INTRED
CONNESSI SEMPRE

ORGANISATION, MANAGEMENT AND CONTROL MODEL – GENERAL PART

pursuant to Legislative Decree no. 231 of 8 June 2001

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1. INTRODUCTION

This Organisation, Management and Control Model contains an organic system of principles, values, safeguards, operating instructions and ethical rules that Intred S.p.A. considers fundamental and indispensable for the conduct of every business activity, and which it requires to be observed most carefully by the members of the corporate bodies and of the management, by its employees, as well as by all those who work, even de facto, for Intred S.p.A., including third parties such as, purely by way of non-exhaustive example, agents, collaborators, consultants, etc.

Indeed, Intred S.p.A. considers the need to comply with (and to ensure compliance by anyone dealing with it with) the highest ethical and transparency standards to take precedence over any commercial requirement.

Intred S.p.A. therefore requires all those who have or intend to have legal relationships with it to adopt conduct consistent with the provisions of this Model and in line with the ethical principles it contains.

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2. DEFINITIONS

For a better understanding of this document, the definitions of the most important recurring terms are set out below:

- **Risk Areas**: the areas of activity of the Company in which the risk of the Offences being committed appears, in more concrete terms, to arise, as identified in the Special Part of the Model.
- **CCNL**: the National Collective Labour Agreement applied by the Company.
- **Code of Ethics**: the code of ethics adopted by the Company and approved by the Board of Directors.
- **External Parties**: all third parties (self-employed or quasi-employed workers, professionals, consultants, agents, distributors, suppliers, business partners, etc.) who, by virtue of contractual relationships, act on behalf of the Company.
- **Consultants**: persons who act in the name and/or on behalf of the Company by virtue of a mandate contract or of another contractual relationship of professional collaboration.
- **Recipients**: the Company Officers and the External Parties.
- **Employees**: persons having an employment relationship with the Company, including managers, and those who, regardless of the type of contract, in any case carry out a work activity with the Company.
- **Legislative Decree 231/2001 or the Decree**: Legislative Decree no. 231 of 8 June 2001, as subsequently amended and supplemented.
- **Entities**: companies, consortia, etc.
- **Company Officers**: directors, statutory auditors, liquidators, general manager, managers and employees of the Company.
- **Persons in charge of a public service**: pursuant to Article 358 of the Criminal Code, "persons in charge of a public service are those who, in any capacity, provide a public service. A public service is to be understood as an activity governed in the same forms as the public function, but characterised by the lack of the powers

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typical of the latter, and excluding the performance of simple routine tasks and the provision of merely material work".

- **Guidelines**: the "Guidelines for the construction of organisation, management and control models pursuant to Article 6, paragraph three, of Legislative Decree 231/01", approved by Confindustria on 7 March 2002 and subsequently updated;
- **Model**: this Organisation, Management and Control Model, which contains the provisions adopted by Intred S.p.A. in accordance with Legislative Decree 231/2001 as subsequently amended.
- **Corporate Bodies**: the Board of Directors, the Board of Statutory Auditors and their members.
- **Supervisory Body or SB**: the internal control body responsible for supervising the functioning of and compliance with the Model as well as for updating it.
- **Public Administration or "P.A."**: the State (including governmental, territorial, local and sectoral bodies, such as government bodies, regulatory authorities, regions, provinces, municipalities, districts) and/or all public bodies and entities (and, in the cases determined by law or by function, private parties that in any case perform a public function, such as, e.g., concessionaires, public-law bodies, contracting authorities, mixed public-private companies) that carry out activities for the pursuit of public interests, and the public administration in the broad sense and of administrative management function. This definition includes the Public Administration of Foreign States and of the European Union as well as, again in relation to the Offences against the P.A., persons employed by or in charge of a public service (by concession or otherwise) or performing a public function and/or public officials. In this context, moreover, (i) public service includes, among others, the activities carried out, by concession or agreement, in the general interest and subject to the supervision of public authorities, the activities relating to the protection of or relating to life, health, social security, education, etc. (ii) public function includes, among others, the activities governed by public law, including the legislative, administrative and judicial functions of any public body.
- **Business Partners**: the natural and/or legal persons that have collaborative relationships with the Company governed by contract;
- **Public Official**: as provided for by Article 357 of the Criminal Code "for the purposes of criminal law, public officials are those who exercise a legislative, judicial or administrative public function. For the same purposes, the administrative function governed by rules of public law and by acts of authority and characterised by the formation and manifestation of the will of the public administration or by its being carried out by means of authoritative or certifying powers is public".
- **Offences**: the types of offence to which the rules laid down by Legislative Decree 231/2001 on the administrative liability of Entities apply.
- **Reference Manager or "Manager"**: the Company Officer of the Company to whom, by means of a delegation of powers or of an organisational provision, responsibility (several or joint with other persons) for specific functions and activities is entrusted.
- **Company**: Intred S.p.A.
- **Intred**: Intred S.p.A.
- **TUF**: Legislative Decree no. 58 of 24 February 1998, as subsequently supplemented and amended.

3. LEGISLATIVE DECREE NO. 231/2001

3.1 THE ADMINISTRATIVE LIABILITY REGIME APPLICABLE TO LEGAL PERSONS

In implementation of the delegation of powers referred to in Article 11 of Law no. 300 of 29 September 2000, Legislative Decree no. 231 (hereinafter also referred to as the "**Decree**") was issued on 8 June 2001, in fact bringing Italian legislation on the matter into line with certain international conventions to which the Country had previously acceded:

- Brussels Convention of 26 July 1995 on the protection of the financial interests of the European Community;
- Brussels Convention of 26 May 1996 on the fight against corruption involving officials of the European Community or officials of Member States;
- OECD Convention of 17 December 1997 on combating bribery of foreign public officials in international business transactions.

The Decree, containing the "*Rules on the administrative liability of legal persons, companies and associations, including those without legal personality*", introduced into the Italian legal system a regime of administrative liability of Entities for offences that are exhaustively listed.

For this liability to apply, it is necessary that:

a) a predicate offence is committed by one of the following qualified persons:

   - natural persons who hold functions of representation, administration, management or control (including de facto) of the Entity or of an organisational unit with financial and functional autonomy, and who carry out, including de facto, the management and control of the entity itself (so-called "**senior persons**");
   - natural persons subject to the direction or supervision of the persons indicated above;
   - persons who operate in the name and on behalf of the Entity by virtue of a mandate and/or of any collaboration agreement or assignment of tasks; and

b) the offence was committed in its interest or to its advantage.

If the interest is entirely lacking because the qualified person acted to pursue an interest exclusively of their own or of third parties, the entity is not liable. Conversely, if an interest of the entity – albeit partial or marginal – exists, the administrative offence arising from the crime is constituted even if no advantage has materialised for the entity itself, which may at most benefit from a reduction of the pecuniary sanction.

The liability of the Entity is in addition to – and does not replace – the criminal liability of the natural person who materially committed the offence, and is autonomous from it, existing even when the perpetrator of the offence has not been identified or cannot be charged, or where the offence is extinguished for a reason other than amnesty.

It should be pointed out that Legislative Decree 231/2001 does not introduce new types of offence compared with those existing and provided for natural persons, but extends, in the

cases expressly indicated and according to the specific rules laid down therein, liability also to the Entities to which the aforementioned natural persons are functionally attributable. It is, therefore, a liability (it is reiterated, "administrative") that is in addition to – and does not replace – the criminal liability of the perpetrator of the offence.

The basis of this liability consists, in very brief terms, in an "**organisational fault**" on the part of the Entity. The latter, in fact, is held liable for the administrative offence arising from the Offence committed by one of its officers if it has failed to give itself an organisation capable of effectively preventing its commission (or in any case of significantly reducing the possibility thereof) and, in particular, if it has failed to equip itself with an internal control system and with adequate procedures for carrying out the activities at greatest risk of commission of the Offences provided for by the Decree (for example, in the context of contracting with the Public Administration).

In particular, the liability of the Entity is presumed where the offence is committed by a natural person holding a top or managerial position; consequently, the burden of proving that it was not involved in the facts, by demonstrating that the act committed is extraneous to the company policy, falls on the Entity.

Conversely, the liability of the Entity must be proven where the person who committed the offence does not hold senior functions within the company's organisational system; in this case the burden of proof falls on the prosecution, which must demonstrate the existence of organisational or supervisory shortcomings that may entail joint liability on the part of the senior persons.

The entities to which the Decree applies

The entities to which the provision in question applies (the "Entities") are the following:

- entities with legal personality:
  - partnerships and companies (Snc, Sas, Spa, Srl, Consortia, Cooperatives, etc.);
  - foundations and private Entities with an economic purpose;
- entities without legal personality (such as unrecognised associations, committees, etc.).

