NORDEX ITALIA S.R.L.

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

Organization, management and control model pursuant to Legislative Decree No. 231 of 8 June 2001 governing the administrative liability of legal persons, companies and associations, including those without legal personality, as amended and supplemented.

Revision	Date	Approval
00	February 24, 2025	Board of Directors

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Legend

c.c.	=	Italian Civil code
c.p.	=	Italian Criminal Code
c.p.p.	=	Italian Code of Criminal Procedure
P.A.	=	Public Administration
Decree or Legislative Decree 231/2001	=	Legislative Decree no. 231 of 8 June 2001
Institution(s)	=	Any entity with legal personality, company or association, even without legal personality, excluding the State, local public bodies, other non-economic public bodies as well as entities that perform functions of constitutional importance pursuant to art. 1 of the Decree
Society	=	NORDEX ITALIA S.R.L.
NORDEX ITALY	=	NORDEX ITALIA S.R.L.
Model or Model 231	=	The organisational, management and control model adopted by the Company pursuant to articles 6 and 7 of the Decree
Code of Conduct	=	Nordex Group Code of Conduct
Supervisory Body	=	The Supervisory Body established by the Company pursuant to article 6 of the Decree
Disciplinary System	=	The disciplinary System adopted by the Company pursuant to articles 6 and 7 of the Decree
Recipients	=	All persons to whom the Model applies and is binding, i.e. members of corporate bodies, employees and managers, collaborators (including trainees, consultants and temporary workers), suppliers, and all those who have significant relations with the Company or represent it vis-à-vis third parties.

PREMISES

This document contains the description and illustration of the contents of the Organisation, Management and Control Model ("**Organisational Model**" or simply the "**Model**") adopted by NORDEX ITALIA S.R.L. (hereinafter referred to as "**Nordex**" or simply the "**Company**") by resolution of the Board of Directors of February 24, 2025 pursuant to Legislative Decree. Legislative Decree No. 231 of 8 June 2001 and subsequent amendments and additions ("**Legislative Decree 231/2001**" or the "**Decree**"), governing the administrative liability of legal persons, companies and associations, including those without legal personality.

This document contains the guidelines and general descriptive principles of the Model and consists of a "**General Section**", as well as individual "**Special Sections**" and the relevant annexes.

The General Section contains a concise illustration of the Decree and its contents, as well as the rules and general principles of the Model; the identification of the Supervisory Body and the definition of the tasks, powers and functions of this body; the definition of a system of communication, information and training on the Model; as well as the provision for periodic audits and updating of the Model.

The individual Special Sections also contain the identification of the types of offences considered to be relevant for the Company, of the relevant activities and processes at risk, as well as the preventive protocols adopted (**SPECIAL SECTION A**) and the disciplinary system (**SPECIAL SECTION B**).

GENERAL PART

1. LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001

1.1 The Liability of Legal Persons, Companies and Associations

Law No. 300 of 29 September 2000 - at the same time as Italy ratified and executed a number of international conventions - conferred (Article 11) "*Delegation to the Government to regulate the administrative liability of legal persons and bodies without legal personality*".

Implementing the aforementioned delegated law, Italian Legislative Decree No. 231 of 8 June 2001 was issued, containing the regulation of the new system of liability of legal persons for administrative offences dependent on crime, which represents a significant innovation in the field of corporate criminal law.

For the first time, in fact, the legislator has introduced a liability for entities that, although expressly defined as 'administrative', originates in the commission by certain individuals-persons of an offence and is ascertained within and according to the rules of the criminal trial, thus diverging from the classic paradigm of the administrative offence.

The definition of entity (hereinafter also "**Entity(ies)**") refers to legal persons, including companies, as well as associations without legal personality, with the exclusion of the State and Public Entities.

The administrative liability of the Entity arises only in relation to the offences expressly provided for by the Decree itself or by regulations that refer to the Decree: that is, it is a liability for a closed number of criminal offences, which is, moreover, constantly updated by the legislator and being progressively extended.

It should also be noted that the Entity's liability is also provided for in relation to attempted offences and offences committed abroad, provided that the Judicial Authority of the State where the offence was committed does not proceed for the same.

1.2 Liability Requirements and Offenders

In order to establish the administrative liability of Entities, the offences listed in the Decree must be committed, in the interest or to the advantage of the Entity, by the following categories of persons:

- persons in positions of representation, administration or management of the Entities themselves or of one of their organizational units with financial and functional autonomy, or by natural persons who exercise, also de facto, the management and control of the Entities themselves (so-called "**Apical Subjects**"); or by
- persons subject to the management or supervision of one of the above-mentioned persons (so-called "**Subordinates**"); as well as by

- third parties acting in the name and on behalf of the Entity.

Moreover, the Entity's liability presupposes that:

- the offence has been committed in the interest of the Entity, i.e. in order to benefit the Entity, regardless of whether this objective has been achieved;
- the offence brought an advantage to the Entity regardless of the intention of the person who committed it.

Therefore, the Entity is not liable if the persons who committed the offence acted exclusively in their own interest or in the interest of third parties.

It should also be recalled that the Entity's liability under the Decree is in addition to and does not exclude that of the natural person who materially committed the offence and is entirely independent of the latter; in fact, pursuant to Article 8 of the Decree, the Entity may be declared liable even if the material author of the offence cannot be charged or has not been identified and even if the offence is extinguished for reasons other than amnesty.

1.3 The Penalties Provided for by the Decree

Article 9 of the Decree lists the penalties that can be imposed by the Authority, as follows:

a) Financial penalties;

b) disqualification penalties;

c) confiscation;

d) publication of the ruling.

Financial **penalties** are applied every time the Entity is found liable and are determined by the judge through a system of measurement of the so-called quota sanction and biphasic: the judge will initially have to determine the number of quotas (linking it: i) to the seriousness of the fact, ii) to the degree of responsibility of the Entity and iii) to the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further crimes), and subsequently it will have to assign its own value to each individual share (determining it on the basis of the economic and financial capacity of the Entity, so that the effectiveness of the sanction is ensured).

The amount of the penalty that will be imposed in practice is therefore given by the product of two factors: the number of shares (which acts as a multiplier) and the individual value attributed to each unit (which represents the multiplier).

Art. Article 10 of the Decree establishes that the number of shares cannot be less than 100, nor more than 1,000 (the law identifies the minimum and maximum number of shares for each individual offence), and specifies that the amount of the individual share must vary within a range ranging from a minimum of about € 258.00 to a maximum of about € 1,549.00.

In any case, it should be borne in mind that, in the case of crimes of homicide and culpable injuries committed in violation of accident prevention regulations, the legislator establishes that the financial penalty cannot be less than 1,000 shares.

In addition, in some cases the financial penalty may be increased: for example, in the case of corporate crimes, if the Entity has achieved a significant profit, the penalty may be increased by one third and, in the case of *market abuse* crimes, if the product or profit achieved by the Entity is significant, the penalty is increased up to 10 times such profit or product.

Disqualification **penalties** apply, together with the financial penalty, only in relation to the offences for which they are expressly provided for and only when certain conditions are met, which are:

- the prohibition from exercising the activity;
- the suspension or revocation of authorizations, licenses or concessions functional to the commission of the offence;
- the prohibition of contracting with the Public Administration, except to obtain the performance of a public service;
- the exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those already granted;
- the prohibition of advertising goods or services.

Disqualification penalties have a duration of between 3 months and 2 years but, in exceptional and particularly serious cases, they can also be applied definitively.

In particular, Law no. 3 of 9 January 2019, setting out "*Measures to combat offences against the public administration and on the transparency of political parties and movements*", introduced specific rules for the application of prohibitory sanctions to certain offences against the Public Administration, in relation to which it provided for a tightening of the sanctioning treatment, distinguishing two different ranges of penalties depending on the qualification of the offender: prohibitory sanctions may last between 4 and 7 years if the offence is committed by a Senior Person and between 2 and 4 years if the offender is a Subordinate.

Furthermore, it should be noted that disqualification penalties may also be applied as a precautionary measure if there are serious indications of the Entity's liability and there are well-founded and specific elements such as to suggest that there is a real danger that offences of the same nature as the one being prosecuted may be committed.

The **confiscation** of the price or profit of the crime is always ordered with the sentence of conviction of the Entity (except for the part that can be returned to the injured party); if it is not possible to carry out the confiscation directly on the price or profit of the crime, the confiscation may concern sums of money, goods or other utilities of a value equivalent to the price or profit of the crime (so-called confiscation by equivalent).

As a precautionary measure, the judge – having assessed the concrete validity of the accusation, if he finds serious indications of the responsibility of the Entity – may order the seizure of the things that, constituting the price or profit of the crime or their monetary equivalent, are susceptible to confiscation.

The **publication of the ruling** consists in the publication of the judgment in extract or in full at the expense of the Entity in one or more newspapers indicated by the judge at the end of proceeding, as well as by posting it in the Municipality where the Entity has its main office. This penalty can be ordered by the judge in the event that another disqualification penalties are applied.

1.4 Crime

The liability of the Entity is not referable to any crime, but is limited to the criminal offences expressly indicated by the following articles of the Decree or, where otherwise specified, by the indicated legislation:

Art. 24	Undue receipt of disbursements, fraud to the detriment of the State, a public body or the European Union or to obtain public disbursements, computer fraud to the detriment of the State or a public body and fraud in public procurement
Art. 24 *bis*	Computer crimes and unlawful data processing
Art. 24 *ter*	Organized crime crimes
Art. 25	Embezzlement, improper use of money or movable property, bribery, undue inducement to give or promise benefits, corruption
Art. 25 *bis*	Counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs
Art. 25 *bis*.1	Crimes against industry and commerce
Art. 25 *ter*	Corporate offences
Art. 25 *quater*	Crimes with the purpose of terrorism or subversion of the democratic order
Art. 25 *quater*.1	Female genital mutilation practices
Art. 25 *quinquies*	Crimes against the individual personality
Art. 25 *sexies*	Market abuse
Art. 25 *septies*	Involuntary homicide or grievous or highly grievous bodily harm committed in breach of occupational health and safety regulations
Art. 25 *octies*	Receiving stolen goods, laundering and use of money, goods or utilities of illegal origin, as well as self-laundering
Art. 25 *octies*.1	Offences relating to non-cash payment instruments and fraudulent transfer of valuables

Art. 25 *novies*	Offences relating to copyright infringement
Art. 25 *decies*	Inducement not to make statements or to make false statements to the judicial authority
Art. 25 *undecies*	Environmental crimes
Art. 25 *duodecies*	Employment of illegally staying third-country nationals
Art. 25 *terdecies*	Racism and xenophobia
Art. 25 *quaterdecies*	Fraud in sports competitions, abusive gambling or betting and games of chance carried out by means of prohibited machines
Art. 25 *quinquiesdecies*	Tax crimes
Art. 25 *sexiesdecies*	Contraband
Art. 25 *septiesdecies*	Crimes against cultural heritage
Art. 25 *duodevices*	Recycling of cultural property and devastation and looting of cultural and landscape property
Art. 12, Law no. 9/2013[1]	Liability of entities for administrative offences dependent on crime[2].

In addition, Article 10 of Law No. 146/2006 ("*Ratification and Implementation of the United Nations Convention and Protocols against Transnational Organized Crime, adopted by the General Assembly on 15 November 2000 and 31 May 2001*"), has extended the administrative liability of Entities to specific crimes in the event that they involve an organized criminal group and have a transnational nature ("**Transnational Crimes").**").

1.5 Assumptions for the Exclusion of Liability of Entity

The Decree expressly provides in arts. 6 and 7, the exemption from the administrative liability of the Entity for crimes committed to its own advantage and/or in its own interest if the Entity has adopted effective and effective organizational, management and control models, suitable for preventing the same unlawful acts referred to by the legislation and has effectively implemented them.

In particular, in the event that the crime is committed by Top Managers, the Entity is not liable if it proves that:

- the management body of the Authority has adopted and effectively implemented, before the commission of the act, organizational models suitable for preventing crimes of the kind that occurred;

[1] Law no. 91 of 14 January 2013, regarding "*Standards on the quality and transparency of the virgin olive oil supply chain*".
[2] They constitute a predicate offence for entities operating in the virgin olive oil supply chain.

- the task of supervising the functioning and observance of the organizational models, as well as ensuring that they are updated, has been entrusted to a Supervisory Body of the Entity with autonomous powers of initiative and control;
- the persons who committed the crime acted by fraudulently circumventing organizational models;
- there was no omission or insufficient supervision by the Supervisory Body responsible for supervising the operation and compliance with the organizational models.

For crimes committed by Subordinates, the Entity may be called upon to answer only if it is ascertained that the commission of the crime was made possible by non-compliance with management or supervisory obligations. In this case, the Decree traces liability back to a failure to fulfil the duties of management and supervision, which typically weigh on top management (or on the persons delegated by them).

In any case, failure to comply with management or supervisory obligations does not occur if the Entity, before the commission of the crime, has adopted and effectively implemented an organization, management and control model suitable for preventing crimes of the kind that occurred.

The simple adoption of the Organizational Model by the management body is not, however, sufficient to determine the exemption from liability of the Entity, as it is rather necessary that the Model is also suitable, effective and effective. In this regard, the Decree indicates the essential characteristics for the construction of an organizational model.

In particular, for the prevention of crimes, the organizational model must (Article 6, paragraph 2, of the Decree):

- identify and define the corporate activities in which there is a possibility of committing the offences provided for by the Decree;
- prepare specific protocols aimed at planning the formation and implementation of the Authority's decisions in relation to the crimes to be prevented;
- establish the methods of finding and managing the financial resources suitable for preventing the commission of such crimes;
- provide for information obligations towards the Supervisory Body responsible for supervising the operation and compliance with the Model, in order to allow its concrete operational capacity;
- prepare an internal disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model in order to ensure their effectiveness.

In addition, with reference to the effective implementation of the Model, the following are envisaged (Article 7, paragraph 4):

- a periodic verification and possible modification of the organizational model itself when significant violations of the requirements are discovered or when changes occur in the organization or activity;
- the introduction of a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model itself.

To these requirements must be added, with reference to crimes committed in violation of the legislation on health and safety at work, the requirements specifically dictated by art. 30, paragraph 1, of Legislative Decree no. 81 of 9 April 2008 ("**Legislative Decree 81/08**"), according to which the Organizational Model must be such as to ensure a company system for the fulfilment of all legal obligations relating to:

a. compliance with the technical-structural standards of the law relating to equipment, plants, workplaces, chemical, physical and biological agents;
b. risk assessment activities and the preparation of consequent prevention and protection measures;
c. activities of an organizational nature, such as emergencies, first aid, procurement management, periodic safety meetings, consultations of workers' safety representatives;
d. health surveillance activities;
e. information and training activities for workers;
f. supervisory activities with reference to compliance with procedures and instructions for safe work by workers;
g. the acquisition of documentation and certifications required by law;
h. periodic checks on the application and effectiveness of the procedures adopted.

The Organizational Model must also provide for suitable systems for recording the performance of the activities described above, as well as an articulation of functions such as to ensure the technical skills and powers necessary for the verification, assessment, management and control of risk, as well as a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model.

The Organizational Model must also provide for a suitable control system on its implementation and on the maintenance over time of the conditions for the suitability of the measures adopted. The review and possible modification of the Organizational Model must be adopted when significant violations of the rules relating to the prevention of accidents and hygiene at work are discovered, or on the occasion of changes in the organization and activity in relation to scientific and technological progress.

2. THE ORGANISATION, MANAGEMENT AND CONTROL MODEL OF NORDEX ITALIA S.R.L.

2.1 THE COMPANY

2.1.1. The current structure of the Company

NORDEX ITALIA S.R.L. - established in February 2003 and registered in the Register of Companies of Rome under the number of Tax Code 05302300487 - carries out the study, commissioning and maintenance of wind farms to produce electricity and related equipment, including components and technology related to them.

2.1.2. Corporate Governance

The share capital of the Company, equal to Euro 10,000.00, is 100% owned by Nordex International GMBH.[3] The Company employs a total of approximately 70 resources, placed in various articulations and organizational units in accordance with the provisions of the company organization chart.

The Company has adopted a "traditional" administration and control system consisting of the following corporate bodies:

- ***the Quotaholders' Meeting***, which is competent to deliberate in ordinary and extraordinary session on matters reserved by law or by the Articles of Association;
- ***the Board of Directors,*** composed of 4 Directors appointed by the Quotaholders' Meeting in accordance with the appointment process provided for in the Company's Articles of Association. With the minutes of the Board of Directors of October 22, 2024 it was resolved to confer specific powers on all 4 Directors, appointed for this purpose as Chief Executive Officers;
- ***the Sole Auditor***, appointed by the Quotaholders' Meeting in accordance with the appointment process provided for in the Company's Articles of Association, who is responsible for controlling legality pursuant to the Civil Code;
- ***the Independent Auditors***, the body responsible for the statutory audit of the accounts.

The Company's financial year ends on 31 December of each year.

2.2 THE COMPANY'S OBJECTIVES AND THE ORGANIZATIONAL MODEL

One of the objectives of the Company is to ensure conditions of legality, fairness and transparency in the management of its business and business activities, both to protect its position and image in the market, and to protect the expectations of its shareholders, customers and employees.

In order to achieve this objective, the Company has long adopted an articulated corporate governance system that complies with international best practice.

On the basis of the above, the Company has deemed it consistent with its corporate policies and objectives to adapt its *governance system* to the provisions of the Decree and to proceed with the preparation and adoption of its own Model.

2.3 PREPARATORY ACTIVITIES FOR THE ADOPTION OF THE MODEL

The preparation of the Model was preceded by a series of preparatory activities for the "mapping" of the areas and activities at risk of crime and the verification of the Company's internal control systems, in line with the provisions of the Decree.

[3] The information is updated to December 2024.

In this regard, it should be noted that the main phases in which a risk management system aimed at building the Organizational model is structured are identified as follows by the provisions of the Decree:

a) "**identification of risks**", i.e. analysis of the business context to highlight in which area/sector of activity and in what ways events may occur that may be detrimental to the objectives indicated in the Decree;

b) "**design of the control system**" (so-called protocols for the planning of formation and implementation of the Company's decisions), i.e. assessment of the existing system within the Company and its possible adaptation, to make it suitable for effectively counteracting the identified risks, i.e. to reduce the risks to an "acceptable level", having regard to *i)* the probability of occurrence of the event and *ii)* the impact of the event itself.

In compliance with these requirements, the organization and management models may be adopted based on codes of conduct drawn up by the representative trade associations and judged suitable by the Ministry of Justice.

Nordex has built its Model based on the methodology and criteria indicated by *the "Confindustria Guidelines for the construction of organization, management and control models pursuant to Legislative Decree 231/2001*" ("**Confindustria Guidelines**") of 7 March 2002, subsequently updated, most recently in June 2021 with the approval of the Ministry of Justice on 8 June 2021.

2.3.1 Operational Steps and Applied Methodology

The following is a brief summary of the phases of the activities in which the process followed for the preparation of the Model was divided, specifying that the start of these activities was preceded by a presentation phase to the Company's management in order to ensure their effective involvement in the activities necessary for the adoption of the Model.

The preparatory activities in question were carried out through a *self-assessment activity* (conducted with the support of external consultants) which had as its object the examination of the company documentation (organization charts, corporate proxies and powers of attorney, *policies*, procedures, guidelines and internal regulations adopted by the Company, etc.), of the processes and corporate practices, also by means of individual interviews with the Company's personnel. The documentation in which evidence of the work carried out and the manner in which the Company has conducted it is deposited at the Company's registered office, in a specific archive containing the relevant documentation pursuant to the Decree, available at the Company's registered office and available for consultation by the members of the Supervisory Body and constitutes to all intents and purposes an integral part of the Model.

The verification activity was also carried out through the analysis of additional elements relevant to the process of identifying risks and assessing the processes most exposed to the commission of crimes, including:

- the evolution of the regulatory framework;
- the size of the Company;
- the markets and territorial areas in which the Company operates;

- the organizational structure;
- the pre-existence of a business ethics;
- the quality of the existing corporate climate within the organization;
- the identification of the subjects whose unlawful conduct may result in Nordex being liable pursuant to the Decree, including Top Managers, Subordinates to the direction of others and third parties (professionals, consultants, service providers) with whom the Company interacts;
- communication between management and workers;
- the degree of separation of duties;
- the evolution of jurisprudence and doctrine;
- the considerations deriving from the application experience of the Model over the years;
- the practice of Italian companies in relation to the management and drafting of organizational models ("*best practices*").

Moreover, in the process of identifying and assessing the risks carried out here, elements external to the Company's organizational structure were also taken into account, if deemed likely to affect existing risk factors, such as any risks found in companies belonging to the same sector of activity.

2.3.2 Mapping of the so-called "Areas at Risk of Crime" and Analysis of Potential Risks

The first phase of activity consisted in identifying the functional areas of the Company in which there was a potential "risk" of committing crimes pursuant to the Decree (so-called "**Processes at Risk of Crime**" or simply "**Risk Areas**").
In this context, in each of these "areas" the specific "**Activities at Risk of Crime**" have been identified and for each of the latter the possible methods of committing the crimes have been identified.
The process of identifying risks and assessing the areas most exposed to the commission of crimes was conducted according to a *risk-based* approach, i.e. taking into account the inherent or potential risk of committing crimes (i.e. the risk assumed when the Company has not yet taken action to change the probability and impact of an event).

The measurement of the level of inherent risk was carried out in consideration of both the probability of committing the crime and the impact of this event, determined taking into account factors such as the type and extent of the sanctions (pecuniary or disqualification) that can be imposed on the Company, the frequency and recurrence of the activities at risk, the nature and volume of the transactions involved, the specific methods of carrying out the activities, as well as the history of the Company and the peculiarities of the reference sector.

2.3.3 Risk Assessment – Assessment of the Internal Control System

Once the Inherent Risk in the context of sensitive activities has been defined, the Company's current "Internal Control System" was assessed in order to establish its level of "adequacy" in order to bring the risk back to an acceptable level.

The assessment of the control and monitoring measures of the Company's Internal Control System was based on verifying the existence of the following criteria and requirements:

i) existence and formalization of written and manual company procedures;

ii) definition of roles and responsibilities in the management of business processes;

iii) compliance with the principle of *segregation of duties*;

iv) traceability of business processes.

In view of this verification activity – an activity carried out also on the basis of the documentation collected and the evidence obtained during interviews with the Company's management and personnel – the Company's Internal Control System was considered (within the scope of the individual Activities at Risk of Crime):

- "**Adequate**", where it has been considered that the system of preventive controls adopted by the Company is overall suitable for reducing the risk to an acceptable level (possibly requiring only some secondary integration);
- "**Partially Adequate**", where it has been considered that the system of preventive controls adopted by the Company is not entirely suitable for reducing the risk to an acceptable level and it is, therefore, necessary to proceed with additions/changes to existing processes;
- "**Inadequate**", where it has been considered that the system of preventive controls adopted by the Company is not suitable for reducing the risk to an acceptable level and, therefore, it is necessary for the Company to adopt new and/or different controls and procedures from those in place with immediate action.

The assessment of the adequacy of the internal control system has therefore made it possible to determine – again with regard to each Risk Activity considered – the so-called residual risk.

2.3.4 The Construction of the Other Components of the Model

In this phase, the additional components of the Model were prepared, through:

a) the preparation of a disciplinary and sanctioning system (in addition to the provisions of the applicable CCNL) to oversee any violations of the Model.

The Company has also identified and appointed a Supervisory Body with the provision of powers, prerogatives and faculties such as to allow it to meet the needs of control over the operation, effectiveness and compliance with the Model.

2.4 ADOPTION OF THE MODEL

The Model was adopted by the Company by resolution of the Board of Directors of February 24, 2025.

The Board of Directors has also appointed, in compliance with the provisions of Article 6 of the Decree, the Supervisory Body (hereinafter also referred to as the "**Supervisory Body**" or "**SB**"), with the task of supervising the operation, effectiveness and compliance with the Model itself, as well as taking care of its necessary updating and implementation (see, on this point, what is described in paragraph 3 below).

The purposes that the Company intended to pursue with the adoption of the Model are as follows:

- identify the processes/activities at risk of committing relevant crimes pursuant to the Decree;
- prevent and sanction any attempts to engage in conduct at risk of committing one of the offences provided for by the Decree;
- create in all those who operate in the name, on behalf and in the interest of the Company the awareness that they may incur, in the event of violation of the provisions contained therein, an offence punishable by criminal and administrative sanctions, which may be imposed not only on the natural person, but also on the Company;
- condemn any form of unlawful conduct by all those who operate in the name, on behalf and in the interest of the Company as it is contrary not only to the provisions of the law, but also to the ethical principles adopted by the Company and to which the Company intends to adhere;
- guarantee the Company, thanks to an action of control and monitoring of the company's activities in the areas of activity at risk, the concrete and effective possibility of intervening promptly to prevent the commission of the crimes themselves.

The Model also aims to:

- raise awareness and disseminate at all company levels the rules of conduct and protocols for planning training and implementing the Company's decisions in order to manage and, consequently, avoid the risk of committing crimes;
- to provide the Supervisory Body with specific tasks and adequate powers in order to effectively supervise the effective implementation and constant functioning and updating of the Model, as well as to assess the maintenance over time of the requirements of solidity and functionality of the Model itself;
- make it possible to verify the decision-making, authorization and their performance processes within the Company, in order to ensure their prior identification and traceability in all their relevant components;
- outline responsibilities in the formation and implementation of the Company's decisions;
- establish assigned authorization powers consistent with the organizational and managerial responsibilities conferred, disclosing the delegations of power, responsibilities and tasks within the

Company, ensuring that the acts by which powers, delegations and autonomy are conferred are compatible with the principles of prior control;

- evaluate the activity of all those who interact with the Company, in the areas at risk of committing a crime, as well as the functioning of the Model, taking care of the necessary periodic updating in a dynamic sense in the event that the analyses and evaluations carried out make it necessary to make corrections and adjustments.

2.5 THE MODEL AND THE SYSTEM OF *GOVERNANCE* OF THE COMPANY

With the adoption of the Model, the Company intended to complete and perfect its corporate *governance* system - consisting of a structured and organic set of rules, codes of conduct, procedures and control systems - in order to prevent the commission of the various types of offences contemplated by the Decree and considered relevant by the Company.

The adoption of the Organizational Model involved the integration of the system of *policies,* procedures and controls in place - where deemed appropriate - in order to adapt it to compliance with the following fundamental principles:

1. verifiability, documentability, consistency and adequacy of each operation;
2. separation of the functions involved in the management of each process;
3. clear definition and formalization of the responsibilities and powers attributed by the Company;
4. the need for each significant transaction to originate in an appropriate internal authorization;
5. provision of limits to the exercise of powers in the name and on behalf of the Company;
6. consistency between the powers formally conferred and those actually exercised within the Company's organization;
7. consistency between the control systems (including procedures, organizational structure, processes and information systems), the *Code of Conduct* drawn up at group level and the rules of conduct adopted by the Company;
8. documentation and documentability of the checks carried out.

In line with the principles expressed above, the Company's governance system consists of the elements briefly considered below.

2.5.1 Organizational Structure and Corporate Organization Chart

The Company's organizational structure is functional and is structured according to a defined distribution of the competences and roles assigned in accordance with the system of proxies/powers of attorney in place.

The distribution of roles and functions is based on the principle of the separation of powers and consistency between the responsibilities formally assigned and those actually assumed by each person within the organizational structure.

Nordex's organizational structure is divided into different areas, which are represented in the available company organizational charts. In the event of organizational changes, the Company shall promptly amend the company's organizational charts.

2.5.2 Authorization System

The Company has adopted a formalized system of internal proxies and powers of attorney that provides for articulated limits for the exercise of the power of signature and expenditure in the name and on behalf of the Company.

The assignment of powers of representation of the Company is, in any case, carried out in such a way as to ensure consistency between the powers conferred and the organizational and managerial responsibilities actually assigned within the organization.

In order to ensure the constant updating of the authorization system, the system of proxies and powers of attorney may be updated if this becomes necessary as a result of organizational changes (e.g. changes in responsibility or attribution of new competences), as well as in the event of the departure from the company organization of proxies and/or delegates or the entry of new persons who require formal powers to exercise their responsibilities.

2.5.3 Financial Resources Management and Control System

The Company has resource management methods that ensure the separation between the parties who contribute to forming the decisions on the use of financial resources, those who implement these decisions, and those who are entrusted with controls on the use of financial resources. Limits are established on decision-making autonomy for the use of financial resources by means of quantitative thresholds in line with the management skills and organizational responsibilities entrusted within the Company.

The management control system provides procedures to verify the use of resources; these procedures are also aimed at ensuring the traceability of expenses also for the purpose of maintaining adequate efficiency and cost-effectiveness of company activities.

The periodic reporting flows guarantee, through the control of the appropriate hierarchical levels, the correspondence of the actual behaviors with those planned and shared at the beginning of each financial year, through the budget approval procedures.

2.5.4 Manual and Computer Procedures

The Company's activities are governed by a series of *policies* and procedures, also defined at Group level, which indicate the operating methods of work activities and the related control systems.

These procedures specifically regulate the methods of carrying out business processes, also providing for the controls to be carried out in order to ensure the correctness, transparency and verifiability of company activities.

Internal procedures are characterized by the following elements:

- separation, as far as possible, within each process, between the person who takes the decision, the person who authorizes it, the person who executes the decision and the person who is entrusted with the control of the process;
- traceability of each relevant step of the process, including control;
- adequate level of formalization.

These procedures are made available to all employees.

2.5.5 Staff Communication and Training System

The Company has adopted a system of communication and training of personnel concerning the Model, procedures and rules of conduct to be adopted with particular reference to people operating in areas deemed at risk of committing crimes pursuant to the Decree. The description of this information and training activities is given in paragraph 4 below.

2.5.6 Disciplinary and Sanctioning System

To ensure the effective and concrete application of the Model, the Company has adopted a sanctioning system aimed at repressing the violation of the Model, the *code of conduct* and the other components of the Model – including the procedures, *policies* and rules of conduct that are part of it – by all its recipients. This system (precisely described in Special Part "B" of this Model) provides, in fact:

i) disciplinary measures aimed at sanctioning any violations committed by employees and managers of the Company in accordance with the provisions of the laws and collective agreements protecting workers' rights;

ii) contractual sanctions and other measures against the various parties who, for various reasons (e.g. suppliers, business *partners*, etc.) have significant relationships with the Company and who are consequently required to comply with the Model.

2.5.7 Control and Monitoring Activities

The governance model indicated here is subject to continuous verification and monitoring by specific control bodies, internal and external to the Company, including the Supervisory Body appointed by the Board of Directors with the task of supervising the operation and compliance with the Model and ensuring that it is updated and implemented

2.6 THE CONTENTS OF THE MODEL

The Model consists of all the "components" specifically identified in this paragraph and all the procedures, company *policies* and management and control systems referred to therein and/or provided for in this document, including the *code of conduct* and company *policies*.

This document contains the guidelines and general principles of adoption descriptive of the Model and consists of a "*General Part*", as well as individual "*Special Parts*" and their annexes.

The General Part contains:

i) a brief illustration of the Decree and its contents;

ii) the rules and general principles of the Model;

iii) the identification of the Supervisory Body and the definition of the tasks, powers and functions of this body;

iv) the definition of a system of communication, information and training on the Model;

v) the provision of periodic checks and the updating of the Model.

The individual Special Parts also contain:

SPECIAL PART "A": crimes and activities at risk for Nordex.

Specifically, the following details are defined for each category of crimes:

i) the processes and business activities deemed to be at risk of committing the same crimes;

ii) the summary of the system of controls and preventive protocols adopted by the Company;

iii) the principles of conduct and the specific behavioral requirements that must be adopted by the Recipients in relation to the types of offence considered.

In particular, for each type of offence for which it has been deemed that there is a current risk of occurrence in interest or to the advantage of the Company, a

specific annex has been drawn up with the content as determined above, according to the following classification:

Annex "1":	Crimes against the public administration and crime of inducement not to make declarations or to make false declarations to the judicial authorities
Annex "2":	Corporate offences
Annex "3":	Crimes of corruption offences between private individuals Organized crime crimes
Annex "4":	Offences of receiving stolen goods, money laundering, use of money, goods or utilities of illegal origin - offences relating to non-cash payment instruments and fraudulent transfer of valuables
Annex "5":	Crimes against industry and commerce
Annex "6":	Crimes relating to health and safety at work
Annex "7":	Environmental crimes, crimes against cultural heritage and laundering of cultural property and devastation and looting of cultural and landscape property
Annex "8":	Employment of citizens of third countries illegally staying and offences against the individual
Annex "9":	Computer crimes and crimes relating to copyright infringement
Annex "10":	Tax and smuggling offences
Annex "11":	

SPECIAL PART "B": The disciplinary system.

It should be noted that this document has been structured as follows in order to ensure a more effective and streamlined updating and possible implementation of the same: corporate developments or corporate changes in the Company, as well as legislative developments – such as a possible extension of the types of crimes that, as a result of regulatory changes, are included or in any case linked to the scope of application of the Decree – may, in fact, make it necessary to supplement the Model.

The Board of Directors of the Company, also on the initiative and suggestion of the Supervisory Body, will have the right to supplement the Model at any time, to amend its parts and to add further annexes or Special Parts.

It should be noted that this document is limited to identifying and summarizing the descriptive content and general principles of adoption of the Model, since the actual identification of risk prevention systems is concretely defined through reference to the control tools used in the company's operating reality (including procedures, operating instructions, *policies*, authorization systems, organizational structure, system of proxies and powers of attorney, rules of conduct, methods of managing financial resources, traceability and documentation tools, etc.), to be understood as fully referred to in this Model through the references contained in this document (see, in particular, when described in Special Part A and its annexes) and in the *risk assessment* activities conducted prior to its adoption.

And in fact, reasons of brevity, as well as of the "practicability" and functionality of the Organizational Model itself, require that the entire system of procedures and additional controls in place not be slavishly and materially transcribed within this document, all the more so if we consider that the set of these operational control tools constitute a "living body", dynamic and constantly evolving, subject to almost daily updating needs precisely in order to ensure its effective implementation (think, for example, of the operating instructions of the quality management system). Nevertheless, these procedures and control systems must be understood as an integral and essential part of the Organizational Model, of which they constitute the "operational" core.

2.7 MODEL CHANGES

All substantial amendments and additions to the Model itself are subject to the competence of the Company's Board of Directors, since this Model is an act issued by the management body (cf. Decree, art. 6).

2.8 THE RECIPIENTS OF THE MODEL

Compliance with the provisions contained in the Model is mandatory for all recipients of the same (hereinafter also the "**Recipients**"), i.e.:

- the members of the corporate bodies, as well as all the managers who perform representation, administration, management and control functions of the Company;
- employees and all people in any capacity subject to the direction and supervision of the same managers;
- collaborators in any capacity, consultants, suppliers and all those who in any way represent the Company towards third parties.

The Company rejects any derogation from the application of the provisions contained in the Model by the Recipients.

Any violations of the provisions of the Model will be sanctioned within the terms and in the manner provided for in the Disciplinary and Sanctioning System (*see* Special Part "B" of the Model).

3. SUPERVISORY BODIES

3.1 THE SUPERVISORY BODY AND ITS REQUIREMENTS

Art. Article 6, paragraph 1, letter b) of Legislative Decree 231/01 provides that the task of supervising the operation and compliance with the Organization, Management and Control Model and of overseeing its updating with respect to regulatory developments and organizational changes is entrusted to a body of the Company, endowed with autonomous powers of initiative and control.

Accordingly, he has been appointed to serve on the Supervisory Body as part of a collegial board.

This Supervisory Body, briefly hereinafter the "**SB**", also guarantees the presence of the requirements of:

- autonomy and independence, as a body that reports directly to the administrative body;
- professionalism, as it is equipped with a wealth of tools and techniques suitable for the fulfilment of
- assigned tasks and specialized inspection techniques typical of business consulting;
- continuity of action, as it is a structure set up ad hoc and dedicated solely to the supervision of the Model, as it lacks operational tasks that could lead it to take decisions with economic and financial effects.

3.2 FUNCTIONS AND POWERS

The functions of the Nordex Supervisory Body include the analysis of the preventive effectiveness of the Organization, Management and Control Model regarding offences pursuant to Legislative Decree 231/01 and the supervision of the implementation of the Model itself, including the detection of any violations.

Similar importance is also given to the maintenance of the Model, with specific reference to the updating activity, both in relation to regulatory changes and organizational changes resulting from changes in the corporate structure. In the event of changes and/or additions that may be necessary, SB will propose to the competent corporate bodies the adjustments and updates of the Model that it deems appropriate.

3.3 REPORTING ACTIVITIES OF THE SUPERVISORY BODY

The Nordex Supervisory Body reports the results of its activities to the Administrative Body through:

- periodic communication of the finding of any violations of the existing control system, with a view to the adoption of the appropriate sanctions;
- in the most serious cases, immediate communication of any events and circumstances that highlight critical issues or risks of the Organization, Management and Control Model prepared;

- annual report on the results of its work and of the activities of supervision, maintenance and updating of the Organization, Management and Control Model carried out.

3.4 INFORMATION FLOWS TOWARDS THE SUPERVISORY BODY

For the purposes of effective and complete supervision of the effectiveness of this Model, so as to ascertain any violations, the persons in charge of the management of each area, although not formally responsible, are obliged to provide the Supervisory Body - as also provided for by art. 6, paragraph 2, letter d) of Legislative Decree 231/01 - all potentially relevant information.

This obligation, which is particularly important for areas identified as 'sensitive' following the 'risk mapping', provides for the *reporting* of both the results of the verification activities carried out periodically in these areas and any probable anomaly or any anomaly that may have occurred.

By way of example, some categories of information that must necessarily be transmitted to the Supervisory Body are listed below:

- the measures and/or information coming from the Judicial Police, or from any other authority, which show that investigations are being carried out, including against unknown persons, for the crimes referred to in the Decree;
- requests for legal assistance submitted by employees and/or managers against whom the judiciary is proceeding for one of the crimes referred to in Legislative Decree 231/01;
- the results of any commissions of inquiry or internal reports from which responsibility for the hypotheses of crime referred to in Legislative Decree 231/01 emerges;
- news relating to the implementation of this Model within the company and its outcomes;
- the results of any disciplinary proceedings carried out and the sanctions imposed, with the related reasons.

The Supervisory Body, where necessary or appropriate, may request the individual corporate functions to transmit all the additional information it deems useful to acquire for the purposes of its control activities.

3.5 SENDING INFORMATION ON CHANGES IN THE COMPANY ORGANIZATION TO THE SUPERVISORY BODY

The following information must be communicated to the Supervisory Body, through a special dedicated e-mail address odv@nordex-online.com by the corporate bodies and/or by the department heads:

- news relating to substantial organizational changes (e.g. changes in the corporate organizational chart, revisions of existing procedures or adoption of new procedures or *policies*, etc.) that may have an impact on activities at risk pursuant to the Decree;

- the updates and changes of the system of delegations and powers;
- significant and/or atypical transactions involving the areas at risk of committing the crimes identified in the preparatory analyses for the purposes of adopting the Model;
- changes in risk or potentially risky situations;
- any communications from other control bodies regarding aspects that may indicate deficiencies in the internal control system;
- copy of any communications made to the Supervisory Authority (e.g. the Data Protection Authority, etc.);
- any other information that the Supervisory Body may require in the exercise of its functions.

3.6 THE REGULATIONS OF THE SUPERVISORY BODY

The SB is responsible for drawing up its own Internal Regulations aimed at regulating the aspects and concrete methods of exercising its action, including with regard to the related organizational and operating system.

3.7 INFORMATION STORAGE

For all requests, consultations and meetings between the SB and the other corporate functions, the Supervisory Body is obliged to prepare appropriate documentary evidence or appropriate minutes of the meeting. The relevant documentation is kept in the records of the SB.

