Organization, Management and Control Under Italian Legislative Decree No.231/2001

General Section

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1 INTRODUCTION

This document constitutes the Organization, Management, and Control Model (hereinafter referred to as the "231 Model" or "Organizational Model") pursuant to Legislative Decree No. 231 of June 8, 2001 (hereinafter also the "Decree") of MINO S.p.A. (hereinafter referred to as "MINO", the "Company" or the "Entity").

It specifically identifies the activities and related risk areas within which the offences expressly listed in Legislative Decree 231/2001 (hereinafter the "predicate offenses") may be committed.

The Company recognizes the importance of defining an internal control system that is constantly adequate to prevent unlawful conduct, in order to ensure the highest standards of fairness and transparency in the management of its business and corporate activities.

2 PURPOSE OF THE MODEL

The decision to adopt and implement a Model 231 reflects the Company's broader corporate policy, aimed at achieving the following main objectives:

- reaffirming that any unlawful conduct is absolutely condemned by MINO;
- ensuring that all individuals operating in the name and on behalf of the Company are aware of their obligation to comply with the provisions of Model 231 and corporate protocols, with particular attention to areas considered "at risk" of committing offences relevant under the Decree;
- informing the Recipients of Model 231 that any violation of its provisions constitutes a disciplinary offence, and that in the event a predicate offence is committed, in addition to the personal criminal sanctions applicable to the individual, the Company itself may also incur administrative liability, resulting in the application of the related penalties;
- enabling the Company to act promptly to prevent or counter the commission of unlawful acts through the control and monitoring of areas at risk of predicate offences and through the implementation of tools designed for this purpose.

3 STRUCTURE OF THE MODEL

This document consists of a General Section, a Risk Matrix, and a Special Section. Annex 1 to the General Section contains a Catalog of Offenses, updated as of the adoption date of the Model.

The General Section describes the contents of the Decree, outlining the types of offences that give rise to administrative liability of the Entity, the possible sanctions, and the conditions for exemption from liability. It also illustrates the Company's organizational structure and the activities carried out for the preparation, dissemination, and updating of the Organizational Model.

The Risk Matrix lists the Sensitive Activities (and/or the related Instrumental Processes), the categories of offences potentially applicable within such Activities or Processes, the Functions involved, and the control measures adopted by the Company to mitigate the risk of offences (including the Special Section).

The Special Section contains specific Protocols setting out the rules, principles of control, and conduct deemed suitable for managing the areas identified as potentially exposed to the risk of committing predicate offences.

The provisions of the Organizational Model are integrated with those set out in the Code of Ethics, as these two documents pursue different but complementary objectives.

In particular:

- the Code of Ethics is an instrument adopted autonomously and applied generally by the Company to express the principles of "corporate ethics" that must be observed by all its Recipients;
- Model 231, on the other hand, implements the specific provisions of the Decree, aimed at preventing the commission of predicate offences that could result in the attribution of administrative liability to the Company.

4 RECIPIENTS OF THE ORGANIZATIONAL MODEL

The 231 Model applies to all personnel of MINO.

To ensure effective prevention of offenses, the Model also applies to external collaborators, including both natural persons (consultants, suppliers, etc.) and legal entities who collaborate with the Company through contracts in the performance of their activities.

Compliance with the Model is ensured through a contractual clause obliging third-party contractors to adhere to the rules of conduct set out in this document.

Before entering into contracts with third parties, the Company must conduct an appropriate due diligence procedure to verify the following: the reputation of the party and its main representatives, partners, and directors; the financial situation of the potential contracting party; its major clients; and any ongoing relations with public authorities.

5 I – GENERAL SECTION

5.1 LEGISLATIVE DECREE NO. 231 OF JUNE, 8TH 2001 AND THE REGULATION OF ADMINISTRATIVE LIABILITY OF ENTITIES.

Legislative Decree No. 231 of 8 June 2001, entitled "*Regulation of the Administrative Liability of Legal Persons, Companies, and Associations without Legal Personality, pursuant to Art. 11 of Law No. 300 of 29 September 2000*" (hereinafter "Legislative Decree 231/2001" or the "Decree"), originates from certain international and European conventions ratified by Italy, which require establishing forms of liability for collective entities for specific offenses.

Under Legislative Decree 231/2001, companies can be held "responsible" for certain offenses committed or attempted in their interest or to their advantage by senior management (so-called "top-level individuals") or by persons under their direction or supervision (Art. 5(1) of Legislative Decree 231/2001)[1], or, more generally, by anyone functionally connected to the Entity.

The administrative liability of the Company is autonomous from the criminal liability of the individual who committed the offense and is supplementary to it pursuant to Art. 8 of the Decree.

