FOSBER S.P.A.

Registered Office in Monsagrati (LU), 55064, Via Provinciale per Camaiore 27-28

Tax ID and VAT 00429870462

ORGANIZATION

MANAGEMENT AND CONTROL MODEL

pursuant to It. Legislative Decree 8 June 2001, no. of June 8, 2001,

concerning the 'Administrative Liability of Entities'

GENERAL PART

This Organization, Management and Control Model (MOGC or Model) of Fosber S.p.A. has been drawn up in implementation of Articles 6 and 7 of Legislative Decree no. 231 of June 8, 2001, and was last updated by resolution of the Board of Directors on 31/12/2025. 231.

The Model was initially approved by the Company's Board of Directors by resolution on March 26, 2019. It is enforced through its progressive implementation by the Board of Directors and the Supervisory Body. The Model serves as the management framework designed to prevent the criminal offences set forth in the aforementioned Legislative Decree no. 231/2001, in accordance with the corporate ethics policy adopted by Fosber S.p.A.

Version	Reason for amendments	Date
1.0	Initial adoption of the Organizational Model by the Board of Directors.	March 26, 2019
2.0	Update	31/12/2025

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Annexes:

INTRODUCTION

The present organization, management and control model of Fosber S.p.A. (hereinafter the 'Company' or 'Fosber'), originally approved and adopted by the Board of Directors on March 26, 2019, replaces the one originally adopted. This Model constitutes an evolution and an update of the previous version, necessitated by changes in legislation, case law, and legal doctrine, as well as by the evolution of the Company's structure and organization. It also reflects the updated mapping of Fosber's risk-sensitive Areas and Activities, and incorporates aspects of Decree 231/01 that have become fully established since the time of initial adoption.

This Fosber Model has been drafted based on the practical and previous experience gained by the Company and its corporate bodies. It follows a simple and effective framework that allows for the systematic monitoring of both the Model's core principles and their practical application.

The Model is structured as follows:

- General Part, which provides a summary of the main regulatory aspects on the subject, information on the Company's structure, and other essential elements pursuant to Decree 231/01.

The following annexes are an integral part hereof:

- Annex A: List of Predicate Offences

  Annex B: Statute of the Supervisory Body

The goal pursued by Fosber is to adopt an effective and operational tool which, together with all existing control and transparency measures, ensures the maximum reduction of the risks set forth in Decree 231/01.

DEFINITIONS

Director(s)	Member(s) of the Board of Directors of Fosber SpA
Activities at Risk of Crime or Sensitive Activities	They indicate the processes, operations or deeds or set of operations and deeds in the performance of which, in relation to the cases of Predicate Offences, it is theoretically possible to commit an offence falling within such cases, by the persons who carry out their activities for the Company
CCNL	The National Collective Labour Agreement applied by Fosber S.p.A
Fosber Code of Conduct	This refers to the Code of Conduct, which expresses the ethical and behavioral principles that underpin the crime prevention system. For the purposes of this Organization, Management and Control Model, any reference to the Code of Conduct is intended to be limited exclusively to those rules of conduct and behavior set forth therein, the violation of which may lead to (or be instrumental in) the commission of any of the so-called. Predicate Offences
Associates	Any individual who maintains a collaborative relationship with Fosber S.p.A. – even with specific powers but without an employment bond – such as agency, representation, and/or other professional relationships of a non-subordinate nature.
Board of Directors or Administrative Body	The Board of Directors of Fosber S.p.A. and its members.
Consultants	Individuals acting in the name and/or on behalf of Fosber S.p.A. by virtue of a specific mandate or any other contractual relationship of professional collaboration.
Decree or Legislative Decree no. 231/2001 or Decree 231	Legislative Decree no. 231 of 08.06.2001, as subsequently amended and supplemented.
Recipients	All those individuals required to comply with the provisions of this Model pursuant to Decree 231, such as – by way of example but not limited to – Corporate Bodies, Directors, Statutory Auditors, Auditors, Employees, Consultants, Agents, Collaborators and Partners, as well as all those acting on behalf of the Company who – directly or indirectly, permanently or temporarily – establish, for any reason, even de facto, contractual or collaborative relationships, operating in the interest of the Company itself.
Employees	All individuals who have a subordinate or quasi-subordinate employment relationship with Fosber S.p.A., including Managers.

Entity	The term used by Legislative Decree no. 231/2001 to refer to the legal entity liable under the Decree itself.
Suppliers	Suppliers of goods or services to Fosber S.p.A. who do not fall under the definition of Partner.
Fosber or Company	Refers to Fosber S.p.A., with Registered Office in Monsagrati (LU), 55064, Via Provinciale per Camaiore 27-28, Fiscal Code and VAT number 00429870462.
Person in charge of a public service	Pursuant to Art. 358 of the Italian Criminal Code, any individual who, in any capacity, performs a public service.
Guidelines	The *'Guidelines for the construction of organization, management, and control Models pursuant to Legislative Decree 231/2001'* issued by Confindustria and last updated in June 2021.
Model" or Organizational Model or "MOGC"	The Organization, Management and Control Model adopted by Fosber S.p.A. pursuant to Articles 6 and 7 of Decree 231. The Model as a whole consists of the General Part, the Special Parts, and the Annexes.
Corporate Bodies	Currently, these include the Shareholders' Meeting, the Board of Directors, and the Board of Statutory Auditors (Control Body).
Supervisory Body" or "S.B".	The Body provided for by Art. 6 of Legislative Decree no. 231/2001 and responsible for supervising the functioning of and compliance with the Model within Fosber S.p.A., as well as its ongoing update.
General Part	The section of the Model containing, among other things, a description of the functions of the Model and the Supervisory Body (O.d.V.), as well as a description of Fosber S.p.A.'s organization and corporate structure.
Corporate Policies Corporate Social Responsibility & Social and Environmental Conduct	Over the years, Fosber S.p.A. has implemented internal policies aimed at integrating corporate activities with the values that inspire the Group in achieving its social objectives. The policies adopted by Fosber for Corporate Social Responsibility are certified in accordance with the SA8000 Standard.
Risk Assessment	Risk Assessment document identifying (predictable) activities at risk of committing the predicate offences set forth in Legislative Decree 231/01, drafted by qualified professionals specifically appointed by the Administrative Body.
Special Part or Special Parts	The sections of the Model expressly dedicated to the so-called Predicate Offences identified as relevant to Fosber's business, describing the specific nature of the Offences themselves, the Risk-sensitive Areas and Activities, the

	main features of the control and prevention system adopted by the Company, as well as the control and monitoring activities carried out by Fosber's Supervisory Body (O.d.V.).
Partners or Business Associates	Any contractual counterparty (including customers, participants in Temporary Associations of Companies, Temporary Groupings of Companies, or Joint Ventures) with whom Fosber has established a contractually regulated relationship.
Public Administration or PA	The group of public entities and bodies (State, Ministries, Regions, Provinces, Municipalities, etc.) and sometimes bodies governed by public law (concessionaires, contracting authorities, mixed-ownership joint-stock companies, etc.) and all other entities that in some way perform a public function in the interest of the community and therefore in the public interest.
Public Official	Pursuant to Art. 357 of the Italian Criminal Code, any individual who exercises a public legislative, judicial, administrative, or supervisory function.
Predicate Offences or Crimes	The categories of offences to which the regulations provided for by Decree 231 apply. Fosber's Organizational Model includes the list of Predicate Offences provided for by the Decree, updated to the date of the Model's publication.
Internal Control System	The set of procedures, processes and application practices implemented by Fosber and whose objective is the governance and control of all company activities.
Integrated Management System	The set of rules, procedures, and organizational tools adopted by the Entity to ensure the compliance of the products and services offered to the Customer.
Occupational Health and Safety Management System ("SGSL")	The set of rules, procedures, and organizational tools developed and adopted pursuant to Legislative Decree no. 81/2008, aimed at defining and implementing a corporate health and safety policy suitable – pursuant to Art. 6, paragraph 1, letter a) of Decree 231 – to prevent the offences referred to in Articles 589 and 590, paragraph 3 of the Italian Criminal Code, committed in violation of accident prevention regulations and those concerning the protection of health and safety at work. The Health and Safety Management System adopted by Fosber is designed for the engineering, manufacturing, and installation of corrugated board machinery and production lines—through the assembly of mechanical, electrical, and electronic components—and related technical assistance. The Health and Safety Management System (SGA) adopted by the Company has been developed and certified in accordance with the ISO 45001:2018 Standard and refers to the three plants located in Monsagrati (LU), Via per

	Camaiore 27/28, Monte San Quirico (LU), Via per Corte Giuliani, and San Marco (LU), Via del Brennero 1040.
EMS or Environmental System	This refers to the Environmental Management System (EMS) designed for the engineering, manufacturing, and installation of corrugated board machinery and production lines—through the assembly of mechanical, electrical, and electronic components—and related technical assistance. The EMS adopted by Fosber has been developed and certified in accordance with the ISO 14001:2015 Standard and refers to the two plants located in Monsagrati (LU), Via per Camaiore 27/28, and Monte San Quirico (LU), Via per Corte Giuliani.
QMS or Quality Management System	This refers to the Quality Management System (QMS) designed for the engineering, manufacturing, and installation of corrugated board machinery and production lines—through the assembly of mechanical, electrical, and electronic components—and related technical assistance. The QMS adopted by Fosber has been developed and certified in accordance with the ISO 9001:2015 Standard.
"Company" or "Fosber"	Refers to Fosber S.p.A., with Registered Office in Monsagrati (LU), 55064, Via Provinciale per Camaiore 27-28, Fiscal Code and VAT number 00429870462.
Senior Managers	Persons vested with autonomous decision-making power in the name and on behalf of Fosber S.p.A., within the exercise and limits of their respective delegations. Pursuant to art. 5, paragraph 1, letter a) of Decree 231, these are individuals who hold functions of representation, administration, or management of the Company or one of its organizational units endowed with financial and functional autonomy, as well as those who exercise, even de facto, the management and control of the same.
Persons reporting to others	Persons subject to the direction and supervision of Senior Management, as identified in Articles 5, paragraph 1 letter b), and 7 of Decree 231.
TUSL - Consolidated Law on Health and Safety at Work	The Consolidated Law on Health and Safety at Work, pursuant to Legislative Decree no. 81 of 04.09.2008 and subsequent amendments and additions.
Violation	The implementation of actions or behaviors that do not comply with the law and the requirements contained in the Model itself and its related Protocols, involving the commission of one of the offenses provided for by Legislative Decree no. 231/2001; as well as the omission of actions or behaviors prescribed in the Model and related Protocols, or required by law, which exposes Fosber S.p.A. even to a mere risk of the commission of one of the offenses contemplated by Legislative Decree no. 231/2001.

