ANGELANTONI TEST TECHNOLOGIES SRL

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

Adopted pursuant to Legislative Decree 8 June 2001, No. 231

Document approved by the Board of Directors on July 14, 2026 (Version 5)

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INTRODUCTION

DEFINITIONS

In this document and in the related annexes and appendices the following expressions have the meaning indicated below:

- "Activity at risk" or "Sensitive activity": operation or act that exposes the Company to the risk of committing one of the crimes contemplated by the Decree;
- "Legislative Decree 231/2001" or "Decree": Legislative Decree 8 June 2001, No. 231, containing "Discipline of the administrative liability of legal persons, companies and associations even without legal personality, pursuant to art. 11 of law 29 September 2000, No. 300", published in the Official Gazette n. 140 of 19 June 2001 and subsequent amendments and supplements;
- "Recipients": the corporate bodies, management and employees of the Company as well as any other internal or external collaborator of the Company who acts in the name and on behalf of the same.
- "Employees" and "Staff": all individuals who have an employment relationship with the Company, including any para-subordinate collaborators;
- "Managers": subjects who have an employment relationship with the Company framed in this way based on the applicable CCNL;
- "Model": Organization, management and control model suitable for preventing crimes, as provided for in articles 6 and 7 of the Decree;
- "Corporate Bodies": The Board of Directors or the Sole Director and the Board of Statutory Auditors of the Company, where appointed;
- "Administrative Body" or "Governance": The Board of Directors or the Sole Director;
- "Supervisory Body" or "SB": Body envisaged by art. 6 of the Legislative Decree, having the task of supervising the functioning and observance of the organisation, management and control model, as well as its updating;
- "Sensitive processes": these are processes whose phases, sub-phases or activities could give rise to the commission of criminal offences;
- "Crime": the crimes to which the provisions of Legislative Decree 231/2001 apply (as may be amended and integrated in the future);
- "Disciplinary System": set of sanctioning measures applicable in case of violation of the Model and of the whistleblowing regulations;
- "Company" or "ATT": Angelantoni Test Technologies S.R.L.
- "Top management": the people referred to in the art. 5, paragraph 1, letter. a) of the Decree;
- "Persons Subject to the Management of Others": the persons referred to in the art. 5, paragraph 1, letter. b) of the Decree.

GENERAL PRINCIPLES

ATT, sensitive to the need to strengthen the corporate ethical culture - as well as all the tools that verify and guarantee compliance with it - and to protect its own position and image - as well as the expectations of its shareholders and employees - deemed it appropriate to analyse, summarize and strengthen all the control and corporate *governance* tools already adopted, proceeding with the adoption, with resolution of the Board of Directors of 22 February 2013, of the Organization Model, management and control, provided for by Legislative Decree 8 June 2001, No. 231, subsequently updated.

PURPOSE OF THE MODEL

With the adoption of this Model, ATT aims to pursue the following main objectives:

- reiterate to all staff, external collaborators, consultants and third parties in general, that any illicit conduct, and in any case contrary to the provisions of the law, regulations and supervisory rules, is strongly condemned by the Company, even if inspired by a misunderstood social interest and even if ATT was apparently not in a position to benefit from it;
- determine, in all those who operate in the name and on behalf of ATT and, in particular, in the areas identified "at risk" of committing crimes, the awareness of necessarily respecting the company rules and of being able to incur, in case of violation of the same provisions, the commission of offenses punishable by criminal sanctions, which can be imposed against them and administrative sanctions that can be imposed on the company;
- allow the Company, thanks to a strict control and monitoring action on sensitive activity areas and the implementation of ad hoc tools, to intervene promptly to prevent or combat the commission of the crimes themselves.

MODEL STRUCTURE

This document consists of two sections:

- Section one: describes the contents of Legislative Decree 8 June 2001, No. 231, recalls the crimes and administrative offenses that determine the administrative liability of the Entity, the possible sanctions and the conditions for exemption from liability;
- Second section: describes the corporate governance and organization and management model of the Company starting from the methods of construction, dissemination and updating of the same.

The attachments and documentation approved by the Body listed below constitute an integral part of the Model:

- The crimes and administrative offenses for which Legislative Decree 231/2001 applies (Annex 1)
- The Code of Ethics (Annex 2)
- The decision protocols (Annex 3)

RECIPIENTS OF THE MODEL

The rules contained in the Model apply to all company representatives who are involved, even de facto, in ATT's activities considered at risk for the purposes of the aforementioned legislation, in detail, by way of example and not exhaustively: • all members of the Corporate Bodies

- the Managers
- the Employees

- Third parties
    - project collaborators
    - interns or temporary workers or suppliers or consultants or business partners

Suppliers, external collaborators, consultants, and any commercial partners are required to comply with the provisions dictated by Legislative Decree 231/2001 and the ethical principles adopted by ATT through the signing of specific contractual clauses, under penalty - in default - of the possibility for ATT to withdraw from the contract or terminate it.

SECTION ONE

LEGISLATIVE DECREE 8 JUNE 2001, N. 231

1. THE ADMINISTRATIVE LIABILITY OF ENTITIES

1.1 THE LEGAL REGIME OF THE ADMINISTRATIVE LIABILITY OF LEGAL ENTITIES, COMPANIES AND ASSOCIATIONS

Legislative Decree 8 June 2001, No. 231, in partial implementation of the enabling law of 29 September 2000, No. 300, regulates - introducing it for the first time into the national legal system - the administrative liability of legal persons, companies and associations even without legal personality (bodies).

Specifically, enabling law no. 300 of 2000 which ratifies, among other things, the Convention on the financial protection of the European Communities of 26 July 1995, the EU Convention of 26 May 1997 relating to the fight against corruption and the OECD Convention of 17 September 1997 on the fight against corruption of foreign public officials in international economic transactions, complies with the obligations established by such international and, in particular, community instruments which precisely provide for the provision of paradigms of responsibility of legal entities and of a corresponding sanctioning system, which targets corporate crime.

Legislative Decree 231/2001 therefore fits into a context of implementation of international obligations and - aligning with the regulatory systems of many European countries - establishes the responsibility of the *societas,* considered "as an *autonomous center of interests and legal relationships, point of reference for precepts of various kinds, and matrix of decisions and activities of the subjects who operate in the name, on behalf or in any case in the interest of the entity".*

The administrative liability of companies stems from the empirical observation that unlawful conduct committed within a company often does not result from an individual's private initiative, but instead forms part of a broader *corporate policy* and follows from decisions taken by the entity's senior management.

This is a criminal-administrative liability, since, although it entails administrative sanctions, it derives from a crime and can only be sanctioned through the guarantees of the criminal process.

The administrative sanction for the company can be applied exclusively by the criminal judge in the guarantee context of the criminal trial only if all the objective and subjective requirements established by the legislator exist: the commission of a specific crime, in the interest or to the advantage of the company, by qualified individuals (top management or those subordinate to them).

The liability of entities also extends to crimes committed abroad, provided that the State of the place where the crime was committed does not take action against them, provided that the particular conditions provided for by Legislative Decree 231/2001 exist.

Administrative liability arises first of all from a crime committed in the *interest of the* entity, i.e. whenever the illicit conduct is carried out with the exclusive intention of bringing a benefit to the company; the same liability is equally attributable to the company whenever it derives some indirect *advantage* (economic or otherwise) from the illicit conduct*,* even though the perpetrator of the crime acted without the exclusive aim of bringing a benefit to the company. On the contrary, the exclusive advantage of the agent *(or of* a third party with respect to the entity) excludes the liability of the entity, placing itself in a situation of absolute and manifest extraneousness of the entity to the crime.

