

**NOVOTEX ITALIANA S.p.A.**



**ORGANIZATION, MANAGEMENT  
AND CONTROL MODEL  
PURSUANT TO LEGISLATIVE  
DECREE NO. 231/2001**

TEXT APPROVED BY THE BOARD OF DIRECTORS OF NOVOTEX ITALIANA  
S.P.A. IN THE MEETING OF 29/02/2024

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## DEFINITIONS

In addition to the other definitions provided in this document, the following capitalized terms shall have the meanings set forth below:

- **Sensitive Activities:** The Company's activities in which there is a risk of commission of Crimes;
- **Code of Ethics:** The code of ethics adopted by the Company, attached hereto as Annex 1;
- **Collaborator(s):** Consultants, external collaborators, business/financial partners, agents, attorneys-in-fact, and, in general, third parties acting on behalf of or otherwise in the interest of Novotex Italiana S.p.A.;
- **Board of Statutory Auditors:** The Board of Statutory Auditors of Novotex Italiana S.p.A.;
- **Board of Directors:** The Board of Directors of Novotex Italiana S.p.A.;
- **Decree:** Legislative Decree No. 231 of June 8, 2001, as subsequently amended and supplemented;
- **Recipients:** The Top-Level Subjects, Employees, and Collaborators of the Company;
- **Employee(s):** Persons employed under a subordinate employment relationship with an Entity (and for the purposes of this Model, with the Company), including Top-Level Subjects within the meaning of Article 5, letter b), of the Decree;
- **Entity or Entities:** The entity or entities to which the Decree applies (including the Company);
- **Confindustria Guidelines:** The guidelines issued by Confindustria for the construction of organizational, management, and control models, most recently amended in June 2021;
- **Model or Organizational Model:** This organizational, management, and control model, as provided for in Articles 6 and 7 of the Decree;
- **Novotex Italiana S.p.A. or the Company:** Novotex Italiana S.p.A., with registered office in Gaggiano (MI), via Enrico Fermi no. 20, Tax Code and VAT no. 00861940153;
- **Supervisory Body or SB:** The internal body of an entity (and for the purposes concerning Novotex Italiana S.p.A.), endowed with autonomous powers of initiative and control, responsible for supervising the functioning of and compliance with the Model, as provided for by the Decree;

- **Public Administration or PA:** Any public administration entity, including its officials and persons entrusted with public service duties;
- **Crimes:** The types of crimes to which the provisions of the Decree apply, including subsequent amendments and integrations;
- **Top-Level Subjects or Subjects in a Top Position:** Persons holding representative, administrative, or managerial positions in an Entity (including the Company), as well as persons who, even de facto, exercise management and control over the same, pursuant to Article 5, letter a), of the Decree.

**ORGANIZATION, MANAGEMENT, AND CONTROL  
MODEL**

**PURSUANT TO LEGISLATIVE DECREE**

**GENERAL PART**

## **1. LEGISLATIVE DECREE NO. 231/2001**

### **1.1 ENTITIES SUBJECT TO THE DECREE AND THEIR ADMINISTRATIVE LIABILITY**

On July 4, 2001, the Decree came into force, titled “*Regulation of the administrative liability of legal persons, companies, and associations, even those without legal personality*,” introducing into the Italian legal system the liability of Entities for administrative offenses arising from crimes committed in their interest or to their advantage.

The Decree applies, in the private sector, to companies, associations, and entities with legal personality, while in the public sector, it applies only to public economic entities (explicitly excluding the State, territorial public entities, non-economic public entities, and entities performing functions of constitutional relevance).

The Decree is complex and innovative, as it adds the Entity’s liability to the criminal liability of the natural person who has committed a crime in the interest or to the exclusive advantage of the Entity.

Indeed, Article 5 of the Decree establishes that the Entity shall be held liable whenever certain crimes (specified in the Decree) are committed “*in its interest or to its exclusive advantage*” by the following subjects:

- a) Persons who hold representative, administrative, or managerial functions within the Entity or one of its organizational units with financial and functional autonomy, as well as persons who, even de facto, exercise management and control over it (so-called Top-Level Subjects or Subjects in a Top Position);
- b) Persons under the direction or supervision of one of the subjects referred to in letter a) above.

The Entity’s liability is defined by the legislator as administrative, even though it is attributed within the context of a criminal proceeding, and it is entirely autonomous from that of the natural person committing the crime. In fact, pursuant to Article 8 of the Decree, the Entity may be held liable even if the material perpetrator of the crime is not prosecutable or has not been identified, and even if the crime is extinguished for reasons other than amnesty. Likewise, any attribution of responsibility to the Entity for the commission of the crime does not exclude the personal criminal liability of the individual perpetrator.

## 1.2 CATEGORIES OF CRIMES

The Entity's liability does not extend to any crime but is limited to those expressly provided for in Articles 24, 24-bis, 24-ter, 25, 25-bis, 25-bis.1, 25-ter, 25-quater, 25-quater.1, 25-quinquies, 25-sexies, 25-septies, 25-octies, 25-octies.1, 25-novies, 25-decies, 25-undecies, 25-duodecies, 25-terdecies, 25-quaterdecies, 25-quinquiesdecies, 25-sexiesdecies, 25-septiesdecies, and 25-duodevicies of the Decree (as amended from its entry into force to date), including, among others:

- (i) **Crimes committed in relation to the Public Administration<sup>1</sup>**, as referenced by Articles 24 and 25 of the Decree;
- (ii) **Crimes against public faith**, as referenced by Article 25-bis, introduced into the Decree by Law No. 99/2009;
- (iii) **Crimes against industry and commerce**, as referenced by Article 25-bis.1, introduced into the Decree by Law No. 99/2009, amended by Legislative Decree No. 125/2016;
- (iv) **Corporate crimes**, as referenced by Article 25-ter, introduced into the Decree by Legislative Decree No. 61/2002 and subsequent amendments <sup>2</sup>;
- (v) **Crimes for terrorism or subversion of the democratic order**, as referenced by Article 25-quater, introduced into the Decree by Law No. 7/2003;
- (vi) **Crimes related to the practice of female genital mutilation**, as referenced by Article 25-quater.1, introduced into the Decree by Law No. 7/2006;
- (vii) **Crimes against individual personality**, as referenced by Article 25-quinquies, introduced into the Decree by Law No. 228/2003<sup>3</sup>;
- (viii) **Market abuse**, as referenced by Article 25-sexies, introduced into the Decree by Article 9 of Law No. 62/2005<sup>4</sup>;
- (ix) **Crimes of involuntary manslaughter and grievous or very grievous bodily harm**, committed through violations of health and safety regulations in the workplace, as referenced by Article 25-septies, introduced into the Decree by Article 9 of Law No. 123/2007 and subsequent amendments<sup>5</sup>;

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<sup>1</sup> As last amended by Law 137/2023.

<sup>2</sup> As last amended by Legislative Decree 19/2023.

<sup>3</sup> As last amended by Law No. 238/2021, containing "Provisions for the fulfillment of obligations arising from Italy's membership in the European Union".

<sup>4</sup> As last amended by Law No. 238/2021, containing "Provisions for the fulfillment of obligations arising from Italy's membership in the European Union".

