Organisational Model of the company
BTO S.P.A
pursuant to Legislative Decree 231/2001
<u>SPECIAL PART</u>

CONTENTS

A. OFFENCES UNDER ART. 24 AND ART. 25 OF LEGISLATIVE DECREE 231 – Offences Against the Public Administration

1. OFFENCE TYPES AND SANCTIONS

1.1. Article 24 of Legislative Decree 231, as amended by Legislative Decree No. 75 of 14 July 2020 and Law No. 137/2023, covers the following offences committed to the detriment of the State or Public Bodies:

- Misappropriation of public funds (Art. 316-bis Italian Criminal Code)
- Undue receipt of public funds (Art. 316-ter Italian Criminal Code)
- Fraud to the detriment of the State, another public body or the European Communities (Art. 640, paragraph 2, no. 1, Italian Criminal Code)
- Aggravated fraud for the purpose of obtaining public funds (Art. 640-bis Italian Criminal Code)
- Computer fraud to the detriment of the State or another public body (Art. 640-ter Italian Criminal Code)
- Fraud in public supplies (Art. 356 Italian Criminal Code)
- Fraud to the detriment of the European Agricultural Fund (Art. 2, Law No. 898 of 23/12/1986)
- Disruption of freedom of public tenders (Art. 353 Italian Criminal Code)
- Disruption of freedom in the procedure for selecting a contractor (Art. 353-bis)

The applicable sanctions may be:

- financial (up to six hundred quotas);
- disqualification sanctions pursuant to Art. 9, paragraph 2, letters c), d) and e), for a period not exceeding two years:
- prohibition from contracting with the Public Administration, except to obtain the provision of a public service;
- exclusion from, and possible revocation of, benefits, financing, contributions and subsidies already granted;
- prohibition from advertising goods or services

Article 25 of Legislative Decree 231, as amended by Law No. 190/2012, Law No. 3/2019, Legislative Decree No. 75/2020, Law No. 112/2024 and Law No. 114/2024, covers the following offences:

- Extortion by a public official (Art. 317 Italian Criminal Code)
- Bribery in connection with the exercise of official duties (Art. 318 Italian Criminal Code)
- Bribery in connection with an act contrary to official duties (Art. 319 Italian Criminal Code)

- Aggravating circumstances (Art. 319-bis Italian Criminal Code)
- Bribery in judicial proceedings (Art. 319-ter Italian Criminal Code)
- Undue inducement to give or promise benefits (Art. 319-quater Italian Criminal Code) [
- Bribery of a person entrusted with a public service (Art. 320 Italian Criminal Code)
- Penalties for the bribe-giver (Art. 321 Italian Criminal Code)
- Incitement to bribery (Art. 322 Italian Criminal Code)
- Embezzlement, extortion by a public official, undue inducement to give or promise benefits, bribery and incitement to bribery, abuse of office, involving members of International Courts or bodies of the European Communities, international parliamentary assemblies or international organisations, and officials of the European Communities and foreign States (Art. 322-bis Italian Criminal Code)
- Trading in unlawful influence (Art. 346-bis Italian Criminal Code)
- Embezzlement (limited to the first paragraph) (Art. 314 Italian Criminal Code)
- Embezzlement by taking advantage of another person's error (Art. 316 Italian Criminal Code)
- Misappropriation of money or movable property (Art. 314-bis Italian Criminal Code)

The applicable sanctions may be:

financial sanctions, structured as follows:

- up to 200 quotas for the offences referred to in Arts. 318, 321 and 322, paragraphs 1 and 3, Italian Criminal Code;
- from 200 to 600 quotas for the offences referred to in Arts. 314, 316, 316-bis, 316-ter, 320, 322, paragraphs 2 and 4, 322-bis and 346-bis Italian Criminal Code;
- from 300 to 800 quotas for the offences referred to in Arts. 317, 319, 319-bis, 319-ter, 319-quater and 321 Italian Criminal Code (in cases of bribery for acts contrary to official duties and bribery in judicial proceedings);

disqualification sanctions, structured as follows:

- prohibition from carrying on business activities;
- suspension or revocation of authorisations, licences or concessions instrumental to the commission of the offence;
- prohibition from contracting with the Public Administration, except to obtain the provision of a public service;
- exclusion from benefits, financing, contributions and subsidies, and possible revocation of those already granted;
- prohibition from advertising goods or services.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above offences against the Public Administration have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activities are analysed below.

2.1. SENSITIVE ACTIVITY: *Supplier selection and management*

2.1.1. Company functions involved:

- Procurement

- Business Owner
- Legal & Corporate Affairs
- Requesting Function
- Group Accounting Manager
- Group Consolidation & Treasury Manager

2.1.2. Procedural system:

- BTO Code of Ethics
- Procurement Procedure_v1_2025
- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company requires completion of:

- a self-declaration confirming the absence of conflicts of interest. The Company considers it necessary to avoid business relationships with suppliers that have a personal or financial connection with a Company employee. Each employee is responsible for disclosing such connections (conflicts of interest). Negotiations with potential suppliers and the signing of contracts/agreements with suppliers may not be carried out by Company personnel who have a personal connection (family or friendship) with, or a financial interest in, the supplier
- a supplier master-data creation form.

