its asset management objectives, the Company may avail itself of the professional services of authorised intermediaries, selected with transparent and impartial procedures and based on criteria that meet the exclusive interest of the Company.

The selection and management of the relationship is governed by specific internal provisions.

### **2.3.7. Relations with the media**

Consistent with the principles of transparency and completeness of information, the Company's communication towards the outside is based on respect for the right to information.

Relations between the Company and the mass media are the responsibility of the expressly designated corporate functions and must be performed in accordance with the communication policy defined by the Board of Directors. The Recipients cannot therefore provide information to representatives of the mass media without the authorisation of the competent functions.

### **2.3.8. Relations with Public Institutions and Supervisory Authorities**

The subjects responsible for relations with public and supervisory institutions must maintain maximum transparency, clarity and correctness.

These reports must not lead the Public and Supervisory Institutions to partial, distorted, ambiguous or misleading interpretations.

It is not permitted to offer money or gifts to executives, officials or employees of public institutions and supervisory authorities, or to their relatives, whether Italian or from other countries, with the exception of "protocol gifts", on official occasions, based on specific resolutions of the Board of Directors adopted in this regard.

It is prohibited to offer or accept any object, service, performance or favour of value to obtain special treatment in relation to any relationship with the Public Administration.

When any negotiation, request or relationship with the Public Administration is in progress, the designated personnel must not seek to improperly influence the decisions of the other party, including those of the officials who negotiate or make decisions on behalf of the Public Administration; the designated personnel must in any case demand that the representatives, employees and officials of the Public Administration comply with the "Code of conduct for employees of the Public Administration" currently referred to in Italian Presidential Decree 16/4/2013, no. 62.

In the specific case of performing a procedure with the Public Administration, it will be necessary to operate in compliance with the laws in force and with the canons of correctness.



If the Company uses a consultant or a third party to be represented in relations with the Public Administration, it must be ensured that the same directives valid for Employees of the Company itself are applied towards the consultant and their personnel or towards the afore-mentioned third party.

Furthermore, the Company must not be represented, in relations with the Public Administration, by a consultant or by a third party if situations of conflict of interest can be identified and/or created. During a negotiation, request or relationship with the Public Administration, the following actions must not be undertaken, directly or indirectly:

- examining or proposing employment and/or any other opportunities that may benefit Public Administration employees on a personal basis;
- offering or in any way providing gifts;
- soliciting or obtaining confidential information that could compromise the integrity or reputation of one or both parties;
- employing former employees of the Public Administration, or their relatives and/or in-laws up to the third degree, who have personally and actively participated in the negotiation(s), or who have contributed to endorsing the requests made by the Company to the Public Administration.

Any actual or potential breach committed must be promptly reported to the Manager of the relevant body and to the Supervisory Body.

### **2.3.9. Relations with supervisory bodies**

Communications, reports and responses to requests sent to supervisory bodies must be prepared in compliance with the principles of completeness, integrity, objectivity, transparency and timeliness.

It is forbidden to expose untrue facts or to conceal, in whole or in part, circumstances to be communicated to the Authorities by fraudulent means.

It is strictly forbidden to knowingly hinder, in any form, the functions of the control bodies in performing the relevant institutional verification activities.

### **2.3.10. Relations with notary publics.**

The Company, if it intends to perform extraordinary corporate operations of a cross-border nature, undertakes not to omit or make false declarations to the designated notary public in order to obtain the release of the preliminary certificate for cross-border transformations, mergers and demergers, provided for by the implementing legislation of the directive (EU) 2019/2121, of the European Parliament and of the Council, of 27.11.2019 on cross-border transformations, mergers and divisions

### **2.3.11. Relationships with the environment**

The Company performs its activities in full compliance with the current legislation, setting itself the objective of continuously improving environmental performance.



For this purpose, the Company manages its activities by minimising environmental impacts and optimising the use of natural resources, as well as adopting best practices in waste disposal using specialist and certified professionals.

Everyone, both at senior and at operational levels, must comply with the principles established by the penal code and by Italian Legislative Decree 152/2006 regarding environmental crimes and environmental protection, in particular when decisions must be taken or choices made and, subsequently, when these must be implemented.

The Company promotes knowledge of the laws and consequent behaviours, also in the specific sector of environmental protection, by its employees and, if there is any uncertainty about how to proceed, it informs them adequately.

#### **2.4. Criteria of conduct at work**

The internal human factor is the Company's main resource.

It needs to develop both from a cultural, professional and operational perspective. The values referred to in this Code and their dissemination are the basis of every evolution of the Company.

Every function and every level is required to bring their own creative contributions to develop an environment in which people can have passion for what they do, are oriented towards the future, can contribute innovative thought, and can have open, collaborative and loyal attitudes. Everyone, within their respective sectors and tasks, must work with the daily and main objective of raising the level of quality of the service offered and of their own activities and functions, with reference to both external interlocutors and internal offices.

It is essential that personnel are attentive to the external needs and of all the subjects who, in various capacities, relate to the Company; personnel must also be able to dialogue and cooperate with the afore-mentioned subjects, to understand the change in needs and to identify effective solutions. It is also essential that personnel have entrepreneurial and managerial skills, supported by solid methodological foundations and full knowledge of the various areas to which they are assigned.

The Company recognises the operational structure as having an important role in performing its institutional function in terms of impartiality, adequacy and operational continuity and promotes the training and growth of the necessary professionalism according to its size and operations.

The Company recognises excellence as the fruit of the work of individual actors with tenacity and high intellectual abilities. This must not generate work styles oriented towards the protagonism of the individual: only teamwork can build a solid foundation so that the most innovative ideas can become a lasting system in the organisation. Individual knowledge must become dialectically participated knowledge, from implicit it must become explicit, so that it can be transformed into excellent and widespread practice.

Full compliance with the law is a fundamental rule for the Company.

As part of their duties, Employees are required to respect the rules of the legal system in which they operate and must in any case refrain from committing breaches of the law, especially, but not only, in cases where such breaches are subject to prison sentences, fines or administrative sanctions.



Furthermore, Employees must observe the general principles of diligence and loyalty, as well as the behavioural requirements contained in the collective agreements and regulations applicable to them.

#### **2.4.1. Respect**

Each Employee works with women and men of different origins, cultures, religions, orientations and personal choices. They do not perform acts of discrimination, harassment or offences (sexual, personal or otherwise) of any kind, basing all of their behaviour on the values established by the national and international regulations.

#### **2.4.2. Correctness, cooperation and effectiveness**

Each Employee is reasonable in the requests made to beneficiary bodies and partners, ensuring that they are proportionate to the extent and nature of the support in question.

All Employees avoid, both with external bodies and with the internal organisation, behaviours that are not transparent.

Each Employee determines the effectiveness of their philanthropic and/or management action through a process of dialogue and mutual learning with the best operators. This also takes place through objective measurement of the effectiveness and efficiency of their work.

Each Employee determines and demonstrates how their philanthropic and management activities contribute to the achievement of the Company's mission and the advancement of social good; they consider their activities strategically and evaluate their sustainability over time, their focus and duration in order to guarantee maximum effectiveness.

#### **2.4.3. Responsibility, control and professional growth**

Each supervisor person (also "Manager") is responsible for the Employees subject to their direction, coordination or control.

All supervisors maintain exemplary behaviour, demonstrating dedication to work, loyalty and competence; they set clear and realistic objectives, perform their role by trusting and by granting Employees as much responsibility and freedom of action as possible, taking into account their personal and professional aptitudes as well as their respective experience. Supervisors are available to Employees to address professional and personal problems.

Each Manager is required to fulfil the organisational and control obligations incumbent upon them. In particular, they monitor diligently to prevent breaches of the law or of this Code.

The supervisor is responsible for the correct fulfilment by the Employees and/or Collaborators of the functions delegated to them.

In particular, each Manager has, towards Employees and/or Collaborators, the obligation to:

- perform a careful selection on the basis of the relevant personal and professional aptitudes, also for the purposes of compliance with this Code, taking into account the fact that the importance of the afore-mentioned selection increases in proportion to the relevance of the tasks that the Employee or Collaborator must perform (selection obligation);



- communicate to them, in a precise, complete and binding manner, the obligations to be fulfilled and specifically the obligation to comply with the law and with this Code (instruction obligation);
- highlight to them, unequivocally, that any breaches of the law or of this Code, in addition to being disapproved, may constitute a contractual breach and/or a disciplinary offence, in compliance with the current legislation (obligation of disciplinary information);
- explain to them the tasks assigned and the strategies for which the latter are envisaged and provide for any training activities necessary, so that each person performs their functions with the necessary set of skills and tools (training obligation);
- periodically provide them with feedback on the progress of the work, its quality and changes in strategic plans (evaluation obligation);
- continuously monitor their compliance with the law and with this Code (control obligation);
- promptly report to their superior or to the competent body the findings made as well as the information learned regarding potential or current breaches of the law or of this Code by any person (supervision obligation);
- implement or promote, within the scope of the functions assigned to them, the adoption of suitable measures to avoid the continuation of breaches and to prevent retaliation to the detriment of own Collaborators or of any Employee (prevention obligation).

#### **2.4.4. Training**

The Company believes that the complexity of the issues to be addressed and the organisation of projects and of decision-making processes requires continuous support and investment.

For this reason, training is considered not an episodic but a structural activity, an integral part of the Employee's work activity, aimed at increasing and protecting the value of people's knowledge and of the professional quality. This value represents a true organisational asset of the Company.

#### **2.4.5. Workplace harassment**

The Company requires that the values of civil coexistence are respected in internal and external working relations and that harassment of any kind does not occur, such as the creation of a hostile work environment towards individual workers or groups of workers, unjustified interference with the work of others or the creation of obstacles and impediments to the professional prospects of others.

The Company does not allow sexual harassment of any kind, and in particular that which takes the form of subordinating the possibility of professional growth, or other advantage, to the provision of sexual favours or of the formulation of proposals for private interpersonal relationships that are unwelcome to the person who is the recipient.



#### **2.4.6. Smoking**

Smoking is prohibited in the workplace and in areas where this could create a danger to the health and safety of persons. Smoking is also prohibited in all situations where multiple persons constantly share the same work environments.

#### **2.4.7. Protection of company assets and of workplaces**

Each Recipient is directly and personally responsible for the protection and preservation of the goods and resources, material or immaterial, entrusted to them to perform his tasks. They are also responsible for use of the same in a manner consistent with the interests of the Company.

Each Employee must pay the utmost attention in performing their activity, strictly observing all safety and prevention measures established or suggested by the particularity of the work, experience and technique, pursuant to art. 2087 of the Italian Civil Code, in order to avoid any possible risk for oneself and for one's collaborators and colleagues.

The technical planning of workplaces, equipment and processes must be based on the highest level of compliance with the current regulations on workplace safety and hygiene and on the prevention of related risks.

The Company's corporate assets and, in particular, the systems and equipment located in the workplace (e.g. telephones, photocopiers, PCs including software and internet/Intranet network, machines, tools, etc.) are used for reasons of service, pursuant to the current legislation. Consequently, with specific reference to e-mail systems and access to Internet/Intranet networks, it is assumed that the messages received and sent from mailboxes with the Company's domain, even if nominative and password-protected, are not personal, but addressed to or by the Company and therefore are always accessible by it.

Under no circumstances is it permitted to use company assets and, in particular, the Company's IT and network resources for purposes contrary to mandatory laws, public order or morality, as well as to commit or induce the committing of crimes or in any case racial hatred, the glorification of violence or the breach of human rights. With regard to electronic systems, in particular, the following are not permitted, by way of example and not limited to:

- the communication and/or dissemination of messages with abusive, defamatory, threatening, discriminatory or otherwise offensive or vulgar content;
- accessing pornographic sites, recording and/or transmitting pornographic material;
- the communication or dissemination of confidential company information, in the absence of adequate authorisation;
- unauthorised introduction into computer systems protected by security measures; illegally procuring or disseminating access codes to the afore-mentioned systems;
- damage to information, data and computer programs.

It is not permitted to make audiovisual, electronic, paper-based, photographic or any other kind of recordings or reproductions of company documents, except in cases where such activities fall within the normal performance of the assigned functions and are therefore authorised.



All Recipients are required to strictly observe the provisions of this Code aimed at guaranteeing and protecting the information assets and at responding to specific legal obligations. The Company reserves the right to sanction any proven breach of the rules dictated.

#### **2.4.8. Health and safety protection**

The Company is committed to promoting and disseminating the culture of safety, developing awareness of risk management, promoting responsible behaviour and to preserving, especially with preventive actions, the health and safety of all Employees and Collaborators.

Each Employee and Collaborator is required to strictly comply with the regulations and obligations in force regarding health and safety in the workplace and must not expose other Recipients to risks and dangers that may cause damage to health and to physical safety.

The fundamental principles and criteria on the basis of which the Company's bodies and employees take every decision regarding health and safety at work, therefore the measures necessary for the protection of the health and safety of workers, including professional risk prevention activities, informing and training, as well as the preparation of an organisation and the necessary means, are:

- avoid risks;
- evaluate risks that cannot be avoided;
- combat risks at source;
- adapt work to the persons, in particular - with regard to the design of workplaces and the selection of work equipment and work and production methods - in order to mitigate monotonous work and repetitive work and to reduce effects of these tasks on health;
- take into account the degree of evolution of the technique;
- replace what is dangerous with what is not dangerous or with what is less dangerous;
- plan prevention, aiming for a coherent complex that integrates technique, work organisation, working conditions, social relationships and the influence of work environment factors;
- prioritise collective protection measures over individual protection measures;
- give adequate instructions to workers.

Everyone, both at senior and operational levels, must comply with these principles, in particular when decisions or choices must be made and, subsequently, when these must be implemented.

The Company ensures the use of warning and safety signs and undertakes to adopt emergency measures to be implemented in the event of first aid, fire fighting, worker evacuation and serious and immediate danger.