3.8 WHISTLEBLOWING

With Law No. 179 of 30 November 2017 on "*Provisions for the protection of whistleblowers of crimes or irregularities of which they have become aware in the context of a public or private employment relationship*" and, subsequently, with EU Directive 2019/1937 of the European Parliament and of the Council of 23 October 2023 on the protection of persons who report breaches of Union law, transposed in Italy with Legislative Decree 24/2023 of 10 March 2023 on "*Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report breaches of national regulatory provisions*", the Legislator has introduced specific provisions for the entities addressed by the Decree.

In particular, in accordance with Article 3 of Legislative Decree 24/2023 of 10 March 2023, the following parties may report violations:

- all employees of the Company;
- the Company's collaborators;
- freelancers or consultants who collaborate with the Company;
- trainees and volunteers, regardless of the element of remuneration;

- management;
- Administrators;
- the members of the Corporate Bodies (Shareholders' Meeting, Board of Directors, etc.) of the Company;
- "third parties" including self-employed persons and persons working under the supervision and direction of the Company's contractors, subcontractors and third-party suppliers.

In accordance with Article 4 of Legislative Decree 24/2023 of 10 March 2023, entities must implement their own reporting channel, such as to ensure the confidentiality of the identity of the reporting person, the person involved and the person in any case mentioned in the report, as well as the content of the report and related documentation.

Pursuant to Article 5 of Legislative Decree 24/2023 of 10 March 2023, the Entity must:

- issue the reporting person with notice of receipt of the report within seven days from the date of receipt;
- maintain discussions with the reporting person and request additions from the latter, where necessary;
- diligently follow up on the reports received;
- provide feedback to the report within three months of the date of the acknowledgement of receipt or, in the absence of such notice, within three months of the expiry of the seven-day period from the submission of the report;
- provide clear information on the channel, procedures and prerequisites for internal reporting, as well as on the channel, procedures and prerequisites for external reporting;
- publish information on how to report on its website.

In addition, the Entity must inform its employees:

- the possibility of making an external report through a special external reporting channel made available to the National Anti-Corruption Authority ("**ANAC**");

- the possibility of making a public disclosure of the report under certain circumstances (i.e. the internal report made has not been acknowledged; ii. the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to public interest; iii. the reporting person has reasonable grounds to believe that the external report may involve the risk of retaliation or may not be effectively followed up in the event of the breach of the report; specific circumstances of the specific case).

All measures must be taken to protect the confidentiality of the identity of the whistleblower. In this regard, in addition to the provision of alternative reporting channels suitable for guaranteeing the confidentiality of the whistleblower, the Authority prohibits acts of retaliation or discrimination, direct and indirect, against the whistleblower for reasons linked, directly or indirectly, to the report and provides for sanctions against those who violate the whistleblower's protection measures.

Specifically, the Company has implemented the following reporting channels:

- https://nordex.whistleblowernetwork.net/frontpage

For any further details, please refer to the internal regulations indicated.

4. INFORMATION AND TRAINING

4.1 ***Information and training of the Recipients***

The Company's objective is to promptly and punctually disseminate the contents of the Model to the Company's directors, managers, employees and all those who collaborate with it.

In this context, the Company has implemented, in particular:

i. ***Initial communication and information*** - the adoption of the Model is communicated to employees, department heads and managers through:

   - the sending of a communication signed by the Chairman of the Board of Directors of the Company to all personnel on the contents of the Decree, the importance of the effective implementation of the Model, the information/training methods envisaged;
   - the provision of the Model in the most suitable ways, including suitable dissemination on the intranet site and on the company website, the sending of the same in electronic format and the request for the issuance, by the recipients, of a declaration certifying that they have read the Model and the commitment to comply with it;
   - the delivery of the Model to new hires (by the Human Resources office together with the rest of the documentation that is generally delivered at the time of recruitment and the request to them to issue a declaration certifying that they have read the Model and the commitment to comply with it.

   All declarations of acknowledgment and commitment to compliance are sent to the Human Resources department and kept by the latter appropriately (by inserting, in the case of employees, in the relevant folder).

ii. ***Training:*** adequate training is also provided for the Company's personnel and collaborators on the contents of the Decree and the Model.

The training activity is organized considering, in identifying the contents and delivery methods, the qualification of the Recipients and the level of risk of the area in which they operate and may, therefore, provide for different levels of in-depth analysis, with particular attention to those employees who work in the Areas at Risk of Crime.

The definition of the training courses, their timing and implementation methods will be defined by the Human Resources Manager in agreement with the SB, and the forms of control over course attendance and the quality of the content of the training programs will also be defined.

Specifically, training may be carried out through classroom sessions, in e-learning mode and with the delivery of information material aimed at illustrating the contents of the Decree, the Organizational Model and its components (including the *code of conduct* and the Disciplinary System).

Participation in training courses on the Model is mandatory; failure to participate in training activities constitutes a violation of the Model itself and may give rise to the application of disciplinary sanctions.

Forms of verification of learning by the Recipients of the training are also provided through questionnaires to understand the concepts presented during the training sessions, with the obligation to repeat the training in the event of an unsatisfactory outcome.

The information and training system is constantly checked and, where necessary, modified by the SB, in collaboration with the Human Resources Manager or other department managers.

The information and training activities carried out must be duly documented and the relevant documentation will be kept by the Human Resources Manager.

4.2 EXTERNAL COLLABORATORS AND PARTNERS

The Company's external collaborators, suppliers, consultants and partners, with particular reference to parties involved in the provision of activities, supplies or services involving activities at risk pursuant to the Model, are informed of the adoption of the Model and of the Company's need for their conduct to comply with the principles of conduct established therein.

The Company assesses the methods (e.g. suitable dissemination on the Intranet and Internet site), depending on the different types of external collaborators and partners, with which to provide information on these subjects on the policies and procedures followed by the Company by virtue of the adoption of the Model and to ensure that these subjects comply with these principles, also providing for the possible inclusion of suitable contractual clauses that oblige such parties to comply with the provisions of the Model itself, in accordance with the provisions of the contractual clauses adopted for this purpose by the Company.

5. PERIODIC CHECKS AND UPDATING OF THE MODEL

The Decree expressly provides for the need to update the Model in order to make it constantly "tailored" to the specific needs of the Entity and its concrete operations. The adaptation and/or updating of the Model will be carried out essentially on the occasion of:

- regulatory innovations,
- violations of the Model and/or findings that emerged during checks on the effectiveness of the same (which may also be inferred from experiences concerning other companies);

- changes in the organizational structure of the Entity, including those resulting from extraordinary financial transactions or changes in business strategy resulting from new fields of activity undertaken.

In particular, the updating of the Model and, therefore, its integration and/or amendment, is the responsibility of the same governing body to which the legislator has delegated the burden of adopting the Model itself. In this context, the SB, in coordination with the department heads concerned from time to time, must carry out:

- checks of procedures and protocols. To this end, it will periodically verify the effectiveness and implementation of the protocols and procedures of this Model;
- checks on the level of knowledge of the Model also through the analysis of requests for clarification or reports received;
- reporting to the administrative body the need to update, where the above conditions are met (and in particular in the presence of substantial changes in the Company's organization or business, high staff *turnover* or in the event of additions or amendments to the Decree) of the Model and/or *the risk assessment* activity aimed at reviewing the map of potentially risky activities.

SPECIAL PART "A" - METHODOLOGICAL INTRODUCTION

The Special Part of the Model 231 of Nordex Italia S.r.l. has been prepared in relation to some "crime families" which, as a result of the *risk assessment* activities carried out, were considered more relevant due to the sector of operation, organization and processes that characterize the Company.

In consideration of the activities carried out by the Company and in relation to the number of offences that currently constitute a prerequisite for the administrative liability of entities pursuant to Legislative Decree 231/2001, this Special Section has been drawn up with regard to the predicate offences pursuant to Legislative Decree 231/2001 considered to be theoretically applicable according to a "*risk-based*" approach.

The drafting and implementation of a Model, with particular reference to its special parts, is closely linked to a correct and effective mapping of the risks of crime. It is a cognitive-representative phase, functional to the perception of risk and the evaluation of its intensity. The mapping carried out by the Company was carried out through a procedure, characterized by the following interventions:

a) identification of areas potentially at risk of crime (based on the predicate offences indicated by Legislative Decree 231/2001): in this context, an important distinction must be made between: (*i*) areas at risk of crime in the proper sense (or "main"), selected in the same way as the list of cases listed in Legislative Decree 231/2001; (*ii*) the so-called areas. instrumental, which manages activities and financial instruments intended to support the commission of crimes in the areas under lett. a);

b) detection of sensitive processes for the purposes of prosecutable crimes: that is, it is a matter of selecting the activities to the performance of which the risk of committing crimes is connected, indicating the departments and company roles involved;

c) detection and evaluation of the degree of effectiveness of the operating and control systems already in place, in order to identify critical points with respect to the prevention of crime risk;

d) "retrospective" investigation, having as its object the history of the entity, i.e. its possible propensity to illegality;

e) description of the possible methods of committing crimes, in order to forge the indispensable preventive "precautions".

On a methodological level, the risk assessment starts from the distinction between inherent risk (concerning the hypothesis of a total absence of controls) and residual risk (calculated based on the existence of the controls detected during the *assessment* activity). The assessment is then conducted based on two factors: the first consists of the impact, i.e. the consequences deriving from the verification of the risk; the second concerns frequency, i.e. the probability that a given risk will occur. It follows that, while the existence of control activities significantly affects the probability of the occurrence of the risk, the impact generally does not change according to the presence of the same. Therefore: the inherent risk derives from the combination of the impact and the inherent frequency (probability of occurrence of a future and adverse event not counteracted by any

control activity); Residual risk derives from the combination of impact and residual frequency (probability of occurrence of a future and adverse event, mitigated by existing control activities). The residual risk may therefore be equal to or lower than the inherent risk, depending on the effectiveness of the controls in place.

With regard to the procedural scans of the *assessment* activity, these are resolved:

1) in the analysis of the evolution of the company organization chart; This is a generally underestimated aspect, but of no negligible importance: it consists in ascertaining any organizational changes that have occurred in the corporate fabric, in order to verify whether they have been induced by operational dysfunctions or behavioral violations, which have caused damage, even if only potential, to the entity (think, for example, of the circumstance that a director has been removed from office due to a lack of incapacity, effective surveillance in the area pertaining to it: the removal must be an opportunity to ascertain whether, in any case, the control systems in place were adequate or, on the contrary, non-existent or too "loose");

   1.1. in the collection and analysis of information, functional to the understanding of the organizational structure and business processes, as well as to the definition of the scope of the analysis;

2) in the identification of areas at risk of crime and instrumental areas, through the preparation of preliminary questionnaires concerning the company areas involved in the risk of crime considered from time to time;

3) identification of potential ways of committing crimes;

4) identification and assessment of specific risk factors and existing controls, through interviews with activity managers and examination of controls to oversee risk factors.

Once the residual risk has been identified, it is necessary to ascertain its degree of acceptability with respect to the provisions of Legislative Decree 231/2001, which prefigures, by law, the tolerable risk: the decree, in fact, requires the construction of a prevention system (suitable, adequate and effective) that cannot be circumvented except by resorting to fraudulent conduct, which has not been, moreover, facilitated by an omitted or insufficient control (see Article 6, paragraph 1, letters c) and d)).

On the basis of this methodological approach, the types of crime considered to be theoretically applicable are:

(i) crimes against the Public Administration (Articles 24 and 25 of Legislative Decree 231/2001) and the crime of inducement not to make declarations or to make false declarations to the judicial authorities (Article 25-*decies* of Legislative Decree 231/2001);

(ii) corporate offences (Article 25-*ter* of Legislative Decree 231/2001);

(iii) crime of corruption between private individuals and the crime of incitement to corruption between private individuals (art. 25-*decies* of Legislative Decree 231/2001);

(iv) organized crime offences (art. 24-*ter* of Legislative Decree 231/2001);

(v) crimes of receiving stolen goods, laundering and use of money, goods or utilities of illegal origin, as well as self-laundering (Article 25-*octies* of Legislative Decree 231/2001) and crimes relating to payment instruments other than cash and fraudulent transfer of valuables (Article 25-*octies*.1 of Legislative Decree 231/2001);

(vi) crimes against industry and commerce (Article 25-*bis*.1 of Legislative Decree 231/2001);

(vii) crimes of manslaughter or serious or very serious injuries, committed in violation of the rules on the protection of health and safety at work (Article 25-*septies* of Legislative Decree 231/2001);

(viii) environmental crimes (art. 25-*undecies* of Legislative Decree 231/2001) and crimes against cultural heritage and laundering of cultural property and devastation and looting of cultural and landscape property (articles 25-*septiesdecies* and 25-*duodevicies* of Legislative Decree 231/2001);

(ix) crimes of illegal intermediation and exploitation of labour (Article 25-*quinquies* of Legislative Decree 231/2001);

(x) computer crimes and unlawful processing of data (art. 24-*bis* of Legislative Decree 231/2001) and crimes relating to copyright infringement (art. 25-*novies* of Legislative Decree 231/2001);

(xi) tax crimes (Article 25-*quinquesdecies* of Legislative Decree 231/2001);

(xii) smuggling offences (Article 25-*sexiesdecies* of Legislative Decree 231/2001).

With reference to these crimes, the Model, in the individual Special Parts, identifies:

1. the description of the structure of the predicate crimes of the entity's liability;
2. the function of the Special Part;
3. areas potentially "at risk of crime" and "sensitive" activities;
4. the general principles of conduct and the essential contents of the procedural and substantive precautions, which inspire the specific operating procedures referred to in the Model;
5. the tasks of the SB and information flows.

As regards the description of the predicate offences, each Special Section contains the types of offences to which the Special Section is dedicated. With regard to the chapter on the "function of the Special Part", it identifies the objectives that the Special Part sets itself.

Furthermore, as regards chapters 3 and 4, these respectively represent the areas and processes at risk that, within Nordex, are potentially exposed to the risk of committing the crimes to which the Special Part refers,

while chapter 4 illustrates in a general way the principles of conduct that the Recipients of the Model must follow in order not to incur the commission of the types of offences identified in the individual Special Section.

Finally, the chapter dedicated to the controls of the SB identifies, in a general way and not in contrast with the regulatory provisions, the guidelines that the SB must follow to monitor compliance with and operation of the Model and, therefore, of that specific Special Part.

ANNEX 1 – CRIMES AGAINST THE PUBLIC ADMINISTRATION AND CRIME OF INDUCEMENT NOT TO MAKE DECLARATIONS OR TO MAKE FALSE DECLARATIONS TO THE JUDICIAL AUTHORITIES

1. CRIMES REFERRED TO IN ART. 24, 25 AND 25-*DECIES* OF LEGISLATIVE DECREE NO. 231/2001.

Below is a brief description of the crimes referred to in art. 24, 25 and 25-*decies* of Legislative Decree 231/2001, as well as a brief explanation of the possible methods of carrying out the crimes, it being understood that, pursuant to art. 26 of Legislative Decree 231/2001, the Entity could be considered liable even if the cases are integrated in the form of an attempt.

In addition, it should be noted that with Legislative Decree no. 75 of 14 July 2020 – published in the Official Gazette no. 177 of 15 July 2020 and in force since 30 July 2020 – the Government implemented EU Directive 2017/1371 (the so-called "PIF Directive") containing rules to combat "fraud affecting the financial interests of the Union". As stated in the third Recital of the PIF Directive, the aforementioned Directive intends to take a further step forward in the process of harmonization and approximation of the criminal law of the Member States and is aimed at strengthening the protection of the financial interests of the Union through the criminal prosecution of fraudulent conduct considered to be the most serious.

Legislative Decree no. 75 of 14 July 2020 intervened on various fronts, introducing, with a distinctly particularistic approach, the corrective measures deemed appropriate to adapt domestic legislation to supranational indications. The amendments introduced move mainly on two fronts and concern, on the one hand, the expansion of the field of application and/or the tightening of the sanctioning treatment of certain incriminating offences provided for by the Italian Criminal Code and special legislation; on the other hand, the expansion of the number of offences that can give rise to the liability of entities pursuant to Legislative Decree 231/2001.

In particular, in the context of crimes against the Public Administration, Legislative Decree no. 75 of 14 July 2020 affected Article 24 of the Decree, changing its heading to "Undue receipt of disbursements, fraud to the detriment of the State, a public body or the European Union for the achievement of public disbursements, computer fraud to the detriment of the State or a public body and fraud in public supplies".

In addition, Legislative Decree no. 75 of 14 July 2020 extended the list of predicate offences contemplated by art. 24 of the Decree, with the inclusion of the crimes of fraud in public procurement (art. 356 of the Italian Criminal Code) and fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (art. 2, Law 898/1986). Legislative Decree no. 75 of 14 July 2020 also extended the scope of relevance of some cases already covered by art. 24 paragraph 1 of the Decree which can now give rise to the liability of the Entity even when committed to the detriment of the European Union, as well as of the State or other Italian public body.

Law no. 137 of 9 October 2023 (which converted Italian Decree-Law no. 105/2023 with amendments) amended art. 24 of Legislative Decree 231/2001, including within it the crimes of:

- disturbed freedom of enchantments (Article 353 of the Italian Criminal Code); and
- disturbed freedom of the procedure for choosing the contracting parties (Article 353-*bis* of the Italian Criminal Code).

Finally, Decree Law No. 92 of 4 July 2024, converted, with amendments, by Law No. 112 of 8 August 2024, amended the heading of Art. 25 of the Decree as follows: "*Embezzlement, undue allocation of money or movable property, bribery, undue inducement to give or promise benefits, corruption" and expanded the range of predicate crimes referred to in art. 25, with the introduction of the following case, considered relevant for the purposes of the liability of entities where "the fact offends the financial interests of the European Union*":

- undue use of money or movable property (Article 314-*bis*).

Finally, with Law no. 114 of 9 August 2024, it appears (*i*) that the offence referred to in art. 323 of the Italian Criminal Code (abuse of office) and (*ii*) amended art. 346-*bis* on trafficking in illicit influence.

1.1. OFFENCES RELATING TO THE UNDUE RECEIPT OF DISBURSEMENTS, FRAUD TO THE DETRIMENT OF THE STATE, A PUBLIC BODY OR THE EUROPEAN UNION OR TO OBTAIN PUBLIC DISBURSEMENTS AND COMPUTER FRAUD TO THE DETRIMENT OF THE STATE OR A PUBLIC BODY AND FRAUD IN PUBLIC PROCUREMENT (ART. 24)

Embezzlement of public funds (Article 316 *bis* of the Italian Criminal Code)[4]

"*Whoever, outside the public administration, having obtained from the State or from another public body or from the European Communities contributions, subsidies, loans, subsidized loans or other disbursements of the same type, however denominated, intended for the achievement of one or more purposes, does not allocate them to the intended purposes, shall be punished with imprisonment from six months to four years*".[5]

[4] Heading as amended by art. 28-bis, paragraph 1, letter b), no. 1), Legislative Decree no. 4 of 27 January 2022, converted, with amendments, by Law no. 25 of 28 March 2022, with effect from 29 March 2022. Previously, the same amendment had been provided for by art. 2, paragraph 1, letter b), no. 1), Legislative Decree no. 13 of 25 February 2022, with effect from 26 February 2022, repealed by art. 1, paragraph 2, of the aforementioned Law no. 25/2022 pursuant to which the acts and measures adopted remain valid and the effects produced and the legal relationships arising on the basis of the aforementioned Decree-Law no. 13/2022 remain valid. The text previously in force was as follows: "*Embezzlement to the detriment of the State*".

[5] Paragraph as amended by art. 28-bis, paragraph 1, letter b), no. 2), Legislative Decree no. 4 of 27 January 2022, converted, with amendments, by Law no. 25 of 28 March 2022, with effect from 29 March 2022. Previously, the same amendment had been provided for by art. 2, paragraph 1, letter b), no. 2), Legislative Decree no. 13 of 25 February 2022, with effect from 26 February 2022, repealed by art. 1, paragraph 2, of the aforementioned Law no. 25/2022 pursuant to which the acts and measures adopted remain valid and the effects produced and the legal relationships arising on the basis of the aforementioned Decree-Law no. 13/2022 remain valid. The text previously in force was as follows: "*Whoever, outside the public administration, having obtained from the State or from another public body or from the European Communities contributions, subsidies or financing intended to promote initiatives aimed at the realization of works or the performance of activities of public interest, does not allocate them to the aforementioned purposes, shall be punished with imprisonment from six months to four years*".

The offence arises if, after receiving funding, subsidies or contributions from the Italian State, another Public Body or the European Union, intended for the construction of works or the performance of activities of public interest, the sums obtained are not used or allocated for the purposes for which they were originally intended.

In practice, it is necessary that the cash allocations have been diverted, even partially, without it being relevant that the planned activity has been carried out in any case.

By way of example, the offence could arise in the event that, following the receipt of public funding disbursed for certain purposes, the sums received for these purposes are omitted.

Undue receipt of public funds (316 *ter* of the Italian Criminal Code)[6]

"*Unless the fact constitutes the offence provided for in Article 640-bis, any person who, through the use or submission of false declarations or documents or attesting to untrue things, or through the omission of due information, unduly obtains, for himself or for others, contributions, subsidies, loans, subsidized loans or other disbursements of the same type, however denominated, granted or disbursed by the State, by other public bodies or by the European Communities shall be punished with imprisonment from six months to three years. The penalty is imprisonment from one to four years if the act is committed by a public official or a person in charge of a public service with abuse of his position or powers. The penalty is imprisonment from six months to four years if the act offends the financial interests of the European Union and the damage or profit exceeds EUR 100 000*[7].

[6] Heading as amended by art. 28-bis, paragraph 1, letter c), no. 1), Legislative Decree no. 4 of 27 January 2022, converted, with amendments, by Law no. 25 of 28 March 2022, with effect from 29 March 2022. Previously, the same amendment had been provided for by art. 2, paragraph 1, letter c), no. 1), Legislative Decree no. 13 of 25 February 2022, effective from 26 February 2022, repealed by art. 1, paragraph 2, of the aforementioned Law no. 25/2022 pursuant to which the acts and measures adopted remain valid and the effects produced and the legal relationships arising on the basis of the aforementioned Decree-Law no. 13/2022 remain valid. The text previously in force was as follows: *"Undue receipt of disbursements to the detriment of the State*".

[7] Paragraph as amended by art. 1, paragraph 1, letter l), Law no. 3 of 9 January 2019, with effect from 31 January 2019, art. 1, paragraph 1, letter b), Legislative Decree no. 75 of 14 July 2020, with effect from 30 July 2020, and subsequently, by art. 28-bis, paragraph 1, letter c), no. 2), Legislative Decree no. 4 of 27 January 2022, converted, with amendments, by Law no. 25 of 28 March 2022, with effect from 29 March 2022. Previously, the same amendment to that provided for by the aforementioned Decree-Law no. 4/2022 had been provided for by art. 2, paragraph 1, letter c), no. 2), Legislative Decree no. 13 of 25 February 2022, with effect from 26 February 2022, repealed by art. 1, paragraph 2, of the aforementioned Law no. 25/2022 pursuant to which the acts and measures adopted remain valid and the effects produced and the legal relationships arising on the basis of the aforementioned Decree-Law no. 13/2022 remain valid.
The text in force before the amendment provided for by the aforementioned Decree-Law no. 4/2022 was as follows: "*Unless the fact constitutes the offence provided for in Article 640-bis, anyone who, through the use or submission of false declarations or documents or attesting to untrue things, or through the omission of due information, unduly obtains, for himself or for others, contributions, loans, subsidized loans or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies or the European Communities shall be punished with imprisonment from six months to three years. The penalty is imprisonment from one to four years if the act is committed by a public official or a person in charge of a public service with abuse of his position or powers. The penalty is imprisonment from six months to four years if the act offends the financial interests of the European Union and the damage or profit is greater than 100,000 euros*".

When the sum unduly received is equal to or less than € 3,999.96[8]*, only the administrative sanction of the payment of a sum of money from € 5,164 to € 25,822 is applied. This sanction cannot in any case exceed three times the benefit obtained*".

The offence occurs when, through the use or submission of false declarations or documents or through the omission of due information, contributions, loans, subsidized loans or other disbursements of the same type, granted and/or disbursed by the State, other Public Bodies or the European Union, are obtained, even without having the right to do so.

In this case, unlike what happens in the crime of embezzlement to the detriment of the State or other Public Entity (Article 316-*bis* of the Italian Criminal Code), the use that is made of the disbursements is of no relevance, the crime being perfected with the sole obtaining of undue funding.

This hypothesis of crime assumes a residual nature with respect to the more serious case of aggravated fraud for the achievement of public disbursements (pursuant to Article 640-*bis* of the Italian Criminal Code), for the existence of which it is necessary to induce into error by means of artifice or deception.

By way of example, the crime could occur in the event that the loan is granted following the use of false documents proving the existence of the requirements required to obtain that loan.

Law no. 3/2019 has provided for an increase in punishment if the crime is committed by a public official or a person in charge of a public service with abuse of his or her position or powers.

A stricter sanction treatment is also provided if crime offends the financial interests of the European Union and the damage or profit exceeds €100,000. This hypothesis was introduced as a result of Legislative Decree no. 75/2020, implementing Directive (EU) no. 2017/1371.

Troubled freedom of enchantments (Article 353 of the Italian Criminal Code)

The text in force before the amendment provided for by the aforementioned Legislative Decree no. 75/2020 was as follows: "*Unless the fact constitutes the offence provided for in Article 640-bis, anyone who, through the use or presentation of false declarations or documents or attesting to untrue things, or through the omission of due information, unduly obtains, for himself or for others, contributions, loans, subsidised loans or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies or the European Communities shall be punished with imprisonment from six months to three years. The penalty is imprisonment from one to four years if the act is committed by a public official or a person in charge of a public service with abuse of his position or his powers*".

The text in force before the amendment provided for by the aforementioned Law no. 3/2019 was as follows: "*Unless the fact constitutes the offence provided for in Article 640-bis, anyone who, through the use or submission of false declarations or documents or attesting to untrue things, or through the omission of due information, unduly obtains, for himself or for others, contributions, loans, subsidized loans or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies or the European Communities shall be punished with imprisonment from six months to three years".*

For the increase of this amount, in cases of undue receipt of the contribution provided for by art. 58, Legislative Decree no. 104 of 14 August 2020, converted, with amendments, by Law no. 126 of 13 October 2020, see art. 58, paragraph 8, of the same Decree-Law no. 104/2020.

"*Anyone who, with violence or threats or with gifts, promises, collusion or other fraudulent means, prevents or disturbs the tender in public tenders or private tenders on behalf of public administrations or alienates bidders from them, shall be punished with imprisonment from six months to five years and a fine from 103 to 1,032 euros*.
If the culprit is a person appointed by law or by the authority to the aforementioned auctions or tenders, imprisonment is from one to five years and the fine from 516 to 2,065 euros.

The penalties established in this article also apply in the case of private tenders on behalf of private individuals directed by a public official or by a legally authorized person but are reduced by half".

The crime in question punishes the conduct of those who, with violence or threats or with gifts, promises, collusion or other fraudulent means, prevent or disturb the race in public tenders or private tenders.

The protected legal asset is identified in the interest of the public administration in the free and ordinary conduct of public tenders and private tenders. Those who affirm the multi-offensive nature of the crime also highlight the protection of free competition.

Despite the ample description of the ways in which the case can be configured, the phrase "other fraudulent means" leads to the conclusion that it is a free-form crime, since the legislator wants to include all the means concretely suitable for disturbing the freedom of the auctions, altering the regular functioning and free participation of the bidders in the tender.

Given the nature of a crime of danger, it is carried out regardless of the result of the tender, it being sufficient that its regular course is diverted.

The prerequisite for the crime is the publication of the notice, since there can be no consummation, not even in the attempted form, before that moment.

Finally, intent is generic and consists in the intention to prevent or disturb the tender or to remove bidders through the methods set out in the law.

By way of example, the offence could arise when, following the publication of a call for tenders, one of the participants concerned, by fraudulent means (such as the promise of money), convinces or attempts to convince another candidate not to take part in the aforementioned tender, in order to obtain his or her own advantage, effectively disturbing the smooth running of the tender.

Troubled freedom of the procedure for choosing the contractor (art. 353-*bis* of the Italian Criminal Code)

"*Unless the fact constitutes a more serious crime, anyone who, with violence or threats, or with gifts, promises, collusion or other fraudulent means, disturbs the administrative procedure aimed at establishing the content of the notice or other equivalent act in order to condition the methods of choice of the contractor by the public administration shall be punished with imprisonment from six months to five years and with a fine from 103 to 1,032 euros*".

The rule in question punishes conduct that is preparatory to the performance of acts capable of disturbing the freedom of choice of the contractor by the Public Administration, disturbing the administrative procedure aimed at establishing the content of the notice or other equivalent act.

This provision represents a hypothesis of a crime of danger, which is committed regardless of the actual achievement of the result, and for the completion of which, therefore, it is necessary that the correctness of the procedure for preparing the tender notice be concretely endangered, but not also that the content of the act of announcing the competition is actually modified in such a way as to interfere with the identification of the successful tenderer.

Fraud in public procurement (Article 356 of the Italian Criminal Code)

The rule punishes anyone who commits fraud in the execution of supply contracts or in the fulfilment of other obligations deriving from it.

The crime is recognizable not only in the fraudulent execution of a supply contract, but also of a procurement contract since the law punishes all fraud to the detriment of the public administration, whatever the contractual schemes under which suppliers are required to provide particular services.

For the purposes of the offence being committed, the simple breach of the contract is not sufficient, since the incriminating provision requires a *quid pluris* that must be identified in contractual bad faith, i.e. in the presence of a malicious expedient or deception, such as to make the execution of the contract appear to be in conformity with the obligations assumed. Therefore, specific deceptions are not necessary or that the defects of the thing supplied are hidden, but malicious intent in execution of the public contract for the supply of things or services is sufficient.

By way of example, the crime could occur if, in the execution of a public supply contract, goods different from those originally agreed and of a lower value are delivered.

Fraud to the detriment of the State or other Public Entity (Article 640, paragraph II, no. 1, of the Italian Criminal Code)

The crime occurs when, using artifices or deceptions and thus misleading someone, an unfair profit is obtained, to the detriment of the State, another Public Body or the European Union.

By 'artifice' or 'deception' we mean the simulation or dissimulation of reality, capable of misleading a person as a result of the perception of a false appearance. Silence can complement the conduct of the scam if it is carried out in the presence of a legal obligation to communicate, even of an extra-criminal nature.

The act of disposition of the misled person may include any conduct with an effectiveness in fact; such can also be considered simple inertia.

The 'profit' is also seen in the lack of a decrease in assets, as a result, for example, of the enjoyment of an asset and, therefore, even in the absence of an actual increase in wealth; the same may not even be of a patrimonial nature, since it may consist in the satisfaction of an interest of a moral nature.

By way of example, the offence could occur in the event that an administrative authorization is obtained through the falsification of documents certifying the existence of the requirements for obtaining the authorization itself.

Aggravated fraud for the achievement of public disbursements (Article 640 *bis* of the Italian Criminal Code)

"*The penalty is imprisonment from two to seven years and is prosecuted ex officio if the fact referred to in Article 640 concerns contributions, subsidies, loans, subsidized loans or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies or the European Communities*". The offence arises when the fraud conduct described above is carried out to unduly obtain public disbursements.

The qualifying element with respect to the previous crime is constituted by the material object of the fraud, as 'public disbursement' means any subsidized economic attribution, disbursed by the State, Public Bodies or the European Union.

By way of example, the crime could occur in the event that public funding or contribution is obtained through the performance of artifices and deceptions, as specified in the previous point.

Computer fraud (Article 640 *ter* of the Italian Criminal Code)[9]

"*Whoever, altering in any way the operation of a computer or telematic system or intervening without right in any way on data, information or programs contained in a computer or telematic system or pertaining to it, procures for himself or others an unfair profit with damage to others, shall be punished with imprisonment from six months to three years and with a fine from €51 to €1,032.*

The penalty is imprisonment from one to five years and a fine from €309 to €1,549 if one of the circumstances provided for in number 1) of the second paragraph of Article 640 occurs, or if the act produces a transfer of money, monetary value or virtual currency or is committed with abuse of the quality of system operator.[10]

The penalty is imprisonment from two to six years and a fine from 600 to 3,000 euros if the act is committed with theft or improper use of the digital identity to the detriment of one or more subjects.

The crime is punishable upon complaint by the injured party, unless some of the circumstances referred to in the second and third paragraphs or some of the circumstances provided for in Article 61, first paragraph,

[9] See also art. 25-octies.1, Legislative Decree no. 231 of 8 June 2001, inserted by art. 3, paragraph 1, letter a), Legislative Decree no. 184 of 8 November 2021.

[10] Paragraph as amended by art. 2, paragraph 1, letter c), Legislative Decree no. 184 of 8 November 2021, with effect from 14 December 2021. The text previously in force was as follows: "*The penalty is imprisonment from one to five years and a fine from 309 to 1,549 euros if one of the circumstances provided for in number 1) of the second paragraph of article 640 occurs, or if the act is committed with abuse of the quality of operator of the System*".

number 5, limited to having taken advantage of personal circumstances, also with reference to age, and number 7".

The crime occurs in the event that, by altering, in any way, the operation of an IT or telematic system or manipulating the data contained therein or pertaining to it, an unfair profit is obtained, to the detriment of the State or other Public Body.

The fraudulent alteration of the system can be the consequence of an intervention aimed at both the mechanical component of the computer and the software.

Information contained on physical media, as well as data and programs contained on media external to the computer (such as magnetic or optical disks and tapes) that are intended to be used in a computer system, are considered relevant to a computer system and, therefore, relevant within the meaning of the standard in question.

By way of example, the crime could occur in the event that the functioning of a computer system or the data contained therein is altered in order to modify or alter the data related to the payment of social security contributions.

Fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (Article 2 of Law No. 898 of 23 December 1986)

With the approval of Legislative Decree no. 75 of 14 July 2020, concerning the implementation of the PIF Directive, the following was introduced among the relevant offences pursuant to art. 24 of the Decree, the crime of fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development referred to in art. 2 of Law no. 898 of 23 December 1986.

The offence is committed if, through the exposure of false data or information, aid, premiums, allowances, refunds, contributions or other disbursements that are, in whole or in part, borne by the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development are unduly obtained. The national quotas provided for by EU legislation are also equated with the disbursements, as well as the disbursements charged to the national finance based on EU legislation.

With reference to art. 24 of Legislative Decree 231/2001 (entitled Undue receipt of disbursements, fraud to the detriment of the State, a public body or the European Union or to obtain public disbursements, computer fraud to the detriment of the State or a public body and fraud in public supplies), the commission of the crimes listed above will result in the liability of the body if committed to the detriment of the State, of another public body or of the European Union.

1.2 OFFENCES RELATING TO EMBEZZLEMENT, UNDUE USE OF MONEY OR MOVABLE PROPERTY, BRIBERY, UNDUE INDUCEMENT TO GIVE OR PROMISE BENEFITS, CORRUPTION (ARTICLE 25)

Corruption **(arts. 318 – 322 of the Italian Criminal Code)**

a) **Corruption in the exercise of the function (Article 318 of the Italian Criminal Code)**

The crime occurs when a Public Official or a Public Service Officer unduly receives, for himself or for others, money or other benefits or accepts the promise thereof, for the exercise of his or her functions or powers.

For the purposes of the recurrence of this crime, it is necessary that the promise of money or other benefit be accepted by the PU, since, otherwise, the different case of incitement to corruption, provided for by art. 322 of the Italian Criminal Code (on which, see below).

The crime of corruption differs from that of bribery, in that there is an agreement between the corrupt and the corruptor aimed at achieving a mutual advantage, while in bribery the private individual suffers the conduct of the PU or IPS.

b) **Corruption for an act contrary to the duties of office (Article 319 of the Italian Criminal Code)**

The offence arises when a PU or an IPS receives for himself or for others, in cash or other benefits, an undue remuneration for performing, or for having performed, an act contrary to the duties of office, or for omitting or delaying (or for having omitted or delayed) an act of his office.

It is necessary that the promise of money or other benefits be accepted by the PU, since, otherwise, the different case of incitement to corruption, provided for by art. 322 of the Italian Criminal Code (on which, see below) must be considered integrated.

In the crime in question, the criminal agreement must be functional to an act contrary to the duties of office, such as having the public official omit the adoption of a measure favorable to a competing company.

c) **Aggravating circumstances (Article 319-*bis* of the Italian Criminal Code)**

In the event that a Public Official or a Public Service Officer receives for himself or for others, in cash or other benefits, an undue remuneration for performing, or for having performed, an act contrary to the duties of office in relation to the conferral of public employment or salaries or pensions or the stipulation of contracts in which the administration to which the public official belongs is interested, the penalty is increased.

d) **Corruption in judicial acts (Article 319-*ter* of the Italian Criminal Code)**

The offence arises in the event that the acts of corruption referred to in the preceding cases are committed to favor or damage a party in a civil, criminal or administrative trial.

It should be noted that in addition to the magistrate, the notion of PU also includes other subjects such as the clerk, witnesses and any other public official operating in the context of a dispute.

e) **Corruption of a person in charge of a Public Service (Article 320 of the Italian Criminal Code)**

The provisions provided for the crime of corruption for the exercise of the function (Article 318 of the Italian Criminal Code) and corruption for an act contrary to the duties of office (Article 319 of the Italian Criminal Code) apply not only to the public official but also to the person in charge of public service.

The corruption offences referred to in points a), b), c) and d) can be carried out through the disbursement of money or the promise of disbursement of money to the PU/IPS, the provision of which derives:

- the creation of hidden funds through the issuance of invoices relating to non-existent transactions;
- reimbursement of fictitious expenses or for an amount different from that of the expenses actually incurred even through consultants;
- by the use of the assigned expenditure delegations.

From a different point of view, the offences referred to in points a), b), c) and d) can be carried out through the provision or promise of payment to the PU/IPS of any other benefit or remuneration, such as, by way of example:

- gifts and, in general, gratuities;
- hiring of consultants indicated by the Public Official or Public Service Officer;
- reaching agreements/signing letters of appointment in favor of people recommended by the Public Official or the Public Service Officer at unjustly advantageous conditions.

Finally, for the sake of completeness, it must be remembered that, since the crimes of corruption are so-called necessary concurrence, pursuant to art. 321 of the Italian Criminal Code, the penalties established in art. 318, 319, 319-ter and 320 of the Italian Criminal Code also apply to the corruptor and not only to the corrupt.

f) Penalties for the corruptor (Article 321 of the Italian Criminal Code)

In consideration of the fact that the crimes of corruption are cases of so-called necessary concurrence, pursuant to art. 321 of the Italian Criminal Code, the penalties established in art. 318, 319, 319-ter and 320 of the Italian Criminal Code also apply to the corruptor and not only to the corrupt

g) Incitement to corruption (Article 322 of the Italian Criminal Code)

The offence arises in the event that, with regard to a PU or an IPS, a promise or offer of a sum of money or other benefit is made, if the promise or offer is not accepted and concerns, alternatively:

- the performance of an official act;
- the omission or delay of an official act;
- the performance of an act contrary to the duties of office.

Furthermore, the conduct of the PU (or IPS) who solicit promise or donation of money or other benefits from a private individual for the same purposes is also criminally sanctioned.

It is also necessary that the promise of money or other benefits are not accepted by the PU, since, otherwise, one of the cases of corruption provided for by art. 318 and 319 of the Italian Criminal Code (on which, see back).

As for the possible methods of committing the crime, reference is made to the hypotheses envisaged, by way of example, for corruption crimes, it being understood that, for the purposes of the configurability of the case in question, it is necessary that the offer or promise are not accepted.

Bribery (Article 317 of the Italian Criminal Code)

The crime occurs when a PU, abusing the relative position, forces someone to give or promise unduly, even in favor of a third party, money or other benefits that are not due.

Since bribery is a crime in its own right, i.e. it can only be committed by qualified persons, Nordex's liability could be contested only in the case of complicity in the crime committed by a PU, i.e., by way of example, in the event that acts are carried out such as to favor the implementation of the conduct provided for and punished by law.