The Procurement function: ensures implementation of the Procurement Procedure; manages supplier selection and appointment methods; keeps the contract archive and Supplier Register constantly up to date; informs stakeholders about the procurement procedure and objectives and monitors implementation of the Procurement strategy and objectives; regularly aligns with Planning & Control on expenditure budgets and with Administration on administrative matters (e.g. PR/PO approvals, supplier master-data creation, invoice payments, etc.); reviews and approves PRs in NetSuite; generates purchase orders to suppliers; and liaises and communicates with suppliers to ensure achievement of Company objectives and correct implementation of the internal procurement procedure.

The Company requires procurement activities to be conducted through a competitive, fair, transparent, non-discriminatory and open process, in which specifications are formulated on a neutral and functional basis, and requires the supplier selection and procurement process to be initiated when a need arises.

The Company has a purchasing process under which the Procurement function must be contacted before any purchasing process begins. Any purchase above 5,000 must have at least 2 quotations, while any purchase above 50,000 must have at least 3 quotations.

Any exception must be recorded in writing and be capable of being documented.

The Company has a procurement and supplier selection process divided into 8 phases:

- Phase 1: analysis of needs and current costs, and collection of input from stakeholders
- Phase 2: analysis of the supplier market to identify potential suppliers and understand market dynamics
- Phase 3: definition of the total cost of ownership of the purchased good or service, including end-of-life costs. In addition to requirements relating to the good or service, all relevant requirements also include potential legal,

regulatory, information security, sustainability and other compliance requirements

- Phase 4: sending a request for quotation to potential suppliers in accordance with the selected process. Sufficient time must be allowed for submission of quotations and for questions to be raised regarding the request
- Phase 5: once quotations have been received, they are assessed against agreed criteria.
- Phase 6: once negotiations have been concluded, an award proposal is prepared. It must be approved by the relevant stakeholders and, where applicable, in accordance with other internal rules
- Phase 7: once internally approved, the contract must be signed by both parties in accordance with their respective powers of attorney. The signed contract must be uploaded to NetSuite by the Procurement Function, which also ensures that the supplier is registered and classified in NetSuite so that invoices subsequently issued by the supplier can be paid
- Phase 8: upon completion of all previous phases, the contract enters the execution phase (delivery of the good/service)

For each new supplier, specific documentation must be collected and verified, including a Chamber of Commerce company registration report, DURC social-security compliance certificate, company profile, declaration of absence of conflicts of interest and references. The Supplier Register, managed through NetSuite, includes only suppliers that are actually used.

The Company has granted a specific power of attorney to the Business Unit Director, which also includes authority for managing relationships with suppliers and customers.

The Company requires that even merely apparent situations of conflict of interest with the Company be avoided and, in any event, that the occurrence of such situations be reported to line managers. The employee shall inform the operational manager of any financial or non-financial interests that the employee, his or her relatives or acquaintances, or persons with whom the employee has had any form of remunerated collaboration, may have in activities connected with the office. In all such cases, the employee shall refrain from participating in the related activities.

The Company has adopted a new contract template containing a specific clause concerning compliance with the 231 Model.

The Company requires that:

- the purchase has been approved by the relevant manager and is covered by the relevant budget;
- billing details are provided with appropriate payment terms;
- standard payment terms are not less than 30 days from receipt of a correct invoice;
- before approving an invoice, it is necessary to ensure that the goods or services have been delivered as agreed and that the price corresponds to the agreed price;
- “Maverick” purchases (outside the defined procedure) are not permitted.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the Management System (Oracle NetSuite Tool) and engagement letters with external professional firms.

2.2. SENSITIVE ACTIVITY: *Personnel management and selection activities*

2.2.1. Company functions involved:

- HR
- Specific functions involved in recruitment
- Business Unit Director
- Group Accounting Manager
- CEO
- Payroll

2.2.2. Procedural system:

- BTO Code of Ethics
- HRBOOK2025
- Allibo Tool
- Hiring Process Job Architecture 2026
- Travel Expense Policy
- Payroll Tool
- Whistleblowing Procedure

2.2.3. Organisational Measures and Control and Monitoring Activities:

The Company identifies in detail the roles of the various key figures involved in the recruitment process, such as: Business Unit Director, Workforce Planning and Execution Manager, Talent Acquisition Team, HRBP, Hiring Manager.

The Company uses the Allibo portal to manage and track the entire employee lifecycle, from execution of the employment contract through termination of employment (offboarding), and has adopted a formalised performance management platform that enables periodic employee assessments, confirmation or modification of the pre-assigned Job Level, allocation of bonuses, and tracking of every stage of the process within the system.

The Company adopts a recruitment process structured into several phases, with segregation of roles and responsibilities during personnel selection activities:

1. Needs analysis: definition of the profile and budget with the HRBP.

2. Recruitment Request (RdA): completion and digital approval in Allibo.

3. Search activation: publication on Allibo, LinkedIn, specialist portals or through head-hunters (subject to prior HR approval).

4. Screening and shortlist: joint HR–Manager assessment; traceability in Allibo (time-to-hire, conversion rate, acceptance rate).

5. Interview process: HR and Hiring Manager: motivational, cultural and compensation assessment. Technical: conducted by the manager or specialists. Final: management validation. At the end of each interview process, a written record must be prepared.

