

ORGANIZATION AND MANAGEMENT MODEL PURSUANT TO ITALIAN LEGISLATIVE DECREE 231/2001

INTRODUCTION

Approved by the Board of Directors on 15th September 2022

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CONTENTS

1.	INTRODUCTION: THE ORIGINS OF THE PROJECT AND THE WORK METHODS	4
2.	HISTORY AND DESCRIPTION OF THE COMPANY	6
3.	ESSENTIAL ELEMENTS OF LEGISLATIVE DECREE 231	8
3.1.	The new provision introduced by Legislative Decree 231: the administrative liability of the bodies	8
3.2.	Bodies to which the regulation applies	8
3.3.	Potential perpetrators of 231 offenses	8
3.4.	d. Predicate offense	10
3.5.	The penalties envisaged and the conditions for their applicability	26
4.	ORGANIZATION AND MANAGEMENT MODEL	27
4.1.	The component elements	27
4.2.	The protective function of the Model	28
4.3.	The objectives and aims	29
4.4.	Approval and implementation of the Model	30
4.5.	Modifications and integrations	31
4.6.	Implementation of the Model	31
4.7.	General control principle	32
5.	THE SUPERVISORY BODY	33
5.1.	Composition, functions and tasks	33
5.2.	Reporting to the Supervisory Body	38
5.1.	Collection and filing of information	42
6.	THE DIFFUSION OF THE MODEL	42
6.1.	Training and information for all personnel and individuals in top positions	42
6.2.	Selection of external parties operating in the departments that are more exposed to risks	
7.	THE DISCIPLINARY SYSTEM AND SANCTIONING MEASURES	44
7.1.	Purposes	44
7.2.	Sanctioning measures to employees	44
7.3.	Sanctioning measures against Directors and Statutory Auditors	48
7.4.	Sanctioning measures against external collaborators	49
7.5.	File of the persons who violated the Preventive System	50

ANNEXES:

- Code of Ethics
- Special Parties

1. INTRODUCTION: THE ORIGINS OF THE PROJECT AND THE WORK METHODS

This document was drawn up pursuant to and for the purposes of Legislative Decree 8 June 2001, No. 231, containing the "Discipline of administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to art. 11 of the Law of 29 September 2000, No. 300", in order to formally establish an effective and agile structure consisting of rules, procedures and behavioral rules governing the organization and management of GIBUS S.p.A.

This set of rules, procedures and behavioral and ethical norms constitutes the Company's Organization, Management and Control Model.

The Model was developed on the basis of the law (articles 6 and 7 of the Decree), taking into account the Guidelines stated by Confindustria (see Annex No. 3) and not neglecting the valuable information coming from the jurisprudential doctrine and practice.

The principles and provisions of this document are applicable to directors, shareholders, employees and lastly to anyone who works on behalf of the Company by means of a contractual relationship of any type, even temporary, within the limits of their own task and related responsibilities.

The adaptation of the organizational and management system to Legislative Decree No. 231/2001 was coordinated by the Information Technology and Management Systems Manager with the assistance of external consultants who are experts in the various sectors involved in Legislative Decree no. 231/2001.

The working team's activity, which aimed at preparing the Model, involved the following:

- the identification of critical sectors/activities/areas with reference to the offenses referred to in Legislative Decree no. 231/2001. The external professionals analyzed the organizational and corporate structure of the Company after getting the related documentation, such as the articles of association, financial statements, minutes of the corporate bodies, quality system manual, etc. The consultants also met the company's top managers on several occasions at the operational headquarters in Via Einaudi, 35 – Saccolongo. (The calendar of meetings is given in attachment No. 6);
- the analytical examination of critical areas, with the prefiguration of the methods and tools through which the company, its administrative bodies, employees and, in general, all the individuals covered by art. 5 of the Decree might commit the crimes listed in the Decree; the examination also included meetings and interviews with the interested parties;
- the identification of the behavioral procedures and existing protocols - whether formalized or not - with reference only to the areas identified at risk of crime;
- the definition of the standards of conduct and control for the activities which, in agreement with the Company, had to be regulated;
- the discipline of the methods of financial resource management suitable for preventing the commission of crimes;
- identification of the persons in charge of supervising the actual application of this Model (hereinafter the Supervisory Body or SB) with the simultaneous preparation of the relevant regulation and

reporting system to and from the Supervisory Body;

- the provision of a disciplinary system suitable for sanctioning both non-compliance with the measures indicated in the Model and the violations of the Code of Ethics.

2. HISTORY AND DESCRIPTION OF THE COMPANY

Name:	GIBUS S.p.A.
Capital stock:	€ 6,604,770.00
Registered office:	35030 - SACCOLONGO (PD) Via Einaudi, 35
Economic and Administrative Index (R.E.A.):	401653
Tax code	04584110284
VAT code	04584110284

GIBUS S.p.A. was founded on 26 July 2011 in Saccolongo (PD) and has been registered in the ordinary section of the Padua Business Register since 3 August 2011.

The Company's corporate purpose is the production, installation and retail and wholesale of the following:

- a) systems, fabrics and curtains for interior furnishing and sun awnings;
- b) Various section bars in iron, aluminium and plastic for awning systems and special canopies;
- c) Technical, electrical and electronic equipment for the manufacturing specified in item a)
- d) Wooden panelling, upholstery, covering with different types of plastics and metals;
- e) Special fixed or moveable canopies with structural works made of any type of metal;
- f) Mechanic systems for the protection against insects, such as mosquito blinds and similar;
- g) Equipment and furnishing for gardens and similar.

GIBUS S.p.A. can also carry out the following activities:

- production and marketing of electricity;
- management of photovoltaic plants;
- import-export activity in the alternative energy sector (clean energy), photovoltaic and wind power, all within the limits of current legislation on the subject.

GIBUS S.p.A. has a traditional top-down organizational structure, made up of the Board of Directors and the Board of Statutory Auditors, which checks the accounting.

Finally, the Company has obtained the following certifications:

- OHSAS 18001: 2007 issued on 9 October 2013, with transition to ISO 45001: 2018 in October 2019;
- ISO 14001: 2015 issued on 21 January 2019;

- ISO 9001: 2008 issued on March 6, 2006, with transition to the 2015 edition in November 2017.

3. ESSENTIAL ELEMENTS OF LEGISLATIVE DECREE 231

3.1. The new provision introduced by Legislative Decree 231: the administrative liability of the bodies

Legislative Decree 231/2001 has introduced, for the first time in Italy, a form of administrative liability, but considered by many to be criminal, of collective subjects for the commission of certain crimes (expressly stated in the special part of the Decree), implemented by the top management or the employees/collaborators **for the advantage or in the interest of the body itself.**

3.2. Bodies to which the regulation applies

The collective recipients of the legislation are the following:

- legal persons (bodies and associations with legal personality), including foundations, joint-stock companies (whether they are small, medium or large) and cooperatives;
- bodies (partnerships and sole proprietorships, as well as associations) even without legal personality;
- public bodies acting iure privatorum.