This extension of liability aims essentially to involve the assets of companies in the punishment of certain offenses, and ultimately the economic interests of shareholders, who, prior to the entry into force of the Decree, did not bear direct consequences for offenses committed by directors or employees in the interest or to the advantage of the company for which they acted.

Pursuant to Legislative Decree 231/2001, entities may be subject, directly and independently, to pecuniary and prohibitive sanctions in relation to offenses committed by functionally connected individuals (Art. 5 of the Decree).

However, administrative liability is excluded if the Company has, among other things, adopted and effectively implemented, before the commission of the predicate offense, an Organization, Management, and Control Model suitable to prevent offenses of the same type as the one that occurred.

[1] Art. 5, paragraph 1 of Legislative Decree 231/2001: "Liability of the entity – The entity is liable for offenses committed in its interest or to its advantage: a) by persons who hold positions of representation, administration, or management of the entity or of one of its organizational units with financial and functional autonomy, as well as by persons who, even de facto, exercise its management and control; b) by persons subject to the direction or supervision of one of the individuals referred to in letter a).

Liability is also excluded if top-level individuals and/or their subordinates acted exclusively in their own interest or that of third parties[2].

Regarding territorial scope, the entity may also be held liable in Italy for offenses committed abroad (as contemplated by the applicable administrative liability legislation) if:

a) the offense is committed abroad by a person functionally connected to the entity (as previously described);

b) the entity has its main office within the territory of the Italian State;

c) the other conditions provided for by the Italian Penal Code are met.

5.2 OFFENSES THAT DETERMINE ENTITY LIABILITY

The unlawful acts giving rise to the Company's administrative liability are only those expressly indicated by the legislator within Legislative Decree 231/2001 or special laws referring to the same framework.

Over the years, the catalog of predicate offenses under the Decree has significantly expanded and currently includes the following macro-categories, within which specific relevant offenses can be identified (**Annex 1**)[3].

Moreover, not all "predicate" offenses under Legislative Decree No. 231/01 have been considered relevant to MINO's operations. The types of offenses that could, in theory, give rise to a claim under Legislative Decree 231/2001 against MINO are indicated in the Risk Matrix and detailed in the Special Section.

5.3 SANCTIONS APPLICABLE TO THE COMPANY

I The disciplinary system provided for by Legislative Decree 231/2001 is structured into four types of sanctions to which the entity may be subjected in the event of a conviction under the Decree:

- **Financial penalty**: this is always applied whenever the judge establishes the liability of the Entity. It is calculated through a system based on "quotas," determined by the competent judicial authority in both number and amount: the number of quotas, which must be quantified within a minimum and maximum range depending on the offense, is based on the severity of the crime, the degree of responsibility of the entity, and the actions taken to eliminate or mitigate the consequences of the offense or to prevent the commission of other unlawful acts. The amount of each quota is set

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[2] Art. 5, paragraph 2 of Legislative Decree 231/2001: "Liability of the entity – The entity is not liable if the individuals referred to in paragraph 1 acted solely in their own interest or in the interest of third parties.

[3] The catalog of predicate offenses is updated as of March 23, 2022: the most recent provision included is Law No. 22 of March 9, 2022

between a minimum of €258.00 and a maximum of €1,549.00, depending on the economic and financial conditions of the Entity.

- **Interdictive sanctions**: Interdictive sanctions are applied in addition to financial penalties only if expressly provided for the offense for which the Entity is convicted, and only if at least one of the following conditions is met:

  (i) the Entity has derived a significant profit from the offense, and the unlawful act was committed by a Senior Officer or by a Subordinate; in the latter case, the commission of the offense must have been caused or facilitated by serious organizational deficiencies;

  (ii) in the case of repeated offenses.

  The interdictive sanctions provided for by the Decree are:

  - prohibition from carrying out business activities;
  - suspension or revocation of authorizations, licenses, or premits necessary for the commission of the offense;
  - prohibition from contracting with the Public Administration, except for obtaining public service provisions;
  - exclusion from incentives, financing, contributions, or subsidies, and possible revocation of those already granted;
  - prohibition on advertising goods or services;

  Interdictive sanctions are temporary and apply specifically to the activity of the Entity to which the offense relates; such sanctions may be applied exceptionally on a permanent basis. They may also be applied as a precautionary measure, prior to the conviction, if there is strong evidence of the Entity's liability, as well as well-founded and specific elements indicating a concrete risk of further offenses of the same nature as the one under consideration.

- **Confiscation**: Upon conviction, the confiscation of the price or profit of the offense (ordinary confiscation) or of assets or other benefits of equivalent value (equivalent confiscation) is always ordered. The profit from the offense is defined as the economic advantage directly and immediately derived from the offense, and concretely determined net of any actual benefit obtained by the injured party within the framework of any contractual relationship with the Entity. It is further specified that, based on this definition, any accounting parameter must be excluded; therefore, the profit cannot be identified with the net profit realized by the Entity (except in the case of

administration of the Entity as provided by law).