The Company also undertakes to guarantee the regular maintenance of environments, equipment and systems, with particular attention to safety devices in accordance with the manufacturers' instructions.



#### **2.4.9. Processing of information**

The Company undertakes to manage the information flow towards stakeholders so that it meets the requirements of truthfulness, completeness and accuracy, also with reference to financial, accounting or management data.

All those subjects who, in the exercise of their work functions, find themselves in possession of confidential information and data are required to use the same only for the purposes permitted by law.

The communication of privileged information relating to the Company is only permitted, within the Company, if made to a Recipient authorised to receive it and within the limits of what is necessary to perform their functions.

The Recipients comply with current legislation regarding the so-called "*insider trading*".

In particular, it is forbidden to use or communicate to others, without justified reason, confidential and/or so-called "*price sensitive*" information concerning financial instruments listed in Italy or abroad that they possess.

Recipients are expressly prohibited from purchasing, selling or performing other transactions, directly or indirectly, on their own behalf or on behalf of third parties, on financial instruments, using inside information learned in the course of their duties. It is also prohibited, making use of the afore-mentioned information, to recommend others to, or to induce them to perform any of the afore-mentioned operations; to communicate the same information to others outside the normal exercise of one's office; to spread false news or to perform simulated operations or other tricks that are concretely suitable to cause an alteration in the price of financial instruments.

With reference to companies owned by the Company or any partners, the following privileged information can be included, by way of example and without limitation:

- unpublished financial information, including quarterly or annual financial results not yet released to the public;
- major corporate acquisitions, sales or joint ventures;
- significant changes at management level or within the relevant Boards of Directors.

#### **2.4.10. Privacy protection**

All the Company's Employees and Collaborators hold the role of personal data processing officer and can only process that which is necessary to perform the tasks assigned to them.

All data processing must be performed correctly and in lawful and suitable ways to guarantee security and confidentiality, with particular regard to the use of electronic tools.

The Employees, as personal data processing officers, inform the data subject of the legal basis of the processing, the purposes and methods of the processing itself, the mandatory or non-obligatory nature of the provision of the data, the subjects to whom the data may be communicated, the scope of dissemination, the rights and identification details of the data controller, those of the data manager, if designated, and of the Data Protection Officer, if designated, providing appropriate information and requesting, in the case of the processing of sensitive data, consent of the data subject.





External parties who may process personal data for which the Company is the data controller or manager will receive a specific appointment as data controller, in compliance with the provisions of European Regulation no. 679/2016.

All Employees, as personal data processing officers, are in particular required to:

- provide adequate information to the data subject and obtain their consent;
- collect and record data for specific, explicit and legitimate purposes and use them in other processing operations under conditions compatible with these purposes;
- process exact data and update it;
- acquire and process only data that is strictly essential for performing of the delegated activities;
- process data that is relevant, complete and not excessive in relation to the purposes for which they are collected or subsequently processed;
- keep the data in a form that allows identification of the data subject for a period no longer than is necessary for the purposes of the processing;
- store data in a format that allows for portability.

Sensitive data, as defined by the current legislation, cannot be processed with the aid of electronic or automated tools. The same data will be processed in accordance with the authorisations given on a case by case basis by the Authority for the protection of personal data.

The data being processed must be kept and controlled in such a way as to minimise the risks of their destruction or loss, even accidental, of unauthorised access or of processing that is not permitted or that does not comply with the purposes of the collection.

The communication and dissemination of data to third parties without authorisation is prohibited. In the event of termination, for any reason, of the processing of the data or of the authorisation for their processing, the same must be destroyed.

The Company does not perform on the basis of the data recorded and processed, any profiling or use for promotional purposes of the same.

The Company, in compliance with the provisions of art. 30 of the European Regulation no. 679/2016, uses processing registers and, pursuant to art. 39 of the same Regulation, appoints a Data Protection Officer and makes use of specialist consultancy provided by a professional company in the sector.

#### **2.4.11. Copyright protection**

The activities are managed in compliance with the current legislation regarding the protection of copyright for intellectual works of a creative nature.

The members of the bodies, the Executives, the Managers and the Employees of the Company must exercise responsible and respectful behaviour in order to protect these assets, avoiding improper attitudes or uses that could cause damage to them.

#### **2.5. Relations with the Public Administration**

In participating in tenders called by the Public Administration and in any negotiation or relationship with it, the Company's bodies and employees must operate in compliance with the law, regulations and with correct commercial practice.



**Paolo Corazzi Fibre S.r.l.**  
**ORGANISATION and MANAGEMENT MODEL**  
(pursuant to Italian Legislative Decree 231/2001 and subsequent  
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In particular, any behaviour which, although falling within normal commercial practice, breaches the law and/or the regulations or is in any case perceived as seeking favours is prohibited against public employees or against officials acting on behalf of the Public Administration or private commercial interlocutors, when they are public service concessionaires.

During any negotiation, request or relationship with the Public Administration both in Italy and abroad, the following behaviours and actions, held and undertaken either directly by bodies or by employees of the Company, or through persons who act on behalf of this, are prohibited, by way of example only:

- promising, offering or in any way providing money, gifts or “freebies” to executives, officials or employees of the Public Administration or to their spouses, relatives or in-laws, whether Italian or from other countries, unless they are gifts or benefits of modest use value;
- in those countries where it is customary to offer gifts to customers or to others, it is possible to do so when these gifts are of an appropriate nature and of modest value, but always in compliance with the local laws;
- offering or accepting any object, service, provision or favour of value to obtain more favourable treatment in relation to any relationship with the Public Administration; in general promising or providing, even through third-party companies, works/services of personal utility;
- behaving in any way intended to improperly influence the decisions of public employees and officials who deal with or make decisions on behalf of the Public Administration;
- providing or promising to provide, requesting or obtaining confidential information and/or documents or in any case such that they could compromise the integrity or reputation of one or both in breach of the principles of transparency and professional correctness between the parties;
- having the Company represented by a consultant or by a "third party" when conflicts of interest may arise.

In any case, the consultants or "third party" subjects, and their personnel, possibly used by the Company to be represented in relations with the Public Administration, are subject to the same directives that bind the Company's employees;

- examining or proposing employment opportunities and/or commercial opportunities or any other kind that may benefit employees of the Public Administration (or their spouses, relatives or in-laws) on a personal basis;
- promising or offering the provision of consultancy;
- behaving in ways that constitute fraud in public supplies;
- preventing or disturbing the tender in public auctions or private tenders on behalf of public administrations, or removing bidders;
- disrupting the administrative procedure aimed at establishing the content of the tender or other equivalent act in order to influence the methods of selection of the contractor by the public administration.



The behaviours described are prohibited even once the negotiation, request or relationship with the Public Administration is concluded, if held with respect to public employees and officials who have negotiated or made decisions on behalf of the Public Administration.

Again by way of example, it is prohibited to hire former Public Administration employees (or their spouses, relatives or in-laws) as employees of the Company who have personally and actively participated in the negotiation(s) or to endorse the requests made by the Company to the Public Administration.

## **2.6. Judicial proceedings**

In civil, criminal or administrative proceedings, the Company's bodies and employees must not undertake (directly or indirectly) any action that could unduly favour or damage one of the parties involved; in particular, among others, the behaviours and actions indicated in the previous article are prohibited. Similarly, with particular reference to criminal trials, they must not prevent the person called upon to make statements before the judicial authority that can be used in criminal proceedings, when they have the right not to respond, with violence or threats or with the offer or promise of money or other benefits, from making declarations or induce them to make false statements.

## **2.7. Financing and other benefits**

When requesting contributions, subsidies or financing from the State or from other public body or from the European Communities or from bodies of foreign states, the bodies and employees of the Company involved in such procedures must:

- adhere to correctness and truth, using and presenting complete declarations and documents relating to the activities for which the benefits can be legitimately obtained;
- once the requested payments have been obtained, allocate them to the purposes for which they were requested and granted.

## **2.8. Coins, public credit cards and stamps, transport tickets, instruments or identification marks**

In the exercise of corporate activity, the bodies and employees of the Company must not:

- counterfeit or alter in any way national or foreign coins, watermarks, revenue stamps or public credit cards;
- purchase or otherwise receive, hold, spend or otherwise place into circulation counterfeit or altered coins or falsified watermarks or revenue stamps, computer programs or tools intended exclusively for the counterfeiting or alteration of such values;
- counterfeit or alter tickets for railways or other public transport companies, or purchase or place into circulation such counterfeit or altered tickets;
- counterfeit or alter trademarks or distinctive signs, national or foreign, of intellectual works or of industrial products, as well as patents, industrial designs or models, national or foreign;
- make use of trademarks or distinctive signs, national or foreign, as well as patents, designs or



models that are counterfeit or altered;

- introduce into the territory of the State products with false signs or trade them.

### **2.9. Exercise of company activity**

In performing their activities, the Directors, general managers, executives in charge of preparing the corporate accounting documents and their collaborators must not:

- return the contributions to the shareholders or free them from the obligation to make them, except in cases of legitimate reduction of the share capital, or perform reductions in the share capital or mergers with another company or demergers, in breach of the legal provisions for the protection of creditors,
- distribute profits or advances on profits not actually achieved or allocated by law to reserves, or distribute reserves that cannot be distributed according to the law,
- purchase or subscribe shares or quotas issued by the Company or by the parent company, except in those cases permitted by law,
- fictitiously form or increase the share capital of the Company through operations not permitted by law.

In performing their activities, the Directors must inform the other Directors and the Board of Statutory Auditors of any interest they have, on their own behalf or on behalf of third parties, in a specific transaction of the Company.

### **2.10. Results of company activity**

In the preparation of the budget, preparatory documents or other similar documents, the bodies and all employees involved in such activity must behave correctly, provide maximum collaboration, guarantee the completeness and clarity of the information provided, the accuracy of the data and processing, reporting conflicts of interest, etc.

The Directors, general managers, executives responsible for preparing the company's accounting documents and their collaborators must:

- represent the economic, equity or financial situation truthfully, clearly and completely;
- promptly comply with requests for information from the Board of Statutory Auditors and facilitate in any way the performance of control or audit activities legally attributed to shareholders, to other corporate bodies or to audit firms;
- present to the Board of Directors complete deeds and documents corresponding to the accounting records; refrain from simulated or fraudulent acts in order to illicitly determine the majority;
- provide supervisory bodies with correct and complete information on the economic, equity or financial situation.

### **2.11. Market manipulation - Abuse of inside information**

In the exercise of corporate activity, the bodies and employees of the Company must not:

- spread false news, or perform simulated operations or other devices that are concretely



suitable to cause a significant alteration in the price of financial instruments, whether listed or unlisted;

- purchase, sell or perform other transactions, directly or indirectly, for one's own account or on behalf of third parties, or recommend or induce others to perform certain of such transactions, on financial instruments using non-public information which could significantly influence the prices of such financial instruments; communicate the afore-mentioned information to others, outside of the normal course of work.

In any case, the use of privileged information and its unauthorised dissemination are prohibited.

#### **2.12. Crimes against industry and commerce (disturbance of freedom of industry and commerce, illicit competition, fraud, counterfeiting, false signs)**

In the exercise of corporate activity, the bodies and employees of the Company must not:

- prevent or disturb the exercise of an industry or trade;
- perform acts of competition with violence or threats, commit fraud in the exercise of trade (delivering one thing for another or something different from that declared or agreed upon) or against the national industries;
- sell industrial products with false signs or usurping industrial property rights or in breach of them.

#### **2.13. Crimes against the individual personality**

In the exercise of corporate activity, the bodies and employees of the Company must not commit, or allow or facilitate the committing of crimes of:

- reduction to or maintaining of a person in slavery or servitude, their trafficking, purchase, transfer;
- induction, aiding or exploitation of child prostitution; exploitation of child pornography, creation of pornographic exhibitions and induction of minors into them, production, trade and possession, dissemination, including electronically, of pornographic material, including through virtual images using images of minors; organisation or propaganda of tourist initiatives for the exploitation of child prostitution;
- mutilation of the female genital organs.

#### **2.14. Terrorism and subversion of the democratic order**

In the exercise of corporate activity, the bodies and employees of the Company must not:

- promote, establish, organise, direct, fund or participate in associations intended to violently subvert the economic or social orders established in the State or to violently suppress the political and legal order of the State;
- commit, or allow or facilitate the committing of crimes with the aim of terrorism or subversion of the democratic order, promote, establish, organise, direct, fund or participate in associations having such purposes or provide or collect funds that can be used for acts of terrorism.



### **2.15. Criminal association, including Mafia-type ones**

In the exercise of corporate activity, the bodies and employees of the Company must not:

- join, promote, establish, organise or participate in associations of three or more persons with the aim of committing multiple crimes, nor be part of Mafia-type associations, nor promote or perform political-Mafia electoral exchanges;
- give shelter or provide food, hospitality, means of transport or communication tools to some of the people participating in such associations;
- associate with the purpose of reducing or maintaining a person in slavery or servitude, commit trafficking of persons in slavery or servitude, purchase, sell or pass on a person in slavery or servitude;
- associate for the purpose of kidnapping persons for the purpose of extortion;
- associate to perform the illicit trafficking of narcotic or psychotropic substances.

### **2.16. Association aimed at the smuggling of foreign manufactured tobacco or the illicit production, trafficking and possession of narcotic or psychotropic substances**

In the exercise of corporate activity, the bodies and employees of the Company must not join together in groups of three or more in order to:

- introduce, sell, transport, purchase or possess contraband foreign manufactured tobacco within the territory of the State, or
- perform any activity or operation, without the authorisation required by law, which has as its object narcotic or psychotropic substances,
- nor promote, establish, direct, organise, finance or participate in associations with such purposes.

### **2.17. Illegal immigration**

In the exercise of corporate activity, the bodies and employees of the Company must not perform acts aimed at procuring the entry of someone or encouraging their stay in the territory of the State in breach of the laws on immigration.