3.3. Potential perpetrators of 231 offenses

By **top management**, the Decree means (see Article 5 of the Decree) the following:

the persons who hold representative, administrative or managerial functions of the body or one of its organizational units, with financial and functional autonomy, as well as those persons who exercise, **even de facto**, the management and control of the body, such as legal representatives, administrators, general managers, plant managers, etc.

By employees/collaborators, the Decree means (see Article 5 of the Decree) the following:

all those who are subject to the management or control of individuals in top positions.

It should be noted that the provision of two distinct types of functional relationships (senior position and subordinate position) is crucial for identifying the criterion of subjective attribution of the direct and autonomous liability of the body.

If the offense is committed by a person in a senior position, in fact, there is a likely absolute (malicious) liability of the body, with an inversion of the burden of proof (i.e. the burden of proof is borne by the body); vice versa, in the event of an offense perpetrated by a person subjected to the management of another person, the company is liable for negligence, without reversing the burden of proof that is borne by the public prosecutor.

3.4. d. Predicate offense

The liability of the body exists only for those offenses (committed or even **only attempted**) expressly provided for in Articles 24, 25 and any subsequent articles of the Decree.

They are currently as follows:

Among the crimes of the Criminal Code relating to relations with the Public Administration (articles 24 and 25 of the Decree)

- Art. 316 bis of the criminal code - Embezzlement to the detriment of the State
- Art. 316 ter of the criminal code - Undue receipt of funds to the detriment of the State
- Art. 317 of the criminal code – Extortion
- Art. 318 of the criminal code - Corruption for the exercise of the function
- Art. 319 of the criminal code - Corruption for an act contrary to official duties (aggravated pursuant to Article 319 bis of the Criminal Code)
- Art. 319 ter of the Criminal Code - Corruption in judicial acts
- Art. 320 of the criminal code - Bribery of a person in charge of a public service
- Art. 321 of the criminal code - Penalties for the corrupter
- Art. 322 of the criminal code - Incitement to corruption
- Art. 322 bis of the Criminal Code - Embezzlement, extortion, bribery and incitement to bribery of members of the bodies of the European Communities and of officials of the European Communities and of foreign states.
- Art. 346-bis of the Criminal Code - Trafficking of illicit influences

Among the crimes of the criminal code placed to protect the assets of the State or other public body (Article 24 of the Decree)

- Art. 640, paragraph 2, no. 1 of the Criminal Code - Fraud, if to the detriment of the State or another public body
- Art. 640 bis of the Criminal Code - Aggravated fraud for obtaining public funds
- Art. 640 ter of the Criminal Code - Computer fraud.

Among the crimes of the criminal code placed to protect public trust (art. 25 bis of the Decree, inserted by art. 6 of Law no. 409 of 23 November 2001,

containing "Urgent provisions in view of the introduction of the Euro")

- Art. 453 of the criminal code - Counterfeiting of money, spending and introduction into the State, after the agreement, of counterfeit money
- Art. 454 of the criminal code - Alteration of coins
- Art. 455 of the criminal code - Spending and introduction into the State, without agreement, of counterfeit money
- Art. 457 of the criminal code - Spending of counterfeit money received in good faith
- Art. 459 of the criminal code - Falsification of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps
- Art. 460 of the criminal code - Counterfeiting of watermarked paper used for the manufacture of public credit cards or revenue stamps
- Art. 461 of the criminal code - Manufacture or possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps or watermarked paper
- Art. 464 of the criminal code - Use of counterfeit or altered revenue stamps
- Art. 473 of the criminal code - Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs
- Art. 474 of the criminal code - Introduction into the state and trade of products with false trademarks.

Among the crimes that are also included in the criminal code, with the purpose of terrorism or subversion of the democratic order (Article 25 quater of the Decree, inserted by Article 3 of Law 7/2003), there are the following:

- Art. 270 of the criminal code - Subversive associations
- Art. 270 bis of the criminal code - Associations with the purpose of

terrorism as well as international or subversion of the democratic order

- Art. 270 ter of the criminal code - Assistance to associates
- Art. 270 quater of the criminal code - Enlistment for terrorist purposes, including international ones
- Art. 270 quinquies of the criminal code - Training in terrorist activities, including international ones
- Art. 270 sexies of the criminal Code - Conduct for terrorist purposes
- Art. 280 of the criminal code - Attack for terrorist or subversion purposes
- Art. 280 bis of the criminal Code - Act of terrorism with deadly or explosive devices
- Art. 289 bis of the criminal code - Kidnapping for the purpose of terrorism or subversion.

Art. 2 of the New York Convention of 9 December 1999, referred to by art. 25 quater, lists a series of crimes aimed at punishing conducts aimed at providing, directly or indirectly, but in any case, voluntarily, subjects who intend to commit terrorist offenses with funds.

Among the corporate crimes envisaged by the civil code (art. 25 ter of the Decree, inserted by art. 3 of Legislative Decree 11 April 2002, no. 61)

- Art. 2621 of the Italian Civil Code - False social communications
- Art. 2622 of the Italian Civil Code - False corporate communications to the detriment of the company, shareholders or creditors
- Art. 2625, paragraph 2, of the Italian Civil Code - Prevented control

- Art. 2626 of the Italian Civil Code - Undue return of contributions
- Art. 2627 of the Italian Civil Code - Illegal distribution of profits and reserves
- Art. 2628 of the Italian Civil Code - Unlawful operations on the shares or quotas of the company or of the parent company
- Art. 2629 of the Italian Civil Code - Transactions to the detriment of creditors
- Art. 2629 bis of the Italian Civil Code - Failure to communicate the conflict of interest (introduced by Law No. 262/2005)
- Art. 2632 of the Italian Civil Code - Fictitious capital formation
- Art. 2633 of the Italian Civil Code - Undue distribution of company assets by the liquidators
- Art. 2636 of the Italian Civil Code - Unlawful influence on the assembly
- Art. 2637 of the Italian Civil Code - Stock manipulation
- Art. 2638 of the Italian Civil Code - Obstacle to the exercise of the functions of the supervisory authorities.

Law 69 of 27 May 2015 amended the following corporate crimes:

- Art. 2621 of the Italian Civil Code - False corporate communications
- Art. 2621-bis of the Italian Civil Code - Minor facts
- Art. 2621-ter of the Italian Civil Code – Non-punishment for particular tenuousness

The aforementioned law has made changes to Article 25-ter, paragraph 1 of Legislative Decree 231/01, restating the penalties for the corporate offenses mentioned above.