As for the subjects, the legislator, in art. 5 of Legislative Decree 231/2001, provides for the liability of the entity if the crime is committed:

a) "by *people who hold representation, administrative or management functions of the entity or one of its organizational units with financial and functional autonomy as well as by people who exercise, even de facto, the management and control of the* same" (so-called Top Persons);

b) "by persons subject to the management or supervision of one of the subjects referred to in letter a)" (so-called Subordinates).

For the purposes of affirming the entity's responsibility, in addition to the existence of the aforementioned requirements that allow the crime to be objectively linked to the entity, the legislator also requires the ascertainment of the entity's guilt. This subjective requirement is identified with *an organizational fault,* understood as a violation of rules self-imposed by the organization itself to prevent specific cases of crime.

1.2 CRIMES THAT DETERMINE THE ADMINISTRATIVE LIABILITY OF THE ENTITY

Section III of Legislative Decree 231/2001 refers to the crimes for which the administrative liability of entities can be configured, specifying the applicability of sanctions for the same. Over the years there has been a progressive "widening" of the crimes and offenses to which the legislation in question applies.

The cases referred to by Legislative Decree 231/2001 and by Law 146/2006 can be included, for convenience of explanation, in the following families of crimes:

1. **Undue receipt of funds, fraud to the detriment of the State, a public body or the European Union or to obtain public funds and computer fraud to the detriment of the State or a public body and fraud in public supplies (Art. 24, Legislative Decree 231/2001)**
2. **IT crimes and illicit data processing (Art. 24-bis, Legislative Decree 231/2001)**
3. **Organized crime offences (Art. 24-ter, Legislative Decree 231/2001)**
4. **Embezzlement, improper use of money or movable things, extortion, undue inducement to give or promise other benefits and corruption (Art. 25, Legislative Decree 231/2001)**
5. **Counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs (Art. 25bis, Legislative Decree 231/2001)**
6. **Crimes against industry and commerce (Art. 25-bis.1, Legislative Decree 231/2001)**
7. **Corporate crimes Art. 25-ter, Legislative Decree 231/2001)**
8. **Crimes with the aim of terrorism or subversion of the democratic order provided for by the penal code and special laws (Art. 25-quater, Legislative Decree 231/2001)**
9. **Practices of mutilation of female genital organs (Art. 583-bis criminal code) (Art. 25-quater.1, Legislative Decree 231/2001)**
10. **Crimes against the individual personality (Art. 25-quinquies, Legislative Decree 231/2001)**

11. Market abuse crimes (Art. 25-sexies Legislative Decree 231/2001)

12. Other cases relating to market abuse (Art. 187 quinquies TUF)

13. Crimes of manslaughter and serious or very serious negligent injury, committed in violation of accident prevention regulations and the protection of hygiene and health at work (Art. 25-septies, Legislative Decree 231/2001)

14. Receiving, laundering and use of money, goods or benefits of illicit origin, as well as self-laundering (Art. 25octies, Legislative Decree 231/2001)

15. Crimes relating to payment instruments other than cash and fraudulent transfer of values (Art. 25-octies.1 Legislative Decree 231/2001)

16. Crimes relating to violation of restrictive measures of the European Union (Art. 25-octies.2 Legislative Decree 231/2001)

17. Crimes relating to infringement of copyright (Art. 25-novies, Legislative Decree 231/2001)

18. Inducement not to make statements or to make false statements to the judicial authority (Art. 25-decies, Legislative Decree 231/2001)

19. Environmental crimes (Art. 25-undecies, Legislative Decree 231/2001)

20. Employment of third-country nationals whose residence is irregular (Art. 25-duodecies, Legislative Decree 231/2001)

21. Racism and xenophobia (Art. 25-terdecies, Legislative Decree 231/2001)

22. Transnational crimes (L. 146/2006)

23. Tax crimes (Art. 25-quinquiesdecies, Legislative Decree 231/2001)

24. Smuggling crimes (Art. 25-sexiesdecies Legislative Decree 231/2001)

25. Crimes against cultural heritage (Art. 25-septiesdecies Legislative Decree 231/2001)

26. Laundering of cultural assets and devastation and looting of cultural and landscape assets (Art. 25-duodevicies Legislative Decree 231/2001)

27. Crimes against animals (Art. 25-undevicies Legislative Decree 231/2001)

1.3 APPLICABLE SANCTIONS

The Decree provides for entities, as a consequence of the commission or attempted commission of the crimes mentioned above, a series of sanctions which can be classified into four types:

- Financial sanctions: apply whenever the liability of the legal person is ascertained and are determined by the criminal judge through a system based on "quotas". Within the minimum and maximum quotas indicated by the legislator for each crime as well as the value to be attributed to them, the criminal judge establishes the amount of the pecuniary sanctions.
- Disqualification sanctions: may be applied for some types of crime and for the most serious cases. They translate into a ban from carrying out company activity; in the suspension and revocation of authorisations, licenses or concessions functional to the commission of the offence; in the ban on contracting with the public administration (except to obtain the performance of a public service); in the exclusion from benefits, financing, contributions or subsidies and in the possible revocation of those granted; in the prohibition of advertising goods or services.

  The disqualification sanctions do not apply (or are revoked, if already applied as a precautionary measure1) if the Entity, before the declaration of the opening of the first instance hearing, has:

  - compensated for the damage or repaired it;

- eliminated the harmful or dangerous consequences of the Crime (or, at least, has taken steps to do so);
- made the profits from the Crime available to the Judicial Authority for confiscation;
- eliminated the organizational shortcomings that led to the Crime, adopting organizational models suitable for preventing the commission of new Crimes.

- Confiscation of the price or profit of the crime: consists in the acquisition of the price or profit of the crime by the State or in the acquisition of sums of money, goods or other benefits of equivalent value to the price or profit of the crime: it does not, however, involve that part of the price or profit of the crime that can be returned to the injured person. Confiscation is always ordered with the conviction.
- Publication of the conviction in one or more newspapers indicated by the Judge in the sentence, as well as by posting in the municipality where the organization has its headquarters. It can be imposed as an additional penalty in the event that disqualification sanctions are imposed.

1.4 EXEMPTION FROM LIABILITY: THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL

Legislative Decree 231/2001 expressly provides, in articles. 6 and 7, exemption from administrative liability if the entity has adopted effective and effective organization and management models suitable for preventing crimes of the type that occurred. Adequate organization therefore represents the only tool capable of denying the "guilt" of the entity and, consequently, of excluding the application of sanctions against it.

Specifically, liability is excluded if the entity proves that:

a) the management body has adopted and effectively implemented, before the commission of the crime, organizational and management models suitable for preventing crimes of the type that occurred;

b) the task of supervising the operation of and compliance with the models, and ensuring that they are kept up to date, has been entrusted to a body within the entity vested with autonomous powers of initiative and control;

c) the people committed the crime by fraudulently evading the organization and management models;

d) there was no omission or insufficient supervision by the body referred to in letter b).

The adoption of a Model, specifically calibrated on the risks to which the Company is exposed, aimed at preventing the commission of certain offenses through the establishment of rules of conduct, therefore constitutes the measure of diligence defined by the legislator and represents - precisely in consideration of its preventive function - the first safeguard of the system aimed at controlling risks.