The State, territorial public Entities and any other Entity performing functions of constitutional importance (for example political parties, trade unions, etc.) are not subject to the Decree.

In the light of case-law interpretation, the entities to which the decree applies also include private-law companies that provide a public service – for example on the basis of a concession relationship – and companies controlled by public administrations.

The offences

The offences that give rise to the liability of the Entity are exhaustively indicated by the legislator and are subject to frequent and periodic amendments and additions by the legislator itself; it is therefore necessary to verify constantly the adequacy of the system of

rules that makes up the organisation, management and control model provided for by the Decree and aimed at preventing such offences.

Furthermore, the scope of application of the administrative liability of Entities is destined to undergo further extensions but, in any case, these groups can be identified as follows (for a more detailed description of each of them, reference is made to the Annex List of Offences):

- **Offences committed against the Public Administration (Articles 24, 25 and 25-decies of the Decree)**
- **Computer crimes and unlawful processing of data (Article 24 bis of the Decree)**
- **Organised crime offences (Article 24 ter)**
- **Offences relating to counterfeiting of money, public credit cards and revenue stamps and of identification instruments or signs (Article 25 bis of the Decree)**
- **Crimes against industry and trade (Article 25 bis 1 of the Decree)**
- **Corporate offences (Article 25 ter of the Decree)**
- **Bribery between private individuals (Article 25-ter, paragraph 1, letter s-bis of the Decree)**
- **Crimes for the purposes of terrorism or subversion of the democratic order provided for by the criminal code and by special laws, and crimes committed in breach of the provisions of Article 2 of the International Convention for the Suppression of the Financing of Terrorism done at New York on 9 December 1999 (Article 25 quater of the Decree).** All crimes for the purposes of terrorism or subversion of the democratic order provided for by the criminal code and by complementary legislation constitute predicate offences, as well as crimes other than the latter but committed in breach of the provisions of Article 2 of the New York Convention.
- **Crimes of female genital mutilation practices (Article 25 quater.1 of the Decree)**
- **Crimes against the individual personality (Article 25 quinquies of the Decree)**
- **Market abuse (Article 25 sexies of the Decree)**
- **Manslaughter and serious or very serious culpable injuries committed in breach of the rules on accident prevention and on the protection of health and safety at work (Article 25 septies)**
- **Receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, self-laundering (Article 25 octies of the Decree)**
- **Crimes relating to non-cash payment instruments and fraudulent transfer of valuables (Article 25 octies.1 of the Decree)**

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- **Crimes relating to copyright infringement (Article 25 novies of the Decree)**
- **Environmental offences (Article 25 undecies of the Decree)**
- **Employment of third-country nationals whose stay is irregular (Article 25 duodecies of the Decree)**
- **Racism and xenophobia (Article 25-terdecies)**
- **Fraud in sports competitions, unlawful gaming or betting and gambling by means of prohibited devices (Article 25-quaterdecies)**
- **Tax offences (Article 25-quinquiesdecies)**
- **Transnational offences (extension of the Decree through the introduction of Law no. 146 of 16 March 2006, Article 10)**
- **Smuggling offences (Article 25-sexiesdecies)**
- **Liability of entities for administrative offences arising from crime, referred to in Article 12 of Law no. 9/2013,** which constitutes a predicate for Entities operating in the virgin olive oil supply chain.
- **Crimes against cultural heritage (Article 25 septiesdecies of the Decree)**
- **Laundering of cultural property and devastation and looting of cultural and landscape property (Article 25 duodevicies of the Decree)**

The sanctions

The determination of the **pecuniary sanctions** that may be imposed under the Decree is based on a system of quotas. For each offence, in fact, the law determines in the abstract a minimum and maximum number of quotas; the number of quotas can never be lower than one hundred or higher than one thousand, and the amount of the individual quotas may range from a minimum of approximately 258 euro to a maximum of approximately 1,549 euro. On the basis of these coordinates the judge, having ascertained the liability of the entity, determines the pecuniary sanction applicable in the specific case. The determination of the number of quotas by the judge is commensurate with the seriousness of the fact, the degree of liability of the entity and the activity carried out, if any, to remedy the consequences of the offence committed and to prevent others. The amount of the individual quotas is instead set on the basis of the economic and financial conditions of the entity, in order to ensure the effectiveness of the sanction.

The judgment of conviction always orders the **confiscation** (including by equivalent) of the price or profit deriving from the offence committed (except for the part that can be returned to the injured party).

When it is not possible to carry out the confiscation of the assets directly constituting the price or profit of the offence, it may concern sums of money, goods or other benefits of a value equivalent to the price or profit of the offence.

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As a precautionary measure, the seizure of things that, constituting the price or profit of the offence or their monetary equivalent, are liable to confiscation may be ordered. In the cases provided for by law, the criminal judge may apply **disqualification sanctions**, which can be particularly onerous since they affect the very activity of the entity.

To this end, it is first of all necessary that the law expressly provides for the possibility of imposing a disqualification sanction following the commission of the predicate offence actually committed.

It is then necessary that the offence of the senior person has procured for the entity a profit of significant size, that the offence of the subordinate has been caused or facilitated by serious organisational shortcomings, or that the offences have been repeated.

Disqualification sanctions may consist of:

a) disqualification from carrying on the business;
b) the suspension or revocation of the authorisations, licences or concessions functional to the commission of the offence;
c) a ban on contracting with the public administration, except to obtain the performance of a public service;
d) exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted;
e) a ban on advertising goods or services.

The **publication of the judgment** of conviction in one or more newspapers, in extract or in full, may be ordered by the Judge, together with its posting in the municipality where the Entity has its principal place of business, when a disqualification sanction is applied. Publication is carried out by the Registry of the competent Judge and at the expense of the Entity.

In cases where the interruption of the Entity's activity could have significant repercussions on employment and/or cause serious harm to the community (for entities that provide a public service or a service of public necessity), the judge may order, in place of the disqualification sanction, the continuation of the activity by a commissioner.

Offences committed abroad

Article 4 of the Decree also governs offences committed abroad. It provides that entities having their principal place of business in the territory of the State are also liable in relation to offences committed abroad in the cases and under the conditions provided for by Articles 7 to 10 of the Criminal Code, provided that the State of the place where the act was committed does not take action against them. Therefore, the entity may be prosecuted when:

- it has its principal place of business in Italy, i.e. the effective seat where the administrative and management activities are carried out, possibly also different from the one where the business or the registered office is located (entities with legal personality), or the place where the activity is carried out on a continuous basis (entities without legal personality);

- the State of the place where the act was committed is not taking action against the entity;
- the request of the Minister of Justice, to which punishability may be subject, also refers to the entity itself.

These rules concern offences committed entirely abroad by senior persons or subordinates.

As regards the scope of application of the provision in question, any entity incorporated abroad under the provisions of its own domestic legislation which, however, has its administrative headquarters or main object in Italy is subject to Italian legislation – and therefore also to the Decree.

Attempted crimes

The scope of application of the system of sanctions provided for by Legislative Decree 231/2001 also applies where the offence has remained at the stage of an attempt (Article 26). Indeed, the liability of the enterprise may also arise if the predicate crime takes the form of an attempt (Article 26 of the Decree), that is, when the perpetrator performs acts unequivocally suitable for committing the crime and the action is not completed or the event does not occur (Article 56 of the Criminal Code).

In this case the pecuniary and disqualification sanctions are reduced by one third to one half. Furthermore, the entity is not liable when it voluntarily prevents the completion of the action or the occurrence of the event.

3.2 THE EXEMPTING CONDITION

Article 6 of the Decree provides for a form of exemption of the Entity from liability for the offences provided for if the Entity itself proves that it adopted and effectively implemented, before the commission of the act, an *organisation and management model* (hereinafter also referred to as the "**Model**") suitable for preventing offences of the kind that occurred, and that it entrusted a specific independent body with supervising that this model is complied with and continuously updated.

In particular, if the offence is committed by persons in a "senior" position, i.e. who hold functions of representation, administration or management of the Entity or of one of its organisational units with financial and functional autonomy, as well as by persons who exercise, including de facto, the management and control thereof, the Entity is not liable if it proves that:

- an organisational and management Model capable of overseeing the prevention of the offences provided for by the Decree was adopted;
- a body of the Entity (so-called "**Supervisory Body**" or "**SB**") was appointed, specifically entrusted with the function of supervising the functioning and application of the Model;
- there was no omitted or insufficient supervision on the part of the SB;
- the person who committed the offence fraudulently circumvented the supervision and management system.