Among the extra codicem offenses (Consolidated Law on Finance, Legislative Decree no. 58/1998) relating to the financial market (art. 25 sexies, introduced by art. 9 of the 2004 Community Law)

- Art. 184 of the Consolidated Law on Finance - Abuse of privileged information
- Art. 185 of the Consolidated Law on Finance - Market manipulation.

The legal person can also answer for two administrative offenses (which reproduce the same criminal offenses listed above) introduced in the Consolidated Law on Finance. by the 2004 Community Law

- Art. 187 bis - Abuse of privileged information
- Art. 187 ter - Market manipulation.

Among the crimes of the Criminal Code placed to safeguard individual life and safety (Article 25 quater.1, introduced by Article 8 of the Law 9 January 2006, n. 7)

- Art. 583 bis of the Criminal Code - Mutilation practices of female genital organs.

° Art. 3 of Law 146/2006 defines "Transnational crime" an offense punishable by imprisonment of no less than four years, if an organized criminal group is involved and:

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

° With reference to the predicate offense of the body's liability, art. 10 of Law no. 146/2006 includes the following cases:

- a criminal association (Article 416 of the criminal code)
- a mafia-type association (Article 416 bis of the criminal code)
- a criminal association aimed at smuggling foreign manufactured tobacco (Article 291 quater of the Consolidated Law referred to in Presidential Decree no. 43/1973)
- an association aimed at the illicit trafficking of narcotic or psychotropic substances (Article 74 of the Consolidated Law referred to in Presidential Decree no. 309/1990)

- the smuggling of migrants (Art. 12 paragraphs 3, 3 bis, 3 ter and 5 of the Consolidated Law referred to in Legislative Decree no. 286/1998)
- the inducement not to make statements or to make false statements to the judicial authorities (Art. 377 bis of the criminal code)
- personal aiding and abetting (Art. 378 of the criminal code).

- Among the crimes of the Criminal Code placed to protect the life and psycho-physical integrity of workers (art. 25 septies of the Decree, introduced by art. 9 of Law 13 August 2007, No. 123)

- art. 589 of the criminal code – Manslaughter
- art. 590, paragraph 3 of the criminal code - Serious or very serious personal injury through negligence.

- Among the crimes of the code to protect the assets and the economic-financial system (art. 25 octies of the Decree, introduced by art. 63 of Legislative Decree no. 231/2007 and Law 186 of 12/15/2014):

- art. 648 of the criminal code – Receiving
- art. 648 bis of the criminal code – Money laundering
- art. 648 ter of the criminal code - Use of money, goods or benefits of illicit origin
- Art. 648 ter.1 of the criminal code - Self-laundering.

- Art. 7 of Law 18th March 2008, No. 48 - ratifying and executing the Council of Europe Convention on cybercrime - provides for the extension of predicate offenses with the inclusion of art. 24 bis of the Decree that extends the administrative liability of entities to various computer crimes:

- art. 491 bis of the criminal code - Falsehood in a computer document
- art. 615 ter of the criminal code - Unauthorized access to an IT or telematic system
- art. 615 quater of the criminal code - Unauthorized possession and

dissemination of access codes to IT or telematic systems

- art. 615 quinquies of the criminal code - Dissemination of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system
 - art. 617 quater of the criminal code - Illicit interception, impediment or interruption of IT or telematic communications
 - art. 617 quinquies of the criminal code - Installation of equipment designed to intercept, prevent or interrupt IT or telematic communications
 - art. 635 bis of the criminal code - Damage to information, data and computer programs
 - art. 635 ter of the criminal code - Damage to information, data or computer programs used by the State or by another public body or, in any case, of public utility
 - art. 635 quater of the criminal code - Damage to IT or telematic systems
 - art. 635 quinquies of the criminal code - Damage to IT or telematic systems of public utility
 - art. 640 quinquies of the criminal code - Computer fraud by the person providing electronic signature certification services.
- Art. 2 paragraph 29 of Law no. 94 of 2009 provides for the introduction of the art. 24 ter of the Decree that extends the liability of the collective body to the following crimes:
- art. 416 of the criminal code (Criminal association)
 - art. 416 bis of the criminal code (Mafia-type associations, including foreign ones)
 - art. 416 ter of the criminal code (Political-mafia election exchange)

- art. 630 of the criminal code (Kidnapping for extortion purposes)
 - art. 74 of the Presidential Decree No. 309/1990 (Criminal association aimed at the sale of narcotic or psychotropic substances)
 - art. 407, paragraph 2, letter a), No. 5 of the Italian Penal Procedure Code (illegal manufacture, introduction into the State, sale, transfer, possession and carrying weapons or war-like weapons or parts thereof, explosives, clandestine weapons and more common firearms into a public place or place open to the public)
 - all crimes committed making use of the intimidation force of the mafia association and the related condition of subjection and silence that derives from it or the crimes committed in order to facilitate the activity of criminal associations.
- Art. 15, paragraph 7, letter a) of Law no. 99/2009 added to art. 25 bis of the Decree, letter f-bis) which extends the liability of the body to the following crimes:
 - art. 473 of the criminal code (Counterfeiting, alteration or use of trademarks or distinctive marks or patents, models or drawings)
 - art. 474 of the criminal code (Introduction into the State and trade of products with false trademarks).
 - Art. 15, paragraph 7, letter b) of Law 2009, No. 99 added to art. 25 bis of the Decree, number 1), which expands the liability of the body to various crimes (some of which have been just introduced) against industry and trade regulated in Chapter II, Title VIII, Book II of the Criminal Code:
 - art. 513 of the criminal code (Disturbed freedom of industry or commerce)
 - art. 513 bis of the criminal code (Unlawful competition with threats or

violence)

- art. 514 of the criminal code (Fraud against national industries)
 - art. 515 of the criminal code (Fraud in the exercise of trade)
 - art. 516 of the criminal code (Sale of non-genuine food substances as genuine)
 - art. 517 of the criminal code (Sale of industrial products with misleading trademarks)
 - art. 517 ter of the criminal code (Manufacture and trade of goods carried out by misappropriating industrial property rights)
 - art. 517 quater of the criminal code (Counterfeiting of geographical indications or designations of origin of agri-food products).
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- Art. 15 letter c) of Law no. 99/2009 inserted art. 25 novies of the Decree extending the liability of the body to crimes relating to the violation of copyright or
 - the offenses envisaged by art. 171, paragraph 1, letter a-bis), and paragraphs 3, 171 bis, 171 ter, 171 septies and 171 octies of Law no. 633/1941.

Art. 4, paragraph 1, Law no. 116/2009 introduced another art. 25 novies in the special part of the Decree (now art. 25 decies) which extends the liability of the body to the crime of inducing not to make statements or to make false statements to the judicial authority provided for and punished by art. 377 bis of the criminal code.