- **Publication of the conviction**: This may be ordered when the Entity is sentenced to an interdictive sanction and consists of publishing the sentence once, either in extract or in full, in one or more newspapers designated by the judge in the sentence, as well as by posting in the municipality where the Entity has its main office; this sanction is carried out at the expense of the Entity.

5.4 ADOPTION OF THE ORGANIZATION, MANAGEMENT, AND CONTROL MODEL AS A CAUSE OF XEMPTION FROM COMPANY LIABILITY

Article 6 of Legislative Decree 231/2001 establishes that the Entity is not liable for an offense committed in its interest or to its advantage if it can demonstrate that it "adopted and effectively implemented," prior to the commission of the act, "organization and management models (further defined as control models in Article 7 of Legislative Decree 231/2001) suitable for preventing offenses of the type that occurred."

The same provision also requires the establishment of an internal control body within the Entity, tasked with overseeing the functioning, effectiveness, and compliance of the aforementioned models, as well as ensuring their periodic updating.

These organization, management, and control models (hereinafter referred to as "**Model(s)**"), pursuant to Article 6, paragraph 2 of Legislative Decree 231/2001, must meet the following requirements:

- identify the activities within which the offenses provided for by Legislative Decree 231/2001 may be committed;
- provide specific protocols or procedures aimed at planning the implementation of the Entity's decisions in relation to the offenses to be prevented;
- define methods for managing financial resources suitable to prevent the commission of such offenses;
- establish reporting obligations towards the body responsible for overseeing the functioning and compliance of the Models (hereinafter the "**Supervisory Body**" or "**SB**");
- introduce a disciplinary system suitable to ensure compliance with the measures indicated in the Model.

If the offense is committed by individuals who hold positions of representation, administration, or management of the Entity or of one of its organizational units with functional autonomy, as well as by individuals who, even de facto, exercise its management and control, the Entity "*is not liable if it can prove*" that:

i. the governing body adopted and effectively implemented, prior to the commission of the act, an organizational Model suitable to prevent offenses of the type that occurred;

ii. the task of overseeing the functioning and compliance of the Model and ensuring its updating was assigned to the Entity's Supervisory Body, endowed with autonomous powers of initiative and control;

iii. the individuals committed the offense by fraudulently circumventing the Model;

iv. there was no failure or insufficiency of supervision by the SB regarding the Model;

v. in the case where the offense is committed by individuals subject to the direction or supervision of one of the above-mentioned persons, the Entity is not liable if it can prove that it adopted and effectively implemented a Model suitable to prevent offenses of the type that occurred. An effective internal control system is one that reduces, with reasonable certainty, the risk of offenses being committed, since it is impossible to construct an "all-powerful" system that completely eliminates the possibility of a natural person violating the law.

6 DESCRIPTION OF MINO'S CORPORATE STRUCTURE

MINO S.P.A.

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LA SOCIETA' HA PER OGGETTO L'ATTIVITA' DI PROGETTAZIONE, PRODUZIONE, ACQUISTO, COMMERCIALIZZAZIONE, INSTALLAZIONE, MANUTENZIONE, AMMODERNAMENTO, RIPARAZIONE DI IMPIANTI E MACCHINARI DI LAMINAZIONE, IMPIANTI DI FRESATURA, LINEE DI TAGLIO, LINEE DI TENSIO-SPIANATURA ED IN GENERE LINEE DI PROCESSO UTILIZZABILI NEL SETTORE METALLURGICO, SIDERURGICO E MECCANICO, ANCHE NELLA FORMA CHIAVI IN MANO, NONCHE' RELATIVI ACCESSORI QUALI APPARECCHIATURE MECCANICHE, FLUIDICHE, ELETTRICHE, ELETTRONICHE E DI MISURA, ATTREZZATURE, DISPOSITIVI ED UTENSILERIA E QUALSIASI ALTRO IMPIANTO COLLEGATO A QUANTO SOPRA DESCRITTO.
AI FINI DEL CONSEGUIMENTO DELL'OGGETTO SOCIALE, LA SOCIETA' POTRA' INOLTRE COMPIERE TUTTE LE OPERAZIONI COMMERCIALI, INDUSTRIALI E FINANZIARIE, MOBILIARI E IMMOBILIARI, RITENUTE NECESSARIE O UTILI DAGLI AMMINISTRATORI, PURCHE' ACCESSORIE E STRUMENTALI RISPETTO ALL'OGGETTO SOCIALE.
POTRA' ALTRESI' ASSUMERE, DIRETTAMENTE O INDIRETTAMENTE, PARTECIPAZIONI O INTERESSENZE IN ALTRE IMPRESE AVENTI OGGETTO ANALOGO OD AFFINE AL PROPRIO, CON ESCLUSIONE DI OGNI ATTIVITA' RISERVATA AI SENSI DELLE L. 1/91 E L. 197/91 E DEL D.LGS. 385/93 E SUCCESSIVE MODIFICAZIONI O INTEGRAZIONI E DI OGNI OPERAZIONE NEI CONFRONTI DEL PUBBLICO.
POTRA' INFINE CONCEDERE FIDEIUSSIONI, PRESTARE AVALLI ED OGNI ALTRA GARANZIA IN GENERE.