Undue inducement to give or promise benefits (Article 319 *quarter* of the Italian Criminal Code)

This case, also called “bribery by induction”, was recently introduced into the Italian Criminal Code, following the enactment of Law 190/2012. It occurs when the PU or IPS, abusing its quality or function, leverages it, to suggest, persuade or convince someone to give or promise something, for himself or for others. In this case, the will of the private individual is repressed by the position of pre-eminence of the PU or IPS, which, albeit without making open and explicit claims, operates in such a way as to generate in the private subject the well-founded conviction that he must submit to the decisions of the PU/IPS to avoid the danger of suffering a possibly greater prejudice.

It is important to note that, unlike the crime of bribery examined above, the person who gives or promises benefit is also punished (an element that compares the crime in question to corruption).

In relation to the relationship between the two new cases of bribery "by duress" and "by induction", the United Criminal Sections of the Court of Cassation, ruling on the jurisprudential contrast formed on the subject, have clarified that the case of undue inducement is characterized by a non-irresistible pressure conduct on the part of the PU or the IPS, which leaves the recipient of the same a significant margin of self-determination and is combined with the pursuit of a undue advantage. In bribery, on the other hand, "there is a conduct of the public official that radically limits the recipient's freedom of self-determination".

Embezzlement, bribery, undue inducement to give or promise benefits, corruption and incitement to bribery of members of international courts or organs of the European Communities or of international parliamentary assemblies or international organizations and officials of the European Communities and foreign States (Article 322 *bis* of the Italian Criminal Code)

The offence occurs when the same conduct as for any of the offences listed in the heading is committed by, or against, members of international courts, bodies of the European Union, international parliamentary assemblies, international organizations and officials of the European Union and foreign states.

These subjects are assimilated to Public Officials if they exercise corresponding functions, and to Public Service Officers in other cases.

As for the possible methods of committing the crime, reference is made to the hypotheses envisaged, by way of example, for the crimes of corruption and bribery, it being understood that, for the purposes of the configurability of the offence of incitement, it is necessary that the offer or promise is not accepted.

The scope of the rule was first expanded by Law no. 3/2019, then by Legislative Decree no. 74/2020 implementing Directive (EU) no. 2017/1371. In particular, as a result of the latter measure, the provisions of the articles referred to in the heading are also applicable to persons exercising functions or activities corresponding to those of public officials and persons in charge of a public service within States not belonging to the European Union, when the fact offends the financial interests of the Union.

Embezzlement (Article 314, paragraph 1, of the Italian Criminal Code)

The crime occurs when a PU or an IPS, having for reasons of his office or service the possession or in any case the availability of money or other movable property of others, appropriates it.

In particular, for the purposes of the liability referred to in the Decree, the offence is relevant if the act offends the financial interests of the European Union.

Since embezzlement is a crime of its own, i.e. it can only be committed by qualified persons, Nordex's liability could be contested only in the case of complicity in the crime committed by a Public Official or Public Service Officer, or, by way of example, in the event that acts are carried out such as to favor the implementation of the conduct provided for and punished by law.

Undue use of money or movable property (Article 314-*bis* Italian Criminal Code)

The offence punishes the conduct of a public official or person in charge of a public service who, outside the cases provided for in Article 314, having by reason of his own office or service the possession or in any case the availability of money or other movable property of others, allocates them to a use other than that provided for by specific provisions of law or by acts having the force of law from which there is no margin of discretion and intentionally they give themselves or others an unfair financial advantage or unjust damage to others.

In its structure, the new Article 314-bis introduces an *ad hoc figure* of embezzlement for distraction and presents a hybrid structure that borrows constituent elements partly from embezzlement (Article 314 of the Italian Criminal Code) and partly from the abused abuse of office (Article 323 of the Italian Criminal Code). On the level of the typical objective fact, the embezzlement presents the same (lawful) prerequisite of the conduct: the active subject of the crime, public official or person in charge of public service, must already

have, in fact, by reason of his office or service, the possession or in any case the availability of the money or other movable thing of others, the material object of the subsequent conduct of undue destination. There are several elements of abuse of office (repealed): first of all, on an objective level, a) the conduct (intended for a different use) must contrast, as was the case under Article 323 of the Italian Criminal Code, as amended in 2020, with specific provisions of law or acts having the force of law from which there is no margin of discretion; b) the corresponding is the event of the crime: the unjust financial advantage for oneself or for others, as an alternative to the unjust damage of others. Finally, as regards the subjective element, c) intentional malice is required, as was already the case in the abuse of office.

Embezzlement by taking advantage of the error of others (Article 316 of the Italian Criminal Code)

The crime occurs when a Public Official or a Public Service Officer, in the exercise of functions or service, taking advantage of the error of others, receives or unduly detains, for himself or for a third party, money or other benefits.

In particular, for the purposes of the liability referred to in the Decree, the offence is relevant if the act offends the financial interests of the European Union.

Since embezzlement is a crime of its own, i.e. it can only be committed by qualified persons, Nordex's liability could be contested only in the case of complicity in the crime committed by a Public Official or Public Service Officer, or, by way of example, in the event that acts are carried out such as to favor the implementation of the conduct provided for and punished by law.

Trafficking in illicit influence (Article 346-*bis* of the Italian Criminal Code)

According to the provisions of art. 346-bis of the Italian Criminal Code*, "Whoever, except in cases of complicity in the crimes referred to in articles 318, 319 and 319-ter and in the crimes of corruption referred to in article 322-bis, intentionally using for the purpose existing relationships with a public official or a person in charge of a public service or one of the other subjects referred to in article 322-bis, unduly causes money or other economic benefits to be given or promised, to himself or to others, to remunerate a public official or a person in charge of a public service or one of the other subjects referred to in Article 322-bis, in relation to the exercise of his functions, or to carry out another unlawful mediation, shall be punished with imprisonment from one year and six months to four years and six months.*

For the purposes referred to in the first paragraph, other unlawful mediation means mediation to induce the public official or the person in charge of a public service or one of the other subjects referred to in Article 322-bis to perform an act contrary to the duties of office constituting a crime from which an undue advantage may derive.

The same penalty applies to those who unduly give or promise money or other economic benefits. [...]".

With Law No. 190 of 6 November 2012, Italy followed up on the international commitments undertaken with the "Criminal Law Convention on Corruption", signed in Strasbourg on 27 January 1999, ratified by Law No. 110 of 28 June 2012 and with the "Convention against Corruption", adopted by the UN General Assembly on 31 October 2003 with Resolution No. 58/4 (Merida Convention), ratified by Law no. 116 of 3 August 2009.

In compliance with these international commitments, Law No. 190 of 6 November 2012 introduced the new criminal hypothesis of trafficking in illicit influence, which was initially reformed by Law No. 3 of 9 January 2019 "*Measures to combat crimes against the public administration, as well as on the statute of limitations of the crime and on the transparency of political parties and movements*" and most recently by the Law no. 114 of 9 August 2024, which has decisively revisited the case.

The current structure of the crime of trafficking in illicit influence is as follows:

- it is a subsidiary figure with respect to the crimes of corruption for the exercise of the function (Article 318), corruption (Article 319 of the Italian Criminal Code), corruption in judicial acts (Article 319-ter of the Italian Criminal Code), international corruption (Article 322-bis of the Italian Criminal Code) and punishes conduct that is prodromal with respect to the consummation of such crimes;
- in its original formulation, the typical conduct was carried out only through the exploitation of existing relationships with the public official, in this clearly differing from the discipline referred to in Article 346 of the Italian Criminal Code, in which the offender claimed credit with a public official or a public employee. With the 2019 reform, which repealed art. 346 of the Italian Criminal Code, it was held that the facts until then qualified as false credit could be subsumed under the new art. 346-*bis* of the Italian Criminal Code. This is because the punished conduct did not consist, in the regime introduced in 2019, only in the exploitation of existing relationships, but also in the boast of alleged relationships with a public official, a public service officer or, again, with one of the subjects listed in art. 322 bis. It was said, therefore, that the facts that could be subsumed until the entry into force of the new law under Article 346 of the Italian Criminal Code had not lost criminal relevance and could be punished by Article 346-*bis* of the Italian Criminal Code.

The jurisprudence had also expressed itself in the sense of continuity. With regard to regulatory continuity, however, it was specified that it does not exist between the repealed hypothesis of false credit already provided for in art. 346, 2 co. Italian Criminal Code, in the conduct of the agent who receives or is given or promised money or other benefits, under the pretext of having to buy the public official or employee or have to remunerate him in any case, and that provided for in art. 346-*bis* of the Italian Criminal Code in the part in which it punishes the fixer who, exploiting or boasting alleged relations with the public agent, is unduly given or promised money or other benefits to remunerate the public agent in relation to the exercise of his functions; conduct which, in consideration of the repeal of the second paragraph of Article 346, constitutes the offence referred to in Article 640, paragraph 1, when the agent, by means of artifice and deception, misleads the injured party who decides to pay money or other benefits to the person who has not even conceivable relations with the public agent. The orientation was confirmed by the subsequent jurisprudence of the Supreme Court, which affirmed that there is no regulatory continuity between the crime of false credit referred to in Article 346, 2 of the Italian Criminal Code, repealed by Law No. 3 of 9 January 2019, and the crime of trafficking in illicit

influence referred to in Article 346-*bis* of the Italian Criminal Code, as amended by Article 1 of the same law. The conducts, once constituting the extremes of the crime referred to in Article 346, 2nd paragraph of the Italian Criminal Code (repealed), could, and still can, constitute the extremes of the crime of fraud (in the past abstractly competing with that of false corrupt credit), provided that all the constituent elements of the relative different incriminating case are ascertained in fact.

Law No. 114 of 9 August 2024 significantly changed the conduct that serves as a prerequisite for giving and/or promising, given that the current Article 346-*bis*, paragraph 1 of the Italian Criminal Code uses the formula "*intentionally using for the purpose existing relationships with a public official or a person in charge of public service or one of the other subjects referred to in Article 322 bis";* the one in force until then read, instead, "*exploiting or boasting existing or alleged relationships with a public official or a person in charge of a public service or one of the other subjects referred to in art. 322 bis ...".*

Therefore, as stated by authoritative doctrine, "*the mediator's relations with the public official must be effectively used (not only claimed) and must exist (not only asserted)".* Law No. 114 of 9 August 2024 thus entails a partial *abolithium criminis*, relating to acts committed by boasting alleged relationships with a public official and with a person in charge of a public service. If the mediator asserts the existence of relationships, these facts can at most constitute fraud if the extremes are met. In addition, again with reference to the conduct of use, the intentional malice of the mediator is now required.

This fact is consummated with the bestowal or promise of money or other economic utility. In the original version of the case (2012), the giving or promise of money or other financial advantage for the mediator or third parties was envisaged: the 2019 amendment entailed an extension of the criminal precept, given that the utility could also disregard a patrimonial value (e.g. sexual performance). However, the amendment has therefore entailed a partial *abolithium criminis* on this point.

The money or other economic benefit is, in the basic crime referred to in paragraph 1, the price of the unlawful mediation towards the public official, the person in charge of a public service or one of the subjects referred to in Article 322-*bis* of the Italian Criminal Code or the remuneration for the exercise, by one of these, of his functions.

Article 346-*bis*, last par. Italian Criminal Code provides (even before the 2024 intervention, although not at the last co. then) two aggravated hypotheses, with reference to the cause of the giving and/or the promise, namely the case in which the act is committed "*in relation to the exercise of judicial activities*" or in view of the remuneration of the public entity for the performance of an act contrary to the duties of the office.

Art. 346 *bis*, 2 co. Italian Criminal Code subsequent to Law no. 114 of 9 August 2024, defines unlawful mediation as mediation to induce the Public Official or the person in charge of public service, or one of the subjects indicated in art. 322-*bis* of the Italian Criminal Code to perform an act contrary to the duties of the office, from which an undue advantage may derive. Before Law No. 114 of 9 August 2024, it was mainly case law that indicated what was meant by mediation activities. It had been considered an essential element of typicality, in the absence of which - for example, when the corrupt public official has availed himself of the collaboration of other public agents, whom he has independently recruited and remunerated, without carrying

out any intermediation between them and the private corruptor - the crime of influence peddling cannot be configured.

In the absence of a regulation on *lobbying*, onerous mediation is unlawful if the agreement between the client and the mediator is aimed at committing a criminal offence capable of producing undue advantages to the former, the unlawfulness of the negotiation due to discrepancies from the typical mediation contract or the mere use of a personal, pre-existing or potential relationship is not relevant, between the mediator and the public agent for the achievement of a lawful purpose.

In the structure of the case, it is no longer essential to finalize the agreement and, therefore, of the promise and the giving, to the performance by the public official of an act contrary to the duties of office or to the omission or delay of an act of his office. This hypothesis is now an aggravated case, pursuant to art. 346-bis, 4th paragraph of the Italian Criminal Code, together with the case in which "*the facts are committed in relation to the exercise of judicial activities*". However, in case law it has been held, with regard to the conduct of the so-called "recommendation", that it is not indictable by the law, since, if an intervention is aimed at obtaining *contra legem* conduct by a public official, it is already outside the scope of harmless recommendations, given that defining a mere recommendation as a paid intervention is even in contrast with the meaning normally attributed to the term in language current.

Failure to comply with disqualification sanctions (Article 23, Legislative Decree 231/2001)

This offence is committed if, in the performance of the activity of the entity to which a sanction or a disqualification precautionary measure has been applied, the obligations or prohibitions inherent in such sanctions or measures are violated.

By way of example, the offence could arise if Nordex, while subject to the interdictory measure of the prohibition to contract with the Public Administration, participates in a public tender.

In addition, if the entity derives significant profit from the commission of the aforementioned crime, the application of disqualification measures is envisaged, even different, and additional, to those already imposed.

By way of example, the offence could arise if Nordex, while subject to the interdictory measure of the prohibition to contract with the Public Administration, participates in a public tender.

Inducement not to make statements or to make false statements to the Judicial Authority (Article 377-*bis* of the Italian Criminal Code)

"*Unless the fact constitutes a more serious crime, anyone who, by violence or threat, or by offering or promising money or other benefits, induces the person called upon to make statements before the judicial authority that can be used in criminal proceedings not to make statements or to make false statements, when the latter has the right not to answer, is punished with imprisonment from two to six years*" (Article 377-*bis* of the Italian Criminal Code).

The provision referred to in art. 377-*bis* of the Italian Criminal Code intends to sanction any conduct aimed at influencing the person called before the Judicial Authority to make statements that can be used in criminal proceedings or other related proceedings. Such influence may have as its object the inducement not to make declarations or to make false declarations, in order to conceal "compromising" elements against a given entity, with obvious interest of the same. The rule aims to protect the proper conduct of the procedural activity against any form of undue interference. This crime is also relevant if committed at a "transnational" level pursuant to art. 10 of Law no. 146 of 16 March 2006 on the ratification and execution of the United Nations Convention and Protocols against Transnational Organized Crime. In this regard, it should be emphasized that pursuant to art. 3 of the aforementioned Law, the crime punishable by imprisonment of not less than four years is considered "transnational", if an organized criminal group is involved, as well as:

- is committed in more than one State;
- or it is committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State;
- or it is committed in one State, but an organized criminal group engaged in criminal activities in more than one State is involved in it;
- or it is committed in one State but has substantial effects in another State.

By way of example, the offence could occur when the Company, to obtain undue advantages, could through violence or threats, or with an offer or promise of money or other benefits, could induce suppliers or employees not to make declarations or to make false declarations to the Judicial Authority.

2. THE NOTIONS OF PUBLIC ADMINISTRATION, PUBLIC OFFICIAL AND PUBLIC SERVICE OFFICER

Most crimes against the Public Administration are so-called proper crimes, i.e. cases that must be committed by individuals who hold the status of Public Official or Public Service Officer.

As a preliminary point, it is therefore appropriate to outline the notions of Public Administration ("**PA**"), Public Official ("**PU")** and Public Service Officer ("**IPS**").

The Italian Criminal Code does not present a definition of PA (while indicating, as will be seen shortly, the definition of PU and IPS); however, in the Ministerial Report relating to the code itself and in relation to the crimes provided for therein, those entities that carry out "all the activities of the State and other public bodies" are considered to belong to the Public Administration. In a nutshell, PA can be understood as the set of public bodies and entities (State, Ministries, Regions, Provinces, Municipalities, European Communities, etc.) and sometimes private (bodies governed by public law, concessionaires, contracting authorities, mixed joint-stock companies, etc.).

Pursuant to article 357 of the Italian Criminal Code, a Public Official is one who exercises a legislative, judicial or administrative public function.

The legislative function consists in the activity aimed at the production of measures having the force of law, including, in this context, both the constitutional legislative activity, the primary legislative activity (laws and acts of the Government having the force of law), and the legislative activity of the Regions and Provinces (the latter as far as they pertain to their regulatory activity); and, finally, the relevant legislative activity within the national legal system of the Institutions of the European Union.

A Public Official, as he or she performs the "public legislative function", is therefore anyone who, at national or EU level, participates in the exercise of this power (e.g. members of Parliament, Government, Regions and Provinces; as well as members of the Institutions of the European Union with relevant legislative powers within the national legal system).

The judicial function includes both the judicial function in the strict sense and the set of activities carried out by other judicial bodies whose activity is functional to the performance of the judicial function. A Public Official is someone who carries out the activity relating to the administration of justice (e.g. judges, prosecutors, clerks, secretaries, members of the Court of Justice and the Court of Auditors, etc.).

The public administrative function is characterized by being governed by rules of public law and authoritative acts.

The typical powers attributable to the "public administrative function" can be classified into: (*i*) deliberative power; (*ii*) authoritative power and (*iii*) certification power of the PA:

i. the deliberative power of the PA is that relating to the "formation and manifestation of the will of the Public Administration"; this formula must be read in a broad sense and, therefore, includes any activity that contributes in any way to the expression of the deliberative power of the Public Administration; this definition includes, for example, the power of a procurement committee to award a tender to a subject, by a collegial decision;

ii. the authoritative power of the PA, on the other hand, takes the form of all those activities that allow the Public Administration to achieve its goals through real commands. This role of supremacy of the PA is, for example, easily identifiable in the power of the PA to issue "concessions" to private individuals. In the light of these considerations, all the subjects responsible for exercising this power can be qualified as "public officials";

iii. the power of certification is normally recognized in that of representing as certain a certain situation subject to the cognition of a "public agent". Therefore, the representative of a notified body for carrying out periodic checks on pressure equipment can be qualified as a public official: the latter exercises, in fact, his certifying power when he ascertains the maintenance of the integrity and functioning of the safety devices and the equipment, issuing a special report.

Art. Article 358 of the Italian Criminal Code recognizes the qualification of "person in charge of a public service" to all those who, for whatever reason, provide a public service, meaning such as "*an activity regulated*

in the same forms as the public function, but characterized by the lack of the powers typical of the latter and with the exclusion of the performance of simple tasks of order and the provision of merely material work".

An IPS is, therefore, one who carries out a "public activity", not attributable to any of the 'powers' mentioned above and not concerning simple tasks of order and/or the provision of merely material work. In essence, the public service consists of an intellectual activity characterized by the lack of authoritative and certifying powers identifying the public function. Examples of IPS are employees of entities that perform public services even if they are private entities.

It should be noted that the actual occurrence of the above-mentioned requirements must be verified in practice due to the actual possibility of bringing the activity of interest back to the aforementioned definitions, since it is certainly also conceivable that subjects belonging to the same category, but assigned to carry out different functions or services, may be differently qualified, due to the non-coincidence of the activity they actually carry out.

3. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of sensitive trials, to prevent the commission of the crimes indicated in paragraphs 1.1 and 1.2 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

a) the areas and/or business processes defined as "sensitive" or "at risk of crime";

b) the general principles of reference relating to company procedures that must be observed in sensitive processes, for the purposes of the correct application of the Model;

c) reference principles that must govern the control, monitoring and verification tasks of the SB on the operation, compliance and updating of this Model 231.

4. SENSITIVE TRIALS RELATING TO CRIMES AGAINST THE PUBLIC ADMINISTRATION

[FOR INTERNAL USE ONLY]

5. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

The Corporate Bodies, the Employees and - by virtue of specific contractual clauses - the Company's Business Partners and External Consultants are required:

- strict compliance with all laws, regulations and internal procedures governing the company's activities, with particular reference to activities involving contacts and relations with the Public Administration;
- compliance with the principles and rules set out in this Model and in the *Code of Conduct*;

- the establishment and maintenance of any relationship with the Public Administration based on criteria of maximum fairness and transparency.

Consequently, it is expressly forbidden for the Recipients of the Model to:

- engage, collaborate or cause the commission of conduct such that - considered individually or collectively - integrates, directly or indirectly, the types of crime falling within those considered above;
- engage in conduct that, although it is such that it does not in itself constitute a crime falling within those considered above, can potentially become so;
- violate the principles and rules set forth in this Model and in the *code of conduct*.

In the context of the aforementioned conduct, it is prohibited, in particular, to:

- make cash donations to Italian or foreign members of the Public Administration;
- distribute gifts and gifts, or adhere to requests for contributions and sponsorship, outside the provisions of the company's procedures and practices (i.e. any form of gift exceeding normal commercial or courtesy practices or in any case aimed at acquiring preferential treatment in the conduct of any business activity). In particular, any form of gift, gift, contribution or sponsorship to Italian and foreign public officials (even in those countries where the giving of gifts is a widespread practice), or to their family members, which may influence the independence of judgment or lead to ensuring any advantage for the Company, is prohibited. The gifts allowed are always characterized by the small value of their value or because they are aimed at promoting charitable or cultural initiatives, or the so-called "brand image" of the Company, always within the limits of company procedures. The aforementioned donations - except for those of modest value - must be adequately documented to allow verification by the SB;
- grant advantages of any kind (promises of employment, etc.) in favor of representatives of the Italian or foreign Public Administration that may determine the same consequences as provided for in the previous point;
- to provide services in favour of Business Partners and External Consultants that are not adequately justified in the context of the contractual relationship established with them;
- pay compensation to Business Partners and External Consultants that are not adequately justified in relation to the type of assignment to be carried out and the practices in force at the local level;
- allocate sums received from national or EU public bodies as contributions or funding, subsidies, or any other type of funding for purposes other than those for which they were intended;
- alter in any way the operation of an IT or telematic system or intervene without right in any way on data, information or programs contained therein or pertaining to it, making an unfair profit to the detriment of the Public Administration.

For the purposes of implementing the above behaviors:

- relations with the Public Administration for the aforementioned areas of activity at risk must be managed in a unitary manner, proceeding to the appointment of a specific person responsible for each operation or plurality of operations (in the event of particular repetitiveness of the same) carried out in the areas of activity at risk who will be obliged to report periodically, by means of specific written reports, to their hierarchical superior and/or to the Managing Director relating to the activity provided and to keep all the documentation and support of the same;
- each activity falling within the sensitive processes must be carried out on the basis of the provisions of the company procedures that provide adequate documentary support and that allow checks to be carried out on the characteristics of the individual activities, the decision-making phase, the authorizations issued for the same and the checks carried out on it;
- those who carry out a control and supervision function on obligations related to the performance of the aforementioned activities (payment of invoices, allocation of funding obtained from the State or EU bodies, etc.) must pay particular attention to the implementation of the obligations themselves by the persons in charge and immediately report any irregularities to the SB.
- Nordex will not enter into or continue any relationship with corporate representatives, external consultants or Partners who do not intend to align themselves with the principle of strict compliance with the laws and regulations in force in the countries in which the Company operates;
- the association agreements with the Partners must be defined in writing with the highlighting of all the conditions of the agreement itself, with particular reference to the relations between the Partners relating to the methods of taking decisions and the powers of representation towards the outside, as well as the agreed economic conditions; with regard to the identification of Partners, they must be proposed, verified and approved on the basis of suitable subjective and objective requirements and the principles of segregation of the functions concerned;
- the assignments conferred on the External Consultants must also be drawn up in writing, with an indication of the agreed remuneration and must be proposed, verified and approved on the basis of suitable subjective and objective requirements and the principles of segregation of the functions concerned;
- no kind of payment can be made immediately in cash or in kind.

6. THE CONTROLS OF THE SUPERVISORY BODY

The specific supervisory tasks of the Supervisory Body concerning compliance with and effectiveness of the Model on sensitive processes in relation to crimes against the Public Administration, which are in addition to those indicated in the previous General Section, are set out below:

- monitoring of the effectiveness of the system of protocols (proxies, powers of attorney, procedures, etc.) for the prevention of crimes against the Public Administration;

- periodic checks on compliance with the protocol system;
- examination of any specific reports from internal and/or external control bodies or from any employee and provision of the investigations deemed necessary as a result of the reports received;
- monitoring of the control activity carried out by the designated sensitive process managers;
- periodic examination of the principles on which the management systems of existing financial resources are based, indicating to management, where necessary, possible improvements in order to identify and prevent the crimes referred to in the Decree.

ANNEX 2 – CORPORATE CRIMES

1. THE CRIMES REFERRED TO IN ART. 25-*TER* OF LEGISLATIVE DECREE NO. 231/2001

Art. 25-*ter* of Legislative Decree 231/2001 identifies specific cases of corporate crimes, the commission of which is likely to bring a benefit to the company.
A brief description of the crimes covered is provided below.

False corporate communications (Article 2621 of the Italian Civil Code) and False corporate communications of listed companies (Article 2622 of the Italian Civil Code)

Law no. 69 of 27 May 2015 on "*Provisions on crimes against the public administration, mafia-type associations and false accounting*" led to the amendment of articles 2621 and 2622 of the Italian Civil Code.

In particular, the new text of art. 2621 of the Italian Civil Code (False corporate communications) provides that "*except in the cases provided for in article 2622, directors, general managers, managers in charge of preparing corporate accounting documents, statutory auditors and liquidators, who, in order to obtain an unfair profit for themselves or for others, in the financial statements, reports or other corporate communications directed to shareholders or the public, provided for by law, knowingly expose material facts that do not correspond to the truth or omit material facts whose communication is required by law on the economic, equity or financial situation of the company or group to which it belongs, in a way that is concretely capable of misleading others, shall be punished with imprisonment from one to five years*".

The new text of art. 2622 of the Italian Civil Code (False corporate communications of listed companies), on the other hand, provides that "*directors, general managers, managers in charge of preparing corporate accounting documents, statutory auditors and liquidators of companies issuing financial instruments admitted to trading on a regulated market in Italy or in another country of the European Union, who, in order to obtain an unfair profit for themselves or for others, in the financial statements, reports or other corporate communications addressed to shareholders or the public knowingly disclose material facts that are not true or omit material facts whose communication is required by law on the economic, equity or financial situation of the company or group to which it belongs, in a manner that is concretely likely to mislead others, are punished with imprisonment from three to eight years*".

Reduced penalties (from 6 months to 3 years) are provided for the crime of false accounting referred to in art. 2621 of the Italian Civil Code "*if the facts are minor*" (art. 2621-*bis*). The minor entity is assessed by the judge, considering "*the nature and size of the company and the methods or effects of the conduct*". The same reduced penalty applies if false accounting concerns companies that cannot go bankrupt (i.e. those that do not exceed the limits indicated by Article 1, paragraph 2 of Royal Decree no. 267 of 16 March 1942).

It is then provided, pursuant to the new Article 2621-*ter* that - for the purposes of applying the new ground of non-punishability for the particular tenuousness of the fact referred to in Article 131-*bis* of the Italian Criminal Code - the judge must in this case assess "*mainly the extent of any damage caused to the company*".

The financial penalties for the entity provided for in relation to the crimes of false accounting are increased and are established between 200 and 400 quotas; for minor false financial statements, the financial penalties are, on the other hand, established between 100 and 200 shares.

Offences occur when the financial statements, reports or other corporate communications required by law, addressed to shareholders or the public, are displayed in the financial statements, reports or other corporate communications provided for by law, or when the same documents do not indicate, information regarding the economic, equity or financial situation of the company or group to which it belongs, in a manner likely to mislead the recipients.

The new wording of the rule extends the scope of applicability of the case by no longer requiring the occurrence of damage to the shareholders[11].

The active subjects of the aforementioned crimes are identified as directors, general managers, managers in charge of preparing corporate accounting documents, statutory auditors and liquidators.

False prospectus (Article 173-bis of Legislative Decree no. 58 of 24 February 1998)

The crime, introduced by art. 34 of Law no. 262 of 28 December 2005 (which simultaneously repealed Article 2623 of the Civil Code) applies to a person who, in the prospectuses required for the purposes of solicitation for investment or admission to listing on regulated markets, or in the documents to be published on the occasion of takeover bids or exchanges, displays false information or conceals data or news, in such a way as to mislead the recipients of the prospectus.

For the purposes of integrating the constituent elements of the criminal offence under examination, it should be noted that:

- the perpetrator of the unlawful conduct must be aware of the falsehood and intend to deceive the recipients of the prospectus;

[11] As regards the relevance of the so-called false estimate, it should be noted that the case law is rather oscillating on this point. The Italian Supreme Court, with its ruling no. 33774, filed on 30 July 2014, had highlighted that, compared to the rules issued in 2002, the new law remains "amputated" of the "estimative evaluations" diverging from those considered correct, albeit within the tolerance threshold of 10%. This choice - the Court observes - determines "a downsizing of the objective element of false corporate communications, with partially abrogative effect". "*It is quite evident*" - writes the Supreme Court - "*that the adoption of the reference to 'material facts', without any reference to 'assessments' ... allows the scope of operation of the new cases of false corporate communications to be considered reduced, with the exclusion of the so-called false valuations*". More recently, however, the Italian Supreme Court has returned to the point in the opposite direction, with the judgment of November 13, 2015, establishing that "*The reference to material facts as possible objects of a false representation of reality does not exclude the relevance of evaluative statements that are also predictable of falsehood when they violate the evaluation criteria predetermined or exhibited in a social communication. In fact, when they intervene in contexts that imply the acceptance of normatively determined or, in any case, technically undisputed evaluation parameters, the evaluation statements are suitable for fulfilling an informative function and can be said to be true or false.*" The United Sections of the Italian Supreme Court ruled on the contrast and, at the end of the hearing held on 31 March 2016, provided an affirmative answer, stating that "*false evaluation*" is still punishable.

- the conduct must be aimed at the specific purpose of obtaining an unjust profit for oneself or for others.

The active subject of the aforementioned hypotheses of crime can be "anyone" who carries out the criminal conduct described.

Falsehoods in the reports or communications of the Independent Auditors (Article 2624 of the Italian Civil Code)[12]

The offence occurs when the persons responsible for the audit make false statements or conceal information concerning the economic and financial situation of the audited company, in a manner likely to mislead the recipients of the communications themselves.

For the purposes of integrating the constituent elements of the case under examination, it should be noted that:

- there must be awareness of the falsehood and the intention to deceive the recipients of the communications;
- the conduct must be aimed at obtaining an unjust profit for oneself or for others;
- The crime in question constitutes a crime or a misdemeanor depending on whether or not it has caused financial damage to the recipients of communications.

Active subjects of the crime are the managers of the auditing firm, but, in the abstract, all those who for business reasons are in contact with the auditing firm can be involved by way of complicity in the crime, pursuant to art. 110 of the Italian Criminal Code.

Impeded control (art. 2625 of the Italian Civil Code)[13]

The offence occurs when the performance of control activities, legally attributed to shareholders, to corporate bodies, is hindered or impeded.

Active subjects of the crime are the directors. The conduct can be supplemented by concealing documents or using other suitable artifices. In the event that the damage to the shareholders has not been caused, the offence is administrative in nature and does not constitute a crime.

[12] It should be noted that Legislative Decree no. 39 of 27 January 2010 (Implementation of Directive 2006/43/EC, relating to statutory audits of annual accounts and consolidated accounts, amending Directives 78/660EEC and 83/349/EEC, and repealing Directive 84/253/EEC), which entered into force on 7 April 2010, repealed art. 2624 of the Italian Civil Code - Falsehoods in the reports or communications of auditing firms (reinserting the same case within the same Legislative Decree 39/2010, which, however, at present, is not referred to by Legislative Decree 231/2001).

[13] It should be noted that the same provision referred to in note 1 (Legislative Decree no. 39 of 27 January 2010) amended art. 2625 of the Italian Civil Code through the elimination of the reference to auditing activities and auditing firms; therefore, the conduct of impeded control concerns only the obstacle or impediment to the performance of the control activities legally attributed to the shareholders or other corporate bodies.

Undue restitution of contributions (Article 2626 of the Italia Civil Code)

The offence arises when, except in cases of legitimate reduction of the share capital, the return, even simulated, of the contributions to the shareholders or the release of the same from the obligation to carry them out.

The active subjects of the crime are the directors, but the shareholders who are beneficiaries of the restitution or release can participate in the crime, pursuant to art. 110 of the Italian Criminal Code, if they have carried out an activity of determination or instigation of the unlawful conduct of the directors.

Unlawful distribution of profits or reserves (Article 2627 of the Italian Civil Code)

The offence occurs when profits are distributed, or advances on profits, not actually achieved or allocated by law to reserves, or the distribution of reserves, even if not constituted with profits, which by law cannot be distributed.

The return of profits or the replenishment of reserves before the deadline for the approval of the financial statements extinguishes the offence.

Active subjects of the crime are the directors. The shareholders benefiting from the distribution of profits or reserves may participate in the crime, pursuant to art. 110 of the Italian Criminal Code, if they have carried out an activity of determination or instigation of the unlawful conduct of the directors.

Unlawful transactions on the shares or quotas of the company or of the parent company (Article 2628 of the Italian Civil Code)

The offence occurs when, outside the cases provided for by law, the purchase or subscription of shares or quotas is issued by the company or the parent company, so as to cause damage to the integrity of the share capital or reserves that cannot be distributed by law.

It should be noted that, if the capital or reserves are replenished before the deadline for the approval of the financial statements referring to the financial year in relation to which the conduct was carried out, the offence is extinguished.

Active subjects of the crime are the directors. Liability may be established by way of concurrence of the directors of the parent company with those of the subsidiary, in the event that the unlawful transactions on the shares of the parent company are carried out by the latter at the instigation of the former.

Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code)

The offence occurs when reductions in share capital, mergers with other companies or demergers are carried out in violation of the provisions of the law and which cause damage to creditors.

Compensation for damage to creditors before the trial extinguishes the crime. Active subjects of the crime are the directors.

Failure to communicate the conflict of interest (Article 2629 bis of the Italian Civil Code)

The offence occurs when the director or member of the management board of a listed company fails to communicate the ownership of his or her own interest, personal or on behalf of third parties, in a specific transaction of the company.

The case also sanctions the conduct of the CEO, who, being the bearer of a similar interest, fails to refrain from carrying out the transaction.

The active subjects of the crime are the directors and members of the management board.

Fictitious formation of capital (Article 2632 of the Italian Civil Code)

The offence arises when the share capital is formed or increased in a fictitious manner by:

- allocation of shares or quotas for a sum lower than their nominal value;
- reciprocal subscription of shares or quotas;
- significant overvaluation of contributions of assets in kind, receivables, or of the company's assets in the event of transformation.

Active subjects of the crime are the directors and contributing shareholders.

Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code)

The offence arises when the liquidators, by dividing the company's assets among the shareholders before the payment of the company's creditors or the provision of the sums necessary to satisfy them, cause damage to the creditors.

Compensation for damage to creditors before the trial extinguishes the crime. The active subjects of the crime are the liquidators.

Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code)

The crime occurs when the majority in the meeting is determined by simulated acts or fraud, in order to obtain, for oneself or for others, an unjust profit.

The crime can be committed by anyone, even by subjects outside the company.

Rigging (Article 2637 of the Italian Civil Code)

The offence occurs when false information is disseminated or simulated transactions or other artifices are carried out, capable of causing a significant alteration in the price of financial instruments or significantly affecting the public's trust in the financial stability of banks or banking groups.

The conduct must relate to unlisted financial instruments or for which no application for admission to trading on a regulated market has been submitted.

The active subject of the crime can be anyone, even extraneous to society.

Obstruction of the exercise of the functions of the Public Supervisory Authorities (Article 2638 of the Italian Civil Code)

The crime is configured through the implementation of two distinct types of conduct, both aimed at hindering the supervisory activity of the Public Authorities in charge:

- through the communication to the Public Supervisory Authorities of facts that do not correspond to the truth, on the economic, equity or financial situation, or with the concealment of facts that should have been communicated;
- through the obstruction of the exercise of supervisory functions carried out by Public Authorities, implemented knowingly and in any way, even omitting the communications due to the same Authorities.

Active subjects of the hypotheses of crime described are directors, general managers, auditors and liquidators.

2. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of sensitive trials, to prevent the commission of the crimes indicated in paragraph 1 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

a) the areas and/or business processes defined as “sensitive” or “at risk of crime”;

b) the general principles of reference relating to company procedures that must be observed in sensitive processes, for the purposes of the correct application of the Model;

c) the reference principles that must govern the control, monitoring and verification tasks of the SB on the operation, compliance and updating of the Model.

3. SENSITIVE TRIALS RELATING TO CORPORATE CRIMES

[FOR INTERNAL USE ONLY]

4. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

In their work activities and in the performance of all related operations, in addition to compliance with company procedures, the Recipients of the Model, in relation to corporate crimes, must comply, in addition to the provisions of the *code of conduct*, with the following rules of conduct and general principles:

- behave correctly and transparently, ensuring full compliance with laws and regulations, as well as compliance with all company procedures;

To this end, it is expressly forbidden to:

  - prepare or communicate false data, incomplete data or in any case likely to provide an incorrect description of reality, regarding the economic, equity and financial situation of the Company;
  - fail to communicate data and information required by the regulations and procedures in force regarding the economic, equity and financial situation of the Company.

- cooperate with the Sole Auditor, as well as with the other control bodies, promptly complying with any legitimate request from these bodies and avoiding omissive and obstructive behaviour or preventing or in any case hindering the performance of the control activities attributed to the aforementioned bodies;
- scrupulously observe all the rules that protect the integrity and effectiveness of the share capital;
- to make promptly, correctly and completely all communications required by law;

In addition, anyone who becomes aware of possible omissions, falsifications, irregularities in the keeping of accounts and basic documentation, or in any case of violations of the principles established by the *code of conduct* and by this Special Section, is required to promptly report them to the SB.

5. THE CONTROLS OF THE SUPERVISORY BODY

The supervisory tasks of the Supervisory Body concerning compliance with and effectiveness of the Model in the field of corporate crimes, which are in addition to those indicated in the General Part, are as follows:

- monitoring of the effectiveness of the system of protocols (proxies, powers of attorney, procedures, etc.) for the prevention of crimes against the public economy;
- examination of any specific reports from internal and external control bodies or from any employee and provision of the investigations deemed necessary as a result of the reports received;
- supervision of the effective maintenance by the independent auditors of the independence necessary to ensure effective control over the documents prepared by the Company;

- verify the application of the following control standards: (i) formalization of the rules of conduct in the following sensitive areas; (ii) segregation of competences; (iii) verification of authorization powers, (iv) traceability of each operation, transaction and in general of each action, (v) reporting of critical situations (anomalies).

ANNEX 3 – CRIMES OF CORRUPTION BETWEEN PRIVATE INDIVIDUALS

1. CORRUPTION BETWEEN PRIVATE INDIVIDUALS (ARTICLE 2635 OF THE ITALIAN CIVIL CODE, ARTICLE 25-*TER*, LETTER S-BIS), LEGISLATIVE DECREE NO. 231/2001).