### **2.18. Obstruction of justice**

In the exercise of corporate activity, the bodies and employees of the Company must not:

- induce persons called upon to make statements before the judicial authorities that can be used in criminal proceedings not to make statements or to make false statements;
- help anyone, when a crime punishable by life imprisonment or imprisonment is committed, to evade the investigations of the Authority, or to escape its searches;
- induce, with violence or threats or with the offer or promise of money or other benefits, the person called upon to make statements, that can be used in criminal proceedings, before the judicial authority not to make statements or to make false statements, , when the latter has the right not to answer.



**2.19. Employment of third-country nationals whose residence is illegal**

In the exercise of corporate activity, the Company's bodies must not employ foreign workers without the residence permit required by current legislation, or whose permit has expired and whose renewal has not been requested within the legal deadlines, has been revoked or cancelled, with particular attention to cases in which the workers employed number more than three or involve minors of non-working age or who are subjected to other particularly exploitative working conditions.

**2.20. Corruption between private individuals**

In the exercise of corporate activity, the bodies and employees of the Company must not give or promise money or other benefits to directors, to general managers, to executives in charge of drawing up corporate accounting documents, to auditors and liquidators or to persons subject to their management or supervision.

**2.21. Illicit intermediation, labour exploitation**

In the exercise of corporate activity, the bodies and employees of the Company must not perform an organised intermediation activity, recruiting manpower or organising work activity characterised by exploitation, through violence, threats, or intimidation, taking advantage of the state of need or necessity of workers.

**2.22. Racism and Xenophobia**

In the exercise of corporate activity, the bodies and employees of the Company must not perform acts of racism and xenophobia; in particular, it is forbidden to participate in organisations, associations, movements or groups whose aims include incitement to discrimination or violence for racial, ethnic, national or religious reasons, as well as propaganda or instigation and incitement, committed in such a way that there is a concrete risk of diffusion, based in whole or in part on the denial, on the serious minimisation or on the apology - incidentally added by the same European Law - of the Shoah or of the crimes of genocide, of crimes against humanity and of war crimes.

**2.23. Trafficking in illicit influence**

In the exercise of corporate activity, the bodies and employees of the Company must not, by exploiting or boasting existing or asserted relationships with a person in charge of a public service, unduly cause money or other benefits to be given or promised, to themselves or to others, as a price of one's illicit mediation towards a public official or person in charge of a public service, or to remunerate them in relation to the exercise of their functions or powers.

**2.24. Fraud in sporting competitions, abusive gambling or betting and gambling using prohibited devices**

In the exercise of corporate activity, the Company's bodies and employees must not engage in fraud in sports competitions, abusive gaming or betting and gambling using prohibited devices.



In particular, the Company and all its employees refrain from engaging in conduct consisting of the promise or offer of money or other benefits or advantages to any of the participants in a sporting competition organised by recognised federations or the performing of other fraudulent acts conducted with the aim of achieving a result different from that resulting from the correct and fair conduct of the competition.

Anyone who participates in sporting competitions will refrain from accepting money or other benefits or advantages and will not accept the promise.

The Company and its employees will refrain from illegally performing the organisation of lottery games or betting or prediction competitions which the law reserves to the State or to other concessionary body and, in any case, will not organise bets or prediction competitions on activities sports managed by the Italian National Olympic Committee (CONI) and the organisations dependent on it.

They will refrain from illegally performing the organisation of public bets on other competitions of people or animals and games of skill and will not sell on the national territory, without authorisation from the Customs and Monopolies Agency, lottery tickets or similar events of change of foreign countries, not even through the collection of bet reservations and the accreditation of the related winnings and the promotion and advertising performed by any means of diffusion.

The Company and all its employees will abstain from organising, operating and collecting remotely, without the prescribed concession, any game established or regulated by the Customs and Monopolies Agency, even if they hold the prescribed concession but with methods and techniques different from those provided by law. They will not advertise in Italy, in any way, games, bets and lotteries, accepted by anyone abroad or, when it involves competitions, games or bets, they will abstain from advertising their exercise in any way. In any case, they will refrain from participating in illegally managed competitions, games and bets.

The Company and all its employees will refrain from performing in Italy any organised activity with the aim of accepting, collecting or, in any case, promoting the acceptance or in any way the collection from anyone, including by telephone or electronic means in Italy or abroad, of bets accepted of any kind.

#### **2.25. Compliance with the legislation regarding tax crimes**

The Company and all its employees refrain from performing activities and behaviours aimed at pursuing the purpose of evading income or value added taxes, or other taxes in general, either in the interest or advantage of the company or in the interest or third party benefit.

In particular, the Company:

- does not introduce fictitious passive elements, using invoices or other documents for non-existent transactions, in the declarations relating to said taxes and in their preparation;
- checks that the invoices and accounting documents received refer to services actually performed by the issuer and actually received by the Company;





- does not record in the mandatory accounting records, nor does it hold for proof purposes towards the financial administration, invoices or other documents for non-existent transactions;
- verifies the regular application of value added tax;
- refrains from performing objectively or subjectively simulated transactions as well as from using false documents or other fraudulent means capable of hindering the investigation and of misleading the financial administration;
- refrains from indicating in declarations relating to income or value added taxes: active elements for an amount lower than the actual one or fictitious passive elements or fictitious credits and withholdings;
- refrains from issuing or releasing invoices or other documents for non-existent operations in order to allow third parties to evade income or value added taxes;
- refrains from hiding or destroying in whole or in part the accounting records, or the documents whose retention is mandatory, such as to prevent the reconstruction of income or turnover, with the aim of evading income taxes or added value tax, or to allow tax evasion to third parties;
- refrains from simulating the sale or the performing of other fraudulent acts on one's own or on other person's assets capable of making the compulsory collection procedure by the financial administration completely or partially ineffective, with the aim of avoiding the payment of income taxes or added value tax or of interest or administrative penalties relating to said taxes;
- refrains from indicating in the documentation presented for the purposes of the tax transaction procedure active elements for an amount lower than the actual one or fictitious passive elements for a total amount exceeding fifty thousand Euro, with the aim of obtaining a partial payment for oneself or for others of taxes and related accessories.

## **2.26. Goods smuggling crimes**

The Company and all its employees abstain from smuggling goods and from engaging in any conduct characterised by the theft or attempted theft of goods upon payment of border duties or from avoiding inspection checks at customs or diverting the control with artifices in order to obtain payment of additional border duties.

They do not introduce foreign goods across the land border in breach of legal requirements, prohibitions and limitations.

They do not unload or store foreign goods in the intermediate space between the border and the nearest customs office.

They do not hide foreign goods on the person or in luggage or in packages or in furnishings or among goods of other kinds or in any means of transport, to avoid customs inspection.

They refrain from removing goods from customs areas without having paid the due duties or without having guaranteed payment and do not take national or nationalised goods subject to border duties outside the customs territory.



They refrain from performing the afore-mentioned actions across lakes, seas and skies, through ships and aircraft.

In temporary import or export operations or in re-export and re-import operations, they shall refrain from subjecting the goods themselves to artificial manipulation or using other fraudulent means, with the aim of removing goods from the payment of duties that would be due.

#### **2.27. Crimes connected to the use of payment instruments other than cash**

The Company and all its employees and collaborators refrain from engaging in conduct involving the improper use and falsification of payment instruments other than cash, possession and dissemination of equipment, devices or computer programs aimed at committing crimes involving payment instruments other than cash, computer fraud in the case aggravated by the performing of a transfer of money, monetary value or virtual currency and any other crime provided for by the criminal code against public faith, against assets or which in any case offends assets, when it concerns payment instruments other than cash.

#### **2.28. Crimes against cultural heritage**

The Company and all its employees and collaborators refrain from exercising conduct such as theft of cultural property, misappropriation and/or receiving stolen property of cultural property, use of cultural property originating from crime, money laundering and/or self-laundering of cultural property, falsification in private agreement relating to cultural property, breaches regarding the alienation of cultural property, the illicit import of cultural property, the illicit exit or export of cultural property, destruction, dispersion, deterioration, defacement, soiling and illicit use of cultural or landscape property, devastation and looting of cultural and landscape assets, counterfeiting of works of art.

#### **2.29. Implementation methods of the Code of Ethics**

The Recipients and in any case all those who perform activities on behalf of the Company must be familiar with all the provisions contained in this Code as well as with the laws and internal regulations of the Company which govern the activity being conducted within the scope of their function.

Furthermore, each Recipient must read and explicitly accept what is contained in this Code of Ethics, at the moment of establishing the relationship, of the first dissemination of the Code or of any relevant modifications or additions thereto.

The Company ensures:

- the maximum diffusion and awareness of this Code with regard to the members of its bodies, its Employees and Collaborators, the beneficiary bodies and its Suppliers;
- the uniform interpretation and implementation of this Code;
- the performing of checks following reported breaches of this Code and the application of sanctions in the event of such breaches being ascertained;



- the prevention and repression of any form of retaliation against those who contribute to the implementation of this Code;
- the periodic updating of this Code, based on needs that arise from time to time also in light of the activities indicated above.

### **2.30. Right to request clarification, complaint or notification**

Without prejudice to compliance with any protection provided by law or to collective labour agreements, each Company employee or collaborator has the right to send requests for clarification, present complaints or report news of potential breaches of this Code to their Manager and to the 'Supervisory Body. Any request for clarification, complaint or report of breach will be kept strictly confidential, without the person making the request being sanctioned or in any case suffering any prejudice. The Employee or Collaborator who has questions to ask, or has reason to believe that any provision of this Code may have been breached, or who has personally breached the same, must promptly speak to their Manager or to the superior hierarchical level of the management or to the Supervisory Body. The bodies, employees of the Company and external collaborators must inform the Supervisory Body in relation to any breach of the Organisational Model of which they have become aware.

Everyone is assured:

- full freedom to contact the Supervisory Body directly to report breaches of the Organisational Model or any irregularities;
- exemption from the application of disciplinary sanctions and protection from retaliation of any kind, with the sole exception of improper information, both in terms of content and form, which remains punishable under contractual terms or according to company practice.

Retaliatory or discriminatory acts, direct or indirect, against the reporter for reasons connected, directly or indirectly, to the report are prohibited.

The adoption of discriminatory measures against the subjects who carry out make the reports referred to in paragraph 2-bis may be reported to the National Labour Inspectorate, for the measures within its competence, not only by the reporting person, but also by the trade union organisation indicated by the same.

The retaliatory or discriminatory dismissal of the reporting party is null and void. The change of duties pursuant to article 2103 of the Italian Civil Code, as well as any other retaliatory or discriminatory measure adopted against the reporting party following the report made by them for the purposes of this Model are also null and void.

It is the employer's responsibility, in the event of disputes linked to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or subjection of the reporting party to other organisational measures having negative effects, direct or indirect, on working conditions, subsequent to the reporting of the report, to demonstrate that such measures are based on reasons unrelated to the report itself.

Employees, Collaborators, beneficiary bodies, Suppliers, partners and, more generally, third parties, can contact the Supervisory Body.



Communications to the Supervisory Body, whether "Information flows" or "Reports", must be in written form. They may be transmitted through the following channels:

- mail → **Corazzi Fibre S.r.l. Supervisory Body**  
Via Paolo Corazzi, 2  
26100 - Cremona
- via e-mail → [odv.corazzi@corazzi.com](mailto:odv.corazzi@corazzi.com)
- via Whistleblowing platform that can be consulted at the link:  
<https://corazzi.segnalazioni.net/>

### **2.31. Human Resources Function**

The Company's Human Resources Function:

- takes appropriate measures for the maximum dissemination of this Code and adopts staff training programs aimed at improving knowledge of the same;
- in compliance with the law and applicable employment contracts, it adopts any disciplinary measures against personnel that prove necessary as a consequence of the breach of this Code.

### **2.32. Supervisory Body**

The Supervisory Body is appointed by the Board of Directors and consists of three members, one internal and two external (professionals in the criminal legal and industrial management fields), including the Chairperson.

The functions of the Supervisory Body are:

- to monitor and support application of the Code;
- to periodically verify application and compliance with the Code of Ethics through the activity of "ethical auditing", which consists of ascertaining and promoting the improvement of ethics in the workplace through the analysis and evaluation of ethical risk control processes;
- to undertake initiatives for the dissemination of the Code of Ethics;
- to receive reports of breaches of the Code of Ethics and to perform investigations in this regard;
- to propose, where necessary, a periodic review of the Code of Ethics;
- to protect and assist Employees who report behaviour that does not comply with the Code;
- to report any anomalies in compliance with the Code to the competent functions in order to adopt effective corrective measures;
- to perform consultative functions in relation to the adoption of sanctioning measures;
- to periodically report to the Board of Directors, including through a specific annual report, reporting any breaches of the Code;
- promote and prepare employee communication and training programs.

All Employees and Collaborators of the Company are required to collaborate with the Supervisory Body, possibly providing the company documentation necessary to perform its activities. In case of uncertainty on the lawfulness of a certain behaviour, on its ethical disvalue and on its contravening of the Code of Ethics, the Recipient may contact the Supervisory Body.



The reporting of any offences by Employees must be made in writing and may be sent, as well as through the hierarchical line, to the Supervisory Body by transmitting the communication by post to the administrative headquarters of the Company.

The Supervisory Body also monitors the functioning and observance of the Code of Ethics and the Organisational Model.

In order to be able to adequately perform its tasks, the Supervisory Body has the following requirements and operates with the following characteristics:

- professionalism, qualifications and professional experience gained,
- the ability to perform the task, i.e. not being disqualified, incapacitated, bankrupt, sentenced to a penalty which entails disqualification, even temporary, from public offices or the inability to exercise managerial roles,
- honourability,
- independence from the management of the Company
- autonomy,
- free availability of financial resources
- holding of all the powers necessary to perform the functions, including in particular free access to all text and documents of the Company and the right to obtain the requested information and documents from every employee of the Company, provided that they are strictly relevant to the proper performance of the task assigned to the Supervisory Body itself, and precisely relating to the functioning, observance and updating of the Organisational Model
- provision of adequate resources
- continuity of action.