6.1 THE ORGANIZATIONAL STRUCTURE OF MINO

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R
L'AMMINISTRAZIONE ORDINARIA E STRAORDINARIA DELLA SOCIETA', CON FACOLTA' DI
COMPIERE TUTTI GLI ATTI, ANCHE DI DISPOSIZIONE, RITENUTI OPPORTUNI PER LA
REALIZZAZIONE DELL'OGGETTO SOCIALE, SENZA ECCEZIONE ALCUNA, SALVA LA COMPETENZA
ESCLUSIVA DELL'ASSEMBLEA NEI CASI PREVISTI DALLA LEGGE.
L'ORGANO AMMINISTRATIVO E' INOLTRE COMPETENTE AD ASSUMERE LE DELIBERAZIONI
CONCERNENTI:
  LA FUSIONE, NEI CASI PREVISTI DAGLI ARTICOLI 2505 E 2505-BIS DEL CODICE
CIVILE;
  L'ISTITUZIONE O LA SOPPRESSIONE DI SEDI SECONDARIE;
  L'INDICAZIONE DI QUALI TRA GLI AMMINISTRATORI HANNO LA RAPPRESENTANZA DELLA
SOCIETA;
  LA RIDUZIONE DEL CAPITALE IN CASO DI RECESSO DEL SOCIO;
  GLI ADEGUAMENTI DELLO STATUTO A DISPOSIZIONI NORMATIVE;
  IL TRASFERIMENTO DELLA SEDE SOCIALE NEL TERRITORIO NAZIONALE.
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Powers among the directors are allocated as indicated in the company's Chamber of Commerce registration. The Company has granted specific powers to special attorneys in the areas of occupational health and safety, environmental protection, banking relations, and procurement. The Company's operational structure is organized as follows:

7 ORGANIZATION, MANAGEMENT, AND CONTROL MODEL AND METHODOLOGY FOR ITS DEVELOPMENT

7.1 PREMISE

The adoption of the organizational Model by MINO not only represents a basis for exemption from liability under Legislative Decree 231/2001 with respect to potential predicate offenses, but also constitutes an act of social responsibility towards specific stakeholders (shareholders, employees, clients, suppliers) and the wider community, as well as an affirmation of the ethical values firmly upheld by the Company.

In developing this 231 Model, in accordance with Article 6, paragraph 3 of the Decree, the external consultants appointed for this purpose also followed the "Confindustria Guidelines" and took into account relevant doctrinal and jurisprudential interpretations of Legislative Decree 231/2001.

7.2 PROJECT FOR ALIGNING MINO S.P.A'S 231 MODEL

The adoption of this 231 Model involved a precise identification and assessment of the areas and processes most exposed to the risk of committing offenses.

MINO's "231 Project" provided for the implementation of three distinct operational phases:

PHASE I – Identification of Sensitive Areas and Risk Analysis: Analysis of MINO's corporate context—through interviews and review of relevant documentation—to identify the areas of company operations where offenses relevant under Legislative Decree 231/2001 could theoretically occur; preparation of the General Section and the Risk-Offense Matrix of MINO's Model.

PHASE II – Implementation of the Internal Control System: Drafting of the Special Section of MINO's Model.

7.3 FORMAL APPROVAL OF THE MODEL AND APPOINTMENT OF THE SUPERVISORY BODY (SB)

Formal approval of this Model and the appointment of the SB must be made by resolution of the Board of Directors.

Modifications that do not involve changes to the General Part and/or the Risk Matrix may be adopted by the CEO, after consultation with the SB.

Since the 231 Model is issued by the company's top management, the Board of Directors remains responsible for proactively ensuring its adoption and effective implementation, as well as approving any necessary modifications and updates over time. Such updates may occur, for example, following reorganizations of the corporate structure or the introduction of new legislation relevant to the Company.