This Special Section is aimed at preventing the crime of corruption between private individuals pursuant to Article 2635 of the Italian Civil Code and the crime of incitement to corruption pursuant to Article 2635-*bis* of the Italian Civil Code provided for in the context of corporate crimes pursuant to Art. 25-*ter* of Legislative Decree no. 231/2001.
As is well known, on 13 November 2012 Law no. 190 of 6 November 2012 was published in the Official Gazette, containing the "*Provisions for the prevention and repression of corruption and illegality in the public administration*" (the so-called "**Anti-Corruption Law**"), introductory:

- measures aimed at preventing the occurrence of episodes of corruption in relations with the Public Administration;
- repressive measures aimed at punishing the occurrence of such crimes more harshly;
- of the crime of corruption between private individuals, with the inclusion of the same crime in the list of predicate crimes pursuant to the Decree, about administrative liability for crime of entities and precisely in paragraph 1 letter s-bis of art. 25-ter of the Decree.

The crime of corruption between private individuals, provided for and punished by art. 2635 of the Italian Civil Code was then further amended by Legislative Decree no. 38 of 15 March 2017, which also introduced a new offence in the Italian Civil Code, namely art. 2635-*bis* (incitement to corruption), also including it in the list of predicate crimes of administrative liability pursuant to the Decree.

In addition, Law no. 3/2019 repealed the fifth paragraph of art. 2635 of the Italian Civil Code, as well as the third paragraph of art. 2635-*bis* of the Italian Civil Code, both relating to the prosecution of the crimes in question.

Below is a brief description of the two crimes mentioned above.

<u>Corruption between private individuals (Article 2635 of the Italian Civil Code)</u>

"*Unless the fact constitutes a more serious crime, the directors, general managers, managers responsible for preparing corporate accounting documents, auditors and liquidators, of companies or private entities who, even through an intermediary, solicit or receive, for themselves or for others, money or other benefits not due, or accept the promise, for performing or omitting an act in violation of the obligations inherent in their office or the obligations of loyalty, shall be punished with imprisonment from one to three years. The same penalty shall be applied if the act is committed by those who, in the organizational context of the company or private entity, exercise managerial functions other than those of the persons referred to in the previous sentence.*

The penalty of imprisonment of up to one year and six months shall be applied if the act is committed by a person who is subject to the direction or supervision of one of the subjects indicated in the first paragraph.

Anyone who, even through an intermediary, offers, promises or gives money or other benefits not due to the people indicated in the first and second paragraphs, shall be punished with the penalties provided for therein.

The penalties established in the preceding paragraphs are doubled in the case of companies whose securities are listed on regulated markets in Italy or in other States of the European Union or which are widely distributed among the public pursuant to Article 116 of the Consolidated Law on Financial Intermediation, referred to in Legislative Decree of 24 February 1998 no. 58, as amended.

Without prejudice to the provisions of Article 2641, the measure of confiscation for equivalent value cannot be less than the value of the benefits given, promised and offered".

The provision in question identifies as active subjects of the crime of corruption, expanding their range compared to the previous formulation:

- directors, general managers, managers responsible for preparing corporate accounting documents, statutory auditors and liquidators, of companies or private entities, including through third parties;
- those who, in the organizational context of the company or private entity, exercise managerial functions other than those of the above-mentioned subjects;
- who is subject to the direction or supervision of one of the above-mentioned subjects.

In other words, the active subjects of the crime, on the passive side, can be the so-called "top-management" but also the so-called "subordinate" to the management or supervision of one of the subjects indicated above (i.e. employees but also collaborators, consultants, etc.).

The corruptor, on the other hand, can be anyone.

With reference to typical conduct – which has also been expanded compared to the previous wording – on the passive ("corrupt") side, they are identified in:

- solicit or receive, for oneself or for others, even through an intermediary, money or other benefits not due, or accept the promise thereof, to perform or omit an act in violation of the obligations inherent in the office or the obligations of loyalty.

On the active side ("bribery") the punished conduct consists in offering, promising or giving money or any other benefit (favors, hiring staff, offering consultancy contracts, etc.).

As for the obligations violated, these may have a legislative source (Civil Code Articles 2390-2392 of the Italian Civil Code for directors), or even extra-code (e.g. environment, safety at work, etc.), or non-legislative (i.e. measures of supervisory authorities, etc.).

Loyalty obligations, on the other hand, are linked to the principles of fairness and good faith referred to in artt. 1175, 1375 and 2105 of the Italian Civil Code.

Following the regulatory amendment, two further amendments were introduced to the typical case of corruption between private individuals. In particular, for the purposes of the offence, on the one hand, the reference to the "*damage to the company*", i.e. the damage suffered by the Company, has been eliminated, with the consequence that the disvalue of the fact is focused solely on the violation of obligations by the "corrupt"; and on the other hand, the reference to the undue advantage for oneself or for others (money or other utility not due) in exchange for the violation of official obligations has been introduced.

A further element that deserves a specification is the conduct of solicitation for payment or giving that is added to the typical conduct of reception. The consequence is that there is an anticipation of the threshold of criminal relevance as the crime can also be configured with the simple solicitation to receive money or other benefits not due.

The psychological element required for the purpose of constituting the crime of corruption between private individuals is generic malice, which consists in awareness and will to carry out the typical conduct; therefore, it is not necessary that the protagonists of the *pactum sceleris* be animated by a specific purpose.

Finally, it should be noted that, for the purposes of administrative liability, only the entity to which the "corruptor" belongs, i.e. those who offer, promise, give money or other benefits, can be sanctioned.

By way of example, the offence could occur if the employee/representative of the Company makes the donation or promises the payment of money or gifts to the contact person of another company in order to influence the person responsible for the procurement of products and induce him to prefer, as part of his activities, to purchase the Company's products over other competing companies.

Incitement to corruption between private individuals (Article 2635-*bis* of the Italian Civil Code)

"*Any person who offers or promises money or other benefits not due to directors, general managers, managers responsible for preparing corporate accounting documents, statutory auditors and liquidators, of companies or private entities, as well as to those who carry out a work activity in them with the exercise of managerial functions, so that he or she may perform or omit an act in violation of the obligations inherent in his office or of the obligations of loyalty, if the offer or promise is not accepted, he shall be subject to the penalty laid down in the first paragraph of Article 2635, reduced by one third.*

The penalty referred to in the first paragraph shall apply to directors, general managers, managers responsible for preparing the company's accounting documents, statutory auditors and liquidators of companies or private entities, as well as to those who carry out work in them with the exercise of managerial functions, who request for themselves or for others, including through an intermediary, a promise or giving of money or other benefits, to perform or omit an act in violation of the obligations inherent in their office or of the obligations of loyalty, if the solicitation is not accepted".

From an active point of view, anyone who offers or promises money or other benefits not due to an intraneous person, in order to perform or omit acts in violation of the obligations inherent in his office or the obligations of loyalty, if the offer is not accepted, is criminally punished.

From a passive point of view, the punishability of the intraneo who solicits a promise or giving of money or other benefits, for the purpose of carrying out or omitting acts in violation of the same obligations, is punishable, if such a proposal is not accepted.

For both criminal offences, the prosecution is subject to the complaint of the injured party.

Also in this case, it should be noted that for the purposes of administrative liability, only the entity to which the "instigator" belongs, i.e. those who offer or promise money or other undue benefits, can be sanctioned.

By way of example, the crime could occur in the event that an employee/representative of the Company offers or promises money or other benefits not due to the representative of a private company, so that in violation of the obligation to request several quotes in the selection of a supplier, he chooses the Company directly, and this proposal is not accepted.

2. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of sensitive trials, in order to prevent the commission of the crimes indicated in paragraph 1 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.
For this reason, the following have been identified:

a) the areas and/or business processes defined as “sensitive” or “at risk of crime”;

b) the general principles of reference relating to company procedures that must be observed in sensitive processes, for the purposes of the correct application of the Model;

c) reference principles that must govern the control, monitoring and verification tasks of the SB on the operation, compliance and updating of this Model 231.

3. SENSITIVE TRIALS RELATING TO CRIMES OF CORRUPTION BETWEEN PRIVATE INDIVIDUALS AND INCITEMENT TO CORRUPTION BETWEEN PRIVATE INDIVIDUALS

[FOR INTERNAL USE ONLY]

4. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

In their work activities and in the performance of all related operations, in addition to compliance with company procedures, the Recipients of the Model, in relation to corruption offences between private individuals, must comply, in addition to the provisions of the *Code of Conduct*, with the following rules of conduct and general principles:

- behave correctly and transparently, ensuring full compliance with laws and regulations, as well as compliance with all company procedures;

  To this end, it is expressly forbidden to:

  - prepare or communicate false data, incomplete data or in any case likely to provide an incorrect description of reality, regarding the economic, equity and financial situation of the Company;
  - fail to communicate data and information required by the regulations and procedures in force regarding the economic, equity and financial situation of the Company.

- cooperate with the Sole Auditor, as well as with the other control bodies, promptly complying with any legitimate request from these bodies and avoiding omissive and obstructive behaviour or preventing or in any case hindering the performance of the control activities attributed to the aforementioned bodies;
- scrupulously observe all the rules that protect the integrity and effectiveness of the share capital;
- to make promptly, correctly and completely all communications required by law.

In addition, anyone who becomes aware of possible omissions, falsifications, irregularities in the keeping of accounts and basic documentation, or in any case of violations of the principles established by the *code of conduct* and by this Special Section, is required to promptly report them to the SB.

5. THE CONTROLS OF THE SUPERVISORY BODY

The supervisory tasks of the Supervisory Body concerning compliance with and effectiveness of the Model in the field of corruption offences between private individuals, in addition to those indicated in the General Part, are as follows:

- monitoring of the effectiveness of the system of protocols (proxies, powers of attorney, procedures, etc.) for the prevention of crimes against the public economy;
- examination of any specific reports from internal and external control bodies or from any employee and provision of the investigations deemed necessary as a result of the reports received;
- supervision of the effective maintenance by the independent auditors of the independence necessary to ensure effective control over the documents prepared by the Company;
- verify the application of the following control standards: (*i*) formalization of the rules of conduct in the following sensitive areas; (*ii*) segregation of competences; (*iii*) verification of authorization powers, (*iv*) traceability of each operation, transaction and in general of each action, (*v*) reporting of critical situations (anomalies).

ANNEX 4 – ORGANISED CRIME OFFENCES

1. THE CRIMES REFERRED TO IN ART. 24 TER OF LEGISLATIVE DECREE NO. 231/2001

Article 24-*ter* was introduced into Legislative Decree no. 231/2001 by Article 2, paragraph 29 of Law no. 94 of 15 July 2009 (the so-called "**security package**"), and elevates the offences attributable to the macro-category of organized crime to offences constituting grounds for the liability of the entity.
In detail, the predicate offences of the administrative liability of the entity are:

- **Criminal conspiracy (Article 416 of the Italian Criminal Code)** aimed at:
  - reduction to or maintenance in slavery or servitude (Article 600 of the Italian Criminal Code);
  - trafficking in persons (Article 601 of the Italian Criminal Code);
  - the purchase and sale of slaves (Article 602 of the Italian Criminal Code);
  - offences relating to violations of the provisions on illegal immigration (Article 12 of Legislative Decree 286/1998).
- **Mafia-type criminal association, including foreign (Article 416-*bis* of the Italian Criminal Code)**;
- **Political-mafia electoral exchange (Article 416-*ter* of the Italian Criminal Code);**
- **Kidnapping for the purpose of robbery or extortion (Article 630 of the Italian Criminal Code)**;
- **Crimes committed using the conditions provided for by art. 416-*bis* of the Italian Criminal Code** (meaning all offences committed by making use of the intimidating force of the bond of association and of the condition of subjugation and the resulting code of silence to commit offences, to acquire directly or indirectly the management or control of economic activities, concessions, authorizations, contracts and public services or to obtain unjust profits or advantages for oneself or others); **crimes committed in order to facilitate the activity of the associations provided for by art. 416-*bis* of the Italian Criminal Code**;
- **Criminal association aimed at the sale of narcotic or psychotropic substances (art. 74 of Presidential Decree no. 309/1990).**

In relation to the commission of these crimes, a fine ranging from 400 to 1,000 share is applied to the Entity.

Financial penalties from 300 to 800 shares are provided for crimes of which:

- in art. 416 of the Italian Criminal Code, with the exception of paragraph 6;
- in art. 407, paragraph 2, letter a), no. 5 of the Italian Code of Criminal Procedure, relating to the illegal manufacture, introduction into the State, sale, transfer, possession and carrying in a public place or open to the public of weapons of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as several common firearms, excluding those provided for by art. 2, paragraph 3, Law 110/1975.

For all the crimes indicated so far, one of the disqualification measures provided for by art. 9, paragraph 2, of Legislative Decree 231/2001, for a duration of not less than one year. Finally, the definitive disqualification sanction from carrying out the activity applies, referred to in art. 16, paragraph 3, of the Decree, when the Entity or one of its organizational units is permanently used for the sole or prevalent purpose of committing the aforementioned crimes.

2. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of sensitive trials, in order to prevent the commission of the crimes indicated in paragraph 1 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

a) the areas and/or business processes defined as "sensitive" or "at risk of crime";

b) the general principles of reference relating to company procedures that must be observed in sensitive processes, for the purposes of the correct application of the Model;

c) reference principles that must govern the control, monitoring and verification tasks of the SB on the operation, compliance and updating of this Model 231.

3. SENSITIVE TRIALS RELATING TO ORGANISED CRIME

[FOR INTERNAL USE ONLY]

4. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

In order to prevent and prevent the occurrence of the offences identified in paragraph 1 above and deemed relevant for the Company, the Recipients involved in carrying out the sensitive activities in which the areas at risk of crime identified are divided, are prohibited from:

- to carry out, collaborate or cause the implementation of conduct such as to integrate the offences of organized crime;
- engaging, collaborating or causing the implementation of behaviors, which, although such as not to constitute a crime in themselves, can potentially become one;
- to submit to extortionate requests of any kind (protection money, set-up, offers, etc.), formulated by anyone; the worker is in any case required to inform the police authority.

It is also necessary to:

- that all activities and operations carried out on behalf of Nordex are based on the utmost compliance with the laws in force, as well as the principles of correctness, transparency, good faith and traceability of documentation;
- that the principle of separation of roles and responsibilities in the process phases is respected;
- that the maximum correspondence between the actual conduct and that required by internal procedures is ensured, paying particular attention to the performance of "sensitive" activities in the areas "at risk of crime" indicated;
- in the event of attacks on company assets or threats, immediately inform the police authorities, providing without reticence and in a spirit of collaboration, all the information and news in their possession, not only in relation to specific harmful events, but also with regard to any antecedents and circumstances relevant to the investigations;
- that those who carry out a control and supervision function with regard to the obligations related to the performance of the aforementioned "sensitive" activities pay particular attention to the implementation of the obligations themselves and immediately report any irregularities to the Supervisory Body.

5. THE CONTROLS OF THE SUPERVISORY BODY

The supervisory tasks of the Supervisory Body concerning compliance with and effectiveness of the Model in the field of organized crime offences, in addition to those indicated in the General Part, are as follows:

- monitoring of the effectiveness of the system of protocols (proxies, powers of attorney, procedures, etc.) for the prevention of crimes against the public economy;
- examination of any specific reports from internal and external control bodies or from any employee and provision of the investigations deemed necessary as a result of the reports received;
- supervision of the effective maintenance by the independent auditors of the independence necessary to ensure effective control over the documents prepared by the Company;
- verify the application of the following control standards: (*i*) formalization of the rules of conduct in the following sensitive areas; (*ii*) segregation of competences; (*iii*) verification of authorization powers, (*iv*) traceability of each operation, transaction and in general of each action, (*v*) reporting of critical situations (anomalies).

ANNEX 5 - OFFENCES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING, USE OF MONEY, GOODS OR UTILITIES OF ILLICIT ORIGIN - OFFENCES RELATING TO PAYMENT INSTRUMENTS OTHER THAN CASH AND FRAUDULENT TRANSFER OF VALUABLES

1. THE CRIMES REFERRED TO IN ART. 25-*OCTIES* AND ART. 25-*OCTIES*.1 OF LEGISLATIVE DECREE NO. 231/2001

Legislative Decree No. 23 of 21 November 2007 introduced Article 25-*octies* into Legislative Decree No. 231/2001, subsequently amended by Law No. 186/2014. The text of the offences provided therein was amended by Legislative Decree No. 195 of 8 November 2021, implementing Directive (EU) 2018/1673 of the European Parliament and of the Council of 23 October 2018 on combating money laundering through criminal law.

In addition, Legislative Decree No. 184 of 8 November 2021, implementing Directive (EU) 2019/713 on combating fraud and counterfeiting of non-cash means of payment, has, among other things, included Article 25-octies.1 among the predicate offences of Legislative Decree 231/2001 bearing the title 'Crimes relating to non-cash means of payment'.

Lastly, Law no. 137 of 9 October 2023 (which converted, with amendments, Law Decree no. 105/2023) amended Article 25-*octies*.1 of Legislative Decree no. 231/2001, inserting within it the offence of "*Fraudulent transfer of valuables*", referred to in Article 512-*bis* of the Italian Criminal Code, as updated by Law Decree no. 19 of 2 March 2024.

For the purposes of the Model, considering the peculiarities, characteristics and business of the Company, the following provisions are particularly relevant:

Receiving stolen goods (Article 648 of the Italian Criminal Code)

"*Except in cases of complicity in the crime, anyone who, in order to procure a profit for himself or others, buys, receives or conceals money or things deriving from any crime, or in any case interferes in having them acquired, received or concealed, is punished with imprisonment from two to eight years and a fine from € 516.00 to € 10,329.00. The penalty is increased when the act concerns money or things deriving from crimes of aggravated robbery pursuant to Article 628, third paragraph of aggravated extortion pursuant to Article 629, second paragraph, or of aggravated theft pursuant to Article 625, first paragraph, no. 7-bis).*

The penalty is imprisonment from one to four years and a fine from € 300.00 to € 6,000.00 when the fact concerns money or things deriving from a contravention punishable by imprisonment exceeding a maximum of one year or a minimum of six months.

The penalty is increased if the act is committed in the exercise of a professional activity.

If the fact is particularly tenuous, the penalty of imprisonment of up to six years and a fine of up to € 1,000.00 is applied in the case of money or things deriving from a crime and the penalty of imprisonment up to three years and a fine of up to € 800.00 in the case of money or things deriving from a contravention.

The provisions of this article also apply when the perpetrator of the crime from which the money or things come is not imputable or is not punishable or when there is no condition of admissibility referring to this crime".

The purpose of the provision is to prevent the perpetration of the injury to property interests, which began with the consummation of the main crime, as well as to avoid the commission of the main crimes, because of the limits placed on the circulation of goods deriving from the same crimes.

"Acquisition" must be understood as the effect of a negotiation activity, free of charge or for consideration, through which the agent obtains possession of the good. The term "receive" indicates any form of obtaining possession of the good deriving from the crime, even if only temporarily or out of mere complacency. "Concealment" must be understood as the concealment of the good, after having received it, coming from the crime[14].

Given its structure, the crime of receiving stolen goods can be carried out in many business activities and at several organizational levels[15].

Money laundering (Article 648-*bis* of the Italian Criminal Code)

"*Except in cases of complicity in the crime, anyone who replaces or transfers money, goods or other benefits deriving from the crime, or carries out other operations in relation to them, in such a way as to hinder the identification of their criminal origin, is punished with imprisonment from four to twelve years and a fine from € 5,000.00 to € 25,000.00.*

The penalty is imprisonment from two to six years and a fine from € 2,500.00 to € 12,500.00 when the fact concerns money or things deriving from a contravention punishable by imprisonment exceeding a maximum of one year or a minimum of six months.

The penalty is increased when the act is committed in the exercise of a professional activity.

The penalty is reduced if the money, goods or other benefits derive from a crime for which the penalty of imprisonment is established for a maximum of five years. The last paragraph of Article 648 shall apply."

The purpose of the rule is to prevent the perpetrators of the crimes from making the illegally acquired capital profitable, putting it back into circulation as capital now "purified" and, therefore, also investable in lawful productive economic activities.

In the structure of the crime, "substitution" means the conduct consisting in replacing money, goods or other utilities of illicit origin with different values. The "transfer" consists of the conduct aimed at cleaning money, goods or other utilities through the performance of negotiating acts. The "operations suitable for hindering the

[14] Receiving stolen goods may also take place through meddling in the purchase, receipt or concealment of the thing. Such conduct is externalized in any mediation activity between the principal offender and the third-party purchaser.

[15] Certainly, among the sectors most exposed to the risk of consumption are the purchasing sector.

identification of the illicit origin" can be considered those capable of hindering the ascertainment, by the judicial authority, of the criminal origin of the values deriving from the crime[16].

Normally, the crime of money laundering is carried out not only to replace money from illegal activities, but, above all, to attribute a "legal paternity" to sums whose possession derives from intentional crimes.

Schematically, the recycling process is carried out as follows:

- placement, i.e. the introduction of the proceeds of the crime into the capital market and the simultaneous deposit of these with banks or financial intermediaries, carrying out a series of deposits, transfer, exchange, purchase of financial instruments or other assets. This is a phase that aims to change the form of money, through the elimination of cash from illegal activities by replacing it with the so-called "scriptural money", i.e. the credit balance of the relationships established with financial intermediaries.
- cleaning, i.e. the so-called "washing" of illicit proceeds, to remove any link between laundered funds and criminal activity. This activity, aimed at concealing the true ownership of the money and at losing any traces left, consists of transfers (normally more than one) and reconversion of the "book money" into cash, through several flow routes, to diversify the risk;
- reuse, i.e. the remission of the cleaned money into the legal circuit of capital.

Use of money, goods or utilities of illicit origin (Article 648-*ter* of the Italian Criminal Code)

"*Anyone who, except in cases of complicity in the crime and in the cases provided for in articles 648 and 648-bis, uses money, goods or other benefits deriving from a crime in economic or financial activities, shall be punished with imprisonment from four to twelve years and a fine from € 5,000.00 to € 25,000.00.*

The penalty is imprisonment from two to six years and a fine from € 2,500.00 to € 12,500.00 when the fact concerns money or things deriving from a contravention punishable by imprisonment exceeding a maximum of one year or a minimum of six months.

The penalty is increased when the act is committed in the exercise of a professional activity.

The penalty is reduced in the case referred to in the fourth paragraph of Article 648.

The last paragraph of Article 648 shall apply."

The provision responds to a twofold purpose: to prevent the so-called "dirty money", the result of illegal accumulation, from being transformed into clean money and to ensure that the capital, even if thus amended by the original defect, does not find legitimate use.

In order to carry out the offence, it is necessary that, as a qualifying element with respect to the other figures mentioned, capital of illegal origin is used in economic or financial activities.

[16] The corporate activities exposed to risk for this type of offence are diverse, although greater attention should be paid to the sales and administrative/financial sectors.

The verb “to employ” refers to an investment for profit [17].

Self-laundering (Article 648-*ter*.1 of the Italian Criminal Code)

“*The penalty of imprisonment from two to eight years and a fine from € 5,000.00 to € 25,000.00 is applied to anyone who, having committed or contributed to committing a crime, uses, replaces, transfers, in economic, financial, entrepreneurial or speculative activities, the money, goods or other benefits deriving from the commission of such crime, in such a way as to concretely hinder the identification of their criminal origin.*

The penalty is imprisonment from one to four years and a fine from € 2,500.00 to € 12,500.00 when the fact concerns money or things deriving from a contravention punished with imprisonment exceeding a maximum of one year or a minimum of six months.

The penalty is reduced if the money, goods or other benefits derive from a crime for which the penalty of imprisonment is established for a maximum of five years.

In any case, the penalties provided for in the first paragraph shall apply if the money, goods or other benefits derive from a crime committed with the conditions or purposes referred to in Article 416-bis.1.

Except in the cases referred to in the previous paragraphs, conduct for which money, goods or other utilities are used for mere personal use or enjoyment shall not be punished.

The penalty is increased when the acts are committed in the exercise of a banking or financial activity or other professional activity.

The penalty is reduced by up to half for those who have effectively worked to prevent the conduct from being brought to further consequences or to ensure evidence of the crime and the identification of assets, money and other benefits deriving from the crime.

The last paragraph of Article 648 shall apply”.

The object of the conduct prohibited by the law is “money, goods and other utilities”. These assets must come from the commission of a “non-culpable crime”.

The rule details the criminally relevant conduct. The regulatory dictate refers to the concept of "employ, replace and transfer". In general, the concept of "employment" alludes to any form of re-introduction of the assets coming from the crime into the economic circuit; The concept of "substitution" and "transfer" imply further ways in which the offender hinders the identification of the illicit origin of the goods. In essence, the conduct punished by the rule can take the form of any way capable of generating the impossibility or even just a delay in identifying the illicit origin of the asset.

Criminally relevant transfer or substitution is conduct that involves a change in the formal ownership of the asset or its availability or that also gives rise to a use that is no longer personal.

17 The business sectors most at risk for this type of crime are traditionally the commercial and administrative-financial sectors.

It should be noted that the assets deriving from illegal activity, in order to carry out the crime of self-laundering, must be strictly conferred in economic, financial, entrepreneurial or speculative activities.

An example of the realization of the crime could be where, using illicit funds, the Entity purchased real estate (warehouses, etc.) intended for the exercise of its business activity.

* * *

Legislative Decree no. 184 of 8 November 2021, implementing Directive (EU) 2019/713 regarding the fight against fraud and counterfeiting of non-cash means of payment, has, among other things, inserted art. 25-*octies*.1 among the predicate offences of Legislative Decree 231/2001 on "*Offences relating to payment instruments other than cash*".

For the purposes of the Model, considering the peculiarities, characteristics and business of the Company, the following provisions are of particular importance:

Undue use and falsification of non-cash payment instruments (Article 493-*ter* of the Italian Criminal Code)

"*Anyone who, in order to make a profit for himself or for others, unduly uses, not being the holder, credit or payment cards, or any other similar document that enables the withdrawal of cash or the purchase of goods or the provision of services, or in any case any other payment instrument other than cash is punished with imprisonment from one to five years and a fine from € 310.00 to € 1,550.00. The same penalty applies to anyone who, in order to make a profit for himself or for others, falsifies or alters the instruments or documents referred to in the first sentence, or possesses, transfers or acquires such instruments or documents of illicit origin or in any case falsified or altered, as well as payment orders produced with them.*

In the event of conviction or the imposition of a penalty at the request of the parties pursuant to Article 444 of the Code of Criminal Procedure for the offence referred to in the first paragraph, the confiscation of the things used or intended to commit the offence shall be ordered, as well as of the profit or product, unless they belong to a person unrelated to the offence, or when this is not possible, the confiscation of goods, sums of money and other benefits of which the offender has the disposal for a value corresponding to such profit or product.

The instruments seized for the purposes of confiscation referred to in the second paragraph, during judicial police operations, shall be entrusted by the judicial authority to the police bodies that request them".

The rule provides for three autonomous and different forms of abuse:

(a) the undue use, i.e. without being the holder, of credit or payment cards or any other similar document enabling the withdrawal of cash or the purchase of goods or the provision of services or, in any case, any other payment instrument other than cash for the purpose of profiting for oneself or others; with regard to this offence, it should be emphasized that (*i*) their material possession does not constitute a necessary precondition for the commission of the offence, it being sufficient that the person acting, by entering the recognition and operating data of a valid credit card of another person whose material availability is not

his, carries out transactions not authorized by the cardholder; (*ii*) the use of the card is unlawful when the cardholder's consent is lacking or the prescriptions and methods of use laid down by the issuer or the disbursing body are violated;

(b) the falsification or alteration of credit or payment cards or any other similar document enabling the withdrawal of cash or the purchase of goods or the provision of services, or any non-cash means of payment, for the purpose of profiting for oneself or others

(c) possessing, transferring or acquiring such instruments of payment other than cash or documents of unlawful origin or in any case forged or altered, as well as payment orders produced with them, in order to gain profit for oneself or others.

It should also be noted that this offence does not arise in the event that an employee uses a company credit card to make personal expenses, other than those allowed to him, given that, in this case, the agent is the holder of the same in consideration of the possession of the same and the related PIN, and can dispose of it without any interference from the holder, regardless of the formal fact that the card was in the name of a company (*Italian Supreme Court, Sect. II, ruling no. 7910/2017*).

In doctrine and jurisprudence, it is considered that the crimes provided for by the provision in question are characterized by their multi-offensiveness as they are detrimental not only to individual property, but also to interests pertaining to the category of public or economic order and public faith (cf. *Italian Supreme Court, Sect. I, ruling no. 11937/2006; Italian Supreme Court, Sect. IV, ruling no. 29821/2012*).

Fraudulent transfer of valuables (Article 512-bis of the Italian Criminal Code)

"*Unless the act constitutes a more serious crime, anyone fictitiously attributes to others the ownership or availability of money, goods or other utilities in order to circumvent the provisions of the law on asset prevention measures or smuggling, or to facilitate the commission of one of the crimes referred to in articles 648, 648 bis and 648 ter, is punished with imprisonment from two to six years.*

The same penalty referred to in the first paragraph applies to those who, in order to circumvent the provisions on anti-mafia documentation, fictitiously attribute to others the ownership of companies, company shares or shares or corporate offices, if the entrepreneur or company participates in procedures for the award or execution of contracts or concessions".

With the insertion of this provision, the legislator intended to criminalize the fraudulent conduct of those who fictitiously transfer money or other assets to other persons in order to eliminate the application of confiscation (Article 240 of the Italian Criminal Code) and other means of asset prevention, or in order to facilitate the commission of the crimes of receiving stolen goods, money laundering and self-laundering.

This is clearly a closing rule, accompanied moreover by an express subsidiarity clause ("unless the fact constitutes a more serious crime"), intended to cover the conduct of those who do not actually transfer the ownership of the assets or money, but do so fictitiously, thus continuing to have the material availability of the same and therefore continuing to enjoy them.

Considering that the fictitious holder is not punished by the rule, it can be inferred that it constitutes an improper multi-subjective case, given that the collaboration of a third party is required for the crime to be configurable, who, however, by legislative choice, is not punished. The jurisprudence has tried to fill the gap, providing for the punishability of the false holder pursuant to Article 110 of the Italian Criminal Code, but not finding correspondence in the doctrine, given that the intention of the legislator was to specifically omit the provision.

It should be noted that the crime is also integrated in the presence of conduct concerning goods not deriving from the crime (cf. *Cass, pen., Sec. II, Sentence no. 28300 of 28 June 2019*).

By way of example, the offence referred to in art. 512-*bis* of the Italian Criminal Code, the fictitious appointment of a figurehead as director of a company, who is attributed the ownership of the company's bank account, with the power to dispose of the company's resources, as well as the acquisition of de facto ownership of part of the company shares of a third party.

Computer fraud aggravated by the transfer of money, monetary value or virtual currency (Article 640-*ter* of the Italian Criminal Code)

"*Whoever, altering in any way the operation of a computer or telematic system or intervening without right in any way on data, information or programs contained in a computer or telematic system or pertaining to it, procures for himself or others an unfair profit with damage to others, shall be punished with imprisonment from six months to three years and with a fine from €51 to €1,032.*
The penalty is imprisonment from one to five years and a fine from €309 to €1,549 if one of the circumstances provided for in number 1) of the second paragraph of Article 640 occurs, or if the act produces a transfer of money, monetary value or virtual currency or is committed with abuse of the quality of system operator.

The penalty is imprisonment from two to six years and a fine from 600 to 3,000 euros if the act is committed with theft or improper use of the digital identity to the detriment of one or more subjects.

The crime is punishable upon complaint by the injured party, unless some of the circumstances referred to in the second and third paragraphs or some of the circumstances provided for in Article 61, first paragraph, number 5, limited to having taken advantage of personal circumstances, also with reference to age, and number 7".

This hypothesis of crime arises in the event that, by altering the functioning of an IT or telematic system, manipulating or duplicating the data contained therein, an unfair profit is obtained by causing damage to the State or other public body.

The conduct is also carried out through the alteration of computer systems for the subsequent production of documents certifying non-existent facts or circumstances or, again, to modify tax or social security data of interest to the Company already transmitted to the Public Administration.

A specific mode of computer fraud is also called phishing, which consists of a social engineering phenomenon aimed at identity theft that originates from the random sending of e-mail messages (e-mails) that reproduce the graphics and official logos of company or institutional sites such as postal or banking sites, to a large number of recipients (a technique called "**spamming**"). On the subject, the Italian Supreme Court intervened with

reference to the case of false communications, deceptively requesting the transfer of personal data, by a clone site of Poste Italiane. On that occasion, the Court affirmed the principle according to which "*the offence of computer fraud, and not only that of abusive access to a computer or telematic system, includes the conduct of introducing into the computer system of Poste Italiane S.p.A. through the abusive use of the personal access codes of a current account holder and fraudulent transfer, in his own favour, of sums of money deposited in the current account of the aforementioned*" (*Italian Supreme Court, Criminal Section II, ruling of 24/02/2011*).

2. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of sensitive trials, in order to prevent the commission of the crimes indicated in paragraph 1 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

a) the areas and/or business processes defined as "sensitive" or "at risk of crime";

b) the general principles of reference relating to company procedures that must be observed in sensitive processes, for the purposes of the correct application of the Model;

c) reference principles that must govern the control, monitoring and verification tasks of the Supervisory Body on the operation, compliance and updating of the Model.

3. SENSITIVE TRIALS RELATING TO THE OFFENCES REFERRED TO IN ART. 25 *OCTIES* AND 25 *OCTIES*.1

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4. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

To prevent and prevent the occurrence of the offences identified in paragraph 1 above and deemed relevant to the Company, the recipients of the Model are required to comply with the following general principles of conduct, without prejudice to the provisions of existing company procedures:

- refrain from engaging in any conduct that constitutes the offences referred to in art. 25-*octies* and 25-*octies*.1 of the Decree;
- refrain from engaging in any conduct that, while not concretely integrating any of the criminal hypotheses outlined above, may in the abstract become so;
- refrain from carrying out or facilitating operations or activities that do not comply with the principles and rules of conduct set out in the *Code of Conduct*;

- refrain from carrying out activities that are in contrast with the procedures and principles of control provided for therein, for the purpose of preventing the crimes referred to in this Special Section;
- refrain from having commercial relations with subjects (natural or legal) of whom it is known or suspected to belong to criminal organizations or in any case operating outside the law;
- refrain from using anonymous instruments for carrying out transfer transactions of significant amounts;
- carry out constant monitoring of company financial flows;
- keep accounting records and other documents that are mandatory to be kept by law in a correct and orderly manner;
- verify, as far as it is concerned, that banking transactions are subject to specific, adequate and periodic checks on bank reconciliations, cash and bank balances, and current account overdrafts;
- open and/or close bank accounts only in the presence of authorizations from the competent function;
- carry out all banking transactions with double signature, by authorized officials independent of operational functions;
- carry out any incoming and outgoing financial transaction (such as, for example, the issue and repayment of loans, etc.) only to previously and specifically identified subjects;
- to carry out the purchases of goods or services in compliance with the procedure in place in the Company; Purchase transactions must always be followed by the receipt of a specific tax document between the person who supplied the good or service and the person who receives the payment.

In addition, for the purposes of implementing the above behaviors:

- the recipients of this Model must not pursue purposes other than those for which payment instruments other than cash are made available (for example, in the use of company credit cards for business trips and entertainment expenses, the indications contained in the respective company procedures must be complied with);
- In the reporting phase of the expenses incurred, the recipients must allocate the expenses to the related work activities to which they refer.

5. THE CONTROLS OF THE SUPERVISORY BODY

The specific supervisory tasks of the SB concerning compliance with and effectiveness of the Model on sensitive trials in relation to the offences referred to in art. 25-*octies* and 25-*octies*.1 of the Decree, which are in addition to those indicated in the previous General Part, are set out below:

- monitoring of the effectiveness of the system of protocols (delegations, powers of attorney, procedures, etc.) for the prevention of the crimes identified in paragraph 1 above;
- periodic checks on compliance with the protocol system;

- examination of any specific reports from internal and/or external control bodies or from any employee and provision of the investigations deemed necessary as a result of the reports received;
- monitoring of the control activity carried out by the designated sensitive process managers;
- periodic examination of the principles on which the management systems of existing financial resources are based, indicating to management, where necessary, possible improvements in order to identify and prevent the crimes referred to in the Decree.

ANNEX 6 - CRIMES AGAINST INDUSTRY AND COMMERCE

1. THE OFFENCES REFERRED TO IN ARTICLE 25-BIS.1 OF THE DECREE

Law no. 23/2009 introduced art. 25-*bis*.1 of the Decree, relating to crimes against industry and commerce. For the purposes of the Model, considering the peculiarities, characteristics and business of the Company, the following provisions are of particular importance:

Disturbed freedom of industry or commerce (Article 513 of the Italian Criminal Code)

"*Anyone who uses violence against property or fraudulent means to prevent or disturb the exercise of an industry or trade is punished, upon complaint by the injured party, if the fact does not constitute a more serious crime, with imprisonment of up to two years and a fine from € 103.00 to € 1,032.00".*

The conduct must be concretely suitable for disturbing or impeding the exercise of an industry or trade.

The impediment can also be temporary or partial and can occur even when the business activity has not yet started but is in preparation. The disturbance, on the other hand, must refer to an activity that has already begun and must consist in the alteration of its regular and free performance.

The intention, according to a practically unanimous opinion, is configured as specific, consisting in the aim of preventing or disturbing business activity.

Finally, it should be emphasized that art. Article 513 of the Italian Criminal Code regulates a residual criminal figure with respect to the other crimes provided for in the chapter dedicated to crimes against industry and commerce by virtue of the express subsidiarity clause, which makes this provision applicable only where the extremes of more serious crimes do not occur.

Unlawful competition with threat or violence (Article 513-*bis* of the Italian Criminal Code)

"Anyone who, in the exercise of a commercial, industrial or otherwise productive activity, carries out acts of competition with violence or threat, shall be punished with imprisonment from two to six years.

The penalty is increased if the acts of competition concern an activity financed in whole or in part and in any way by the State or other public bodies".

The crime is committed when anyone in the exercise of a commercial, industrial or otherwise productive activity, carries out acts of competition with violence or threat.

By using the words "threat" and "violence" we shall understand the typical forms of intimidation that tend to control commercial, industrial or productive activities or, in any case, to condition them.

It should be pointed out that the crime in question is often contested in any case of fraudulent award of a tender, where the objective element is found in the formation of a collusive agreement aimed at the preparation of bids through which an act of external taxation is carried out in the choice of the contracting company.

Fraud against national industries (Article 514 of the Italian Criminal Code)

Such criminal conduct can be committed by anyone, by selling or otherwise putting into circulation on national and foreign markets, industrial products with counterfeit or altered names, trademarks or distinctive signs, causes damage to the national industry.

In order for such damage to be recognized, it is not enough that the individual companies have suffered the damage, but it is necessary that the damage concerns the industry in general, considered at national level and the intent required by the law is the generic one consisting in the intention to put industrial products on sale or put into circulation, with the knowledge of the counterfeiting or alteration of the names, trademarks and distinctive signs; the intention to harm the national industry is also necessary.

Fraud in the exercise of trade (Article 515 of the Italian Criminal Code)

"*Whoever, in the exercise of a commercial activity, or in a shop open to the public, delivers to the buyer a movable thing for another, or a movable thing, by origin, provenance, quality or quantity, different from that declared or agreed, shall be punished, if the fact does not constitute a more serious crime, with imprisonment of up to two years or a fine of up to € 2,065.00.*

If it is a matter of precious objects, the penalty is imprisonment of up to three years or a fine of not less than € 103.00".

The conduct incriminated by the law consists in the delivery of a movable thing different from the one declared or agreed upon in terms of origin, provenance, quality or quantity.

Origin or provenance refers to the place of production or manufacture. Often, in fact, the provenance indicates a particular quality of the good or, in any case, can generate in the potential buyer a trust that he would not have for products of different origin.

The offence is committed by anyone who engages in acts of violence or threats in the exercise of a commercial, industrial or otherwise productive activity.

In order to qualify as an active person, it is not, however, necessary for the person to be an entrepreneur within the meaning of the Civil Code, as the formula is suitable for including anyone who carries out "productive" activities, provided that this activity has not been carried out on a one-off basis.

Finally, in cases where the products are subject, among other things, to quality and conformity certifications, the sale of goods without the promised or declared qualities, as well as bearing counterfeit certifications, could constitute the crime in question.