If, on the other hand, the offence is committed by persons subject to the direction or supervision of one of the persons indicated above, the Entity is liable if the commission of the offence was made possible by failure to comply with the obligations of direction and supervision. Such obligations are presumed to have been complied with if the Entity, before the commission of the offence, adopted and effectively implemented a Model suitable for preventing offences of the kind that occurred, according to an assessment that must necessarily be made a priori.

That model must provide, in relation to the nature and size of the organisation as well as to the type of activity carried out, for measures suitable for ensuring that activities are carried out in compliance with the law and for promptly detecting and eliminating risk situations. The effective implementation of the model therefore requires:

a) a periodic verification and the possible amendment of the model when significant breaches of its provisions are discovered or when changes occur in the organisation or in the activity;
b) a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the model.

The adoption of the Model is optional and not mandatory. Failure to adopt it is not, consequently, subject to any sanction, but exposes the Entity to liability for the administrative offences arising from the crimes that may be committed by senior persons or subordinates. The adoption of a suitable Model and its effective implementation therefore become essential in order to benefit from this sort of "shield", i.e. as an indispensable prerequisite for benefiting from the exemption provided for by the legislator.

It is also important to bear particularly in mind that the Model is not to be understood as a static instrument but must be considered, on the contrary, a dynamic apparatus that allows the Entity to eliminate, through its correct and targeted implementation over time, any shortcomings that could not be identified at the time of its creation.

The Decree therefore establishes that the aforementioned Model must meet the need to:

- identify the areas in which one of the offences provided for may occur;
- establish specific protocols for planning the formation and implementation of the Entity's decisions in relation to the offences to be prevented;
- identify methods for managing financial resources suitable for preventing the commission of such offences;
- provide for information obligations to and from the internal Supervisory Body responsible for monitoring the effectiveness of and compliance with the Model itself;
- provide, with reference to the size, structures and activities of the company organisation, for procedures suitable for enabling the correct fulfilment of the law in relation to the performance of company activities, and for identifying and eliminating the related possibilities or cases of risk;
- provide for a periodic verification and the possible amendment of the Model when significant breaches of its provisions are discovered or when changes occur in the organisation or in the activity of the Entity (so-called updating of the model);
- introduce an internal disciplinary system suitable for sanctioning failure to comply with the measures indicated in the Model;

- provide for two or more channels, at least one of which electronic, enabling the Recipients to submit, to protect the integrity of the entity, detailed reports of unlawful conduct, or of breaches of the Model, of which they have become aware by reason of the functions performed. These channels must guarantee the confidentiality of the identity of the reporting person in the activities of managing the report.

The adoption of the Model must necessarily be completed by its effective and concrete implementation and by its updating and development aimed at maintaining compliance with the law and at promptly detecting risk situations, taking into account the type of activity carried out as well as the nature and size of the organisation. Indeed, the effective implementation of the Model requires a periodic verification and its amendment if significant breaches of legal provisions are discovered or if significant changes occur in the organisation; the existence of a suitable disciplinary system is also relevant.

It should be noted that the Company's Model has also been prepared drawing on the Guidelines drawn up by Confindustria. It is in any case appropriate to point out that the Guidelines are not binding and that the Models prepared by Entities may depart from them (without this affecting their effectiveness) by virtue of the need to adapt to individual organisational situations.

4. THE ORGANISATIONAL AND INTERNAL CONTROL SYSTEM

4.1 GENERAL PRINCIPLES

The general principles that inspire the Company in the preparation of its organisational and internal control system are set out below.

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Responsibilities must be defined and duly distributed, avoiding functional overlaps or operational allocations that concentrate critical activities on a single person. No significant transaction (in qualitative-quantitative terms), within each area, may be originated/activated without authorisation.

Powers of representation must be conferred according to scopes of exercise and amount limits strictly linked to the tasks assigned and to the organisational structure. Operating procedures, service orders and information systems must be consistent with the policies of the Company and with the Code of Ethics.

In particular, financial information must be prepared:

- in compliance with laws and regulations, as well as with the established accounting principles;
- consistently with the defined administrative procedures;
- within the framework of a complete and up-to-date chart of accounts.

Control principles and schemes

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Without prejudice to the provisions of the relevant Sections of the Special Part of the Model, for the purpose of drafting/supplementing control procedures, the principles on which the specific procedures aimed at preventing the commission of the Offences must be based are set out below.

The approval of procedures must be entrusted to personnel other than the head of the structure that carries out the activity to be regulated but, at the same time, must provide for the contribution of those who will have to apply them.

The procedures must ensure compliance with the following control elements:

- traceability: it must be possible to reconstruct the formation of the acts and of the information/documentary sources used to support the activity carried out, to guarantee the transparency of the choices made; for each transaction there must be adequate documentary support on which controls can be carried out at any time certifying the characteristics of and reasons for the transaction and identifying who authorised, carried out, recorded and verified the transaction itself;
- segregation of duties: there must be no subjective identity between those who take or implement decisions, those who must account for the transactions decided and those who are required to carry out on them the controls provided for by law and by the procedures contemplated by the internal control system; furthermore:
- no one may be granted unlimited powers;
- powers and responsibilities must be clearly defined and known within the organisation;
- signing powers and authorisation powers: there must be formalised rules for the exercise of internal signing and authorisation powers;
- filing/keeping of documents: documents concerning the activity must be filed and kept, by the competent function, in such a way as not to allow subsequent modification, except with specific evidence;
- documentation of controls: the control system must provide for a *reporting* system (possibly through the drafting of minutes) suitable for documenting the performance and the results of controls, including supervisory controls;
- confidentiality: access to documents already filed, referred to in the previous point, must be justified and permitted only to the person competent under internal rules, or to their delegate, to the Board of Statutory Auditors and to the Supervisory Body.

4.2 GENERAL CONTROL OBJECTIVES

In order to reasonably prevent the commission of the Offences, the Company has identified the following general control objectives, which the Company's structures are required to pursue through the adoption of procedures, operating instructions and other operational tools. The specific control objectives that the Company sets itself for the prevention of each category of offence are identified in the Sections of the Special Part of the Model.

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- Operating processes must be defined providing for adequate documentary/system support so that they can always be verified in terms of appropriateness, consistency and responsibility.

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- Operational choices must be traceable in terms of characteristics and reasons, and those who authorised, carried out and verified the individual activities must be identifiable.
- The exchange of information between contiguous phases/processes must provide for mechanisms (reconciliations, balancing, etc.) to guarantee the integrity and completeness of the data managed.
- Human resources must be selected, hired and managed according to criteria of transparency and consistently with ethical values and in compliance with laws and regulations.
- The professional knowledge and skills available in the Functions must be periodically analysed in terms of their appropriateness to the objectives assigned.
- Personnel must be trained and instructed to perform the tasks assigned.
- The acquisition of goods and services for the functioning of the company must take place on the basis of an analysis of requirements and from selected and monitored sources.
- A system of indicators for each process/activity must be provided for, together with a related periodic *reporting* flow to the top management of the company (Chief Executive Officer, etc.).
- Administrative and management information systems must be geared towards integration and standardisation.
- Security mechanisms must guarantee the protection of and physical and/or logical access to the data and assets of the various structures, following the criterion of competences, functions and operational needs.
- The control system is subject to continuous supervision and periodic assessment aimed at its constant adjustment.

4.3 OBJECTIVES AND STRUCTURE OF THE ORGANISATIONAL MODEL

Intred S.p.A. is a Brescia-based company operating in the telecommunications sector, founded in 1996 by three partners who decided to turn an innovative insight into a business. Today Intred is an established company, with a fibre-optic network of over 3,600 km spread across Lombardy, and offers a wide range of services, all with high technological value, being able to provide business and retail customers with broadband, ultra-broadband and wireless connectivity, fixed-line telephony, cloud services and related ancillary services. In 2018 the Company was listed on AIM Italia[1]; in 2020 it acquired and merged by incorporation Qcom S.p.A., a Bergamo-based company providing connectivity and services including, among others, data centre, information security and telephony services.

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In order always to guarantee conditions of fairness and transparency from an ethical and regulatory point of view, the Company considered it appropriate to equip itself with an Organisation and management model capable of preventing the commission of the offences provided for by the Decree.

Considering the regulatory context in which it operates, as well as the system of controls to which it is subject, in defining the "Organisation, management and control model" the Company adopted a design approach that makes it possible to use and integrate into that

[1] "*Alternative Investment Market*" Italia, is an Italian market operated by Borsa Italiana S.p.A

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Model the rules currently in force, forming, together with the Code of Ethics, an organic *corpus* of internal rules and principles aimed at spreading a culture of ethics, fairness and legality.