The Supervisory Body monitors the efficiency and effectiveness of the Organisational Model, i.e. it verifies that concrete behaviours are consistent with the Model established and for this purpose:

- it performs inspection activities with predetermined methods approved by the management body,
- it has access to all the Documents drawn up for the purposes of the Company's Organisational Model
- it can request information from the Directors and from any other person in a senior position,
- it may request information from all employees and managing personnel employed in risk areas, even without prior authorisation from the management body,
- it can request information from the manager of the management control and internal control function,
- it may request Information from external collaborators, consultants, agents and representatives external to the Company,
- it can view the documentation relating to the Company's activity performed in the Areas,
- periodically it receives information from the managers of the specifically identified Areas,
- it proposes the activation of sanctioning procedures
- it reports to the management body, for appropriate measures, those confirmed breaches of the Organisational Model which may result in the onset of liability on the part of the Company,



- at the end of each inspection, information and proposal activity, it draws up an analytical report,
- it draws up a written report on the activities conducted on a regular basis.
- it examines the adequacy of the Organisational Model, i.e. its real (and not merely formal) ability to prevent, in principle, undesirable behaviour;
- it analyses maintaining of the solidity and functionality requirements of the Organisational Model over time;
- it proposes the necessary dynamic update of the Organisational Model in the event that the analyses performed make it necessary to make corrections and adjustments as a result of:
  - significant breaches of the provisions of the Code of Ethics and of the Organisational Model, or
  - significant changes to the internal structure of the Company and/or to the methods of performing business activities, or
  - regulatory changes;
- it reports infringements by Directors of the Code of Ethics and Procedures.

### **2.33. Communication and training on the Code of Ethics**

The Company also through the Supervisory Body:

- promotes application of the Code by the Recipients through the inclusion, in their respective contracts, of specific clauses with the following wording: "Code of Ethics: the Company, in conducting its business and managing its relationships, refers to the principles contained in its Code of Ethics. Breach of the provisions contained in the Code of Ethics by the contractual counterparty may also lead, depending on the severity of the infringement, to the detrimental termination of this contract";
- oversees transmission of the Code to the Recipients, who sign it to acknowledge it upon receipt;
- ensures dissemination of the Code;
- guarantees training sessions, also differentiated according to the role and responsibilities of the Recipients, and dedicated to raising awareness of the contents of the Code of Ethics and the illustration of ethical conduct.

The Code is brought to the attention of all possible internal and external interested parties through specific communication activities:

- publication on the institutional website;
- sending by traditional mail/fax/e-mail/hand delivery;
- displaying of a copy of the Code at the Company's headquarters and in a place accessible to all Employees and Collaborators pursuant to art. 7, first paragraph, law 20 May 1970, no. 300.

### **2.34. Breach of the Code**

In consideration of the importance of respecting the behavioural rules contained in this Code, breaches of the provisions contained therein will be subject to disciplinary sanctions.

Any behaviour contrary to the provisions of the Code will be prosecuted and sanctioned, as it is contrary to the principles which inspire the Company.



Breaches of the provisions of the Code constitute a breach of the relationship of trust with the Company and constitute a disciplinary offence: the application of disciplinary sanctions is independent of the establishment of any criminal proceedings.

Regarding Employees, any disciplinary measures following breaching of the Code will be commensurate with the type of breach and its consequences for the Company and will be adopted in compliance with the applicable legislation and with the collective labour agreements applied by the Company. Breaches of this Code will in any case be taken into consideration for career advancement, for possible promotions and for the attribution of responsibility.

Regarding Collaborators, self-employed workers and third parties, breaching of the provisions contained in this Code may result in the termination of the relevant contractual relationship pursuant to art. 1453 of the Italian Civil Code. Imposition on the same subjects, even when expressly provided for, of each of the duties contemplated by this Code, is always understood to be conditioned by the characteristics of the relationship existing with them, and operating within the limits of compatibility with the same and, in particular, with the autonomy that is theirs and which is intended to be preserved and in no way compromised.

If breaches of the provisions of the Code of Ethics are committed by members of the Company's bodies, the Board of Directors, upon proposal of the Supervisory Body, will adopt the measures deemed most appropriate and which may consist of the dismissal of the proceeding, in the event that no breach has been ascertained, or, otherwise, in a verbal reprimand, in a written reprimand and, in the most serious cases, in suspension or revocation.

If the breach was committed by one or more members of the Board of Directors, in the session in which the breach is discussed the member or members themselves will be required to abstain from the relevant resolutions.

In any case of breach of this Code, the author of the transgression and any person who is responsible for it, even if only through negligence, will be held accountable for damages of any kind caused to the Company.

### **2.35. Whistleblowing**

The bodies, employees of the Company and external collaborators must inform the Supervisory Body in relation to any breach of the Organisational Model of which they have become aware. Everyone is assured:

- full freedom to contact the Supervisory Body directly to report breaches of the Organisational Model or any irregularities, and
- exemption from the application of disciplinary sanctions and protection from retaliation of any kind, with the sole exception of improper information, both in terms of content and form, which remains punishable under contractual terms or according to company practice.

Retaliatory or discriminatory acts, direct or indirect, against the reporter for reasons connected, directly or indirectly, to the report are prohibited.

The adoption of discriminatory measures against the subjects who carry out make the reports referred to in paragraph 2-bis may be reported to the National Labour Inspectorate, for the



measures within its competence, not only by the reporting person, but also by the trade union organisation indicated by the same.

The retaliatory or discriminatory dismissal of the reporting party is null and void. The change of duties pursuant to article 2103 of the Italian Civil Code, as well as any other retaliatory or discriminatory measure adopted against the reporting party following the report made by them for the purposes of this Model are also null and void. It is the employer's responsibility, in the event of disputes linked to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or subjection of the whistle-blower to another organisational measure having negative effects, direct or indirect, on working conditions, subsequent to the presentation of the report, demonstrate that such measures are based on reasons unrelated to the report itself.

The Company has equipped itself with a platform for anonymous digital reports via the company website by appointing a Reports Manager in accordance with the law.

### **2.36. Entry into force and update**

This Code of Ethics, approved by the Board of Directors, came into force in November 2019 and is updated to the date of approval of this version of March 2024.

The Code will be subject to updating and possible modification, both with reference to legislative innovations and any operational experience, and as a result of any events modifying the organisation and/or activity of the Company, also upon proposal of the Supervisory Body and/or of any interested party, who may submit their observations in this regard to the Board of Directors.





### 3. Company Policies and Statements

#### 3.1. Company policy for Quality, the Environment, Health and Safety at Work

*Paolo Corazzi Fibre s.r.l. undertakes, by making human, instrumental and economic resources available, to adopt and maintain an Integrated Corporate Management System for Quality, Environment and Safety, compliant with the following standards:  
ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018.*

*Through the Integrated Management System the company ensures the satisfaction of all interested parties.*

Paolo Corazzi Fibre:

- Understands the context in which the company operates, identifying the interested parties internal and external to the organisation and the related requirements;
- Evaluates the risks deriving from the context and defines the actions necessary to ensure the achievement of the objectives and to achieve continuous improvement;
- Recognises the relevant processes and always acts to ensure that each process generates value, in order to push the company towards achieving its objectives;
- Undertakes to fully comply with all applicable International, European, National, Regional, Provincial and Municipal Laws, Rules and Regulations;
- Increases the satisfaction of interested parties through effective management of its organisational system;
- Defines the quality requirements of the products and undertakes to respect them and constantly improve them;
- Performs training and training programs for staff at all company levels, to promote the Policy and to provide the skills necessary for the success of the Company;
- Communicates the improvement objectives that the company sets itself, involving each employee in achieving them;
- It is committed to protecting the environment through
  - a) the prevention and reduction of pollution caused by its activities
  - b) the reduction of energy, water, materials and packaging consumption
  - c) the reduction in the quantities of waste destined for disposal throughout the product's life cycle
  - d) the adoption of technologies with low environmental impact and reduction of the environmental impacts of the life cycle of the finished product
- Supports and promotes customers' demand for products with low environmental impact, through the offer of products containing recycled, natural and low-pollutant raw materials
- It is committed to protecting the health and safety of workers through:
  - a) the adoption of measures for the prevention of accidents and occupational diseases



- b) improving performance by taking into account technical progress when choosing machines/equipment, PPE, etc.
- c) the constant development of internal communication, consultation and worker participation (starting from the Workers' Safety Representative)

In the belief that real protection of the environment and concrete safety and health of workers is only possible with the help of every worker.

For the implementation, management and control of this program, a Quality Management Service has been established whose manager (QMS) has the authority, competence and organisational independence necessary to identify, address and resolve problems related to quality, safety and environment, with the support of the Employer, Prevention and Protection Service Manager, Workers' Representative for Territorial Safety and Competent Doctor, ensuring application of the principles established in the manuals.

### **3.2 Declaration of anti-corruption policies and protocols**

Consistent with its Code of Ethics, the Company prohibits corruption without any exceptions.

In particular, the Company prohibits:

- offering, promising, giving, paying or authorising someone to give or pay, directly or indirectly, an economic advantage or other benefits to a Public Official or to a private individual;
- accepting a request from, or solicitations from, or authorising someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from a Public Official or from a private individual;

in order to avoid:

- inducing a Public Official or private individual to improperly perform any function of a public nature or any activity associated with a business or rewarding them for doing so;
- influencing an official act (or omission) by a Public Official or any decision in breach of an official duty;
- obtaining, securing or maintain a business or an unfair advantage in relation to business activities;
- in any case breaching the applicable laws.

Prohibited conduct includes offering to, or receiving from Company personnel or from anyone acting on its behalf, an economic advantage or other benefit in relation to business activities.

This prohibition is not limited to cash payments only, and includes, for corrupt purposes:

- gifts that are not supported by specific documentation or justification.
- expenses for care of third parties, meals and transport;
- contributions in kind, such as sponsorships;
- business, jobs or investment opportunities;
- confidential information that could be used to trade in regulated securities and products;
- personal discounts or credits;
- facilitation payment;



- assistance or support for family members;
- other advantages or other utilities.

Gifts, payments, expenses, hospitality or other benefits may be given or received if they fall within the context of acts of commercial courtesy and are such as not to compromise the integrity and reputation of one of the parties and such that they cannot be interpreted as being intended to create an obligation of gratitude or to acquire advantages improperly.

In any case, gifts, economic advantages or other benefits offered or received in any circumstance must be of a reasonable amount and in good faith.

All gifts, financial advantages or other benefits offered or received must be recorded and supported by appropriate documentation, must be made in relation to bona fide and legitimate business purposes, must be reasonable under the circumstances, must comply with generally accepted standards of professional courtesy, must be respectful of laws and regulations and in any case must not consist of cash payments, nor be motivated by the desire to exercise illicit influence or the expectation of reciprocity.

Political contributions may constitute a crime of corruption and therefore present the risk of generating consequent liabilities (if aimed at obtaining a permit or licence, at winning a contract, etc.).

Due to these risks, the Company does not allow any direct or indirect contribution in any form to political parties, movements, committees or to political and trade union organisations nor to their representatives and candidates with the exception of those considered mandatory by the applicable laws and regulations. In case of uncertainty about the nature of the contribution, a specialist external legal advisor should be consulted.

All contributions must in any case be subject to authorisation from senior management, supported by any legal opinion, recorded correctly, truthfully and transparently. The relevant documentation must be kept in a specific archive to ensure traceability.

Charitable contributions, donations and sponsorship activities represent a risk with reference to the crime of corruption and must therefore be performed in accordance with the approved budget, subject to authorisation from senior management, supported by any legal opinion, recorded correctly and be truthful and transparent. The relevant documentation must be kept in a specific archive to ensure traceability.

The Company prohibits any form of bribery, including but not limited to that described above, for the benefit of anyone.

The Company prohibits any fraudulent conduct in public supplies.

No questionable or illegal practice can in any way be justified or tolerated on the grounds that it is "customary" in the sector or in the countries in which the Company operates.

No performance shall be imposed or accepted if it can only be achieved by compromising the ethical standards of the Company.

Company personnel will not be fired, demoted, suspended, threatened, harassed or discriminated in any way in their employment treatment for refusing to behave in breach of company policy, even if such refusal resulted in the loss of business or in another consequence detrimental to the business.



Any of the Recipients of the Code of Ethics (chapter 2, paragraph 1.2) who breaches this company policy may be subject to disciplinary measures and too any other action deemed necessary to protect the interests of the Company.

Any deviation from the behavioural protocols described and breach of the policy must be communicated to the Supervisory Body.

The Company has assessed the specific risks, has implemented the relevant procedures for commercial and financial controls and for the regulation of gifts and presents and has monitored suppliers and commercial partners also with reference to the anti-corruption policy. It has improved the procedures of reporting and investigation, has identified a person in charge, in addition to the management's commitment, to verify compliance with the anti-corruption policy and has planned and performed training-information activities on the prevention of corruption.

All personnel are therefore required to fully comply with the obligations of collaboration in the prevention of corruption and illegality.

In particular, the collaboration of personnel is expressed in the following activities:

- compliance with the transparency obligations;
- supervision of compliance with the Code of Ethics by employees and collaborators;
- abstention in cases of conflict of interest;
- full compliance with the provisions of these measures;
- the reporting of illegal situations and all cases of conflict of interest that concern them to own manager, to the person in charge and to the Supervisory Body.



