



ORGANISATIONAL AND MANAGEMENT MODEL EXCERPT











INTRODUCTION

Legislative Decree no. 231 of 8 June 2001 (from now on: the Decree), entitled “Regulations on the administrative liability of legal entities, companies and associations, including those without legal personality, pursuant to Article 11 of Law no. 300 of 29 September 2000”, introduced the criminal liability of entities, in addition to that of the natural person who commits the illegal act.

This liability arises only when certain types of offences are committed by persons who are linked to the entity in various ways and only when the offence is committed in the interest or to the advantage of the entity.

However, Article 6 of the provision under review provides for a form of “exemption” from liability for the entity if, in the course of criminal proceedings for one of the offences concerned, it proves that it has adopted and effectively implemented organisational, management and control models capable of preventing the perpetration of the offences concerned. The system provides for the establishment of a control body within the entity with the task of monitoring the actual effectiveness of the model.

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LIST OF PREDICATE OFFENCES

- Art. 24, Legislative Decree no. 231/2001 - Undue receipt of funds, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public supply.
- Art. 24-bis, Legislative Decree no. 231/2001 - Computer crimes and unlawful processing of data.
- Art. 24-ter, Legislative Decree no. 231/2001 - Organised crime offences.
- Art. 25, Legislative Decree no. 231/2001 - Embezzlement, extortion, undue inducement to give or promise benefits, bribery and abuse of office.
- Art. 25-bis, Legislative Decree no. 231/2001 - Forgery of money, public credit cards, revenue stamps and identification instruments or signs.
- Art. 25-bis.1, Legislative Decree no. 231/2001 - Crimes against industry and trade.
- Art. 25-ter, Legislative Decree no. 231/2001 - Corporate offences.
- Art. 25-quater, Legislative Decree no. 231/2001 - Crimes for the purpose of terrorism or subversion of democracy as defined by the Criminal Code and special laws.
- Art. 25-quater.1, Legislative Decree no. 231/2001 - Female genital mutilation practices.
- Art. 25-quinquies, Legislative Decree no. 231/2001 - Crimes against the person.
- Art. 25-sexies, Legislative Decree no. 231/2001 - Market abuse offences and Other market abuse offences (Art. 187-quinquies TUF).
- Art. 25-septies, Legislative Decree no. 231/2001 - Crimes of culpable homicide and grievous or very grievous bodily harm, committed in violation of the rules on accident prevention and protection of hygiene and health at work.
- Art. 25-octies, Legislative Decree no. 231/2001 - Receiving, laundering and use of money, goods or benefits of unlawful origin, and self laundering.
- Art. 25-octies.1, Legislative Decree no. 231/2001 - Crimes relating to non-cash payment instruments and fraudulent transfer of valuables.
- Art. 25-octies.1 comma 2, Legislative Decree no. 231/2001 - Other offences relating to non-cash means of payment.
- Art. 25-novies, Legislative Decree no. 231/2001 - Copyright infringement offences.
- Art. 25-decies, Legislative Decree no. 231/2001 - Incitement to not make statements or to make false statements to the judicial authorities.
- Art. 25-undecies, Legislative Decree no. 231/2001 - Environmental crimes.
- Art. 25-duodecies, Legislative Decree no. 231/2001 - Employment of third country nationals whose residence is illegal.
- Art. 25-terdecies, Legislative Decree no. 231/2001 - Racism and xenophobia.
- Art. 25-quaterdecies, Legislative Decree no. 231/2001 - Fraud in sporting competitions, illegal gaming or betting and gambling by means of prohibited devices.
- Art. 25-quinquedecies, Legislative Decree no. 231/2001 - Tax offences.
- Art. 25-sexiesdecies, Legislative Decree no. 231/2001 - Smuggling.
- Art. 25-septiesdecies, Legislative Decree no. 231/2001 - Crimes against cultural heritage.
- Art. 25-duodevicies, Legislative Decree no. 231/2001 - Laundering of cultural goods and devastation and looting of cultural and landscape heritage and properties.
- Liability of entities for administrative offences (Art. 12, L. n. 9/2013).
- Transnational crimes (L. n. 146/2006).

ADOPTION OF THE MODEL BY THE COMPANY

In accordance with its corporate and group policy based on fairness and transparency criteria, NOVATEX has promptly adopted an Organisational, Management and Control Model aimed at:

- prevent, and reasonably reduce to an acceptable level, the possible risks of illegal conduct;
- raise the awareness of its staff and stakeholders to adopt a fair and transparent conduct, in line with the ethical and social values that inspire NOVATEX in the pursuit of its corporate purpose;
- create in all those who work in the name and on behalf of NOVATEX the awareness that, in the event of breaches of the provisions set out in the model, they may incur an offence punishable by criminal and administrative sanctions, not only against them but also against NOVATEX;



- reiterate that NOVATEX will not tolerate unlawful conduct of any kind and for any purpose whatsoever, because such conduct, even where NOVATEX is apparently in a position to gain an advantage, is in any case contrary to the ethical and social principles of the company and the group.