The Company considered it appropriate to adopt a specific Model pursuant to the Decree, in the belief that this constitutes not only a valid tool for raising the awareness of all those who act in the name of and operate on behalf of or in the interest of the Company, so that they are made aware of the consequences that may derive from conduct not compliant with the rules set out therein and behave correctly and transparently in accordance with the precepts and procedures defined by the Company, but also a more effective means of preventing the risk of commission of the offences provided for by the reference legislation.

In particular, through the adoption and constant updating of the Model, the Company aims to pursue the following main purposes:

- determining specifically the so-called "sensitive activities", i.e. those activities in which, by their nature, the offences provided for in the Decree may be committed;
- determining the general principles of conduct, to which are added the specific procedures and protocols with reference to the individual company functions;
- making all those who act in the name of and operate on behalf of or in the interest of the Company (directors, Company personnel, external collaborators, partners, etc.) aware that, in the event of breach of the provisions issued on the matter, they may incur disciplinary and/or contractual consequences, as well as criminal and administrative sanctions that may be imposed on them personally;
- reiterating that any forms of unlawful conduct are strongly condemned by the Company since, even where the Company was apparently in a position to benefit from them or where they were carried out in its interest, they are in any case contrary not only to the provisions of law but also to the ethical principles to which the Company intends to adhere in the conduct of its business;
- providing for adequate documentary records and traceability of relevant transactions;
- avoiding, within the organisation, the concentration on a single person of the management of an entire process;
- identifying the processes for the management and control of financial resources;
- identifying a system of disciplinary sanctions applicable in the event of breach of the provisions contained in the Model, in line with the Workers' Statute and with the National Labour Agreement. The disciplinary system is implemented on the principles of adversarial proceedings and proportionality within a framework of equal treatment of all the different categories of persons required to comply with the contents of the Model;
- assigning the SB the task of supervising the functioning of and compliance with the Model and of proposing its updating where there have been significant breaches of its provisions or organisational changes or changes in the activities of the Company;
- providing adequate training to Company Officers (including Employees) and to Recipients in general on the activities included in the Risk Areas (which may involve the risk of commission of the Offences) and on the sanctions that may derive for them or for the Company from the breach of provisions of law or of internal provisions of the Company;
- spreading and affirming a business culture based on legality, with the Company's express disapproval of any conduct contrary to the law or to internal provisions and, in particular, to the provisions contained in this Model;

...

- spreading a culture of control, which must govern the achievement of the objectives that the Company sets itself over time;
- providing for an efficient and balanced organisation of the enterprise, with particular regard to the formation of decisions and their transparency, to controls, both preventive and subsequent, as well as to internal and external information;
- preventing risk through the adoption of specific procedural principles aimed at governing the formation and correct implementation of corporate decisions in relation to the offences to be prevented.

The adoption of the Model, like its subsequent updates, was preceded by an activity of identifying the risk areas (so-called "*risk assessment*") on the basis of the provisions of the Decree and of the indications contained in the *"Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree 231/2001"* drawn up by Confindustria. The purpose of this activity was to carry out a preliminary mapping of the company functions and of the related activities exposed to the risk of offences and to assess what actions to take to address the critical issues that emerged.

In particular, the purpose of the activity carried out was, among other things, to analyse the current situation in terms of existing systems and procedures (so-called "*As is Analysis*") and to identify the related critical issues (so-called "*Gap Analysis*") in order to update the Company's organisational, management and control system to the new business and legislative realities.

In preparing and updating this Model, account was therefore taken of the legislation in force and of the procedures and control systems existing and already operating within the Company, since they are in part already suitable for reducing the risks of commission of offences and of unlawful conduct in general, including therefore those provided for by the Decree.

The Model consists of a General Part and a Special Part, the latter in turn divided into various sections (numbered with letters) relating to the different types of Offence considered relevant for the purposes of the Decree with reference to the Company's Business Activities.

4.4 THE RISK ASSESSMENT METHODOLOGY

The preparation of this Model was preceded by a series of preparatory activities divided into different phases and all aimed at establishing a risk prevention and management system, in line with the provisions of Legislative Decree no. 231/01 and with the sector's best practices.

In particular, for the purposes of adopting the Model, the Company carried out a risk evaluation activity (*so-called risk assessment*) in order to:

1. enable the Company to adopt the most suitable protocols for preventing offences in the areas of activity considered at risk; and
2. enable the SB to identify the activities on which to focus its verification activities.

The risk assessment was carried out through individual interviews with the so-called *process owners*, as well as through the examination of the relevant internal documents and of the company organisation chart, with the aim of identifying:

1. the company processes abstractly at risk of commission of offences;
2. the specific activities, for each process identified, in which one or more unlawful conducts may be engaged in;
3. the Function within which such activity is carried out;
4. the offences potentially associated with each activity at risk;
5. the existing controls within the activities identified.

Risk evaluation

The risk evaluation was then carried out, identifying for each activity at risk:

a) the so-called **inherent risk**, understood as the level of risk abstractly linked to each company activity, regardless of the existence of safeguards put in place to mitigate that risk

b) the **effectiveness of the control system** in preventing the risks abstractly present in the processes identified;

c) the so-called **residual risk**, which represents the level of risk determined taking into account the mitigating effect of the system of controls in place.

In this regard, the level of **inherent risk** was identified on the basis of the following quantitative indices:

a) **Probability**, understood as the frequency with which a given activity is performed in the Company's activity, according to the following scale:

scale	**classification**	**description**
1	Low / occasional frequency	the activity is carried out in exceptional circumstances, without a defined periodicity
2	Medium / periodic frequency	the activity is carried out with a predetermined or determinable periodicity
3	High / continuous frequency	the activity is carried out constantly / with significant frequency

b) **Impact**, understood as the seriousness of the consequences in the event of commission of one of the predicate offences linked to the activity considered:

scale	**classification**	**description**
1	low	pecuniary sanction up to 500 quotas
2	medium	pecuniary sanction exceeding 500 quotas
3	high	disqualification sanction

These quantitative indices were weighted, where necessary, by a qualitative assessment of the seriousness of the inherent risk.

Downstream of the inherent risk, **the overall effectiveness of the system of controls** in place for each activity at risk considered in mitigating the existing inherent risks was assessed, taking into account:

- The consistency of the process with established best practice;
- The existence of written procedures, manuals or directives aimed at governing the activity considered;
- The existence of IT *tools* or other automatic control instruments for the activities;
- The existence and level of a *segregation of duties* within the process;
- The existence of formalised powers and first-level controls within the process.

On the basis of the evaluation of the parameters indicated above, the overall effectiveness of the system of controls for each relevant activity was classified as **low**, **medium** or **high**.

The level of so-called **residual risk** was determined starting from the inherent risk identified as above and considering the mitigating effect of the existing system of controls, according to the following scheme:

inherent risk		**effectiveness of the control system**		
		high	**medium**	**low**
	Low	low risk	low risk	low risk
	Medium	low risk	medium risk	medium risk
	High	low risk	medium risk	high risk

Gap Analysis and risk control

On the basis of the risk evaluation described above and, in particular, of the effectiveness of the existing system of controls compared with the sector's best practices, the Company identified the areas for possible further improvement, immediately implementing the necessary measures and adopting adequate control plans for the management of residual risks, as well as a process of continuous improvement of the system of controls, which may be subject to periodic verification by the Supervisory Body, also with a view to a periodic review of the level of residual risk as a result of the constant improvement of the effectiveness of the system of controls.

The process described is periodically updated to reflect any regulatory and/or organisational changes that may occur.

5. ADOPTION OF THE MODEL

5.1 ADOPTION AND IMPLEMENTATION OF THE MODEL

This document is "an act issued by the management body" in accordance with the provisions of the Decree; therefore its adoption, the amendments that will be made and the responsibility for its concrete implementation are entrusted to the Board of Directors of the Company.

...

5.2 THE RECIPIENTS OF THE MODEL

The Model and the provisions contained and referred to therein must be complied with by the following persons (so-called "Recipients"):

- Company Officers
- Employees
- External Parties

With regard to External Parties, compliance with the Model is ensured by including a contractual clause committing the contracting party to abide by the principles of the Code of Ethics and of the Model adopted by the Company, and to report any news of the commission of offences or of their breach (see paragraph 6 below).

5.3 UPDATING OF THE MODEL

Updating of the Model is necessary on the occasion of:

- the introduction of new legislation;
- significant cases of breach of the Model and/or results of verifications of its effectiveness or experiences in the public domain in the sector;
- organisational changes in the company structure or in the Company's sectors of activity.