The mere adoption of the Model by the *management body* - which is to be identified in the body holding the management power: the Administrative Body - does not, however, appear to be a sufficient measure to determine the entity's exemption from liability, as it is rather necessary that the Model is also *effective* and *efficient.*

With regards to the effectiveness of the Model, the legislator, in art. 6, paragraph 2, Legislative Decree 231/2001, establishes that the Model must satisfy the following needs:

a) identify the activities in which crimes can be committed (so-called "mapping" of the activities risk);

b) provide specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented;

c) identify ways of managing financial resources suitable for preventing the commission of crimes;

d) provide for information obligations towards the body responsible for supervising the functioning and observance of the models.

The characteristic of the effectiveness of the Model is instead linked to its *effective implementation* which, pursuant to art. 7, paragraph 4, Legislative Decree 231/2001, requires:

e) a periodic verification and possible modification of the same when significant violations of the provisions are discovered or when changes occur in the organization or activity (updating of the Model);

f) a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the Model.

The adoption of such an instrument, however, does not constitute an obligation for the Company, but rather a mere option, which however allows it to benefit from exemption from liability and other benefits in terms of reduction of sanctions. In fact, pursuant to articles 12 and 17 of the Decree, the adoption of an Organization and Management Model is important not only as a possible exemption for the entity from administrative liability, but also for the purposes of reducing the pecuniary sanction and the inapplicability of disqualification sanctions, provided that it is adopted at a time prior to the opening declaration of the first instance hearing and is suitable for preventing the commission of crimes of the type that occurred.

SECTION TWO

THE CONTENT OF THE ATT S.R.L. MODEL

1. ADOPTION OF THE MODEL

1.1 ATT'S ACTIVITY AND ORGANIZATIONAL STRUCTURE

ATT is a company that operates in the following business sectors:

a) the design, production, installation, maintenance and trade, without territorial limits and with any technique, means and system as also resulting from the evolution of technologies, of systems and equipment for fixed and mobile environmental tests, test and fatigue benches, of equipment for safety tests, of vibrating benches and in general of systems and equipment used for industrial processes or for quality tests, end of line and research in the area of testing in general, refrigeration systems with particular reference to the refrigeration and air treatment industry;

b) the performance of all activities directly and/or indirectly connected, and in any case useful to the pursuit of the corporate purpose, including management, advertising, IT, telematics, training and consultancy activities;

c) the assumption, instrumental to the realization of the corporate purpose, of shareholdings in companies or businesses that carry out activities falling within the corporate purpose or in any case connected, complementary or similar to it, including companies operating in the field of electronic manufacturing activities as well as the promotion and/or participation in consortia and groupings of companies;

d) control, strategic, technical, administrative-financial coordination as well as the setting up and management of the financial activity of the subsidiary company and companies, to this end carrying out all related operations such as the issuing of sureties and other guarantees.

The areas of responsibility of each operational function are illustrated in the company organization chart.

Some company activities are managed in outsourcing. More precisely:

- the Personnel Office
- Administration, Finance and Control Services (AFC)
- the General Services
- Legal Services
- Other Services (e.g. printing, photocopying, stationery)
- the Plant Maintenance

The *outsourcing* of activities is formalized through the stipulation of specific contracts with the Angelantoni Industrie Spa holding company, which provide for:

- a detailed description of the outsourced activities and the verification and control powers vested in the Company;
- the pricing methods for services rendered;
- adequate safeguards to protect the Company's information assets;
- the *outsourcer*'s obligation to operate in compliance with current laws and regulations;
- ATT's obligation to verify the adequacy of the activities provided by the *outsourcer.*

1.2 THE INSPIRING PRINCIPLES OF THE MODEL

In preparing this Model, the legislation, practices, procedures and control systems already existing and already operating in ATT were taken into account.

As specific tools already existing and aimed at planning the training and implementation of company decisions and carrying out controls on company activities, the Company has identified the following:

- Governance system
- System of powers
- Internal control system

1.2.1 The governance system

Starting from the Shareholders' Meeting of 30 June 2018, ATT's governance structure - based on the traditional administration and control model - is made up of the following bodies:

- Meeting of Members;

- Board of Directors;
- Supervisory Body;
- Audit Firm responsible for the audit and legality control

The Board of Directors is the body responsible for the strategic supervision of the company, just as the management function of the company is delegated to the President and the CEO.

1.2.2 The system of powers

ATT's system of powers, documented through the minutes of the Board of Directors and notarial powers of attorney, is based on the fundamental criteria of formalization and clarity, attribution of roles and responsibilities, separation of operational and control activities, definition of hierarchical lines and operational activities.

The existing system of powers is therefore inspired by the principle by which only subjects with formal and specific powers can assume commitments towards third parties in the name and on behalf of the Company, within a general system that attributes to each subject (either with actual powers of attorney or even just internal delegations) powers corresponding to the hierarchical position held.

The method chosen by the Company to attribute the powers of representation internally was to centralize the powers in the hands of the President and the CEO, delegating to the attorneys the powers necessary to manage the company's activity within the limits established by the corresponding powers of attorney.

1.2.3 The internal control system

ATT's internal control system is made up of the set of rules, organizational structures, practices, policies, regulations, procedures and operating instructions that guarantee the functioning of the Company. This system involves every sector of the activity carried out by the Company through the distinction of operational tasks from control ones, reasonably mitigating any possible conflict of interest.

The existing type of company control structure includes:

- Line controls: aimed at ensuring the correct carrying out of operations, carried out by the same functions and incorporated into company procedures
- Accounting control, carried out by the Audit Firm
- Control over compliance with the law and the statute, on compliance with the principles of correct administration, on the adequacy of the organisational, administrative and accounting structure, carried out by the Audit Firm.
- Third level controls, carried out by the Supervisory Body, aimed at periodically evaluating the completeness, functionality and adequacy of the Organisational, Control and Management Model, with a pre-established frequency in relation to the nature and intensity of the risks.

1.3 CONSTRUCTION OF THE MODEL

The "construction" of this Model started from the analysis of the *governance* system, the organizational structure and all the inspiring principles referred to in the previous paragraph 1.2, and took into express consideration the indications found to date from the experience gained in the adoption and implementation of the previous Model, as well as from the jurisprudence, from the pronouncements, even provisional, of the Judicial Authorities, together with those expressed by the Trade Associations and the practices of the companies Italian in terms of models.
The process of building the Model therefore developed in different phases, based on compliance with the principles of traceability and verifiability of the activities carried out.

The starting point was the identification of the **map of the activities at risk** or of the activities carried out by the Company in the context of which the relevant crimes and offenses can be committed (see paragraph 1.3.1 below), according to what is expressly provided for by the art. 6, c. 2, letter. a) of the Decree.

The internal control system to monitor the identified risks was therefore assessed, the **Code of Ethics** was updated and specific **decision protocols** were adopted**,** aimed at governing the risk profiles identified following the mapping of corporate activities (see paragraph 1.3.2), as required by art. 6 c. 2 lett. b) of Legislative Decree 231/01.

In compliance with the requirements of the articles. 6 c. 2 lett. d) and letter. e) of the Decree, steps were therefore taken to define the characteristics, roles and tasks of the **Supervisory Body** (as reported in the following chapter 2), expressly responsible for overseeing the effective application of the Model and its constant verification in terms of adequacy and effectiveness; a **system of sanctions** has also been outlined (reported in the following chapter 3) against all violations of the Model, as well as the methods for **disseminating** the Model and related staff **training** (as indicated in the following chapter 4) and **updating** the Model itself (reported in the following chapter 5).