6. Offer and onboarding: formalisation of the PdA and coordination of the onboarding process

The Company uses various sourcing channels, including: Allibo ATS, LinkedIn Recruiter, specialist portals, universities and Career Days, and partnerships with recruitment firms (subject to prior HR approval).

The Company requires that even merely apparent situations of conflict of interest with the Company be avoided and, in any event, that the occurrence of such situations be reported to line managers. The employee shall inform the operational manager of any financial or non-financial interests that the employee, his or her relatives or acquaintances, or persons with whom the employee has had any form of remunerated collaboration, may have in activities connected with the office. In all such cases, the employee shall refrain from participating in the related activities.

The Company has a dedicated conflict-of-interest form which is signed at the time of recruitment exclusively by high-level and managerial personnel.

The Company uses a dedicated tool called NetSuite to manage expense reports and representation expenses.

The Company has a specific policy on employee expense reimbursements and representation expenses. This procedure sets precise spending and reimbursement limits and provides for two established checks, the first by the relevant manager and the second by the Payroll function.

The Company requires all requests relating to travel or business trips to be submitted to the travel agency or Travel Office, subject to prior approval by the relevant Project Manager.

The Company requires that, where an employee needs to travel or undertake a business trip, the following procedure must be followed:

a) Completion of the travel/business-trip request form:

- The form must be completed in all mandatory fields.

- The form is individual: group requests are not accepted. The notes field may be used to indicate the names of colleagues with whom the travel or overnight stay will be undertaken, or to provide other useful information.

- Each request must indicate the project code required for cost allocation.

b) Submission of the request by email to the dedicated addresses for each Group company

Payment cards assigned to sales personnel have predefined spending limits.

The Company expressly prohibits granting advantages and/or benefits of any kind to public employees or public officials.

For the preparation of annual tax certificates and payment of social-security contributions, the Company is supported by an external payroll consultant.

The External Consultant obtains all information required to prepare and issue payslips (e.g. clock-in/clock-out times, leave, holidays, sickness, overtime, business trips, medical certificates, maternity leave, etc.). Once the documentation has been completed, it is shared with HR through the management system.

The Company expressly prohibits making untruthful statements to the Public Administration.

The Company uses the Allibo portal to manage and track the employee's entire lifecycle, from execution of the employment contract through to termination of employment (offboarding).

The Group People Management division is responsible for preparing recruitment documentation, including documentation relating to protected or subsidised categories.

The Company has a specific procedure governing salary increases, which provides that:

- the available budget is planned annually
- for junior staff/apprentices, the salary increase plan is on a three-year basis
- salary increases are granted during predefined periods
- approval of an increase takes place through completion of a form stating the reason for the increase (performance, market, retention)

The Company uses the Allibo portal to manage and track the entire employee lifecycle, from execution of the employment contract through termination of employment (offboarding), and has adopted a formalised performance management platform that enables periodic employee assessments, confirmation or modification of the pre-assigned Job Level, allocation of bonuses, and tracking of every stage of the process within the system.

Each month, HR prepares a report containing all information required by the external consultant to prepare payslips. The file prepared by the external consultant on the basis of the documentation received is imported directly into the home-banking system, allowing the Administration, Finance and Control Office to verify the data. Once the process is completed, the Head of the Administration, Finance and Control Office informs the Chief Executive Officer, who then accesses the home-banking system and authorises the payment.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.2.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the Allibo Tool, the travel/business-trip booking form and the Payroll Tool.

2.3. Sensitive activity: Management of judicial and out-of-court disputes

2.3.1. Company functions involved:

- Legal & Corporate Affairs

2.3.2. Procedural system:

- BTO Code of Ethics
- Whistleblowing Procedure

2.3.3. Organisational Measures and Control and Monitoring Activities:

The Company requires the Legal function to be involved, with the support of external law firms, in the event of judicial or out-of-court proceedings.

The Company provides that relations with the Public Administration must be based on clarity, transparency and professionalism, and on recognition of the respective roles and organisational structures, also with a view to constructive dialogue aimed at substantive compliance with the applicable regulations.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.3.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing).

2.4. Sensitive activity: Administrative and accounting activities, preparation of the annual financial statements, filing of tax returns and corporate-law compliance requirements

2.4.1. Company functions involved:

- Group Accounting Manager
- Group Consolidation & Treasury Manager

2.4.2. Procedural system:

- Kyriba Treasury Software
- Whistleblowing Procedure

2.4.3. Organisational Measures and Control and Monitoring Activities:

The Company uses Kyriba software as a dedicated treasury-management tool for updating, monitoring and consolidating cash flows at Group level, ensuring transaction traceability, data reliability and consistency of financial information.

The Company provides for separate users and profiles in remote banking and in the Treasury software (Kyriba), used to manage cash flows, payments and cash-management activities:

- Operator: may prepare flows but may not authorise them. The Operator may prepare payment instructions and update the data required to process flows, without approval authority
- Controller: may verify and release items for approval but may not authorise them
- Authoriser/Signatory: authorises and signs payments

The Company identifies the persons responsible for authorising payments and the authorised threshold limit.

Access to the software is personal and assigned to named users, protected by credentials and security authentication. All operations carried out by users (preparation, amendment, approval) are automatically tracked by the system through application logs.