#### 4. Activities at risk of crime

The activities at risk of crime, as identified through a specific investigation conducted with the assistance of a criminal law firm, as shown by the interviews annexed to the preparatory document of this Organisational Model (Annex to the Investigation Document) can potentially be performed in the following company functions:

Activities and crime/crime type	Functions involved	Risk
<b>Obtaining of funding and/or contributions (Aggravated fraud).</b>	<b>Finance and Control</b>	<b>minimum</b>
Administer and manage the business areas that use or have access to IT and electronic systems, protecting data confidentiality (Computer crimes).	Management, Administration, Personnel, Quality and HSE System, IT, Data controller and data processors	minimum
Manage website and use outsourcing or hire external labour (Illicit intermediation and exploitation of labour)	Finance and Control, HR, Management	minimum
Use of patents, industrial models, exercise of trade in general, protection of industrial property (fraud and false signs for the buyer)	Finance and Control, Commercial, Management	minimum
Obtain concessions, licences and authorisations from the Public Administration. Having relationships in general with the P.A. and with the control and supervisory authorities, including the risk of fraud in public supplies (embezzlement, extortion, corruption, undue inducement to give or promise benefits, incitement to corruption (also with reference to members of EC bodies and foreign states), abuse of office, trafficking in illicit influence, payments and relations with public officials/heads of Public Service, active corruption, interference with freedom of tenders and with the contractor selection procedure)	Finance and control, Accounting and Personnel, Management, Prevention Service, Technical Function (Designated Officer, Quality System and HSE, Prevention and Protection Service Officer and Prevention and Protection Service Manager)	minimum
Safety and hygiene at work (manslaughter or serious or very serious negligent injury committed in breach of accident prevention regulations)	Employer and Designated Officer, all functions/offices of the Company	high considering the production activity
Contracts, subcontracts and personnel management (exploitation of labour and illicit intermediation of labour, employment of third-country nationals whose residence is illegal).	Purchasing Management, Quality and HSE System, Prevention Service Personnel Management, Administration, Human Resources, Designated Officer and Plant Management	minimum
Environmental System Management (environmental crimes).	Designated Officer Quality System and HSE, Plant Management	high considering the production activity
Management of private orders (corruption between private individuals).	all functions of the Company with powers, Management, Finance and Control, Commercial, Purchasing	minimum
Payment management, petty cash management (receiving - laundering, use of money, goods or benefits of illicit origin, fraudulent transfer of securities).	Accounting and Personnel, Finance and Control, Management	minimum
Management of fiscal aspects (self-laundering).	Management, Finance and Control, Accounting and Personnel	minimum
Conducts of Racism and Xenophobia (crimes of racism and xenophobia).	all company areas	minimum



**Paolo Corazzi Fibre S.r.l.**  
**ORGANISATION and MANAGEMENT MODEL**  
 (pursuant to Italian Legislative Decree 231/2001 and subsequent  
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Accounting management, preparation of budget projects, relations with shareholders, board of auditors, auditing firms (corporate crimes).	Board of Statutory Auditors, Finance and Management Control, Functions involved in sending data	minimum
Conduct of associations with terrorist purposes	Finance and Control, Management	minimum
Smuggling	Management, Commercial	minimum
Crimes against trade	Management, Commercial, Purchasing, functions with spending powers	minimum
Tax crimes	Administration, HR, Management, Commercial, <u>Sales</u> , Purchasing, Board of Statutory Auditors	minimum
Crimes relating to payment instruments other than cash	Management, Administration, functions with spending powers	minimum
Crimes against cultural heritage	Management, Administration	minimum

The corporate conduct integrating the Crimes that may be committed in the exercise of the Company's activity are, merely by way of example, those illustrated during the investigation for the detection of activities at risk of Crime and reported in the "Investigation" document for the construction and implementation of the Organisational Model.

Any other types of Crime, however, appear only abstractly and are not concretely conceivable, while those relating to market abuse are not applicable as the Company is not currently listed on any regulated market, nor does it have publicly traded financial instruments, nor are fraud in sports competitions, illegal gambling or betting and gambling using prohibited devices conceivable.



## 5. Protocols for the formation and implementation of decisions

### 5.1 Process management

The investigation performed made it possible to ascertain that the organisation of the Company is such that for the activities referred to in paragraph 4 (Activities at risk of crime) no-one can manage an entire process independently and the application of the principle of separation of functions: i.e. the authorisation to perform an operation (formation of the decision) is under the responsibility of a person other than the person who operationally performs, accounts for or controls the operation (implementation of the decision).

**The procedures currently in force in the Company constitute an integral part of this Model.**

In particular:

- no-one is given unlimited powers;
- powers and responsibilities are clearly defined, without overlaps between the various functions, and are known within the organisation;
- the functions and tasks of those involved in the relevant phases of a potentially risky process are separate (for example purchasing function and financial function);
- the authorisation and signing powers are consistent with the organisational responsibilities assigned;
- the expenditure authorisation thresholds are precisely established and made known;
- the system of responsibility of senior management is clearly defined and the delegations, where existing, are consistent with it;
- the powers granted externally are consistent with the system of delegations;
- in the power of attorney system the "request for money or other benefits from third parties" is excluded;
- the powers of attorney, where existing, are made known to external interlocutors;
- the power to represent the Company in dealing with all third parties is conferred with formal and transcribed documents.

### 5.2 Accounting records

Every operation, transaction and action must be:

- legitimate, coherent, congruous, authorised and verifiable;
- correctly and adequately recorded such as to make it possible to verify the legitimacy, coherence and congruity of the decision-making, authorisation and implementation process; recording can only take place in the presence of all the required documentary elements and/or checks;
- accompanied by suitable documentary support to allow, at any time, checks on the characteristics and reasons for the operation and the identification of who authorised, performed, recorded and verified the operation itself.

### 5.3 Controls

Checks are regularly performed on:



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- corporate financial flows;
- company documentation and, in particular, invoices; for the latter, it is verified that the disbursement corresponds to an actual transaction towards the Company and is consistent with it;
- external collaborators;
- genuineness and truthfulness (formal and substantial) of the documents produced to the public administration for any purpose;
- documentation to be presented for fundable projects (both project-related and that certifying the technical, economic and professional requirements of the Company);
- employees and external collaborators who participate in the process of acquiring goods and services for the Company;
- hiring and management of personnel in the areas that have been identified among those at risk of crime.

The performing of controls, including supervisory ones, is documented (through the drafting of minutes or in a different way with equivalent effectiveness).

The company currently has procedures in place for the accounting records of the active, treasury and passive cycle as well as procedures for internal audits.





## **6. Protocols on financial statements and corporate matters and protocols for the prevention of tax crimes**

### **6.1 Preparation of the budget and similar documents**

The investigation performed made it possible to verify that the following activities were preliminarily conducted in the preparation of the financial statements:

- all functions receive written instructions regarding the data and information that must be provided to the administration, as well as the checks that must be performed on elements provided by the administration and to be confirmed to it;
- function managers who provide data and information relating to the financial statements and similar documents must sign a declaration of truthfulness and completeness of the information transmitted; in these declarations, what the responsible party can objectively and concretely demonstrate (also following ex post verification) on the basis of the data in their possession, avoiding general and generic statements, is sworn;
- periodic meetings are held, with the drafting of minutes signed by the participants, between the Board of Auditors and the administrative manager regarding the budget, with any in-depth analysis and documentary analysis of cases of particular importance and complexity present in the draft budget prepared;
- At least one meeting per year is held between the Supervisory Body and the Board of Statutory Auditors regarding the financial statements (with related additional notes), with minutes signed by the participants.

### **6.2 Company regulations**

At least one meeting a year is held between the Board of Statutory Auditors and the Administrative Manager and the Supervisory Body to verify compliance with the provisions envisaged in terms of corporate regulations, as well as compliance with the resulting conduct on the part of the Directors, Executives and Employees.

The following are in force:

- procedures for the introduction/integration of regulatory principles regarding Corporate Governance relationships or compliance with the company regulations;
- authorisation procedures for purchases and sales of own shares or quotas and/or of the parent company and/or of other companies;
- procedures governing share capital reduction, corporate mergers and demerger operations.

An activity was performed to implement the active - passive cycle and the supply chain system with particular attention to foreign subjects and in any case to purchasing centres (subjects authorised to purchase goods and services for the Company) and to the centres from which they reach the Company data and information for active invoicing to prevent the risk of false passive or active invoices occurring.



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The implementation activity includes verification of the adequacy of any digitalisation processes as well as the development of an administrative - accounting and management system suitable for the prevention of tax crimes.

All the functions involved are trained and informed on the risks of accounting and management "distractions" and the Company expresses its attention to these aspects on every training occasion. The management of accounting and financial statements and of the tax crime risk area, with reference to the management of accounting, purchases and asset management, concerns the following activities deemed sensitive:

- general accounting;
- financial statements;
- intra-annual accounting situations;
- passive invoicing, active invoicing (invoice issuing control);
- inventory management;
- wages and salaries;
- depreciation;
- accruals and deferrals;
- credit write-downs;
- dispute management;
- management of fiscal and tax compliance;
- relations with the Auditor;
- relationships with other companies, with the PA, with bodies, with the supervisory authorities;
- verifying of transfer prices;
- sales price validation.

The controls aimed at preventing tax crimes permeate the entire company organisation as there are numerous circumstances in which conduct can be engaged in that leads to a tax crime.

In this sense, there are numerous predicate crimes in this area. Below is an indicative and non-exhaustive list of the crimes identified as part of the risk assessment:

- crime of fraudulent declaration through use of invoices or other documents for non-existent transactions;
- crime of fraudulent declaration through use of invoices or other documents for non-existent transactions;
- crime of fraudulent declaration using other devices;
- crime of issuing invoices or other documents for non-existent transactions;
- crime of issuing invoices or other documents for non-existent transactions;
- crime of concealment or destruction of accounting documents;
- crime of fraudulent evasion of the payment of taxes;
- crimes committed as part of cross-border fraudulent systems and with the aim of evading value added tax for a total amount of no less than ten million Euro: crime of false declaration; crime of failure to declare; crime of undue compensation.



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The administrative and accounting management has as its object regulation of the various operations to be performed for the correct preparation of direct communications to shareholders, third parties and the public in general, regarding the economic, equity and financial situation of the Company.

This procedure, combined with the external verification system, which includes three control bodies, the Auditor and the Supervisory Body, constitutes an integrated and coordinated system of preventive measures adopted by the Company as protection against the risk of committing of crimes envisaged in the field of criminal-administrative liability.

During the risk assessment phase, the activities of preparing and recording accounting records, managing and storing administrative and accounting documentation, drafting of the budget as well as the fulfilling of civil and tax obligations were considered significant for the purposes of committing crimes.



## 7. Management of financial resources

### 7.1 Separation of duties

The function that manages financial operations, both outgoing and incoming, is separate from any other function.

This function performs each operation:

- upon written request of the function concerned;
- having obtained the prior written authorisation of the functions delegated for this purpose:
  - ✓ if the operation has a value greater than those specifically provided for in the various powers of attorney attributed to the subjects operating in the interests of the Company,
  - ✓ if the operation is requested by a Function.

### 7.2 Planning

The individual functions plan the financial needs in writing in relation to specific operations and communicate them to the function that manages the financial operations.

### 7.3 Execution of operations

The following are planned and executed:

- the regular and orderly accounting of every outgoing and incoming financial operation;
- periodic reports of all outgoing and incoming operations;
- reconciliations of total outgoing and incoming flows.

### 7.4 Specific monitoring

Specific monitoring processes are performed for the financial resources intended for the following activities/operations in order to avoid their allocation for the purpose of committing a Crime:

- activities performed by the Functions;
- operations relating to atypical or unusual activities or to services in relation to the activity performed by the Company;
- expenses incurred, or for which reimbursement is requested, by bodies, employees and external collaborators who operate in the Areas or in their interest;
- financial operations performed using unusual methods, such as delegation of payment, expropriation, assumption of debt, assignment of credit, compensation, etc.

In particular, it is verified that each operation is:

- ✓ justified, specifically and clearly,
- ✓ appropriate,
- ✓ documented,
- ✓ proven by a suitable receipt (for outgoing financial transactions).

Among the quality procedures, specific procedures for financial operations and recording of the active - passive cycle - treasury cycle, as well as anti-money laundering instructions, have been



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adopted and are currently in force in the company.



## 8. Protocols and measures for the prevention of other crimes and the execution of controls

### 8.1 Protection of health and safety at work

The Company has adopted the operating procedures contained in the Risk Assessment Document pursuant to art. 28 Italian Legislative Decree 81/2008, as well as those provided for by the Safety Management System in force (certified and compliant with the ISO 45001:2018 standard), compliance with which is monitored by the Employer assisted by the Prevention and Protection Service Manager, to ensure:

- compliance with the legal technical-structural standards relating to equipment, systems, workplaces, chemical, physical and biological agents;
- performing of the risk assessment and preparation of the consequent prevention and protection measures;
- the completion of organisational activities, such as emergencies, first aid, procurement management, periodic safety meetings, consultations with workers' safety representatives;
- health monitoring;
- informing and training of workers;
- supervision of compliance with safe work procedures and instructions by workers;
- the acquisition of documentation and certifications required by law;
- periodic checks of the application and effectiveness of the procedures adopted;
- the adoption of suitable systems to record completion of the activities referred to in the previous points.

The Prevention and Protection Service Manager's tasks are currently entrusted to an internal manager.

Failure to comply with the measures indicated in the procedures is sanctioned in accordance with the following Chapter 9.

The Risk Assessment Document is subject to review and possible modification when the conditions are met, and in particular in the specific case when significant breaches of the rules relating to the prevention of accidents and hygiene at work are discovered, or in the event of changes in organisation and activity in relation to scientific and technological progress.

### 8.2 Environmental system management measures and protocol for the prevention of eco-crimes

A certified Environmental Management System compliant with the ISO 14001 standard is in force: 2015, whose procedures are adopted by the Company.

The tasks, powers and responsibilities relating to the Management System are entrusted to internal functions of the Company who have suitable spending power also in order to make use of external specialists, and who are equipped with the technical skills and powers necessary for verification, risk assessment, management and control.