- Law Decree no. 121/2011 - in transposition of 2008/99/EC and 2009/231/EC Directives, which amend the Directive 2005/35/EC on pollution - added the

art. 25 undecies, which extends the liability of the body to the environmental crimes indicated below:

- art. 727 bis of the criminal code (Killing, destruction, capture, removal, possession of specimens of protected animals or plants)
- art. 733 bis of the criminal code (Destruction or deterioration of habitats inside a protected site)
- art. 137, paragraphs 2 and 3, Legislative Decree no. 152/2006 (Unauthorized discharge of industrial wastewater containing hazardous substances and discharge of hazardous substances in violation of the requirements imposed with the authorization)
- art. 137, paragraph 5 - first and second period - Legislative Decree no. 152/2006 (Discharge of industrial waste water in violation of the table limits)
- art. 137, paragraph 11, Legislative Decree no. 152/2006 (Violation of the prohibitions of dumping on the ground, in groundwater and in the subsoil)
- art. 137, paragraph 13, Legislative Decree no. 152/2006 (Discharge of substances whose spillage is prohibited into the sea by ships and aircrafts)
- art. 256, paragraph 1, letters a) and b) of Legislative Decree no. 152/2006 (Collection, transport, recovery, disposal, trade and brokerage of waste in the absence of the required authorization, registration or communication)
- art. 256, paragraph 3 - first and second period - Legislative Decree no. 152/2006 (Construction or management of an unauthorized landfill)
- art. 256, paragraph 4, Legislative Decree no. 152/2006 (Non-compliance with the requirements contained in the authorization for the management of a landfill or other activities relating to waste)

- art. 256, paragraph 5, Legislative Decree no. 152/2006 (Unauthorized mixing of waste)
- art. 256, paragraph 6, Legislative Decree no. 152/2006 (Temporary storage at the place of production of hazardous medical waste)
- art. 257, paragraphs 1 and 2, Legislative Decree no. 152/2006 (Pollution of the soil, subsoil, surface water and groundwater and omission of the relative communication to the competent bodies)
- art. 258, paragraph 4, and art. 260 bis, paragraphs 6 and 7, Legislative Decree no. 152/2006 (Preparation or use of a false waste analysis certificate)
- art. 259, paragraph 1, Legislative Decree no. 152/2006 (illicit waste trafficking)
- art. 260 of Legislative Decree no. 152/2006 (Organized activities for the illegal trafficking of waste)
- art. 260 bis, paragraph 8, Legislative Decree no. 152/2006 (Violations of the control system on the traceability of waste)
- art. 279, paragraph 5, Legislative Decree no. 152/2006 (Air pollution)
- art. 1, paragraph 1, and art. 2, paragraphs 1 and 2, Law 7 February 1992, No. 150 (Import, export, transport and illicit use of animal species and trade in artificially reproduced plants)
- art. 3 bis, Law 7 February 1992, No. 150 (Falsification or alteration of certifications and licenses and use of false or altered certifications and licenses for the import of animals)
- art. 3, paragraph 6, Law no. 549 (Violation of provisions on the use of substances harmful to the ozone layer)
- art. 8, paragraphs 1 and 2, Legislative Decree no. 202/2007 (Intentional release of polluting substances into the sea from ships)
- art. 9, paragraphs 1 and 2, Legislative Decree no. 202/2007 (Negligent spillage of polluting substances into the sea from ships).

Law no. 68 of 22 May 2015 introduces the Chapter VI bis in the Criminal Code "Crimes against the environment" introducing the following crimes:

- art. 452-bis (Environmental pollution)
- art. 452-quarter (Environmental disaster)
- art. 452-quinquies (Negligent crimes against the environment)
- art. 452-sexies (Traffic and abandonment of highly radioactive material)

- art. 452-septies (Obstruction of control)
 - art. 452-terdecies (Failure to remediate)
 - art. 452-octies (Aggravating circumstances)
- Art. 2 of Law Decree no. 109/2012 introduced the offense provided for by art. 25 duodecies, which provides for the application of a fine from 100 to 200 shares to bodies that employ third-country individuals whose stay is irregular.
- Law Decree No. 199 of 29th October 2016 significantly modified the crime of illegal hiring punished in art. 603 bis of the Criminal Code, recently introduced by the law decree No. 138/2011, later converted into law 148/2011, as it was necessary to counter and suppress this phenomenon more effectively so some corrections to the previous version of 2011 were made.
- The crimes of exploitation and against the person are updated by introducing in the Organizational Model (Article 25-quinquies of Legislative Decree 231/01) as follows:
- Art. 603-bis (Illicit intermediation and exploitation of labor)
 - Art. 600 (Reduction into slavery)
 - Art. 600-bis (Child prostitution)
 - Art. 600-ter (Child pornography)
 - Art. 600-quarter (Possession of pornographic material)
 - Art. 600-quarter.1 (Virtual pornography)
 - Art. 600-quinquies (Initiatives aimed at the exploitation of child prostitution)
 - Art. 601 (Human trafficking)
 - Art. 602 (Purchase and sale of slaves)
 - Art. 609-undecies (Solicitation of minors)
- Art. 1, paragraph 77, letter b) of Law 190 of 2012 introduced, in Article 25 ter of the mentioned Decree, the new letter s-bis) which refers to the cases provided for by the third paragraph of art. 2635 of the Italian Civil Code "Corruption between private individuals". The Legislative Decree No. 38 of 15th March 2017 introduced changes to art. 2635 (corruption between private individuals) of the Italian Civil Code, in art. 2635-bis (incitement to corruption between private individuals) of the Italian Civil Code and art. 25-ter paragraph 1 letter s-bis) of Legislative Decree 231/01, thus making the following crimes punishable:

- Corruption between private individuals (Article 2635 of the Italian Civil Code);
- Incitement to corruption between private individuals (Article 2635-bis of the Italian Civil Code).
- Art. 1, paragraph 77, letter a) of Law 190 of 2012 inserted in art. 25 of the Decree, the crime of undue inducement to give or promise benefits pursuant to art. 319 quater of the criminal code.
- Law no. 6 of 2013 introduced the crime of illicit combustion in the art. 25 undecies of the Decree.
- Law Decree 124/2019, converted into Law 157/2019, introduced the following offenses in the art. 25- quinquiesdecies:
 - Art. 2 Legislative Decree 74/2000 - Fraudulent declaration through the use of invoices or other documents for non-existent operations
 - Art. 3 Legislative Decree 74/2000 - Fraudulent declaration by other means
 - Art. 8 Legislative Decree 74/2000 - Issue of invoices or other documents for non-existent operations
 - Art. 10 Legislative Decree 74/2000 - Concealment or destruction of accounting documents
 - Article 11 of Legislative Decree 74/2000 - Fraudulent subtraction from the payment of taxes
- Law Decree 184 of 08/11/2021 involved the following changes:
 - Art. 493-ter of the criminal code - Undue use and falsification of payment instruments other than cash
 - Art. 493-quarter of the criminal code - Possession and dissemination of equipment, devices or computer programs aimed at committing crimes concerning payment instruments other than cash
 - Art. 640-ter of the Criminal Code - Computer fraud
 - Art. 25-octies.1 of Legislative Decree 231/01 - Crimes relating to payments other than cash
- Law Decree 195 of 08/11/2022 involved the following changes:

- Art. 648 of the criminal code - Receiving
- Art. 648-bis of the Criminal Code – Laundering
- Art. 648-ter of the Criminal Code - Use of money, goods or benefits of illicit Origin
- Art. 648-ter.1 of the Criminal Code – Self-laundering

3.5. The penalties envisaged and the conditions for their applicability

The sanctions that can be imposed by the judge at the end of the criminal trial (if the liability of the body in relation to the crime committed is ascertained) are the following:

- fines: in accordance with what is expressly stated in the decree, the penalties are commensurate with the seriousness of the crime committed, the degree of co-liability of the body, the activity carried out by the body to eliminate or mitigate the consequences of the fact and to prevent the commission of further offenses. Finally, they are set on the basis of the economic and financial conditions of the body "in order to ensure the effectiveness of the penalty";
- disqualifications: to name a few of them, they range from the interdiction from the exercise of the activity, to the suspension or revocation of authorizations, licenses, or concessions, to the prohibition of contracting with the Public Administration, to the exclusion from concessions, loans, contributions or subsidies, including the possible revocation of those already granted.

Furthermore, the confiscation of the price or profit is envisaged (when this is not possible, the confiscation may involve sums of money, goods or other benefits of equivalent value to the price or product of the crime) and the publication of the sentence.

The body can be held responsible for the crime committed by the aforementioned subjects, provided that:

Organization, Management and Control Model
pursuant to Law Decree no. 231/2001

- the offenses have been put in place in the body's interest or advantage. The difference between the two hypotheses, described alternatively, lies in the fact that the first concerns the subjective finalization of the conduct and can be evaluated by the criminal judge in an ex ante perspective or prior to or concomitant the commission of the offense, while the second assumes more connotations markedly objective - the body being able to gain an advantage even in the hypothesis in which the natural person has not acted in the body's interest - and requires a judicial verification to be carried out after the fact (ex post);
- the body has not previously adopted and effectively implemented an organizational and management model suitable for preventing crimes of the type that actually occurred (while the previous point describes the objective link between the fact-crime and the legal person; this one describes the subjective connection criterion of the body with the criminal offense committed).

4. ORGANIZATION AND MANAGEMENT MODEL

4.1. The component elements

In compliance with the reference regulatory framework –articles 6 and 7 of the Legislative Decree No. 231/2001 - the Model includes the following:

- internal procedures and control standards with reference exclusively to activities deemed to be at risk of crime;
- Code of Ethics;
- Disciplinary system;
- Supervisory body;

- Reporting system to and from the Supervisory Body;
- Communication and training.

4.2. The protective function of the Model

If the Model is adopted and effectively implemented, it is an effective protective shield for the company. In fact, **if the Model is adopted before the offense is committed**, it allows **the body's liability to be totally excluded** (according to criminal law, the Model, in this circumstance, is a cause for exclusion of the guilt of the collective body) **for the crime committed by the natural person functionally linked to it** (in this case, therefore, only the responsible natural person will be tried and possibly sentenced).

If the Model is adopted after the commission of the offense, in the case of the imposition of pecuniary penalties, it determines a significant reduction of them. On the other hand, in the event of the imposition of disqualifying sanctions, those sanctions do not apply if "virtuous" behaviors are adopted, such as compensation for damage and/or the provision of profit, the removal of the author of the offence.

Finally, in the case of the adoption of disqualification measures during the preliminary investigation phase, the adoption of the Model involves their suspension (always in the presence of the aforementioned "virtuous" behaviour).

4.3. The objectives and aims

The adoption of an organization, management and control model suitable to the provisions of the Decree demonstrate that the Company operates in conditions of fairness and transparency in the conduct of business and other corporate activities.

The adoption of the Model represents an tool of raised awareness towards all employees and all other subjects closely dealing with GIBUS S.p.A. (i.e. suppliers, customers, consultants, etc.), so that they behave correctly and consistently in carrying out their activities, such as to prevent the risk of an offense.

In particular, by adopting the Model, the Company aims at the following:

- all those who work in the name and on behalf of GIBUS, and especially those who work in the areas at risk of crime, should know that they can incur in criminal penalties if they violate the provisions set out in the Model and the Company might be subjected to fines;
- the aforementioned subjects should know that unlawful behaviors are strongly condemned by the Company, as they are always and, in any case, contrary not only to the provisions of the law, but also to corporate culture and ethical principles given in the company Guidelines;
- the Company can intervene promptly to prevent or fight the commission of the offenses (listed in the special part of the decree), or at least to significantly reduce the damage they produce;
- to favor a significant leap in quality in terms of transparency of corporate governance and the image of GIBUS S.p.A.

It should be noted that, without prejudice to the objectives and purposes set out above, the Company is aware that the evaluation of the Model concerns its suitability to minimize and not to exclude at once the perpetration of one of the crimes listed in the Special Part of the Decree by the individual subjects.

This is confirmed by the fact that the Legislative Decree expressly requires

that the Model must be suitable not so much to prevent the crime that actually occurred, but rather the type of crime which has taken place.

4.4 Approval and implementation of the Model

The Organization, Management and Control Model, in accordance with the provisions of art. 6 paragraph 1, letter a), of Legislative Decree No. 231/2001, is a document issued by the management body.

The Model integrates and does not replace the organizational and control tools, as well as the behavioural procedures to be issued in the future or the procedures that are already in place.

In this regard, it should be noted that the Model constitutes a tool with a specific scope and purpose, as it aims exclusively at preventing the commission of the offenses envisaged in the Decree.

However, even according to what is specified in the Guidelines issued by Confindustria, the principles of conduct contained in this Model can be considered as an extension of the existing or future codes of conduct.

4.5. Modifications and integrations

The Board of Directors of GIBUS S.p.A., at the instigation of the Supervisory Body, carries out any subsequent amendments and additions to the Model, the Code of Ethics and the disciplinary system in order to allow the continuous compliance of the Organization, management and control model with the provisions of Decree no. 231/2001 and with the changes that might occur in the organizational and managerial structure of the Company.

The activities of modification and integration of the Model must be carried

out in the widest respect of each corporate manager that has the last word on the management of specific operating procedures and standards of conduct.

4.6. Implementation of the Model

The Board of Directors makes decisions relating to the implementation of the Model by evaluating and approving the actions that are necessary to implement it.

The supervisory body is responsible for checking the observance and implementation of the Model, (please see the section of the Model dedicated to this body for further information).