In urgent cases where the standard payment preparation and approval process cannot be followed, the Company provides for the following simplified procedure: Treasury requests authorisation from the Chief Executive Officer by means of an internal email addressed to that individual; the Chief Executive Officer approves the urgent payment by email, and Treasury enters the payment only after receiving written authorisation.

The Company requires all balance-sheet accounts classified as critical to be reviewed periodically, on a monthly basis, by the Administration Function in order to monitor their status, identify any anomalous or inactive balances and ensure the correctness of accounting entries. Account reconciliation activities must also be carried out daily, in accordance with the principles of accuracy, timeliness and traceability of operations. Monthly intercompany reconciliation is also performed in line with closing and cash-pooling activities; reconciliation is daily for the main operating accounts and weekly/monthly for minor accounts.

The Company adopts the following operational measures:

- Bank details are updated only following an explicit request from the supplier, received through channels considered reliable (e.g. certified email/PEC or the contact person's official email address).
- Before an IBAN is entered or amended, the information received is checked for consistency against the data already held in the master records.
- Supplier master-data updates are carried out exclusively by authorised administrative personnel with controlled access to the systems.
- The following control is in place: an operator records the change; a manager or colleague subsequently verifies the correctness of the master data during the accounts-payable control process and at the payment stage.
- All changes remain traceable in the systems through application logs (user, date, time, type of change).
- For new IBANs provided, especially in the case of material invoices or unexpected changes, appropriate supporting documentation is required (for example: an electronic invoice showing the IBAN, a letter on the supplier's letterhead, etc.).

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.4.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Kyriba Treasury Software.

2.5. SENSITIVE ACTIVITY: *Management of donations, gifts and charitable contributions*

2.5.1. Company functions involved:

- CEO
- Business Unit Director
- Legal
- Procurement
- Sales, Pre-Sales & Operational Marketing
- Corporate Communication, Brand Identity & ESG

2.5.2. Procedural system:

- BTO Code of Ethics
- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.5.3. Organisational Measures and Control and Monitoring Activities:

On an annual basis, the Company makes charitable contributions to previously selected charitable bodies and associations. The approval process provides for:

- initial sharing and approval by the Procurement and Legal teams;
- approval by the CEO's signature;
- entry of the purchase request in the NetSuite management system which, once finally confirmed by Procurement, formally acquires Purchase Order (PO) status.

The Company provides that, in relations with customers and suppliers or other parties with whom they come into contact for work-related reasons, senior management and employees may not accept remuneration, gifts or preferential treatment of more than symbolic value (not exceeding an established threshold); employees are required to inform their line manager of any offers received in this regard. Likewise, it is prohibited to offer or grant undue remuneration, gifts or preferential treatment of more than symbolic value and, in any event, outside normal courtesies, with the intention of unlawfully favouring the Company's interests.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.5.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Management System (Oracle NetSuite Tool).

2.6. SENSITIVE ACTIVITY: *Management of institutional and media relations*

2.6.1. Company functions involved:

- Business Unit Director
- CEO
- HR
- Finance
- Sales, Pre-Sales & Operational Marketing
- Corporate Communication, Brand Identity & ESG

2.6.2. Procedural system:

- BTO Code of Ethics
- Whistleblowing Procedure

2.6.3. Organisational Measures and Control and Monitoring Activities:

The Company stipulates that relations with the Public Administration must be based on clarity, transparency and professionalism, and on recognition of the respective roles and organisational structures, also with a view to constructive dialogue aimed at substantive compliance with the applicable regulations.

The Company requires its employees to conduct themselves with the utmost fairness and integrity in dealings with public officials, also avoiding any impression of seeking to improperly influence decisions or obtain preferential treatment.

The Company prohibits offering or receiving money, gifts or other benefits other than those of modest value (not exceeding a defined threshold) and, in any event, within the limits permitted by company procedures. In dealings with the Public Administration, it is expressly prohibited to:

- grant advantages and/or benefits of any kind to public employees or public officials;
- make untruthful statements to the Public Administration;
- allocate amounts received from the Public Administration by way of grants, contributions or financing to purposes other than those for which they were granted;
- solicit or obtain confidential information that could compromise the integrity or reputation of either party.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.6.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing).

2.7. SENSITIVE ACTIVITY: MANAGEMENT OF INSPECTIONS AND RELATIONS WITH THE COMPETENT AUTHORITIES

2.7.1. Company functions involved:

- Group Accounting Manager
- Group Consolidation & Treasury Manager
- Legal & Corporate Affairs

2.7.2. Procedural system:

- BTO Code of Ethics
- Whistleblowing Procedure

2.7.3. Organisational Measures and Control and Monitoring Activities:

The Company stipulates that relations with the Public Administration must be based on clarity, transparency and professionalism, and on recognition of the respective roles and organisational structures, also with a view to constructive dialogue aimed at substantive compliance with the applicable regulations.

The Company requires its employees to conduct themselves with the utmost fairness and integrity in dealings with public officials, also avoiding any impression of seeking to improperly influence decisions or obtain preferential treatment.