1. LEGISLATIVE DECREE NO. 231 OF JUNE 8, 2001 CONCERNING THE ADMINISTRATIVE LIABILITY OF LEGAL ENTITIES, COMPANIES, AND ASSOCIATIONS, INCLUDING THOSE WITHOUT LEGAL PERSONALITY

1.1 The administrative liability of legal entities

Legislative Decree no. 231 of June 8, 2001, as amended – issued in implementation of Enabling Act no. 300 of September 29, 2000 300 — introduced for the first time in Italy the '*Regulations on the administrative liability of legal entities, companies, and associations, including those without legal personality,*' thereby definitively revolutionizing the traditional principle according to which *societas delinquere non potest*[1].

Indeed, the Decree (including all its subsequent amendments and additions) establishes and regulates a liability regime for legal entities – formally defined as administrative, but substantially criminal in nature – which is in addition to and alongside the liability of the natural person who is the actual perpetrator of one of the so-called Predicate Offenses, and which aims to involve the Entities and their assets in the punishment thereof.

The foundation of such a form of liability lies in the concept of *'organizational fault,'* meaning that the Entity is held liable for the misconduct resulting from the offense if and to the extent that it has failed to adopt an internal organization capable of effectively preventing its commission (or, in any case, significantly reducing such a possibility); that is, if it has failed to implement a control system and adequate operating procedures for the conduct of corporate activities at a higher risk of commission of any of the aforementioned Predicate Offenses provided for by Decree 231[2].

This new type of liability, however, exists only if certain conditions are met: *(a)* only in relation to offenses for which this liability regime is expressly provided for by Decree 231 and only if *(b)* such offenses have been committed by specific categories of individuals, *(c)* **in the interest or for the benefit of the Company.**

Article 4 of Decree 231 further specifies that, in the cases and under the conditions set forth in Articles 7, 8, 9, and 10 of the Italian Criminal Code, Entities having their head office within the territory of the State may also be held liable for offenses committed abroad, provided that the State of the place where the criminal act was committed is not already taking action against them.

1.2 The so-called Predicate Offences

It should be clarified from the outset that Legislative Decree no. 231/2001 does not introduce new types of offenses compared to those already existing and provided for by law for natural persons, but rather extends liability for them – for the cases strictly indicated (so-called **Predicate Offenses**) and according to the regulations set forth therein – also to the Entities to which such natural persons are functionally linked. Decree 231 expressly identifies the offenses

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[1] This development is part of a broader legislative process to align national legislation with certain fundamental international Conventions previously signed by our country. Reference is made, in particular, to the Brussels Convention of July 26, 1995 on the *'protection of the European Communities'*, financial interests,' the Brussels Convention of May 26, 1997 on the *'fight against corruption involving officials of the European Communities or officials of Member States of the European Union,'* and the OECD Convention of December 17, 1997 on *'Combating Bribery of Foreign Public Officials in International Business Transactions'*.

[2] *The foundation of the entity's liability consists of organizational fault, as such organizational deficiency is what allows the criminal offense to be fully and easily attributed to the entity*" (thus, most recently, Cass. Sez. VI, June 15, 2022 no. 23401, but see also Cass. Sez. IV, February 15, 2022 no. 18413).

(felonies and misdemeanors) that may give rise to the Company's liability in the event they are committed in its interest or for its benefit by one of the individuals specified in Article 5.

The list is constantly updated and expanded by the Legislator. It is therefore necessary to constantly verify the adequacy of the system of rules constituting the Model, with respect to the possible introduction into the *corpus* of the Decree of additional offenses, the commission of which could abstractly result in the Entity's liability.

Annex A of this Model provides a detailed report of all types of offenses covered by the legislation, divided by category.

1.3 Persons subject to the regulations of the Decree

The individuals whose criminal action Decree 231 associates with the occurrence of liability for the Entity must be linked to the Company by a functional relationship of dependence and/or by a contractual relationship resulting from a task assigned by the Company itself.

In particular, art. 5 of Legislative Decree no. 231/2001 identifies:

– paragraph 1, letter a) the CDs Senior Managers (or Persons in Senior Positions), namely those *'who hold functions of representation, administration, or management of the Entity or one of its organizational units endowed with functional and financial autonomy'*

– paragraph 1, letter b) all other individuals subject to the direction or supervision of one of the aforementioned Senior Managers.

With reference to those *'who hold functions of representation, administration, or management of the Entity,'* the Legislator has also granted specific importance to 'de facto' situations—that is, situations where the powers required to act independently do not derive from the role held within the organizational structure or from the Company's official documentation (e.g., delegations or powers of attorney), or are not immediately inferable from it.

In any case, given that the Entity's liability is in addition to (and does not replace) that of the actual perpetrator of the so-called Predicate Offense and is entirely independent of it, the Entity may be held liable for the misconduct even if the perpetrator of the so-called Predicate Offense has not been identified or is not punishable, as well as in the event that the offense is extinguished for a reason other than amnesty (see Art. 8 of Legislative Decree no. 231/2001).

1.4 Interest and benefit

In order for the Entity's administrative liability to be triggered, it is finally necessary that the so-called Predicate Offense has been committed in the interest or for the benefit of the Entity itself.

The term *'interest'* refers to the purpose of the illicit conduct, which must have been carried out with the aim of bringing a benefit to the Company, regardless of whether that benefit was actually achieved."

The concept of *'benefit,'* on the other hand, necessarily requires the achievement of some form of utility by the Entity, regardless of the goal pursued by the perpetrator[3].

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[3] See Cass. SU, 24.04.2014 no. 38343 Espenhahn: *'Regarding the liability of entities for offenses, the objective attribution criteria, represented by the reference contained in Article 5 of Legislative Decree no. 231 of 2001 to the 'interest or benefit,' are alternative and concurrent with each other, insofar as the criterion of interest expresses a teleological evaluation of the offense, assessable 'ex ante'—that is, at the time the act was committed and according to a markedly subjective standard of judgment—while the criterion of benefit has an essentially objective connotation, and as such is assessable 'ex post,' based on the effects concretely derived from the commission of the misconduct.*.

The two requirements are certainly cumulative, but the existence of only one of them is sufficient to outline the Entity's liability under Decree 231. It is important, however, to highlight that – pursuant to Art. 5, paragraph 2 of Decree 231 – the Company is not liable for the so-called .predicate offense if the persons indicated in paragraph 1 acted in the exclusive **interest of themselves or of third parties**[4].

However, if an interest of the Entity – however partial or marginal – is nonetheless identifiable, then the misconduct resulting from the offense still occurs, even if no concrete benefit for the Entity itself materializes (which may, at most – during trial – benefit from a reduction of the administrative fine).

"In this regard, it should finally be noted that with respect to negligent offenses (manslaughter and bodily injury) committed in violation of accident prevention regulations – in order not to deprive of meaning the regulatory provision that included them among those abstractly capable of founding the Entity's liability (see Art. 25-*septies* of the Decree) – interest and benefit must necessarily be assessed with regard to the entire type of offense and not to the event itself, given that the death or injury of a worker can hardly express the Entity's interest or translate into a benefit for it.

On the contrary, if reference is made to the conduct failing to comply with precautionary rules, it then appears clear how the Company's interest or benefit could well be found in the saving of safety costs, in the increased speed of execution of certain services, or rather in the increase in productivity resulting from the omission of necessary accident prevention measures.[5].

2. THE SANCTIONS AGAINST THE ENTITY PROVIDED FOR IN THE DECREE

The sanctions provided for by Decree 231 for administrative misconduct resulting from an offense are as follows:

(i) pecuniary fine; (ii) prohibitory sanctions; (iii) confiscation; and (iv) publication of the judgment.

2.1 The pecuniary fine

The pecuniary fine is governed by Articles 10 et seq. of the Decree; it applies in all cases where the Entity's liability is recognized and is quantified by the Judge based on a '*quota*' system.

For each misconduct, the Decree indeed determines in abstract a minimum and maximum number of quotas – not less than one hundred and not more than one thousand – the amount of which may range from a minimum of Euro 258.23 to a maximum of Euro 1,549.37. On the basis of these parameters, the Judge, having established the Entity's liability, determines the pecuniary fine applicable to the specific case, setting the number of quotas – based on the gravity of the act, the degree of the Entity's responsibility, and the actions taken to eliminate or mitigate the consequences of the act and to prevent the commission of further misconduct – as well as their amount, *'on the*

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[4] See the Explanatory Report to Legislative Decree no. 231/2001, in the part relating to art. 5, paragraph 2: *'the provision stigmatizes the case of a 'breakdown' in the organic identification scheme; that is, it refers to cases in which the offense committed by the natural person is in no way attributable to the entity, because it was not carried out even partially in the entity's interest. And it should be noted that, where the manifest non-involvement of the legal entity is established in this way, the judge shall not even need to verify whether the legal entity happened to derive a benefit (the provision therefore operates as a derogation from the first paragraph)*.

See Guidelines for the construction of organization, management, and control models pursuant to Legislative Decree 231/2001, Confindustria, June 2021; but see also – among many others – Cass. Sect. also – among many – Cass. Sect. IV, 21/01/2022 no. 3299: *'Regarding the liability of entities arising from negligent offenses resulting in an event in violation of accident prevention regulations, the objective attribution criteria represented by interest and benefit—both of which must be referred to the conduct of the acting subject and not to the event—occur, respectively: the former, when the perpetrator has violated the precautionary regulations with the conscious intent of achieving a cost saving for the entity, regardless of its actual attainment; and the latter, whenever the perpetrator has systematically violated accident prevention rules, objectively deriving some benefit for the entity in the form of cost savings or maximization of production, regardless of the will to obtain said benefit'* *basis of the economic and financial conditions of the entity in order to ensure the effectiveness of the sanction'* (Articles 10 and 11, paragraph 2, Legislative Decree no. 231/01).