The Model was adopted by NOVATEX's Board of Directors through a specific resolution and is periodically updated as a result of regulatory and organisational changes within the company.

CODE OF ETHICS

The Code of Ethics has been drawn, approved and circulated by the Board of Directors in order to communicate to all stakeholders the principles of corporate ethics of NOVATEX.

The Code of Ethics expresses the ethical commitments and responsibilities assumed by those who, in various capacities, collaborate to achieve NOVATEX's objectives, in relation to:

- holders of capital
- employees
- collaborators
- external consultants
- suppliers
- customers
- other subjects.

Those who have an interest in NOVATEX's activities are collectively defined as Stakeholders.

Each person who works at NOVATEX is required to act in accordance with the provisions contained in the Code of Ethics at all times.

The Code of Ethics is published on the company website.

PENALTY SYSTEM

In order to ensure the effectiveness of the Organisation, Management and Control Model, the Decree expressly requires the introduction of a disciplinary system capable of sanctioning non-compliance with the measures set out in the Model. Therefore, in accordance with that requirement, the Model adopted by NOVATEX sets out the disciplinary sanctions that will be imposed in the event of a breach of the company rules.

Disciplinary sanctions will be imposed regardless of the outcome of any criminal proceedings and shall be proportionate to the intentionality of the conduct, the duties and functional position of the persons involved and the specific circumstances of the case.

THE SUPERVISORY BOARD

Pursuant to the Decree, the Supervisory Board (from now on: the 'Board') was established.

The Board, endowed with autonomous powers of initiative, has the task of assessing the adequacy of the organisation and management model (from now on: '231 model') adopted by the Company, as well as of supervising its functioning and observance, to prevent the commission of the offences provided for by Legislative Decree No. 231/2001 and its subsequent amendments and additions.

The requirements, appointment procedures and duration of the Board are precisely regulated in the Organisation Model.

The main functions of the Supervisory Board are as follows:

- supervision of the actual application of the Model, through the development and implementation of a supervision and control programme;
- supervision of the adequacy of the Model, and in particular its effectiveness in preventing Administrative Crimes and Offences;
- supervision of the maintenance over time of the adequacy requirements of the Model;
- promotion of the update of the Model, should this become necessary;
- reception of reports (so-called whistleblowing) and analysis of their content, and promotion of the subsequent necessary activities.





REPORTING PROBLEMS OR SUSPECTED VIOLATIONS (SO-CALLED WHISTLEBLOWING)

Anyone who becomes aware, or is reasonably convinced, of the existence of a violation of the Code, a particular law or company procedures, has a duty to immediately inform his or her supervisor and the Supervisory Board.

The body entrusted with the management of reports is the Supervisory Board (SB), without prejudice to the responsibilities and prerogatives of the Board of Auditors on reports addressed to it.

In compliance with the changes introduced by Legislative Decree 24/2023, Novatex has approved the so-called Whistleblowing procedure.

In short, the Company has created a portal accessible from its website at this address: <http://novatexitalia.it/whistleblowing> where it is possible to read the procedure and the privacy policy; it is also accessible via direct link at: <http://novatexitalia.segnalazioni.biz>.

The portal allows the transmission, also anonymously, of a personal report or a report received from a third party.

Reports can also be made by ordinary or registered mail, addressed to the Supervisory Board at the company's registered office at Via Per Dolzago 37, 23848 Oggiono (LC).

The whistleblower may also ask to make an oral report to the Head of Human Resources in person or by telephone on 0341.267624.

Retaliatory acts of any kind against the whistleblower are prohibited.

The whistleblower may also report the violation to the ANAC if:

- he/she has already made a report to the Supervisory Board but it was not followed up;
- has well-grounded reasons to believe that, if he/she made a report to the Supervisory Board, it would not be effectively followed up, or would lead to retaliatory conduct;
- has well-grounded reason to believe that the breach may constitute an imminent or clear danger to the public interest;

The Whistleblowing procedure is published on the corporate website.

The complete version of the Organisational Model has been given to all employees and is available at the Human Resources Department.



Novatex Italia SpA - Via per Dolzago 37 23848 Oggiono (LC) - Italy
Tel. 0341.267611 - Fax 0341.260408
www.novatexitalia.it - novatex@novatexitalia.it