4.7. General control principle

Every operation, transaction, and action must be traceable, verifiable, documented, coherent and congruous. In particular, this requirement is considered fundamental with regard to financial flows as well as to balance sheet movements connected to the active and passive cycle. The staff in charge of the administrative function is required to ensure compliance with the legality requirements of each operation and promptly report any offenses to Management.

Obviously, the safeguarding of data and procedures in the IT field must be carried out in compliance with the security measures set out in Legislative Decree no. 196/2003 (Code regarding the protection of personal data) and in the European Regulation GDPR 679/2016.

No one can independently manage an entire process.

No one can be given unlimited powers.

Powers and responsibilities must be clearly defined and known within the company.

The powers of authorization and signature must be consistent with the assigned responsibilities.

The performed checks must be documented.

Each payment transaction must be made by using lawful instruments, giving preference to the bank transfer or bank receipt, avoiding forms of payment that do not allow the traceability of the transaction or forms of payment that expose the company to IT risks (i.e. cryptocurrencies and virtual currencies).

The control measures and preventive measures relating to health and safety at work are constantly monitored by the company which has appointed specific figures for this scope, such as safety managers, supervisors, RLS and RSPP. The company also guarantees the traceability of the control and intervention activities carried out by each delegate and/or persons in charge in order to obtain the continuous improvement of the standards of risk prevention for the safety of workers.

5. THE SUPERVISORY BODY

5.2. Composition, functions and tasks

Pursuant to art. 6, paragraph 1, letter b) of the Decree, a Supervisory Body must be established. This body has autonomous powers of initiative and control.

The body must monitor the functioning, effectiveness, and compliance with the Model as well as take care of its constant and timely updating.

The Decree does not provide exhaustive indications regarding the structure and composition of this body.

Therefore, according to a shared opinion, decisions on these profiles are

left to the free and responsible decision of the company.

Given its characteristics, GIBUS S.p.A. opts for a collegial Supervisory Body, which is best the suitable for achieving the goals that the company wants.

The Board of Directors can appoint from one to three external members of the Company, one of whom with the function of a chairman.

Right from its appointment, the Supervisory Body is given financial autonomy and it will be assigned an expense budget that will be, if and when necessary, integrated and/or refinanced.

The Supervisory Body is in office for the period established at the time of the appointment and, in any case, no later than 3 (three) years from the appointment. The Supervisory Body can be re-elected.

Upon the prescribed deadline, the Supervisory Body lapses while continuing to carry out its functions pro tempore, until the new members are appointed.

The remuneration of the Supervisory Body is determined by the Board of Directors upon appointment for the entire term of office.

Pursuant to art. 2399 of the Italian Civil Code, the same causes of ineligibility and forfeiture that exist for the members of the Board of Statutory Auditors are valid for the members of the Supervisory Body.

The members of the Supervisory Body can be revoked by the Board of Directors for just cause only. The revocation must be decided after hearing the interested parties.

In the event of termination, revocation, death, renunciation or forfeiture of one of the members of the Supervisory Body, the administrative body is obliged to promptly appoint a new member of the Supervisory Body.

The members of the Supervisory Body must not have been subjected to

criminal proceedings or convicted with a sentence (even if not finalized) for one of the offenses referred to in Legislative Decree no. 231/2001.

The Supervisory Body will carry out the following activities:

- supervision of the effectiveness of the Model, particularly verifying the consistency between the Model and the concrete procedures adopted in the areas at risk;
- periodic checks that the Model is respected by each business unit/area at risk, in order to ensure that the procedures defined and the safeguards set up are followed as faithfully as possible and are actually suitable for preventing the risks of commission of crimes;
- supervision to ensure that the Code of Ethics and all its provisions are followed by all subjects operating in the Company;
- formulation of proposals to update and modify the Model to the competent bodies in collaboration with the corporate functions involved, in the event that there are changes in the corporate and/or regulations that entail the need for updating and/or implementation.

In particular, the Supervisory Body deals with the following:

- the Model draft by the Board of Directors, is updated by the Supervisory Body in accordance with the evolution of the law and jurisprudence and the changes in the company organization;
- the Supervisory Body supervises the work of the various corporate functions involved, the preparation and integration of internal regulations (rules of conduct, operating instructions, any control manuals) aimed at preventing the mapped risks of crime;
- the Supervisory Body supervises the correct functioning of the control activities for each area at risk, promptly reporting anomalies and

malfunctions of the Model, after discussing with the departments/functions concerned;

- the Supervisory Body promotes adequate initiatives aimed at disseminating, in the manner it deems most appropriate, knowledge and understanding of the Model within the company, paying greater attention to the areas deemed most exposed to the mapped risks of crime (essentially, the areas/functions that deal with the management of economic resources, accounting, public administrations as well as with the management of safety and health at work);
- the Supervisory Body periodically carries out targeted checks on certain operations or specific actions involved in the critical processes; in that case, for carrying out its verification activities, the Supervisory Body may hire external professionals with specific expertise in auditing;
- the Supervisory Body arranges extraordinary checks where malfunctions of the Model are highlighted or the commission of unlawful acts subject to prevention activities has occurred, or there is only the suspicion that it has occurred;
- the Supervisory Body monitors the progress of activities at risk and also organizes special meetings with the persons involved;
- the Supervisory Body collects, processes and stores the relevant information regarding compliance with the Model;
- the Supervisory Body periodically draws up reports on the adequacy and effectiveness of the Model, also on the basis of what emerged from the verification and control activities, transmitting them to the Board of Directors, the Board of Statutory Auditors and, if deemed appropriate, to the Shareholders' Meeting;
- the Supervisory Body periodically checks the practicability and

implementation of any corrective solutions to the specific procedures contained in the Model;

- the Supervisory Body manages a specific e-mail address, gibus.odv@gmail.com, posted on the company bulletin board in order to receive any requests from company departments for clarification regarding doubtful cases or problematic issues, as well as solicitations for interventions aimed at the implementation of the Model;
- the Supervisory Body evaluates and proposes the imposition of any disciplinary sanctions, subject to the necessary coordination with the managers of the competent corporate functions/areas.

At least quarterly, the Supervisory Body carries out its activities, except in urgent situations and special cases.

If it is necessary, for the performance of its duties, for the Supervisory body to be able to speak with the Chairman of the Board of Directors, with the Director with powers to replace the Chairman in the event of the absence or impediment of the former, and with the top management of the Company.

The Supervisory Body may request to be heard by the Board of Directors and/or the Board of Statutory Auditors whenever the examination or the intervention of these bodies is appropriate for the effective implementation of the Model.

To guarantee a correct and effective flow of information, the Supervisory Body also has the possibility, in order to fully and correctly exercise its powers, to request clarifications or information directly to the parties in charge of important operational responsibilities.

The Supervisory Body may be convened at any time by the Board of Directors and the Board of Statutory Auditors to report on particular events

or situations relating to the functioning and compliance with the Model. The relationship between the Company and the external member of the Supervisory Body will be regulated by a written and specific contract. The members of the Supervisory Body must be adequately remunerated, in order to prevent the debasement of their office and their duties.