<sup>5</sup> It is noted that Articles 589 and 590 of the Penal Code – respectively "Manslaughter" and "Negligent bodily harm" – were recently amended by Law No. 3/2018, effective from February 15, 2018. In this regard, the following



- (x) **Crimes of receiving stolen goods, money laundering, and the use of money, goods, or benefits from illegal sources**, as well as self-money laundering, as referenced by Article 25-octies, introduced into the Decree by Article 72 of Legislative Decree No. 231/2007<sup>6</sup>;
- (xi) **Crimes related to payment instruments other than cash and fraudulent transfer of values**, as referenced by Article 25-octies.1, introduced into the Decree by Article 3 of Legislative Decree No. 184/2021<sup>7</sup>, as amended by Article 6-ter of Decree-Law No. 105/2023, converted into Law No. 137/2023<sup>8</sup>;
- (xii) **Crimes related to copyright violations**, as referenced by Article 25-novies, introduced into the Decree by Law No. 99/2009;
- (xiii) **Computer crimes and unlawful data processing**, as referenced by Article 24-bis, introduced into the Decree by Law No. 48/2008 and subsequent amendments;
- (xiv) **Crimes of organized crime**, as referenced by Article 24-ter, introduced into the Decree by Law No. 94/2009 and amended by Law No. 69/2015;
- (xv) **Transnational crimes**; Article 10 of Law No. 146/2006 provides for the administrative responsibility of entities also in relation to crimes specified by the same law that have the characteristic of transnationality;

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paragraph was added by Article 12, paragraph 2, of the aforementioned law: *"If the act is committed while performing a profession that requires special state authorization or a healthcare profession, the penalty is imprisonment from three to ten years" in the case of manslaughter; and "the penalty for serious bodily harm is imprisonment from six months to two years, and the penalty for very serious bodily harm is imprisonment from one year and six months to four years" in the case of negligent bodily harm.*

<sup>6</sup> These offenses include: receiving stolen goods (Article 648 of the Penal Code); money laundering (Article 648-bis of the Penal Code); use of money, goods, or benefits of illegal origin (Article 648-ter of the Penal Code); self-money laundering (Article 648-ter.1 of the Penal Code), introduced by Law No. 186/2014. In this regard, it is noted that Legislative Decree No. 195/2021, effective from December 15, 2021, implementing Directive (EU) No. 2018/1673 on combating money laundering through criminal law, amended the aforementioned criminal offenses, introducing significant changes regarding the liability of entities. Specifically, these categories of crimes will no longer be limited to fraudulent conduct but will also include offenses punished on a negligent basis, as well as cases where the act involves money or goods from an administrative offense (provided that the offense is punishable by arrest exceeding one year or at least six months).

<sup>7</sup> The aforementioned Legislative Decree No. 184/2021 made certain amendments to the Penal Code, particularly: it introduced the new Article 493-quater, under which the possession and distribution of equipment, devices, or software intended to commit crimes related to payment instruments other than cash are penalized (with imprisonment of up to 2 years and a fine up to €1,000); it amended the crime of computer fraud under Article 640-ter, introducing a new aggravating circumstance when the alteration of a computer system results in the transfer of money, monetary value, or virtual currency; and it modified the wording of Article 493-ter, relating to the improper use and forgery of credit and payment cards (the terms "credit or payment cards or any other document" have been replaced by "immaterial payment instruments, credit or payment cards, or any other instrument or document").

<sup>8</sup> Decree Law 105/2023 inserted, after paragraph 2, paragraph 2-bis: "In relation to the commission of the crime under Article 512-bis of the Penal Code, the entity shall be subject to a monetary fine of 250 to 600 quotas."

- (xvi) **Crimes consisting of inducing individuals not to make statements or to make false statements to the judicial authority**, as referenced by Article 25-decies, introduced into the Decree by Law No. 116/2009, as replaced by Article 2, paragraph 1, Legislative Decree No. 121/2011;
- (xvii) **Environmental crimes**, as referenced by Article 25-undecies, introduced into the Decree by Article 4, paragraph 2, Law No. 116/2009, as replaced by Article 2, paragraph 1, Legislative Decree No. 121/2011 and subsequent amendments<sup>9</sup>;
- (xviii) **Crime of employing third-country nationals whose stay is irregular**, as referenced by Article 25-duodecies, introduced into the Decree by Legislative Decree No. 109/2012 and amended by Law No. 161/2017<sup>10</sup>;
- (xix) **Crime of corruption between private individuals and incitement to corruption between private individuals**, governed respectively by the amended Article 2635 of the Civil Code, now titled "Corruption between Private Individuals," and Article 2635-bis of the Civil Code, as referenced by Article 25-ter, paragraph 1, letter s-bis, introduced into the Decree by Law No. 190/2012, as amended by Legislative Decree No. 38/2017 and Law No. 3/2019<sup>11</sup>;

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<sup>9</sup> Subsequently amended by Law No. 68/2015. It is noted that Legislative Decree No. 21/2018 repealed Article 260 of Legislative Decree No. 152/2006, introducing the new crime of "activities organized for the illegal trafficking of waste" under Article 452-quaterdecies of the Penal Code. As specified in the transitional provisions of the cited Legislative Decree, the reference to Article 260 of Legislative Decree No. 152/2006 in Article 25-undecies of the Decree must be understood as referring to the new Article 452-quaterdecies of the Penal Code. Moreover, Legislative Decree No. 135/2018, converted into Law No. 12/2019, abolished the system for tracking waste (SISTRI) under Article 188-ter of Legislative Decree No. 152/2006. Under the legislative framework, the Ministry of the Environment has introduced a "national electronic register for waste traceability," which, however, is not yet operational. In the meantime, entities required to trace waste via SISTRI (and now through the electronic register) are still subject to the obligations under Legislative Decree No. 152/2006, as it was amended by Legislative Decree No. 205/2010; specifically, waste traceability must be ensured through the traditional "paper" system, although it remains possible to use the "digital" data transmission methods as provided by Article 194-bis of Legislative Decree No. 152/2006. Currently, the sanctions applicable for violations committed from January 1, 2019, are those provided by Article 258 of the aforementioned Legislative Decree (in the text before the amendments made by Legislative Decree No. 205/2010) and no longer those imposed by Article 260-bis of the same Legislative Decree, which are implicitly repealed as they are considered "accessory" to the SISTRI-related provision. This affects the scope of predicate offenses under Article 25-undecies of the Decree, as the reference to Article 260-bis of Legislative Decree No. 152/2006 is no longer applicable. However, the text of the Decree has not yet been updated in relation to the above.

<sup>10</sup> Article 25-duodecies was amended by Law No. 161/2017, which added the following paragraphs: "*1-ter. In relation to the commission of the crimes referred to in Article 12, paragraph 5, of the Consolidated Act under Legislative Decree No. 286 of July 25, 1998, and subsequent amendments, the entity shall be subject to a monetary fine from one hundred to two hundred quotas. 1-quarter. In cases of conviction for the crimes referred to in paragraphs 1-bis and 1-ter of this article, the sanctions provided for in Article 9, paragraph 2, shall apply for a period not less than one year.*".