As stated in point 5.1 of the Report to the Decree, *'as for the procedures for assessing the entity's economic and financial conditions, the judge may make use of the financial statements or other records that are in any case suitable for providing a snapshot of such conditions. In certain cases, proof may also be obtained by taking into account the size of the entity and its market position.* (...) *The judge will necessarily have to delve, with the assistance of consultants, into the reality of the enterprise, where he may also draw information regarding the state of the entity's economic, financial, and asset stability*.

Article 12 of Legislative Decree no. 231/2001 also provides for a series of cases in which the pecuniary fine is reduced.[6].

2.2 Prohibitory sanctions

The prohibitory sanctions provided for by the Decree apply only in relation to the most serious offenses, for the identification of which reference is made to the Decree itself.

Specifically, the prohibitory sanctions are:

- disqualification from exercising the business activity;
- the suspension or revocation of authorizations, licenses, or concessions functional to the commission of the misconduct;
- the ban on contracting with the Public Administration, except to obtain the benefits of a public service.
- the exclusion from incentives, financing, grants, and subsidies and/or the revocation of any already granted;
- the ban on advertising goods or services

In order for disqualification sanctions to be imposed, at least one of the conditions set forth in Article 13 of the Decree must also be met:

a) *The entity has derived a profit of significant magnitude from the crime, and the crime was committed by individuals in a senior management position, or by individuals subject to the direction of others when, in this case, the commission of the crime was caused or facilitated by serious organizational deficiencies;* or

b) *in the event of recidivism of the offenses*[7].

[6] *'The pecuniary fine is reduced by half and may not, in any case, exceed Euro 103,291 if: a) the perpetrator committed the act in the prevailing interest of themselves or of third parties, and the entity did not derive any benefit from it or derived a minimal benefit; b) the financial damage caused is particularly minor. The fine is reduced by one-third to one-half if, before the declaration of the opening of the first-instance trial: a) the entity has fully compensated for the damage and has eliminated the harmful or dangerous consequences of the offense, or has otherwise effectively taken steps to this end; b) an organizational model suitable for preventing offenses of the same type as the one that occurred has been adopted and made operational. In the event that both conditions provided for in the letters of the preceding paragraph are met, the sanction is reduced by one-half to two-thirds. In any case, the pecuniary fine may not be less than Euro 10,329'*.

[7] Pursuant to art. 20 of Legislative Decree no. 231/2001, "*recidivism occurs when the entity, having already been definitively convicted at least once for an administrative offense arising from a crime, commits another one within five years following the final conviction.*.

In any case, disqualification sanctions shall not be applied when the crime was committed primarily in the interest of the perpetrator or of third parties and the Entity derived minimal or no advantage therefrom, or when the financial damage caused is particularly minor.

The application of disqualifying sanctions is also **excluded** should the Entity have implemented the remedial actions provided for by Article 17 of the Decree and, more specifically, when the following conditions are met **concurrently:**

a) the entity has fully compensated for the damage and has eliminated the harmful or dangerous consequences of the offense, or has otherwise effectively taken steps to this end;

b) "the entity has eliminated the organizational deficiencies that led to the crime by adopting and implementing organizational models suitable for preventing crimes of the type that occurred";

c) "The Entity has made the profit derived from the offense available for the purpose of confiscation;".

Disqualifying sanctions shall have a duration of no less than three months and no more than two years. The selection of the specific measure and its duration shall be determined by the Judge based on the criteria previously set forth for the assessment of monetary penalties, '*taking into account the suitability of each individual sanction to prevent offenses of the same nature as the one committed*' (Article 14 of the Decree).

The Legislator has, in any case, taken care to specify that the disqualification from exercising the activity is residual in nature compared to the other disqualifying sanctions.

Finally, it should be noted that, pursuant to Article 45, where there is serious evidence of the Entity's liability for an administrative offense arising from a crime, and there are well-founded and specific elements suggesting a concrete risk of offenses of the same nature as the one under investigation being committed, the Judge—at the request of the Public Prosecutor—may order the application of one of the aforementioned disqualifying sanctions as a precautionary measure.

2.3 The confiscation

Pursuant to Article 19 of the Decree, a conviction shall always entail the mandatory confiscation—including by equivalent—of the price (money or other economic benefits given or promised to induce or cause another party to commit the offense) or the profit (any immediate economic benefit derived) of the crime, except for the portion that may be returned to the injured party and without prejudice to the rights acquired by third parties in good faith.

The Judge may also order:

– the preventive seizure of the items whose confiscation is permitted, in accordance with art. 53 of the Decree, or

– the conservatory seizure of the Entity's movable and immovable assets where there is a well-founded reason to believe that the guarantees for the payment of the monetary penalty, the costs of the proceedings, or other sums due to the State Treasury are lacking or will be dissipated, as provided for in Article 54 of the Decree.

2.4 The publication of the sentence of conviction

The publication of the judgment of conviction in one or more newspapers, either in excerpt or in its entirety, may be ordered by the Judge alongside its posting in the Municipality where the Entity has its principal place of business, when a disqualifying sanction is applied. The publication is carried out by the clerk's office of the competent Judge and at the expense of the Entity.

2.5 Sanctions provided for attempted offenses

The scope of application of the sanctions system provided for by Legislative Decree no. 231/2001 also extends to cases where the commission of the so-called The Entity's liability also arises when the Predicate Offence is limited to an attempt (pursuant to Art. 26 of the Decree). This occurs when the perpetrator performs acts which are suitable and unequivocally directed toward committing the crime, but the action is not completed or the event does not occur due to circumstances beyond their control (pursuant to Art. 56 of the Criminal Code).

In such cases, the financial penalties and disqualification sanctions are reduced by one-third to one-half. Furthermore, the Entity shall not be held liable for the offense when it voluntarily prevents the completion of the action or the occurrence of the event.

2.6 Extraordinary operations

The sanctioning system provided for by Legislative Decree no. 231/2001 also applies in the event of extraordinary transactions, such as transformations, mergers, demergers, transfers, or contributions of a company or business unit, based on the principle of the inherence and persistence of any disqualification sanctions within the business unit in which the offense was committed.

With regard to financial penalties, in the event of extraordinary transactions such as demergers, transfers, or contributions of a business unit, the entities benefiting from the demerger (whether total or partial), the transferee, and the contributee are jointly and severally liable for the payment of the penalty within the limits of the actual value of the net assets demerged or the business transferred/contributed. This excludes cases where the demerged business unit is the specific one in which the offense was committed, which results in the exclusive liability of that specific demerged business unit.

For other types of extraordinary transactions, such as transformations and mergers (whether by formation of a new company or by acquisition), financial liability remains with the Entity resulting from or surviving the extraordinary transaction.

3. CONDUCT EXEMPTING THE ENTITY FROM ADMINISTRATIVE LIABILITY

3.1 Organization, Management, and Control Models

Articles 6 and 7 of Legislative Decree no. 231/2001 provide for specific forms of exemption from the Entity's liability, depending on whether the offenses committed in its interest or for its benefit were carried out by the so-called Senior Managers or by persons subject to the direction or supervision of others.

Specifically, if the offense is committed by a **Senior Manager** – that is, by persons who hold, even de facto, functions of representation, administration, or management of the Entity or of one of its organizational units endowed with financial and functional autonomy – the Entity shall not be held liable for the offense if it proves that:

a. the Management Body adopted and effectively implemented, prior to the commission of the act, an Organization, Management, and Control Model (hereinafter, also referred to as the Model) suited to preventing offenses of the same type as the one that actually occurred;

b. the task of supervising the functioning and observance of the Model, as well as proposing updates to it, has been entrusted to a 'body' (the so-called Supervisory Body or SB) endowed with autonomous powers of initiative and control;

c. the persons who committed the offense acted by fraudulently circumventing the Model;

d. there was no omitted or insufficient supervision by the Entity's Supervisory Body.

In the event, however, that the offense is committed by one of the so-called. **persons subject to the supervision or control** of others, the Entity shall be held liable if the commission of the offense was made possible by the failure to comply with the aforementioned obligations. These obligations, however, are presumed to have been fulfilled if the Entity, prior to the commission of the offense, had adopted and effectively implemented a Model suited to preventing offenses of the same type as the one that occurred.

This means – as a first approximation – that the responsibility of the Entity is presumed when the so-called This means – as a first approximation – that the Entity's liability is presumed if the so-called Predicate Offense has been committed by a person in a senior or leadership position within the Company (which will therefore bear the burden of proving its lack of involvement in the facts, by demonstrating that the Senior Manager's conduct was entirely extraneous to corporate *policies*).

Conversely, if the so-called Predicate Offense is committed by an individual who does not hold a senior position, the burden of proof shall lie with the Prosecution to demonstrate the existence of deficiencies (within the Entity's organizational and/or supervisory system) that may have facilitated the commission of the offense and could therefore justify a finding of co-liability on the part of the Entity itself.

The adoption of the Model is optional and not mandatory; Its absence does not, in itself, carry any penalty; however, as previously stated, it exposes the Entity to the sanctions provided by Decree 231 for the so-called administrative liability resulting from offenses that may be committed in its interest or for its benefit by Senior Managers or subordinates.

The possibility for the Entity to be exempted from any liability is not, however, contingent upon the mere adoption of the Model. Indeed, the Model is not to be understood as a static instrument but must be considered, conversely, as a dynamic system that allows the Entity – through its correct and targeted implementation over time – to eliminate any deficiencies that could not be identified at the time of its adoption.

In this sense, and specifically regarding the characteristics the Model must possess to fulfill its typical function, the Decree expressly provides that it must meet the following requirements:

a. identification of the activities within which there is a possibility that offenses may be committed;

b. provision of specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the offenses to be prevented;

c. identification of methods for managing financial resources suited to preventing the commission of such offenses;

d. provision of information obligations towards the internal Supervisory Body, responsible for monitoring the effectiveness of and actual compliance with the Model itself;

e. introduction of a disciplinary system suited to sanctioning the failure to comply with the measures indicated in the Model;

f. provision – with reference to the Entity's size, structure, and specific activities – of procedures suited to ensuring that business activities are carried out in compliance with the law and to promptly detecting and eliminating risk situations;

g. provision for periodic audits as well as, where necessary, the amendment of the Model in the event that significant violations of its provisions are discovered, or when changes occur in the Entity's organization or activities;

h. provide for two or more channels, of which at least one is computerized, that allow the Recipients to submit, in order to protect the entity's integrity, detailed reports of unlawful conduct or violations of the Model of which they have become aware by reason of their functions. These channels must guarantee the confidentiality of the whistleblower's identity throughout all report management activities.