Failure to comply with the measures indicated in the System procedures is sanctioned in accordance



with Chapter 9.

### **8.3 Anti-money laundering - Self-laundering**

Procedures are in place for:

- verification of the regularity of payments with reference to full coincidence between recipients/orderers of payments and counterparties actually involved in the transactions and in particular formal and substantial controls of corporate financial flows, which take into account the registered office of the counterparty (e.g. tax havens, countries at risk of terrorism, etc.) and the credit institutions used;
- verification of compliance with the thresholds for cash payments, possible use of bearer or anonymous passbooks for liquidity management, etc.
- timely information to the Supervisory Body and to the management control bodies of possible infringements relating to recording operations, reporting and limits on the use of payment and deposit instruments (cash, bearer securities, anonymous accounts and savings books or using fictitious headers);
- determination of the minimum requirements possessed by the offering parties and establishment of the evaluation criteria of the offers in standard contracts;
- checks on the level of compliance of subsidiary companies with respect to the preparation of anti-money laundering measures and controls.

The "Anti-money laundering" instructions are included within the company quality procedures and comply with the provisions of Italian Legislative Decree 78/2010.

Procedures for the active cycle - passive cycle - treasury and for the self-laundering risk area are in force in the Company.

### **8.4 Relations with the Public Administration**

Specific procedures are in force in the company for the management of licences, authorisations and permits by the Public Administration, for inspections, controls and relations with the Public Administration and for the management of investments and expenses made with public funds.

Furthermore, the powers with reference to relations with the Public Administration are attributed by the company senior management in writing.

An anti-corruption policy has also been prepared and adopted and the corruption prevention measures indicated below have been implemented.

In order to perform a targeted action for the integrated prevention of corruption phenomena understood in a broad sense, the Company has acted as follows:

- identification of the areas at greatest risk of corruption, assessed in relation to the context, activity and functions of the company;
- training planning, with a particular focus on the areas at greatest risk of corruption;
- application of procedures for the implementation of the entity's decisions in relation to the risk of corruption phenomena (as described in this section of the Model);



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- identification of methods of managing human and financial resources suitable to prevent the committing of crimes (as described in this section of the Model);
- application and updating of the Code of Ethics (which is an integral part of the Organisation and Management Model);
- application of procedures for the periodic updating of the above protocols as required by the quality provisions;
- provision of information obligations towards the Supervisory Body responsible for supervising the functioning and compliance with the Model (within the scope of the information obligations envisaged by the Model);
- application of the Sanctioning Code for breaches of the Code of Ethics and the Model with reference to the obligations of preventing corruption (with the methods and protections described in the CCNL and in the disciplinary code).

Below are the actions to combat corruption.

The Company, in accordance with the provisions of the Organisational Model, acts to prevent corruption:

- through the adoption of suitable procedures for the formation, implementation and control of decisions, in whatever form they are taken;
- by ensuring maximum transparency in its actions;
- by adopting training actions for employees involved in activities at greatest risk of corruption;
- by adopting and appropriately updating its Model and Code of Ethics.
- Among the measures implemented to prevent corruption are the following:
- interventions on the organisation of work to implement the principle of separation of functions whereby no-one must manage an entire process independently;
- creation of a permanent system of controls and training of internal auditors;
- abstention in situations of conflict of interest.

The Company bases all its actions on the principles of correctness, transparency and traceability and on the principles codified in the Code of Ethics, in the Codes of Conduct with which it is equipped and in the Model, an expression of the values and policies of the Company.

Anyone who has relations with the Public Administration for negotiating purposes on behalf of the Company must be formally granted power to do so by the Board of Directors.

The organisation system respects the fundamental requirements of formalization and clarity, transparency, communication and separation of roles.

In particular, in accordance with the provisions of the company procedures and rules, it is necessary to establish and maintain all relationships with the Public Administration and with private entities on the basis of criteria of maximum correctness and transparency that guarantee the good performance of the function or service and impartiality in performing the same.

For this purpose, all recipients:

- are forbidden from engaging in, contributing to or from causing the implementation of conduct which, directly or indirectly, constitutes the types of crime indicated in Italian Legislative Decree 231/2001 and law 190/2012 and in any case included among those considered in the Model;





- it is forbidden to breach the company principles and procedures developed to prevent crimes in relations with the Public Administration and with private individuals;
- it is necessary to provide maximum collaboration to all subjects who perform verification and control activities;
- it is forbidden to discriminate against any employee who makes any reports.

The assessment of the economic convenience of participating in public procedures is performed by the Board of Directors.

The Chairperson of the Board of Directors or a person formally delegated by them is authorised to stipulate contracts.

Any criticality that occurs in relations with public bodies must be communicated with a specific written report to the Supervisory Body.

The Company adopts a series of staff training measures, in particular:

- definition of appropriate procedures to select and train employees intended to operate in sectors that are particularly exposed to corruption;
- provision, for activities in which the risk of corruption is highest, of mechanisms for the formation, implementation and control of decisions suitable to prevent the risk of corruption;
- organisation of staff training activities for the knowledge and correct application of the code of conduct.

The person in charge of preventing corruption (where appointed) and the Supervisory Body will verify compliance with the Code of Ethics and with the anti-corruption policy.

### **8.5 Other measures**

Instructions containing clear and unequivocal references to the correct use of the IT tools available to the employees themselves are issued and made known to all employees of the Company. With reference to the processing of personal data, the company procedures in force regarding privacy are annexed which describe the physical protection of data, the use of information systems, specific controls and provide for the definition of the functions responsible for the systems themselves.

There is a procurement process, described in the quality procedures.

A staff training process is envisaged, described in the quality procedures. In particular, there are operational protocols for managing payroll and expense reimbursements. The protocols are implemented for the management of the system of hiring foreign citizens in order to prevent the risk of crime. These protocols in particular guarantee the performing of checks both during the staff hiring phase and during the employment relationship.

The Commercial Process is defined by company procedures, implemented to prevent the risk of corruption between private individuals.

Checks are performed: both with reference to the sales process procedures and with reference to the passive cycle and the correspondence between purchased goods and services and cash outflows, this also with reference to the monitoring of any donations, sponsorships, gifts and entertainment expenses.

A corporate anti-corruption policy has also been established with specific behavioural protocols to



prevent corruption even between private individuals and has been integrated into the Code of Ethics.

A program of inspection visits to suppliers and partners is planned and implemented to verify compliance with the commitments set out in the Code of Ethics, that is any useful documentation is requested from them.

The Company is equipped with IT tools that prevent access and/or receipt of material relating to child pornography.

If company trips are organised, the direct and/or indirect organisation of trips or periods of stay in foreign locations is assessed with particular attention and sensitivity, with specific regard to locations known for the so-called phenomenon of "sex tourism".

The possibility of commercial partnerships is carefully evaluated beforehand in order to exclude companies operating in sectors such as the electronic communication of material relating to child pornography and tourism in the geographical areas referred to in the previous point.

There are control measures in the recruitment phase for the prevention of the crime of employing third-party citizens whose residence is illegal. Company management and/or the designated function must not perform or commission investigations into the worker's political, religious, gender or trade union opinions, as well as into facts which are not relevant to the evaluation of their professional aptitude.

Personnel selection must not be influenced by discriminatory assessments based on gender, racism and/or xenophobia.

The Human Resources manager must periodically prepare a summary report for the Company Management and for the SB which provides evidence of compliance with the regulations relating to working hours, rest periods, weekly rest, compulsory leave and holidays.

The purchasing function includes express termination clauses in the subcontracting contracts for the following cases:

- breach of the Code of Ethics,
- illicit intermediation and labour exploitation
- failure to comply with commitments made regarding health and safety at work,
- failure to comply with the commitments undertaken regarding correctness in environmental management.

In case of breach of the procedures, which are an integral part of this Model and described in the text above, the functions are required to report it to the Supervisory Body.



## 9. Disciplinary system

The disciplinary system is aimed at preventing and sanctioning, from a contractual perspective, the committing of administrative offences resulting from the crimes referred to in Italian Legislative Decree 231/2001.

Application of sanctions is independent of the opening and outcome of any criminal proceedings initiated by the Judicial Authority, in the event that the conduct to be censured constitutes a type of relevant crime pursuant to Italian Legislative Decree 231/2001.

This disciplinary system, as provided for by the Organisation and Management Model, is complementary and not an alternative to the disciplinary system provided for in the CCNL in force and applied by the Company of which the general rules are reported by way of example but not exhaustively in paragraphs 1 to 3 of this Chapter.

In order to make the disciplinary system suitable and therefore effective, the sanctionability of even mere conduct that puts the rules, prohibitions and procedures envisaged by the Model at risk will be assessed and even just preliminary acts aimed at their breach.

All employees, members of the Board of Directors, members of the Board of Auditors, consultants, collaborators, suppliers, contractors and subcontractors, agents and third parties in general who have contractual relationships are subject to the application of this disciplinary system with the Company.

For individuals linked to the Company by an employment relationship, the disciplinary procedure for breaches of the Organisational Model is, in addition to the present one, that governed by the law and by the CCNL in force and applied.

For third parties contractually linked to the Company by virtue of a relationship other than subordination, the disciplinary proceedings will be managed by senior management upon notification from the Supervisory Body and the right of termination may also be exercised in accordance with the provisions of the contractual clauses.

For members of the Board of Directors and of the Board of Statutory Auditors, the body to which they belong will also be affected.

The procedure for imposition of the sanctions referred to in this disciplinary system takes into account the particularities deriving from the legal status of the person against whom proceedings are being taken.

In any case, the Supervisory Body must be involved in the disciplinary proceedings.

The verification of infringements of the Organisational Model is the responsibility of the Supervisory Body which must promptly report the ascertained breaches to senior management.

The establishment of a dedicated information channel is envisaged to facilitate the flow of reports to the SB on breaches of the provisions of this Organisational Model.

All recipients must be informed about the existence and content of this disciplinary system.

It will be the responsibility of senior management, in agreement with the Supervisory Body, to ensure communication of the same.



All breaches of the principles and rules contained in the Organisational Model and in the procedures governing activities potentially exposed to the committing of predicate crimes are sanctioned.

### **9.1 Disciplinary measures**

Disciplinary infractions are punished, depending on the severity and shortcomings, with the following measures:

- 1) verbal reprimand
- 2) written reprimand
- 3) fine
- 4) suspension from work and of pay for up to three days

For disciplinary measures that are more serious than a warning or verbal reprimand, a written notification must be made to the worker with a specific indication of the facts that constitute the infringement.

The provision cannot be issued until eight days have passed from such notification, during which the worker will be able to present their justifications. If the measure is not issued within the following eight days, these justifications will be considered accepted. For these purposes, it is clarified that the eight days within which the measure must be issued are after the expiry of the first eight and therefore within sixteen days of the notification. The provision must be issued within sixteen days of the dispute even if the worker does not present any justification.

In the event that the disputed infringement is of such severity that it could lead to dismissal, the worker may be suspended as a precaution from working until the time the measure is imposed, without prejudice to the right to remuneration for the period considered.

Imposition of the measure must be motivated and communicated in writing.

The worker will also be able to present their justifications verbally.

Disciplinary measures other than dismissal may be challenged by the worker before the union, according to the contractual rules.

Disciplinary sanctions will not be taken into account for any purpose after two years of their application.

### **9.1 Written warnings, fines, suspensions**

Incurring of the provisions of a written warning, fine or suspension is applicable to the worker:

- a) who uses company work tools improperly (access to communication networks and systems, duplication tools, etc.);
- b) who does not comply with the environmental and safety regulations;
- c) who is not available to attend safety training activities;
- d) who does not show up for work as required by art. 37 or who leaves their work station without justified reason;
- e) who delays the start of work or suspends it, or brings forward its termination without notifying the direct superior or without justified reason;
- f) who negligently performs the work entrusted to them;
- g) who contravenes the smoking ban, expressly warned with a specific sign;
- h) who builds objects for their own use within the company's workshops, to the slight detriment of the company itself;



- i) who, due to carelessness, causes minor faults or minor wastage of company material, who does not immediately notify the direct superiors of any faults in the machinery or any irregularities in the progress of the work;
- j) who performs irregular text production or stamping of cards/badges or other alterations to the company control and attendance systems;
- k) who improperly uses the current regulations (for example regarding illness, permits, etc.) or incorrectly requests their application, undermining their function of protecting the worker;
- l) who in any way transgresses the rules of this contract, the internal regulations or who omits actions which are detrimental to the person, discipline, morals or hygiene.

The fine cannot exceed the amount of three hours' pay. Suspension from service and pay cannot be imposed for more than three days and must be applied for the most significant shortcomings.

The amount of the fines, which do not constitute compensation for damages, is donated to corporate welfare and social security institutions or, in the absence of these, to the National Insurance Institution.

## **9.2 Dismissal for shortcomings**

Dismissal with immediate termination of the employment relationship may be inflicted, with the loss of notice pay, on a worker who commits serious breaches of discipline or diligence at work or who causes serious moral or material harm to the company or who performs actions of criminal offences in connection with the performance of the employment relationship.

By way of example, the following infringements fall under this provision:

- a) negligence in the fulfilment of contractual or internal regulation obligations, when the disciplinary measures referred to in the previous article have already been imposed;
- b) unjustified absences prolonged beyond 5 consecutive days or unjustified absences repeated five times in a year on the days following public holidays or holidays;
- c) failure to comply with the smoking ban and with other environmental and safety regulations when such infringements are likely to cause accidents to persons, systems and materials;
- d) unavailability to undergo preventive and periodic health checks provided for by the health surveillance program implemented in application of mandatory regulations or union agreements;
- e) theft or intentional damage to company material;
- f) theft of drawing sheets of machines, tools or in any case of illustrative material of patents or of manufacturing processes;
- g) construction within the company's workshops of objects for one's own use or on behalf of third parties, to the detriment of the company itself;
- h) serious faults caused by negligence towards the company's equipment;
- i) leaving of the workplace which involves harm to the safety of persons or of systems, in any case performing actions that involve the same damage;
- j) a litigious argument, followed by de facto disputes, which occurred within the premises of the factory and which causes serious disruption to company life;
- k) insubordination towards superiors;
- l) repeating of the shortcomings referred to in points f), g), i), k) and l) of the previous article.