8 SUPERVISORY BODY

8.1 IDENTIFICATION, PLACEMENT AND OPERATING REQUIREMENTS

As stated in Article 6 of Legislative Decree 231/2001, a Supervisory Body ("SB") must be established, *"endowed with autonomous powers of initiative and control"* with the task of *"monitoring the functioning and compliance of the Model, ensuring its updating,"* as an additional requirement for the Company to be exempted from liability for the offenses listed therein.

The SB must be positioned with absolute impartiality and independence from the Board of Directors and, if appointed, from the supervisory body.

The SB must meet the following requirements for the effective performance of its functions, as confirmed by authoritative doctrine and established jurisprudence:

- **Autonomy and independence:** The SB should ideally include external members, or at least one external professional, and must not have operational duties, maintaining a staff relationship rather than hierarchical subordination to company management.
- **Professionalism:** Members must possess specific knowledge enabling them to recommend preventive measures to senior management, identify causes of any offenses already committed, and verify compliance with the Model by the organization's personnel.
- **Continuity:** The SB's activity must be continuous rather than sporadic, requiring regular meetings to monitor company operations.
- **Integrity and absence of conflict of interest:** see paragraph 8.3.

8.2 FUNCTIONS AND POWERS OF THE SUPERVISORY BODY

In accordance with Legislative Decree 231/2001, the SB's functions include:

- **Verification and monitoring of the Model's effectiveness:** which consists of verifying the consistency between the actual behaviors of the Recipients and the requirements set forth in the Model;
- **Assessment of the adequacy of the Model and its periodic updating:** This involves verifying the suitability of the Model in relation to the type of activity and the characteristics of the Company, in order to prevent the risk of offenses being committed. This requires the SB to play a proactive role with respect to senior management, suggesting appropriate updates to the Model in response to changes in the company structure, relevant legislative amendments under the Decree, as well as any detected violations or dysfunctions of the Model;

- **Information and training on the Model and, more generally, on the provisions of Legislative Decree 231/2001:** This consists of promoting and continuously monitoring initiatives aimed at ensuring the dissemination of the Model among all its Recipients;
- **Management of information flows to and from the SB:** This function allows the SB to interact with all corporate bodies, personnel, and third parties, and to continuously monitor every aspect of company operations.

In carrying out its assigned tasks, the Supervisory Body (SB) is always required to:

- document in detail, including through the compilation and maintenance of dedicated minutes books, all activities performed, initiatives and measures adopted, as well as information and reports received, in order to ensure complete traceability of interventions and the guidance provided to the relevant corporate functions;
- record and preserve all documentation created, received, or otherwise collected during its mandate, relevant for the proper execution of its duties.

The SB must adopt an internal regulation that precisely governs its operation. This regulation may be updated and revised by the SB, if deemed necessary, also in consideration of the Company's approval of the Model and any subsequent amendments.

In the context of **activities related to verification and supervision of the Model,** the SB must:

- periodically verify the adequacy of the 231 Model, i.e., its suitability to prevent unlawful conduct and detect any occurrences of such conduct;
- supervise the effectiveness of the Model, i.e., ensure the alignment between actual behaviors and those formally prescribed by the document;
- monitor company operations and the overall effectiveness of the preventive system adopted by the Company, including in the area of occupational health and safety, carrying out all verifications deemed appropriate, including periodic and scheduled checks with follow-ups, as well as extraordinary or "surprise" inspections, according to the methods and timelines established by the SB in its regulation.

Regarding **information and training activities on the Model**, the SB is responsible for:

- constantly promoting and monitoring initiatives aimed at ensuring adequate knowledge of the Model among all its Recipients;
- promptly addressing, including through the preparation of specific opinions, any requests for

clarification and/or consultation from corporate functions, personnel, or administrative and control bodies, if connected to the application of the Model.

The SB shall be provided with adequate financial resources to freely carry out its mandate and must be supported by at least one company contact to ensure constant direct communication with the Company.

To carry out its assigned tasks, the SB is granted all powers necessary to ensure precise and efficient supervision of the effective functioning and compliance of the organizational Model. For example, the SB, including through the budget made available by the Company, has the authority to:

- conduct, including on a surprise basis, inspections and checks deemed appropriate for the proper performance of its duties;
- freely access company archives, information, and documents, without prior consent or authorization, to obtain any information, data, or documents considered necessary;
- summon company representatives who can provide useful information or guidance regarding business operations or any dysfunctions or violations of the 231 Model;
- use, under its direct supervision and responsibility, all Company structures or external consultants.

All corporate functions must cooperate with the SB, promptly responding to its requests and providing all documentation and information necessary for supervisory activities. Specifically, regarding matters related to occupational health and safety, the SB must interface with the Company's designated internal or external resources responsible for managing these aspects, such as the RSPP (Occupational Safety Officer) and the Competent Physician, appointed in compliance with Legislative Decree 81/2008.