The Model, in other words, must therefore be:

– effective, meaning actually capable of establishing decision-making and control mechanisms such as to eliminate – or at least significantly reduce – the risks of committing the so-called Predicate Offences;

– specific, meaning built on the basis of and in function of the Entity's own characteristics, its size, the type of activity performed and the related risk areas, as well as its history;

– current, meaning constantly updated, adapted, and modified whenever any violations are identified or when significant changes occur in the Entity's activities, organizational structure, or the relevant regulatory framework.

3.2 The Confindustria Guidelines

According to the instructions provided by the Delegated Legislator, the Models may be adopted on the basis of codes of conduct drafted by representative trade associations.

The preparation of this Model is inspired by the Confindustria Guidelines, which outline a process for its development that can be summarized according to the following fundamental points:

– identification of risk areas, aimed at verifying in which corporate areas or departments the commission of offenses is possible;

– provision of a control system capable of reducing risks through the adoption of specific protocols.

This is supported by the coordinated set of organizational structures, activities, and operating rules applied – upon the instruction of top management – by management and company personnel, aimed at providing reasonable assurance regarding the achievement of the objectives of an effective internal control system.

The most significant components of the preventive control system proposed by Confindustria are the following:

– drafting of a Code of Ethics setting out general lines of conduct;

– definition of an organizational system aimed at ensuring a clear and organic allocation of tasks, as well as verifying the correctness of conduct;

– identification and documentation of potential risks and adoption of the relevant tools useful for mitigating them;

- adoption of manual and IT procedures;
- structure of a system of authorization and signatory powers, consistent with the assigned responsibilities and aimed at ensuring a clear and transparent representation of the corporate process for the formation and implementation of decisions;
- articulation of an adequate control and management system;
- implementation of a staff communication and training plan;
- application of disciplinary sanctions in the event of behavior that violates the rules of conduct established by the Company.

The control system must also be informed by the following principles:

- verifiability, documentability, coherence and congruence of each operation;
- separation of functions (no one can independently manage all phases of a process);
- inspection documentation;
- introduction of an adequate sanctioning system for violations of the rules and procedures set out in the model;
- identification of a Supervisory Body whose main requirements are:
  (i) autonomy and independence;
  (ii) professionalism;
  (iii) continuity of action;
  (iv) honorability.
- obligation on the part of company functions, and in particular those identified as being most at risk of crime, to provide information to the Supervisory Body, both on a structured basis (periodic reporting in implementation of the Model itself) and to report anomalies or atypicalities found within the available information.

3.3 The concept of acceptable risk

In preparing a Model, the concept of "cannot be overlooked"*acceptable risk*". For the purposes of compliance with the provisions introduced by Legislative Decree no. 231/2001, in fact, it is essential to establish a threshold that allows for the limitation of the quantity and quality of the prevention tools that must be adopted in order to prevent the commission of the crime.

With specific reference to the sanctioning mechanism introduced by the Decree, the acceptability threshold is represented by the effective implementation of an adequate preventive system that cannot be circumvented except intentionally.

In other words, in order to exclude the administrative liability of the Entity, the persons who committed the crime must have acted by fraudulently evading the Model and the controls adopted by the Company.

4. THE SUPERVISORY BODY

4.1 Composition and characteristics of the Supervisory Body

"In order to ensure the effective implementation of the Model, the task of supervising its functioning and compliance, as well as ensuring its updating, must be entrusted to a *'body of the entity provided with autonomous powers of initiative and control'*.

Decree 231, however, says nothing regarding the necessary composition of this Supervisory Body (OdV), so that any decision in this regard is left to the discretion of the individual bodies that intend to comply with the provisions of the Decree.[8].

In any case, in general, according to the provisions of the Decree (articles 6 and 7) and the indications contained in the accompanying Report, the characteristics of the Supervisory Body, such as to ensure effective and efficient implementation of the Model, must be:

a. **Autonomy and independence.** The Supervisory Body must not be directly involved in the management activities that are the object of its supervisory activity and, therefore, must not be subject to any conditioning or interference by the Management Body. For the purposes of independence, it is also essential that the Supervisory Body is not assigned operational tasks that would compromise the objectivity of its judgment with reference to checks on the behavior and effectiveness of the Model.[9].

b. **Professionalism.** The Supervisory Body must possess technical and professional skills appropriate to the functions it is called upon to perform. These characteristics, combined with independence, guarantee the objectivity of judgment.[10].

c. **Continuity of action.** The Supervisory Body must continuously carry out the activities necessary for the supervision of the Model with adequate commitment and with the necessary investigative powers, and must also be a structure reportable to the Company in order to guarantee the necessary continuity in the supervisory activity.

d. **Honorability. Members of the Supervisory Body must possess the following requirements:**

   – not be under temporary disqualification or suspension from holding management positions in legal entities and businesses;

   – not be in one of the conditions of ineligibility or forfeiture provided for by art. 2382 of the Civil Code;

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[8] Paragraph 4 *bis* Article 6 of the Decree, for example, provides that in joint-stock companies the functions of the Supervisory Body may also be performed by the Board of Statutory Auditors. At the same time, legal theory and practice have developed various and heterogeneous solutions regarding the possible architecture and composition of the Supervisory Body, also taking into account the size of the Entity, the relative *Corporate Governance* rules, and the need to achieve a fair balance between costs and benefits

[9]The Supervisory Body must not be directly involved in the management activities that are the object of its supervisory activity and, therefore, must not be subject to any conditioning or interference by the Management Body. If established as a collective body, the requirement of independence is guaranteed provided that the Supervisory Body is predominantly composed of external members who do not have ongoing collaboration or consultancy engagements with the Company.

[10] This refers, among other things, to: risk analysis and assessment techniques; measures to contain them (organizational procedures, task allocation mechanisms, etc.); *flow charting* procedures and processes for identifying weaknesses, interview techniques and questionnaire development; methodologies for identifying illicit behavior, fraud, etc. The Supervisory Body must have inspection skills (to ascertain how a crime of the type in question could have occurred and who committed it); advisory skills (to adopt – at the time of the Model's design and subsequent amendments – the most suitable measures to prevent, with reasonable certainty, the commission of the offenses themselves or, currently, to verify that day-to-day conduct effectively complies with the codified procedures) and legal expertise. Legislative Decree no. 231/2001 is a criminal law, and since the Supervisory Body's activity is aimed at preventing the commission of crimes, knowledge of the structure and methods of committing crimes is therefore essential (which can be ensured through the use of company resources, or external consultancy).

- not having been subjected to preventive measures[11];
- not having been convicted (even with a conditionally suspended sentence and without prejudice to the effects of rehabilitation) for one of the crimes provided for by Royal Decree 16.03.1942 no. 267 (Bankruptcy Law); for one of the crimes provided for in Title XI of Book V of the Civil Code ("Criminal provisions relating to companies and consortia"); for a crime against the Public Administration, against public faith, against property, against the public economy.

4.2 Functions, duties, and powers of the Supervisory Body (OdV)

In accordance with the provisions of the Decree and the Confindustria Guidelines, the Supervisory Body has, by way of example and not limited to, the following tasks:

a. monitor the effective application of the Model;
b. verify the effectiveness of the Model, i.e. its suitability to prevent the commission of one of the crimes indicated in the Special Parts;
c. identify and propose to the Administrative Body updates and modifications to the Model in relation to changed legislation and/or changed company needs or conditions;
d. verify that the proposals for updates and modifications formulated by the Administrative Body have actually been accepted into the Model.

Within the scope of the functions described above, the following tasks are assigned to the Supervisory Body:

a. Periodically check the map of Crime Risk Areas and the adequacy of the control points in order to propose changes in relation to changes in the business and/or company structure. To this end, the Recipients of the Model, as further detailed in its Special Parts, must report to the Supervisory Body (OdV) any situations that could potentially expose Fosber to the risk of committing a crime. All communications must be made in writing and sent to the specific e-mail address set up by the Supervisory Body (OdV);
b. carry out periodic, targeted audits and inspections on specific operations or acts performed within the Crime-Risk Areas, based on the Supervisory Body's previously established activity plan;
c. collect, process, and store relevant information (including the reports referred to in the following paragraph) regarding compliance with the Model, as well as update the list of information that must mandatorily be transmitted to the Supervisory Body;
d. conduct internal investigations to ascertain alleged violations of the requirements of this Model brought to the attention of the Supervisory Body (OdV) through specific reports or emerged during its supervisory activities;
e. verify that the elements provided for in the Model for the various types of crimes (standard clauses, procedures and related controls, system of delegations, etc.) are effectively adopted and implemented

[11] Pursuant to Law 27.12.1956 no. 1423 ("Preventive measures against persons dangerous to public safety and morality") or Law 31.05.1965 no. 575 ("Provisions against the Mafia") and subsequent amendments and additions, without prejudice to the effects of rehabilitation.

and meet the requirements for compliance with the Decree, providing, otherwise, for the proposal of corrective actions and updates to the same;

f. provide periodic reporting to the Administrative Body or, in cases of necessity and urgency, immediate reporting to the Administrative Body.

For the performance of the functions and duties indicated above, the Supervisory Body (OdV) is granted the following powers:

- to have broad and extensive access to all corporate documents and, in particular, to those concerning contractual and non-contractual relationships established by the Company with Third Parties;
- to rely on the support and cooperation of the various corporate departments and corporate bodies that may be interested in, or otherwise involved in, supervisory activities;
- to appoint experts to provide specific consultancy and assistance in the subject matters required from time to time. To this end, the Supervisory Body (OdV) is granted specific spending powers; Such spending powers shall be granted to the Supervisory Body (OdV) through a specific resolution of the Administrative Body.

4.3 Cases of ineligibility and forfeiture

The members of the Supervisory Body (OdV) are chosen from individuals, either internal or external to the Company, who are qualified and experienced in legal matters and/or in internal and/or external control systems and/or in auditing.