<sup>11</sup> Legislative Decree No. 38/2017, published in the Official Gazette on March 30, 2017, implemented Framework Decision No. 2003/568/JHA on the fight against corruption in the private sector, amending the offense of private-sector corruption (including within the scope of punishable individuals those performing managerial functions within entities; sanctioning the giving or solicitation of money or other benefits) and

- (xx) **Crime of racism and xenophobia**, as referenced by Article 25-*terdecies*, introduced into the Decree by Law No. 167/2017;
- (xxi) **Fraud in sports competitions, unauthorized gambling or betting, and illegal gambling using prohibited devices** (Article 25-*quaterdecies*);
- (xxii) **Tax crimes**, as referenced by Article 25-*quinqüesdecies*, introduced into the Decree by Article 39, paragraph 2, of Decree-Law No. 124/2019<sup>12</sup>, and **smuggling**, as referenced by Article 25-*sexiesdecies*, introduced into the Decree by Article 5, paragraph 1, letter d), of Legislative Decree No. 75/2020<sup>13</sup>;
- (xxiii) **Crimes against cultural heritage**, as referenced by Article 25-*septiesdecies*, introduced into the Decree by Law No. 22/2022<sup>14</sup>;
- (xxiv) **Crimes of laundering cultural goods and devastation and looting of cultural and landscape assets**, as referenced by Article 25-*duodevices*, introduced into the Decree by Law No. 22/2022<sup>15</sup>.

In light of the corporate purpose and activities of Novotex Italiana S.p.A., as well as the specific characteristics of the company, it was deemed appropriate for the preparation of this

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introducing the offense of instigation to corruption (Article 2635-bis of the Civil Code), increasing fines and introducing prohibitive sanctions. Law No. 3/2019 also repealed the requirement for a complaint to initiate proceedings for the crime of private-sector corruption under Article 2635 of the Civil Code as well as for the crime of instigation to private-sector corruption under Article 2635-bis of the Civil Code, as referred to in Article 25-*ter* of the Decree, introducing *ex officio* prosecution.

<sup>12</sup> Subsequently amended by the conversion law No. 157/2019. Article 25-*quinqüesdecies* refers to the crimes set forth in Legislative Decree No. 74/2000, specifically: the crime of fraudulent declaration using invoices or other documents for non-existent transactions (Article 2, paragraph 1 and paragraph 2-*bis*), for which different financial penalties are provided depending on whether the fictitious passive elements exceed or are less than €100,000; the crime of fraudulent declaration by other means (Article 3); the crime of issuing invoices or other documents for non-existent transactions (Article 8, paragraph 1 and paragraph 2-*bis*), for which different financial penalties are provided depending on whether the amount indicated in the invoices or documents is higher or lower than €100,000 for the tax period; the crime of concealing or destroying accounting documents (Article 10); and the crime of fraudulent tax evasion (Article 11). Article 25-*quinqüesdecies* was subsequently amended by Article 5, paragraph 1, letter c), of Legislative Decree No. 75/2020, titled "*Implementation of Directive (EU) 2017/1371, relating to the fight against fraud affecting the financial interests of the Union through criminal law*," concerning the transposition of the so-called PIF Directive. This amendment introduced within the scope of crimes under the Decree the offenses referred to in Article 4 of Legislative Decree No. 74/2000 (false declaration), Article 5 of Legislative Decree No. 74/2000 (failure to declare), and Article 10-*quater* of Legislative Decree No. 74/2000 (improper offsetting); the relevance of these offenses under the Decree is also subject to their commission "*within the framework of cross-border fraudulent schemes and with the intent to evade VAT in an amount not less than ten million euros*."

<sup>13</sup> Article 25-*sexiesdecies* introduces into the list of predicate offenses under the Decree the crimes set forth in Presidential Decree No. 43/1973 (Consolidated Text of Legislative Provisions on Customs Law).

<sup>14</sup> Article inserted by Article 3, paragraph 1, of Law No. 22/2022, effective from March 23, 2022, as per Article 7, paragraph 1, of the same law.

<sup>15</sup> Article inserted by Article 3, paragraph 1, of Law No. 22/2022, effective from March 23, 2022, as per Article 7, paragraph 1, of the same law.

Model to address only the crimes considered practically committable, excluding from the analysis those whose commission in the interest or benefit of the company is not conceivable.

Specifically, for the purposes of this Model, the following crimes have been considered:

- Crimes committed in relation to the Public Administration (Articles 24, 25, and 25-*decies* of the Decree);
- Corporate Crimes (Article 25-*ter* of the Decree);
- Crimes related to health and safety at work (Article 25-*septies* of the Decree);
- Crimes of receiving stolen goods, money laundering, and the use of illicit money, goods, or benefits, as well as self-money laundering (Article 25-*octies* of the Decree);
- Crime of employing third-country nationals whose stay is irregular (Article 25-*duodecies* of the Decree);
- Tax crimes (Article 25-*quinqüiesdecies* of the Decree) and smuggling (Article 25-*sexiesdecies* of the Decree),

omitting other crime categories provided for by the Decree.

For a detailed examination of the crimes analyzed, please refer to the corresponding Special Section of the Model.

### 1.3 SANCTIONS

The sanctions provided under Article 9 of the Decree for the Entity in the event of commission or attempted commission of the aforementioned crimes include:

- Monetary sanctions up to a maximum of €1,549,70.69 (in addition to precautionary conservatory seizure);
- Interdictory sanctions (which may also apply as precautionary measures) for a period of no less than 3 (three) months and no more than 2 (two) years, including:
  - Disqualification from carrying out activities;
  - Suspension or revocation of authorizations, licenses, or concessions related to the commission of the offense;
  - Prohibition on contracting with the Public Administration;
  - Exclusion from benefits, funding, contributions, or subsidies and the potential revocation of those granted;
  - Prohibition on advertising goods or services;

- Confiscation (and precautionary seizure);
- Publication of the judgment.

#### **1.4 EXCLUSION OF ADMINISTRATIVE LIABILITY OF ENTITIES**

Articles 6 and 7 of the Decree provide for the exemption of an Entity's liability for crimes committed by individuals in Top Positions and Employees, provided the Entity can prove that it has adopted and effectively implemented organizational, management, and control models that are capable of preventing the commission of such offenses. To this end, the system requires the establishment of an internal control body within the Entity with the task of overseeing the actual effectiveness of the organization, management, and control model pursuant to Legislative Decree 231/2001.

According to the aforementioned provisions, the liability of the Entity under the Decree is excluded if the Entity demonstrates that:

- The governing body has adopted and effectively implemented, prior to the commission of the act, organizational and management models capable of preventing crimes of the same type as the one that occurred;
- The task of overseeing the operation and compliance with the models, as well as ensuring their updates, has been entrusted to an internal body with autonomous powers of initiative and control (the Supervisory Body);
- The individuals committed the crime by fraudulently circumventing the organizational and management models;
- There has been no omission or insufficient supervision by the Supervisory Body.

The Decree also provides that the organizational and management models must meet the following requirements (see Article 6, paragraph 2, of the Decree):

- Identify activities within which crimes may be committed;
- Establish specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the crimes to be prevented;
- Identify methods of managing financial resources capable of preventing the commission of crimes;
- Provide for information obligations toward the Supervisory Body;

- Introduce a disciplinary system capable of sanctioning non-compliance with the measures set out in the organizational, management, and control model pursuant to Legislative Decree 231/2001.

Exemption from the Entity's liability passes through the assessment of the suitability of the internal system of organization and control, which the judge must determine in the event of a criminal proceeding against the material perpetrator of the unlawful act. Therefore, the drafting of the organizational, management, and control model pursuant to Legislative Decree 231/2001 and the organization of the activities of the control body must aim at achieving a positive outcome in this suitability assessment. This specific goal requires Entities to assess the adequacy of their procedures in light of the aforementioned requirements.