1.3.1 The Map of Activities at Risk

The mapping of activities at risk began with the analysis of the relevant documentation available, and in particular:

- Organizational Model and Code of Ethics previously adopted
- Organization chart
- Job Descriptions Manual
- System of internal powers and delegations
- Existing procedural body
- Integrated Management System
- Various financial statements and press releases

The analysis of the documentation collected allowed an initial identification of the company processes, sub-processes and activities and a preliminary identification of the responsible Functions (or Operational Units).

In particular, the mapping led to the division of company activities into the following Processes:

- Administration, finance and control
- Purchases
- Human resources
- Corporate Affairs / Legal
- Legal affairs
- Integrated system management
- Information Technology
- Design / Production / Quality Assurance
- Sales
- Management of relationships with investee and subsidiary companies

On the basis of this documentation and upon completion, targeted interviews were carried out with the Function Managers and Third Parties involved in the operational activities (outsourcers), in order to promptly identify the risk profile recognizable in the various activities. Interviewees were also asked from time to time to explain the customary operating methods which, although not formalized in specific written rules, were perceived by the managers themselves as valid protection against the perpetration of offences.

Due to the activity currently carried out, the specific operational areas and the operational structures of ATT, it was deemed appropriate to focus attention on the assessment of the existence of risk profiles in relation to certain types of crime, namely:

- crimes against the Public Administration and against the assets of the Public Administration (articles 24 and 25 of Legislative Decree 231/2001);
- computer crimes (art. 24-bis);
- crimes relating to the counterfeiting of trademarks and patents (art. 25-bis);
- crimes against industry and commerce (art. 25-bis.1)
- corporate crimes (art. *25-ter);*
- crimes with the aim of terrorism or subversion of the democratic order (art. 25-quater)
- crimes relating to money laundering (art. *25-octies)* and terrorism (art. *25-quater)* and organized crime offences (art. 24-ter) - including potentially transnational ones;
- the offenses relating to the crimes of manslaughter and serious or very serious negligent injury, committed in violation of the accident prevention regulations and the protection of hygiene and health at work (art. *25-septies),*
- copyright crimes (art. 25-novies):
- induction not to make statements to the judicial authorities (art. *25-decies);* • environmental crimes (art *25-undecies)*
- the crime of employment of foreign citizens whose stay is irregular (art. 25-*duodecies*);
- the crime of illicit intermediation and exploitation of labor (art. *25-quinquies* letter a);
- tax crimes (art. 25-*quinquiesdecies*);
- certain smuggling crimes (art. 25-*sexiesdecies*);
- crimes relating to payment instruments other than cash and fraudulent transfer of values (Art. 25-octies.1);
- crimes relating to the violation of restrictive measures of the European Union (Art. 25-octies.2).

Particular attention was however paid to those sectors of activity which appeared, over the course of the "history" of the Company, to be more sensitive to the commission of predicate crimes (e.g. dual use).

With regards to the other crimes, the Company believes that its activities do not present risk profiles such as to make the possibility of their commission in its interest or advantage reasonably well founded. The reference to the principles contained both in this Model and in the Code of Ethics was therefore considered exhaustive, where company representatives, collaborators and partners are bound to respect the values of solidarity, protection of individual personality, correctness, morality and respect for the law.

In accordance with the provisions of the art. 6, paragraph 2, letter. a) Legislative Decree 231/01**, the areas of company activity identified as being at risk** are reported, i.e. within which there could be potential risks of committing the types of crimes envisaged by the Decree. In particular, the following risk areas have been identified:

Management of obligations and relationships with public bodies, request for authorisations, concessions and licenses

Acquisition/management of contributions, grants, financing granted by public entities and related reporting

Stipulation/negotiation/execution of contracts/agreements with Public Bodies

Management of checks and inspections by public bodies and supervisory authorities

Management of disputes, settlement agreements and relations with judicial authorities

Management of information systems and drafting of IT documents

Administrative and fiscal management

Management of tax obligations: preparation and sending of electronic data to the tax registry and payment of taxes

Management of extraordinary operations

Management of relationships with corporate and supervisory bodies

Management of intragroup relations

Management of commercial activities and intellectual and industrial property

Management of environmental activities

Security management
Management of monetary and financial flows
Purchases of goods and services

Selection, hiring and management of personnel

Management of gifts, donations, entertainment expenses

Selection and management of agents and business brokers

Management of import/export activities

With reference to the above, it is finally worth remembering that - for all the activities that are carried out in outsourcing *on the specific* and formal assignment of ATT - the validity of the safeguards is measured, on the one hand, on the effectiveness of the Model and the specific procedures and protocols adopted by the individual third-party companies involved, on the other hand, through the supervision by ATT that, in the activities carried *out by* the outsourcer, said procedures are respected as regards the scope of application directly referable to ATT's activity.

1.3.2 Decision protocols and the Code of Ethics

Following the identification of the activities at risk and based on the relevant existing control system, the Company has developed **specific decision protocols,** in compliance with the provisions of the art. 6 c. 2 lett. b) Legislative Decree 231/01, which contain a set of rules and control and behavioral principles deemed suitable to govern the identified risk profile. These protocols form an integral part of this document (Annex 3).

In particular, for each risk area, a decision protocol was created, inspired by the rule of making the various phases of the decision-making process documented and verifiable, in order to be able to trace the motivation that guided the decision.

In detail, for each "at risk" area a protocol has been created which identifies:

- objectives of the document;
- scope;
- roles and responsibilities of the actors involved in the activity;
- summary description of the activities;
- principles of behavior;
- control principles;
- information flows to the Supervisory Body;

The control principles reported in the protocols refer to:

- clear and defined authorization levels based on the system of powers adopted by the Company;
- functional separation of operational and control activities;
- specific quadrature checks, compliance checks, adequacy;
- documentability and verifiability of risky operations and controls implemented to prevent illicit behaviour.

Particular attention was also dedicated to identifying and regulating the management and control processes of financial resources in activities considered at risk of the commission of relevant offenses pursuant to the decree.

The protocols were subjected to examination by the subjects responsible for the management of risk activities for their evaluation and approval, thus making the rules of conduct contained therein official and mandatory for all those who find themselves carrying out the activity within which a risk profile has been identified.

Furthermore, for the risk areas managed in outsourcing, the Company has also adopted specific organizational procedures and has defined the information flows involving the functions managed in outsourcing.

The definition of the protocols is completed and integrated with **the Code of Ethics** (shown in Attachment 2), with which the Company intends to align the management of its activities also in relation to behaviors that may constitute the types of crime regulated by Legislative Decree 231/2001.

Ethical principles are the foundation of the corporate culture and represent the standards of daily behavior inside and outside ATT.

In particular, ATT undertakes to:

- operate in compliance with the law and regulations in force;
- base relationships with the Public Administration on principles of ethics, transparency, correctness, legitimacy and integrity;
- maintain collaborative behavior characterized by loyalty and availability and aimed at avoiding conflicts of interest in relationships with shareholders, creditors and suppliers and third parties in general.

The reference principles of this Model are therefore integrated with those of the Code of Ethics even if the purposes that the documents intend to pursue are different. In this respect, in fact, it is appropriate to specify that:

- the Code of Ethics has a general scope, as it defines the principles of business conduct or "corporate ethics" to which it is intended to draw the attention of everyone who, in the company, cooperates in the realization and pursuit of corporate goals;
- this Model responds and satisfies, however, in accordance with the provisions of Legislative Decree 231/2001, the need to prepare a system of internal rules aimed at preventing the commission of particular types of crimes (for facts which, committed in the interest or to the advantage of ATT, could constitute, based on the provisions of Legislative Decree 231/2001, an administrative liability of the Company).