The following constitute grounds for ineligibility and/or dismissal of the members of the Supervisory Body:

- failure to meet one of the requirements of good repute referred to in paragraph 6.1;
- disqualification, disability, bankruptcy or, in any case, a final conviction carrying the penalty of disqualification, even temporary, from public office or the inability to exercise executive offices;
- the existence of relationships by blood, marriage, or affinity within the fourth degree with members of the Administrative Body.

Should a ground for dismissal arise during the term of office, the members of the Supervisory Body (OdV) are required to immediately inform the Administrative Body.

4.4 The duration of the assignment and the causes of termination

The Supervisory Body (OdV) shall remain in office for the duration specified in the appointment deed and may be reappointed. The terms of renewal of the assignment are governed by a specific contract.

Termination of a member's office within the Supervisory Body (OdV) may occur for one of the following reasons:

- expiration of the assignment;
- revocation of the Supervisory Body by the Administrative Body. Withdrawal may only be ordered for 'just cause' pursuant to Art. 2383, paragraph 3 of the Italian Civil Code;
- occurrence of one of the grounds for dismissal referred to in the following paragraph 6.3.

4.5 The resources of the Supervisory Body (OdV)

In order to ensure the necessary financial autonomy to the Supervisory Body, the Board of Directors approves the annual spending budget on the basis of a simple request by the Supervisory Body.

The allocated budget must be sufficient to guarantee the performance of the activities for control, auditing and updating of the Model, including, if necessary, obtaining expert advice. For expenses exceeding the budget set and for extraordinary expenses, the Body requests written authorisation of expenditure from the Board of Directors from time to time. The Board of Directors undertakes to provide, upon substantiated request from the Supervisory Body, the financial means required to best perform its function.

5. FOSBER S.P.A.

Founded in Lucca in 1978, through its Italian headquarters and its strategic branches in the United Statesand in China, Fosber Group is now an international leader in the design, production and installation of complete corrugating lines and corrugated board machinery. A 100% subsidiary of the Chinese Group Dong Fang Precision, Fosber has its corporate and production headquarters in Pescaglia, Monsagrati (Lucca), which also serves as its registered office. It operates a facility named 'PRO/SERVICE' in Lucca, entirely dedicated to after-sales services, featuring an exclusive spare parts warehouse along with Pro/Care assistance, improvement services, and customer-specific training.

Fosber SpA is, in its turn, the parent of the following companies:

- Fosber America Inc., a company based in Green Bay, Wisconsin (USA), with a share capital of USD 1,100,000 divided into 2,000 shares with a par value of USD 550 each, 100% owned by Fosber S.p.A. The US subsidiary represents Fosber S.p.A.'s long-standing partner within the North American market.
- Tiruna S.L.U. is a company based in Navarra, Spain, with a share capital of EUR 1,440,000, 100% owned by Fosber through an acquisition initiated during the 2019 financial year and finalized with the purchase of the remaining stake in 2022. The company is the holding company of the Tiruna Group, a leader in the supply of corrugating rolls, which are strategic components for corrugated board production machinery.
- Quantum Corrugated S.r.l. is a company with its operational headquarters in Vimercate and a share capital of EUR 375,000, 60% owned by Fosber through an acquisition carried out during the 2020 financial year. The company operates in the corrugated board production machinery market.
- Fosber Machinery Tianjin Co. is a company based in China, in the Tianjin area, near Beijing, with a share capital of USD 500,000, 100% owned by Fosber. The company provides assistance and spare parts sales to customers located in North Asia.
- Fosber Mexico Corrugados Sociedad de Responsabilidad Limitada de Capital Variable is a company based in Mexico, in the Mexico City area, near Cuautitlán, with a share capital of MXN 100,000. Its corporate shares are 99% owned by Fosber S.p.A. and 1% owned by Tiruna S.L.U. The company, incorporated on June 6, 2024, is engaged in the sale of spare parts and the provision of technical assistance services for customers located primarily in Mexico as well as in the Latin American market.

Organizational structure and corporate governance

Fosber has a fully subscribed and paid-up share capital of Euro 1,560.00 and is divided into 3 million ordinary shares. The share capital is entirely owned by the Dutch company Dong Fang Precisioni (NL) Cooperatief UA, which in turn is controlled by the Dong Fang Precision Group, China.

The company is subject to management and coordination pursuant to art. 2497 of the Civil Code by the parent company Dong Fang Precisioni (NL) Cooperatief UA

The mechanisms of *corporate governance* adopted by the Company allow, *inter alia*, to the organizational structure to comply with the provisions contained in the Decree and are suitable for monitoring the various risk areas as well as preventing illicit behavior. The mechanisms of *corporate governance* Fosber's policies are based on the fundamental principles of unity of command and strategies, and on the simplification and clarification of the areas of responsibility and control, which are thus attributed.

The organizational structure and mechanisms of *corporate governance* They were defined according to logics aimed at best managing some key factors in the different areas:

– achievement of business objectives;
– compliance with legal regulations;
– monitoring and management of the various risk areas.

The Company has opted for a traditional administration and control system as provided for by Articles 2380 et seq. of the Italian Civil Code and, therefore, a Board of Directors and a Board of Statutory Auditors have been appointed.

Shareholders’ Meeting

The Shareholders’ Meeting is governed by the rules laid down by the Italian Civil Code, complemented by the provisions of the Articles of Association.

Specifically, it must approve the financial statements, distribute profits, appoint and remove directors, appoint the control body, take decisions regarding the early dissolution of the Company, and appoint and remove liquidators.

Board of Directors

In compliance with the provisions of the Statute, the Company is managed by a board of directors composed of no. 5 members, 2 of whom have operational powers.

The Board of Directors is vested with all powers for the ordinary and extraordinary management of the Company, with the express authority to perform all acts deemed appropriate for the achievement of the corporate purpose. Within the limits of the law and the Articles of Association, the Board of Directors may delegate specific powers to one or more of its members and appoint one or more general, technical, and administrative managers, as well as attorneys-in-fact and agents for single acts or categories of acts.

The Board of Directors may appoint one or more managing directors, managers, and attorneys-in-fact, with individual or joint signature authority, determining their powers and duties.

The Board has conferred operational powers upon the Managing Directors, who have also been entrusted with the operational management of the Company.

The representation of the Company towards third parties and in any judicial seat and at every level of jurisdiction rests with the Chairman of the Board of Directors.

The legal representation of the Company also rests with the managing directors, within the limits of the powers conferred upon them; In the event that more than one managing director is appointed, the representation of the company rests with them jointly or severally.

There are no further de facto decision-making functions or responsibility centers that are not codified; therefore, the corporate organizational chart effectively reflects the structural and organizational characteristics of the Company.

5.1 Supervisory body

The control body, appointed in accordance with the provisions of the Italian Civil Code, monitors compliance with the law and the Articles of Association, adherence to the principles of proper administration and, in particular, the adequacy of the organizational, administrative, and accounting structure adopted by the Company and its actual functioning.

It also reports the results of the supervisory activity carried out to the shareholders' meeting, upon approval of the financial statements.

As of the date of adoption of this Model, Fosber has opted for a collective control body (Board of Statutory Auditors), consisting of three standing members and two alternate members, who must attend Shareholders' Meetings and meetings of the Board of Directors.

The Entity has also appointed an Audit Firm for the statutory audit of the accounts, carried out pursuant to and for the purposes of Legislative Decree 39/2010.

5.2 Internal control and risk management system

Fosber's internal control and management system is the set of rules, procedures, and organizational structures aimed at enabling the identification, measurement, management, and monitoring of the main corporate risks. The system contributes to a management of the Company that is consistent with the corporate objectives defined by the Board of Directors, favoring the making of informed decisions. It contributes to ensuring the safeguarding of corporate assets, the efficiency and effectiveness of corporate processes, the reliability of information (not only financial) provided to corporate bodies and the market, and compliance with laws and regulations, as well as the articles of association and internal procedures.

The Board of Directors is at the head of the organization, and the operational areas or functions report to it.

In order to make roles and responsibilities within the corporate decision-making process immediately clear, Fosber has developed an organizational chart – an integral part of the Risk Mapping document – in which the entire organizational structure is outlined.

In this organizational chart in particular, the following are specified:

– the areas into which the company's activity is divided;
– the lines of hierarchical dependence;
– the subjects who operate in the individual areas.

Fosber's internal control system provides that no significant transaction (in qualitative or quantitative terms), within each operational area or function, can be originated/activated without authorization.

Representative powers are granted according to scope of practice and amount limits strictly linked to the assigned duties and the organizational structure.

Without prejudice to the provisions set out in the relevant Sections of the Special Part of the Model, the procedures are set up in compliance with the following control elements:

- traceability: appropriate documentary support is provided for every operation, allowing at any time for checks to be carried out to certify the characteristics and reasons for the operation and to identify those who authorized, performed, recorded, and verified the operation itself;
- segregation of duties and responsibilities: there is no identity between those who take or implement decisions, those who must provide the accounting records for the decided operations, and those who are required to carry out the controls on such operations as provided for by law and the procedures of the internal control system;
- clear assignment of powers and responsibilities within the organization and absence of individuals with unlimited powers;
- authorizing and signature powers are consistent with the assigned organizational responsibilities and are properly documented to ensure, where necessary, an easy ex-post reconstruction;
- archiving/document keeping: Documents concerning the activity must be archived and stored by the competent function in such a way as to prevent subsequent modification, except with specific evidence.

With reference to risk management systems and procedures, Fosber holds the following certifications and accreditations:

For activities related to the "design, construction and installation of machines and production lines for corrugated cardboard through the assembly of mechanical, electrical and electronic components" Fosber has developed and adopted a ***quality procedural system*** certified according to ISO 9001:2015, an international standard that represents the *best practices* for the construction of procedural management systems. In order to maintain this certification, annual audits are conducted by an external certification body to continuously monitor the ongoing fulfillment of the requirements necessary for obtaining the certification.

Certification according to the ISO 9001:2015 standard, the operating procedures, work instructions, and any other related procedures in force from time to time, constitute an integral part of this Organization, Management and Control Model; therefore, for all elements not referred to in this Special Part, please refer to the aforementioned documentation.

Fosber has implemented an Integrated Management System for Occupational Health and Safety, Environment, and Social Responsibility, designed, documented, and implemented in accordance with international standards ISO 45001:2018, ISO 14001:2015, ISO 9001:2015, the EMAS Regulation, and SA8000:2014."