The Company prohibits offering or receiving money, gifts or other benefits other than those of modest value (not exceeding a defined threshold) and, in any event, within the limits permitted by company procedures. In dealings with the Public Administration, it is expressly prohibited to:

- grant advantages and/or benefits of any kind to public employees or public officials;
- make untruthful statements to the Public Administration;
- allocate amounts received from the Public Administration by way of grants, contributions or financing to purposes other than those for which they were granted;
- solicit or obtain confidential information that could compromise the integrity or reputation of either party.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.7.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing).

2.8. SENSITIVE ACTIVITY: *Management of public tenders*

2.8.1. Company functions involved:

- Business Unit Director
- Sales Administration & Tender Specialist

2.8.2. Procedural system:

- BTO Code of Ethics
- Whistleblowing Procedure

2.8.3. Organisational Measures and Control and Monitoring Activities:

The Company requires every new tender contract in which it participates to be signed by the Company's Chief Executive Officer.

The Company seeks to promote the value of competition, adopting the principles of fairness, fair competition and transparency towards all market operators.

The Company requires that even merely apparent situations of conflict of interest with the Company be avoided and, in any event, that the occurrence of such situations be reported to line managers. The employee shall inform the operational manager of any financial or non-financial interests that the employee, his or her relatives or acquaintances, or persons with whom the employee has had any form of remunerated collaboration, may have in activities connected with the office. In all such cases, the employee shall refrain from participating in the related activities.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.8.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing).

B. OFFENCES UNDER ART. 24 BIS OF LEGISLATIVE DECREE 231 - Computer crimes and unlawful data processing

1. OFFENCE TYPES AND SANCTIONS

Article 24 *bis* of Legislative Decree 231, which includes computer crimes, was introduced by Law No. 48/2008 and subsequently amended by Legislative Decree No. 78/2016 and Decree-Law No. 105/2019, and covers computer crimes and unlawful data processing. In particular, paragraph 1 of Article 24 *bis* covers the following offences:

- unauthorised access to IT and telecommunications systems (615-*ter* Italian Criminal Code);
- unlawful interception, prevention or interruption of IT or telecommunications communications and installation of equipment designed to carry out such acts (617-quater Italian Criminal Code);
- installation of equipment designed to intercept, prevent or interrupt IT or telecommunications communications (617-quinquies Italian Criminal Code);
- damage, destruction, alteration, deletion or deterioration of IT or telecommunications systems or data, including those used by the State or another public body or otherwise serving a public utility (635-bis, 635-ter, 635-quater, 635-quinquies Italian Criminal Code).

For these offences, Legislative Decree 231 provides for the following types of sanctions:

- financial sanctions (up to 500 quotas), and
- disqualification sanctions pursuant to Art. 9, paragraph 2, letters a), b) and e):
  - prohibition from carrying on business activities;

- suspension or revocation of authorisations, licences, etc.;
- prohibition from advertising goods and services.

Paragraph 2 of Article 24 *bis* covers the following offences:

- unauthorised possession and dissemination of passwords, access codes or other means suitable for accessing an IT or telecommunications system (615-*quater*); and
- dissemination of computer programs intended to damage or interrupt an IT or telecommunications system (615-quinquies).

For these offences, Legislative Decree 231 provides for the following types of sanctions:

- financial sanctions (up to 300 quotas), and
- disqualification sanctions pursuant to Art. 9, paragraph 2, letters b) and e):
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from advertising goods and services.

Paragraph 3 of Article 24 *bis* covers the following offences:

- forgery of public electronic documents having evidentiary value (491-*bis*);
- breach of legal obligations relating to the issuance of a qualified certificate (640-*quinquies*).

For these offences, Legislative Decree 231 provides for the following types of sanctions:

- financial sanctions (up to 400 quotas), and
- disqualification sanctions pursuant to Art. 9, paragraph 2, letters c), d) and e):
  - prohibition from contracting with the Public Administration, except to obtain the provision of a public service;
  - exclusion from benefits, financing, contributions and subsidies, and possible revocation thereof;
  - prohibition from advertising goods and services.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above computer crimes have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activity is analysed below.

2.1. SENSITIVE ACTIVITY: USE OF IT OR TELECOMMUNICATIONS RESOURCES AND INFORMATION

2.1.1. Company functions involved:

- IT
- Business Unit Director BU Advisory

2.1.2. Procedural system:

- Intune Asset Inventory System
- ISO 27001 Certification
- BTO Code of Ethics
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

Through a system of preventive restrictions, the Company does not allow employees (with the exception of developers and technical teams assigned to VA/PT activities) to install software without the authorisation of the IT Manager.

The Company has an asset inventory system designed to map all IT systems, including hardware infrastructure, network configurations and software licences installed on the systems. In addition, the IT function monitors software installed on employee endpoints through the Microsoft Intune tool.

The Company prohibits altering in any way the operation of computer and telematic systems or intervening in any manner on installed data, information and programs in order to obtain, directly and/or indirectly, advantages or benefits for the Company.

The Company holds ISO 27001 certification for information security management.

The IT function receives specific alerts in the event of bulk data downloads from Company servers.

The Company has a specific procedure for reporting potential unlawful acts and breaches of Company regulations, aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the Intune Asset Inventory system and the summary report of the activities carried out.