Corporate functions that, while supporting the SB, become aware of sensitive information are subject to the same confidentiality obligations imposed on SB members.

8.3 IDENTIFICATION OF MINO'S SUPERVISORY BODY (SB)

In implementation of the provisions of Legislative Decree 231/2001, the administrative body appoints a single-member Supervisory Body (SB) composed of an external professional specifically selected by the Board of Directors.

The SB serves a three-year term, starting from the date the mandate is conferred by the administrative body.

Members of the SB are chosen from individuals qualified and experienced in legal matters, internal control systems, or auditing.

The following constitute grounds for ineligibility and/or removal of a member of the Body:

- interdiction, disqualification, bankruptcy, or, in any case, a criminal conviction, even if not final, for one of the offenses provided for by Legislative Decree 231/2001 or, in any case, a penalty that entails temporary or permanent disqualification from public office or incapacity to hold management positions;
- the existence of kinship, marriage, or affinity up to the fourth degree with members of the administrative body, as well as with members of any parent and/or subsidiary companies;
- except for any employment relationship, the existence of financial relationships between the members and the Company or any companies controlling or controlled by it, such as to compromise the independence of the members themselves.

Should a cause for removal arise during the mandate, the affected member is required to immediately inform the administrative body.

The grounds for ineligibility and/or removal also extend to personnel directly employed by the SB in carrying out its functions.

Reports concerning any violations committed by the SB may be directed directly to the administrative body, which will delegate one of its members to carry out the investigations deemed necessary and/or appropriate. The utmost confidentiality will be maintained regarding any reports received.

8.4 INFORMATION FLOW TO THE SUPERVISORY BODY (SB): INFORMATION AND REPORTING

The information flows to the SB, as referred to in Article 6, paragraph 2, letter d) of the Decree, are intended to facilitate supervision of the Model's effectiveness and the *retrospective* verification of the causes that allowed the offense to occur.

The information flows to the SB are indicated in the Special Section of the Model for each risk area.

Recipients of the Model may use the dedicated email address odv@mino.it as well as the option of sending an anonymous letter to the following address: Piazzetta Santa Lucia 1, 15121 Alessandria.

The **information** may concern, for example:

- Decisions regarding the request, granting, and use of public funding;
- Requests for legal assistance submitted by managers and/or employees who are subject to proceedings by the Judiciary for offenses provided under the referenced legislation;
- Measures and/or information from law enforcement authorities or any other authority indicating the conduct of investigations, even against unknown parties, for offenses referred to in Legislative Decree 231/2001;

- Any request for information or order to produce documentation from any public authority (e.g., judicial authorities, law enforcement, inspection authorities) directly or indirectly related to circumstances relevant to potential findings of liability under the Decree;
- Internal *audits* or reports revealing responsibility for offenses under Legislative Decree 231/2001 or, more generally, any violation of company procedures that could create a risk of offenses;
- Information concerning the actual implementation of the Model at all company levels, including details of disciplinary proceedings carried out, any sanctions imposed, or reasons for archiving such proceedings;
- Planned changes to the Company's organizational structure or modifications made or to be made to internal procedures.

Information provided to the SB aims to improve its control planning activities and is not intended to impose systematic verification of all reported phenomena. In other words, the SB is not obliged to act on every information flow; it is at its discretion and responsibility to determine when to intervene.

All functions are responsible for notifying the SB of any relevant information, whether as required by the Model or in any other case where information, even from third parties, may be directly or indirectly related to the implementation of the Model.

The reporting obligation is primarily directed to the Board of Directors, as the Company's top management body, which receives information flows from all company functions. This obligation should cover, by way of example, the following areas and include any relevant supporting documentation:

- Extraordinary operations (e.g., mergers, acquisitions, corporate splits, transfer of business) or operations that entail changes to the Company's organizational structure, and therefore updates to the Company's risk-offense analysis, unless confidentiality requirements apply;
- Assignment of delegations and sub-delegations of functions and powers of attorney;
- Reports received by the Board of Directors concerning the application of Legislative Decree 231/2001
- Any requests for legal assistance submitted by function managers and/or employees in the event of the initiation of judicial proceedings for offenses provided under Legislative Decree 231/2001;
- Disciplinary proceedings

The SB (Supervisory Body) may also be informed by anyone of any violation or suspected violation of the Model. The person responsible for managing **relevant reports under Legislative Decree No. 24/2023 (so-called "whistleblowing")** is a separate entity from the SB. This person must inform the SB of any "violation"

that is relevant under both sets of regulations (Legislative Decree No. 231/2001 and Legislative Decree No. 24/2023), namely: *"behaviors, acts, or omissions that harm a public interest or the integrity of the entity and that consist of unlawful conduct relevant under Legislative Decree No. 231 of June 8, 2001, or violations of the organizational and management models provided therein."*

For the purposes of Legislative Decree No. 24/2023, the following definitions apply:

a) "report" or "to report": a written or oral communication of information about violations;

b) "internal report": a written or oral communication of information about violations, submitted through the company's internal reporting channel;

c) "external report": a written or oral communication of information about violations, submitted through ANAC's external reporting channel.