The ***Environmental Management System*** certified according to ISO 14001:2015, an international standard that represents the *best practices* for the prevention of environmental risks, confirming the correctness and effectiveness of the implemented processes and the control measures put in place. Moreover, in order to maintain said certification, annual audits are conducted by an external certification body to continuously monitor the ongoing fulfillment of the requirements necessary for obtaining the certification. Certification according to the ISO 14001:2015 standard, the operating procedures, work instructions, and any other related procedures in force from time to time, constitute an integral part of this Organization, Management and Control Model; therefore, for all elements not referred to in this Special Part, please refer to the aforementioned documentation.

With reference to the ***Safety Management System*** and the health of workers in the workplace, the rules, procedures and organizational tools developed and adopted by Fosber pursuant to Legislative Decree no. 81/2008, aimed at defining and implementing a corporate health and safety policy suitable – pursuant to Art. 6, paragraph 1, letter a) of Decree 231 – to prevent the crimes referred to in Art. 589 and Art. 590, paragraph 3 of the Italian Criminal Code. to in Articles 589 and 590, paragraph 3 of the Italian Criminal Code, committed in violation of accident prevention regulations and those concerning the protection of health and safety at work. Fosber's SGSL is certified according to the ISO 45001:2018 standard.

5.3 Code of Conduct

An essential element of the preventive control system is represented by the adoption and implementation of ethical principles that are also relevant for the prevention of the crimes provided for by the Decree, as set out in the Fosber Code of Conduct which, although separate and independent from the Model, is understood to be incorporated into the Model by reference, in view of the Company's objective to operate both internally and externally in full compliance with the principles of legality and correctness.

The Code of Conduct illustrates the fundamental ethical principles for the Company and the related rules of conduct that ensure their implementation; it specifically regulates the behavioral principles to be observed in the performance of business activities to guarantee the proper functioning, reliability, and good reputation of the Company, and constitutes an effective tool for preventing unlawful behavior by all those who act in the name and on behalf of Fosber or otherwise operate with the same.

6. THE ORGANISATION, MANAGEMENT AND CONTROL MODEL OF FOSBER SPA

In order to consistently ensure conditions of fairness and transparency from an ethical and regulatory standpoint, the Company has deemed it appropriate to adopt an Organization, Management, and Control Model capable of preventing the commission of the crimes provided for by Decree 231.

Considering the regulatory framework in which Fosber operates, as well as the control system to which it is subject, in defining this Model the Company has adopted a project-based approach that allows for the use and integration of currently existing rules within the Model itself; this creates, together with Corporate Policies, an organic *corpus* of internal rules and principles aimed at spreading a culture of ethics, fairness, and legality.

Such an approach, in fact

- it allows for the best possible use of the existing corporate assets in terms of business practices, policies, rules, and internal regulations that direct and govern risk management and the performance of controls;
- it enables the prompt integration of the regulatory and methodological framework to be disseminated within the corporate structure (without prejudice, of course, to the constant refinement and updating activities that will be necessary);
- it allows for the management of all corporate operating rules, including those relating to 'sensitive areas', in a standardized manner.

6.1 The Addressees of the Model

The Fosber Model constitutes a tool for raising awareness among all those who operate in the name and on behalf of the Company, so that they maintain – in the performance of their activities and in the pursuit of their interests – correct and transparent behavior based on defined procedures, with the aim of preventing the risk of committing the crimes referred to in the Decree.

The following are addressees (hereinafter the 'Addressees') of this Model and undertake to comply with its contents:

- those who perform, even de facto, functions of administration, management, direction, or control within the Company or one of its organizational units endowed with financial or functional autonomy;
- those who collaborate with the Company under a contract of subordinate or quasi-subordinate employment, whether for an indefinite period, temporary, or on a temp-agency basis (employees, project-based workers, agents, representatives, etc.);
- those who, although not belonging to the Company, operate under a mandate or on its behalf (consultants, experts, etc.);
- suppliers, service providers, including outsourced ones, and third parties who operate with the Company in the so-called “sensitive” areas of activity;
- external professionals who operate in the name and on behalf of the Company in execution of specific professional mandates.

All Addressees of the Model are required to comply with the utmost diligence with the provisions contained in the Model and its implementation procedures.

The contracts governing relationships with third parties (suppliers and consultants) provide for specific clauses indicating clear responsibilities regarding non-compliance with the Company's corporate policies and the principles of the Decree. Such clauses also provide for the possibility for the Company to terminate said contractual relationships in the event of violations by third parties of the obligations indicated above.

In relation to contracts already in place, a specific commitment letter will be sent, by which Fosber's counterparties undertake to comply with the aforementioned principles.

6.2 The purposes of the Model

Fosber's Organizational Model, based on the identification of areas of potential risk within the business activity where the possibility of crimes being committed is considered to be highest, aims to achieve the following objectives:

- to establish a structured and organic system of procedures and control activities aimed at reducing the risk of committing crimes by identifying sensitive processes and their subsequent formalization into procedures;
- to create awareness among all those who operate with, in the name of, on behalf of, and in the interest of the Company in risk-prone areas of activity, that in the event of conduct that does not comply with the requirements of the Organizational Model and other corporate rules and procedures, as well as the law, they may incur an offense punishable by criminal and administrative sanctions, which may be imposed not only on themselves but also on the Company
- to condemn any form of unlawful behavior as it is contrary, not only to legal provisions but also to the ethical principles adopted by the Company, through the constant monitoring by the Supervisory Body of the activities of the Model's Addressees with respect to sensitive processes, and through the imposition of disciplinary or contractual sanctions;

- to ensure that the Company, through monitoring its activities in high-risk areas, has a concrete and effective opportunity to intervene promptly to prevent the commission of such crimes.

The Model also aims to:

- to raise awareness and disseminate, at all corporate levels, the rules of conduct and the protocols for planning the training and implementation of the Company's decisions, in order to manage and consequently avoid the risk of committing crimes;
- to identify in advance the risk-prone areas of activity related to the Company's business, namely the corporate areas that are affected by potential crime scenarios under the Decree;
- to provide the Supervisory Body with specific duties and adequate powers to effectively monitor the actual implementation and constant functioning of the Model, as well as to evaluate the long-term maintenance of the Model's requirements for robustness and functionality;
- to correctly record all Company operations within the activities identified as being at risk of the commission of relevant crimes under the Decree, in order to enable the verification of decision-making and authorization processes and their execution within the Company, so as to ensure their prior identification and traceability in all their relevant components;
- to ensure effective compliance with the principle of separation of corporate functions, as well as to outline and define the responsibilities in the formulation and implementation of the Company's decisions;
- to establish authorizing powers assigned in consistency with the assigned organizational and management responsibilities, making the delegations of power, responsibilities, and duties known within the Company, ensuring that the acts by which powers, delegations, and autonomies are conferred are compatible with the principles of preventive control;
- to establish authorizing powers assigned in consistency with the assigned organizational and management responsibilities, making the delegations of power, responsibilities, and duties known within the Company, ensuring that the acts by which powers, delegations, and autonomies are conferred are compatible with the principles of preventive control.

6.3 The structure of the Model

The Organizational Model of Fosber SpA is composed of:

- to establish authorizing powers assigned in consistency with the assigned organizational and management responsibilities, making the delegations of power, responsibilities, and duties known within the Company, ensuring that the acts by which powers, delegations, and autonomies are conferred are compatible with the principles of preventive control;
- a series of Special Parts aimed at identifying the activities found to be sensitive to the commission of Predicate Crimes, as well as the organizational, management, and control principles and rules (both general and specific) dedicated to preventing the risks of committing the relevant crime categories.
- The details of the specific protocols of conduct, the activities, and the controls contained in the corporate policies and procedures, as well as those adopted in the Company's operational practices, are summarized in Appendix A of the Special Part, broken down by organizational unit.

The 'Catalogue of Predicate Crimes' (Annex A) and the 'Statute of the Supervisory Body' (Annex B) are also an integral part of this document, as are all the provisions, internal measures, acts, and operating procedures that constitute the implementation of this document.

6.4 The construction of the Model and its adoption

The drafting of this Model was divided into the phases described below:

a. identification of the predicate crimes theoretically relevant to the Company;

b. identification of areas at risk of crime;

c. conducting interviews with knowledgeable stakeholders within the company structure, in order to define the organization and activities performed by the various company functions, as well as the company processes into which the activities are structured and their concrete and effective implementation;

d. identification, for each area through which the company organization operates, of the main risk factors, as well as the detection, analysis and evaluation of the adequacy of existing company protocols and controls;

e. progressive adaptation of the internal control system in order to reduce the identified risks to an acceptable level.

The adoption of the Model is delegated by the Decree itself to the competence of the Administrative Body, which is also assigned the task of integrating and updating this Model with further Special Parts relating to the other types of crimes expressly provided for within the scope of application of Legislative Decree no. 231/2001.

7. FOSBER S.P.A. SUPERVISORY BODY

The Board of Directors, given the size of the Institution and its activities, has opted to adopt a collegial Supervisory Body, composed of no. 3 members, two of whom are professionals *exteriors* to the company – a criminal lawyer and a chartered accountant – with previous and specific experience in the sector.

Said choice, inter alia, addresses the need to protect the Company thanks to the co-presence of distinct and independent control bodies that guarantee – through the specific technical skills and mutual control – the most correct and transparent pursuit of their respective objectives and responsibilities.

Lastly, the above option best fulfils the requirement of independence of the Supervisory Body from the crucial point of view of the necessary distinction between controlling and controlled entities, also in view of an actual and effective prevention of crimes.

The Statute regulating the functioning of the ODV is attached to the general part of the Model (Annex B).

7.1 The information obligations of the Supervisory Body

Two lines of responsibility are assigned to the Fosber Supervisory Body *reporting*:

a. the first, whenever necessary, directly and immediately with the President of the Board of Directors;

b. the second, towards the Administrative Body to which – on a six-monthly basis – it will send a written Report containing:

- its remarks on the effectiveness and efficacy of the Model, indicating the additions and/or amendments deemed necessary;
- any recommendation to update the Model following legislative changes, or as a result of any changes in the corporate and organizational structure that may have occurred in the meantime;
- a summary of the assessments made and of the corrective/preventive actions to be implemented.