Consequently, adopting an adequate and complete organizational and management model becomes mandatory if the Entity wishes to benefit from the exclusion of administrative liability for crimes committed by individuals in Top Positions and Employees.

## **2. FUNCTION OF THE MODEL**

### **2.1 STRUCTURE AND PURPOSE OF THE MODEL**

In order to guarantee conditions of legality, fairness, and transparency in the performance of its activities, Novotex Italiana S.p.A. has deemed it appropriate to adopt and implement this Model.

The Model has been drafted taking into account both the provisions of the Decree and the Confindustria Guidelines, which, among other provisions, provide methodological indications for identifying risk areas and the structure that should be adopted when implementing the Model.

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In light of the general principles outlined above and the provisions of the Confindustria Guidelines, this Model consists of a “General Part” and six individual “Special Parts” designed for the types of crimes contemplated in the Decree, whose commission is considered to be of higher risk for the Company.

The General Part aims to define the objectives of the Model and the general principles that the Company refers to for managing its activities, while each Special Part serves to identify the behavioral principles to be followed and the preventive measures related to the potentially committed crimes.

The Special Part also defines the specific verification duties of the Supervisory Body in relation to each type of crime that is considered sensitive under the Decree and taken into account for the preparation of the Model.

The purpose of this Model is to create, with respect to the Company's Sensitive Activities, an organic system consisting of procedures/procedural principles and control activities aimed at preventing the commission of crimes.

In particular, the Model pursues the following objectives:

- To raise awareness among those working in the context of Sensitive Activities about the risk of incurring, in the event of a breach of the procedures set forth by the Model, sanctions that are both criminal (for the perpetrator) and administrative (for the Company);
- To emphasize that behaviors contrary to the law and the provisions of the Company's adopted Code of Ethics are firmly condemned by the Company;
- To enable the Company to oversee Sensitive Activities in order to facilitate the prevention of crimes.

The guiding principles of this Model are as follows:

- The dissemination, within the Company and to its Employees and Collaborators, of behavioral rules and procedural principles/procedures implemented by the Company, as well as a training plan for the personnel covering all elements of the Model;
- The adoption of a Code of Ethics that sets forth the ethical principles and general behavioral guidelines that Top Level Subjects, Employees, and Collaborators are required to follow in the performance of their respective duties;
- The identification of the Company's "risk areas," that is, areas within which there is a higher likelihood of committing crimes considered sensitive under the Decree;
- The existence of consolidated procedures and/or practices that outline the operational methods for work activities both generally and specifically in the identified "risk areas";
- The implementation of an internal system of management delegations and powers of attorney to represent the Company externally, ensuring a clear assignment of duties, consistent with the organizational structure and the management control system;
- The implementation of a management and control system for the Company's financial resources that enables the early detection of any emerging critical situations;



- The adoption of a disciplinary system capable of sanctioning any violation of the Model and the Code of Ethics;
- The assignment to an internal body within the Company (the Supervisory Body) the task of overseeing the functioning and compliance with the Model and ensuring its updates.

## **2.2 RECIPIENTS OF THE MODEL**

The rules contained in this Model are addressed to all the Recipients.

The Model and its contents are communicated to the Recipients in ways that ensure their effective knowledge, as indicated in Paragraph 6 below; therefore, the Recipients of the Model are required to comply with all provisions, in fulfillment of the duties of correctness and diligence arising from the legal relationship established with the Company.

## **2.3 ADOPTION OF THE MODEL**

The Company intends to ensure that - by its Employees, individuals in Top Positions, and anyone acting on its behalf - no criminal offenses are committed that could not only damage the Company's image and reputation but also result in the imposition of one of the financial and/or prohibitive sanctions provided by the Decree in the case such crimes are committed to the benefit or in the interest of the Company.

For this purpose, Novotex Italiana S.p.A. has adopted this Model, aimed at introducing a system of principles and conduct rules that must guide the behavior of all the individuals belonging to the Company in their relationships with both Italian and foreign counterparts.

This Model, which constitutes an official document of the Company, was approved by the Board of Directors of Novotex Italiana S.p.A. with the resolution dated 29/02/2024.

This Model can only be modified by the Board of Directors, following a proposal and/or consultation with the Supervisory Body.

## **3. THE ORGANIZATIONAL STRUCTURE OF NOVOTEX ITALIANA S.P.A.**

### **3.1 INTRODUCTION**

In order to identify the Sensitive Activities as referred to in the Decree, it is necessary to consider the specific characteristics of the Entity that intends to implement the organizational, management, and control model pursuant to Legislative Decree No. 231/2001, as well as its actual operations.



Thus, the organizational structure of Novotex Italiana S.p.A. is initially described below, with particular reference to the activities it carries out and its administration and control system.

## **3.2 THE INTERNAL ORGANIZATION OF NOVOTEX ITALIANA S.P.A.**

### **3.2.1 Description and structure of the Company**

Novotex Italiana S.p.A. was founded in 1970 and immediately began studying the application of polyurethane resins in the field of coated fabrics. In 1979, it became part of the C.O.I.M. Group, an international leader in the production of polyesters, polyurethanes, and special resins for the production of composite materials and coatings.

After consolidating its business across the national territory, Novotex Italiana S.p.A. initiated a gradual process of internationalization, extending its commercial network abroad, including the establishment of an operational office in South America.

Today, the company is one of the leaders in the coated fabric sector, offering its customers a wide range of products and highly specialized technical support services. It has become the reference point for those who wish to position themselves in the market at a high competitive level and have access to advanced products and application technologies.

Novotex Italiana S.p.A. mainly engages in the wholesale trade of synthetic resins, polymerization products, colors, additives, varnishes, and release papers for the production of synthetic leather and the finishing of natural leather, as well as general chemical products.

The governance model and, in general, the organizational system of the company are structured to ensure the implementation and achievement of the strategies and objectives set at the managerial level, as well as the maximum efficiency of its operational processes.

Novotex Italiana S.p.A. has adopted a "traditional" corporate governance system, which includes a Board of Directors (composed of four members), a Board of Statutory Auditors, and a legal auditor.

From the perspective of the internal control system, the Company operates based on a set of rules, procedures, and organizational structures that ensure compliance with the law, internal policies, plans, and procedures, as well as the involvement of multiple parties and/or business functions in the performance of the so-called "sensitive" activities. In this context, the organizational structure includes:

- The applicable legal and regulatory framework, including that specific to the industry in which the company operates and to which it strictly adheres;
- The Code of Ethics;
- The system of delegations and powers of attorney in place;
- The hierarchical-functional structure (see company organization chart, attached as Annex 2).