2. SUPERVISORY BODY

2.1 THE CHARACTERISTICS OF THE SUPERVISORY BODY

Exemption from administrative liability - as regulated by art. 6 paragraph 1 of Legislative Decree 231/2001 - also provides for the mandatory establishment of a Supervisory Body (hereinafter also "SB") within the Entity, equipped with both an autonomous control power (which allows constant supervision of the functioning and observance of the Model), and an autonomous power of initiative, to guarantee the updating of the Model itself, in order to ensure effective and effective implementation of the Model.

The characteristic **of the autonomy of the powers of initiative and control** of the SB is respected if:

- the SB is guaranteed hierarchical independence with respect to all the corporate bodies over which it is called upon to supervise, also through the inclusion of the SB as a staff unit in a high position in the corporate organisation, which reports directly to the top management;
- its members are not directly involved in management activities which are subject to control by the same body;
- has financial autonomy.

In addition to the autonomy of powers provided for by the same Decree, the Company also decided to align itself with the guidelines of the trade association as well as with the rulings of the judiciary on the matter, which also indicated the requirements of professionalism and continuity of action as necessary.

With regards to the requirement of **professionalism,** it is necessary that the Supervisory Body is able to carry out its inspection functions with respect to the actual application of the Model and that, at the same time, it has the necessary qualities to guarantee the dynamism of the Model itself, through update proposals to be addressed to the top management.

Finally, as regards **continuity of action,** the Supervisory Body must guarantee the constant monitoring and updating of the Model and its variation as the reference company conditions change and represent a constant point of contact for the Recipients of the Model.

With regards to the possible composition of the Supervisory Body, the recent legislature, doctrine and practice have developed various solutions, due to the dimensional and operational characteristics of the Entity, the related corporate governance rules and the need to achieve a fair balance between costs and benefits. Both hypotheses for the definition of structures specifically created within the organization and the attribution of the tasks of the SB to already existing bodies are therefore considered viable. Likewise, both collegial and single-subject structures can be chosen. Finally, in identifying the members of the Supervisory Body, it is possible to entrust this qualification to external parties who possess the specific skills necessary for the best execution of the task.

2.2 THE IDENTIFICATION OF THE SUPERVISORY BODY

The concrete constitution of the Supervisory Body, left to the organizational initiative of the Entity, according to the framework outlined by the Decree and having specific regard to the structure, operations and peculiarities of the Company, was the responsibility of the Board of Directors which considered that the solution that best suits ATT, respecting the requirements set out in the Decree, was to confer the attributions and powers of the Supervisory Body pursuant to Legislative Decree 231/2001 to **a collegial body,** which ensures the necessary competence and at the same time strengthens the character of autonomy and independence, typical of this office, guaranteeing effective supervision by the Body.

The SB is appointed by resolution of the Administrative Body and remains in office for a period of three years with the possibility of being re-elected.

The appointment as a member of the Supervisory Body is conditioned by the presence of the subjective eligibility requirements, the occurrence and permanence of which will be ascertained from time to time by the Administrative Body.

First of all, the ATT Supervisory Body, for the purposes of assessing the **independence and autonomy requirement,** from the moment of appointment and for the entire duration of the office:

(i) must not have family ties within the fourth degree or marital relations (or de facto cohabitation situations similar to spouses), with the Directors and/or members of the Board of Statutory Auditors (where present)

(ii) must not have links with the company deriving from significant economic or other interests that could generate conflicts or influence the control duties to be exercised pursuant to Legislative Decree 231/2001;

(iii) must have the opportunity to interact directly with top management and the supervisory bodies;

(iv) must not have public employment relationships with central or local public administrations with regulatory or control functions and powers in the three years preceding the appointment as a member of the Supervisory Body or the establishment of the consultancy/collaboration relationship with the same Body;

(v) any other situation of obvious or potential conflict of interest must be absent, including being the owner, directly or indirectly, of shareholdings of a size that allows one to exercise a dominant or significant influence on the Company, pursuant to art. 2359 c.c.

Furthermore, the Company has established that the SB must possess the **professionalism and integrity requirements** referred to in the art. 109 of Legislative Decree 1 September 1993, No. 385. In particular, they must not have been the recipients of a conviction (or plea bargain) even if it has not become final, or with a sentence applying the sentence upon request (issued pursuant to articles 444 et seq. of the Code of Criminal Procedure) and even if the sentence has been conditionally suspended, without prejudice to the effects of rehabilitation:

1. to imprisonment for a period of not less than one year for one of the crimes envisaged by the Royal Decree of 16 March 1942, No. 267;
2. a prison sentence for a period of not less than one year for one of the crimes provided for by the regulations governing banking, financial, securities and insurance activities and by the regulations relating to markets and securities and payment instruments;
3. to imprisonment for a period of not less than one year for a crime against the public administration, against public faith, against property, against the public economy, for a crime in tax matters;

4. for any non-negligent crime to the penalty of imprisonment for a period of not less than two years;
5. for one of the crimes provided for in Title XI of Book V of the Civil Code as reformulated by Legislative Decree 61/2002;
6. for a crime which involves and has resulted in a sentence resulting in disqualification, even temporary, from holding public offices, or temporary disqualification from holding management offices of legal persons and companies;
7. for one or more crimes among those strictly provided for by Decree 231 even if with sentences lower than those indicated in the previous points;
8. for one of the prevention measures provided for by the art. 10, paragraph 3, of law 31 May 1965, No. 575, as replaced by article 3 of law 19 March 1990, No. 55 and subsequent amendments;
9. for the additional administrative sanctions provided for by art. 187-quater of Legislative Decree no. 58/1998 (TUF).

The possible revocation of the Supervisory Body can only be made for reasons connected to proven serious negligence and/or serious incompetence in supervising the correct application of the Model and its compliance, as well as - more generally - in carrying out its duties, including violations of confidentiality obligations and the causes of ineligibility reported above.

The revocation of the mandate must be resolved by the Administrative Body of the Company.

The member of the Supervisory Body ceases to hold office when they find themselves following their appointment:

1. in one of the situations contemplated in paragraph 1 letter. a), b) and c) of art. 2399 of the Civil Code;
2. is convicted with a final sentence (a conviction also meaning that pronounced pursuant to art. 444 of the Code of Criminal Procedure) for one of the cases envisaged in the conditions of ineligibility referred to in numbers 1, 2, 3, 4, 5, 6 and 7 indicated above.

The following also constitute a cause for substantial forfeiture of the function of Supervisory Body:

1. conviction with a non-definitive sentence for one of the crimes in numbers 1 to 7 of the ineligibility conditions indicated above;
2. the application of a personal precautionary measure;
3. the provisional application of one of the prevention measures provided for by the art. 10, paragraph 3, of law 31 May 1965, No. 575, as replaced by article 3 of law 19 March 1990, No. 55 and subsequent amendments and the additional administrative sanctions provided for by art. 187-quater of Legislative Decree no. 58/1998 (TUF);
4. serious negligence in carrying out assigned tasks;
5. an unjustified absence more than three consecutive times at the meetings of the Body;
6. the termination of the employment relationship, where the member is also an employee of the company.

The SB has adopted specific regulations which, in addition to providing for the roles, tasks, powers and duties of the Body, defines, among other things, specific rules regarding its functioning.

2.3 THE DEFINITION OF THE TASKS AND POWERS OF THE SUPERVISORY BODY

The provision of art. 6, paragraph 1, letter. b) of the Decree expressly establishes that the tasks of the SB are to supervise the functioning and observance of the Model, as well as ensure its updating.