## **9.2 Breach of the rules of the Code of Ethics and of the procedures annexed to the Organisation and Management Model**

Breach of the rules of the Code of Ethics and of the procedures annexed to the Organisation and Management Model or referred to by it or adopted in its implementation as well as failure to comply with the provisions established in terms of corporate regulations constitute a disciplinary offence of the person(s) competent to implement the measure.

In particular, they constitute a disciplinary offence punishable with the disciplinary sanctions referred to in the previous rules, according to the severity of the infringement and to the responsibilities connected to the work position occupied by the employee:

- failure to comply with one or more of the principles or provisions of the Code of Ethics,
- failure to comply with the provisions, even in part, of one or more procedures annexed to the Organisation and Management Model,
- the lack of, incomplete or untruthful documentation of the control activity performed in execution of and in compliance with the Organisation and Management Model,
- breaching of the principles of direction of the Company's activity,
- the lack of, incomplete or untruthful documentation of the financial resources monitoring activity performed in execution of and in compliance with the Organisation and Management Model,
- the breach or circumvention of the control system, achieved through the removal, destruction or alteration of the documentation required by the procedures referred to in the Organisation and Management Model, the obstacle to controls, the unjustified impediment to accessing the information and documentation enacted against the subjects in charge of controls, including the Supervisory Body, or other conduct suitable for breach or circumvention of the control system,
- failure to collaborate with the Supervisory Body.

The severity of the infringement will be assessed on the basis of:

- times and concrete methods of performing the infringement,
- presence and intensity of the intentional element,
- extent of damage or danger as a consequence of the infringement for the Company and for all employees and stakeholders of the Company itself,
- predictability of consequences,
- circumstances in which the infringement took place.

Recurrence constitutes an aggravating circumstance and entails the application of a more serious sanction.

The sanctions that can be imposed are the following:

1) Employees and workers

Verbal warning, written warning, fine, suspension, dismissal depending on the severity of the infringement.

2) Executives



Written warning or dismissal with or without notice, depending on the severity of the infraction. In particular, the executive will incur the most serious sanction of dismissal without notice whenever the breach of one or more provisions of the model is of such severity as to irreparably damage the fiduciary relationship that binds the executives to the Company.

3) Board Members

Adoption by the Board of Directors of the measures provided for by law and/or by the Articles of Association, which can be graduated according to the severity of the infringement until the revocation proposal is submitted to the assembly. In any case, the Supervisory Body will inform the Shareholders' meeting and the entire Board of Statutory Auditors without delay and in writing.

4) Members of the Board of Statutory Auditors

Adoption by the same corporate body of relevance and by the Board of Directors of the measures provided for by law and/or by the Articles of Association, which can be graduated according to the severity of the infringement until the revocation proposal is submitted to the assembly. In any case, the Supervisory Body will inform the Shareholders' meeting and the entire Board of Statutory Auditors without delay and in writing.

5) Self-employed workers, consultants, collaborators, suppliers, contractors and subcontractors, agents and third parties in general who have contractual relationships with the Company

Termination of the contract without notice in application of a specific clause which must be inserted in every agreement and contract with the following or equivalent content

*"The contracting party of the Company (i.e., depending on the case, the consultant, the supplier, the subcontractor, the agent, etc.), in performing the activities covered by this contract, undertakes to observe the principles and provisions of the Code of Ethics, of the company policy and of the Organisation and Management Model which constitute an integral and substantial part of this contract. The Company has as an essential principle respect for the laws and regulations in force and prohibits behaviour that constitutes a breach of them; among these in particular the illicit behaviours envisaged by Italian Legislative Decree 8 June 2001 no. 231 and related updates. In the event of failure to fulfil the commitment undertaken by the contracting party, the Company reserves the right to terminate the contract, without prejudice to the right to compensation for damages".*

Behaviour in breach of the rules that constitute the Organisational Model will be evaluated by the Supervisory Body which, having heard the opinion of the company's senior management and following a warning, will promptly report in writing to the Board of Directors and to the Board of Statutory Auditors. The Company, as provided for in the specific clause above, reserves the right to propose a request for compensation if such conduct causes concrete damage to the Company, both material and to its image.

Breaches relating to or in any case connected to the crimes of prostitution and child pornography are particularly serious and are therefore punishable with the maximum disciplinary sanctions.

The Company's Administrative Body will also evaluate other possible actions, including in the judicial field, to protect the Company.

The Code of Ethics, the Procedures, failure to comply with which is sanctioned, and the disciplinary system are formally declared binding for all employees also through internal circulars or formal press releases, and are displayed, as required by art. 7, para. 1, Law no. 300/1970, "by posting in a place accessible to all".



## 10. Supervisory Body

The task of supervising the functioning and compliance with the Organisational Model and ensuring that it is updated is entrusted to a specific body ("**Supervisory Body**").

1. In order to be able to adequately perform its tasks, the Supervisory Body has the following requirements and operates with the following characteristics:

- professionalism, due to qualifications and professional experience gained;
- the ability to perform the task, i.e. not being disqualified, incapacitated, bankrupt, sentenced to a penalty which entails disqualification, even temporary, from public offices or the inability to exercise managerial roles;
- honourability, namely:
  - ✓ enjoying the full exercise of civil rights, being of excellent and immaculate conduct, and not having received, even with a non-final sentence, one of the convictions or additional penalties for one of the Crimes;
  - ✓ not having been convicted, even with a non-final sentence:
    - for the crimes of simple or fraudulent bankruptcy, abusive use of credit, reporting of non-existent creditors or other failures by the bankrupt party to comply with the obligations imposed on them by the bankruptcy law;
    - for one of the crimes envisaged by the regulations governing banking, financial, transferable securities and insurance activities and by the regulations relating to markets and securities and payment instruments;
    - for a crime against public administration, against public faith, against heritage, against the public economy, for a crime in tax matters;
    - for any crime with criminal intent with the penalty of imprisonment for a period of not less than two years;
    - for one of the crimes provided for by the criminal provisions of the Italian Civil Code regarding companies and consortia;
  - ✓ not having held the position of member of the Supervisory Body within entities against which the sanctions provided for by the Decree have been applied in relation to offences committed while in office;
  - ✓ not having been subjected to the preventive measures of special public security surveillance and the obligation to remain in the municipality of residence or habitual residence envisaged by the legal provisions against the Mafia;
  - ✓ not having incurred the accessory administrative sanctions of temporary loss of the requirements of good repute and temporary inability to assume administration, management and control duties, provided for by art. 187 quater of Italian Legislative Decree no. 58/1998;
- independence from the management of the Company, namely:
  - ✓ not being the spouse, or cohabitant, relative or having kinship within the second degree of an executive director of the Company, or of a shareholder who controls the Company, of the companies controlled by it and of those subject to common control or not being the spouse, or cohabitant, or first-degree relative of a person who is in the situations indicated above, not having economic relationships of such importance as to influence their autonomy of judgement, held directly, indirectly or on behalf of third parties, with the Company, with its subsidiaries, with the executive Directors, with the shareholder or





group of shareholders who control the Company;

- ✓ not having ownership, directly, indirectly, or on behalf of third parties, of shareholdings of such an amount as to allow the exercise of control or significant influence over the Company;
- ✓ not participating in shareholder agreements for the control of the Company;
- ✓ not being linked to the Company or to the companies controlled by it or to the companies that control it or to those subject to common control by a continuous consultancy or paid work relationship, or by other financial relationships that compromise independence or not in any case being in conflict of interest with it;

- assignment of the task by the Board of Directors;
- duration of the office established by the Board of Directors, renewable only once, except for revocation from the office due to absence of the requirements set out in this point and in the two previous ones or revocation for justified reason;
- unquestionability of the activities performed by the Supervisory Body by any other corporate body or structure, without prejudice, however, to the responsibility of the management body in relation to the adequacy of the intervention of the Supervisory Body;
- autonomy, i.e. reporting to the highest operational management of the company and without assignment of operational tasks that could undermine –the objectivity of judgement when performing checks on behaviour and of the Organisational Model as a participant in decisions or their execution;–
- free availability of financial resources, allocated on the basis of a cost estimate proposed by the Body itself and approved in the context of the company budget formation procedures, for every need necessary for the correct performance of the tasks (e.g. specialist consultancy, travel, etc.); also with the power to autonomously commit resources in excess of those attributed to them, when this is necessary to address exceptional and urgent situations, with the obligation to inform their relationship without delay;
- provision of all the powers necessary to perform the functions referred to below in no. 2 of this chapter, including in particular free access to all texts and documents of the Company and the right to obtain the requested information and documents from every employee of the Company, provided that they are strictly relevant to the appropriate performance of the task conferred on the Supervisory Body itself, and precisely relating to the functioning, observance and updating of the Organisational Model (the "Information" and the "Documents");
- provision of adequate resources, with the right to organise themselves at their own discretion and freedom, dedicating the time they deem necessary to supervisory activities and the right to use internal and/or external specialist professional figures;
- continuity of action, and specifically periodic execution of interventions both within the Company and externally, minute-taking (albeit concise) of each meeting, collection, cataloguing and archiving of documentation, drafting of reports on own activities at least quarterly.

2. The Supervisory Body performs the following activities:

- \* it monitors the efficiency and effectiveness of the Organisational Model, i.e. verifies that concrete behaviours are consistent with the established model; for this purpose:
  - ✓ it performs inspection activities with predetermined methods approved by the management body;



- ✓ it has access to all the documents drawn up for the purposes of the Company's Organisational Model;
  - ✓ it can request information from the Directors and from any other person in a senior position;
  - ✓ it can request information from all employees and managing personnel of the company employed in risk areas, even without prior authorisation from the management body;
  - ✓ it can request information from the manager of the management control and internal control function;
  - ✓ it can request Information from external collaborators, consultants, agents and representatives external to the Company;
  - ✓ it can view the documentation relating to the Company's activities performed in the Functions;
  - ✓ it periodically receives information from the specifically identified managers of the functions;
  - ✓ it proposes activation of the sanctioning procedures provided for in Chapter 9;
  - ✓ it reports to the management body, for appropriate measures, those confirmed breaches of the Organisational Model which may result in the onset of liability on the part of the Company;
  - ✓ at the end of each inspection, information and proposal activity, it draws up an analytical report, the contents of which are reported in a specific book and communicated to the Board of Directors and to the Chairperson of the Board of Statutory Auditors;
  - ✓ it draws up a written report on the activities performed on a regular basis, set out in a specific book and sent as a copy to the Board of Directors and to the Chairperson of the Board of Statutory Auditors;
  - \* it examines the adequacy of the Organisational Model, i.e. its real (and not merely formal) ability to prevent, in principle, undesirable behaviour;
  - \* it analyses maintaining of the solidity and functionality requirements of the Organisational Model over time;
  - \* it oversees the necessary dynamic updating of the Organisational Model, in the event that the analyses performed make it necessary to perform corrections and adjustments that may be required as a result of:
    - significant breaches of the provisions of the Organisational Model, or in the case of
    - significant changes to the internal structure of the Company and/or to the methods of performing business activities, or
    - regulatory changes;
- This treatment is normally performed at two distinct and integrated times:
- ✓ presentation of proposals for adaptation of the Organisational Model to the corporate bodies/functions capable of giving them concrete implementation within the corporate fabric. Depending on the type and scope of the interventions, the proposals will be directed towards the responsible functions of Human Resources, Administration, etc., or, in some cases of particular importance, towards the Board of Directors;
  - ✓ verification of the implementation and actual functionality of the proposed solutions;
  - \* it reports breaches by Directors of the Code of Ethics and of the Procedures to the Board of Directors and to the Board of Statutory Auditors;
  - \* it brings to the attention of the Members, possibly at the meeting for the approval of the



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financial statements, any anomalies if there is suspicion of serious irregularities committed by the Board of Directors, its members and the Auditors.

The Supervisory Body regulates the performance of its formal activities by formulating specific regulations (scheduling of the activity, minutes of the activities performed, regulation of information flows from the company structures to the Body, identification of the criteria and analysis procedures, etc. ).



## 11. Information to the Supervisory Body

The bodies and employees of the Company who operate in the Functions must inform the Supervisory Body in relation to:

- the periodic results of the control activity performed by them to implement the Organisational Model (summary reports of the activity conducted, monitoring activities, final indices, etc.);
- any anomalies or atypicalities found.

By way of example, the information obligation concerns:

- i. activities relating to and resulting from the request for, disbursement and use of public funding;
- ii. the awarding of contracts following tenders at national and/or European level, or private negotiations;
- iii. orders awarded by public bodies or entities performing public utility functions;
- iv. requests for legal assistance from the bodies and employees against whom the judiciary is proceeding for Crimes;
- v. provisions and/or information coming from judicial police bodies, or from any other authority, from which it is clear that investigations are being conducted, even against unknown persons, for Crimes;
- vi. commissions of inquiry or internal reports from which responsibility for Crimes emerge;
- vii. periodic reporting on health and safety at work;
- viii. accidents at work;
- ix. information relating to the effective implementation, at all company levels, of the Organisational Model, with evidence of the disciplinary proceedings performed and any sanctions imposed or the dismissal of such proceedings with the related reasons.

Information on the topics referred to in *i), ii), iii), vii)* and *viii)* ix) must be provided by means of summary statements with a frequency not exceeding six months.

The bodies, employees of the Company and external collaborators must inform the Supervisory Body in relation to any breach of the Organisational Model of which they have become aware.