The following operational procedures have been implemented by the Company:

- “*Flow no. 11 – A – Hiring new personnel*” and “*Flow no. 11 – B – Pre-employment requirements*,” aimed at regulating personnel selection and hiring processes;
- “*Welcome Book – Novotex Ed 05 2024 – January 9, 2024*,” aimed at regulating (inter alia) the management of expense reports, business trips, and travel/transportation bookings;
- “*Car policy – Assignment and use of company cars for mixed-use*,” aimed at regulating (inter alia) the reimbursement process for fuel expenses for business purposes;
- “*IO 025 – Purchase of consumables, services, and payments*” regarding purchases and supplier relations;
- “*Flow no. 5 – Opening of new customer records*,” regarding customer acquisition and relationship management;
- “*Flow no. 16 – Customer outstanding reminders*” and “*Flow no. 19 – Unlocking customers for outstanding payments*,” concerning payments by customers for products supplied by the Company;
- “*Flow no. 10 – Management of customer complaints*,” concerning customer complaints regarding products supplied by the Company;
- “*Flow no. 14 – Management of sales orders*” and “*Flow no. 15 – Management of scheduled orders*,” concerning the management of orders received from customers;
- “*Flow no. 23 – Logistics management*,” “*Flow no. 31 – Management of complete truckloads with multiple destinations*,” and “*Transport Manual*,” regulating the processes and methods for managing and organizing transportation of products for sale in Italy and abroad;
- “*Flow no. 49 – Balance Sheet Flow*,” which indicates the activities leading to the preparation of the balance sheet, with an outline of the information flows between the Company and external parties involved.

The organizational structure of Novotex Italiana S.p.A. is designed to ensure a clear definition of the competencies of each company area and the responsibilities associated with them.

Specifically, the Company's organization chart allows identification of the areas in which the business activity is divided, the individuals and functions operating in the various areas, their respective roles, and the hierarchical lines of dependence among them.

The organizational structure of the Company is, from both a hierarchical and functional standpoint, under the authority of the Board of Directors, to which the various company functions report, based on information flows aimed at ensuring effective coordination and management of corporate dynamics.

### **3.2.2 Corporate governance**

The central bodies of the Company are:

- The Shareholders Meeting;
- The Board of Directors;
- The Board of Statutory Auditors; and
- The Legal Auditor.

#### **3.2.2.1 GENERAL MEETING**

The Shareholders Meeting is ordinary and extraordinary, in accordance with the law.

Resolutions of the Shareholders Meeting are governed by Articles 2363 et seq. of the Italian Civil Code.

#### **3.2.2.2 BOARD OF DIRECTORS**

The Board of Directors, unless otherwise decided by the Shareholders Meeting (even during its mandate), holds all powers of ordinary and extraordinary administration, including powers to: (i) appoint special attorneys for specific acts or categories of acts, as well as storekeepers, managers, and directors; (ii) acquire and transfer, in compliance with current legislation, shares in companies, entities, and corporations with a similar or related purpose to the Company; (iii) incur liabilities of any kind and provide guarantees (even in favor of third parties); (iv) waive and cancel guarantees, even without prior collection of the corresponding credit.

Novotex Italiana S.p.A. has appointed a Board of Directors, consisting of four members (Chairman of the Board, two Managing Directors, and one Director).

### **3.2.2.3 BOARD OF STATUTORY AUDITORS**

The Board of Statutory Auditors is appointed in accordance with the law and consists of three regular members and two substitutes.

### **3.2.2.4 LEGAL AUDITOR**

The activities of verifying the regular maintenance of the accounts and the compliance of the annual financial statements with the applicable accounting principles have been entrusted to a Legal Auditor.

## **3.3 GENERAL PRINCIPLES OF THE ORGANIZATIONAL AND CONTROL SYSTEM**

This Organizational Model constitutes an expansion of the management and control system already in place within the Company and is adopted with the aim of providing a more complete guarantee regarding the achievement of corporate objectives in compliance with current legislation (both primary and secondary), the reliability of information (including financial), and the safeguarding of the Company's assets.

### **3.3.1 Organizational system and separation of roles**

The organizational system of the Company is structured to meet the following requirements:

- Clarity, formalization, and communication, particularly with regard to the allocation of responsibilities, the definition of hierarchical lines, and the assignment of operational activities;
- Separation of roles, i.e., structuring of operational processes to avoid functional overlaps and, especially, the concentration of activities with a high degree of criticality or potential risk in a single individual.

### **3.3.2 Delegation of powers**

The system of delegation of powers concerns both internal authorization powers, which affect the Company's decision-making processes regarding activities to be undertaken, and powers of representation for the signing of acts or documents intended for external parties, which may legally and economically bind the Company towards third parties.

The delegation of powers must:

- Be clearly defined and formally granted by the administrative body;
- Be consistent with the responsibilities and tasks delegated, and the positions held by the delegate within the organizational structure;

- Include limits of exercise in accordance with the assigned roles, with particular attention to spending powers and powers of authorization and/or signature for “risky” transactions;
- Be updated, when necessary, due to organizational changes that may occur.

### 3.3.3 **Operational procedures**

Company processes and operational activities are supported by general and specific conduct principles and/or internal formalized procedures, including the delegation system, that meet the following requirements:

- Regulation of how activities are to be carried out;
- Definition of responsibilities, in compliance with the principle of separation of roles, between the individual who initiates the decision-making process, the individual who executes and completes it, and the individual who conducts related controls;
- Traceability of acts and operations in general through suitable documentary support that attests to the characteristics and justifications of the activities carried out and identifies the individuals involved in the operation (authorization, execution, registration, verification of the operation);
- The establishment of control mechanisms (also through external consultants) to ensure the integrity and completeness of data managed and information exchanged within the corporate structure and externally.

### 3.3.4 **Control and monitoring activities**

Control and monitoring activities necessarily involve different parties or bodies, including: the Board of Directors, the Board of Statutory Auditors, the Legal Auditor, external consultants, and the Supervisory Body, as well as the Company’s personnel. These activities are an essential element of corporate operations.

The control tasks performed by the aforementioned bodies are defined with regard to the following control activities:

- Supervision of the Company’s correct administration, organizational adequacy, and compliance with laws and the articles of incorporation;
- Internal audits aimed at identifying anomalies and violations of the delegation system and/or procedures;

- External audits aimed at verifying the proper maintenance of the company accounts and the preparation of the annual financial statements in accordance with applicable accounting principles.

### 3.3.5 Traceability

Each operation/activity must be adequately recorded. The decision/authorization/operation process must be verifiable *ex post*, even through appropriate documentary support (paper and/or electronic). In any case, the cases and methods of any possible deletion or destruction of recorded data must be detailed and regulated.

\*

The Company believes that the principles described above are consistent with the guidelines provided by Confindustria and are reasonably adequate to prevent the criminal offenses outlined in the Decree.

In light of the above considerations, the Company deems it essential to ensure the correct and effective application of the aforementioned control principles in all business areas/processes identified as potentially at risk of criminal activity during the mapping phase.

## **4. METHODOLOGY FOLLOWED FOR IDENTIFYING SENSITIVE ACTIVITIES AND DRAFTING THE MODEL**

### **4.1 INTRODUCTION**

Article 6.2, letter a) of the Decree specifies that one of the requirements for the Model is the identification of so-called “sensitive” or “at-risk” areas, meaning those processes and areas of business activity where the risk of committing one of the offenses expressly referred to by the Decree itself may arise.

For this purpose, the company’s operational reality was analyzed in the sectors where the commission of crimes could be hypothesized, highlighting the most relevant phases and processes in this context.

At the same time, an investigation was conducted into the constituent elements of the sensitive crimes in relation to the Company’s activities, with the aim of identifying the concrete behaviors that, within the company context, could constitute the criminal offenses.

The Model was prepared by Novotex Italiana S.p.A., taking into account both the provisions of the Decree and the Confindustria Guidelines, which provide methodological indications

for identifying risk areas and the structure of the Model.