In particular, the SB will have to carry out the following specific tasks:

a) **monitor the functioning of the Model and the observance of the provisions contained therein** by the Recipients, verifying the consistency between the concrete behaviors and the defined Model, proposing the adoption of corrective interventions and the initiation of disciplinary proceedings against the interested parties. More precisely it will have to:

- verify the adequacy of the organizational solutions adopted for the implementation of the Model (definition of standard clauses, training of administrators and attorneys, disciplinary measures, etc.), making use of the competent company structures;
- activate the procedures envisaged for the implementation of the control system;
- prepare the annual plan of checks on the adequacy and functioning of the Model;
- carry out periodic checks, as part of the annual plan, on the activities or operations identified in the risk areas;
- carry out targeted checks on certain operations or on specific and relevant actions implemented by the Company in the risk areas as well as on the system of powers in order to guarantee the constant effectiveness of the Model;
- promote suitable initiatives for the dissemination of knowledge and understanding of the principles of the Model;
- discipline adequate information mechanisms by providing an email inbox and identifying the information that must be transmitted to the SB or made available to it;
- collect, examine, process and store relevant information regarding compliance with the Model;
- evaluate reports of possible violations and/or non-compliance with the Model;
- promptly report the violations ascertained to the competent body for the opening of disciplinary proceedings;
- verify that violations of the Model are effectively and adequately sanctioned in compliance with the sanctioning system adopted by ATT.

b) **Supervise the opportunity to update the Model, where** adaptation needs are identified in relation to the expansion of the list of crimes and offenses required for application of the Decree or to significant organizational changes that have occurred. In particular he will have to:

- monitor the evolution of the reference legislation and verify the adequacy of the Model to these regulatory requirements, reporting the possible areas of intervention to the Administrative Body;
- prepare suitable activities to keep the mapping of areas at risk updated, according to the methods and principles followed in the adoption of this Model;
- monitor the adequacy and updating of the Protocols with respect to the needs of crime prevention and verify that each party that contributes to creating the Model is and remains responsive and adequate to the purposes of the Model as identified by law, for this purpose being able to make use of the information and collaboration of the competent structures;

- promptly report, in the event of actual commission of crimes and significant violations of the provisions of the Model, the opportunity to introduce changes to the same;
- present proposals for adaptation and modification of the Model to the Administrative Body. The adoption of any changes is in fact the responsibility of the management body, which precisely, in accordance with the art. 6 paragraph 1 lit. A), has direct responsibility for the adoption and effective implementation of the Model itself;
- verify the effectiveness and functionality of the changes to the Model adopted by the Administrative Body.

In carrying out its supervisory and control activities, the SB, without the need for any prior authorization, will have free access to all the Company's structures and offices, will be able to communicate with any person operating in the aforementioned structures and offices and freely access all sources of information and view documents and consult data it deems relevant.

Taking into account the peculiarities and responsibilities attributed to the Supervisory Body and the specific professional contents required by them, in order to fully carry out its supervisory and control tasks, the Supervisory Body ordinarily makes use of the support of some company structures, including for example, in terms of the protection of health and safety in the workplace, the structures responsible for managing the related aspects (Employer and Service Manager Prevention and Protection) as well as those further provided for by sector regulations and, in particular, by Legislative Decree no. 81/2008.

Where it deems necessary, depending on the specificity of the topics covered, the SB may make use of external consultants for the specific skills that the SB deems appropriate.

For the purposes of full and autonomous fulfillment of its duties, the Supervisory Body is assigned an adequate annual budget, established by resolution by the Administrative Body, which must allow the Supervisory Body to be able to carry out its tasks in full autonomy, without limitations that may derive from insufficient financial resources at its disposal.

For all other aspects the SB, in order to preserve its autonomy and impartiality, provides for self-regulation through the formalization, within the framework of a regulation, of a series of rules that guarantee its best functioning.

2.4 INFORMATION FLOWS TO THE SUPERVISORY BODY

Pursuant to art. 6, paragraph 2, letter d), of Legislative Decree 231/2001, among the needs that the Model must meet specifies the provision *of "information obligations towards the body responsible for supervising the functioning and observance of the models".*

The Supervisory Body must be informed by the Recipients of the Model regarding events that could give rise to liability pursuant to the Decree or which in any case represent infringements of the company rules. Likewise, any document reporting such circumstances must be sent to the SB.

An obligation to provide information to the Supervisory Body has therefore been established, which is implemented through:

a) **periodic information flows -** information, data and news regarding adherence to the control and behavioral principles established by the Model, the Code of Ethics and the decision protocols and transmitted to the Supervisory Body by the company structures involved in the potentially risky activities, in the times and in the ways that will be defined and communicated by the Supervisory Body itself.

   For all activities that are carried out in *outsourcing,* the SB, on the basis of the provisions of the service provision contracts signed between the parties, must receive periodic information flows from the structures involved.

The structures involved will guarantee the documentability of the processes followed, proving compliance with the legislation and the rules of conduct and control envisaged by the Model, keeping the necessary documentation available to the Supervisory Body.

b) **occasional reports -** information of any kind, not falling within the previous category, coming from all the Recipients of this Model, relating to any violations of the provisions of the Model or in any case resulting from behavior not in line with the rules adopted by the Company as well as inherent to the commission of crimes, which may be considered useful for the purposes of carrying out the tasks of the Supervisory Body.

In particular, the Company Top Management must promptly report to the SB any information relevant to compliance with and functioning of the Model and precisely:

- the provisions and/or information coming from judicial police bodies, or from any other authority, without prejudice to the secrecy obligations imposed by law, from which it is clear that investigations have been carried out, even against unknown persons, for the offenses for which Legislative Decree 231/2001 is applicable, if such investigations involve the Company or its employees or corporate bodies, or in any case the responsibility of the Company itself;
- the provisions and/or information concerning the existence of administrative proceedings or significant civil disputes, without prejudice to the secrecy obligations imposed by law, from which the carrying out of investigations can be deduced, even against unknown persons, relating to requests or initiatives of independent Authorities, the financial administration, local administrations, or any contracts with the Public Administration, requests and/or management of public funding;
- requests for legal assistance forwarded to the Company by staff in the event of criminal or civil proceedings being initiated against them.

Furthermore, any reports prepared by the RSPP must be sent to the SB, as part of the respective control activity on the operations of ATT, from which facts may emerge that present relevant profiles for the purposes of compliance with the Model.

Occasional reports must be made in writing, preferably via the e-mail address odvatt@angelantoni.it. Reports can also be made anonymously and sent to the email address ATT - Supervisory Body, Loc. Cimacolle, 464 Massa Martana 06056 (Perugia).

The Supervisory Body evaluates the reports and information received and any consequent initiatives to be implemented.

All information, documentation, reports, reports *provided* for in this Model are kept by the SB in a specific database (IT or paper) for a period of 10 years; the SB will take care to keep the documents and information acquired confidential, also in compliance with privacy *legislation.*

Access to the database is permitted exclusively to the Supervisory Body.

2.5 Whistleblowing Channels

The art. 6 of the Decree also contains the regulations on "whistleblowing", providing that the Model must provide specific internal reporting channels to allow employees, collaborators and top management of the company to make reports of violations of the Model itself and in any case of conduct detrimental to the integrity of the entity.

This legislation, introduced by Law 30/11/2017, No. 179, was substantially modified by Legislative Decree no. 24/2023.