The Supervisory Body (OdV) may be convened at any time by Fosber's Board of Directors (CdA) and by its Chairman; or, it may, in turn, submit a request to be convened to report on the functioning of the Model or on specific situations.

7.2 Reporting obligations to the Supervisory Body (OdV)

Article 6, paragraph 2, letter d) of the Legislative Decree no. 231/2001 expressly refers to specific reporting obligations by all Addressees of the Model for the benefit of the Supervisory Body (OdV), as a tool to facilitate the monitoring of the effectiveness of the Model itself. The information must be provided to the Body through systematic information flows or specific reports of significant facts or situations and must concern management events and anomalies found in the context of its work activity.

To this end, as provided for by the specific **Procedure for the Management of Information Flows to the OdV**, all Addressees are required to bring to the attention of the Supervisory Body any information and report, of any kind, including from third parties, concerning the implementation of the Model and all the principles of conduct and procedures referred to therein.

The Supervisory Body, in its function of supervision and control, is always entitled to request from the Recipients data and information relating to the corporate activity, the application and compliance with the rules of conduct and corporate procedures as set forth in the Model and check any document necessary for this purpose either on a sample basis or systematically.

The Recipients will be required to cooperate with the Supervisory Body and provide with any data and information it should request from them.

Failure to comply with the information obligation must be considered as a specific disciplinary offence.

Therefore, Recipients who do not correctly comply with the information obligation towards the Supervisory Body in the terms and in the manners outlined here may be subject to the application of disciplinary sanctions, where applicable.

The following information must be communicated to the Supervisory Body by the Corporate Bodies and/or the department heads:

a. news relating to organizational changes (for example, changes in the company organization chart, revisions of existing procedures or adoption of new procedures or *policies*, etc.);
b. updates and changes to the system of delegations and powers;
c. significant and/or atypical operations affecting the areas at risk of commission of the crimes identified in the preparatory analyses for the adoption of the Model;
d. changes in risk or potentially risky situations;
e. any communications from the Auditor regarding aspects that may indicate deficiencies in the internal control system;

f. copy of the minutes of the Board of Directors meetings;

g. any communications made to the Supervisory Authorities (e.g.: CONSOB, Italian Stock Exchange, Italian Competition Authority, Italian Data Protection Authority, etc.);

h. a copy of the periodic reporting on environmental matters and occupational health and safety (including the minutes of periodic meetings between the employer, the Prevention and Protection Service Manager (RSPP), the competent physician, and the Workers' Safety Representative (RLS) pursuant to Art. 35 of the Consolidated Law on Occupational Health and Safety (TUSL), as well as the review minutes).

Information and reports directed to the Supervisory Body must be sent to the dedicated email address of the Body (odv@fosber.it) or, by post, to the Supervisory Body at the Company's registered office, or to the address of the PASCERINI E ASSOCIATI LAW FIRM, located in Via Barberia no. 6 – Bologna.

Without prejudice to the foregoing, reports addressed to the Supervisory Body or otherwise brought to its attention will also be examined, provided they are sufficiently precise and detailed.

The email inbox of the Supervisory Body is accessible only to the Body itself.

In this regard, the Supervisory Body is bound by the obligation of confidentiality in relation to the information and reports it may receive during its activity. The Supervisory Body acts in such a way as to protect the authors of the information and reports against any form of retaliation, discrimination, penalization, or any other consequence deriving from them, ensuring their confidentiality and anonymity regarding their identity. In any case, legal obligations and the protection of the rights of the Company or of persons accused wrongly and/or in bad faith remain unaffected.

Fosber SpA, data controller pursuant to Regulation (EU) 2016/679 of the European Parliament and of the Council of 27.04.2016 (hereinafter also "GDPR") and Legislative Decree no. 196/2003, as amended by Legislative Decree no. 101/2108 (hereinafter also "Privacy Code") will process the personal data acquired through the information flows for the purposes related to compliance with the obligations arising from Legislative Decree 231 and the Organizational Model.

The data may be processed both in paper form and through the use of electronic tools. The interested parties, as identified in art. 4 no. 1) of the GDPR, they may exercise their rights under Articles 15 – 22 of the GDPR by contacting the Data Controller by sending a registered letter with return receipt to the Data Controller's registered office or by sending an email to the address privacy@fosber.it.

7.3 Confidential reports ("whistleblowing")

In accordance with the provisions of Legislative Decree 34 of 10 March 2023 ("Whistleblowing Legislative Decree"), issued pursuant to Directive (EU) 2019/1937 governing the *"protection of persons reporting violations of Union law and containing provisions regarding the protection of persons reporting violations of national legislation"*, the Company has adopted a system for managing confidential reports (whistleblowing) and has set up a specific channel for managing reports of behaviors, acts, or omissions that are detrimental to public interests and/or the integrity of the Company, including violations relating to the Organizational Model and Predicate Offences.

Information on the established reporting channels is available on the whistleblowing page. *https://areariservata.mygovernance.it/#!/WB/Fosber*

Specifically, for those of interest, it is specified that reports can be sent to the manager in the following ways:

– Written form, exclusively through the platform "*MyWhistleblowing Fosber*", reachable directly from the address *https://areariservata.mygovernance.it/#!/WB/Fosber*. The platform is outside the company servers, is managed through cloud technologies and is equipped with an encryption tool that guarantees the confidentiality of the reporting party's identity. Access to the platform is permitted after registration of the user and formal acknowledgement of the privacy statement and Policy. Anonymous access is permitted.
– By postal service in a sealed envelope (registered mail) to the address of the Fosber Reporting Management Team , domiciled at Studio Legale Pascerini e Associati, Via Barberia 6, Bologna, expressly indicating "Whistleblowing Report" on the envelope
– By a verbal report on the messaging system available on the MyWhistleblowing Fosber platform where a voice and text messaging system is activated.
– Confidential interview with the Reporting Management Team.

The Whistleblowing Policy identifies the procedures for transmitting and managing reports, the duties and prerogatives of the entity in charge of receiving reports (the 'Report Manager'), the stages of managing the Reports, and the methods adopted to guarantee the confidentiality of the personal data of the whistleblower and the individuals involved, as required by Legislative Decree 24/2023.

This Policy also establishes the protections for the whistleblower, the reported subjects and any third parties provided for by Legislative Decree 24/2023, as well as the provisions on the protection of personal data provided for by Regulation (EU) 2016/679 ("GDPR").

As provided for in the Disciplinary and Sanctions Code, retaliatory or discriminatory actions, whether direct or indirect, against the whistleblower for reasons directly or indirectly related to the Report are prohibited. On the other hand, sanctions are considered legitimate for those who make reports with intent or gross negligence that are later revealed to be unfounded.

The Report Manager responsible for managing whistleblowing reports and appointed according to the whistleblowing procedure shall liaise with the Supervisory Body (OdV) in the case of reports concerning violations related to Fosber's Organizational Model, the corporate policies and procedures present in the Crime-Risk Areas, and/or conduct that may be aimed, even instrumentally, at the commission of a Predicate Crime.

8. INFORMATION, TRAINING AND UPDATING

8.1 Dissemination of the Model and training of staff

The administrative liability regime established by the Decree and the Company's adoption of the Model form a system that must find a coherent and effective response in the operational behavior of its personnel.

In this sense, communication and training activities are fundamental, aimed at promoting the dissemination of the provisions of the Decree and the Model adopted in its various components (the Model's prerequisite tools, its purposes, its structure and fundamental elements, the system of powers and delegations, the identification of the Supervisory Body, the information flows to the latter, etc.). This is to ensure that knowledge of the subject matter and compliance with the rules that arise from it form an integral part of the professional culture of each corporate body, corporate representative, employee, and internal staff of the Company.

Fosber, aware of the importance of training and information aspects as prominent protocol, strives to ensure the knowledge by the Recipients of the Model of the contents of the Decree and obligations arising from it, as well as of said Model.

Indeed, the Company's objective is to ensure that both existing and future employees have a thorough understanding of the rules of conduct contained therein, with varying degrees of detail depending on the level of involvement of the employees in sensitive processes. It is with this in mind that the Company—with the active and concrete support of the Supervisory Body and in coordination with the various competent functions—is developing a training and communication plan, aimed at achieving correct and widespread knowledge and implementation of the Company Policies, the Model, and related procedures.

The Model, along with its attachments, is formally communicated to all Corporate Bodies and employees through an internal information note. New hires will be adequately informed and receive training on the Decree, the related Model, and Company Policies.

Information and training activities are planned and implemented upon hiring or at the start of the professional relationship, as well as in the event of updates to the Model or further factual or legal circumstances that make them necessary to ensure the correct application of the provisions set forth in the Decree.

In order to ensure the effective dissemination of the Model and personnel information with regard to the contents of Decree and the obligations deriving from its implementation, a specific area of the corporate IT network dedicated to the subject must be set up (which, in addition to the documents that make up the information kit previously described, also provides the forms and tools for reporting to the Supervisory Body and any other relevant documentation).

All training programs have a common minimum content consisting of illustration

- of the principles of Legislative Decree no. 231/2001,
- of the constituent elements of the Model,
- of the individual types of crime provided for by the Decree,
- of behaviors considered sensitive in relation to the commission of the crimes provided for therein,
- from the *policies* corporate,
- as well as authorization powers, lines of hierarchical reporting, procedures, information flows, and everything that contributes to ensuring transparency in daily operations.

In addition, each training program may be tailored to provide participants with the necessary tools to ensure full compliance with the provisions of the Decree, in relation to the scope of activity and the duties of the individuals for whom the program is intended.

Participation in the training programs described above is mandatory. Any unjustified failure to participate in the aforementioned training programs by Employees shall result in the imposition of a disciplinary sanction, which will be applied in accordance with the rules set forth in the specific chapter of this Model.

Information, training, and awareness activities for personnel (regarding activities potentially at risk of crime and concerning the conduct to be observed, as well as the consequences of non-compliance) are managed by the competent corporate function in close coordination with the Supervisory Body, which is also responsible for monitoring the content and effectiveness of the aforementioned training activities.

A documentary record of all of the above is kept in the Company's records.

8.2 Information for external collaborators and third parties

The Company's Collaborators, Suppliers, Consultants, Agents, Partners, and Business Associates—with particular reference to those involved in activities, supplies, or services concerning At-risk Activities—are informed of Fosber S.p.A.'s adoption of this Model and Corporate Policies, as well as the Company's requirement that their conduct complies with the principles of conduct established therein.