## **4.2 PRELIMINARY STAGES OF THE MODEL CREATION**

The Company, in consideration of the provisions of the Decree, initiated a project aimed at preparing the present Model, assigning specific mandates to external consultants with the necessary expertise for this purpose.

The drafting of the Model was preceded by a series of preparatory activities, divided into the following phases:

### *1) Preliminary analysis of the company context*

This phase aimed to examine the Company's organization and activities, as well as the business processes in which the activities are structured, specifically through the analysis of the documentation made available by the Company and conducting targeted interviews with the heads of business functions.

### *2) Identification of Sensitive Activities and "As-is analysis"*

Through this analysis process, a series of Sensitive Activities were identified within which the commission of crimes could be hypothesized. Following this investigative phase, the management methods of Sensitive Activities were assessed, including the existing control system over these activities and its compliance with generally accepted internal control principles.

The analysis covered the Sensitive Activities for the commission of the following crimes:

- Crimes committed in dealings with Public Authorities (Articles 24, 25, and 25-decies of the Decree);
- Corporate crimes (Article 25-ter of the Decree);
- Crimes in health and safety at the workplace (Article 25-septies of the Decree);
- Crimes of receiving stolen goods, money laundering, and the use of money, goods, or benefits of illicit origin, as well as self-laundering (Article 25-octies of the Decree);
- Crimes of employing citizens of third countries with irregular residency status (Article 25-duodecies of the Decree);
- Tax crimes (Article 25-quinquiesdecies of the Decree) and smuggling (Article 25-sexiesdecies of the Decree).

After a preliminary evaluation, supported by both the interview cycle and document

verification, crimes not explicitly covered in the Special Parts of this Model were excluded from the analysis, as, while not entirely dismissible, their commission seemed only abstractly conceivable due to the company's operational reality and the elements necessary to commit the crime (especially concerning the psychological element of certain offenses).

### 3) “Gap analysis”

Based on the existing control situation and procedures related to Sensitive Activities and the provisions and objectives of the Decree, improvements to the current internal control system and essential organizational requirements for the definition of this Model were identified.

For the sensitive activity areas and instrumental processes identified, potential risk-crime scenarios, possible ways to commit them, and the subjects (employees and non-employees) typically involved were identified.

The results of this mapping activity of risk areas, current controls (the so-called “*As-is analysis*”), and identification of improvements to the internal control system (the so-called “*Gap analysis*”) are represented in documents kept on file by the Company.

## 4.3 DRAFTING OF THE MODEL

Following the activities described above, the Company defined the operational principles and reference “protocols” for drafting the Model, taking into account:

- The provisions of the Decree;
- The Code of Ethics;
- The Confindustria Guidelines (as last updated).

Any decision not to adapt the Model to some guidelines of the Confindustria Guidelines does not affect the validity of the document itself. In fact, the Model must necessarily be drafted with specific reference to the Company’s concrete reality, and therefore it may differ from the Confindustria Guidelines, which are by nature general.

The Code of Ethics is a tool supporting the prevention of criminal offenses in Sensitive Activities, as it represents the Company’s formal commitment to operating according to transparent behavioral norms as well as compliance with applicable laws. The discipline in the Code of Ethics aims to ensure adherence to principles of legal compliance, fairness, non-discrimination, loyalty, and the protection of the Company’s image and reputation. The Code of Ethics also sets internal behavioral directives for all company collaborators, who are



ethically and professionally responsible for their conduct in performing their activities, which are considered particularly sensitive and aligned with the industry's best practices.

## **5. THE SUPERVISORY BODY**

### **5.1 STRUCTURE AND COMPOSITION OF THE SUPERVISORY BODY**

Article 6, paragraph 1, letter b) of the Decree establishes that the task of monitoring the functioning and compliance of the Organizational Model, as well as its updating, should be entrusted to a Supervisory Body, endowed with autonomous powers of initiative and control.

The members of the Supervisory Body must meet subjective requirements ensuring the autonomy and independence of the Body in carrying out its activities.

The autonomy of initiative and control powers implies that the Supervisory Body must be:

- Positioned independently from those it must monitor;
- Free from operational tasks;
- Equipped with financial autonomy.

The role should be assigned to a body (whether monocratic or collegial) located at a high hierarchical level within the company's organizational structure, emphasizing the need for this positioning to be accompanied by the non-assignment of operational tasks, which could otherwise compromise the objectivity of judgment during checks on monitored behaviors and the adequacy of the Model.

Considering the Company's activities and nature, it was determined that the Supervisory Body can be composed of 3 members, all external, appointed by the Board of Directors.

The professionalism of the Supervisory Body is ensured by:

- The specific professional skills of its members;
- The Supervisory Body's ability to use autonomous financial resources to obtain external consultancy.

The Supervisory Body reports directly to the Company's top management to ensure its full autonomy and independence in carrying out its assigned tasks.

In particular, the Supervisory Body:

- Reports to the Board of Directors the results of its monitoring activities;

- Has independent powers of intervention in its areas of competence. For this purpose, and to ensure the continuous verification of the Model's adequacy and suitability, the Supervisory Body utilizes internal personnel and/or external collaborators;
- Has an annual budget allocated exclusively for its use.

The continuity of the Supervisory Body's action is ensured by the fact that it operates within the Company. The definition of aspects related to this continuity, such as the programming of verification activities, the methods for carrying them out, the minutes of meetings, and the specific content of information flows relating to risk areas, is entrusted to a regulation and a work plan specifically prepared by the Supervisory Body itself.

## **5.2 APPOINTMENT, DURATION AND REQUIREMENTS OF THE SUPERVISORY BODY**

The Board of Directors appoints the Supervisory Body by specific resolution, which also determines any remuneration.

To guarantee the independence and autonomy requirements, the following are considered incompatibilities with the role of a member of the Supervisory Body from the time of appointment and throughout the duration of the office:

- Being an executive and/or non-independent member of the Company's Board of Directors;
- Being the Company's statutory auditor;
- Having marriage, family, or affinity relationships up to the fourth degree with any of the persons mentioned above;
- Performing operational or business functions within the Company;
- Having been convicted, or being under investigation, for committing one of the crimes (or similar administrative crimes).

To ensure the effective and constant implementation of the Model and its continuity of action, the term of office of the Supervisory Body is set at 3 (three) years, renewable by resolution of the Board of Directors; except in cases of automatic termination (including the incompatibilities mentioned above), any member of the Supervisory Body can be revoked solely by the Board of Directors for just cause.

The following represent just causes for revocation:

- A conviction of the Company under the Decree or a plea agreement, finalized by a final

judgment, if it results from the records that there was “failure or insufficient monitoring” by the Supervisory Body, as specified in Article 6, paragraph 1, letter d) of the Decree;

- A conviction or plea agreement against a member of the Supervisory Body for having committed one of the crimes (or similar administrative crimes);
- Failure to maintain confidentiality regarding the information the member of the Supervisory Body becomes aware of while carrying out their duties.

Each member of the Supervisory Body can resign at any time from their office by giving at least 1 (one) month’s notice without needing to provide any justification.

In the event of resignation or automatic termination of Supervisory Body members, the Board of Directors, having acknowledged this, will promptly make the necessary decisions.