5.3. Reporting to the Supervisory Body

The Supervisory Body is the recipient of any information, documentation and/or communication, even from third parties, relating to compliance with the Model.

In carrying out its functions, the Supervisory Body must have free access to people and all company documentation, including the minutes of the meetings of the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors; the Supervisory Body will be entitled to request, and promptly obtain, data and information from company management, as well as from the managers and directors.

The Supervisory Body establishes the documentation that must be reported to them periodically.

The following documents must be sent to the Supervisory Body:

- provisions and/or news from judicial police bodies or any other authority, from which indicates that investigations are being carried out, including against unknown persons for offenses envisaged by the Decree, concerning the Company;
- requests for legal assistance made by individuals within the Company, in the event of a judicial proceeding for one of the offenses envisaged by the Decree;
- reports prepared by the corporate department as part of their

control activities, which reveal critical elements with respect to the provisions of the Decree;

- periodically, news relating to the effective implementation of the Model in all corporate areas/functions at risk;
- periodically, news relating to effective compliance with the Code Ethics at all company levels;
- information on the performance of activities relating to the areas at risk. Anyone must immediately contact the Supervisory Body in the event that he or she has information and/or news, even unofficial, relating to the commission of the offenses provided for by the Decree or, in any case, concerning possible violations of the Model (also including the provisions of the Code of Ethics). The Company ensures the protections provided against the so-called whistleblower provided for in Article 6, paragraph 2-bis, 2-ter, 2-quater of Legislative Decree 231/01, as amended by Article 2 of Law No. 179 of 30 November 2017, and, in particular: a) the possibility of reporting to the Labour Inspectorate any discriminatory measures taken against the whistleblower; b) the nullity of retaliatory or discriminatory dismissal of the reporting subject or the change of duties or other retaliatory measure against the same; c) the presence of dedicated channels for the forwarding of reports with a guarantee of anonymity and confidentiality.

If the news of a possible commission of crimes or violations of the Model involves the Board of Directors of the Company, only the Supervisory Body will be informed.

Finally, the Administrative Office must communicate the system of proxies and powers of attorney adopted by the Company to the Supervisory Body

of GIBUS S.p.A.

The information flow must reach the Supervisory Body, using the methods that they have defined.

Reports, possibly even anonymously, concerning the evidence or suspicion of violation/s of the Model must be as detailed as possible. They can be sent in writing or by email to gibus.odv@gmail.com. It will also be possible to report this violation or possible violation directly to the Supervisory Body in person. The Supervisory Body will guarantee the anonymity and protection of the whistleblower.

The Supervisory Body acts in such a way as to guarantee whistleblowers against any form of retaliation, discrimination or penalization, also guaranteeing the confidentiality of the whistleblower's identity, without prejudice to legal obligations and the protection of the rights of the Company or of persons accused erroneously or in bad faith.

The Supervisory Body evaluates the reports received and decides the actions to be taken, listening, if necessary, to the whistleblower and/or the person responsible for the alleged violation.

Should the perpetrator of the offense be the Chairman of the Board of Directors or the Director with powers to replace the Chairman in the event of the absence or impediment of the former, the Supervisory Body carries out a summary investigation, the outcome of which is sent to the Chairman of the Board of Statutory Auditors who, having carried out the necessary investigations, will take the most appropriate measures and will inform the Supervisory Body.

The Supervisory Body, when preparing the draft of the annual financial statements to be submitted for approval by the Shareholders' Meeting, reports to the Board of Directors and the Board of Statutory Auditors on the state of affairs and on the implementation of the Model, with particular

reference to the results that the supervisory activity carried out during the year and the appropriate interventions for the implementation of the Model itself, by means of a written report.

According to the provisions of art. 2 of Law 179/2017, the Company will highlight, during the training phases relating to the OMM in place, the confidentiality and protection of the reporters. Any form of discrimination that will derive from it will also be prosecuted, as will the dismissal imposed on the basis of a report to the Supervisory Body. The whistleblower will have the opportunity to contact the Labour Inspectorate or Trade Union Bodies, as well as the Supervisory Body for any retaliatory conduct.

5.4. Collection and filing of information

The Supervisory Body prepares a specific data base, on the computer or on paper, in which all reports, information, reports pursuant to this document are kept, for a period of 10 years. The observance of the provisions on the confidentiality of personal data and the rights guaranteed by it in favour of the interested parties is reserved. Access to the database is allowed only to the Supervisory Body.

6. THE DIFFUSION OF THE MODEL

6.1. Training and information for all personnel and individuals in top positions

The Company intends to guarantee correct and complete knowledge of the Model and the content of Legislative Decree no. 231/2001 and the obligations deriving from it.

Training and information are managed by the competent corporate functions under the control of the Supervisory Body in close coordination with the managers of the areas/functions involved in the application of the Model.

This training and information effort is also extended to all those subjects who, although not belonging to the company structure, still operate in the interest and/or to the advantage of the Company.

However, the communication activity and training relevant to the Code of Ethics is addressed to third parties only.

The adoption of this document is communicated to all those who work for and in the name of GIBUS S.p.A. at the time of its adoption.

All employees and top management must sign a special form, provided to them in a hard or electronic copy, that certifies their knowledge and

acceptance of the Model.

New hires are given an information set containing the Model, including the Code of Ethics and the text of Legislative Decree no. 231/2001 with which they are ensured the knowledge considered of primary importance.

In the contracts stipulated with private third parties, standard contractual clauses are inserted, which commit them to not adopt behaviours not in line with the principles of conduct and the ethical values that inspire the Company.

Continuous training and refresher courses are organized by the competent corporate managers under the supervision of the Supervisory Body, making use of mandatory periodic meetings whose content and frequency depend on the qualification of the recipients and their function.

If deemed necessary by the Supervisory Body, external professionals with specific expertise on the subject of crimes attributable to the Company, the analysis of organizational procedures and processes, as well as the general principles on compliance legislation and related controls will take part in the meetings.

6.2. Selection of external parties operating in the departments that are more exposed to risks

On the proposal of the Supervisory Body and with the decision of the Board of Directors, specific evaluation systems may be established within the Company for the selection of representatives, consultants as well as partners with whom the Company intends to enter into any form of partnership and that will cooperate with the company in carrying out the activities most exposed to the risk of crime.

7. THE DISCIPLINARY SYSTEM AND SANCTIONING MEASURES

7.1. Purposes

This disciplinary and sanctioning system, an integral part of the Organizational Model of GIBUS S.p.A., is adopted by the Board of Directors pursuant to art. 6, paragraph 2, letter e) and art. 7, paragraph 4, letter h) of Law Decree 231/2001.