Those who may make reports include:

a) Employees of private sector entities, including workers whose employment is governed by Legislative Decree No. 81 of June 15, 2015, or Article 54-bis of Legislative Decree No. 50 of April 24, 2017, as amended by Law No. 96 of June 21, 2017;

b) Self-employed workers, including those referred to in Chapter I of Law No. 81 of May 22, 2017, as well as holders of collaboration agreements under Article 409 of the Code of Civil Procedure and Article 2 of Legislative Decree No. 81 of 2015, who perform their work for public or private entities;

c) c) Workers or collaborators providing goods or services, or performing works, for third parties through public or private entities;

d) Freelancers and consultants working for public or private entities, volunteers, and interns (paid or unpaid) working for public or private entities;

e) Shareholders and persons with administrative, managerial, supervisory, oversight, or representative roles, even if exercised de facto, in public or private entities.

In all cases, the SB acts with maximum confidentiality to protect whistleblowers from retaliation, discrimination, or penalization, while also ensuring the secrecy of the whistleblower's identity (unless disclosure is required by law).

The *whistleblowing* protection system, as established by Legislative Decree No. 24/2023, is supported by an IT platform accessible from the company website. According to the Operational Guide for Private Entities issued by Confindustria in October 2023, the company provides clear information in the workplace about the reporting channel, procedures, and conditions for making reports. This information is posted in visible

locations at work and published on the company website.

The SB is also reachable via a dedicated email address (odv@mino.it), allowing both senior and subordinate personnel to communicate with it. The SB guarantees confidentiality of the whistleblower's identity in these communications.

It is also possible to send a paper letter, including anonymously, to the SB at: Piazzetta Santa Lucia 1, 15121 Alessandria.

The prohibition on retaliation or discriminatory acts, directly or indirectly, against the whistleblower for reasons related, directly or indirectly, to the report remains in force. The company's disciplinary system, adopted under paragraph 2, letter e), provides sanctions against anyone who violates whistleblower protection measures, as well as against those who knowingly or through gross negligence submit unfounded reports.

8.5 Reporting by the Supervisory Body to Corporate Bodies

The SB carries out continuous and precise *reporting activities* to the corporate bodies, particularly providing a written report annually to the administrative body and, if applicable, to the control body, on the activities carried out during the period and their outcomes.

If requested, it also provides an advance overview of the general intervention lines for the following period.

The *reporting activities* specifically cover:

- the activities carried out by the SB;
- any issues or critical points identified during the supervision activities;
- corrective actions, necessary or otherwise, to ensure the effectiveness and efficiency of the Model;
- detection of behaviors not aligned with the Model;
- identification of organizational or procedural deficiencies that could expose the Company to the risk of offenses relevant under Legislative Decree 231/2001;
- any lack of or insufficient cooperation by corporate functions in carrying out their verification and/or investigative duties;
- any information deemed useful for urgent decision-making by the responsible corporate bodies.

Meetings are minuted, and copies of the minutes, together with the related documentation, are stored in dedicated spaces exclusively for the SB at MINO S.p.A.'s headquarters.

8.6 ETHICAL STANDARDS GOVERNING THE ACTIVITIES OF THE SUPERVISORY BODY

Members of the SB, as well as its supporting personnel, are required to strictly adhere not only to MINO's general ethical and behavioral rules but also to the following *specific standards* of conduct:

- ensure that the activities assigned to them are carried out with honesty, objectivity, and accuracy;
- maintain a loyal attitude in performing their role, avoiding, through action or omission, any conduct that could lead to a violation of MINO's ethical and behavioral rules;
- refrain from accepting gifts or other benefits from employees, clients, suppliers, or representatives of the Public Administration with whom MINO maintains relationships;
- avoid any behavior that could harm the prestige or professionalism of the SB or of the entire company organization;
- ensure maximum confidentiality in managing information acquired during the performance of their duties;
- under no circumstances use confidential information in a way that could violate *privacy laws* or any other legal provisions, confer personal advantages to themselves or to any other internal or external resources, or damage the professionalism and/or reputation of the SB, other company functions, or any other internal or external party;
- faithfully report the results of their activities, highlighting any fact, data, or document that, if omitted, could lead to a distorted representation of reality.