In particular, according to the new legislation, private sector bodies must activate, after consulting the competent representatives or trade union organisations, their own internal reporting channels which guarantee, also through the use of encryption tools, 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 the related documentation.

Legislative Decree no. 24/2023 prohibits the adoption of retaliatory acts against individuals who report the aforementioned violations, such as, by way of example, dismissal, suspension or equivalent measures, failure to promote, change of functions or place or working hours, etc. Acts adopted in violation of the prohibition of retaliation are null and void. The whistleblower can inform ANAC of the retaliation he believes he has suffered and ANAC is required to inform the National Labor Inspectorate for the measures within its competence.

ATT has established its own channels for reporting violations, adopting a specific procedure and specific software and entrusting its management to the SB, sharing everything with the trade union representatives as required by current legislation and taking into account the indications provided by ANAC with the relevant Guidelines, published in 2023 and updated in November 2025.

The collection and management of information must be conducted in such a way as to ensure the confidentiality of the identity of the whistleblowers and the contents of the report (without prejudice to legal obligations and/or any requests from the Judicial Authority).

The Supervisory Body will evaluate the reports received and any initiatives to be undertaken as a result of them.

The Model also provides for specific disciplinary sanctions against those who violate the measures to protect the whistleblower and against those who make unfounded reports with intent or gross negligence, in accordance with the provisions of the art. 6, paragraph 2-bis, last part of the Decree.

2.6 THE REPORTING ACTIVITY OF THE SUPERVISORY BODY

As already specified above, in order to guarantee its full autonomy and independence in carrying out its functions, the Supervisory Body communicates directly to the company's Governance.

In particular, the SB reports annually to the Administrative Body:

- the current state of implementation of the Model, with particular reference to the results of the supervisory activity carried out during the reference period and the appropriate interventions for the implementation of the Model, through a written report;
- the audit plan prepared for the following annual period.

In case of serious anomalies in the functioning and observance of the Model or violations of its provisions, the Supervisory Body promptly reports to the Administrative Body

The Supervisory Body may be convened at any time by the Administrative Body or may, in turn, request - if it deems it appropriate or in any case deems necessary - to be heard to report on particular events or situations relating to the functioning and compliance with the Model, requesting, if necessary, an intervention on the part of the same.

To guarantee a correct and effective information flow, the SB also has the possibility of requesting clarifications or information directly from the President, the CEO, the special prosecutors and other subjects with the main operational responsibilities.

Meetings with the bodies to which the SB reports must be minuted and a copy of the minutes must be kept by the SB and the bodies involved from time to time.

3. DISCIPLINARY SYSTEM

For the purposes of evaluating the effectiveness and suitability of the Model to prevent the crimes indicated by Legislative Decree 231/2001, it is necessary that the Model identifies and sanctions behaviors that may favor the commission of crimes. This is because the art. 6, paragraph 2, Legislative Decree 231/2001, in listing the elements that must be found within the models prepared by the Bodies, letter e) expressly provides that the Bodies have the burden of *"introducing a disciplinary system suitable for sanctioning failure to comply with the measures indicated by the Model".*

3.1 THE FUNCTIONS OF THE DISCIPLINARY SYSTEM

The Company, in order to induce subjects acting in the name or on behalf of ATT to operate in compliance with the Model, has therefore established a specific disciplinary system, aimed at punishing all behaviors that constitute violations of the Model and its annexes, through the application of specific sanctions deriving from a connection between the provisions of labor law and contract legislation and the principles and requirements of the Model.

The assessment of actual liability deriving from the violation of the Model and the imposition of the relevant sanction will therefore take place in compliance with the provisions of the law in force, the rules of the applicable collective bargaining, the contracts with third parties, the internal procedures, the provisions on privacy and in full observance of the fundamental rights of the dignity and reputation of the subjects involved.

The application of the disciplinary system and the related sanctions is independent of the existence and outcome of any criminal proceedings initiated by the judicial authority, in the event that the behavior to be censured also serves to integrate a type of relevant crime pursuant to Legislative Decree 231/2001.

3.2 RECIPIENTS OF THE DISCIPLINARY SYSTEM

The disciplinary system, as well as the Model, is aimed, in fact, at all Recipients, and precisely:

- to employed personnel;
- to managers;
- to the directors and auditors (the latter where appointed);
- to the Supervisory Body;
- to collaborators and third parties who operate on behalf of the Company, including self-employed workers who collaborate with ATT, commercial partners (individual businesses and/or companies) and all those who have contractual or freelance relationships (lawyers, accountants, etc.) with ATT for the performance of any work performance, including employment agencies and service contractors referred to in articles. 4 and 20 and 29, of Legislative Decree 10 September 2003, No. 276.

3.3 SANCTIONS

3.3.1 Measures against employees (non-managerial)

The conduct of employees that does not comply with the behavioral standards set out in the Model and/or the Code of Ethics constitutes disciplinary offenses and, as such, must be sanctioned.
The worker must comply with the regulatory provisions issued by the Company, in order to avoid the sanctions provided for by the current National Collective Agreement for Workers involved in the private metalworking industry and the installation of systems.

The type and extent of the disciplinary measure will be identified taking into account the seriousness or recidivism of the fault or the degree of guilt, evaluating in particular:

- the intentionality of the behavior or the degree of negligence, imprudence or incompetence, also in light of the predictability of the event;
- the overall behavior of the worker, verifying the existence of any other similar disciplinary precedents;
- the tasks assigned to the worker, as well as the relative level of hierarchical responsibility and autonomy;
- the possible sharing of responsibility with other employees who contributed to determining the violation as well as the related functional position;
- the particular circumstances surrounding the violation or in which it occurred;
- the relevance of the violated obligations and whether or not the consequences of the violation have external relevance to the company;
- the extent of the damage deriving to the Company or from the possible application of sanctions.

The table below sets out the relationship between specific breaches and the disciplinary sanctions applicable where non-managerial employees fail to comply with the Model adopted by the Company to prevent the offences contemplated by the Decree.

a) Verbal warning
In more specific and illustrative terms, the sanction of a verbal reprimand may be implemented, provided that it is committed for the first time and can be classified exclusively as negligent, for infringement of the procedures established by the Model and/or the Code of Ethics.

b) Written warning
It is adopted in the event of repeated failures punishable with a verbal reprimand or for the following deficiencies:

- culpable violation of the procedural rules set out in the Model and/or the Code of Ethics or procedural errors, having external relevance, due to the employee's negligence;
- delayed communication to the Supervisory Body of information required pursuant to the Model and/or the Code of Ethics and relating to situations not particularly at risk. Also in this case, the extent of the violations must be such as not to undermine the effectiveness of the Model and/or the Code of Ethics.

b) Fine with deduction from salary not exceeding 3 hours of pay
It is adopted in the event of repeated failures punishable with Written Administration.

c) Suspension from service and remuneration for a period not exceeding 3 days It is adopted for the following deficiencies:

- multiple violations of internal company procedures or behavior that does not comply with the provisions of the Model such as to cause damage to the Company or to expose company assets to a situation of objective danger; those who violate the security measures adopted by the Company for the protection of the confidentiality of subjects who report offenses or violations of the Model, or who hinder or attempt to hinder the reporting of such offenses or violations, are subject to the same sanction.
- serious procedural violations of the Model and/or the Code of Ethics such as to expose the Company to liability towards third parties.

d) Dismissal with notice
It is imposed on an employee who adopts, in carrying out activities in risk areas, behavior that does not comply with the provisions of the Model or internal company procedures and is uniquely aimed at committing a crime sanctioned by the Decree. Dismissal for justified reason is the consequence of a significant contractual breach by the employee, or of reasons inherent to the production activity, the organization of work and its regular functioning.
The following also constitute relevant reasons for dismissal with notice:

- the repeated failure to comply with the provisions contained in the Code of Ethics;
- the willful failure to communicate to the Supervisory Body information relevant to the performance of its functions.

e) Dismissal without notice
A prerequisite for the adoption of the measure in question is any lack of seriousness (either due to the malicious nature of the act, or to the criminal or pecuniary consequences, or to its recidivism) as to irreparably undermine the relationship of trust between the Company and the worker and in any case not to allow the continuation, even temporarily, of the employment relationship itself.