The system aims at defining the sanctions for non-compliance with the principles contained in the Code of Ethics - Part III (hereinafter the "Code of Ethics") of GIBUS as well as the provisions indicated in the Organizational Model adopted by the Company. The Code of Ethics and the Organizational Model constitute the components of the GIBUS Crime Prevention System from which the administrative liability pursuant to Legislative Decree 231/2001 (hereinafter the "Preventive System") may arise.

The application of disciplinary and sanctioning measures is independent of the initiation and outcome of any criminal proceedings, as the rules of conduct imposed by the Preventive System are adopted by GIBUS S.p.A. autonomously and regardless of the type of offense that violations of the preventive system may cause.

7.2. Sanctioning measures to employees

The conduct of employees (middle managers, employees and workers) in violation of the behavioural rules deduced from the preventive system are defined as "disciplinary offenses".

The sanctions that can be imposed on Employee Workers fall within those provided for by the Company Disciplinary Regulations, in compliance with the procedures set out in Article 7 of the Workers' Statute as well as with regard to clerks, middle managers and workers from the current National Collective Labour Agreement for employees of companies in the Wood

and Furniture Industry.

Disciplinary measures against the Employees and any request for compensation for damages are commensurate in the logic of the proportionality between behaviour and disciplinary consequence in relation to the following:

- the level of responsibility and autonomy of the Employee;
- any disciplinary precedents, even unrelated to the violation of the Preventive System;
- the intentionality of the employee's behaviour;
- the seriousness of the behaviour;
- other particular circumstances in which the behaviour in violation of the preventive system occurred.

Any failure to comply with the obligations set out therein constitutes an infringement of the Preventive System. In any case, the infringements of the Preventive System are those listed below in order of severity:

- the commission of crimes from which the administrative liability of entities pursuant to Legislative Decree no. 231/2001;
- the violation of the principles of the Code of Ethics;
- the violation of the rules contained in the procedures of the Organizational Model, the impediment of the control activities of the Supervisory Body provided, and the omission of the activities due to the Supervisory Body;
- discriminatory acts against employees who have been the promoters of reports to the Supervisory Body or other Body, of even attempted violations of the Organizational Model;
- the withdrawing from training;
- the omission of actions for the dissemination of the Preventive System.

If several infringements have been committed with a single act, punishable by different sanctions, the most serious sanction is applied.

The employees who violate the internal procedures provided for by the Preventive System or adopt, in carrying out activities in the areas at risk, a behaviour that does not comply with the requirements of the System incur the following disciplinary measures:

- a) verbal warning;
- b) written reprimand;
- c) fine not exceeding the amount of three hours of pay;
- d) suspension from work, or from pay and from work, for a period not exceeding 5 days;
- e) dismissal with notice;
- f) dismissal without notice.

The middle managers who violate the internal procedures provided for by the System preventive or adopt, in carrying out activities in areas at risk, a conduct that does not comply with the provisions of the System itself incur the following disciplinary measures:

- a) verbal reprimand;
- b) written reprimand;
- c) fine not exceeding the amount of three hours of pay;
- d) suspension from work, or from pay and from work, for a period not exceeding 5 days;
- e) dismissal with notice;
- f) dismissal without notice.

The Workers who violate the internal procedures provided for by the Preventive System or adopt, in carrying out activities in the areas at risk, a behaviour that does not comply with the requirements of the System incur the following disciplinary measures:

- a) verbal reprimand;
- b) written reprimand;
- c) fine up to the amount of three hourly portions of the basic salary;
- d) suspension from work and from pay for up to a maximum of three days;
- e) dismissal.

If the worker has committed one of the aforementioned violations, the Company may order the non-disciplinary precautionary suspension of the

worker with immediate effect for a period not exceeding ten days. In the event that the Company decides to proceed with the dismissal, it will take effect from the moment in which the decision has been made.

All the aforementioned measures are adopted:

- by the Managing Director and/or the Chairman of the Board of Directors, in agreement with the Company's Human Resources Manager, after hearing the opinion of both the hierarchical superior and the Supervisory Body.

With regard to managerial personnel (who may also hold the office of director), disciplinary measures will be adopted in compliance with the provisions of the law and the current national collective bargaining agreement.

It will be the task of the Supervisory Body to verify the validity of the reports received, also with the help of technicians in charge, possibly remitting to company management the adoption of disciplinary or sanctioning measures against those who are responsible for untruthful reports.

Without prejudice to, in accordance with and in compliance with current provisions of law and the collective bargaining agreement, every right of the Company with regard to any claims for damages caused to it by the author of the violation of the preventive system.

7.3. Sanctioning measures against Directors and Statutory Auditors

In the event that a member of the Board of Directors violates the procedures provided for by the preventive System or adopts, in carrying out activities in the areas at risk, a behaviour that does not comply with

the requirements of the System, the Supervisory Body will inform the Board of Directors and the Board of Statutory Auditors. In case of violation of the the aforementioned procedures by the Sole Auditor, the Board of Directors will be informed.

If it is a minor irregularity, the Board of Directors, in agreement with the Supervisory Body and having heard the opinion of the Board of Statutory Auditors, will adopt the provision of written warning against the perpetrator or perpetrators of the violation.

If it is a more serious irregularity, the Board of Directors and/or the Board of Statutory Auditors will call the Shareholders' Meeting, which:

- can revoke the mandate for just cause to the author of the violation of the preventive system;
- can apply to the Court to revoke the mandate of the Auditor who committed the violation.

The Conduct aimed at discriminatory attitudes towards those who, in the course of the company life, report violations or possible violations of the existing organizational system is considered more serious irregularity.

All rights of the Company remain with regard to any claims for damages caused to it by the author of the violation of the preventive system.

7.4. Sanctioning measures against external collaborators

In the event of a violation by an External Collaborator (i.e. a consultant, agent, attorney, supplier, and representative of the Company in general) or by a Partner of GIBUS S.p.A. of the requirements and procedures contained in the parts of the Preventive System referred to in a specific contractual clause, the person, acting on behalf of GIBUS S.p.A., who signed the contract containing the violated clause or, in the case of impossibility of the latter, the Chairman or the Vice Chairman of the Board of Directors, adopts against the perpetrator of the violation, the provision

of a written warning, of the pecuniary penalty or of the termination of the contract depending on the seriousness of the violation committed. All rights of the Company remain with regard to any claims for damages caused to it by the author of the violation of the Preventive System.

7.5. File of the persons who violated the Preventive System

The Company keeps a register of the subjects, internal and external to the Company, who have been subjected to disciplinary or sanctioning measures. The register is not needed if the company adopts other systems to file the disciplinary and/or sanctioning measures.

The registration in the register of subjects against whom an expulsive measure has been adopted by the Company or the termination of the contract has been decided upon will result in exclusion from new contractual relationships with the Company, unless an exception is decided by the Board of Directors and there is the favourable written approval of the Supervisory Body.