9 TRAINING, INFORMATION AND AWARENESS ACTIVITIES

The Company ensures the dissemination of the Model through the following methods:

- posting specific and periodic notices on company bulletin boards, accompanied by an informational brochure indicating that the Model is binding for all employees;
- publishing the General Section of the Model on the Company's website;
- including a clause in contracts with collaborators, external suppliers, and clients regarding the commitment to comply with the principles and rules of conduct set forth in the Model (the so-called "231 clause");
- the SB periodically organizes informational and awareness meetings on Legislative Decree 231/2001, to which all Company employees, members of corporate bodies, and, where deemed appropriate, third parties collaborating with the Company in any capacity, may be invited

10 SANCTIONING SYSTEM

Violations of the Model negatively affect the trust relationship with the Company and constitute a disciplinary offense.

Any conduct contrary to the provisions of this Model will be prosecuted and sanctioned, as it goes against the principles guiding MINO and as it constitutes, even potentially, a source of administrative liability for the Company. Therefore, the application of disciplinary measures by the Company is independent of the initiation of any judicial proceedings.

Sanctions for violations of the Model are proportionate to the type of violation and its consequences for the Company and will be applied in compliance with the applicable laws and National Collective Labor Agreements (CCNL).

For independent contractors and third parties, violation of the provisions contained in this Model may result in termination of the contract pursuant to Articles 1453 or, where applicable, 1456 of the Civil Code.

10.1 (A) EMPLOYEES – (B) MANAGERS

All employees and managers of the Company are required to exercise the diligence appropriate to the nature of their duties and the Company's interests, in compliance with internal procedures established by the Model and by law.

(A) *Employees*: In particular, in the case of violations committed by employees, and in compliance with the Workers' Statute and the applicable National Collective Labor Agreements (CCNL), the employee may be subject to the sanctions provided therein.

Furthermore, in such cases, the type and severity of disciplinary measures will be determined by the Company based on:

- the intentionality of the behavior or the degree of negligence, imprudence, or lack of skill, considering the foreseeability of the event;
- the overall conduct of the employee, including the presence or absence of prior disciplinary actions;
- the employee's role and responsibilities;
- other specific circumstances surrounding the violation.

Pursuant to Article 7 of the Workers' Statute, the procedure to be followed by the employer when imposing disciplinary measures on an employee requires the prior issuance of a formal notice specifying the facts attributed to the employee and simultaneously inviting the employee to provide justifications. The sanction is imposed if these justifications are not accepted.

(B) *Managers*: Appropriate measures are applied to managers, also in accordance with the provisions of the applicable CCNL for Managers.

The same disciplinary procedure described above under point (A), pursuant to Article 7 of the Workers' Statute, also applies to managers.

10.2 BOARD OF DIRECTORS

If violations of the provisions of this Model are committed by the administrative body, the SB must immediately report them to the shareholders' meeting and/or the sole shareholder, so that appropriate measures may be adopted.

Without prejudice to the obligation to compensate for damages under Article 2476 of the Civil Code, the following sanctions apply:

✓ <u>Penalty clause</u> (for an amount not exceeding the compensation due to the director) in cases of:

- non-serious violations of one or more procedural or behavioral rules set forth in the Model;
- tolerance of or failure to report minor irregularities committed by subordinates under their control and/or supervision.

✓ Revocation of one or more delegated powers in cases of:

- serious violation of procedural or behavioral rules established in the Model that constitute a serious breach; or
- tolerance of or failure to report serious irregularities committed by subordinates under their control and/or supervision.

✓ Revocation from office pursuant to Article 2383 of the Civil Code, with the prior waiver by the director of any claim for damages, in cases of violations of one or more procedural or behavioral rules set forth in the Model of such severity as to irreparably damage the organizational relationshipviolazioni non gravi di una o più regole procedimentali o comportamentali previste dal Modello.

10.3 External Collaborators

Behaviors by third parties (external consultants, individuals or entities with contractual/commercial relationships with the Company, etc.) that are contrary to the provisions of the organizational Model and that may cause harm to MINO will be sanctioned through contract termination and the claim for compensation for any damages caused to the Company.

10.4 Prohibition of Retaliation

An employee who violates the prohibition against retaliation toward a whistleblower, pursuant to Article 17 of Legislative Decree No. 24/2023, shall be sanctioned with suspension or, in more serious cases, dismissal.

An administrator who violates the prohibition against retaliation toward a whistleblower, pursuant to Article 17 of Legislative Decree No. 24/2023, shall be sanctioned with the revocation of one or more delegated powers or, in more serious cases, removal from office.

An external collaborator who violates the prohibition against retaliation toward a whistleblower, pursuant to Article 17 of Legislative Decree No. 24/2023, shall be sanctioned with contract termination and may be held liable for compensation for any damages caused to the Company.