C. OFFENCES UNDER ART. 24 TER, UNDER ART. 25 QUATER, UNDER ART. 25 DECIES OF LEGISLATIVE DECREE 231 - organised crime offences, inducement not to make statements or to make false statements to the judicial authorities, and offences for the purposes of terrorism or subversion of the democratic order

1. OFFENCE TYPES AND SANCTIONS

Article 24 *ter* of Legislative Decree 231, introduced by Art. 10 of Law No. 146/2006 and amended by Law No. 94/2009 and Law No. 69/2015, includes the following organised crime offences:

- criminal association aimed at committing any of the offences referred to in Articles 600, 601 and 602, as well as Article 12, paragraph 3-bis, of the Consolidated Act governing immigration and the status of foreign nationals, pursuant to Legislative Decree No. 286 of 25 July 1998 (Art. 416, paragraph 6, Italian Criminal Code);
- criminal association (Art. 416 Italian Criminal Code);
- mafia-type associations, including foreign associations (Art. 416 *bis* Italian Criminal Code);
- political-mafia electoral exchange (Art. 416 *ter* Italian Criminal Code);
- kidnapping for the purpose of robbery or extortion (Art. 630 Italian Criminal Code);
- criminal association for the purpose of illicit trafficking in narcotic or psychotropic substances (Art. 74, Presidential Decree No. 309 of 9 October 1990);
- unlawful manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or a place open to the public of weapons of war or war-type weapons or parts thereof, explosives, clandestine weapons, as well as multiple common firearms, excluding those referred to in Article 2, third paragraph, of Law No. 110 of 18 April 1975 (Art. 407, paragraph 2, letter a), no. 5), Italian Code of Criminal Procedure).

The following types of sanctions are provided for the above offences:

- financial sanctions (from 300 to 1,000 quotas) and

- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2, for a period of not less than one year:
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;
  - exclusion from, and possible revocation of, benefits, financing, etc.;
  - prohibition from advertising goods and services.

If the entity or one of its organisational units is permanently used for the sole or predominant purpose of enabling or facilitating the commission of the offences referred to in paragraphs 1 and 2, the definitive disqualification sanction prohibiting the carrying on of business activities applies pursuant to Article 16, paragraph 3.

Article 25-quater of Legislative Decree 231, introduced by Law No. 7 of 14 January 2003, which ratifies the International Convention for the Suppression of the Financing of Terrorism adopted in New York on 9 December 1999, covers offences related to the financing of terrorist groups or acts, or subversion of the democratic order, and provides for the following types of sanctions:

- financial sanctions (up to 1,000 quotas if the offence is punishable by imprisonment for not less than ten years or life imprisonment; up to a maximum of seven hundred quotas if the offence is punishable by imprisonment for less than ten years), and
- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2, letters a), b), c), d) and e), for a period of not less than one year:
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;
  - exclusion from, and possible revocation of, benefits, financing, etc.;
  - prohibition from advertising goods and services;
- definitive disqualification sanction pursuant to pursuant to Art. 16, paragraph 3, if the entity or one of its organisational units is permanently used for the sole or predominant purpose of enabling or facilitating the commission of the offences referred to in paragraph 1.

Law No. 146/2006 introduced among the offences under Legislative Decree 231 the offence of inducement not to make statements or to make false statements to the judicial authorities (Art. 377 *bis* Italian Criminal Code). The heading of this offence was subsequently amended by Law No. 116/2009 under Art. 25-*decies* of Legislative Decree 231. If such offences are committed, the Company is subject to financial sanctions (up to 500 quotas).

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above offences have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activities are analysed below.

2.1. SENSITIVE ACTIVITY: *Supplier selection and management*

2.1.1. Company functions involved:

- Procurement
- Business Owner

2.1.2. Procedural System:

- Procurement Procedure_v1_2025

- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company requires that:

- the purchase has been approved by the relevant manager and is covered by the relevant budget;
- billing details are provided with appropriate payment terms;
- standard payment terms are not less than 30 days from receipt of a correct invoice;
- before approving an invoice, it is necessary to ensure that the goods or services have been delivered as agreed and that the price corresponds to the agreed price;
- "Maverick" purchases (outside the defined procedure) are not permitted.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Management System (Oracle NetSuite Tool).

2.2. Sensitive activity: Management of donations, gifts and charitable contributions

2.2.1. Company functions involved:

- Procurement
- CEO
- Business Unit Director
- Legal
- Procurement
- Sales, Pre-Sales & Operational Marketing
- Corporate Communication, Brand Identity & ESG

2.2.2. Procedural System:

- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.2.3. Organisational Measures and Control and Monitoring Activities:

On an annual basis, the Company makes charitable contributions to previously selected charitable bodies and associations. The approval process provides for:

- initial sharing and approval by the Procurement and Legal teams;
- approval by the CEO's signature;
- entry of the purchase request in the NetSuite management system which, once finally confirmed by Procurement, formally acquires Purchase Order (PO) status.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.2.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Management System (Oracle NetSuite Tool).

2.3. SENSITIVE ACTIVITY: *Management of judicial and out-of-court disputes*

2.3.1. Company functions involved:

- Legal & Corporate Affairs

2.3.2. Procedural System:

- BTO Code of Ethics
- Whistleblowing Procedure

2.3.3. Organisational Measures and Control and Monitoring Activities:

The Company requires the Legal function to be involved, with the support of external law firms, in the event of judicial or out-of-court proceedings.