Updating must be carried out cyclically and continuously, and the task of formally ordering and carrying out the updating or adaptation of the Model is assigned to the Board of Directors, with the collaboration of the Supervisory Body.

More specifically:

- the Supervisory Body informs the Board of Directors of any information of which it is aware that may make it appropriate to update the Model;
- the updating programme is prepared by the Company, in agreement with the Supervisory Body and with the contribution of the company Functions concerned;
- the Supervisory Body monitors the implementation of the actions ordered and informs the Board of Directors of the outcome of the activities.

Amendments and additions fall within the competence of the Board of Directors of the Company.
Amendments concerning the protocols implementing the Model (e.g. procedures) are adopted directly by the company Functions concerned, possibly also after consulting the Supervisory Body, which may express opinions and make proposals to that effect.

6. THE SUPERVISORY BODY (SB)

6.1 ESTABLISHMENT

Pursuant to Article 6, paragraph 1, letter b), of Legislative Decree 231/2001, the Company, by resolution of the Board of Directors, established the Supervisory Body (SB), which is entrusted with the task of supervising the functioning of and compliance with the Model and of attending to its updating.

...

Pursuant to Article 6, paragraph l, letter b), of Legislative Decree 231/2001, the Supervisory Body is endowed with "*autonomous powers of initiative and control*".

The Supervisory Body operates with appropriate autonomy and reports to the Board of Directors and/or to the Board of Statutory Auditors, making use of the support of those company functions that may from time to time be useful for its activity.

6.2 APPOINTMENT AND REQUIREMENTS

The SB remains in office for three years and its members may be confirmed in office at the end of their term.

In accordance with the Guidelines, the Company's SB may be composed of a single member or of several members, as will be resolved by the Board of Directors of the Company. In the case of a single-member composition, the role must be held by a person external to the Company. Should the Company opt for a multi-member composition, the majority of the members must be chosen from among persons external to the Company.

The SB as a whole, whether in single-member or multi-member form, must meet the requirements of:

- autonomy and independence: absence of operational tasks, position of impartiality with respect to the persons over whom supervision is to be exercised;
- professionalism: technical-professional skills appropriate to the functions to be performed;
- continuity of action: possibility of carrying out constant supervision of compliance with the Model and assiduous verification of its effectiveness and efficacy.

Furthermore, the individual members of the Supervisory Body must meet requirements of professionalism and integrity. In particular, the following may not be appointed as members of the Supervisory Body:

a. those who have been convicted, even by a non-final judgment or with a conditionally suspended sentence, or by a judgment issued pursuant to Articles 444 et seq. of the Code of Criminal Procedure, without prejudice to the effects of rehabilitation:

    - to imprisonment for a period of not less than one year for one of the crimes provided for by Royal Decree no. 267 of 16 March 1942;
    - to a custodial sentence, for a period of not less than one year, for one of the offences provided for by the rules governing banking, financial, securities and insurance activities and by the rules on markets and securities and on payment instruments;
    - to imprisonment for a period of not less than one year for a crime against the public administration, against public faith, against property, against the public economy, or for a tax crime;
    - for any non-negligent crime, to imprisonment for a period of not less than one year;
    - for one of the offences provided for by Title XI of Book V of the Civil Code as reformulated by Legislative Decree no. 61/2002 and most recently amended by Law 69/2015;

...

- ➢ for an offence that entails and has entailed a conviction to a penalty resulting in disqualification, even temporary, from public office, or temporary disqualification from the management offices of legal persons and enterprises;
- ➢ for one of the offences or administrative offences referred to in the Decree, even if with convictions to penalties lower than those indicated in the previous points;

c) those who have been the subject of a decree ordering committal for trial for one of the offences or administrative offences referred to in the Decree;

d) those against whom one of the prevention measures provided for by Article 10, paragraph 3, of Law no. 575 of 31 May 1965, as replaced by Article 3 of Law no. 55 of 19 March 1990 and subsequent amendments, has been definitively applied.

Candidates for the office of member of the Supervisory Body must self-certify that they are not in any of the conditions of ineligibility indicated above, expressly undertaking to communicate any changes to the content of such declarations.

6.3 REVOCATION

The Board of Directors of the Company may revoke the members of the SB only for just cause.

The following constitute just cause for revocation:

- ➢ significant failures to fulfil the mandate conferred, with regard to the tasks indicated in the Model, including breach of the confidentiality obligations concerning the news and information acquired by reason of the mandate and negligence in pursuing the activities of control and updating of the Model;
- ➢ when the Board of Directors becomes aware of the aforementioned causes of ineligibility, prior to the appointment as member of the SB and not indicated in the self-certification;
- ➢ when the causes of disqualification specified below occur.

6.4 DISQUALIFICATION

The members of the Supervisory Body forfeit their office when, after their appointment, they:

- ➢ find themselves in one of the situations contemplated in Article 2399 of the Civil Code;
- ➢ lose the integrity requirements indicated above.

The members of the Supervisory Body may withdraw from their office at any time, by giving at least two months' notice, without having to give any reason

6.5 FINANCIAL RESOURCES OF THE SB

The SB is endowed with an adequate financial budget – decided annually by the Board of Directors – which it may use to perform its functions; in the event of extraordinary needs requiring further financial resources, the SB will submit a specific request to the Board of Directors.

...

The members of the SB must be adequately remunerated and the Board of Directors will establish their annual remuneration.

6.6 DUTIES AND RESPONSIBILITIES

From a general point of view, the SB carries out two types of activity aimed at reasonably reducing the risks of commission of offences:

- supervising that the Recipients of the Model, specifically identified on the basis of the different types of offence and of the relevant processes identified, comply with the provisions it contains;
- verifying the results achieved by the application of the Model with regard to the prevention of offences and assessing the need or advisability of adapting the Model to new rules or new business needs.

As a result of these verifications the SB will propose to the competent bodies the adjustments and updates of the Model that it deems appropriate: it must therefore be promptly informed of any change relating both to the Model and to the corporate structure of the Company.

From an operational point of view, the SB has the task of:

- carrying out periodic actions, on the basis of an annual programme drawn up by the SB itself, aimed at ascertaining what is provided for by the Model and in particular supervising:
  a. that the procedures and controls it contemplates are applied and documented in a compliant manner;
  b. that the ethical principles are complied with;
  c. the adequacy and effectiveness of the Model in preventing the offences relevant for the purposes of the Decree.
- reporting any shortcomings / inadequacies of the Model in preventing the offences relevant for the purposes of the Decree and verifying that the management implements the corrective measures;
- suggesting adequate verification procedures, always bearing in mind, however, that responsibility for controlling the activities lies with the management;
- initiating internal investigations where a breach of the Model or the commission of offences has been highlighted or suspected, in accordance with paragraph 8 below;
- periodically verifying the most significant corporate acts and the most important contracts concluded by the Company within the risk areas;
- promoting initiatives to spread knowledge and effective understanding of the Model among the Recipients, ensuring the preparation of internal documentation (instructions, clarifications, updates) or of specific training seminars, necessary so that the Model can be understood and applied, in accordance with paragraph 7 below;
- coordinating with the heads of the various company functions for the control of activities in the risk areas and discussing with them all issues relating to the implementation of the Model (e.g. definition of standard clauses for contracts, organisation of courses for personnel, new relationships with the Public Administration, etc.);
- keeping the Model updated, ensuring that it is adapted to supervening legislation or to organisational changes in the Company;

...

- requesting the periodic updating of the risk map, and verifying its actual updating through targeted periodic verifications of the activities at risk. To this end the SB must receive from the management and from those in charge of control activities reports of any situations that may expose the Company to the risk of offences;
- collecting, processing and keeping all the relevant information received on compliance with the Model.

For the proper performance of its task the SB must:

- have free access, without the need for any prior consent, to persons and to all company documentation (documents and data), as well as the possibility of acquiring relevant data and information (financial, asset and economic transactions and all those transactions that more generally concern the management of the company) from the persons responsible; to this end, the Supervisory Body may request from the various company structures, including senior ones, all the information deemed necessary for the performance of its activities;
- be assigned the resources necessary to carry out the activities within its competence, including a budget adequate for the activities necessary for its task (e.g. specialist consultancy, travel, etc.);
- have the right, coordinating with and informing in advance the company functions concerned, to request and/or assign technical tasks to third parties having the specific skills required;
- issue a regulation governing the calendar of activities and the arrangements for meetings and information management;
- meet at least four times a year and whenever it deems it necessary or in case of urgency; the meetings will be minuted and copies of the minutes will be kept by the SB.

6.7 REPORTING TO THE CORPORATE BODIES

The Supervisory Body prepares a report, at least every six months, for the Board of Directors and the Board of Statutory Auditors on the application and effectiveness of the Model, indicating the controls carried out and their results.