Everyone is assured:

- full freedom to contact the Supervisory Body directly to report breaches of the Organisational Model or any irregularities, and
- exemption from the application of disciplinary sanctions and protection from retaliation of any kind, with the sole exception of improper information, both in terms of content and form, which remains punishable under contractual terms or according to company practice.

Retaliatory or discriminatory acts, direct or indirect, against the reporter for reasons connected, directly or indirectly, to the report are prohibited.

The adoption of discriminatory measures against the subjects who carry out make the reports referred to in paragraph 2-bis may be reported to the National Labour Inspectorate, for the measures within its competence, not only by the reporting person, but also by the trade union organisation indicated by the same.



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The retaliatory or discriminatory dismissal of the reporting party is null and void. The change of duties pursuant to article 2103 of the Italian Civil Code, as well as any other retaliatory or discriminatory measure adopted against the reporting party following the report made by them for the purposes of this Model are also null and void. It is the employer's responsibility, in the event of disputes linked to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or subjection of the whistle-blower to another organisational measure having negative effects, direct or indirect, on working conditions, subsequent to the presentation of the report, demonstrate that such measures are based on reasons unrelated to the report itself.

The Company has equipped itself with a platform for anonymous digital reports via the company website, which can be consulted at <https://corazzi.segnalazioni.net/>. The Supervisory Body has been appointed Manager of the reporting channel in accordance with the law.



## 12. Whistleblowing

### 12.1 Reference context

The Legislator approved Italian Legislative Decree 24/2023 (so-called “**Whistleblowing Law**”) which defined, among other matters:

- the aspects of protection of the subject, as identified by art. 3 of the Whistleblowing Law, who makes a report;
- the obligations of organisations and companies in terms of prohibition of retaliatory acts and non-discrimination of whistle-blowers and protection of their confidentiality;
- the need for the presence of one or more channels (with IT methods) that allow reporting subjects to submit reports, guaranteeing the confidentiality of the identity of the reporter, of the person involved and of the person mentioned in the report, as well as the content of the report and of the related documentation;
- the need to hear the representatives or trade union organisations referred to in article 51 of Italian Legislative Decree no. 81 of 2015 before activating the afore-mentioned reporting channels;
- the conditions for making an external report;
- the prohibition of retaliatory or discriminatory acts against the reporter for reasons related to the report;
- the need to include in the disciplinary system adopted pursuant to article 6, paragraph 2, letter e), of decree no. 231 of 2001 sanctions against those who are found to be responsible for the offences referred to in paragraph 1 of art. 21 of the Whistleblowing Law.

### 12.2 Introduction to Whistleblowing

"Whistleblowing" is the reporting made by a person who, in performing their duties, becomes aware of an offence, a risk or a dangerous situation which could cause damage to the company/entity for which they work, as well as to customers, colleagues, citizens, and any other category of subjects. The Company, sensitive to the ethical issues and correct conduct of its business, has implemented internal breach reporting systems to allow subjects identified by law to report breaches of national or European Union regulatory provisions that harm the public interest or the integrity of the public administration or private entity, of which they have become aware in a public or private working context, including breaches of the Code of Ethics or of the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/01.

The Whistleblowing Law identifies:

- the subjects who can activate a report;
- the acts or facts that can be reported, as well as the requirements that the reports must include in order to be taken into consideration;
- the methods through which to report the alleged breaches and the subjects responsible for receiving the reports;
- the investigation and possibly investigation process when a report is made;
- the guarantee of confidentiality and protection of the personal data of the person making the report and of the person reported and of the data contained in the report;



- the prohibition of retaliation and the prohibition of discrimination against the reporting party.

### **12.3 Purpose of the Whistleblowing procedure.**

The Company has a procedure for anonymous reports annexed to this Model (Annex 5), with the aim of representing the operating methods for managing reports and any consequent investigations, of which they have become aware due to the functions performed .

The scope of the procedure does not however include the cases excluded by the Whistleblowing Law, including:

- a) disputes, claims or requests linked to a personal interest of the reporting person or of the person who has filed a complaint with the judicial or accounting authority which relate exclusively to their individual working or public employment relationships, or inherent to their own relationships of work or public employment with hierarchically superior figures;
- b) reports of breaches where they are already regulated on a mandatory basis by European Union or by national acts or by national ones that constitute the implementation of European Union acts;
- c) reports of breaches relating to national security, as well as procurement relating to aspects of defence or national security, unless such aspects fall under relevant secondary law of the European Union.

The purpose of the procedure is to bring to light episodes of illegality or irregularity within the Company, clarifying and making it easier for the whistle-blower to resort to reporting and removing any factors that may hinder or discourage recourse to the institution.

The objective of the procedure is therefore, on the one hand, to provide the reporting party with clear operational indications regarding the subject, contents, recipients and methods of transmission of the reports and, on the other, to inform them about the forms of protection and confidentiality that are recognized and guaranteed.

Guarantee the sharing, respect and application of the Company's values in the working lives of own interlocutors.

### **12.4 Departments and subjects involved**

The offices and functions involved in the activities envisaged by this procedure are:

- Supervisory Body (hereinafter "**SB**") established pursuant to Italian Legislative Decree 231/01, appointed Manager of the Reporting Channel in accordance with the law;
- the company providing the Legality Whistleblowing - Illicit Conduct Reporting platform
- all recipients of the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/01 who can report illicit conduct, relevant pursuant to decree 231/2001 and based on precise and consistent factual elements, or breaches of the Company's organisation and management model, of which they have become aware due to the functions performed.



## 12.5 Description of the procedure

### a. Subject and requirements of the report

The Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/01 of the Company identifies the methods for transmitting to the Supervisory Body reports regarding conduct that may constitute the possible committing of significant offences pursuant to Decree 231/2001 or in any case breaches of the Model.

In order to facilitate reporting, the following channels have been defined:

- **through the Legality Whistleblowing - Illicit Conduct Reporting platform**, as a reporting channel suitable for guaranteeing, with IT methods, the confidentiality of the identity of the whistle-blower, in compliance with the legislation (hereinafter, the "**Software**"), that can be consulted at the following link published on the corporate website: <https://corazzi.segnalazioni.net/>;
- **e-mail to the SB at the address [odv.corazzi@corazzi.com](mailto:odv.corazzi@corazzi.com) or communication to the same by ordinary mail at the Company's headquarters, in a double sealed envelope.**

The Company also takes into consideration anonymous reports where these are adequately detailed<sup>1</sup> and provided in great detail, i.e. they are such as to bring out facts and situations by relating them to specific contexts (e.g.: documentary evidence, indication of names or particular qualifications, mention of specific offices, procedures or particular events, etc.).

The report - even non-anonymous reporting - must be detailed and must have the widest possible degree of completeness and exhaustiveness.

The reporting party is required to provide all available and useful elements to allow the competent parties to perform the necessary and appropriate checks and investigations to confirm the validity of the facts being reported, such as:

- i. a clear and complete description of the facts covered by the report;
- ii. the circumstances of time and place in which the reported facts were committed;
- iii. the personal details or other elements that allow identification of the person(s) who performed the reported facts (e.g. qualification, place of employment in which they perform the activity);
- iv. any documents supporting the report;
- v. an indication of any other subjects who can report on the facts being reported;
- vi. any other information that can provide useful feedback regarding the existence of the facts reported.

For a report to be detailed, these requirements do not necessarily have to be respected at the same time, considering the fact that the reporting party may not have available all the information requested.

Through the IT channel and therefore through the Software, the reporting party will be guided in every phase of the report and will be asked, in order to better substantiate the same, for a series of fields to be filled in compulsorily in compliance with the imposed requirements.

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<sup>1</sup> A report can be considered detailed if it allows the identification of factual elements reasonably sufficient to start an investigation (e.g.: the offence committed, the reference period and possibly the value, causes and purpose of the offence, the company/ division involved, the persons/units involved, the anomaly in the control system).





It is essential that the elements indicated are known directly by the reporting party and not reported or referred by other parties.

### **12.6 Management of reports**

Once the report has been received according to the channels provided for in this procedure, its management is divided into four phases:

- a. recording and retention;*
- b. investigation;*
- c. investigation and communication of the outcome;*
- d. archiving.*

#### **a. Recording and retention**

If the report is made via the Software, the Software itself will provide complete and confidential reporting in compliance with the relevant legislation.

In the case of communications on paper or by other means, upon receipt of the report, the Supervisory Body, through its secretariat, assigns the person making the report a specific alphanumeric ID and proceeds to record the details of the report on an IT and/or paper register, in particular:

- day and time;
- reporting entity;
- subject of the report;
- notes;
- status of the report (to be filled in at each stage of the process, e.g. preliminary investigation, investigation and communication of the evidence that emerged, archiving).

The paper register is kept by the Supervisory Body in a safe place that is inaccessible to unauthorised third parties in order to preserve maximum confidentiality of the report and the identity of the person making the report.

#### **b. Investigation**

The preliminary investigation aims to verify the validity of the report received. For this purpose, the SB meets to evaluate the contents by performing an initial screening and:

- where it immediately finds that the same is clearly unfounded, it will immediately dismiss it;
- where the report is not well-substantiated, the SB requests, where possible, further information from the reporter. If it is not possible to collect sufficient information to substantiate the report and to initiate the investigation, it is archived;
- if the report appears detailed with precise and consistent factual elements, it proceeds with the investigation phases.

#### **c. Investigation and communication of the outcome**



The investigation is the set of activities aimed at verifying the content of the reports received and at acquiring useful elements for the subsequent evaluation phase, guaranteeing maximum confidentiality on the identity of the report and on the subject of the report.

The investigation has the main purpose of verifying the veracity of the information subjected to investigation, providing a precise description of the facts ascertained, through audit procedures and objective investigative techniques.

The subject in charge of the investigation is the **Supervisory Body** and/or external consultants appointed ad hoc by the same body.

It is everyone's duty to cooperate with the person in charge of the investigation in performing of the same.

For each investigation, the person in charge of the investigation prepares a final report containing at least:

- the established facts;
- the evidence collected;
- the causes and shortcomings that allowed the reported situation to occur.

At the end of the investigations, when it finds that the report received is unfounded, the SB proceeds to archive the report and, where possible, communicates this to the reporter.

If the report is found to be well founded, the Supervisory Body activates the company managers (HR or possibly Legal & Compliance where applicable) to undertake the necessary and most appropriate mitigating and/or corrective actions.

It transmits the outcome of the investigation to the **HR** function for the possible initiation of disciplinary proceedings aimed at imposing, if necessary, disciplinary sanctions in line with the provisions of the applicable legislation and of the relevant collective labour agreements.

#### **d. Archiving**

In order to guarantee the traceability, confidentiality, preservation and availability of data throughout the procedure, the documents are stored and archived both in digital format, via the Software, and through password-protected network folders and in paper format, in a dedicated secured cabinet located in the SB Secretariat office, accessible only to specifically authorised and trained persons.

All documentation will be kept, without prejudice to further legal terms in the cases expressly provided, for 10 years from the date of closure of the activities.

In accordance with the current law and company procedures regarding privacy, the processing of personal data of the persons involved and/or mentioned in the reports is protected.

#### **12.7 Protection of the whistle-blower**

The entire process must however guarantee confidentiality of the identity of the whistle-blower from the moment the report is received and at every subsequent stage.

For this purpose, in compliance with the current legislation, the Company has established a series of mechanisms aimed at protecting the non-anonymous reporter, providing:



- a. protection of the confidentiality of the whistle-blower;*
- b. prohibition of discrimination against the whistle-blower.*

***a. Protection of the whistle-blower's confidentiality***

The use of the Software guarantees complete confidentiality of the reporter, as only the Supervisory Body can access the report.

In the case of reports made through any other methods, the recipients, once the report has been received and recorded, assign a specific anonymous ID to the reporting party. To protect the confidentiality of the whistle-blower, the ID will be used in all official documents and communications during the investigation.

In the context of any disciplinary proceedings instituted against the reported person:

- if the alleged facts were based on investigations distinct and additional to the report, even if consequent thereto, the identity of the reporting party cannot be revealed;
- if the alleged facts were based in whole or in part on the report, the identity of the reporter may be revealed to the person(s) involved in the report itself, where two requirements are met simultaneously:
  - o the consent of the reporting party;
  - o the proven need on the part of the reported party to know the name of the whistle-blower for the purposes of full exercise of the right of defence.

***b. The prohibition of discrimination against the whistle-blower***

The reporting party cannot be sanctioned, fired or subjected to any discriminatory measure, direct or indirect, having effects on working conditions for reasons directly or indirectly linked to the report.

Discriminatory measures include unjustified disciplinary actions, harassment in the workplace, any changes to duties or place of work and any other worsening change in working conditions which acts as a form of retaliation against the report. The reporting party who believes they have suffered discrimination for having made a report must provide detailed information to the Company's Supervisory Body.

The reporting person who believes they have suffered discrimination can take legal action against the perpetrator of the discrimination and also against the Company - if the Company actively participated in the discrimination. Bear in mind that, in this case, the law provides for a reversal of the burden of proof and it will therefore be the Company that will have to demonstrate that the change in the reporting person's working conditions does not originate from the report.

**12.8 Breach of procedure**

Failure to comply with this procedure entails the possibility for the Company's employees to apply the Company's Disciplinary System, in line with the provisions of the applicable legislation and of the relevant collective labour agreements.



### **13. Structure of the Organisational Model**

The following are annexed as integral parts to the Organisational Model:

- 1) the text of the provisions that generated the liability of the Entities for the Crimes;
- 2) list of company procedures in force;
- 3) the Confindustria Guidelines issued in June 2021;
- 4) the ANAC Whistleblowing Guidelines issued in July 2023;
- 5) The COR P47 Policy whistleblowing procedure;
- 6) the preliminary report with the annexes including the interviews performed during the monitoring phase of the risk areas.