Such Recipients, particularly Suppliers and Consultants, are provided—by the corporate functions maintaining institutional contact with them—with specific disclosures regarding the policies and procedures adopted by the Company based on the Model, as well as the consequences that conduct contrary to the provisions of the Model, Corporate Policies, or current legislation may have on their contractual relationships.

Where possible, specific clauses are inserted in the texts of the contracts, aimed at governing said consequences, such as express termination clauses and/or rights of withdrawal in the event of conduct contrary to the requirements of the Model. In relation to contracts already in place, a specific commitment letter will be sent, by which Fosber's Counterparties undertake to comply with the aforementioned principles.

8.3 The Model Update

The Decree expressly provides for the need to update the Model in order to adapt it to the specific needs of the Company and its actual operations. Such adjustments and/or updates to the Model must therefore be implemented upon the occurrence of:

- regulatory innovations;
- breaches of the Model and/or findings emerged during checks on its effectiveness – which may also be inferred from experiences regarding other companies;
- changes to the organizational structure of the Company.

Specifically, the updating of the Model and, therefore, its integration and/or amendment, is the responsibility of the same governing body to which the lawmaker has assigned the burden of adopting the Model. In this context, the Supervisory Body, in coordination with the department managers concerned from time to time, must carry out:

- periodic checks on the effectiveness and implementation of procedures and protocols;
- checks on the level of knowledge of the Model also by analysing requests for clarifications or reports received;
- the reporting to the Administrative Body of the need for an update, whenever the aforementioned conditions apply (specifically, in the presence of substantial changes to the corporate organization, high employee turnover, or in the event of supplements or amendments to the Decree).

9. THE SANCTIONING SYSTEM

Fosber acknowledges and declares that the establishment of an adequate system of sanctions for violations of the rules and provisions contained in the Model is an essential condition for ensuring the effectiveness of the Model itself.

In this regard, in fact, articles 6, paragraph 2, letter e) and 7, paragraph 4 letter. b) of the Decree provide that the organisation and management models must "*introduce a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the model*" same.

The application of the sanctions described in this section is independent of the initiation and outcome of any criminal proceedings, since the rules of conduct imposed by the Model are adopted by the Company in full autonomy and independently of the type of crimes referred to in Legislative Decree no. 231/2001.

Failure to comply with the rules and provisions contained in the Model and its related procedures constitutes a breach of the existing relationship of trust with the Company and shall, in itself, lead to the adoption of sanctioning and disciplinary measures—provided, of course, that the principles of promptness and immediacy in the notification and imposition of the relative sanctions, as well as current legal regulations on the matter, are respected.

In any case, the Supervisory Body must always be informed of any procedure for imposing sanctions for any violation of the Model.

9.1 Definition of "violation"

Pursuant to this Model, the following constitute a "violation":

- the implementation of actions or conduct not complying with the law and the requirements contained in the Model itself, resulting in the commission of one of the offenses provided for by Legislative Decree no. 231/2001;
- the implementation of actions or conduct not complying with the law and the requirements contained in the Model itself, which expose the Company even to a situation of mere risk of the commission of one of the offenses contemplated by Legislative Decree no. 231/2001;
- the omission of actions or conduct prescribed by the Model and its related procedures, resulting in a risk of the commission of one of the offenses contemplated by Legislative Decree no. 231/2001;
- violations of the Code of Conduct that may lead to the risk of committing crimes provided for by Legislative Decree 231/01.

9.2 Criteria for the imposition of sanctions

The type and extent of specific sanctions will be applied in proportion to the seriousness of the violation and, in any case, based on the following general criteria:

- subjective element of the conduct (intent, fault);
- relevance of the obligations violated;
- potential damage resulting from the Company and the possible application of the sanctions provided for by Legislative Decree no. 231/2001;
- level of hierarchical or technical responsibility of the interested party;

- the presence of aggravating or mitigating circumstances, with particular regard to the previous work performance of the individual subject to the Model and their disciplinary record over the last two years;
- possible sharing of responsibility with other employees or third parties in general who contributed to determining the violation.

If multiple violations, punishable by different sanctions, are committed in a single act, only the most serious sanction will be applied.

Likewise, repeat offending within two years automatically results in the most severe sanction within the applicable category.

9.3 Sanctions against Directors and Managers

In the event that a violation of the Model is identified, or a fraudulent circumvention of its rules, by one or more members of the Board of Directors, the other members of the Board of Directors and/or the Board of Statutory Auditors and/or the Supervisory Body must inform, without delay and in writing, the Board of Statutory Auditors and the entire Board of Directors through its Chairperson, who shall take all appropriate measures permitted by current legislation, including, for example, convening the Shareholders' Meeting to adopt the most suitable measures.

In the event that one or more members of the Board of Directors have been committed for trial as the alleged perpetrators of an offense giving rise to the Company's administrative liability, the Chairperson of the Board of Directors shall convene the Shareholders' Meeting to resolve upon the revocation of their mandate.

In the event that the Chairperson of the Board of Directors has been committed for trial as the alleged perpetrator of the offense giving rise to the Company's administrative liability, the Shareholders' Meeting shall be convened to resolve upon the revocation of their mandate.

In the event that a Violation of the Model is identified, or a fraudulent circumvention of its rules, by one or more Managers, the Directors and/or the Supervisory Body must inform the Board of Directors, without delay and in writing, which shall take all appropriate measures in accordance with the provisions of the Civil Code, the Workers' Statute, and Collective Bargaining Agreements.

As a specific sanction, the Supervisory Body may also propose the suspension or revocation of any powers of attorney granted to the Manager, who is the alleged perpetrator of the offense giving rise to the Company's administrative liability.

The failure of Managers to supervise the correct application of the Model and the procedures provided therein by hierarchically subordinate workers also constitutes a disciplinary offense.

In any case, the Company reserves the right to initiate liability and damage claims, or otherwise adopt any measures pursuant to the Articles of Association.

9.4 Sanctions against Mayors

In the event that a violation of the Model is identified, or a fraudulent circumvention of its rules, by one or more members of the Board of Statutory Auditors, the Supervisory Body and/or the Board of Directors shall inform the Administrative Body and the Board of Statutory Auditors itself, without delay and in writing, so that all the most appropriate measures permitted by current legislation may be adopted. In any case, the provisions of law regarding the convening of the Assembly by those entitled to attend remain unaffected.

In the event that one or more Statutory Auditors have been committed for trial as the alleged perpetrators of an offense giving rise to the Company's administrative liability, the Shareholders' Meeting shall be convened to adopt the appropriate measures, including the possible revocation of their mandate.

In any case, the Company reserves the right to initiate liability and damage claims, or otherwise adopt any measures pursuant to the Articles of Association.

9.5 Sanctions against Employees

With reference to employment relationships, this disciplinary system specifies—insofar as not expressly provided for and limited to the cases contemplated herein—the contents of the National Collective Bargaining Agreements (CCNL) applied to employees.

The sanctioning system is divided into sections, according to the category of the recipients pursuant to art. 2095 of the Civil Code.

Violation of the rules of conduct and the measures provided for in the Model and related procedures by Company employees constitutes a failure to fulfill the obligations arising from the employment relationship, pursuant to and for the purposes of the combined provisions of Articles 2104 and 2106 of the Civil Code.

Article 2104 of the Civil Code, identifying the duty of diligence and 'obedience' required of the employee, dictates that the worker must observe, in the performance of their duties, both the legal provisions and the contractual instructions issued by the employer, as well as by the latter’s collaborators to whom the employee is hierarchically subordinate.

In any case, the disciplinary system must comply with the limits on the employer's disciplinary power imposed by the Workers' Statute, both regarding the applicable sanctions and the manner in which such power is exercised.

In particular, the sanctioning system must comply with the following principles:

– the system must be duly publicized by posting it in a place accessible to employees and, if necessary, be the subject of specific refresher and training courses;
– Sanctions must comply with the principle of proportionality with respect to the infringement, the specification of which is entrusted, pursuant to art. 2106 of the Civil Code, to the sector's collective bargaining agreement: In any case, the sanction must be selected based on the intentionality of the conduct or the degree of negligence, imprudence, or lack of skill shown, the prior conduct of the employee concerned—with particular regard to the existence or absence of previous disciplinary measures—the position and duties performed by the individual responsible, and other relevant circumstances, including any co-responsibility, including of an omissive nature, for the sanctioned conduct;
– The right to defense must be guaranteed to the employee whose conduct has been formally challenged (Art. 7 of the Workers' Statute) and, in any case, disciplinary measures more severe than a verbal warning cannot be applied until 5 days have elapsed from the written notification of the fact that gave rise to them.

The sanction must be adequate to ensure the effectiveness of the Model.

In any case, the Company reserves the right to initiate liability and damage claims, or otherwise adopt any measures pursuant to the Articles of Association.

9.6 Sanctions against Collaborators, Suppliers, Agents, Partners and Business Partners

In the event that a violation of the Model is identified, or a fraudulent circumvention of its rules occurs by Collaborators, Suppliers, Agents, Partners, or Business Associates, Fosber—depending on the severity of the violation—shall:

- will formally remind those responsible for the conduct to strictly comply with the provisions set forth by law or by the contract, or
- will be entitled, by express contractual provision, to terminate the contract itself due to non-fulfilment by the other party.

The contracts governing the relationships with such entities include specific clauses outlining clear responsibilities regarding failure to comply with the Company's corporate policies and the principles of the Decree. Such clauses also provide for the possibility for the Company to terminate said contractual relationships in the event of violations by third parties of the obligations indicated above.

In relation to contracts already in place, a specific commitment letter will be sent, by which Fosber's Counterparties undertake to comply with the aforementioned principles.

In any case, the Company reserves the right to initiate liability and damage claims, or otherwise adopt any measures pursuant to the Articles of Association.

9.7 Confidential reports: prohibition of discrimination or retaliatory acts

As stated above (see paragraph 7.2), Fosber protects the confidentiality of reports and prohibits any direct or indirect acts of retaliation or discrimination against the whistleblower for reasons connected to the report.

Fosber penalizes those who violate the measures for the protection of the whistleblower, as well as anyone who, with intent or through gross negligence, submits reports that prove to be unfounded.

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