Sale of non-genuine foodstuffs as genuine (Article 516 of the Italian Criminal Code)

The crime is alternatively configured with the sale or marketing of non-genuine food substances as genuine.

The protected legal good consists of the public interest in protecting trade from fraud and in safeguarding the economic order, as well as in the protection of the super-individual interest in good faith and loyalty, fairness in commercial negotiations

The conduct, to be relevant, must concern food substances, i.e. all those intended for human consumption, whether they are also for discretionary consumption or constitute a completion of the diet, which are presented as genuine even though they are not. Specifically, non-genuine substances are counterfeit or altered substances, i.e. those produced with substances other than those normally used or those modified in their chemical composition or structural characteristics, having been subjected to mixture with substances foreign to their natural composition, or depleted of some or all of the nutrients that characterize them. Furthermore, if there is specific legislation aimed at regulating the composition of a food, the genuine parameter must be related to the correspondence of the product with the legal requirements.

From a subjective point of view, crime is configured with the awareness of non-genuineness, which must be pre-existing and not supervening.

The offence arises when, for example, goods placed on the market due to a qualitative/quantitative deficiency can be qualified as 'non-genuine': products in a poor state of preservation or containing residues of unwanted substances, beyond the limits allowed by the relevant legislation.

Sale of industrial products with false signs (Article 517 of the Italian Criminal Code)

"*Anyone who sells or otherwise puts into circulation intellectual works or industrial products, with national or foreign names, trademarks or distinctive signs, capable of misleading the buyer about the origin, provenance or quality of the work or product, is punished, if the fact is not provided for as a crime by another provision of law, with imprisonment of up to two years and a fine of up to € 20,000.00*".

Art. 517 of the Italian Criminal Code provides for two alternative conducts consisting of in "putting up for sale" or "otherwise putting into circulation" products with a deceptive attitude.

The first conduct consists of offering a particular good for consideration, while the second includes any form of putting the goods in contact with the public.

The conduct of "putting into circulation" differs in fact from the conduct of "putting on sale" for its wider extension. It must refer to any activity aimed at taking the rest out of the legal sphere and custody of the mere holder, including, therefore, conduct such as storage for the purpose of distribution or circulation of goods intended for sale, with the exclusion of mere detention in premises other than those of sale or storage before the goods leave the holder's disposal.

Even the mere presentation of industrial products with false signs to customs for customs clearance can constitute the crime in question.

Of significant importance for the integration of the extremes of the crime is the deceptive attitude that the imitated product must have; in other words, the product must be able to mislead the consumer of average diligence, even if the real damage to the consumer does not materialize, since the case is of concrete danger.

The misleading mendacity can also fall on the way the product is presented, that is, in that complex of colors, images, friezes, which can lead the buyer to distort the judgment on the quality or origin of the goods offered.

Manufacture and trade of goods made by usurping industrial property rights (Article 517-*ter* of the Italian Criminal Code)

This is a case recently introduced by the Italian Criminal Code and which provides that anyone is liable for the crime in question, without prejudice to the application of articles 473 and 474 of the Italian Criminal Code (respectively "*Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs*" and "*Introduction into the State and trade in products with false signs*"), being able to know of the existence of the industrial property right, it manufactures or industrially uses objects or other goods made by usurping an industrial property right or in violation of the same.

For the sake of completeness, it should be noted that crimes against the public economy, indicated in art. 25-*bis* 1 of the Decree, also include article 517-*quarter* of the Italian Criminal Code, "*Counterfeiting of geographical indications or designations of origin of agri-food products" and 516 of the Criminal Code "Sale of non-genuine food substances as genuine*".

Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-*quarter* of the Italian Criminal Code)

The offence consists of the counterfeiting and alteration of geographical indications or designations of origin of agri-food products as well as the introduction into the territory of the State, the possession for sale, the sale with direct offer to consumers or the circulation of these products, in order to make a profit.

The case in question falls within the category of those placed to protect industrial property in consideration of the fact that Legislative Decree no. 30 of 10 February 2005 also includes geographical indications and designations of origin in the expression industrial property.

As regards the subject matter of the conduct, the geographical indication and the designation of origin of agri-foodstuffs consist of the name of a region, a specific place or, in exceptional cases, a country, which serves to designate an originating product, with the difference that:

- with reference to the geographical indication, a certain quality, reputation or other characteristic of the product can be attributed to the geographical origin and its production and/or processing and/or elaboration take place in the given geographical area;
- With reference to the designation of origin, the qualities and characteristics of the product are essentially or exclusively due to the geographical environment including natural and human factors and its production, transformation and elaboration takes place in the delimited geographical area.

From the point of view of the subjective element, awareness and willingness of the typical conduct is required for the integration of the crime and, as regards the possession for sale, sale or in any case into circulation of

products with a counterfeit or altered geographical indication or designation of origin, also the pursuit of the purpose of profit.

By way of example, the crime is carried out through the counterfeiting of labels indicating the origin of food products.

2. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of Sensitive Trials, in order to prevent the commission of the crimes indicated in paragraph 1 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

a) the areas and/or business processes defined as “sensitive” or “at risk of crime”;

b) the general principles of reference relating to the company procedures that must be observed in the Sensitive Processes, for the purposes of the correct application of the Model;

c) reference principles that must govern the control, monitoring and verification tasks of the Supervisory Body on the operation, compliance and updating of the Model.

3. SENSITIVE TRIALS RELATING TO THE OFFENCES REFERRED TO IN ART. 25-BIS.1

[FOR INTERNAL USE ONLY]

4. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

In carrying out all activities related to sensitive processes, in addition to the rules set out in this Model, the Recipients, in relation to the functions they perform, must know and comply:

a) the internal control system, and, therefore, the company procedures and the Group's provisions, the documentation and provisions relating to the hierarchical-functional and organizational structure of the Company;

b) the *Code of Conduct* and the other principles of conduct contained in this Model;

c) the rules relating to the administrative, accounting and financial system;

d) in general, the applicable legislation.

Consequently, it is expressly forbidden for the Recipients of the Model to:

- to carry out, collaborate or cause the commission of conduct such as to integrate, directly or indirectly, the types of offences falling within those considered above (Article 25-*bis*.1 of the Decree);
- violate the principles and rules set out in the *Code of Conduct* and in this Model.

This Special Section also provides for the express obligation on the Recipients to:

i. behave correctly, transparently and collaboratively, in compliance with the law and internal company procedures;

ii. strictly observe all the rules laid down by law to protect distinctive signs and always act in compliance with the company's internal procedures that are based on these rules, in order not to harm third parties in general.

5. CONTROLS BY THE SUPERVISORY BODY

Without prejudice to the tasks and functions of the SB set out in the General Part of this Model, for the purposes of preventing crimes against Industry and Commerce, it is required to:

- verify compliance by top management and subordinates – as well as more generally, by the Recipients – with the prescriptions and conduct set out in the previous paragraphs;
- monitor the adoption and effective implementation of the actions that the Company has planned to put in place in order to prevent the risk of committing crimes against Industry and Commerce;
- verify the adoption of a system of delegations in accordance with the principles dictated by Legislative Decree 231/2001;
- monitor compliance with the procedures adopted by the Company.

With reference to the information flows to the Supervisory Board, reference is made to all that is indicated for this purpose in the General Section, highlighting, in particular, the obligation to promptly report to the Supervisory Body any fact or circumstance from which the danger of committing the offences provided for in this Special Part in relation to the performance of the Company's activities can be inferred.

ANNEX 7 - CRIMES RELATING TO HEALTH AND SAFETY AT WORK

1. THE CRIMES REFERRED TO IN ART. 25-*SEPTIES* OF LEGISLATIVE DECREE NO. 231/2001

Article 9 of Law No. 123/2007 introduced into Legislative Decree No. 231/2001 Article 25-septies - subsequently amended by Legislative Decree No. 81/2008 - which extends the administrative liability of Entities to the offences of culpable homicide and grievous or very grievous bodily harm referred to, respectively, in Articles 589 and 590, third paragraph, of the Italian Criminal Code, committed in breach of the rules on accident prevention and on the protection of hygiene and health at work.

The provision of the liability of Entities as a result of the commission of offences of a culpable nature makes it necessary to read Article 25-septies of Legislative Decree no. 231/2001 in close coordination with Article 5 of the same Decree, which subordinates the occurrence of liability for the Entity to the existence of an "interest" or "advantage" for the Entity[18].

Manslaughter (Article 589 of the Criminal Code)

"*Anyone who causes the death of a person through negligence is punished with imprisonment from six months to five years.*

If the act is committed in violation of the rules for the prevention of accidents at work, the penalty is imprisonment from two to seven years.

If the offence is committed in the abusive exercise of a profession for which a special qualification from the State or a health profession is required, the penalty is imprisonment from three to ten years.

In the case of death of several people, or death of one or more people and injuries of one or more people, the penalty that should be imposed for the most serious of the violations committed increased by up to three times is applied, but the penalty cannot exceed fifteen years".

[18] According to the Guidelines, interest is incompatible with offences of a culpable nature, since a subjective finalization of the action cannot be configured with respect thereto. Therefore, the liability of the Entity can only be configured if an advantage for the Entity derives from the offence (e.g. cost or time savings). The new rule (and in particular the culpable nature of the offences taken into account by it) is also, at first sight, incompatible with the exemption under Article 6 of the Decree, consisting of proof of fraudulent evasion of the organizational model. In this respect, the Guidelines have pronounced themselves in favour of an interpretation which refers to the "*intentionality of the conduct of the perpetrator alone (and not also of the event) in breach of the internal procedures and provisions prepared and punctually implemented by the company to prevent the commission of the offences in question or even only of conduct which is "dangerous" in this respect*". From this the Guidelines derive that 'In theory, the active subject of offences may be anyone who is required to observe or cause to be observed the rules of prevention and protection. Such person may therefore be identified, pursuant to Legislative Decree no. 81/2008, as the employer, the managers, the persons in charge, the recipients of delegated functions relating to occupational health and safety, as well as the workers themselves'. The number of obligations in the field of accident prevention is further increased if one considers that the safety obligation of the Employer cannot be understood in an exclusively static manner but must also be implemented 'dynamically' by extending to the obligation to inform and train workers on the risks inherent to the work activity and on the appropriate measures to avoid the risks or reduce them to a minimum.

The crime provided for by the above rule is of a culpable nature; the offence provided for in the second paragraph constitutes an aggravated form of the general offence provided for in the first paragraph of the rule and arises when one of the persons responsible for the application and/or compliance with accident prevention regulations engages in conduct in violation of specific rules for the prevention of accidents at work or fails to adopt a measure to protect the physical integrity of workers, provided that there is a causal link between the conduct, even omission, and the harmful event that occurred.

Culpable personal injury (Article 590 of the Italian Criminal Code)

"*Anyone who causes personal injury to others, through negligence, is punished with imprisonment of up to three months or a fine of up to € 309.00.*

If the injury is serious, the penalty is imprisonment from one to six months or a fine from € 123.00 to € 619.00; if it is very serious, imprisonment from three months to two years or a fine from € 309.00 to € 1,239.00.

If the acts referred to in the second paragraph are committed in violation of the rules for the prevention of accidents at work, the penalty for serious injuries is imprisonment from three months to one year or a fine from € 500.00 to € 2,000.00 and the penalty for very serious injuries is imprisonment from one to three years.

If the acts referred to in the second paragraph are committed in the abusive exercise of a profession for which a special qualification from the State or a medical profession is required, the penalty for serious injuries shall be imprisonment from six months to two years and the penalty for very serious injuries shall be imprisonment from one year and six months to four years.

In the case of injuries to more than one person, the penalty that should be imposed for the most serious of the violations committed is applied, increased up to three times; but the penalty of imprisonment cannot exceed five years.

The crime is punishable upon complaint by the injured person, except in the cases provided for in the first and second paragraphs, limited to facts committed in violation of the rules for the prevention of accidents at work or relating to occupational hygiene or which have led to an occupational disease".

Aggravating circumstances (Article 583 of the Italian Criminal Code)

"*The bodily injury is serious and imprisonment from three to seven years applies:*

1) if the act results in an illness that endangers the life of the injured person, or an illness or inability to attend to ordinary occupations for a period of more than forty days;

2) if the fact produces the permanent weakening of a sense or an organ;

The personal injury is very serious, and imprisonment from six to twelve years is applied, if the fact results in:

1) a disease that is certainly or probably incurable;

2) the loss of a meaning;

3) the loss of a limb, or a mutilation that renders the limb useless, or the loss of the use of an organ or the ability to procreate, or a permanent and serious difficulty of speech".

The offence envisaged by the combined provisions of the above rules arises in the event that one of the persons responsible for the application and/or observance of the rules on health and safety in the workplace, having failed to comply with the requirements of the legislation on health and safety in the workplace or having failed to adopt any appropriate measure to protect the physical integrity of workers, has caused serious or very serious injuries to a worker, provided that there is a causal link between the aforementioned conduct and the harmful event that occurred.

The crime of culpable personal injury occurs both when the injury concerns physical integrity and if it affects the psychological integrity of the taxable person, since, according to the current interpretation, injury means any appreciable alteration, transitory or permanent, of the psycho-physical balance of a person.

The cases referred to in art. 55, paragraph 2, of the Italian Consolidated Law on Health and Safety at Work

"*The employer shall be punished with imprisonment from three to six months or a fine of between 2,500 and 6,400 euros:*

a) for the violation of Article 29, paragraph 1;

b) who does not appoint the person in charge of the prevention and protection service pursuant to Article 17, paragraph 1, letter b), or for the violation of Article 34, paragraph 2;

2. In the cases referred to in paragraph 1(a), a penalty of imprisonment of between four and eight months shall apply if the violation is committed:

a) in the holdings referred to in Article 31(6)(a), (b), (c), (d), (f) and (g);

b) in companies where activities are carried out that expose workers to biological risks referred to in Article 268, paragraph 1, letters c) and d), by explosive atmospheres, carcinogens, mutagens, and by maintenance, removal, disposal and remediation of asbestos;

c) for activities governed by Title IV characterized by the coexistence of several companies and whose presumed amount of work is not less than 200 man-days"

1.1 MAIN DEFINITIONS OF THE SUBJECTS AND SERVICES COVERED BY THE LEGISLATION ON THE PROTECTION OF SAFETY, HYGIENE AND HEALTH IN THE WORKPLACE

The following are the main definitions of the subjects and services affected by the legislation on the protection of safety, hygiene and health in the workplace, as provided for by art. 2 of Legislative Decree 81/2008:

"Employer": The one who has the employment relationship with the worker or, in any case, the person who, depending on the type and structure of the organization in which the worker works, is responsible for the organization itself or for the production unit as it exercises decision-making and spending powers;

"Manager": the one who, by virtue of his professional skills and hierarchical and functional powers appropriate to the nature of the task conferred on him, implements the directives of the Employer by organizing work activities and supervising them;

"Person in charge": the one who, by virtue of his professional skills and within the limits of hierarchical and functional powers appropriate to the nature of the task conferred on him, supervises the work activity and ensures the implementation of the directives received, checking that they are correctly carried out by the workers and exercising a functional power of initiative;

"Worker": the one who, regardless of the type of contract, carries out a work activity within the organization of a public or private Employer, with or without remuneration, even for the sole purpose of learning a trade, an art or a profession, excluding domestic and family service workers. The worker thus defined is equated: the worker member of a cooperative or company, even de facto, who provides his activity on behalf of the companies and the entity itself; the shareholder referred to in Article 2549 et seq. of the Civil Code; the beneficiary of the training and orientation internship initiatives referred to in Article 18 of Law No. 196 of 24 June 1997, and referred to in specific provisions of regional laws promoted in order to create moments of alternation between study and work or to facilitate professional choices through direct knowledge of the world of work; the student of educational and university institutes and the participant in professional training courses in which laboratories, work equipment in general, chemical, physical and biological agents are used, including equipment equipped with video terminals limited to the periods in which the student is actually applied to the instruments or laboratories in question; the volunteer, as defined by Law no. 266 of 1 August 1991; the volunteers of the National Fire Brigade and Civil Protection; the volunteer who carries out the civil service; the worker referred to in Legislative Decree no. 468 of 1 December 1997, as amended[19];

"Competent doctor": the doctor who is in possession of one of the qualifications and training and professional requirements referred to in Article 38, Legislative Decree 81/2008[20], who collaborates, in accordance with the provisions of Article 29, paragraph 1, Legislative Decree 81/2008, with the Employer for the purposes of risk

[19] Legislative Decree no. 468 of 1 December 1997 on the "Revision of the regulations on socially useful works, pursuant to Article 22 of Law no. 196 of 24 June 1997.

[20] Qualifications or requirements to carry out the functions of Competent Doctor: 1) specialization in Occupational Medicine or Preventive Medicine of Workers and Psychotechnics; 2) teaching in Occupational Medicine or in Preventive Medicine of Workers and Psychotechnics or in Industrial Toxicology or in Industrial Hygiene or in Physiology and Occupational Hygiene or in Occupational Clinic; 3) authorization from the territorially competent Regional Health Department, to be requested by 11 November 2008, with a specific application accompanied by documentation proving the performance of the activity of occupational doctor for at least four years; 4) specialization in Hygiene and Preventive Medicine or in Forensic Medicine.
In addition, in order to carry out the functions of Competent Doctor, it is necessary to participate in the Continuing Medical Education Program (C.M.E.) drawn up by the National Commission for Continuing Education established by Decree of the Minister of Health of 5 July 2000.

assessment and is appointed by the same to carry out health surveillance and for all the other tasks referred to in Legislative Decree 81/2008;

"Workers' safety representative": means a person elected or designated to represent workers with regard to aspects of health and safety at work;

"Risk prevention and protection service": all people, systems and means external or internal to the company aimed at preventing and protecting workers from occupational risks;

"Prevention and Protection Service Officer": the one who is in possession of the skills and professional requirements referred to in Article 32, Legislative Decree 81/2008[21], who is part of the Risk Prevention and Protection Service;

"Head of the prevention and protection service": the one who is in possession of the skills and professional requirements referred to in Article 32, Legislative Decree 81/2008[22], designated by the Employer, to whom he or she reports, to coordinate the risk prevention and protection service;

"Health surveillance": a set of medical acts, aimed at protecting the state of health and safety of workers, in relation to the working environment, occupational risk factors and the methods of carrying out the work activity;

"Risk assessment": a comprehensive and documented assessment of all risks to the health and safety of workers within the organization in which they work, aimed at identifying appropriate prevention and protection measures and drawing up a program of measures to ensure the improvement of health and safety levels over time;

[21] Professional requirements of Risk Prevention and Protection Service Officers: 1) educational qualification not lower than an upper secondary education diploma; 2) certificate of attendance, with verification of learning, to specific training courses appropriate to the nature of the risks present in the workplace and related to work activities; 3) subsequent attendance at refresher courses according to the guidelines defined in the agreement ratified on 26 January 2006 at the Permanent Conference for relations between the State, the regions and the autonomous provinces of Trento and Bolzano, published in the Official Gazette no. 37 of 14 February 2006, and subsequent amendments. Those who hold a degree in one of the following classes: L7, L8, L9, L17, L23, referred to in the Decree of the Minister of University and Scientific and Technological Research of 16 March 2007, published in the O.S. of the Official Gazette no. 155 of 6 July 2007, or in classes 8, 9, 10, 4, referred to in the Decree of the Minister of University and Scientific and Technological Research of 4 August 2000, published in the O.S. of the Official Gazette no. 245 of 19 October 2000, or in class 4 referred to in the Decree of the Minister of University and Scientific and Technological Research of 2 April 2001, published in the O.S. of the Official Gazette no. 128 of 5 June 2001, or of other degrees recognized as corresponding pursuant to current legislation, are exempt from attending the aforementioned training courses.

[22] Professional requirements of the Head of the Risk Prevention and Protection Service. In addition to the requirements for the Risk Prevention and Protection Service Officer, a certificate of attendance, with verification of learning, is required for specific training courses on risk prevention and protection, including ergonomic and work-related stress risks, organization and management of technical-administrative activities and communication techniques in the company and trade union relations. The functions of Manager or Employee may also be performed by those who, although not in possession of a qualification not lower than an upper secondary education diploma, can demonstrate that they have carried out one of the functions inherent in the position, professionally or in the employ of an employer, for at least six months as of 13 August 2003. after carrying out training courses appropriate to the nature of the risks present in the workplace and related to work activities.

"*Organizational, management and control model*": organizational, management and control model for the definition and implementation of a company health and safety policy, pursuant to Article 6, paragraph 1, letter a) of Legislative Decree 231/2001, suitable for preventing the offences referred to in Articles 589 and 590, third paragraph, of the Italian Criminal Code, committed in violation of accident prevention and occupational health protection regulations.

1.2 MAIN CHARACTERISTICS OF THE REGULATIONS FOR THE PROTECTION OF HEALTH AND SAFETY IN THE WORKPLACE AND THE RELATED DUTIES OF THE EMPLOYER, SUPERVISORS AND WORKERS

The general measures for the protection of the health and safety of workers (which the Employer is obliged to adopt to prevent accidents at work and occupational diseases) are regulated by art. 2087 of the Italian Civil Code and Legislative Decree no. 81 of 9 April 2008 ("Implementation of Article 1 of Law no. 123 of 3 August 2007 on the protection of health and safety in the workplace"), which transposed, collected and supplemented the regulations on health and safety at work.

The Employer is obliged to eliminate any type of risk arising from the workplace in the light of the knowledge acquired on the basis of technical progress and, where this is not possible, to reduce such risks to a minimum.

From a general point of view, the Employer is obliged to organize a prevention and protection service within the workplace in order to identify risk factors.

More specifically, the Employer is responsible for providing workers with:

- all general information on the risks presents in the workplace and specific information on the risks related to the tasks assigned to individual workers;
- adequate training on measures for the protection of the health and safety of workers with specific training for their particular task. This must take place at the time of their recruitment or in the event of a transfer or change of duties and, in any case, when new work equipment or new technologies are used, including with regard to language skills and with particular reference to:
  - *(i)* concepts of risk, damage, prevention, protection, organization of company prevention, rights and duties of the various company subjects, supervisory bodies, control, assistance;
  - *(ii)* risks related to the tasks and possible damage and the consequent prevention and protection measures and procedures characteristic of the sector or sector to which the company belongs.

1.3 OBLIGATIONS OF THE EMPLOYER AND MANAGERS

Article 17 of Legislative Decree No. 81/2008 provides as non-delegable obligations of the Employer

a. assessment of all risks with the consequent preparation of the document provided for in Article 28 of Legislative Decree No. 81/2008;

b. the appointment of the person in charge of the risk prevention and protection service.

Article 18 of Legislative Decree No. 81/2008 states that the main obligations of the Employer and the Manager are:

- update the prevention measures in relation to organizational and production changes that are relevant to occupational health and safety, or in relation to the degree of development of prevention and protection techniques
- take appropriate measures to prevent the technical measures adopted from causing risks to the health of the population or deterioration of the external environment by periodically verifying the continued absence of risk;
- take measures:
  - *(i)* arranged to ensure that only workers who have received appropriate instructions and specific training enter areas that expose them to a serious and specific risk; arranged so that only workers who have received adequate instructions and specific training access the areas that expose them to a serious and specific risk;
  - *(ii)* necessary for the purposes of fire prevention and evacuation of the workplace, as well as for the event of serious and immediate danger in a manner appropriate to the nature of the activity, the size of the company or production unit and the number of people present;
  - *(iii)* capable of exercising control of risk situations in the event of an emergency and of giving instructions so that workers, in the event of serious, immediate and unavoidable danger, leave the workplace or the danger area;
- designate in advance the workers in charge of implementing fire prevention and firefighting measures, evacuation of workplaces in the event of serious and immediate danger, rescue, first aid and, in any case, emergency management;
- identify the person or persons in charge of carrying out the supervisory activities referred to in Article 19. Collective labour contracts and agreements may establish remuneration due to the person in charge for carrying out the activities referred to in the previous sentence. The person in charge may not suffer any prejudice due to the performance of his or her activity[23];
- require individual workers to comply with the regulations in force, as well as with the company provisions on safety and hygiene at work and the use of collective means of protection and personal protective equipment made available to them;
- entrusting tasks to workers, considering their abilities and conditions in relation to their health and safety;
- to fulfil the obligations of information, education and training towards workers, supervisors and workers' safety representatives;

[23] Provision inserted by art. 13, paragraph 1, letter d-bis), Legislative Decree no. 146 of 21 October 2021, converted, with amendments, by Law no. 215 of 17 December 2021.

- provide workers with the necessary and suitable personal protective equipment, after consulting the head of the prevention and protection service and the competent doctor, if present;
- inform workers exposed to the risk of serious and immediate danger as soon as possible about the risk itself and the measures taken or to be taken regarding protection;
- ensure that workers for whom health surveillance is compulsory are not assigned to the specific work task without the prescribed assessment of suitability;
- refrain from requiring workers to resume their work in a work situation in which a serious and immediate danger persists, except in an exception duly justified by health and safety protection requirements;
- appoint the doctor responsible for carrying out health surveillance in the cases envisaged, requiring him to comply with the obligation's incumbent on him;
- allow workers to verify, through the workers' safety representative, the application of safety and health protection measures;
- consult the workers' safety representative in the cases provided for by the legislation on health and safety at work;
- promptly deliver to the workers' safety representative, at the latter's request and for the performance of his function, a copy of the risk assessment document, as well as allowing the same representative to access data relating to accidents and health surveillance;
- communicate annually with INAIL the names of the workers' safety representatives;
- communicate to INAIL in relation to their respective competencies, for statistical and information purposes, the data relating to accidents at work that involve an absence from work of at least one day, excluding that of the event and, for insurance purposes, the information relating to accidents at work that involve an absence from work of more than three days;

The Employer shall also provide the prevention and protection service and the competent doctor with information regarding:

(i) the nature of the risks;

(ii) the organization of work, the planning and implementation of preventive and protective measures;

(iii) the data referred to in paragraph 1, letter r), Legislative Decree 81/2008, and those relating to occupational diseases;

(iv) the measures adopted by the supervisory bodies.

The Employer is obliged to designate one or more persons employed by him to carry out activities concerning the prevention and protection of the safety and health of workers (so-called "Prevention and Protection"). Prevention and Protection Service, hereinafter referred to as "**SPPs**") within the company.

Except for the cases provided for by art. 31, paragraph 6, Legislative Decree no. 81/2008, the SPP may be composed of workers or experts external to the company and the Employer must designate the person in charge of the service itself.

The following are the principles that must be followed by the Employer in organizing the SPP:

- the workers in charge must possess adequate skills and abilities and the Employer must provide them with the necessary means to ensure protection activities;
- The workers in charge must be sufficient in number to deal with the organization of protection and prevention measures, taking into account the size of the company or production unit and the specific risks to which the workers are exposed and their distribution within the company or production unit.

In particular, the person in charge of the prevention and protection service[24] must:

- assisting the Employer in assessing risks to the health and safety of workers;
- to develop, within the scope of its competence, measures for the prevention and protection of workers;
- provide workers with the necessary information and offer training courses concerning measures on the safety and health of workers.

Finally, the Employer and the Managers are also required to monitor the fulfilment of the obligations referred to in Articles 19, 20, 22, 23, 24 and 25 of Legislative Decree 81/2008, without prejudice to the exclusive liability of the parties obliged pursuant to the same articles if the failure to implement the aforementioned obligations is attributable solely to them and there is no lack of vigilance on the part of the employer and managers.

1.4 OBLIGATIONS OF SUPERVISORS

With reference to the activities indicated in Article 3 of Legislative Decree 81/2008, the people in charge, according to their duties and competences, must:

- supervise and supervise the compliance of individual workers with their legal obligations, as well as with company provisions on health and safety at work and the use of collective means of protection and personal protective equipment made available to them and, in the event of detection of conduct that does not comply with the provisions and instructions given by the employer and managers for the purposes of collective and individual protection, intervene to change the non-compliant behavior by providing

[24] The person in charge of the SPP must meet the requirements specified in art. 32 of Legislative Decree 81/2008 (adequate aptitudes and skills, availability of adequate means and time to carry out the tasks) and must have attended specific safety training courses, as required by Legislative Decree no. 195 of 23 June 2003.

the necessary safety instructions. In the event of failure to implement the instructions given or persistence of non-compliance, interrupt the worker's activity and inform the direct superiors[25];

- verify that only workers who have received adequate instructions enter the areas that expose them to a serious and specific risk;
- require compliance with the measures for the control of risk situations in the event of an emergency and give instructions so that workers, in the event of serious, immediate and unavoidable danger, leave the workplace or the danger zone;
- inform workers exposed to the risk of serious and immediate danger as soon as possible about the risk itself and the measures taken or to be taken regarding protection;
- refrain from requiring workers to resume their work in a work situation where there is a serious and immediate danger, except in duly justified exceptions;
- promptly report to the employer or manager both the deficiencies of the means and equipment of work and personal protective equipment, and any other dangerous condition that occurs during work, of which he becomes aware based on the training received;
- in the event of deficiencies in the means and equipment of work and any dangerous condition detected during supervision, if necessary, temporarily interrupt the activity and, in any case, promptly report the non-conformities detected to the employer and the manager[26];
- attend special training courses in accordance with the provisions of Article 37 of Legislative Decree 81/2008.

1.5 OBLIGATIONS OF WORKERS

Each worker is responsible for his or her own safety and health and that of other people present in the workplace, who may be affected by the effects of his or her actions or omissions, in accordance with his or her training and the instructions and means provided by the Employer.

In particular, workers must:

- contribute, together with the Employer, managers and supervisors, to the fulfilment of the obligations envisaged to protect health and safety in the workplace;
- observe the provisions and instructions given by the Employer, managers and supervisors, for the purposes of collective and individual protection;

[25] Provision replaced by art. 13, paragraph 1, letter d-ter), no. 1), Legislative Decree no. 146 of 21 October 2021, converted, with amendments, by Law no. 215 of 17 December 2021.

[26] Disposizione inserita dall'art. 13, comma 1, lett. d-ter), n. 2), D.L. 21 ottobre 2021, n. 146, convertito, con modificazioni, dalla L. 17 dicembre 2021, n. 215.

- correctly use work equipment, dangerous substances and preparations, means of transport, as well as safety devices;
- use the protective equipment made available to them appropriately;
- immediately report to the Employer, the manager or the person in charge the deficiencies of the means and devices, as well as any dangerous condition of which they become aware, working directly, in case of urgency, within the scope of their competences and possibilities – without prejudice to the obligation referred to in the point immediately following – to eliminate or reduce situations of serious and imminent danger, informing the workers' safety representative;
- not to remove or modify the safety, signaling or control devices without authorization;
- not to carry out on their own initiative operations or manoeuvres that are not within their competence or that may compromise their own safety or that of other workers;
- participate in training and training programs organized by the Employer;
- undergo the health checks provided for by Legislative Decree no. 81/2008 or in any case ordered by the competent doctor.

The Employer, managers, supervisors and – in general – the managers of the various areas of competence are obliged to verify that workers comply with company safety rules.

1.6 OCCUPATIONAL SAFETY MANAGEMENT SYSTEM

Pursuant to art. 30 of Legislative Decree no. 81/2008, the system guarantees:

- compliance with the technical-structural standards of the law relating to equipment, plants, workplaces, chemical, physical and biological agents;
- the performance of risk assessment activities and the preparation of consequent prevention and protection measures;
- the performance of activities of an organizational nature, such as emergencies, first aid, procurement management, periodic safety meetings, consultations of workers' safety representatives;
- the performance of health surveillance activities;
- the performance of information and training activities for workers;
- the performance of supervisory activities with reference to compliance with procedures and safe work instructions by workers;
- the acquisition of documentation and certifications required by law;
- periodic checks on the application of the effectiveness of the procedures adopted.

To ensure the implementation and observance of the rules and preventive measures on health and safety at work, the Company uses a Prevention and Protection Service, whose members have been identified based on the professional, technical and training requirements provided for by law.

The Company employs competent external doctors, also identified based on the professional, technical and training requirements provided for by law, whose relationships are duly contracted.

2. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of sensitive trials, in order to prevent the commission of the crimes indicated in the previous paragraph **Error! Reference source not found.** . To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

a. the areas and/or business processes defined as "sensitive" or "at risk of crime";

b. the general principles of reference relating to the company procedures that must be observed in the Sensitive Processes, for the purposes of the correct application of the Model;

c. reference principles that must govern the control, monitoring and verification tasks of the Supervisory Body on the operation, compliance and updating of the Model.

3. SENSITIVE TRIALS RELATING TO THE OFFENCES REFERRED TO IN ART. 25-SEPTIES

On the occasion of the implementation of the *risk mapping* activity, the following were identified within the Company's organizational and corporate structure:

➢ areas considered "at risk of crime",

➢ within each "crime risk" area, the related so-called "sensitive" activities have been identified, i.e. those specific activities to the performance of which the risk of committing the crimes in question is connected;

➢ the procedural controls envisaged with reference to the activities that are carried out in the areas "at risk of crime" in addition to the rules defined in Model 231 and its protocols (system of powers of attorney, *code of conduct*, etc.), aimed at ensuring the clear definition of the roles and responsibilities of the actors involved in the process and the identification of the principles of conduct.

Based on an analysis of the main activities carried out by Nordex, the following areas at risk of committing the crimes indicated in paragraph 1 have been identified:

- Management of relations with the Public Administration;
- Management of health and safety in the workplace.

The following are situations of particular attention within the aforementioned areas of activity at risk:

- Management of relations with the Public Administration:
  - Request and management of contributions, loans, subsidized loans or other disbursements from public bodies (such as tax credits for research and development activities, funded calls for training);
  - Management of funding for training;
  - Management of relations with Public Bodies: stipulates contractual relationships with the Public Administration;
  - Relations with public officials and/or persons in charge of public service on the occasion of economic negotiations or obligations to obtain and/or renew measures, authorizations, licenses (e.g. relations with the Revenue Agency, Ministry of Research and Development);
  - Relations with public officials and/or persons in charge of public service on the occasion of the management of inspections, verifications and assessments carried out by public bodies (e.g. Italian Finance Guard, Italian Revenue Agency, INPS, Labour Inspectorate, INAIL, VVF, ARPA, Guarantor for the protection of personal data, etc.);
  - Relations with public officials and/or public service officers in the management of disputes with the Public Administration;
  - Requests for tax benefits;
  - Management of relations with customs for the import or export of products.
- Occupational health and safety management:
  - Management of the company's health and safety policy;
  - Compliance with the technical-structural standards of the law relating to equipment, plants, workplaces;
  - Risk assessment;
  - Management of relations with third parties (including the management of contracts, subcontracts and supplies);
  - Communication, participation and consultation obligations;
  - Emergency management;
  - Health surveillance;
  - Education and training activities.

4. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

The Recipients of the Model who contribute, in various capacities and with different responsibilities, in the management of the processes listed above must:

- comply with the provisions of the *Code of Conduct*;
- comply with the provisions of laws and regulations in force and in particular with Legislative Decree 81/2008;
- operate in compliance with the powers of representation and corporate signature, the proxies and powers of attorney conferred on them;
- comply with the requirements of the reference procedures;
- comply with the requirements set out in the Risk Assessment Document;
- comply with the instructions given by hierarchical superiors;
- report to the SB any actions carried out in violation of the provisions of the Model.

In addition, in the management of personnel concerning all the Company's employees, it is necessary to provide constantly and continuously and in order to manage more efficiently and in compliance with current legislation:

- staff training;
- the implementation of legislation on health and safety in the workplace;
- the implementation of disciplinary aspects,

and in particular:

- to link risk assessment to job descriptions.

Furthermore, given the high level of inherent risk, it could be expected that the meeting to be held pursuant to Art. 35 of Legislative Decree 81/2008 can also be held every six months.

In the management of the prevention and protection system concerning the activities carried out by the Company, it is necessary, in accordance with the provisions of current legislation:

- establish the prevention and protection service,
- designate the director in charge and the supervisors designate the competent doctor to whom health surveillance is entrusted pursuant to art. 18 of Legislative Decree 81/2008;
- draw up the Risk Assessment Document and update it in the event of changes in the workplace or when made necessary by specific needs;
- Adopt fire prevention, firefighting, worker evacuation, first aid and emergency management measures.

- design and carry out operational and maintenance interventions in compliance with the requirements of current legislation and certify their fulfilment;
- adapt the systems in relation to the changes in the law that have occurred;
- ensure periodic maintenance of safety devices.

Particular attention must also be paid to activities concerning the recruitment and operational management of resources in all production cycles in compliance with the provisions of the risk assessment document and the competent doctor.

In order to ensure compliance with the regulatory requirements in the management of the above-mentioned activities, the Employer, or the Manager or the Person in charge of the delegated purpose must proceed:

- training and information from workers on the risks associated with business activities, the specific risks to which they are exposed due to the work carried out, procedures concerning first aid and evacuation procedures in the event of danger;
- the adoption of the prevention and protection measures provided for in the Risk Assessment Document for all employees;
- the employment of employees in compliance with current legislation on work performance (working hours, rest, overtime, etc.);
- to ensure that all employees comply with the laws and company provisions on health, safety and hygiene at work with reference to the specific activity carried out;
- to consult the workers' safety representatives (RLS) in accordance with current legislation;
- to use the staff according to the physical fitness certified by the competent doctor.

Finally, with regard to the management of works, supplies and service contracts, the Recipients must:

- guarantee compliance with the law in the awarding of the contract, providing for the stipulation of the same only with those in possession of the technical and professional requirements provided for in the legislation;
- evaluate the occupational health and safety regulations to be applied during the definition of the contractual object in order to identify the obligations to be fulfilled;
- ensure coordination and cooperation with the contractor's employer during the execution of the works for the fulfilment of the obligations set out in the safety plan or in the Risk Assessment Document;
- verify, during the contract management phase, that for the resources employed by the contractor, all the relevant obligations provided for by social security, insurance and welfare legislation have been fulfilled by the latter.

5. THE CONTROLS OF THE SUPERVISORY BODY

The supervisory tasks of the Supervisory Body concerning compliance with and effectiveness of the Model in the field of offences for the violation of accident prevention regulations and on the protection of hygiene and health at work are as follows:

- monitoring of the system of protocols (procedures, proxies, powers of attorney, etc.) for the prevention of crimes relating to safety in the workplace;
- examination of any specific reports from internal and external control bodies or from any employee and provision of the investigations deemed necessary as a result of the reports received.

ANNEX 8 – ENVIRONMENTAL CRIMES, CRIMES AGAINST CULTURAL HERITAGE AND LAUNDERING OF CULTURAL PROPERTY AND DEVASTATION AND LOOTING OF CULTURAL AND LANDSCAPE PROPERTY

1. THE OFFENCES REFERRED TO IN ARTICLE 25-*UNDECIES* OF THE DECREE - THE OFFENCES REFERRED TO IN ARTICLES 25-*SEPTIESDECIES* AND 25-*DUODEVICIES* OF LEGISLATIVE DECREE NO. 231/2001

The Directive of the European Parliament and of the Council of 19 November 2008 (Directive 2008/99/EC) required Member States to provide for appropriate criminal sanctions in relation to serious violations of the provisions of EU law on environmental protection.

Art. Article 6 of the aforementioned directive has also specifically provided, again with a view to further strengthening environmental protection, that Member States shall provide for the introduction of forms of liability of legal people in the event that the unlawful conduct referred to in the directive is committed in their interest or to their advantage. With Legislative Decree 121/2011, European Directive no. 2008/99/EC was transposed, thus following up on the obligation imposed by the European Union to incriminate conduct that is highly dangerous for the environment, introducing into the Decree art. 25-undecies, last amended by Law no. 68/2015.

For the purposes of the Model, taking into account the peculiarities, characteristics and business of the Company, the following provisions are of particular importance:

Environmental pollution (Article 452-*bis* of Italian the Criminal Code)

"*Anyone who unlawfully causes significant and measurable impairment or deterioration shall be punished with imprisonment from two to six years and a fine from € 10,000.00 to € 100,000.00:*

1) water or air, or large or significant portions of the soil or subsoil;

2) of an ecosystem, biodiversity, including agricultural biodiversity, flora or fauna.