Furthermore, the Supervisory Body – on the occasion of the Shareholders' Meeting for the approval of the Financial Statements – prepares a report addressed to the Board of Directors, to the Board of Statutory Auditors and to the Shareholders' Meeting, containing:

- a summary of all the activities carried out during the year and of the controls and verifications performed;
- any updating of the Model;
- other more important issues;
- the annual plan of activities envisaged for the following year.

The Board of Directors has the right to call the Supervisory Body at any time to report on its activity and to request to confer with it.

The Supervisory Body may in turn request to be heard by the Board of Directors of the Company or, in case of urgency, by the Chief Executive Officer, whenever it deems it appropriate to report promptly on breaches of the Model or to draw attention to critical issues relating to the functioning of and compliance with the Model itself.

...

6.8 COMMUNICATIONS TO THE SB

In order to enable the Supervisory Body to monitor the adequacy and functioning of the Model, a system of communications between the Company and the SB has been implemented, covering all the sensitive areas as identified in the Special Part. The purpose of the system of communication to the SB is to enable it to acquire relevant information constantly on all sensitive areas, in particular through information flows, as further detailed in the Annex on Information Flows to the Supervisory Body.

Information flows

The purpose of the system of information flows implemented by the Company is to create a structured, continuous and widespread communication system between the persons responsible for potentially at-risk activities and the SB.

Information flows take the form of sending communications and/or documents to the SB according to specific timing and methods.

Information flows are divided into:

- **Periodic information flows**, to be completed and sent to the SB at predetermined intervals (monthly, quarterly, half-yearly or annually);
- **Event-driven information flows**, to be completed and sent to the SB upon the occurrence of certain events.

For details of the formalised flows, both periodic and event-driven, reference is made to the relevant paragraphs within the Chapters of the Special Part.

In addition to the formalised flows indicated in the aforementioned Annex, all Recipients are required to transmit/report to the SB:

- internal reports showing responsibility for the offences relevant for the purposes of the Decree, or facts, events or omissions even only potentially connected with offences relevant for the purposes of the Decree;
- visits, inspections and investigations initiated by the competent bodies and their outcome;
- measures and/or news from judicial police bodies or from any other authority, showing that investigations are being carried out, even against unknown persons, for the offences referred to in the Decree;
- requests for legal assistance made by directors, managers and/or employees against whom the Judiciary is proceeding for the offences provided for by the Decree;
- news relating to disciplinary proceedings (relating to the Model) carried out and to any sanctions imposed, or to the measures dismissing such proceedings, with the related reasons;
- information on developments in the activities relating to the risk areas identified by the Model and/or on changes in the company organisation;
- information relating to safety management and to the state of implementation of the planned measures;
- copies of the minutes of the Board of Statutory Auditors and of the BoD;

...

- the organisation charts and the system of delegated and signing powers in force and any change relating to it;
- certification of attendance at training courses by all Recipients of the Model.
- any news concerning the commission or attempted commission of unlawful conduct provided for by the Decree or that is in any case relevant for the purposes of the administrative liability of the Company;
- any news concerning breaches of the conduct and operating methods provided for in the Model and, more generally, any act, fact, event or omission concerning any critical issues that have emerged with regard to compliance with and the correct implementation of the Model.
- news relating to changes in the internal structure of the Company.

All communications must be sent to the following email address odv@intred.it.

6.9 COLLECTION AND RETENTION OF INFORMATION

All information, reports, flows and reporting provided for in the Model are kept by the Supervisory Body in a specific electronic and/or paper archive, in compliance with the confidentiality obligations provided for by Legislative Decree 196/2003 as amended, without prejudice to the fulfilment by the SB of the *reporting* obligations provided for by the Model.

7. REPORTING OF BREACHES (SO-CALLED *WHISTLEBLOWING*) AND RELATED INVESTIGATION PROCEDURE

The Company invites all its employees, collaborators, *business partners* and, more generally, stakeholders to make their voice heard in the event of unlawful or improper situations they may witness or of which they may have become aware.

In this sense, and in compliance with the most recent provisions of Legislative Decree 24/2023, Intred has established reporting channels to allow reporting persons to express themselves in the ways they consider most protective or effective and has adopted a specific whistleblowing policy (the "**Procedure for reporting breaches**") – annexed to this Model and which is intended to be fully referred to herein. The purpose of the aforementioned procedure is to define the appropriate communication channels for the receipt, analysis and processing of reports of possible improper and illegal conduct within Intred. For the benefit of the Recipients of the Model, its contents are summarised below.

***

Recipients are encouraged to make reports by indicating information on breaches concerning all conduct, acts or omissions that harm the public interest or the integrity of Intred, and that consist of:

- administrative, accounting, civil or criminal offences;
- unlawful conduct relevant under Legislative Decree 231/2001, as well as conduct not in line with the 231 Model adopted by Intred, with the Code of Ethics and Conduct and with internal rules (procedures, policies, etc.);
- offences falling within the scope of the European Union or national acts relating to the following areas:

...

a. public procurement,
b. financial services, products and markets and prevention of money laundering and terrorist financing,
c. product safety and compliance,
d. transport safety,
e. protection of the environment,
f. radiation protection and nuclear safety,
g. food and feed safety and animal health and welfare,
h. public health, consumer protection, protection of privacy and personal data, and security of network and information systems;

- acts or omissions affecting the financial interests of the European Union;
- acts or omissions relating to the internal market, including breaches of European Union competition and State aid rules;
- acts or conduct that defeat the object or purpose of the provisions of European Union acts.

The report, sufficiently detailed and based on precise factual elements, must contain the following elements:

- the personal details of the reporting person, indicating the position held and/or the function/activity performed within the Company (details that will be kept confidential). It is also possible to choose to disclose one's identity at a later stage, although managing the report may be easier with the immediate identification of the reporting person;
- a clear and complete description of the facts that are the subject of the report, as precise and consistent as possible, which constitute or may constitute a relevant breach;
- if known, the circumstances of time and place in which the facts that are the subject of the report were committed;
- if known, the personal details or other elements allowing the identification of the person and/or persons who carried out the facts reported (for example the position held and the area in which they work);
- the indication of any other persons who can report on the facts that are the subject of the report;
- the indication of any documents that can confirm the validity of the facts that are the subject of the report:
- any other information that may provide useful confirmation of the existence of the facts that are the subject of the report and, in general, any other information or document that may be useful for understanding the facts reported.

Possible sanctions are provided for in the case of reports made with intent or gross negligence, or which turn out to be false, unfounded, with defamatory content or in any case made for the sole purpose of harming the Company, the reported person or other persons concerned by the report. The report must not concern, among other things, situations linked to an interest of a personal nature.

The Company guarantees the utmost confidentiality regarding the identity of the reporting person, of the person concerned and of the persons otherwise indicated in the report, as well as regarding the content of the report and of the related documentation, using to this end communication criteria and methods suitable for protecting the identity and reputation of the reporting persons and of the persons mentioned in the reports, also in order to ensure that those who make the report are not subject to any form of

...

retaliation and/or discrimination, avoiding in any case the communication of the data to third parties not involved in the process of managing the report.

Anonymous reports are permitted. However, they limit the Company's ability to carry out an effective verification of the information contained in the report. They will therefore be taken into consideration only if they relate to potential offences or irregularities deemed serious and if they are adequately detailed.

The report, whose recipient is the Reports Manager (as defined in the Procedure for reporting breaches), may be submitted:

1) in writing, through the IT platform accessible by entering the following URL: INTRED S.p.A. - Whistleblowing Platform (go-tell.it);

or

2) orally, by asking the Reports Manager to arrange a face-to-face meeting.

In any case, upon receipt of any new report potentially relevant under this Model, the SB will receive a specific communication without any element capable of identifying the Reporting Person or the persons indicated in the Report.

Upon receipt of a report, the Reports Manager assigns it a progressive identification number that will allow its unique identification and sends the Reporting Person an acknowledgement of receipt of the Report within 7 (seven) days from the date of receipt.

The Reports Manager promptly takes charge of and analyses the report received and preliminarily verifies whether it is relevant and *prima facie* well-founded. Following this analysis, the Reports Manager will classify the report as:

(i) incomplete report;
(ii) irrelevant report;
(iii) relevant but non-processable report;
(iv) prohibited report.

Depending on the classification, the report will follow a different and specific flow, better detailed in the Procedure for reporting breaches.

If the Report received is classified as "relevant and processable", the Reports Manager will initiate internal verifications and investigations in order to gather further detailed information to verify the validity of the facts reported and to collect adequate evidence of them. The investigation phase takes the form of targeted checks on the reports, which make it possible to identify, analyse and evaluate the elements confirming the reliability of the facts reported.