### **5.3 OPERATION OF THE SUPERVISORY BODY**

The Supervisory Body conducts its verifications quarterly through in-person meetings, by audio or video conference (or a combination), with other invited participants and whenever it deems necessary.

The Supervisory Body’s verifications can involve directors, managers, heads of company functions, and external consultants when their presence is necessary or useful for performing the activities.

The Supervisory Body reports on its activities to the Board of Directors by preparing an annual report containing a summary of all activities carried out during the year, checks and verifications performed, and any updates to the mapping of risk areas and/or the Model.

The Supervisory Body’s verifications are recorded in minutes, and copies of the minutes are kept by the Body itself.

For the execution of its activities, the Supervisory Body may use the services of internal and external collaborators, remaining fully responsible for the proper fulfillment of its monitoring and control obligations under the Decree. Collaborators are required to observe the same diligence and confidentiality obligations as the members of the Supervisory Body.

### **5.4 FUNCTIONS AND POWERS OF THE SUPERVISORY BODY**

The main functions of the Supervisory Body are as follows:

- Monitoring the effective application of the Organizational Model, through the preparation and implementation of a monitoring and control work plan;

- Monitoring the adequacy of the Organizational Model, i.e., its effectiveness in preventing crimes;
- Monitoring the maintenance of the Organizational Model's effectiveness over time;
- Promoting updates to the Organizational Model, if necessary.

In particular, the Supervisory Body is granted the following powers:

- Requesting information and/or documentation from company functions regarding operations and acts carried out in risk areas;
- Adopting and/or activating control procedures to verify compliance with this Model;
- Conducting sample checks on specific operations and/or acts carried out in risk areas for committing crimes;
- Conducting inquiries to identify new risk areas;
- Promoting, in coordination with the relevant company functions, appropriate initiatives for the dissemination, understanding, and comprehension of this Model;
- Providing clarifications and instructions regarding compliance with this Model;
- Evaluating and proposing updates or changes to the Board of Directors.

## **5.5 INFORMATION OBLIGATIONS TO THE SUPERVISORY BODY**

The Supervisory Body must be promptly informed about:

- Reports and/or news regarding violations of this Model;
- Legal proceedings and/or measures from judicial authorities, or any authority, indicating the commission or potential commission of crimes involving the Company or any of its Recipients, and any violations of this Model;
- Any proposals for amendments to this Model;
- The system of powers of attorney for directors and any changes or additions;
- The system of powers of signature within the Company and any changes or additions.

In particular, Recipients have an obligation to report the above information to the Supervisory Body, preferably by sending an email to **alessandro.cavallanti@studiopirola.com** (it being understood that any other communication method may be used).

The Supervisory Body acts in such a way as to protect good-faith whistleblowers from any

form of retaliation, discrimination, or penalization, ensuring the confidentiality of the whistleblower's identity, except in cases of legal obligations and the protection of the rights of the Company or persons involved, as well as the reputation of the reported individual(s).

The Supervisory Body evaluates the reports it receives carefully and impartially, and may carry out all necessary checks and investigations.

In addition to the above reports, the Supervisory Body must be promptly notified by anyone with knowledge of:

- Legal assistance requests from Employees in case of judicial proceedings for crimes;
- Measures and/or information from judicial authorities or any other authority indicating investigations involving the Company, even if concerning unidentified persons, for crimes;
- Evidence of disciplinary proceedings and any sanctions imposed specifically regarding crimes, or the dismissal of such proceedings with the relevant reasons;
- Any financial transactions between the Company and other related companies that cannot be justified by a specific contract under market conditions;
- Any irregularities detected in the verification of invoices issued or received by the Company.

Members of the Supervisory Body must perform their duties with the required diligence, considering the nature of their role, the activities carried out, and their specific expertise. They are also bound by the strictest confidentiality and professional secrecy regarding any information obtained during their duties, to avoid any leakage of confidential information. This obligation does not apply to the Board of Directors.

## **6. COMMUNICATION AND TRAINING**

### **6.1 COMMUNICATION**

Communication is an important requirement for the implementation of the Model. Therefore, the Company is committed to facilitating and promoting the understanding of the Model by the Recipients through the following methods:

- *Communication to members of corporate bodies*

Each member of the corporate body, during the deliberation/ examination/information phase regarding the adoption of the Model (and its updates), becomes aware of and adheres

to the principles contained therein.

- *Communication to Employees*

The Model is delivered to Employees upon hiring. Both the General Part and the Special Part of the Model (and its updates) are made available to Employees on the Company's website in the section dedicated to corporate compliance. Furthermore, the Model is also posted on company bulletin boards.

- *Dissemination and communication to third parties*

The Model is made known to all those with whom the Company has contractual relationships. The Model is made available to all users of the Company's website in the section dedicated to corporate compliance.

The commitment to comply with the law and the reference principles of the Model by third parties with contractual relationships with the Company is included in a specific clause of the relevant contract, which also regulates the consequences of any violation, providing for specific contractual remedies (such as the right to terminate and/or the option to suspend the execution of the contract and/or penalty clauses).

## **6.2 TRAINING**

Training on the contents of the Decree and the Model is an important requirement for its implementation. In this context, the Company is committed to facilitating and promoting the understanding of the Model by management and Employees, with varying levels of detail depending on the position and role, taking into account the level of risk of the different activities performed by them. The 231 training program is carried out both through e-learning courses and classroom/webinar events, tailored to the course recipients and designed to encourage their active participation. The recipients of the training program are identified based on a risk-based approach. Participation in training sessions is mandatory. The training provided is monitored by the relevant company departments to ensure participation and traceability by the Company's personnel. Additionally, these departments assess, in line with the recommendations of the Supervisory Body, any training needs arising from updates related to the Model and/or other relevant aspects connected to legislative changes, and they provide feedback to the Supervisory Body on the training delivered.

## 7. WHISTLEBLOWING

Law No. 179/2017, "*Provisions for the protection of whistleblowers of crimes or irregularities they become aware of in the context of a public or private employment relationship*," and most recently Legislative Decree No. 24/2023, "*Implementation of Directive (EU) No. 2019/1937 of the European Parliament and Council of October 23, 2019, regarding the protection of persons who report violations of Union law and providing provisions concerning the protection of persons reporting violations of national legal provisions*," have intervened on the issue of worker protection, both public and private (also referred to as "*whistleblowers*"), who report or denounce crimes or other illegal conduct they become aware of in the context of their employment relationship, in order to ensure the exercise of freedom of expression and information, which includes the right to receive and communicate information, and to counter (and prevent) corruption and poor administration in both the public and private sectors.

Among the main innovations introduced by the aforementioned legislative decree – in force from March 30, 2023 – are in particular: a) the extension of the scope of protection for whistleblowers (both subjectively – expanding the group of protected individuals – and objectively – extending the potentially illegal conduct deemed reportable); b) the introduction of detailed rules regarding the management of reports by the Entity, including the deadlines within which the Entity must provide feedback to the whistleblower regarding the report; c) the establishment of an external reporting channel managed by the National Anti-Corruption Authority ("ANAC"), which recipients of the law can use under certain conditions, to make a report; d) the revision of the sanctioning framework applicable by ANAC and the introduction of specific penalties by private entities within the disciplinary systems adopted under the Decree.

Reports, as described in the following paragraphs, can be submitted under the aforementioned legislative decree through the following channels:

- Internal channel within the Entity;
- External channel (managed by ANAC);
- Public disclosures.