It is adopted for the employee who:

- adopts, in carrying out activities in risk areas, behavior that does not comply with the provisions of the Model or internal company procedures and such as to determine the concrete application by the Company of the measures provided for by the Decree;
- after having violated the security measures adopted by the Company for the protection of subjects who report crimes or violations of the Model, adopts or contributes to adopting retaliatory measures against such subjects;
- makes, with malice or gross negligence, reports of illicit acts or violations of the Model which prove to be unfounded, or criminal liability for the crimes of defamation or slander or in any case for the same crimes committed with the report to the judicial authority is established against him, even with a first degree sentence, or his civil liability, for the same reason, in cases of malice or gross negligence (the punishment however is excluded if, at the time of reporting, there were reasonable grounds to believe that disclosure of such information was necessary to uncover the breach);
- in committing the shortcomings referred to in the previous letters a), b), c), d) causes serious damage in economic and image terms for the company.

The verification of the aforementioned infractions, the establishment of disciplinary proceedings and the imposition of sanctions are the responsibility of the Personnel Manager.

The disciplinary system for the purposes of compliance with the Model is constantly monitored by the SB, to which both the initiation of disciplinary proceedings connected to violations of the Model itself and the provisions for the imposition of the related sanctions must be promptly communicated.

3.3.2 Measures against management personnel

In the event of violation by Managers of the procedures set out in this Model or the adoption, in carrying out activities connected with the Sensitive Processes, of behavior that does not comply with the provisions of the Model itself, the Company will apply the most suitable measures towards those responsible in accordance with the provisions of the law and the Managers' National Collective Labor Agreement.

3.3.3 Measures against directors

In the event of a detected violation of the Model or of internal company procedures by one of the directors, as well as of the rules protecting reports of offenses or violations of the Model (with or without adoption of retaliatory measures against the whistleblower), including the hypothesis in which the channels have not been established or the procedures for making or managing reports have not been adopted (i.e. these do not comply with the law or their functioning is in hindered in some way), as well as the hypothesis in which the director carries out violations of the whistleblowing legislation which lead to the application of administrative sanctions by ANAC, the SB will inform the Board of Directors and the Board of Statutory Auditors. These bodies will take every appropriate initiative provided for by current legislation including, in the most serious cases, the revocation of the mandate for just cause. In this regard, it is specified that the ANAC has the power to apply a pecuniary administrative sanction of 10,000 to 50,000 euros against the management body of the Company in the event of failure to establish the whistleblowing reporting channel, failure to adopt procedures for making reports or the presence of procedures that do not comply with the provisions of the articles. 4 and 5 of Legislative Decree 24/2023.

3.3.4 Measures against collaborators, suppliers, consultants, commercial partners and other third parties

Any conduct by parties external to the Company that conflicts with the law, this Model or the Code of Ethics and may create a risk that one of the offences covered by the Decree will be committed shall result, in accordance with the specific clauses included in engagement letters, contracts or commercial agreements, in early termination of the contractual relationship, without prejudice to the Company's right to claim compensation for any actual damage arising from such conduct.

4. DIFFUSION OF THE MODEL AND STAFF TRAINING

The adequate dissemination of the principles and provisions contained in the Model represent factors of great importance for the correct and effective implementation of the company prevention system.

In this regard, ATT has defined a communication, information and training plan aimed at disseminating and illustrating the Model and the Code of Ethics to all Recipients.

The plan will be managed by the competent corporate structures in charge, in coordination with the Supervisory Body.

In particular, as regards **communication**, the following is envisaged:

- an initial communication from the Governance to the members of the corporate bodies, to the employees and to all the staff responsible for the functions managed in outsourcing, with a consequent commitment on the part of the latter to inform all the staff who will work directly for the Company, about the adoption of this Model and the Code of Ethics;
- the dissemination of the Model and the Code of Ethics on the Company portal, in a specific dedicated area;
- the delivery of a paper copy in full version of the Model and the Code of Ethics to the members of the corporate bodies and to the subjects with representative functions of the Company, at the time of acceptance of the role conferred on them, with the signing of a declaration of compliance with the principles contained therein.

Regarding **information** mechanisms, it is expected that:

- the subsidiary companies are informed regarding the adoption of this Model and its contents via formal communication from the Governance;
- specific information on the principles and policies adopted by ATT - on the basis of this Model and the Code of Ethics - are provided to collaborators, consultants, suppliers and commercial *partners*, by the attorneys having institutional contacts with them, under the coordination of the Supervisory Body, as well as on the consequences that behaviors contrary to current legislation or to the ethical principles adopted may have with regard to contractual relationships, in order to make them aware of ATT's requirement that the their behavior complies with the Law, with particular reference to the provisions of Legislative Decree 231/2001. To this end, ATT inserts a termination clause in contracts with third parties expressed pursuant to Article 1456 of the Civil Code.

Finally, as regards **training**, to guarantee effective knowledge of the Model and the procedures that must be followed to correctly carry out one's duties, a specific training activity is planned aimed at Company personnel.

Participation in training courses is mandatory and will be formalized through the request for a signature of attendance or alternative mechanisms. The Company must communicate to the SB the names of the participants in the aforementioned courses.

New hires must be given an information set, containing (in addition to the material required for induction into the company), the text of Legislative Decree 231/2001, this document "Organization, management and control model pursuant to Legislative Decree 231/2001" including the Code of Ethics and decision protocols, and training provided in order to ensure that they have the knowledge considered to be of primary importance.
In addition to basic training on 231 for all employees, more specific training will be provided to some types of employees which will be characterized by a greater degree of in-depth analysis related to the different level of involvement of the same in activities at risk of committing some of the predicate crimes.

5. MODEL UPDATE

The updating activity, understood as both integration and modification, is aimed at guaranteeing the adequacy and suitability of the Model, evaluated with respect to the preventive function of committing the crimes indicated by Legislative Decree 231/2001.

The adoption and effective implementation of the Model constitute, by express legislative provision, a responsibility of the Administrative Body.

Therefore, the power to update the Model - an expression of its effective implementation - lies with the Administrative Body, which exercises it directly by resolution.

In detail, the Company attributes to the Administrative Body the power to adopt, also on the basis of indications and proposals coming from the Supervisory Body, modifications and/or additions to the Model and its annexes that may become necessary as a result of:

- significant violations of the provisions of the adopted Model;
- regulatory changes which entail the extension of the administrative liability of entities to other types of crime for which a risk of commission in the interest or advantage of the Company is deemed to exist;
- significant changes occurred in the organizational structure, in the system of powers and in the operational methods for carrying out risky activities and the controls to monitor them.

Since the dynamics that characterize the performance of the company's activity may require the partial or complete adaptation of existing protocols, as well as the adoption of new protocols in relation to changed organizational or operational needs, the ODV has the power to proceed with the adoption of the new rules by order of service, to then be submitted to the Administrative Body for final ratification.