The Reports Manager:

- guarantees full compliance with the confidentiality requirements;
- guarantees that the verification is carried out in a diligent, fair and impartial manner; this means that every person involved in the investigation must be informed – once the preliminary investigations have been completed – of the statements made and of the evidence acquired against them and must be put in a position to provide counter-arguments.

The investigation phase may end with:

- **negative outcome**, in which case the report is archived;

...

- **positive outcome**: in this case the Reports Manager will forward the outcome of the investigation to the Board of Directors of Intred, in order to allow the Company to take the necessary countermeasures and adopt any disciplinary sanctions.

At the end of the investigation, *feedback* must be provided to the reporting person, taking care that the content of such *feedback* does not prejudice any action taken by the Company following the investigation and/or any investigations in progress conducted by Public Authorities on the same facts.

Within three months from the date of the report, feedback on the outcome of the investigation must be provided to the reporting person. If, for objective reasons linked to the complexity of the investigation, the latter is not concluded within that term, the Reports Manager will in any case provide the reporting person with feedback on the activities in progress and on the first results of the investigation, reserving the right to provide further feedback when the activities are concluded.

No retaliation, discrimination or penalisation, direct or indirect, may result for those who have made a report in good faith. Acts carried out in breach of this are null and void. Reporting persons who have been dismissed following a report have the right to be reinstated in their job and/or to obtain any protection guaranteed by law.

Any forms of abuse of the reporting system, such as reports that are manifestly specious, slanderous or defamatory and/or made for the sole purpose of harming the reported person or other persons, as well as any other case of improper use or intentional exploitation of the whistleblowing channels, are also subject to disciplinary sanctions and/or liability under the legislation in force.

8. TRAINING, COMMUNICATION AND UPDATING

8.1 TRAINING

In order to give effective implementation to the Model, the Company's HR Function and the Legal and Regulatory Affairs Function, in coordination with the SB, prepare, on the basis of the concrete needs identified by the Supervisory Body, an annual training plan for directors, managers, employees and collaborators working directly within the Company's structure, as well as for quasi-employed workers.

In particular, the training activity will cover, among other things, the Model as a whole, the Code of Ethics, the functioning of the Supervisory Body, the information flows to it and the Disciplinary System, the Company's operating procedures relevant for the purposes of the Model, as well as issues concerning the predicate offences for the application of liability under Legislative Decree 231/01.

The training activity will be modulated, where necessary, in order to provide its users with the tools suitable for full compliance with the provisions of the Decree in relation to the scope of operation and the tasks of the persons to whom the training activity is addressed.

The training activity is differentiated, in its contents and delivery methods, according to the position of the recipients, the level of risk of the area in which they work and whether or not they hold powers of representation of the Company.

...

The training activity is managed by the HR Function and by the Legal and Regulatory Affairs Function, in close cooperation with the SB.

Upon the hiring of employees and the assignment of tasks to collaborators and agents, an information *set* must be delivered to them in order to provide them with the basic knowledge considered essential for working within the Company (see the following paragraphs).

The content of the courses must be agreed in advance with the Supervisory Body which, to this end, within the scope of its activity, may and must indicate the subjects and topics that should be dealt with and examined in depth or in any case to which the attention of the members of the statutory bodies and of the employees must be drawn.

The Supervisory Body, in agreement with the HR Function and the Legal and Regulatory Affairs Function, ensures that the training programme is adequate and effectively implemented. Training initiatives may also take place remotely or through the use of IT systems.

Suitable communication tools, where appropriate in addition to sending updates by e-mail, will be adopted to update the Recipients on any amendments made to the Model, as well as on any relevant procedural, regulatory or organisational change

Participation in training is mandatory for all employees, collaborators and non-employee directors of the Company and is recorded by the HR Function, which keeps track of it: failure to participate without justified reason will be adequately sanctioned.

The Model is formally communicated in the manner described below.

8.2 INTERNAL COMMUNICATION

Every director, manager, employee and collaborator of the Company is required to:

i. become aware of the contents of the Model;
ii. know the operating methods by which their activity must be carried out;
iii. contribute actively, in relation to their role and responsibilities, to the effective implementation of the Model, reporting any shortcomings found in it.

In order to ensure effective and rational communication activities, the Company promotes and facilitates knowledge of the contents of the Model by Employees, with a degree of depth differentiated according to the degree of involvement in the sensitive activities, as identified in the Special Parts of the Model.

Information on the content of the Model is ensured through:

- delivery or, in any case, making available of the Model and of its annexes, including the Code of Ethics, at the time of hiring/assignment of the task, also electronically;
- informative e-mails, also for the purpose of periodically sending updates of the Model.

Responsibility for the dissemination of the Model and of its updates lies with the HR Function and the Legal and Regulatory Affairs Function. In particular, the aforementioned functions forward the documentation to the recipients by e-mail and receive from each recipient, through the same channel, the related certification of receipt. The Supervisory

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Body verifies that the competent functions correctly disseminate the Model and its updates.

All directors, managers, employees and collaborators are required to complete a declaration by which, having taken note of the Model, they undertake to comply with the provisions it contains

8.3 EXTERNAL COMMUNICATION

The adoption of the Model is also communicated and disseminated to the Parties External to the company, such as customers, suppliers, business (i.e. agents and distributors) and/or financial partners and consultants in general.

The communication and the formal commitment by the aforementioned external parties towards the Company to comply with the principles of the Company's Code of Ethics and of this Model are documented through the preparation of specific declarations or contractual clauses duly submitted to and accepted by the counterparty.

In particular, all the competent company functions must ensure that the contracts concluded include specific standard clauses aimed at:

- compliance by the counterparties with the provisions of Legislative Decree 231/2001 and with the ethical principles and principles of conduct adopted by the Company;
- the possibility for the Company to make use of control actions in order to verify compliance with Legislative Decree 231/2001 and with the ethical principles and principles of conduct adopted by the Company;
- the inclusion of sanctioning mechanisms (termination of the contract) in the event of breach of Legislative Decree 231/2001 and of the ethical principles and principles of conduct adopted by the Company.

Contracts with external collaborators must contain a specific clause governing the consequences of their breach of the rules of the Decree and of the principles contained in the Model.

The company structures that make use of External Parties or that are designated as Responsible for the process in which the activity falls record the data and information that make it possible to know and assess their conduct, making them available, where requested, to the SB for the performance of its control activity.

External Parties must be enabled to know the Code of Ethics.

The Supervisory Body carries out a support activity for the other company functions when information relating to the Model must be given outside the Company.

9. DISCIPLINARY SYSTEM

9.1 GENERAL PRINCIPLES

Article 6, paragraph 2, letter e) and Article 7, paragraph 4, letter b) of Legislative Decree 231/2001 establish (with reference both to persons in a senior position and to persons

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subject to the direction of others) the necessary preparation of "a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the model".

It represents an essential aspect for the effectiveness of the Model and consists of the construction of an adequate system of sanctions for breach of the rules of conduct and, in general, of the internal procedures (disciplinary offence).

The application of the disciplinary system presupposes the mere breach of the rules and provisions contained in the Model, including the provisions contained in the Code of Ethics; it will therefore be activated regardless of the commission of an offence and of the outcome of any criminal proceedings initiated by the competent judicial Authority.

9.2 CRITERIA FOR THE APPLICATION OF SANCTIONS

In individual cases, the type and extent of the specific sanctions will be applied in proportion to the seriousness of the failings and, in any case, on the basis of the general criteria described below:

a. subjective element of the conduct, depending on intent or fault (negligence, imprudence, lack of skill);
b. relevance of the obligations breached;
c. relevance of the damage or degree of danger to the Company deriving from the possible application of the sanctions provided for by Legislative Decree 231/2001;
d. level of hierarchical and/or technical responsibility;
e. presence of aggravating or mitigating circumstances, with particular regard to previous work performance and disciplinary record;
f. possible sharing of responsibility with other workers who contributed to the failing.

Where several infringements, punished with different sanctions, have been committed with a single act, the most serious sanction applies.