The Company provides that relations with the Public Administration must be based on clarity, transparency and professionalism, and on recognition of the respective roles and organisational structures, also with a view to constructive dialogue aimed at substantive compliance with the applicable regulations.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.3.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing).

D. OFFENCES UNDER ART. 25 BIS OF LEGISLATIVE DECREE 231 - Counterfeiting of currency, public credit instruments, revenue stamps and identification instruments or marks

1. OFFENCE TYPES AND SANCTIONS

Article 25 *bis* of Legislative Decree 231, amended by Law No. 99/2009, as subsequently amended by Legislative Decree No. 125/2016, covers offences relating to currency counterfeiting and, specifically:

- counterfeiting currency, spending and introducing counterfeit currency into the State by prior agreement (Art. 453 Italian Criminal Code);
- alteration of currency (Art. 454 Italian Criminal Code);
- counterfeiting watermarked paper used for the manufacture of public credit instruments, revenue stamps and identification instruments or marks (Art. 460 Italian Criminal Code);
- manufacture or possession of watermarks or instruments intended for counterfeiting currency, revenue stamps or watermarked paper (Art. 461 Italian Criminal Code);
- spending and introducing counterfeit currency into the State without prior agreement (Art. 455 Italian Criminal Code);
- spending counterfeit currency received in good faith (Art. 457 Italian Criminal Code);
- use of counterfeit or altered revenue stamps (Art. 464, paragraphs 1 and 2, Italian Criminal Code);
- counterfeiting revenue stamps, introduction into the State, purchase, possession or circulation of counterfeit revenue stamps (Art. 459 Italian Criminal Code);

- counterfeiting, alteration or use of trademarks or distinctive signs, patents, models and designs (Art. 473 Italian Criminal Code);
- introduction into the State and trade in industrial products bearing counterfeit trademarks or distinctive signs (Art. 474 Italian Criminal Code).

The following types of sanctions are provided for these offences:

- financial sanctions (up to 800 quotas), and
- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2, letters a), b), c), d) and e), for a period not exceeding one year:
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;
  - exclusion from, and possible revocation of, benefits, financing, etc.;
  - prohibition from advertising goods and services.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above offences have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activity is analysed below.

2.1 SENSITIVE ACTIVITY: *Negotiation and management of customer relationships*

2.1.1. Company functions involved:

- Business Unit Director
- CEO
- External Communication & ESG Manager

2.1.2. Procedural system:

- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

Brochures and information materials are managed and prepared internally, with content jointly defined by the External Communication & ESG Manager and Sales functions.

The Company has a specific procedure for reporting potential unlawful acts and breaches of Company regulations, aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing).

E. OFFENCES UNDER ART. 25-BIS.1 OF LEGISLATIVE DECREE 231 - Offences against industry and trade

1. OFFENCE TYPES AND SANCTIONS

Article 25-*bis*.1 of Legislative Decree 231 was introduced into Legislative Decree 231 by Law No. 99/2009 in order to punish the following offences against industry and trade:

- disruption of freedom of industry or trade (Art. 513 Italian Criminal Code);
- unlawful competition involving threats or violence (Art. 513 *bis* Italian Criminal Code);
- fraud against national industries (Art. 514 Italian Criminal Code);
- fraud in the course of trade (Art. 515 Italian Criminal Code);
- sale of non-genuine foodstuffs as genuine (Art. 516 Italian Criminal Code);
- sale of industrial products bearing misleading signs (Art. 517 Italian Criminal Code);
- manufacture and trade of goods produced by infringing industrial property rights (Art. 517-*ter* Italian Criminal Code);
- counterfeiting geographical indications or designations of origin for agri-food products (Art. 517-*quater* Italian Criminal Code).

The sanctions provided for these types of offences may be:

- financial sanctions (up to 800 quotas), and
- for the offences referred to in Articles 513 bis and 514 of the Italian Criminal Code, disqualification sanctions, pursuant to pursuant to Art. 9, paragraph 2:
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;
  - exclusion from, and possible revocation of, benefits, financing, etc.;
  - prohibition from advertising goods and services.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above offences against industry and trade have been considered potentially applicable in relation to the activities carried out by the Company. The relevant activities are analysed below.

2.1 SENSITIVE ACTIVITY: NEGOTIATION AND MANAGEMENT OF CUSTOMER RELATIONSHIPS

2.1.1. Company functions involved:

- Business Unit Director
- Sales
- CEO
- Head of BU Sales Advisory

2.1.2. Procedural system:

- BTO Code of Ethics
- Salesforce CRM
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company seeks to promote the value of competition, adopting the principles of fairness, fair competition and transparency towards all market operators.

The Company requires that even merely apparent situations of conflict of interest with the Company be avoided and, in any event, that the occurrence of such situations be reported to line managers. The employee shall inform the operational manager of any financial or non-financial interests that the employee, his or her relatives or acquaintances, or persons with whom the employee has had any form of remunerated collaboration, may have in activities connected with the office. In all such cases, the employee shall refrain from participating in the related activities.

The Company has granted a specific power of attorney to the Business Unit Director, which also includes authority for managing relationships with suppliers and customers.

The Company uses the CRM (Salesforce), in which ongoing negotiations and sales opportunities are recorded. The system is configured with two-factor authentication to ensure adequate security levels. Visibility of sales opportunities is shared with the BU Director and the Business Execution manager.