When pollution is produced in a protected natural area or subject to landscape, environmental, historical, artistic, architectural or archaeological constraints, or to the detriment of protected animal or plant species, the penalty is increased".

It is a crime of damage, which occurs in the event of significant impairment or deterioration of the quality of the soil, subsoil, water or air, or of the ecosystem, biodiversity, flora or fauna.

The case in question, compared to the other hypotheses of environmental crime built on the model of exceeding the tabular values (see, for example, Article 137, paragraph 5 and Article 279, paragraph 2, of the Consolidated Law on Finance) or of the exercise of certain activities without authorization (see, for example, Article 256 of the Consolidated Law on Finance), is placed at a higher level of offence against the environment.

Environmental disaster (Article 452-*quarter* of the Italian Criminal Code)

"*Except in the cases provided for in Article 434, anyone who illegally causes an environmental disaster is punished with imprisonment from five to fifteen years. The following constitute environmental disasters alternatively:*

1. the irreversible alteration of the balance of an ecosystem;

2. the alteration of the balance of an ecosystem whose elimination is particularly onerous and achievable only with exceptional measures;

3. the offence against public safety by reason of the relevance of the fact for the extent of the impairment or its harmful effects or for the number of people offended or

4. exposed to danger.

When the disaster is produced in a protected natural area or subject to landscape, environmental, historical, artistic, architectural or archaeological constraints, or to the detriment of protected animal or plant species, the penalty is increased".

It is a crime of free-form event that punishes any conduct – even omissive in the event of the existence of a position of guarantee – that has caused an environmental disaster.

The notion of disaster is declined differently according to the three possible events described by the law. In the hypotheses of alteration of the balance of an ecosystem (nos. 1 and 2), disaster is understood as a destructive event of extraordinary proportions, even if not necessarily immense, capable of producing serious, complex and extensive harmful effects; while with reference to the offense to public safety (no. 3), the disaster is recognizable in an event capable of causing a danger to the life or physical integrity of an indeterminate number of people.

The crime is punished even if committed by way of negligence pursuant to the following Article 452-*quinquies* of the Italian Criminal Code.

Culpable crimes against the environment (Article 452-*quinquies* of the Italian Criminal Code)

"*If any of the acts referred to in Articles 452-bis and 452-quarter of the Criminal Code is committed due to negligence, the penalties provided for in the same articles are reduced from one third to two thirds.*

If the commission of the acts referred to in the previous paragraph results in the danger of environmental pollution or environmental disaster, the penalties are further reduced by one third".

This provision provides for a reduced sanction for the conduct described in art. 452-*bis* and 452-*quarter* of the Italian Criminal Code in the event that they are committed with negligence.

In addition, a further reduction of the penalty is ordered, equal to one third, if the commission of the aforementioned facts results in the danger of environmental pollution or environmental disaster.

Trafficking and abandonment of highly radioactive material (Article 452-*sexies* of the Italian Criminal Code)

Anyone who "*illegally transfers, purchases, receives, transports, imports, exports, procures to others, holds or transfers highly radioactive material"* is punished with imprisonment from two to six years and a fine from 10 thousand to 50 thousand euros.

The penalty is increased if these activities result in the danger of compromise or deterioration of the soil or ecosystem. If the act results in danger to the life or safety of people, the penalty is increased by up to half.

Aggravated associative crimes (Article 452-*octies* of the Italian Criminal Code)

"*Where the association referred to in Article 416 is directed, exclusively or concurrently, for the purpose of committing any of the offences provided for in this Title, the penalties provided for in the same Article 416 shall be increased.*

When the association referred to in Article 416-bis is aimed at committing any of the offences provided for in this Title or at acquiring the management or in any case control of economic activities, concessions, authorizations, contracts or public services in environmental matters, the penalties provided for in the same Article 416-bis shall be increased.

The penalties referred to in the first and second paragraphs shall be increased from one third to one half if the association includes public officials or persons in charge of a public service who exercise functions or perform services in environmental matters".

As far as is relevant here, with reference to the conduct described in art. 452-*bis*, art. 452-quarter, art. 452-*sexies*, the rule in question provides for the application of aggravating circumstances in the following cases:

- criminal conspiracy referred to in art. 416 of the Italian Criminal Code, directed for the purpose of committing one of the new crimes;
- mafia-type association, including foreign ones, referred to in art. 416-*bis* of the Italian Criminal Code, aimed at committing any of the aforementioned environmental crimes or aimed at acquiring the management or in any case control of economic activities, concessions, authorizations, contracts or public services in environmental matters.

An environmental aggravating circumstance has also been inserted, with an increase in the penalty from one third to one-half, in the event that an act already envisaged as a crime is committed in order to:

- to carry out one or more of the crimes of environmental pollution, environmental disaster, trafficking and abandonment of highly radioactive material, impediment of control and failure to remediate;
- to carry out one or more of the crimes provided for by Legislative Decree no. 152/2006, containing "Environmental regulations"; violate any other legal provision to protect the environment.

The environmental aggravating circumstance also intervenes with an increase in the penalty of one third, in the event that the commission of the act results in the violation of one or more rules provided for by the aforementioned Legislative Decree no. 152/2006 or by another law that protects the environment.

Unauthorized waste management activities (Art. 256, Legislative Decree no. 152/2006)

"*1. Except in the cases sanctioned pursuant to Article 29-quattuordecies, paragraph 1, anyone who carries out an activity of collection, transport, recovery, disposal, trade and brokerage of waste in the absence of the required authorization, registration or communication referred to in Articles 208, 209, 210, 211, 212, 214, 215 and 216 shall be punished:*

a) with a penalty of imprisonment from three months to one year or with a fine of between € 2,600.00 and € 26,000.00 in the case of non-hazardous waste;

b) with the penalty of imprisonment from six months to two years and with a fine from € 2,600.00 to € 26,000.00 in the case of hazardous waste.

(...)

3. Except in the cases sanctioned pursuant to Article 29-quattuordecies, paragraph 1, any 3. Except in the cases sanctioned pursuant to Article 29-quattuordecies, paragraph 1, anyone who builds or manages an unauthorized landfill shall be punished with imprisonment from six months to two years and a fine of between € 2,600.00 and € 26,000.00. The penalty of imprisonment from one to three years and a fine from € 5,200.00 to € 52,000.00 is applied if the landfill is intended, even in part, for the disposal of hazardous waste. The conviction or sentence issued pursuant to Article 444 of the Code of Criminal Procedure shall result in the confiscation of the area on which the illegal landfill is built if it is owned by the perpetrator or the participant in the crime, without prejudice to the obligations of reclamation or restoration of the state of the places.

4. The penalties referred to in paragraphs 1, 2 and 3 shall be reduced by half in the event of non-compliance with the requirements contained or referred to in the authorizations, as well as in the event of failure to meet the requirements and conditions required for registrations or communications.

5. Any person who, in breach of the prohibition laid down in Article 187, carries out unauthorized waste mixing activities shall be punished with the penalty referred to in paragraph 1(b).

6. Anyone who carries out temporary storage at the place of production of hazardous medical waste, in violation of the provisions of Article 227, paragraph 1, letter b), shall be punished with imprisonment from three months to one year or with a fine of between € 2,600.00 and € 26,000.00. An administrative fine ranging from € 2,600.00 to € 15,500.00 shall be applied for quantities not exceeding two hundred liters or equivalent quantities".

For the purposes of Legislative Decree 231/2001 and due to the Company's activities, the criminal offences indicated in paragraphs 1, 3, 5 and 6 are relevant in the abstract.

The provision in question contemplates a plurality of autonomous offences that can be carried out through a heterogeneous series of conducts, the common denominator of which is represented by the fact that they are carried out in the absence of the prerequisite represented by authorization, registration or communication.

Violation of the obligations of communication, keeping of mandatory registers and forms (Article 258, Legislative Decree No. 152/2006)

"(...)

4. Unless the act constitutes a criminal offence, any person who transports waste without the form referred to in Article 193 or without the substitute documents provided for therein or reports incomplete or inaccurate data on the form itself, shall be punished with an administrative fine of between one thousand six hundred and ten thousand euros. The penalty of Article 483 of the Criminal Code applies in the case of the transport of hazardous waste. This last penalty also applies to those who, in the preparation of a certificate of analysis of waste, provide false information on the nature, composition and chemical-physical characteristics of the waste and to those who use a false certificate during transport.

(...)"

Art. 258 of Legislative Decree no. 152/2006, as last amended by Legislative Decree 116/2020, contemplates a multiplicity of offences, both criminal and administrative, largely focused on the violation of certain obligations prescribed by law.

1.1. THE OFFENCES REFERRED TO IN ARTICLES 25-SEPTIESDECIES AND 25-*DUODEVICIES* OF LEGISLATIVE DECREE NO. 231/2001

Law no. 22 of 09/03/2022 on "Provisions on crimes against cultural heritage" was published in the Official Gazette no. 68 of 22 March 2022[27].

This Law systematically reorganizes, as well as integrates into the Italian Criminal Code, the criminal provisions contained in Legislative Decree No. 42/2004 ("*Code of Cultural Heritage and Landscape, pursuant to Article 10 of Law No. 137 of 6 July 2002*"), through the insertion of Title VIII-bis, entitled "Crimes against cultural heritage", and consisting of 17 new articles (from 518-*bis* to 518-*undevicies*).

About the changes impacting the administrative liability of entities pursuant to Legislative Decree 231/2001, art. 3 of Law no. 22 of 09/03/2022 introduced the new art. 25-*septiesdecies* "*Crimes against cultural heritage*" into Legislative Decree 231/2001, which expands the catalogue of predicate offences with the addition of the following offences, referred to in the new Title VIII-bis of the Italian Criminal Code:

[27] Article 2 of the Code of Cultural Heritage (Legislative Decree no. 42/2004) establishes that cultural heritage consists of cultural heritage and landscape heritage. Landscape assets are buildings and areas that are an expression of the historical, cultural, natural, morphological and aesthetic values of the territory declared to be of considerable public interest (art. 136) by the State, the Regions or other local public bodies concerned or subject to protection by landscape plans and other areas protected by law (such as coastal territories, Rivers, streams, glaciers, parks, forests and woodlands - Art. 142).

- Theft of cultural property (Article 518-*bis* of the Italian Criminal Code), punishable by a fine of 400 to 900 shares[28];

- Embezzlement of cultural property (Article 518-*ter* of the Italian Criminal Code), punishable by a fine of 200 to 500 shares[29];

- Receiving stolen cultural property (Article 518-*quarter* of the Italian Criminal Code), punishable by a fine of 400 to 900 shares[30];

- Forgery in private deed relating to cultural heritage (Article 518-octies of the Italian Criminal Code), punishable by a fine of 400 to 900 shares[31];

- Violations regarding the alienation of cultural property (Article 518-*novies* of the Italian Criminal Code), punishable by a fine of 100 to 400 shares[32];

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[28] **Theft of cultural property (art. 518-*bis*. c.p.)**: "*Anyone who takes possession of another person's movable cultural property, taking it away from those who hold it, in order to make a profit, for himself or for others, or takes possession of cultural property belonging to the State, as they are found underground or on the seabed, is punished with imprisonment from two to six years and a fine from 927 to 1,500 euros.*
The penalty is imprisonment from four to ten years and a fine from 927 to 2,000 euros if the crime is aggravated by one or more of the circumstances provided for in the first paragraph of article 625 or if the theft of cultural property belonging to the State, as found underground or on the seabed, is committed by those who have obtained the research concession provided for by law".

[29] **Embezzlement of cultural property (art. 518-*ter* c.p.)**: "*Anyone who, in order to procure an unfair profit for himself or others, appropriates another person's cultural property of which he has, for whatever reason, possession is punished with imprisonment from one to four years and a fine from 516 to 1,500 euros.*
If the act is committed on things owned as a necessary deposit, the penalty is increased".

[30] **Receiving stolen cultural property (art. 518-*quater* c.p.)**: "*Except in cases of complicity in the crime, anyone who, in order to procure a profit for himself or others, purchases, receives or conceals cultural property deriving from any crime, or in any case interferes in having them acquired, received or concealed, is punished with imprisonment from four to ten years and a fine from 1,032 to 15,000 euros.*
The penalty is increased when the offence concerns cultural property resulting from the offences of aggravated robbery pursuant to Article 628, third paragraph, and aggravated extortion pursuant to Article 629, second paragraph.
The provisions of this article shall also apply when the perpetrator of the crime from which the cultural property comes is not imputable or is not punishable or when there is no condition of admissibility with reference to that crime".

[31] **Forgery in private deed relating to cultural heritage (art. 518-*octies* c.p.)**: "*Anyone who forms, in whole or in part, a false private deed or, in whole or in part, alters, destroys, suppresses or conceals a true private deed, in relation to movable cultural property, in order to make its provenance appear lawful, shall be punished with imprisonment from one to four years.*
Anyone who makes use of the private deed referred to in the first paragraph, without having participated in its formation or alteration, shall be punished with imprisonment from eight months to two years and eight months".

[32] **Violations regarding the alienation of cultural property (art. 518-*nonies* c.p.)**: "*The following shall be punished with imprisonment from six months to two years and a fine from €2,000 to €80,000:*
1) anyone who, without the required authorization, alienates or places on the market cultural goods;
2) anyone who, being required to do so, fails to submit, within thirty days, a report of the deeds of transfer of ownership or possession of cultural property;
3) the alienator of a cultural asset subject to pre-emption who delivers the property within sixty days from the date of receipt of the transfer report".

- Illegal importation of cultural goods (Article 518-*decies* of the Italian Criminal Code), punishable by a fine of 200 to 500 quotas[33];

- Illegal exit or export of cultural goods (Article 518-*undecies* of the Italian Criminal Code), punishable by a fine of 200 to 500 shares[34];

- Destruction, dispersion, deterioration, disfigurement, soiling and illegal use of cultural or landscape property (Article 518-*duodecies* of the Italian Criminal Code), punishable by a fine of 300 to 700 shares[35];

- Counterfeiting of works of art (Article 518-*quaterdecies* of the Italian Criminal Code), punishable by a fine of 300 to 700 shares[36].

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[33] **Illegal importation of cultural goods (art. 518-*decies* c.p.)**: "*Whoever, except in cases of complicity in the offences provided for in Articles 518-quarter, 518-quinquies, 518-sexies and 518-septies, imports cultural property resulting from a crime or found as a result of searches carried out without authorization, where provided for by the law of the State in which the discovery took place, or exported from another State in violation of the law on the protection of the cultural heritage of that State, is punished with imprisonment from two to six years and a fine from 258 to 5,165 euros*".

[34] **Illegal exit or export of cultural goods (art. 518-undecies c.p.)**: "*Anyone who transfers cultural property, things of artistic, historical, archaeological, ethno-anthropological, bibliographic, documentary or archival interest or other things subject to specific protection provisions under the legislation on cultural heritage, without a certificate of free circulation or export license, is punished with imprisonment from two to eight years and a fine of up to €80,000.*
The penalty provided for in the first paragraph shall also apply to anyone who does not return to the national territory, at the end of the term, cultural property, things of artistic, historical, archaeological, ethno-anthropological, bibliographic, documentary or archival interest or other things subject to specific protection provisions pursuant to the legislation on cultural heritage, for which temporary exit or export has been authorized, as well as against anyone who makes false declarations in order to prove to the competent export office, in accordance with the law, the non-subjection of things of cultural interest to authorization to leave the national territory".

[35] **Destruction, dispersion, deterioration, disfigurement, soiling and illegal use of cultural or landscape (art. 518-*duodecies* c.p.)**: "*Anyone who destroys, disperses, deteriorates or renders his or her own or others' cultural or landscape assets useless or unusable in whole or in part shall be punished with imprisonment from two to five years and a fine of between €2,500 and €15,000.*
Anyone who, except in the cases referred to in the first paragraph, defaces or defaces his own or others' cultural or landscape property, or uses cultural property incompatible with its historical or artistic character or detrimental to its conservation or integrity, shall be punished with imprisonment from six months to three years and a fine of between €1,500 and €10,000.
The conditional suspension of the sentence is subject to the restoration of the state of the places or to the elimination of the harmful or dangerous consequences of the crime or to the provision of unpaid activity for the benefit of the community for a fixed time, in any case not exceeding the duration of the suspended sentence, according to the procedures indicated by the judge in the sentence".

[36] **Counterfeiting of works of art (art. 518-*quaterdecies* c.p.)**: "*The following shall be punished with imprisonment from one to five years and a fine of between €3,000 and €10,000:*
1) anyone who, in order to make a profit, counterfeits, alters or reproduces a work of painting, sculpture or graphics or an object of antiquity or of historical or archaeological interest;
2) anyone who, even without having participated in the counterfeiting, alteration or reproduction, puts on the market, holds for trade, introduces for this purpose into the territory of the State or in any case puts into circulation, as authentic, counterfeit, altered or reproduced specimens of works of painting, sculpture or graphics, objects of antiquity or objects of historical or archaeological interest;
3) anyone who, knowing the falsity, authenticates works or objects indicated in numbers 1) and 2) counterfeit, altered or reproduced;

In the event of the commission of the aforementioned crimes, the disqualification sanctions provided for under Article 9, paragraph 2, of Legislative Decree 231/2001 are applicable to the entity, for a duration not exceeding two years.

In addition, art. 3 of Law no. 22 of 09/03/2022 introduced into Legislative Decree 231/2001 the new art. 25-*duodevicies* "*Laundering of cultural property and devastation and looting of cultural and landscape property*", which expands the catalogue of predicate offences with the addition of the additional cases of:

- Laundering of cultural property (Article 518-*sexies* of the Italian Criminal Code), punishable by a fine of 500 to 1000 shares[37];

- Devastation and looting of cultural and landscape property (Article 518-*terdecies* of the Italian Criminal Code), punishable by a fine of 500 to 1000 shares[38].

With further application, in particular to the aforementioned cases, of the sanction of permanent disqualification from exercising the activity pursuant to Article 16, paragraph 3, Legislative Decree 231/2001, if the entity or one of its organizational units is permanently used for the sole or predominant purpose of allowing or facilitating their commission.

Finally, the provision in question provides for the extension of extended confiscation also for the crimes of (*i*) receiving cultural property, (*ii*) use of cultural property deriving from crime, (*iii*) laundering of cultural property, (*iv*) self-laundering of cultural property and organized activities for the illegal trafficking of cultural property.

* * *

Law no. 22/2022 introduced new offences into the Italian Criminal Code (Title VII-bis) and Legislative Decree 231/2001, most of which are aimed at strengthening the protection of cultural heritage.

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4) anyone who, by means of other declarations, expert opinions, publications, affixing of stamps or labels or by any other means, accredits or contributes to accrediting, knowing that they are false, as authentic works or objects indicated in numbers 1) and 2) counterfeit, altered or reproduced.
The confiscation of counterfeit altered or reproduced copies of the works or objects referred to in the first paragraph shall always be ordered, except in the case of things belonging to persons unrelated to the crime. The sale of confiscated items in auctions of bodies of crime is prohibited, without time limits".

[37] **Laundering of cultural property (art. 518-sexies c.p.)**: "*Except in cases of complicity in the crime, anyone who replaces or transfers cultural property deriving from a non-culpable crime, or carries out other operations in relation to them, in such a way as to hinder the identification of their criminal origin, is punished with imprisonment from five to fourteen years and a fine from 6,000 to 30,000 euros.*
The penalty is reduced if the cultural property comes from a crime for which the penalty of imprisonment is less than a maximum of five years.
The provisions of this article shall also apply when the perpetrator of the crime from which the cultural property comes is not imputable or is not punishable or when there is no condition of admissibility with reference to that crime".

[38] **Devastation and looting of cultural and landscape property (art. 518-*terdecies* c.p.)**: "*Anyone who, except in the cases provided for in Article 285, commits acts of devastation or looting of cultural or landscape property or cultural institutions and places shall be punished with imprisonment from ten to sixteen years*".

Two of the new articles also concern landscape assets.

Crimes such as theft, embezzlement, receiving stolen goods, money laundering, illegal import and export of cultural goods will mainly concern entities whose activity involves the management of cultural goods. Consequently, for compliance purposes, 231 will have a scope limited to specific sectors that deal with cultural heritage.

On the contrary, crimes such as destruction, deterioration, disfigurement, soiling or devastation of landscape assets can potentially concern all those entities whose activities, such as the renovation or maintenance of buildings with historical value or the construction of plants in areas qualified as scenic beauties, can concern landscape assets.

Law no. 22/2022 did not introduce the hypothesis of culpable liability for crimes relating to landscape assets, which can therefore only be integrated by way of intent, including "eventual" intent (not the voluntary nature of the criminal event but the acceptance of the possibility of its occurrence).

It can be hypothesized that landscape crimes may compete with environmental crimes (e.g. Article 452-*bis* of the Criminal Code Environmental Pollution and 452-*quarter* of the Italian Criminal Code Environmental Disaster) if, for example, the pollution occurs to the detriment of places considered to be of landscape interest.

According to case law[39] , the compromise of the values of the landscape can be achieved, not only with urban-building activities, but with any activity intrinsically suitable for involving environmental and landscape changes.

Potentially significant conducts are, among others, those that cause damage to landscape assets as a result of unlicensed building interventions, unauthorized cutting of trees, installation of signs, dumping or spilling of polluting products into the seas near the coasts, rivers or lakes, abandonment of waste and waste materials.

It is therefore important to note that this rule does not only concern those entities that deal with and manage cultural heritage, but entities that deal with potentially polluting substances near landscape assets or that install artifacts with a potential impact on the landscape.

2. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of Sensitive Trials, in order to prevent the commission of the crimes indicated in paragraphs 1 and 1.1. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

a) the areas and/or business processes defined as "sensitive" or "at risk of crime";

[39] Italian Supreme Court, Criminal Section III, ruling no.51858 of 11/11/2018 (hearing of 18/09/2018).

b) the general principles of reference relating to the company procedures that must be observed in the Sensitive Processes, for the purposes of the correct application of the Model;

c) the reference principles that must govern the control, monitoring and verification tasks of the Supervisory Body on the operation, compliance and updating of the Model.

3. AREAS POTENTIALLY "AT RISK OF CRIME" AND "SENSITIVE" ACTIVITIES

[*AD USO INTERNO*]

4. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

Environmental management is an issue that must be addressed and monitored constantly and continuously, in order to manage it as efficiently as possible, ensuring and guaranteeing compliance with current legislation.

Consequently, it is expressly forbidden for the Recipients of the Model to:

- identify and classify waste in a way that does not comply with current legislation for illegal purposes;
- omit the collection of waste according to the regulatory requirements for illegal purposes;
- provide false information on the nature, composition and chemical-physical characteristics of waste for illegal purposes;
- to carry out discharges into the sea of harmful substances for illegal purposes;
- reduce production costs by limiting in particular investments in environmental protection;
- carry out shipments or transport of waste using unauthorized transporters, reclaimers or disposers;
- violate the obligations to keep compulsory books pursuant to Article 258 of Legislative Decree 152/2006;
- sign untruthful documents;
- omit registration in the waste traceability system pursuant to Article 260-*bis* of Legislative Decree 152/2006;
- omit the compilation, or alter its content, of the "Sistri" form for illegal purposes;
- destroy protected wild animal and plant species for illegal purposes;

For the purposes of implementing the above behaviors, it is necessary to:

- operate in compliance with the powers, responsibilities, powers of signature and intervention based on predefined thresholds;
- periodically hold internal meetings with top management to discuss issues relating to the environment and safety at work;

- periodically hold meetings with staff in order to raise awareness of environmental and safety issues;
- verify and track each transaction in accordance with existing internal procedures and relevant legislation;
- periodically carry out checks on the compliance of environmental management with current legislation.

5. THE CONTROLS OF THE SUPERVISORY BODY

The specific supervisory tasks of the SB concerning compliance with and effectiveness of the Model on sensitive processes in relation to environmental crimes, which are in addition to those indicated in the previous General Section, are set out below:

- monitoring of the effectiveness of the system of protocols (proxies, powers of attorney, procedures, etc.) for the prevention of environmental crimes;
- periodic checks on compliance with the protocol system;
- examination of any specific reports from internal and/or external control bodies or from any employee and provision of the investigations deemed necessary as a result of the reports received;
- monitoring of the control activity carried out by the designated sensitive process managers;
- periodic examination of the principles on which the management systems of existing financial resources are based, indicating to management, where necessary, possible improvements in order to identify and prevent the crimes referred to in the Decree.

ANNEX 9 – EMPLOYMENT OF CITIZENS OF THIRD COUNTRIES ILLEGALLY STAYING AND OFFENCES AGAINST THE INDIVIDUAL

1. THE OFFENCES REFERRED TO IN ARTICLE 25-*DUODECIES* AND THOSE REFERRED TO IN ARTICLE 25-*QUINQUIES* OF LEGISLATIVE DECREE NO. 231/2001

2.

Law no. 199 of 29 October 2016 amended the text from art. 603-*bis* of the Italian Criminal Code relating to the crime of "Illegal intermediation and exploitation of labour", already introduced into our legal system – albeit with a smaller scope of application – by Legislative Decree no. 138/2011, converted with amendments by Law no. 148/2011.

The crime referred to in art. 603-*bis* of the Italian Criminal Code:

Illegal intermediation and exploitation of labour (Article 603-*bis* of the Italian Criminal Code)

"*Unless the fact constitutes a more serious crime, anyone shall be punished with imprisonment from one to six years and a fine from € 500.00 to 1,000.00 for each worker recruited:*

1) recruits labour in order to allocate it to work for third parties in exploitative conditions, taking advantage of the workers' state of need;

2) uses, hires or employs labour, including through the intermediation activity referred to in number 1), subjecting workers to conditions of exploitation and taking advantage of their state of need.

If the acts are committed by violence or threat, the penalty of imprisonment from five to eight years and a fine of € 1,000.00 to € 2,000.00 are applied for each worker recruited.

For the purposes of this article, the existence of one or more of the following conditions constitutes an indication of exploitation:

1) the repeated payment of wages in a way that is clearly different from the national or territorial collective agreements stipulated by the most representative trade unions at national level, or in any case disproportionate to the quantity and quality of the work performed;

2) the repeated violation of the legislation relating to working hours, rest periods, weekly rest, compulsory leave, holidays;

3) the existence of violations of the rules on safety and hygiene in the workplace;

4) the subjection of the worker to degrading working conditions, methods of surveillance or housing situations.

The following constitute a specific aggravating circumstance and entail an increase in the penalty from one third to one-half:

1) the fact that the number of workers recruited is greater than three;

2) the fact that one or more of the recruited subjects are minors of non-working age;

3) having committed the act by exposing the exploited workers to situations of serious danger, having regard to the characteristics of the services to be performed and the working conditions".

The crime in question specifically involves two different conducts:

2. the first aims to mainly target those who carry out intermediary activities, recruiting labour in order to allocate it to work for third parties "*in conditions of exploitation, taking advantage of the state of need*" of the worker;
3. the second, on the other hand, has a much broader scope and aims to affect anyone who "*uses, hires or employs*" workers, even where such "*use, hiring or employment*" takes place through the activity of an intermediary (recruiter). In this case, the conditions of "exploitation" of the worker would be to be identified directly with the person who uses the labor.

The wording of the latter case seems to include not only the cases of direct recruitment of employees (this conclusion is confirmed by the use of the phrase "assumes"), but, in consideration of the terms "uses" and "employs", also situations that do not have the hiring of the employee as a prerequisite (think, for example, of the hypotheses of procurement contracts).

The same arguments as those set out for the offence of "*employment of illegally staying third-country nationals*" seem to apply in this regard. In fact, there is no shortage of those who have already observed that the two crimes of "*illegal intermediation and exploitation of labour*" and "employment of illegally staying third-country nationals" can coexist.

It should be noted that the conduct, in order to assume criminal relevance, must take place in conditions of "exploitation" and exploitation of the "state of need" of the worker.

As for the first condition, Article 603-*bis* of the Italian Criminal Code defines some indices that lead to the presumption of exploitation.

In particular, one or more of the following conditions must be met:

- the repeated payment of wages in a way that is clearly different from the applicable employment contracts or, in any case, in a manner disproportionate to the quantity and quality of the work;
- the repeated violation of the legislation relating to working hours, rest periods, weekly rest, compulsory leave or holidays;
- the violation of the rules on safety and hygiene in the workplace;
- the subjection of the worker to degrade working conditions, surveillance methods or housing situations.

It is evident that, while for the first two conditions a repetition of the exploitative behavior is required (since, for example, the one-off violation of the legislation on working time is not sufficient), for the third and fourth conditions, on the other hand, even a single violation seems to be able to constitute the risk of exploitation.

However, the ascertainment of a condition of exploitation, in the terms just described, is not in itself sufficient to integrate the crime. It is, in fact, necessary for the offender to take advantage of the "state of need" of the workers.

According to the jurisprudence of the Supreme Court, a state of need can be spoken of when the taxable person, although not in a situation of absolute poverty, is in extremely critical conditions, such as not to be able to allow him to provide for the most basic needs of life, or such as to jeopardize the maintenance of his financial situation.

Finally, it should be emphasized that the malicious nature of the crime implies that the conduct described is relevant only if maliciously preordained to subject "*workers to conditions of exploitation" with awareness and willingness to take advantage of "their state of need*". The predicate crime, referred to in art. 25-*duodecies* of Legislative Decree cit., is that referred to in art. 22, paragraph 12-bis, Legislative Decree 286/1998 (Consolidated Immigration Act). This paragraph, introduced by art.1 Legislative Decree no. 109/2012, stands out as an *aggravating circumstance* with respect to the basic offence provided for in paragraph 12 above. The latter punishes, with imprisonment from six months to three years and a fine of 5,000.00 euros for each worker employed, the employer who employs foreign workers without a residence permit, or whose residence permit has expired and whose renewal, revocation or cancellation has not been requested. Paragraph 12-bis establishes an increase in penalties from one third to one-half, when the fact, provided for in paragraph 12, concerns more than three employed workers, or when the employed workers are minors of non-working age or, finally, when the employed workers are subjected to the other particularly exploitative working conditions referred to in the third paragraph of art. 603-*bis* of the Italian Criminal Code (illegal intermediation and exploitation of labour).

The entity, therefore, is liable only in the event of the commission of one or more of the aggravated hypotheses, provided for by the aforementioned paragraph 12-*bis*. The financial penalty ranges from one hundred and two hundred shares, within the limit of 150,000.00 euros.

Art. 25-duodecies entitled "*Employment of illegally staying third-country nationals*" was introduced by Legislative Decree no. 109 of 16 July 2012, which transposed Directive 2009/52/EC aimed at strengthening cooperation between Member States in the fight against illegal immigration and subsequently expanded by Law no. 161/2017 reforming the Anti-Mafia Code with the introduction of the following cases, in paragraphs 1-bis and 1-ter, of "Transport of illegal foreigners in the territory of the State" and "Aiding and abetting the stay of illegal foreigners in the territory of the State".

The following is art. 25-*duodecies* of Legislative Decree 231/2001:

"*1. In relation to the commission of the offence referred to in Article 22, paragraph 12-bis, of Legislative Decree no. 286 of 25 July 1998, a fine of between one hundred and two hundred shares shall be applied to the entity, within the limit of € 150,000.00.*

1-bis. In relation to the commission of the offences referred to in Article 12, paragraphs 3, 3-bis and 3-ter, of the consolidated text referred to in Legislative Decree no. 286 of 25 July 1998, as amended, a fine of between four hundred and one thousand shares shall be applied to the entity.

1-ter. In relation to the commission of the offences referred to in Article 12, paragraph 5, of the consolidated text referred to in Legislative Decree no. 286 of 25 July 1998, as amended, a fine of between one hundred and two hundred shares shall be applied to the entity.

1-quarter. In cases of conviction for the crimes referred to in paragraphs 1-bis and 1-ter of this article, the disqualification sanctions provided for in Article 9, paragraph 2, shall be applied for a duration of not less than one year".

***

With reference to the first paragraph, art. Article 22, paragraph 12-bis, of Legislative Decree no. 286/98 establishes that:

"*The penalties for the act provided for in paragraph 12 are increased from one third to one-half:*

a) if the number of workers employed is greater than three;

b) if the workers employed are minors of non-working age;

c) if the workers employed are subject to the other particularly exploitative working conditions referred to in the third paragraph of Article 603-bis of the Criminal Code."

The conditions of particular exploitation referred to in the third paragraph of art. 603-*bis* of the Italian Criminal Code are:

"*1) the repeated payment of wages in a way that is clearly different from the national or territorial collective agreements stipulated by the most representative trade unions at national level, or in any case disproportionate to the quantity and quality of the work performed;*

2) the repeated violation of the legislation relating to working hours, rest periods, weekly rest, compulsory leave, holidays;

3) the existence of violations of the rules on safety and hygiene in the workplace;

4) the subjection of the worker to degrading working conditions, methods of surveillance or housing situations".

The aforementioned Article 22, paragraph 12, of Legislative Decree no. 286/98 establishes that:

"*An employer who employs foreign workers without the residence permit provided for in this article, or whose permit has expired and whose renewal, revocation or annulment has not been requested within the terms of the law, shall be punished with imprisonment from six months to three years and with a fine of 5000 euros for each worker employed*".

Consequently, due to the regulatory references of art. 25-*duodecies* of Legislative Decree 231/2001, the entity that employs foreign workers without a residence permit, or whose permit has expired (and its renewal has not been requested within the terms of the law), revoked or cancelled is subject to a fine of 100 to 200 shares, for a maximum of 150,000 euros, if the workers employed are:

- more than three in number;
- children of non-working age;

- exposed to situations of serious danger, with reference to the services to be performed and the working conditions.

With reference, then, to paragraph 1-*bis*, art. 12 paragraphs 3, 3-*bis*, 3-*ter* of Legislative Decree no. 286/1998 establishes:

"*3. Unless the act constitutes a more serious offence, any person who, in breach of the provisions of this consolidated text, promotes, directs, organizes, finances or carries out the transport of foreign nationals into the territory of the State or carries out other acts aimed at illegally procuring their entry into the territory of the State, or of another State of which the person is not a national or does not have a permanent residence permit, is punished with imprisonment from five to fifteen years and a fine of 15,000 euros for each person in the event that:*

(a) the act relates to the illegal entry or stay in the territory of the State of five or more persons;

b) the transported person has been exposed to danger to his life or safety in order to procure his or her illegal entry or stay;

(c) the person transported has been subjected to inhuman or degrading treatment in order to procure his or her illegal entry or stay;

d) the act is committed by three or more persons in conjunction with each other or using international transport services or forged or altered documents or in any case illegally obtained;

e) the perpetrators of the act have the availability of weapons or explosive materials.

3-bis. If the acts referred to in paragraph 3 are committed in two or more of the cases referred to in letters a), b), c), d) and e) of the same paragraph, the penalty provided for therein shall be increased.

3-ter. The prison sentence is increased from one third to one half and a fine of 25,000 euros is applied for each person if the acts referred to in paragraphs 1 and 3:

a) are committed in order to recruit persons to be used for prostitution or in any case for sexual or labour exploitation, or concern the entry of minors to be used in illegal activities in order to promote their exploitation;

b) are committed in order to make a profit, even indirectly".

In the light of the newly introduced provisions, conduct carried out in the interest or advantage of the Authority and in violation of the provisions of the Consolidated Law on Immigration, having as its purpose the promotion, direction, organization, financing or carrying out of the transport of foreigners in the territory of the State or aimed at carrying out other acts aimed at illegally procuring entry into the territory of the State, are therefore sanctioned. or of another State of which the persons are not nationals or do not have a permanent residence permit.

The criminal liability of the Entity arises, however, only where one of the additional conditions provided for by art. 12, paragraph 3, of Legislative Decree no. 286/1998:

- the fact concerns the illegal entry or stay in the territory of the State of five or more persons;

- the person transported has been exposed to danger to his life or safety in order to procure his or her illegal entry or stay;
- the person transported has been subjected to inhuman or degrading treatment in order to procure his or her illegal entry or stay;
- the act is committed by three or more people in competition with each other or using international transport services or forged or altered documents or otherwise illegally obtained;
- The perpetrators of the act have the availability of weapons or explosive materials.

Pejorative penalties are also provided for if, in particular:

- the conduct referred to in paragraph 3 is carried out with the use of two or more of the conditions required by the same provision;
- the acts are committed in order to recruit people to be used for prostitution or in any case for sexual or labour exploitation or concern the entry of minors to be used in illegal activities in order to facilitate their exploitation;
- are committed in order to plot profit, even indirectly.

With reference to paragraph 1-*ter*, art. Article 12, paragraph 5, of Legislative Decree no. 286/1998 also establishes that:

"Except in the cases provided for in the preceding paragraphs, and unless the fact constitutes a more serious crime, whoever, in order to take unfair advantage of the foreigner's illegal condition or in the context of the activities punished pursuant to this article, encourages the latter's permanence in the territory of the State in violation of the rules of this consolidated text, he is punished with imprisonment of up to four years and a fine of up to 15,493 euros (thirty million lire). When the act is committed in concurrence by two or more people, or concerns the permanence of five or more people, the penalty is increased from one third to one-half".

The conduct constituting the facilitation of the unlawful stay on the territory of the State by the foreigner is therefore subject to sanction by the Legislator, in particular when the purpose of the Entity is to take an unfair profit from the condition of illegality of the foreigner himself.

The regulatory intent is therefore to counter a further form of support for the phenomenon of illegal immigration, perpetrated through the implementation of conduct suitable for profiting from the permanence of subjects in a state of irregularity.

Finally, with regard to paragraph 1-quarter, with this provision the Legislator intended to sanction the conduct falling within the two previous paragraphs with the further application of disqualification sanctions for a period of not less than one year

3. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of Sensitive Trials, in order to prevent the commission of the crimes indicated in paragraph 1 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

a) the areas and/or business processes defined as "sensitive" or "at risk of crime";

b) the general principles of reference relating to the company procedures that must be observed in the Sensitive Processes, for the purposes of the correct application of the Model;

c) reference principles that must govern the control, monitoring and verification tasks of the Supervisory Body on the operation, compliance and updating of the Model.

4. AREAS POTENTIALLY "AT RISK OF CRIME" AND "SENSITIVE" ACTIVITIES

FOR INTERNAL USE ONLY

5. RULES OF CONDUCT AND IMPLEMENTATION

The Recipients are expressly obliged to:

2. avoid engaging in conduct that may even potentially integrate the crimes referred to in the previous paragraph;
3. behave correctly, transparently and collaboratively, in compliance with the law and company procedures;
4. observe with the utmost diligence and rigor all the provisions provided for by law against illegal immigration;
5. comply with the *Code of Conduct* and the requirements of the Model;
6. avoid the hiring or promise of employment of people who are not in compliance with the residence permit because: they do not have a permit, with a revoked permit, with an expired permit and for whom the application for renewal has not been submitted;
7. use contractors who offer guarantees of compliance with Legislative Decree 231/2001 and the legislation and regulations on labor law and health and safety in favor of their employees.

6. THE CONTROLS OF THE SUPERVISORY BODY

Without prejudice to the tasks and functions of the SB set out in the General Part of this Model, for the purposes of preventing the crime of illegal intermediation and labour exploitation, the same is required to:

- verify compliance by the Top Management and Subordinates – as well as more generally, by the Recipients – with the prescriptions and conduct set out in the previous paragraphs;
- monitor the adoption and effective implementation of the actions that the Company has planned to put in place in order to prevent the risk of committing the crime of illegal intermediation and labour exploitation;
- verify the adoption of a system of delegations in accordance with the principles dictated by Legislative Decree 231/2001;
- monitor compliance with the procedures adopted by the Company.

With reference to the information flows to the Supervisory Board, reference is made to all that is indicated for this purpose in the General Section, highlighting, in particular, the obligation to promptly report to the Supervisory Body any fact or circumstance from which the danger of committing the offences provided for in this Special Part in relation to the performance of the Company's activities can be inferred.