9.3 SCOPE OF APPLICATION AND RELEVANT CONDUCT

Employees of the company

Non-managerial employees

Without prejudice to the prior notification of charges and the procedure prescribed by Article 7 of Law no. 300 of 20 May 1970 (so-called Workers' Statute) – for the purposes of which this "disciplinary system" is also made available in a place/in a manner accessible to all –, the disciplinary sanctions referred to *below* apply to employees of the Company (non-managers) who engage in the following conduct:

a. The adoption of retaliatory or discriminatory acts, direct or indirect, against the person who made a report pursuant to paragraph 3.8 above, for reasons linked, directly or indirectly, to the report;
b. Making, with intent or gross negligence, reports pursuant to paragraph 3.8 above that subsequently prove to be unfounded
c. failure to represent, or incomplete or untruthful representation of, the activity carried out with regard to the methods of documentation, retention and control of the acts relating to the procedures, so as to prevent their transparency and verifiability;

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d. breach and/or circumvention of the control system, carried out by removing, destroying or altering the documentation of the procedure or by preventing the persons in charge, including the Supervisory Body, from controlling or accessing the information and documentation;
e. failure to comply with the provisions contained in the Model, including those provided for in the Code of Ethics;
f. failure to comply with the provisions on signing powers and on the system of delegated powers, especially in relation to the related risks, including those linked to corporate offences (especially the provisions relating to the methods of combination), with regard to acts and documents addressed to the Public Administration and with regard to the powers connected with the health and safety at work sector;
g. failure to supervise the conduct of personnel working within one's own sphere of responsibility in order to verify their actions in the areas at risk of offences and, in any case, in the performance of activities instrumental to operating processes at risk of offences;
h. breach of the obligation to attend the training courses (including on health and safety) organised by the Company, in the absence of adequate justification;
i. breach of the legislation and of the internal company procedures that impose the adoption of safety and prevention measures;
j. breach of the obligation to report to the SB any breach of the Model of which one has become aware.

Managerial employees

Without prejudice to the prior notification of charges and the procedure prescribed by Article 7 of Law no. 300 of 20 May 1970 (so-called Workers' Statute) – for the purposes of which this "disciplinary system" is also posted in a place accessible to all –, the disciplinary sanctions referred to *below* apply to employees of the Company (managers) who engage in **the conduct referred to in letters a) to j) of the previous paragraph as well as** the following further specific conduct:

k) adoption, in the performance of their respective duties, of conduct that does not comply with the conduct reasonably expected of a manager, in relation to the role held and to the degree of autonomy granted;
l) breach of the obligation to report to the SB anomalies or failures to comply with the Model, as well as any critical issues of which the manager has become aware concerning the performance of activities in the risk areas by the persons in charge of them.

Directors of the company

The sanctions referred to *below* apply to directors who engage in the following conduct:

a) failure to comply with the provisions contained in the Model or conduct not appropriate to the Model;
b) breach of the obligations of supervision and control over subordinates;
c) delay in adopting measures following reports of breaches of the Model received from the SB.

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Third parties

The measures referred to *below* apply to third parties, meaning all persons who in any capacity have relationships with the Company other than employees and directors (by way of example, collaborators, external consultants, business and/or financial partners, suppliers), who engage in the following conduct:

a) failure to comply with the provisions contained in the Code of Ethics and with the provisions of the Model applicable to them;
b) commission of offences relevant under Legislative Decree 231/2001.

9.4 PROCEDURE FOR ASCERTAINING BREACHES AND APPLYING SANCTIONS

The Supervisory Body, having received news of any breaches of the Model that do not involve the Chief Executive Officer, informs the latter, who will be required to initiate the related disciplinary proceedings, making use of the technical support of the competent company structures.

Where, following the verifications and investigations carried out, a breach of the Model is ascertained, the sanctions provided for in the applicable national collective agreements are applied to the perpetrator(s) of the breaches by the Board of Directors or by the HR Function, in compliance with the disciplinary regulation and also in compliance with the guarantees provided for by law and by collective agreements.

Where the breaches of the Model are attributable to the Chief Executive Officer, the Supervisory Body informs the Board of Directors and the Board of Statutory Auditors for the adoption of the appropriate measures.

In the event of breach of the Model by one or more of the Directors of the Company, the SB will inform the Board of Directors and the Board of Statutory Auditors without delay. Where the breach is committed by the Board of Directors as a whole or by a plurality of directors, the SB reports it to the Board of Statutory Auditors without delay.

In order to allow monitoring of the application of disciplinary sanctions to employees, the HR Function informs the Supervisory Body that such sanctions have been applied.

9.5 SANCTIONS

Sanctions against employees

With regard to employees (including managers) who have engaged in the conduct described above in breach of the rules and principles of this Model, the disciplinary sanctions are applicable in compliance with the provisions of:

- Article 7 of Law of 30 May 1970 – Workers' Statute, as supplemented and amended;
- the applicable articles of the Civil Code (and thus, by way of example, Article 2106 of the Civil Code);
- any further applicable special legislation;
- the CCNL applied.

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In particular, the disciplinary sanctions that may be imposed, in application of the criteria identified above, are the following:

- verbal warning: this sanction will be imposed in cases of less serious conduct by the employee, i.e. in cases of slight non-compliance with the Model and with the obligations incumbent on the employee that has not produced consequences of external relevance;
- written reprimand: this sanction will be imposed in cases of:
  (i) repetition of the breaches that led to the sanction of the verbal warning, provided that it was imposed in the two years preceding the repetition;
  (ii) slight non-compliance with the Model and with the obligations incumbent on the employee that has nevertheless produced consequences of external relevance;
- fine not exceeding three hours' pay at the hourly rate: this sanction will be imposed in cases of:
  (i) repetition of the breaches that led to the sanction of the written reprimand,
  (ii) non-serious non-compliance with the Model and with the obligations incumbent on the employee;
- suspension from work and pay for up to a maximum of three days: this sanction will be imposed in cases of:
  (i) repetition of the breaches that led to the sanction of the fine, provided that it was imposed in the two years preceding the repetition;
  (ii) serious non-compliance with the Model and with the obligations incumbent on the employee;
  (iii) serious procedural breaches capable of exposing the Company to liability towards third parties;
- dismissal with notice: this sanction will be imposed in cases of:
  (i) repetition of the breaches that led to the sanction of the suspension, provided that it was imposed in the two years preceding the repetition;
  (ii) serious non-compliance with the Model and with the obligations incumbent on the employee in relation to proceedings to which the Public Administration is a party, serious non-compliance with a procedure aimed at preventing conduct constituting corporate offences;
- dismissal without notice: this sanction will be imposed in cases of wilful breaches of the Model and of the obligations incumbent on the employee and thus, by way of example:
  (i) wilful breach of procedures having external relevance and/or fraudulent circumvention carried out through conduct unequivocally aimed at the commission of an offence relevant under Legislative Decree 231/2001, such as to undermine the relationship of trust with the employer
  (ii) breach and/or circumvention of the control system, carried out wilfully by removing, destroying or altering the documentation of the procedure or by preventing the persons in charge, including the Supervisory Body, from controlling or accessing the information and documentation,
  (iii) failure to document, or incomplete or untruthful documentation of, the activity carried out with regard to the methods of documentation and retention of the acts of the procedures, wilfully aimed at preventing their transparency and verifiability.

The Head of the HR Function is responsible for managing the formal process and communication relating to the imposition of the sanctions referred to in this Model.

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The HR Function reports to the Supervisory Body on the application of the disciplinary sanctions issued. The Supervisory Body and the HR Function monitor the application of disciplinary sanctions.

Measures against directors

With regard to directors who have engaged in the conduct referred to in the preceding paragraphs in breach of the rules and principles set out in this Model, the following sanctions are applicable:

- written censure in cases of minor breaches of the Model or of the obligations of supervision and control over subordinates or of slight delay in adopting measures following reports of breaches of the Model received from the SB;
- revocation of the delegated powers and/or of the office in cases of serious breaches of the Model or of the obligations of supervision and control over subordinates or of serious delay in adopting measures following reports of breaches of the Model received from the SB.

Breaches committed by directors may also give rise to the exercise of a liability action, where the conditions provided for by law are met.

The breach of the Model by directors must be reported without delay to the SB by the person who detects it. If the report is not manifestly unfounded, the SB informs the Chairman of the Board of Directors (if the report does not concern them) and the Board of Statutory Auditors. Having carried out the necessary investigations, the Board of Directors, after consulting the Board of Statutory Auditors, adopts the measures deemed appropriate.

Measures against third parties

The conduct referred to in the previous paragraphs by third parties as identified above will constitute a breach of the contractual obligation with the Company and may give rise, in accordance with the individual agreements, to the termination of the contractual relationship.

The breach must be reported without delay to the Chief Executive Officer of the Company and to the SB by the person who detects it.

If the report is well-founded, the Chief Executive Officer promptly gives instructions for the immediate termination of the contract to be served, keeping the SB informed.

The breach of the provisions of the Model by third parties entails a ban on new contractual relationships with the Company, except for justified exceptions communicated by the Chief Executive Officer to the SB.

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