In light of the above-mentioned legal context, the Company has implemented the "Whistleblowing" procedure, to which reference is made. Reports will be handled by the "Compliance Manager".

To facilitate the whistleblower in submitting potential reports, the Company guarantees the choice of the following internal reporting methods:

- In writing, using:
    - a) An online platform accessible to all whistleblowers at the link: <https://novotexnoreco.whistlelink.com/> (the “Web Platform”), which ensures the security and protection of the whistleblower’s identity, confidentiality of the reported individual, as well as the content of the report and related documentation. The Web Platform is managed by a company specializing in internal reporting systems; therefore, data is not transferred or handled through Novotex’s servers, ensuring reports are not traced on company servers, data is always protected, and only the individual designated to manage reports has access;
    - b) Traditional paper channels using double envelopes. Specifically, the first envelope should contain the whistleblower's identification data (along with a copy of their identification document), while the second should contain the details of the report. Both should be placed inside a third sealed envelope labeled “To the attention of ‘Compliance Manager.’”.
- The report will then be logged confidentially, possibly using a separate register, by the Compliance Manager.
- c) Orally, by calling the phone number "02 - 90829441" and speaking directly with the "Compliance Manager" or requesting an in-person meeting with them to directly communicate the content of the report.

In case of oral reporting, the Compliance Manager will transcribe the whistleblower's account in full and submit the report to the whistleblower for any corrections and signature for acceptance.

All information received through a report must be treated confidentially by the Compliance Manager, ensuring that access to reports is restricted to authorized individuals only.

## **8. DISCIPLINARY SANCTIONS**

### **8.1 GENERAL PRINCIPLES**

The establishment of an effective sanctioning system constitutes, under Article 6, paragraph 2, letter e) of the Decree, an essential requirement of the Model for exemption from the Company's liability.

In fact, the provision of such a sanctioning system makes the action of the Supervisory Body



efficient and ensures the effectiveness of the Model itself.

In this regard, the Company has established an appropriate sanctioning system for violations of the Model to ensure compliance, in accordance with the Disciplinary Code provided by the current National Collective Labor Agreement ("**CCNL**") applicable to the Company's employees (currently the CCNL for Commerce) and in compliance with the procedures set forth therein.

This disciplinary system applies to Employees, Senior Management, and Collaborators.

For compliance with the Decree, by way of example, any action or behavior not in conformity with the provisions of the Model itself and/or the principles of the Code of Ethics, or the omission of prescribed actions or behaviors within activities where there is a risk of committing crimes covered by the Decree, constitutes a violation of the Model.

## **8.2 MEASURES AGAINST MANAGERS, EMPLOYEES AND WORKERS**

Violations by Employees of the provisions of this Model will result in the application of disciplinary sanctions, which will be applied proportionally and appropriately based on the position held and the nature and seriousness of the violations, without prejudice to any personal civil or criminal liability.

Sanctions resulting from violations of this Model fall under those provided for by the applicable National Collective Labor Agreement ("**CCNL**") and will be applied in accordance with the procedures established by Article 7 of Law No. 300/1970 (the so-called Workers' Statute) and the CCNL itself.

Specifically:

- a) A worker who negligently commits a non-serious violation of the provisions of this Model is subject to verbal or written warning;
- b) A worker who negligently commits one or more violations of this Model may incur a fine or, in more serious or repeated cases, suspension from work, not exceeding the maximum limits set by the CCNL in force at any given time.

By way of example, but not exhaustive, sanctions of fines or suspension may be imposed on an employee who:

- Makes donations of modest value without the required prior authorization and/or in violation of related provisions, if any, of this Model;

- Concludes consultancy contracts without a written form and/or without the required prior authorization;
  - Generally, in performing Sensitive Activities, adopts behavior not in line with the provisions of the Model or engages in actions contrary to the interests of the Company, thus causing damage to it;
- c) A worker who intentionally or with gross negligence adopts behavior that severely violates this Model and may abstractly constitute crimes or increase the risk of committing those crimes is subject to dismissal.

By way of example, but not limited to, dismissal may be imposed on an employee who, alone or in collaboration with others, including external individuals:

- Makes non-modest donations to individuals outside the limits set by the delegation given to them and/or by company processes, and/or fails to comply with the provisions of this Model and/or the Code of Ethics;
- Makes payments, either in cash or in kind, outside the specific cases provided for by the delegations conferred and/or by company processes and/or fails to comply with the provisions of this Model and/or the Code of Ethics;
- Falsifies documents and/or provides false declarations to make it appear that they or other employees are complying with the law and/or this Model.

### **8.3 MEASURES AGAINST MANAGERS**

In the event of a violation of the provisions of this Model by managers, sanctions will be applied proportionally and appropriately based on the position held and the nature and seriousness of the violation, in accordance with the applicable Managers' CCNL and current civil law regulations.

### **8.4 MEASURES AGAINST DIRECTORS**

In the event of a violation of the law or failure to comply with internal procedures set out in the Model and/or the Code of Ethics by the Board of Directors or its individual members, the Supervisory Body informs the Board of Statutory Auditors, which will take appropriate actions in accordance with the applicable regulations.

### **8.5 MEASURES AGAINST COLLABORATORS**

In the event of a violation of the Model by Collaborators, and depending on the severity of the violation, the Supervisory Body, together with the Board of Directors, will evaluate

whether to terminate the business relationship and impose the sanctions provided for in the contract based on the specific clauses included therein.

## 8.6 DISCIPLINARY SANCTIONS FOR “WHISTLEBLOWING”

In accordance with Legislative Decree 24/2023, the disciplinary system adopted by the Company as outlined in the previous paragraphs is also applicable, *mutatis mutandis*, to individuals who:

- a) Engage in any retaliatory, discriminatory, or obstructive act<sup>16</sup> (even in the form of attempted or threatened actions), either directly or indirectly, that could cause unjust harm to the whistleblower or other individuals protected under Legislative Decree 24/2023, linked to the report;
- b) Submit a report that turns out to be false due to intent or gross negligence;
- c) Are found to be the authors of the unlawful conduct subject to the report;
- d) Violate the confidentiality obligations under Legislative Decree 24/2023;
- e) Obstruct or attempt to obstruct reports;
- f) Fail to perform verification and analysis of the reports in an efficient manner.

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<sup>16</sup> For illustrative purposes only, the following actions fall under the category of retaliatory, discriminatory, or obstructive acts: a) dismissal, suspension, or equivalent measures; b) demotion or failure to promote; c) change of duties, change of workplace, salary reduction, alteration of working hours; d) suspension of training or any restriction to access to training; e) negative performance reviews or negative references; f) the imposition of disciplinary measures or other sanctions, including financial penalties; g) coercion, intimidation, harassment, or ostracism; h) discrimination or otherwise unfavorable treatment; i) failure to convert a fixed-term employment contract into a permanent contract where the employee had a legitimate expectation of such conversion; l) failure to renew or early termination of a fixed-term employment contract; m) damages, including reputational harm, particularly on social media, or economic or financial prejudices, including loss of economic opportunities and income loss; n) inclusion in inappropriate lists based on a formal or informal sectoral or industrial agreement, which may result in the individual's inability to find employment in the sector or industry in the future; o) early termination or cancellation of a goods or services supply contract; p) cancellation of a license or permit; q) request for psychiatric or medical examinations.