ANNEX 10 – COMPUTER CRIMES AND CRIMES RELATING TO COPYRIGHT INFRINGEMENT

1. THE OFFENCES REFERRED TO IN ARTICLE 24-*BIS* OF LEGISLATIVE DECREE 231/2001

Law no. 48 of 18 March 2008 on "*Ratification and execution of the Council of Europe Convention on Computer Crime (Budapest 23 November 2001) and rules for the adaptation of the domestic legal system"* has expanded the types of offences that can generate the liability of the entity, introducing, in the body of Legislative Decree 231/2001, art. 24-*bis* "*Computer crimes and unlawful data processing*". The rule was subsequently amended as a result of Legislative Decree no. 105 of 21 September 2019 (Urgent provisions on the national cyber security perimeter and the regulation of special powers in sectors of strategic importance (CYBER SECURITY), converted with amendments by Law no. 133 of 18 November 2019 and, lastly, as a result of Law 28 June 2024, no. 90 on the subject of "*Provisions on the strengthening of national cybersecurity and computer crimes*". The current wording of art. Article 24-*bis* establishes:

"*In relation to the commission of the crimes referred to in articles 615-ter, 617-quarter, 617-quinquies, 635-bis, 635-ter, 635-quarter and 635-quinquies of the Criminal Code, a fine of between two hundred and seven hundred shares shall be applied to the entity.*

In relation to the commission of the offence referred to in Article 629, third paragraph of the Criminal Code, a fine of between three hundred and eight hundred shares shall be applied to the entity.

In relation to the commission of the crimes referred to in articles 615-quarter and 635-quarter.1 of the Criminal Code, a fine of up to four hundred shares shall be applied to the entity.

In relation to the commission of the crimes referred to in Articles 491-bis and 640-quinquies of the Criminal Code, without prejudice to the provisions of Article 24 of this decree for cases of computer fraud to the detriment of the State or other public body, and of the crimes referred to in Article 1, paragraph 11, of Decree-Law No. 105 of 21 September 2019, a fine of up to four hundred shares is applied to the entity.

In cases of conviction for one of the crimes indicated in paragraph 1, the disqualification sanctions provided for in Article 9, paragraph 2, letters a), b) and e) shall apply. In cases of conviction for the offence referred to in paragraph 1-bis, the disqualification sanctions provided for in Article 9, paragraph 2, shall apply for a period of not less than two years. In cases of conviction for one of the offences referred to in paragraph 2, the disqualification sanctions provided for in Article 9, paragraph 2, letters b) and e) shall apply. In cases of conviction for one of the crimes indicated in paragraph 3, the disqualification sanctions provided for in Article 9, paragraph 2, letters c), d) and e) shall apply".

Preliminarily, it should be noted that the Legislator has provided for two types of crimes relevant for the purposes of the Decree:

a) computer crimes;

b) the crimes of forgery committed through the use of (or on) computer documents/data.

With reference to the first category of crimes (which will be specified below), a series of common elements can be traced, namely:

i) objective element: although the conduct may be materially different, these are criminal offences in which the computer or the computer or telematic system is the fulcrum of the conduct. And in fact, the computer or the computer or telematic system represent either the means/mode of carrying out the conduct (conduct carried out through the use of the computer), or the nature of the material object (conduct carried out against the computer - computer or telematic system)

By "*computer/telematic system*" it means a plurality of equipment intended to perform any function useful to man, through the use (even in part) of information technologies (Italian Supreme Court, Criminal Section, 4 October - 14 December 1999, ruling no. 3067). The latter, as has been pointed out in the legal literature, are characterized by the recording (or "memorization") by means of electronic impulses, on adequate data carriers, i.e. elementary representations of a fact, carried out through numerical symbols (bits) ("code"), in different combinations: these "data", processed automatically by the machine, generate information consisting of a more or less vast set of data organized according to a logic that allows them to attribute a particular meaning for the user.

ii) subjective element: these are all crimes punished by way of intent (awareness and willingness to commit the crime), even if for some of them specific intent is also necessary (i.e. a further intention that the agent must have in mind in carrying out the criminal conduct: e.g. in order to make a profit).

The following is a description of the incriminating offences referred to and pertaining to the category under a).

Abusive access to an IT or telematic system (Article 615-*ter* of the Italian Criminal Code)

Anyone who illegally enters a computer or telematic system protected by security measures or remains there against the express or tacit will of those who have the right to exclude him, is punished with imprisonment of up to three years.

The penalty is imprisonment from one to five years:

1) if the act is committed by a public official or by a person in charge of a public service, with abuse of powers or with violation of the duties inherent in the function or service, or by someone who also illegally exercises the profession of private investigator, or with abuse of the quality of system operator;

2) if the culprit uses violence against things or people to commit the act, or if he is clearly armed;

3) if the fact results in the destruction or damage of the system or the total or partial interruption of its operation or the destruction or damage of the data, information or programs contained therein.

If the facts referred to in the first and second paragraphs concern computer or telematic systems of military interest or relating to public order or public security or health or civil protection or in any case of public interest, the penalty is, respectively, imprisonment from one to five years and from three to eight years.

In the case provided for in the first paragraph, the offence is punishable upon complaint by the injured party; in other cases, proceedings are carried out *ex officio*.

The offence could occur, by way of example, if an employee of the Company accesses, using unduly stolen passwords, the computer system of others (e.g. competitors, etc.) in order to acquire information relating to company strategies, etc.

Unlawful interception, impediment or interruption of computer or telematic communications (Article 617-*quarter* of the Italian Criminal Code)

Anyone who fraudulently intercepts communication relating to a computer or telematic system or between several systems, or prevents or interrupts them, is punished with imprisonment from one year and six months to five years[40].

Unless the act constitutes a more serious offence, the same penalty shall apply to any person who reveals, by any means of information to the public, in whole or in part, the content of the communications referred to in the first paragraph.

The offences referred to in the first and second paragraphs shall be punishable upon complaint by the injured party.

However, it is prosecuted *ex officio* and the penalty is imprisonment from three to eight years if the act is committed[41]:

1) to the detriment of an IT or telematic system used by the State or by another public body or by a company providing public services or public necessity;

2) by a public official or a person in charge of a public service, with abuse of powers or with violation of the duties inherent in the function or service, or with abuse of the quality of system operator;

3) by those who also illegally exercise the profession of private investigator.

By way of example, the crime could occur if an employee carries out a so-called "Criminal Attack" through the use of systems designed to intercept a competitor's computer/telematic communications for industrial espionage purposes and/or consequent dissemination.

[40] Paragraph as amended by art. 19, paragraph 5, letter a), Law no. 238 of 23 December 2021, with effect from 1 February 2022. The text previously in force was as follows: "*Anyone who fraudulently intercepts communications relating to a computer or telematic system or between several systems, or prevents or interrupts them, shall be punished with imprisonment from six months to four years*".

[41] Introductory part as amended by art. 19, paragraph 5, letter b), Law no. 238 of 23 December 2021, with effect from 1 February 2022. The text previously in force was as follows: "*However, proceedings shall be carried out ex officio and the penalty shall be imprisonment from one to five years if the act is committed*".

Unlawful possession, dissemination and installation of equipment and other means to intercept, prevent or interrupt computer or telematic communications (Article 617-*quinquies* of the Italian Criminal Code)[42]

Whoever, except in the cases permitted by law, in order to intercept communications relating to a computer or telematic system or between several systems, or to prevent or interrupt them, procures, holds, produces, reproduces, disseminates, imports, communicates, delivers, otherwise makes available to others or installs equipment, programs, codes, keywords or other means suitable for intercepting, preventing or interrupting communications relating to a computer or telematic system or between several systems, is punished with imprisonment from one to four years[43].

The penalty is imprisonment from one to five years in the cases provided for in the fourth paragraph of Article 617-*quarter*.

By way of example, crime is configured through the installation of technological devices (e.g., sniffers and scanners of electromagnetic waves) aimed at intercepting telephone or wired and wireless computer communications.

Damage to information, data and computer programs (Article 635-*bis* of the Italian Criminal Code)

Unless the act constitutes a more serious crime, anyone who destroys, deteriorates, deletes, alters or suppresses information, data or computer programs of others is punished, upon complaint by the injured party, with imprisonment from six months to three years.

If the act is committed with violence to the person or with threat or with abuse of the quality of system operator, the penalty is imprisonment from one to four years.

The offence could occur, for example, if an employee of the Company alters computer data that is particularly relevant for the purposes of carrying out the production activity of a competing company, by accessing the relevant computer system.

Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (Article 635-*ter* of the Italian Criminal Code)

Unless the act constitutes a more serious crime, anyone who commits an act aimed at destroying, deteriorating, erasing, altering or suppressing information, data or computer programs used by the State or other public body

[42] Heading replaced by art. 19, paragraph 6, letter b), Law no. 238 of 23 December 2021, with effect from 1 February 2022.
The text previously in force was as follows: "*Installation of equipment to intercept, prevent or interrupt computer or telematic communications*".

[43] Paragraph as amended by art. 19, paragraph 6, letter a), Law no. 238 of 23 December 2021, with effect from 1 February 2022. The text previously in force was as follows: "*Whoever, outside the cases permitted by law, installs equipment suitable for intercepting, preventing or interrupting communications relating to a computer or telematic system or between several systems, shall be punished with imprisonment from one to four years*".

or pertaining to them, or in any case of public utility, shall be punished with imprisonment for from one to four years.

If the act results in the destruction, deterioration, cancellation, alteration or suppression of information, data or computer programs, the penalty is imprisonment from three to eight years.

If the act is committed with violence to the person or with threat or with abuse of the quality of system operator, the penalty is increased.

By way of example, this case could, abstractly, occur in the event that an employee of the Company accesses the computer system of the court (in order to alter or delete information collected during a hypothetical investigation) or of INPS (in order to modify individual insurance positions).

Damage to computer or telematic systems (Article 635-*quarter* of the Italian Criminal Code)

Unless the act constitutes a more serious crime, anyone who, through the conduct referred to in Article 635-bis of the Italian Criminal Code, or through the introduction or transmission of data, information or programs, destroys, damages, renders, in whole or in part, computer or telematic systems of others useless or seriously hinders their operation shall be punished with imprisonment from one to five years.

If the act is committed with violence to the person or with threat or with abuse of the status of system operator, the penalty is increased.

The example given above is valid for the crime referred to in art. 635-*bis* of the Italian Criminal Code.

Illegal possession, dissemination and installation of equipment, devices or computer programs aimed at damaging or interrupting a computer or telematic system (Article 635-*quarter*.1 of the Italian Criminal Code)

Whoever, with the aim of unlawfully damaging a computer or telematic system or the information, data or programs contained therein or pertaining to it or to facilitate the total or partial interruption or alteration of its operation, unlawfully procures, holds, produces, reproduces, imports, disseminates, communicates, delivers or, in any case, makes available to others or installs equipment, devices or computer programs is punished with imprisonment of up to two years and a fine of up to € 10,329.

The penalty is imprisonment from two to six years when any of the circumstances referred to in Article 615-*ter*, second paragraph, number 1 occur.

The penalty is imprisonment from three to eight years when the fact concerns the computer or telematic systems referred to in Article 615-ter, third paragraph of the Italian Criminal Code.

Damage to computer or telematic systems of public utility (Article 635-*quinquies* of the Italian Criminal Code)

If the act referred to in Article 635-*quarter* of the Italian Criminal Code is aimed at destroying, damaging, rendering, in whole or in part, computer or telematic systems of public utility unusable or to seriously obstruct their operation, the penalty is imprisonment from one to four years. If the fact results in the destruction or damage of the computer or telematic system of public utility or if this is rendered, in whole or in part, unusable, the penalty is imprisonment from three to eight years. If the circumstance referred to in number 1) of the second paragraph of Article 635 occurs, or if the act is committed with abuse of the status of system operator, the penalty is increased.

The example given above is valid for the crime referred to in art. 635-*quarter* of the Italian Criminal Code.

Illegal possession, dissemination and installation of equipment, codes and other means of access to computer or telematic systems (Article 615-*quarter* of the Italian Criminal Code)[44]

Anyone who, in order to procure a profit for himself or others or to cause damage to others, unlawfully procures, holds, produces, reproduces, disseminates, imports, communicates, delivers, otherwise makes available to others or installs equipment, tools, parts of equipment or tools, codes, keywords or other means suitable for access to a computer or telematic system, protected by security measures, or in any case provides indications or instructions suitable for the aforementioned purpose, is punished with imprisonment of up to two years and a fine of up to € 5,164[45].

The penalty is imprisonment from one to three years and a fine from €5,164 to €10,329 if any of the circumstances referred to in the fourth paragraph of Article 617-*quarter* occur.[46]

The crime could occur, for example, in the event that an employee of the Company carries out a social engineering attack, brute force in order to identify the access credentials to a competitor's system.

From a different point of view, the employee could, once he has obtained the credentials, reproduce, disseminate, communicate or deliver to third parties the codes, keywords or other means necessary for access to the computer system. The latter conduct can also be integrated if the codes, keywords or other means are procured by a third party.

[44] Heading replaced by art. 19, paragraph 1, letter c), Law no. 238 of 23 December 2021, with effect from 1 February 2022.
The text previously in force was as follows: "*Possession and abusive dissemination of access codes to computer or telematic systems*".

[45] Paragraph as amended by art. 19, paragraph 1, letter a), Law no. 238 of 23 December 2021, with effect from 1 February 2022.
The text previously in force was as follows: "*Any person who, in order to procure a profit for himself or others or to cause damage to others, unlawfully procures, reproduces, disseminates, communicates or delivers codes, keywords or other means suitable for access to a computer or telematic system, protected by security measures, or in any case provides indications or instructions suitable for the aforementioned purpose, shall be punished with imprisonment of up to one year and a fine of up to €5,164*".

[46] Paragraph as amended by art. 19, paragraph 1, letter b), Law no. 238 of 23 December 2021, with effect from 1 February 2022.
The text previously in force was as follows: "*The penalty is imprisonment from one to two years and a fine from 5,164 to 10,329 euros if any of the circumstances referred to in numbers 1) and 2) of the fourth paragraph of article 617-quarter occur*".

Illegal possession, dissemination and installation of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (Article 615-quinquies of the Italian Criminal Code)[47]

Anyone who, with the aim of unlawfully damaging a computer or telematic system, the information, data or programs contained therein or pertaining to it or to facilitate the total or partial interruption or alteration of its operation, unlawfully procures, holds, produces, reproduces, imports, disseminates, communicates, delivers or, in any case, otherwise makes available to others or installs equipment, devices or computer programs, is punished with imprisonment of up to two years and a fine of up to € 10,329.[48]

By way of example, the crime could occur when an employee of the Company carries out cracking, hacking, spoofing attacks to alter data relating, for example, to the registration/negotiation dossiers of a competitor's products.

Illegal possession, dissemination and installation of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (Article 429, paragraph 3, of the Italian Criminal Code)

Anyone who, through the conduct referred to in articles 615-*ter*, 617-*quarter*, 617-*sexies*, 635-*bis*, 635-*quarter* and 635-*quinquies* or with the threat of carrying them out, forces someone to do or omit something, procuring for himself or others an unjust profit to the detriment of others, shall be punished with imprisonment from six to twelve years and a fine from €5,000 to €10,000. The penalty is imprisonment from eight to twenty-two years and a fine from 6,000 to 18,000 euros, if any of the circumstances indicated in the third paragraph of article 628 concur as well as in the event that the act is committed against a person who is incapacitated due to age or infirmity.

* * *

With reference to the category of crimes previously indicated in point b) - the crimes of forgery committed through the use of (or on) computer documents/data - a series of common elements can also be identified:

i) definition of "electronic document": any electronic support containing data and information having probative value (therefore the electronic document is equated to a public deed or private deed having probative value).

ii) "protected legal good": the good protected by the rules is "public faith", i.e. the interest in the fact that the means of proof are genuine and truthful and in the certainty of economic and legal relationships.

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[47] Heading as amended by art. 19, paragraph 2, letter b), Law no. 238 of 23 December 2021, with effect from 1 February 2022. The text previously in force was as follows: "*Dissemination of equipment, devices or computer programs aimed at damaging or interrupting a computer or telematic system*".

[48] Paragraph as amended by art. 19, paragraph 2, letter a), Law no. 238 of 23 December 2021, with effect from 1 February 2022. The text previously in force was as follows: "*Whoever, with the aim of unlawfully damaging a computer or telematic system, the information, data or programs contained therein or pertaining to it or to facilitate the interruption, total or partial, or alteration of its operation, procures, produces, reproduces, imports, disseminates, communicates, delivers or, in any case, makes available to other equipment, devices or computer programs, is punished with imprisonment of up to two years and a fine of up to 10,329 euros*".

iii) “objective element”: in this type of crime, it takes the form either of the conduct of altering/tampering with the document in its material essence, or in its genuineness (so-called 'material falsehood') or in conduct that tends to affect the content of the same, i.e. the truth of the facts expressed in it (so-called ideological falsehood).

iv) “subjective element”: the crimes in question are punished only by way of intent (therefore punishability for negligence, inexperience, imprudence and non-compliance with the law is excluded).

Electronic documents (Article 491-*bis* of the Italian Criminal Code)

If any of the falsehoods provided for in this Chapter concern a public electronic document having probative value, the provisions of this Chapter relating to authentic instruments shall apply.

The aforementioned provision extends the provisions on forgery in a public deed or private deed to falsehoods concerning an electronic document; The crimes referred to are the following:

Material falsehood committed by a public official in public documents (Article 476 of the Italian Criminal Code)

A public official who, in the exercise of his duties, forms, in whole or in part, a false act or alters a true act, shall be punished with imprisonment from one to six years.

If the forgery concerns an act or part of an act, which is authentic until a complaint of forgery is filed, imprisonment is from three to ten years.

Material falsehood committed by the public official in certificates or administrative authorizations (Article 477 of the Italian Criminal Code)

A public official who, in the exercise of his duties, forges or alters certificates or administrative authorizations, or, by forgery or alteration, makes it appear that the conditions required for their validity have been fulfilled, shall be punished with imprisonment from six months to three years.

Material falsehood committed by a public official in certified copies of public or private documents and in certificates of the content of documents (Article 478 of the Italian Criminal Code)

A public official who, in the exercise of his duties, if a public or private document exists, simulates a copy of it and issues it in legal form, or issues a copy of a public or private document other than the original, shall be punished with imprisonment from one to four years.

If the forgery concerns an act or part of an act, which is authentic until a complaint of forgery is filed, imprisonment is from three to eight years.

If the forgery is committed by the public official in a certificate on the content of documents, public or private, the penalty is imprisonment from one to three years.

Ideological falsehood committed by a public official in public documents (Article 479 of the Italian Criminal Code)

A public official who, in receiving or drawing up an act in the exercise of his duties, falsely attests that an act was carried out by him or occurred in his presence, or attests that he received statements not made to him, or omits or alters statements received by him, or in any case falsely attests to facts of which the act is intended to prove the truth, shall be subject to the penalties laid down in Article 476.

Ideological falsehood committed by a public official in certificates or administrative authorizations (Article 480 of the Italian Criminal Code)

A public official who, in the exercise of his duties, falsely attests, in certificates or administrative authorizations, facts of which the act is intended to prove the truth, shall be punished with imprisonment from three months to two years.

With reference to the cases indicated above, it should be noted at the outset that the Company's employees do not hold the status of public officials or people in charge of public service. Consequently, the crimes of forgery indicated above are abstractly configurable for the purposes of the Decree only in the event that the employee/person attributable to the Company is accused of external complicity in any crimes committed by those who have the aforementioned subjective qualification.

In the light of the above, therefore, the offences may occur in all cases where the employee/person attributable to the Company contributes factually or morally with acts and/or omissions to the alteration/modification/counterfeiting/formation/simulation of the computer documents relevant for the purposes of the previous articles.

Ideological falsehood in certificates committed by persons exercising a service of public necessity (Article 481 of the Italian Criminal Code)

Anyone who, in the exercise of health or legal profession, or of another service of public necessity, falsely attests, in a certificate, facts of which the act is intended to prove the truth, shall be punished with imprisonment of up to one year or with a fine from 51 euros to 516 euros.

These penalties apply jointly if the act is committed for profit.

See what is reported in the previous point with the difference that, in this case, the competition must access a conduct carried out by the practitioner of a health profession (e.g. nurse, doctor, etc.) or forensics (e.g., lawyer).

Material falsehood committed by a private individual (Article 482 of the Italian Criminal Code)

If any of the acts provided for in Articles 476, 477 and 478 are committed by a private individual or by a public official who is not exercising his duties, the penalties laid down in those Articles shall apply respectively, reduced by one third.

By way of example, the offence would be configurable where an employee of the Company alters the electronic bank receipts of tax payments.

Ideological falsehood committed by a private individual in a public act (Article 483 of the Italian Criminal Code)

Anyone who falsely attests to the public official, in a public document, facts of which the act is intended to prove the truth, is punished with imprisonment of up to two years.

If it is a question of false attestations in civil status documents, imprisonment cannot be less than three months.

By way of example, this case could be applied in the event that an employee of the Company declares, electronically, that the Company has fulfilled certain legal obligations in order to receive a loan.

Forgery of registers and notifications (Article 484 of the Italian Criminal Code)

Anyone who, being obliged by law to make records subject to inspection by the Public Security Authority, or to notify the Authority itself about their industrial, commercial or professional operations, writes or allows false indications to be written is punished with imprisonment of up to six months or a fine of up to 309 euros.

By way of example, an employee of the Company could alter the dossier to be sent to the Ministry for the registration of a product for marketing.

- Article 485 of the Italian Criminal Code (Forgery of private writing)[49];
- Article 486 of the Italian Criminal Code (Forgery on a blank signed sheet. Private deed)[50].

Forgery on blank signed sheet. Public deed (Article 487 of the Italian Criminal Code)

A public official who, abusing a blank signed sheet of paper, which he has possession of by reason of his office and for a title that involves the obligation or faculty to fill it in, writes or causes to be written a public document

[49] Article repealed by art. 1 Legislative Decree no. 7 of 15 January 2016. The text read: "[I]. *Whoever, in order to procure an advantage for himself or others or to cause damage to others, forms, in whole or in part, a false private deed, or alters a true private deed, shall be punished, if he makes use of it or allows others to make use of it, with imprisonment from six months to three years. [II]. Additions falsely made to a true script, after it has been definitively formed, are also considered alterations*".

[50] Article repealed by art. 1 Legislative Decree no. 7 of 15 January 2016. The text read: *"[I]. Whoever, in order to procure an advantage for himself or others or to cause damage to others, abusing a blank signed sheet, of which he has possession by reason of a title that imposes the obligation or the faculty to fill it in, writes or causes to be written a private document producing legal effects, other than that to which he was obliged or authorized, he shall be punished, if he makes use of the sheet or allows others to use it, with imprisonment from six months to three years. [II]. A sheet on which the signatory has left blank any space intended to be filled shall be deemed to have been signed.' Article replaced by art. 2 Legislative Decree no. 7 of 15 January 2016. The text read: "In cases of forgery on a blank signed sheet other than those provided for in the two previous articles, the provisions on material forgeries in public documents or private deeds shall apply"*.

other than that to which he was obliged or authorized, is subject to the penalties laid down in Articles 479 and 480 respectively.

Other falsehoods on a blank signed sheet. Applicability of the provisions on material falsehoods (Article 488 of the Italian Criminal Code)

In cases of forgery on a blank signed sheet other than those provided for in Article 487, the provisions on material forgery in public documents shall apply[51].

For the exemplary methods of these crimes, the considerations expressed above with reference to crimes committed by public officials/persons in charge of public service are valid.

Use of a false document (Article 489 of the Italian Criminal Code)

Anyone who, without being complicit in falsehood, makes use of a false deed is subject to the penalties established in the preceding articles, reduced by one third[52].

By way of example, this case is theoretically feasible if the Company's employee uses false computer documents, without having contributed to falsifying the document, to procure an advantage for the Company.

Suppression, destruction and concealment of true documents (Article 490 of the Italian Criminal Code)

Any person who, in whole or in part, destroys, suppresses or conceals a true public document or, in order to bring himself or others an advantage or to cause damage to others, destroys, suppresses or conceals a holographic will, a bill of exchange or other instrument of credit that can be transferred by real endorsement or bearer, shall be subject to the penalties laid down in Articles 476 respectively articles 477 and 482, according to the distinctions contained therein.[53][54]

By way of example, the case is theoretically feasible in cases where the Company's employee accesses the computer system of others and destroys such a credit instrument that can be transferred by endorsement or to the real bearer.

[51] Article replaced by art. 2 Legislative Decree no. 7 of 15 January 2016. The text read: "*In cases of forgery on a blank signed sheet other than those provided for in the two previous articles, the provisions on material forgeries in public documents or private deeds shall apply*".

[52] Paragraph 2 was repealed by art. 2 of Legislative Decree no. 7 of 15 January 2016. The text read: "*In the case of private deeds, the person committing the act is punishable only if he has acted in order to procure an advantage for himself or others or to cause damage to others*".

[53] Paragraph replaced by art. 2 Legislative Decree no. 7 of 15 January 2016. The text read: "*Whoever, in whole or in part, destroys, suppresses or conceals a true public act or private deed is subject respectively to the penalties established in articles 476, 477, 482 and 485, according to the distinctions contained therein*".

[54] Paragraph 2 was repealed by art. 2 of Legislative Decree no. 7 of 15 January 2016. The text read: "*The provision of the paragraph of the previous article shall apply*".

Certified copies that take the place of missing originals (Article 492 of the Italian Criminal Code)

For the purposes of the foregoing provisions, the designation of "public deeds" and 'private deeds' shall include original deeds and certified copies thereof, provided that the missing originals are substituted by law.

Falsehoods committed by public employees in charge of a public service (Article 493 of the Italian Criminal Code)

The provisions of the preceding articles on falsehoods committed by public officials shall also apply to employees of the State, or of another public body, entrusted with public service in relation to the acts which they draw up in the exercise of their powers.

These cases are definitional for the purposes of the possible objective or subjective extension of the crimes of forgery.

Computer fraud of the entity providing electronic signature certification services (Article 640-*quinquies* of the Italian Criminal Code)

The person who provides electronic signature certification services, who, in order to procure an unfair profit for himself or others or to cause damage to others, violates the obligations provided by law for the issuance of a qualified certificate, is punished with imprisonment of up to three years and a fine from 51 to 1,032 euros.

Article 1, paragraph 1, of Decree-Law no. 105 of 21 September 2019

It should also be noted that on 20 November 2019, Law no. 133/2019 was published in the Official Gazette converting Decree-Law no. 105/2019, containing "*Urgent provisions on the national cyber security perimeter*" and entered into force on 22 September 2019. In particular, the aforementioned regulatory measure introduced a series of measures aimed at ensuring a high level of security of networks, information systems and IT services of collective interest necessary for the performance of functions or the provision of essential services for the State.

The addressees of the aforementioned measure are public administrations, as well as national bodies and operators, public and private, whose networks perform an essential service and whose malfunctioning may result in a prejudice to national security.

The national cyber security perimeter will therefore include public and private entities, operating in sectors such as energy and transport, the banking sector, financial market infrastructures, the health sector or digital infrastructures, the precise identification of which is entrusted to a decree of the President of the Council of Ministers, to be adopted within four months from the date of conversion into law of the Decree.

To protect the cyber defense plan, the aforementioned Decree provided for the introduction of a new offence while extending, at the same time, the criminal liability of entities pursuant to Legislative Decree 231/2001 to this new offence.

Specifically, the new crime provides that anyone in order to obstruct or condition the related proceedings is punished with imprisonment from one to five years:

➢ provides information, data or factual elements that do not correspond to the truth relevant (i) for the updating of the lists of networks, information systems and IT services, (ii) for the communications required in cases of awarding supplies of ICT goods, systems and services intended for use on the networks, or (iii) for the performance of inspection and surveillance activities;

➢ fails to communicate such information, data or factual elements within the deadlines provided for by the Decree.

On the other hand, a fine of up to four hundred shares is applied to the private entity, responsible pursuant to Legislative Decree 231/2001.

In particular, the actual relevance of the extension of the criminal liability of entities provided for by the Law will depend on which subjects will be identified as recipients of the new discipline and who, therefore, will fall within the national perimeter of cyber security, the establishment of which is delegated to a subsequent Decree of the President of the Council of Ministers, to be adopted on the proposal of the CISR (Interministerial Committee for the Security of the Republic), subject to the opinion of the competent parliamentary committees, within 4 months of the entry into force of the conversion law.

On 21 October 2020, the text of the Decree of the President of the Council of Ministers no. 131/2020, the first of the implementing decrees of the national cyber security perimeter (hereinafter, the "Perimeter") introduced by Decree-Law 105/2019, was published in the Official Gazette.

The purpose of the Prime Ministerial Decree, which came into force on 5 November 2020, is to establish the parameters with which the public and private entities that fall within the Perimeter, which perform functions or provide essential services for the State, are identified by the authorities in charge

Article 2 of the Prime Ministerial Decree identifies these subjects as follows:

➢ a subject exercises an essential function of the State, where the legal system assigns to it tasks aimed at ensuring the continuity of the action of the Government and constitutional bodies, internal and external security and defense of the State, international relations, security and public order, the administration of justice, the functionality of economic and financial systems and transport;

➢ a public or private entity provides an essential service for the maintenance of civil, social or economic activities that are fundamental to the interests of the State, where it carries out: activities instrumental to the exercise of essential functions of the State; activities necessary for the exercise and enjoyment of fundamental rights; activities necessary for the continuity of supplies and the efficiency of infrastructures and logistics; research and activities relating to production realities in the field of high technology and in any other sector, where they are of economic and social importance, also for the purpose of guaranteeing national strategic autonomy, competitiveness and development of the national economic system.

Subsequently, Article 3 identifies the sectors to which the entities included in the Perimeter belong: a) internal; b) defense; c) space and aerospace; d) energy; e) telecommunications; f) economy and finance; g) transport; h) digital services; (i) critical technologies; l) social security/labour institutions.

For the identification and effective listing of the entities falling within the Perimeter belonging to the aforementioned sectors, Article 4 provides that this identification activity is carried out by the specific public administration competent for each sector (identified in paragraph 2 of Article 3). In particular, the administrations that are required to identify the entities included in the Perimeter are required first of all to identify the essential functions and services provided by each entity (in its sector of competence) dependent on i) networks ii) information systems and iii) computer systems whose interruption or compromise may be detrimental to national security. Once the entities have been identified, administrations will also have to assess the negative effects of the interruption of the essential function or service and the compromise, in terms of loss of availability, integrity and confidentiality of data and information.

Therefore, pending this of the specific provisions issued by the Administrations, this offence has not been considered for the purposes of the assessment, which at present does not appear relevant for Nordex.

2. THE OFFENCES REFERRED TO IN ARTICLE 25-NOVIES OF THE DECREE

Art. 15 of Law no. 99/2009 introduced in the catalogue of predicate offences, in art. 25-novies of Legislative Decree 231/2001, the crimes relating to copyright infringement provided for by Law no. 633 of 22 April 1941.

For the purposes of the Model, considering the peculiarities, characteristics and business of the Company, the following provisions are of particular importance:

Protection of copyright and other rights related to its exercise (Article 171, Law no. 633/1941)

"*1. Without prejudice to the provisions of Article 171 bis and Article 171 ter, anyone who, without having the right to do so, for any purpose and in any form, shall be punished with a fine of between € 51.00 and € 2,065.00:*

(...)

(aa) makes available to the public, by placing it in a system of telematic networks, by means of connections of any kind, a protected intellectual work, or part of it;

(...)

3. The penalty is imprisonment of up to one year or a fine of not less than € 516.00 if the above crimes are committed on a work of others not intended for publication, or with usurpation of the authorship of the work, or with deformation, mutilation or other modification of the work itself, if it is offended to the honor or reputation of the author".

The crime in question is relevant for the purposes of the administrative liability of entities in the following two criminal cases:

1. in the case of making available to the public, in a system of telematic networks, through connections of any kind, of protected intellectual work, or part of it;
2. in the event that they are committed on the works of others not intended for publication if their honor or reputation is offended:
   (i) the reproduction, transcription, public performance, dissemination, sale or offering for sale or otherwise putting into trade;
   (ii) making available to the public, in a system of telematic networks, through connections of any kind;
   (iii) the representation, performance or public recitation or dissemination with or without variations or additions;
   (iv) the performance of the above-mentioned acts by means of one of the forms provided for by Law no. 633/1941;
   (v) reproduction or performance or representation beyond the acquired rights;
   (vi) transmission by wire or radio or recording in phonograph records or other similar apparatus.

Protection of copyright and other rights related to its exercise (Article 171-*ter*, Law No. 633/1941)

"*1. If the act is committed for non-personal use, anyone for profit is punished with imprisonment from six months to three years and with a fine from € 2,582.00 to € 15,493.00*

a) unlawfully duplicates, reproduces, transmits or disseminates in public by any means, in whole or in part, an intellectual work intended for television, cinema, sale or rental, records, tapes or similar supports or any other medium containing phonograms or videograms of similar musical, cinematographic or audiovisual works or sequences of moving images;

b) unlawfully reproduces, transmits or disseminates in public, by any means, works or parts of literary, dramatic, scientific or didactic, musical or dramatic-musical works, or multimedia, even if included in collective or composite works or databases;

c) although it has not participated in the duplication or reproduction, introduces into the territory of the State, holds for sale or distribution, distributes, puts on the market, rents or in any case transfers for any reason, screens in public, transmits by means of television by any process, transmits by means of radio, makes the duplications or abusive reproductions referred to in letters a) and b) heard in public;

d) holds for sale or distribution, puts on the market, sells, rents, assigns for any reason, projects in public, transmits by radio or television by any means whatsoever, video cassettes, cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images, or other medium for which it is prescribed, pursuant to this law, the affixing of a mark by the Italian Society of Authors and Publishers (S.I.A.E.), without the same mark or with a counterfeit or altered mark;

e) in the absence of an agreement with the legitimate distributor, retransmits or disseminates by any means an encrypted service received by means of equipment or parts of equipment suitable for the decoding of conditional access transmissions;

f) introduces into the territory of the State, holds for sale or distribution, distributes, sells, leases, assigns for any reason, commercially promotes, installs special decoding devices or elements that allow access to an encrypted service without payment of the fee due.

(f-bis) manufactures, imports, distributes, sells, leases, transfers for any reason, advertises for sale or rental, or holds for commercial purposes, equipment, products or components or provides services that have the main purpose or commercial use of circumventing effective technological measures referred to in art. 102 quarter or are mainly designed, produced, adapted or manufactured with the aim of making possible or facilitating the circumvention of the aforementioned measures. Technological measures include those applied, or remaining, following the removal of the same measures as a result of the voluntary initiative of rightholders or agreements between the latter and the beneficiaries of exceptions, or following the execution of measures of the administrative or judicial authority;

(h) unlawfully removes or alters the electronic information referred to in Article 102d, or distributes, imports for distribution, broadcasts by radio or television, communicates or makes available to the public works or other protected subject-matter from which the electronic information has been removed or altered.

2. Anyone shall be punished with imprisonment from one to four years and a fine of between € 2,582.00 and € 15,493.00 whoever:

a) reproduces, duplicates, transmits or disseminates illegally, sells or otherwise puts on the market, transfers for any reason or illegally imports more than fifty copies or copies of works protected by copyright and related rights;

(a-bis) in breach of Article 16, for profit, communicate to the public by placing it in a system of telematic networks, by means of connections of any kind, an intellectual work protected by copyright, or part thereof;

b) by exercising in an entrepreneurial form the activity of reproduction, distribution, sale or marketing, importation of works protected by copyright and related rights, is guilty of the acts referred to in paragraph 1;

c) promotes or organizes the illegal activities referred to in paragraph 1.

3. The penalty is reduced if the act is particularly tenuous.

4. Conviction for one of the offences referred to in paragraph 1 shall entail:

a) the application of the ancillary penalties referred to in Articles 30 and 32 bis of the Criminal Code;

b) the publication of the sentence pursuant to Article 36 of the Criminal Code;

c) the suspension for a period of one year of the radio and television broadcasting concession or authorization for the exercise of production or commercial activity.

5. The amounts deriving from the application of the financial penalties provided for in the preceding paragraphs shall be paid to the National Social Security and Assistance Agency for Painters and Sculptors, Musicians, Writers and Dramatic Authors".

The offence in question punishes the unauthorized duplication, reproduction, transmission or dissemination in public by any process, in whole or in part, of intellectual works intended for the television, film, sale or rental circuit of records, tapes or similar supports or any other support containing phonograms or videograms of musical, cinematographic or audiovisual works assimilated or sequences of moving images; literary, dramatic, scientific or didactic, musical or dramatic-musical, multimedia works, even if included in collective or composite works or databases; reproduction, duplication, transmission or unauthorized broadcasting, sale or trade, transfer for any reason or unauthorized importation of more than fifty copies or specimens of works protected by copyright and related rights; entering into a system of telematic networks, by means of connections of any kind, of an original work protected by copyright, or part of it.

3. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of Sensitive Trials, in order to prevent the commission of the crimes indicated in paragraphs 1 and 1.1 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

1. the areas and/or business processes defined as "sensitive" or "at risk of crime";
2. the general principles of reference relating to the company procedures that must be observed in the Sensitive Processes, for the purposes of the correct application of the Model;
3. reference principles that must govern the control, monitoring and verification tasks of the Supervisory Body on the operation, compliance and updating of the Model.

4. AREAS POTENTIALLY "AT RISK OF CRIME" AND "SENSITIVE" ACTIVITIES

FOR INTERNAL USE ONLY

5. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

In their work activities and in the performance of all related operations, in addition to compliance with company procedures, the Recipients of the Model, in relation to corporate crimes, must comply, in addition to the provisions of the *Code of Conduct*, with the following rules of conduct and general principles:

1. engage in conduct that, even if only in the abstract or potentially, may constitute a crime pursuant to art. 24-*bis* of the Decree;

2. access the programs or memory of computer or telematic equipment, protected by entry keys or other means of protection, of Third Parties;
3. transfer their access codes to the IT Systems to third parties or use unauthorized access codes;
4. procure or introduce viruses or malware into the Computer Systems, as well as programs or information capable of causing the interruption, deterioration or damage of the Computer System or the data contained therein;
5. procure or introduce viruses or malware into the computer systems used by entities belonging to the Public Administration, as well as programs or information capable of causing the interruption, deterioration or damage of the related computer systems or the data contained therein;
6. intercept, totally or partially prevent communication with any form of entry into the Information System; reveal to the public what has been learned with the illegitimate inclusion in the communication channels;
7. to prepare suitable tools for the interception or even just for the impediment or interruption of computer or telematic communications;
8. allow access to server premises to unauthorized persons;
9. tamper with or independently modify the IT Systems, applications, hardware infrastructures and data in use owned by the Company or by third parties;
10. damage the Computer Systems owned by the Company or by Third Parties;
11. connect, without explicit authorization justified by service reasons, consult, download operations to/from websites that are to be considered illegal in the light of internal organizational provisions (such as, by way of example, sites that present content contrary to morality, freedom of religion, public order, which involve the violation of the privacy of natural and/or legal persons, who promote or support terrorist or subversive movements, who violate the rules dictated on copyright and intellectual property, etc.);
12. modify the standard configurations of software and hardware or connection of the IT Tools to a public or private connection network by means of tools (such as telephone lines or wireless equipment) of any kind;
13. circumvent the IT security rules installed and applied to the company's IT and telematic tools.

In order to prevent the commission of crimes relating to copyright infringement, the Recipients are obliged to comply with the law, the *code of conduct* and the rules provided for in this Model, with the express prohibition of committing, collaborating or causing the implementation of conduct that carries out the types of offences listed above.

The Recipients are expressly obliged to:

1. comply with the provisions contained in the *Code of Conduct* and the Model;

2. comply with the policies, procedures, guidelines and internal protocols that specifically govern the conduct that they must adopt to avoid the commission of the criminal offences referred to in paragraph 1.1.

In general, it is absolutely forbidden for the Recipients:

1. to carry out, contribute to or cause the commission of conduct such that, individually or collectively, integrates, directly or indirectly, even only in the abstract or potentially, the crimes provided for in art. 25-*novies* of the Decree;
2. implement or facilitate activities that are in contrast with the provisions of the Model and the *Code of Conduct*;
3. engage in or facilitate activities that are contrary to the company's procedures, policies and practices regarding copyright;
4. engage in conduct that, although it is such that it does not constitute a crime in itself, may be a prerequisite for it (e.g., lack of control) or may potentially become a crime;
5. carry out any action that has as its object or effect that reproducing in any form, modifying, deforming, usurping, holding, putting on the market or distributing for any reason intellectual works, computers, industrial inventions and, in general, any tangible and/or intangible work or asset that is protected by copyright or intellectual or industrial property legislation.

6. THE CONTROLS OF THE SUPERVISORY BODY

Without prejudice to the tasks and functions of the SB set out in the General Part of this Model, for the purposes of preventing computer crimes and copyright crimes, the same is required to:

1. verify compliance by the Top Management and Subordinates – as well as more generally, by the Recipients – with the prescriptions and conduct set out in the previous paragraphs;
2. monitor the adoption and effective implementation of the actions that the Company has planned to put in place in order to prevent the risk of committing computer crimes and copyright crimes;
3. verify the adoption of a system of delegations in accordance with the principles dictated by Legislative Decree 231/2001;
4. monitor compliance with the procedures adopted by the Company.

With reference to the information flows to the Supervisory Board, reference is made to all that is indicated for this purpose in the General Section, highlighting, in particular, the obligation to promptly report to the Supervisory Body any fact or circumstance from which the danger of committing the offences provided for in this Special Part in relation to the performance of the Company's activities can be inferred.

ANNEX 11 – TAX AND SMUGGLING CRIMES

1. THE OFFENCES REFERRED TO IN ARTICLE 25-QUINQUIESDECIES, LEGISLATIVE DECREE NO. 231/2001

Law no. 157 of 19 December 2019 extended the administrative liability of entities to tax crimes, introducing art. 25-*quinquiesdecies* into Decree 231/2001.

This concerns some of the criminal offences provided for in Legislative Decree 74/2000 ("*Discipline of offences relating to income tax and value added tax*") and, in particular, the offences of::

- Fraudulent declaration using invoices or other documents for non-existent transactions (Article 2, Legislative Decree 74/2000);
- Fraudulent declaration by means of other devices (Article 3, Legislative Decree 74/2000);
- Issue of invoices or other documents for non-existent transactions (Article 8, Legislative Decree 74/2000);
- Concealment or destruction of accounting documents (Article 10, Legislative Decree 74/2000);
- Fraudulent evasion of the payment of taxes (Article 11, Legislative Decree 74/2000).

Subsequently, with the approval of Legislative Decree no. 75 of 14 July 2020 concerning the implementation of the so-called "Legislative Decree no. PIF Directive (EU Directive 2017/1371 on the fight against fraud to the Union's financial interests by means of criminal law), the catalogue of tax offences has been further expanded.

In fact, the new paragraph (1 bis) has been introduced in art. 25-quinquiesdecies, for which the entity is considered liable, pursuant to Legislative Decree 231/2001, for the crimes of unfaithful declaration (art. 4 of Legislative Decree 74/2000), of omitted declaration (art. 5 of Legislative Decree 74/2000) and of undue compensation (art. 10 quarter of Legislative Decree 74/2000) if committed in the context of cross-border fraudulent schemes and in order to evade VAT for a total amount of not less than € 10,000. 001[55].

Below, a description of the criminal offences referred to in Article 25-*quinquiesdecies* of the Decree will be provided, as well as an example of the main methods of committing these offences.

[55] With reference to the relevant innovations for natural persons, in tax matters punishability is also provided for in the case of an attempted crime (and not only consummated) if the acts aimed at committing the crimes referred to in art. 2, 3 and 4 of Legislative Decree 74/2000 (respectively, fraudulent declaration through the use of invoices or other documents for non-existent transactions; fraudulent declaration through other artifices and unfaithful declaration) are also carried out in the territory of another Member State of the Union in order to evade VAT for a total value of not less than € 10,000,000.

Fraudulent declaration using invoices or other documents for non-existent transactions (art. 2, Legislative Decree 74/2000)

"*A penalty of imprisonment from four to eight years shall be imposed on any person who, in order to evade income tax or value added tax, makes use of invoices or other documents for non-existent transactions and indicates fictitious passive elements in one of the declarations relating to such taxes.*

The offence shall be deemed to have been committed by availing oneself of invoices or other documents for non-existent transactions when such invoices or documents are recorded in compulsory accounting records, or are held for the purpose of providing evidence against the tax authorities.

If the amount of fictitious passive elements is less than one hundred thousand euro, imprisonment from one year and six months to six years shall be applied".

Notwithstanding the fact that the provision in question indicates 'anyone' as the addresses of the criminal precept, the active parties of the offence are those who are obliged by tax law to submit annual declarations for income or VAT purposes and, therefore, the signatories of the aforementioned declarations. However, pursuant to Article 110 of the Italian Criminal Code, persons other than the signatories are also liable for the offence, as accomplices, when they have knowingly provided a material or moral contribution to the signatories.

The conduct described by the offence consists in indicating fictitious passive elements in one of the income or value added tax declarations, to this end making use of invoices or other documents for non-existent transactions.

In particular, the rule provides for a typical form of falsification conduct that takes the form of indicating negative values (i.e. increasing the costs incurred with respect to the actual costs) such as determining a taxable base that is lower than the actual one.

The offence occurs both in the case where the passive elements indicated in the declaration refer to invoices for entirely non-existent transactions, and in the case of so-called over-invoicing, i.e. when the invoice or other documents indicate costs actually incurred but lower than those declared.

For the offence to be committed, it is also necessary for the invoices or documents to be recorded in the compulsory accounting records, or to be held as evidence against the tax authorities.

Therefore, the offence in question is divided into three distinct stages:

i. the first is characterized by the activity of obtaining invoices or other documents issued by other parties, certifying costs that were never incurred;

ii. the second consists in holding or accounting for the invoices and documents;

iii. the third consists in submitting an annual income or value-added tax return in which the costs referable to the invoices and documents are indicated.

From a subjective point of view, specific intent is required, i.e. consciousness and intention to evade income or value added tax, regardless of whether this objective is objectively realized.

Furthermore, the offence is consummated when a declaration for income or value added tax is submitted to the financial office to which it is addressed.

By way of example, the offence could occur where a person referring to the Company agrees with the director/employee of a consultancy firm for the latter to issue an invoice for a service that was never rendered or whose real value is lower than the amount indicated in the same invoice and, subsequently, after having entered it in the accounts, indicates the fictitious passive elements referred to in the aforementioned accounting document in the Company's annual tax return.

Fraudulent declaration by means of other devices (art. 3, D. Lgs. 74/2000)

"*Except in the cases provided for in Article 2, any person who, in order to evade income or value added tax, carries out objectively or subjectively simulated transactions or makes use of false documents or other fraudulent means capable of hindering the assessment and misleading the tax authorities, shall be punished with imprisonment from three to eight years. indicates in one of the declarations relating to such taxes assets for an amount lower than the actual amount or fictitious liabilities or fictitious receivables and withholdings, when, together:*

a) the tax evaded is higher, with reference to some of the individual taxes, than thirty thousand euros;

b) the total amount of assets evaded from taxation, including by means of the indication of fictitious liabilities, is greater than five per cent of the total amount of the assets indicated in the tax return, or in any case, is greater than one million five hundred thousand euros, or if the total amount of fictitious credits and withholdings decreasing the tax is greater than five per cent of the amount of the tax itself or in any case thirty thousand.

The act is considered to have been committed using false documents when these documents are recorded in the compulsory accounting records or are held for the purpose of evidence against the tax authorities.

For the purposes of applying the provision of paragraph 1, the mere violation of the obligations to invoice and record assets in the accounting records or the mere indication in invoices or entries of assets lower than the actual ones do not constitute fraudulent means."

Without prejudice to what has been observed in relation to the active parties and the subjective element with reference to the offence referred to in Article 2 of Legislative Decree no. 74/2000. L. 74/2000, the typical conduct of the offence in question must be articulated, alternatively, in one of the three different ways and, in particular:

- objectively or subjectively simulated transactions, meaning, respectively, transactions entered into with the intention of not realizing them in whole or in part and transactions referring to fictitiously interposed persons;
- the use of false documents (e.g. the counterfeiting or alteration of any document of tax relevance), provided that such documents are recorded in the compulsory accounting records or are held for the purpose of evidence against the tax authorities;

- the use of other fraudulent means to obstruct the assessment and mislead the tax authorities.

The offence is also integrated only where the aforementioned conduct exceeds the quantitative thresholds referred to in letters a) and b) of paragraph 1.

By way of example, the offence could occur where a person referable to the Company agrees with the accountant so that the latter indicates in the annual tax return fictitious liabilities to an extent exceeding the thresholds indicated by the reference law and certifies the aforementioned declaration, thus misleading the tax authorities about the veracity of the content of the tax return itself.

Issue of invoices or other documents for non-existent transactions (art. 8, d. Lgs. 74/2000)

"*Anyone who, in order to allow third parties to evade income or value added tax, issues or issues invoices or other documents for non-existent transactions is punishable by imprisonment from four to eight years.*

For the purpose of applying the provision provided for in paragraph 1, the issuance or issuance of several invoices or documents for non-existent transactions during the same tax period is considered as a single offence.

If the untrue amount indicated in the invoices or documents, per tax period, is less than one hundred thousand euros, imprisonment from one year and six months to six years is applied".

Unlike the cases previously analyzed, the crime in question is a common crime and, therefore, can be committed by anyone.

The rule in question punishes anyone who issues or issues invoices or other documents for non-existent transactions. Specifically, falsehood can be of two types:

- objective falsehood: when it concerns commercial transactions that never took place or took place at a lower price, so as to allow the user to reduce his income by deducting fictitious costs;
- subjective falsehood: when the transactions are carried out between parties other than those resulting in the tax documents. By way of example, the purpose of this falsehood could be to allow the user to deduct costs actually incurred but not documented or not officially documentable for various reasons (think, for example, of illegal purchases by individuals belonging to criminal associations).

From a subjective point of view, specific intent is required, i.e. awareness and willingness to allow third parties to evade income or value added taxes, a purpose which, however, does not necessarily have to be achieved for the purposes of punishability.

By way of example, the offence could occur where a person referable to the Company, in order to allow another company to reduce its taxable income, issues an invoice to the latter for a service never rendered, against the return in cash of a sum equal to the amount of VAT indicated on the invoice increased by a pre-established percentage between the parties of the invoiced amount.

Concealment or destruction of accounting documents (art. 10, d. Lgs. 74/2000)

"*Unless the act constitutes a more serious offence, anyone who, in order to evade income or value added taxes, or to allow third parties to evade tax to evade, conceals or destroys all or part of the accounting records or documents whose retention is compulsory shall be punished with imprisonment from three to seven years. so as not to allow the reconstruction of income or turnover*".

The simple failure to keep accounting records does not constitute a criminal tax offence but constitutes only the administrative offence referred to in art. 9 Legislative Decree no. 471/1997. Unlike omission, the pre-existing keeping of accounting records is necessary in order for the offence referred to in Article 10 of Legislative Decree no. 74/2000 to be committed. In this case, in fact, the concealment or destruction of pre-existing accounting records, or of documents whose retention is mandatory, are sanctioned when it results in the impossibility of reconstructing income and turnover. Concealment consists in materially concealing the writings while destruction consists in the physical elimination, in whole or in part, of the writings, or in making them illegible, therefore, unsuitable for use, through abrasions, erasures or other.

Fraudulent evasion of the payment of taxes (art. 11, d. Lgs. 74/2000)

"*Anyone who, in order to avoid the payment of income or value added taxes or interest or administrative penalties relating to such taxes for a total amount exceeding fifty thousand euros, simulates or carries out other fraudulent acts on his or her own or others' assets capable of rendering the compulsory collection procedure totally or partially ineffective shall be punished with imprisonment from six months to four years. If the amount of taxes, penalties and interest is greater than two hundred thousand euros, imprisonment from one year to six years is applied.*

Anyone who, in order to obtain for himself or for others a partial payment of taxes and related accessories, indicates in the documentation submitted for the purposes of the tax settlement procedure assets for an amount lower than the actual amount or fictitious liabilities for a total amount exceeding fifty thousand euros, shall be punished with imprisonment from six months to four years. If the amount referred to in the previous period is greater than two hundred thousand euros, imprisonment from one year to six years is applied".

For the purposes of the definition of the offence referred to in the first paragraph, it is necessary that, at the time of the conduct, the taxpayer has already incurred an obligation to pay a tax debt exceeding the threshold indicated by the Legislator, the non-fulfilment of which must be aimed at the conduct itself.

In particular, the first criminally relevant conduct consists in the simulated alienation of one's assets, whether absolute (when the party's intention is not to establish any contractual relationship and therefore not to make any transfer of the asset), or relative (when the parties actually conclude a contract which, however, is different from the apparent one).

In this regard, both the objective simulation, i.e. concerning the cause of the negotiation or the consideration, and the subjective simulation, concerning the identity of one of the parties (fictitious interposition of person), are relevant, in so far as it can result in an act capable of reducing the financial guarantee.

The other fraudulent acts referred to in the rule consist, on the other hand, of active or omissive artificial conduct, carried out in violation of a specific legal obligation, which determine a false representation of reality.

On the other hand, the prerequisite for the conduct governed by the second paragraph of the provision in question is the establishment of a tax settlement procedure pursuant to art. 182-*ter* of the Bankruptcy Law.

In particular, the typical conduct consists in indicating, in the documentation submitted for the purposes of the tax settlement, assets for an amount lower than the actual amount or fictitious liabilities.

From the point of view of the psychological element, both cases require specific intent, consisting, on the one hand, in the purpose of removing himself, or the person represented, from the payment of income taxes or VAT for total values higher than those indicated in the law, and on the other hand, in the awareness and willingness to indicate in the documentation relating to the tax transaction assets for an amount lower than the actual amount or liabilities fictitious beyond the threshold of punishability.

By way of example, the conduct characterized by the fraudulent acts referred to in the first paragraph could occur where the legal representative or another person referable to the Company delegated by the latter, after receiving a notice of assessment for a tax debt, and in order to avoid the payment of the same taxes, sells a property of the Company to a leasing company obliging, at the same time, the latter to lease them to a third company wholly owned by its relatives, thus making the compulsory collection procedure ineffective.

2. TAX OFFENCES INTRODUCED BY THE PIF DIRECTIVE (Price Indication Directive)

Finally, with reference to the crimes introduced by Legislative Decree no. 75/2020 in the catalogue of crimes pursuant to Legislative Decree 231/2001, it is specified that these crimes are relevant if committed in the context of cross-border fraudulent systems and in order to evade value added tax for a total amount of not less than ten million euros:

Unfaithful declaration (art. 4, Legislative Decree 74/2000)

"*Except in the cases provided for in Articles 2 and 3, any person who, in order to evade income or value added tax, indicates in one of the annual returns relating to such taxes assets for an amount lower than the actual amount or non-existent liabilities, shall be punished with imprisonment from two years to four years and six months. when jointly:*

a) the tax evaded is higher, with reference to some of the individual taxes, than one hundred thousand euros;

b) the total amount of assets evaded from taxation, including through the indication of non-existent liabilities, is greater than ten per cent of the total amount of the assets indicated in the tax return, or, in any case, is greater than two million euros.

For the purposes of applying the provision of paragraph 1, the incorrect classification, the valuation of objectively existing assets or liabilities, with respect to which the criteria actually applied have in any case been indicated in the financial statements or in other documentation relevant for tax purposes, the violation

of the criteria for determining the year of competence, the non-inherence, of the non-deductibility of real liabilities.

Except in the cases referred to in paragraph 1-bis, assessments which, taken as a whole, differ by less than 10 per cent from the correct ones shall not give rise to punishable acts. The amounts included in this percentage shall not be taken into account in verifying whether the thresholds of punishability provided for in paragraph 1, letters a) and b) have been exceeded".

The typical conduct consists in the indication of one of the annual returns relating to income or value added taxes of assets for an amount lower than the actual amount or non-existent liabilities. Such conduct must be free of any fraudulent expedient since otherwise, as already highlighted, the crime referred to in art. 4 but the one referred to in art. 2 or referred to in art. 3. From the point of view of the psychological element, it should be noted that the crime is punished by way of specific intent since the purpose of evading income or value added taxes is expressly provided.

By way of example, the conduct could occur where the annual return does not indicate assets deriving from intercompany services that are not recorded in the accounts.

Failure to declare (Article 5, Legislative Decree 74/2000)

"*Anyone who, in order to evade income or value added taxes, does not submit, being obliged to do so, one of the declarations relating to said taxes, when the evaded tax is higher, with reference to some of the individual taxes, is punished with imprisonment from two to five years.*

Anyone who does not submit, being obliged to do so, the withholding tax declaration is punished with imprisonment from two to five years, when the amount of unpaid withholding taxes is greater than fifty thousand euros.

For the purposes of the provision provided for in paragraphs 1 and 1-bis, a declaration submitted within ninety days of the expiry of the deadline or not signed or not drawn up on a printout conforming to the prescribed model shall not be considered omitted".

The conduct of the crime in question is obviously the omissive type. It consists, more precisely, in failing to submit one of the declarations for income or value added tax purposes or the withholding agent's declaration.

A tolerance limit is provided, in paragraph 2 of the law, for which the declaration that is submitted within 90 days of the deadline for submission is not considered omitted, as well as what is not signed or not drawn up on a printout conforming to the prescribed model.

Undue compensation (Article 10-quarter, Legislative Decree 74/2000)

"*Anyone who does not pay the sums due, using in compensation, pursuant to Article 17 of Legislative Decree 9 July 1997, no. 241, undue credits, for an annual amount exceeding fifty thousand euros, shall be punished with imprisonment from six months to two years.*

Anyone who fails to pay the sums due, using as compensation, pursuant to Article 17 of Legislative Decree 9 July 1997, no. 241, non-existent credits for an annual amount exceeding fifty thousand euros, shall be punished with imprisonment from one year and six months to six years".

The conduct, of an omissive nature, of the crime in question is carried out with the non-payment of sums due to the Treasury by way of taxes or contributions, using in compensation, pursuant to art. 17 of Legislative Decree 241/1997 receivables not due or non-existent.

Therefore, the non-payment of the tax is not sufficient to constitute the crime, since it must be formally "justified" by an offsetting between the sums due to the Treasury and receivables from the taxpayer, which are not actually due or non-existent.

As the Court of Cassation has specified[56], this circumstance, i.e. the formal justification of the non-payment of the tax in the light of unlawful compensation, distinguishes the crime referred to in art. 10 quarter from those of non-payment.

"Undue receivables" must be understood as all those receivables that actually and legally exist in the hands of the taxpayer, but which cannot be used in compensation. On the other hand, "non-existent" credits must be understood as all those completely fictitious credits, which do not legally exist, and which are supported by materially or legally false documentation, the result of a real artificial creation by the taxpayer (e.g. VAT credits resulting from invoices for non-existent transactions).

With reference to the psychological element, for the crime in question to be configured, generic intent is required represented by the consciousness and willingness, at the time of payment, to use undue or non-existent credits for an amount exceeding 50,000 euros.

By way of example, the offence could occur where the administrator unduly balances, in the monthly salary reports, sums of money that he made appear as advanced for various reasons, on behalf of INPS, to employees and in reality never paid, thus misleading the competent officials of the social security institution.

3. CRIMES UNDER ART. 25-SEXIESDECIES OF LEGISLATIVE DECREE NO. 231/2001

Smuggling in the movement of goods across land borders and customs areas (Article 282 of Presidential Decree No. 43/1973)

"*A fine of not less than two and not more than ten times the border fees due shall be imposed on anyone who:*

a) introduces foreign goods across the land border in violation of the prescriptions, prohibitions and limitations established pursuant to art. 16;

(b) unload or store foreign goods in the intermediate space between the border and the nearest customs;

c) is caught with foreign goods hidden on the person or in luggage or packages or furnishings or among goods of any other kind or in any means of transport, in order to avoid customs inspection;

[56] See Italian Supreme Court, Criminal Section III, 16 January 2025 no. 15236, in CED Criminal Supreme Court 2015.

d) removes goods from customs areas without having paid the duties due or without guaranteeing payment, except as provided for in art. 90;

(e) takes out of the customs territory, under the conditions laid down in the preceding paragraphs, domestic or nationalized goods subject to border duties;

f) holds foreign goods, when the circumstances provided for in the second paragraph of art. 25 for the crime of smuggling".

Pursuant to art. 34 of the Consolidated text of customs legislation (or "**TULD**"), "customs duties" consist of all those duties that Customs is required to collect by virtue of a law, in relation to customs operations. It should be noted that among the customs duties "border duties" are import and export duties, levies and other import or export duties provided for by Community regulations and their implementing rules and also, as regards imported goods, monopoly duties, border surcharges and any other consumption tax or surcharge in favour of the State.

The rule in question sanctions anyone who violates the obligations to pay border duties and therefore punishes those who:

a) introduces foreign goods across the land border in violation of the requirements, prohibitions and limitations established pursuant to Article 16 of the TULD, i.e. in all cases where the goods:
   - are introduced by crossing the land border at points other than those established;
   - or, in the event that there is no customs or customs section at the border crossing point, are transported along routes other than those expressly indicated pursuant to art. 9 TULD and therefore in violation of art. 101, paragraph 1 TULD;
   - or, again, are introduced at night, when the director of the territorially competent Customs Office has expressly prohibited it;
   - or, finally, they are loaded, unloaded or transhipped, at night and within port or airport areas, despite the express prohibition to this effect given by the director of the territorially competent Customs Office;

b) unloads or deposits foreign goods in the intermediate space between the border and the nearest customs;

c) he is caught with foreign goods hidden on the person or in luggage or in packages or furnishings or among goods of any kind or in any means of transport, in order to avoid customs inspection;

d) removes goods from customs areas without having paid the duties due or without having guaranteed their payment, except as provided for in art. 90;

e) takes out of the customs territory, under the conditions laid down in the preceding paragraphs, national or nationalized goods subject to border duties;

f) holds foreign goods, when the circumstances provided for in the second paragraph of art. 25 TULD for the crime of smuggling are met, therefore, if the holder of the goods refuses either unable to provide proof of the legitimate origin of the goods, or when the evidence adduced is unreliable.

Smuggling in the movement of goods in border lakes (art. 283 Presidential Decree no. 43/1973)

The captain shall be punished with a fine of not less than two and not more than ten times the boundary fees due:

a) which introduces foreign goods through Lake Maggiore or Lake Lugano into the Porlezza basins without presenting them to one of the national customs offices closest to the border, except for the exception provided for in the third paragraph of art. 102;

b) which, without the permission of customs, transporting foreign goods by ship to the stretches of Lake Lugano where there are no customs, borders on the national shores opposite to the foreign ones or drops anchor or stands at the hood or in any case communicates with the customs territory of the State, so that the disembarkation or embarkation of the goods itself is easy, except in cases of force majeure.

Any person who hides foreign goods on the ship in order to evade customs inspection shall be punished with the same penalty.

Smuggling in the maritime movement of goods (Article 284 of Presidential Decree No. 43/1973)

The captain shall be punished with a fine of not less than two and not more than ten times the border fees due:

a) who, without the permission of customs, transporting foreign goods by ship, grazes the seashore or drops anchor or stands at the hood near the beach itself, except in cases of force majeure;

b) who, transporting foreign goods, lands in places where there are no customs, or disembarks or transships the goods themselves in violation of the prescriptions, prohibitions and limitations established pursuant to art. 16, except in cases of force majeure;

c) transporting foreign goods without manifest by vessel of a net tonnage not exceeding two hundred tons, in cases where the manifest is prescribed;

d) that at the time of the ship's departure it does not have on board the foreign goods or national goods for export with the refund of rights that should be found there according to the manifest and other customs documents;

e) transporting foreign goods from one customs to another, with a ship of a net tonnage not exceeding fifty tons, without the relevant security bill:

f) who has embarked foreign goods leaving the customs territory on a ship of no more than fifty tons, except as provided for in art. 254 for the embarkation of ship's stores.

Any person who hides foreign goods on the ship in order to evade customs inspection shall be punished with the same penalty.

Smuggling in the movement of goods by air (art. 285 D.P.R. n. 43/1973)

The commander of an aircraft shall be punished with a fine of not less than two and not more than ten times the border fees payable:

a) who transports foreign goods into the territory of the State without being in possession of a manifest, when this is required;

b) that at the time of departure of the aircraft it does not have foreign goods on board, which should be found there according to the manifest and other customs documents;

c) who removes goods from the places of arrival of the aircraft without carrying out the prescribed customs operations;

d) who, landing outside a customs airport, fails to report, within the shortest possible time, the landing to the Authorities indicated by art. 114. In such cases, in addition to the cargo, the aircraft is considered to have been smuggled into the customs territory.

The same penalty shall be imposed on anyone who throws foreign goods into the customs territory from an aircraft in flight, or hides them in the aircraft itself in order to avoid customs inspection.

The penalties indicated above apply regardless of the penalty imposed for the same act by the special laws on air navigation, insofar as they do not concern customs matters.

Smuggling into duty-free areas (art. 286 D.P.R. n. 43/1973)

Anyone in the non-customs territories indicated in art. 2, constitutes unauthorized warehouses of foreign goods subject to border duties, or constitutes them to an extent greater than that permitted.

Smuggling for improper use of goods imported with customs facilities (art. 287 DPR n. 43/1973)

"*Any person who gives, in whole or in part, to foreign goods imported duty-free and with a reduction of the same duties a destination or use other than that for which the exemption or reduction was granted shall be punished with a fine of not less than two and not more than ten times the border duties due. except as provided for in art. 140*".

The rule in question penalizes the importer who, maliciously, does not allocate the imported goods to the particular purposes or uses declared at the time of the request for authorization for the application of reduced duties or concessions or exemptions granted by reason of their use.

Smuggling into bonded warehouses (art. 288 D.P.R. n. 43/1973)

A concessionaire of a privately owned bonded warehouse who holds foreign goods there for which there has not been the required declaration of introduction or which are not accepted in the deposit registers shall be punished with a fine of not less than two and not more than ten times the border duties due.

Smuggling in cabotage and traffic (art. 289 D.P.R. n. 43/1973)

Any person who brings foreign goods into the State to replace national or nationalized goods shipped by cabotage or in circulation shall be punished with a fine of not less than two and not more than ten times the border duties due.

Smuggling in the export of goods eligible for duty drawback (Article 290 Presidential Decree no. 43/1973)

"*Whoever uses fraudulent means for the purpose of obtaining undue restitution of duties established for the importation of raw materials used in the manufacture of domestic goods that are exported, shall be punished with a fine of not less than twice the amount of the duties unduly levied or attempted to be levied, and not more than ten times the amount of the duties*".

The provision prosecutes and punishes anyone who uses fraudulent means for the purpose of obtaining an undue refund of duties established for the importation of raw materials used in the manufacture of domestic goods that are exported.

Smuggling in temporary importation or exportation (Article 291 Presidential Decree no. 43/1973)

"*Whoever, in import or temporary export operations or in re-export and re-import operations, in order to evade the payment of duties that should be due, subjects the goods to artificial manipulations or uses other fraudulent means, shall be punished with a fine not less than two and not more than ten times the amount of the duties evaded or attempted to evade*".

The offence punishes the conduct of anyone who, in temporary import or temporary export operations or in re-export and re-import operations, in order to evade the payment of duties that are due, subjects the goods to artificial manipulation or uses other fraudulent means.

In particular, the cases of "temporary importation" and "temporary exportation" are described below:

- foreign goods of any kind and origin that are brought into the customs territory in order to undergo certain treatments may, upon a documented application by the interested parties, be admitted - upon authorization of the head of the customs district or of the Ministry of Finance in agreement with the Ministry of Commerce - to 'temporary importation' when the products to be obtained as a result of such treatments are intended to be re-exported out of the same territory (cf. Article 175 TULD), provided that the processing provided for by the applicable regulations is carried out in compliance with the destinations and timeframes laid down in the authorizations issued for that purpose, in accordance with Article 179 TULD;
- national or nationalized goods of any kind, which are shipped outside the national territory to undergo certain treatments may, upon the documented request of the interested parties, be admitted - upon authorization of the heads of customs districts or of the Ministry of Finance, in agreement with the Ministry of Foreign Trade - to 'temporary exportation' when the products to be obtained as a result of such treatments are intended to be re-imported into the same territory (see Article 199 TULD).

Other cases of smuggling (art. 292 DPR no. 43/1973)

"*Whoever, other than in the cases provided for in the preceding articles, evades payment of the border duties due, shall be punished by a fine of not less than two and not more than ten times such duties*".

The provision in question constitutes a closing provision that punishes so-called 'intra-inspective' smuggling, which differs from classic or 'extra-inspective' smuggling - in which the goods are evaded from customs constraints - because the product is presented to customs but in such a manner and with such artifices as to evade the checks on the nature, quantity, quality or destination of the goods. This offence 'has a free-form nature, in which only the event is specified and is aimed at not leaving unpunished any conduct likely to constitute smuggling' (Italian Supreme Court, Criminal Section V, ruling no. 39196 of May 8, 2015).

Aggravating circumstances of smuggling (art. 295 DPR no. 43/1973)

"*For the offences provided for in the preceding articles, a fine of not less than five and not more than ten times the border duty due shall be imposed on anyone who, in order to commit the smuggling, uses means of transport belonging to a person not involved in the offence.*

For the same offences, the fine shall be increased by imprisonment for a term of three to five years:

a) when in the commission of the offence, or immediately thereafter in the surveillance zone, the offender is caught armed;

b) when in the commission of the offence, or immediately thereafter in the surveillance zone, three or more people guilty of smuggling are caught together and in such a condition as to obstruct the police organs;

c) when the offence is connected with another offence against public faith or against public administration;

d) when the offender is an associate for the commission of smuggling offences and the offence committed is among those for which the association was formed;

d-bis) when the amount of border duties due exceeds one hundred thousand euro.

For the same crimes, a fine shall be added to the fine by imprisonment of up to three years when the amount of the border duties due is greater than fifty thousand euro and not greater than one hundred thousand euro".

4. FUNCTION OF SPECIAL PART

The objective of this Special Section is to define the main rules of conduct, in the context of Sensitive Trials, in order to prevent the commission of the crimes indicated in paragraphs 1 and 1.1 above. To this end, all the Recipients of this Model, once informed of the contents, must comply with the rules and principles set out therein.

For this reason, the following have been identified:

the areas and/or business processes defined as "sensitive" or "at risk of crime";

the general principles of reference relating to the company procedures that must be observed in the Sensitive Processes, for the purposes of the correct application of the Model;

d) the reference principles that must govern the control, monitoring and verification tasks of the Supervisory Body on the operation, compliance and updating of the Model.

5. AREAS POTENTIALLY "AT RISK OF CRIME" AND "SENSITIVE" ACTIVITIES

FOR INTERNAL USE ONLY

6. GENERAL PRINCIPLES OF CONDUCT AND IMPLEMENTATION

In order to prevent and prevent the occurrence of the Tax and Smuggling Crimes identified in the previous paragraphs and considered relevant for the Company, the recipients of the Model are required to comply with the following general principles of conduct, without prejudice to what is indicated in the existing company procedures:

- refrain from engaging in conduct such as to constitute the offences referred to in art. 25-*quinquiesdecies* and 25-*sexiesdecies* of the Decree;
- refrain from engaging in any conduct that, while not concretely integrating any of the criminal hypotheses outlined above, may in the abstract become so;
- refrain from carrying out or facilitating operations or activities that do not comply with the principles and rules of conduct set out in the *Code of Conduct*;
- refrain from carrying out activities that are in contrast with the procedures and principles of control provided for therein, for the purpose of preventing tax crimes and smuggling crimes.

In addition, for the purposes of implementing the above behaviors:

- the recipients of this Model must not pursue the purpose of evading income or value added taxes, or other taxes in general, either in the interest or advantage of the Company or in the interest or advantage of third parties;
- in the declarations relating to the aforementioned taxes must not introduce fictitious liabilities using invoices or other documents for non-existent transactions.

To this end, the recipients of this Model must ensure (*i*) a punctual correspondence check between what is indicated in the contract/order and what is indicated on the invoice; (*ii*) a check on the correct and real performance of the service/receipt of the goods; (*iii*) an adequate and truthful registration of invoices; (*iv*) an adequate filing of invoices and related documentation and (*v*) the performance of a verification of the correctness and regular application of taxes.

If third parties (external consultants) are used for the preparation of tax returns and communications, these parties must be bound to comply with these principles and the principles contained in the Company's *Code of Conduct* and Model as well as compliance with applicable legislation (including Legislative Decree 231/2001).

On any transaction carried out by the above-mentioned parties and assessed as potentially at risk of committing crimes, the SB will have the right to carry out the checks deemed most appropriate, of which written evidence must be provided.

7. THE SUPERVISORY BODY'S CONTROLS

The specific supervisory tasks of the SB concerning compliance with and effectiveness of the Model on sensitive processes in relation to tax crimes and smuggling crimes, which are in addition to those indicated in the previous General Section, are set out below:

- monitoring of the effectiveness of the system of protocols (proxies, powers of attorney, procedures, etc.) for the prevention of environmental crimes;
- periodic checks on compliance with the protocol system;
- examination of any specific reports from internal and/or external control bodies or from any employee and provision of the investigations deemed necessary as a result of the reports received;
- monitoring of the control activity carried out by the designated sensitive process managers;
- periodic examination of the principles on which the management systems of existing financial resources are based, indicating to management, where necessary, possible improvements in order to identify and prevent the crimes referred to in the Decree.

SPECIAL PART "B" - DISCIPLINARY SYSTEM

4. GENERAL PRINCIPLES

In order for the Model and the *Code of Conduct* to be effectively operational, it is necessary to adopt a disciplinary system suitable for sanctioning violations of the rules of the *Code of Conduct* as well as the procedures provided for by the Model.

Considering the seriousness of the offences provided for by the Decree, any failure to comply with Model 231 constitutes a violation of the employee's duties of diligence and loyalty and, in the most serious cases, is to be considered detrimental to the relationship of trust established with the employee, requiring the initiation of disciplinary action regardless of the establishment or outcome of any criminal proceedings, in cases where the conduct to be criticised also constitutes a relevant offence pursuant to Legislative Decree 231/2001, and without prejudice to any civil actions by the Companies.

In this regard, in fact, Article 6, paragraph 2, letter e) of Legislative Decree 231/2001 provides that the organisation and management models must "*introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model*".

The application of disciplinary sanctions is independent of the initiation and/or outcome of any criminal proceedings, as the rules of conduct imposed by the Model are assumed by the Company in full autonomy and regardless of the type of offence that the violations of the Model may cause.

5. SANCTIONS AGAINST EMPLOYEES

- **EMPLOYEES AND MIDDLE MANAGERS**

This Model is brought to the attention of Nordex employees by posting it on the company bulletin board and sending it electronically, as well as through specific training courses.

Conduct by employees in violation of the individual rules of conduct deducted in this Model is defined as disciplinary offences.

With reference to the sanctions that may be imposed on such employees, they are among those provided for by the Company Disciplinary Regulations, in compliance with the procedures provided for in Article 7, Law No. 300 of 20 May 1970 (hereinafter the "Workers' Statute") and any special applicable regulations.

In relation to the above, the Model refers to the categories of sanctionable facts provided for by the existing sanctioning system.

These categories describe the conduct sanctioned, depending on the importance of the individual cases considered, and the penalties actually provided for the commission of the acts themselves depending on their gravity.

In particular, without prejudice to the prior objection and the procedures provided for by art. 7 of the Workers' Statute provides that:

- Depending on the seriousness of the violation, a worker who violates the internal procedures provided for in this Model 231 (e.g. who does not comply with the prescribed procedures, fails to notify the SB of the prescribed information, fails to carry out the required checks, etc.) or adopts, in carrying out activities in risk areas, conduct that does not comply with the provisions of the Model itself and/or the principles of the *Code of Conduct*, such conduct being considered a violation of the contract that involves a prejudice to the discipline and morals of the company;
- Furthermore, the dismissal with notice is also incurred by the worker who adopts in the performance of activities in the areas at risk a behavior that does not comply with the provisions of this Model and/or the principles of the *Code of Conduct* and unequivocally aimed at committing an offence sanctioned by Legislative Decree 231/2001, since such conduct must be considered an insubordination with respect to the requirements imposed by the Company;
- finally, the measure of dismissal without notice is also incurred by the employee who, in the performance of activities in the areas at risk, adopts a behavior that is clearly in violation of the provisions of this Model 231 and/or the principles of the *Code of Conduct*, such as to determine the concrete application to the company of the measures provided for by the Decree, since the aforementioned conduct must be recognized in the aforementioned behavior, conduct such as to cause "serious moral and/or material damage to the Company", as well as to constitute a "crime under the law".

The disciplinary system is constantly monitored by the SB.

- **EXECUTIVES**

With regard to Nordex Executives – required to participate in the specific training activity – this Model is brought to the attention of this Model by direct delivery and signature of acceptance of its contents.

In the event of violation, by managers, of the internal procedures provided for by this Model 231 or of the adoption, in the performance of activities in areas at risk of conduct that does not comply with the provisions of the Model itself and/or the principles of the *Code of Conduct*, the sanction deemed most appropriate will be applied to the managers in accordance with the provisions of the National Collective Labour Agreement for Industrial Managers.

Specifically:

- in the event of a non-serious violation of one or more procedural or behavioral rules provided for in the Model, the manager shall be reminded in writing to comply with the Model, which is a necessary condition for maintaining the relationship of trust with the Company;
- in the event of a serious violation of one or more provisions of the Model such as to constitute a significant breach, the manager incurs the measure of dismissal with notice;
- where the violation of one or more provisions of the Model is of such seriousness as to irreparably damage the relationship of trust, not allowing the continuation of the employment relationship, even temporarily, the employee incurs the measure of dismissal without notice.

The aforementioned infractions will be ascertained, and the consequent disciplinary proceedings initiated, in accordance with the provisions of the CCNL and company procedures, the involvement of the SB.

- **MEASURES AGAINST DIRECTORS AND STATUTORY AUDITORS**

In the event of a violation of the Model and/or the *Code of Conduct* by one or more members of the Board of Directors, the Sole Auditor of Nordex, the SB will inform the Board of Directors and the Sole Auditor, who - according to their respective competences - will proceed to take the most appropriate and appropriate initiatives consistent with the seriousness of the violation and in accordance with the powers provided for by law and/or by the Articles of Association (statements in the minutes of the Statute and the Statutory Auditor). of meetings, request to convene or convene the Shareholders' Meeting with appropriate measures on the agenda against the persons responsible for the violation, etc.).

Regardless of the application of the protection measure, the Company reserves the right to bring actions for liability and/or compensation.

- **MEASURES AGAINST EMPLOYEES, CONSULTANTS, PARTNERS, COUNTERPARTIES AND OTHER EXTERNAL PARTIES**

Contracts and agreements entered into and to be entered into with collaborators, consultants, partners, counterparties and other external parties must include specific contractual clauses that provide, in the event of conduct carried out by external consultants or partners, in contrast with the guidelines indicated in this Model 231 and/or in the *code of conduct* and such as to entail the risk of committing an offence sanctioned by the Decree, the termination of the contractual relationship, without prejudice to any claim for compensation in favour of the Company if such conduct results in concrete damage to the same.

The administrative management takes care of updating and inserting these specific contractual clauses in the letters of appointment or in the negotiation or partnership agreements which will also provide for any request for compensation for damages deriving to the Company from the application by the judge of the measures provided for by the Decree.