The Company has a specific procedure for reporting potential unlawful acts and breaches of Company regulations, aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Salesforce CRM.

F. OFFENCES UNDER ART. 25 TER OF LEGISLATIVE DECREE 231 - Corporate Offences

1. OFFENCE TYPES AND SANCTIONS

Art. 25-ter of Legislative Decree 231/2001 governs the administrative liability of entities for the commission of so-called corporate offences. Over the years, the provision has been subject to numerous legislative amendments, most recently by Legislative Decree 19/2023, which have broadened the range of relevant offences to include, among other things, private-to-private corruption and incitement to private-to-private corruption.

The provision includes, among others, offences relating to false corporate communications, unlawful transactions involving share capital and corporate assets, obstruction of the functions of public supervisory authorities, as well as further offences aimed at safeguarding proper corporate management and transparency of corporate information, namely:

- false corporate communications (Art. 2621 Italian Civil Code);
- minor offences (Art. 2621-bis Italian Civil Code);
- false corporate communications by listed companies (false accounting) causing damage to shareholders or corporate creditors (Art. 2622 Italian Civil Code);
- obstruction of the free conduct of control or statutory audit activities legally assigned to shareholders, other corporate bodies or the auditing firm (obstruction of control, Art. 2625 Italian Civil Code);
- unlawful return of contributions (Art. 2626 Italian Civil Code);
- unlawful distribution of profits and reserves (Art. 2627 Italian Civil Code);
- unlawful transactions involving shares or quotas of the Company or its parent company (Art. 2628 Italian Civil Code);
- transactions to the detriment of creditors (Art. 2629 Italian Civil Code);
- fictitious formation of share capital (Art. 2632 Italian Civil Code);
- unlawful distribution of corporate assets by liquidators (Art. 2633 Italian Civil Code);
- unlawful influence over the shareholders' meeting (Art. 2636 Italian Civil Code);
- market manipulation (Art. 2637 Italian Civil Code);
- failure to disclose a conflict of interest (Art. 2629 bis Italian Civil Code);
- obstruction of the functions of public supervisory authorities (Art. 2638 Italian Civil Code);

- false or omitted statements for the issuance of the preliminary certificate (Art. 54 Legislative Decree 19/2023);
- private-to-private corruption (Art. 2635 Italian Civil Code);
- incitement to private-to-private corruption (Art. 2635 *bis* Italian Civil Code).

Article 25 *ter* provides for:

- financial sanctions up to a maximum of 1,200 quotas. The sanctions may be increased by up to one third if the Company has obtained a profit of significant value.

For the offences referred to in Articles 2635 and 2635-*bis* the following are provided for:

- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2:
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;
  - exclusion from, and possible revocation of, benefits, financing, etc.;
  - prohibition from advertising goods and services.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above corporate offences have been considered potentially applicable in relation to the Company's activities. The relevant sensitive activities are analysed below.

2.1. SENSITIVE ACTIVITY: SUPPLIER SELECTION AND MANAGEMENT

2.1.1. Company functions involved:

- Procurement
- Business Owner
- Legal & Corporate Affairs
- Requesting Function
- Group Accounting Manager
- Group Consolidation & Treasury Manager

2.1.2. Procedural system:

- BTO Code of Ethics
- Procurement Procedure_v1_2025
- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company requires completion of:

- a self-declaration confirming the absence of conflicts of interest. The Company considers it necessary to avoid business relationships with suppliers that have a personal or financial connection with a Company employee. Each employee is responsible for disclosing such connections (conflicts of interest). Negotiations with potential suppliers and the signing of contracts/agreements with suppliers may not be carried out by Company personnel who have a personal connection (family or friendship) with, or a financial interest in, the supplier
- a supplier master-data creation form.

The Procurement function: ensures implementation of the Procurement Procedure; manages supplier selection and appointment methods; keeps the contract archive and Supplier Register constantly up to date; informs stakeholders about the procurement procedure and objectives and monitors implementation of the Procurement strategy and objectives; regularly aligns with Planning & Control on expenditure budgets and with Administration on administrative matters (e.g. PR/PO approvals, supplier master-data creation, invoice payments, etc.); reviews and approves PRs in NetSuite; generates purchase orders to suppliers; and liaises and communicates with suppliers to ensure achievement of Company objectives and correct implementation of the internal procurement procedure.

The Company requires procurement activities to be conducted through a competitive, fair, transparent, non-discriminatory and open process, in which specifications are formulated on a neutral and functional basis, and requires the supplier selection and procurement process to be initiated when a need arises.

The Company has a purchasing process under which the Procurement function must be contacted before any purchasing process begins. Any purchase above 5,000 must have at least 2 quotations, while any purchase above 50,000 must have at least 3 quotations.

Any exception must be recorded in writing and be capable of being documented.

The Company has a procurement and supplier selection process divided into 8 phases:

- Phase 1: analysis of needs and current costs, and collection of input from stakeholders
- Phase 2: analysis of the supplier market to identify potential suppliers and understand market dynamics
- Phase 3: definition of the total cost of ownership of the purchased good or service, including end-of-life costs. In addition to requirements relating to the good or service, all relevant requirements also include potential legal, regulatory, information security, sustainability and other compliance requirements
- Phase 4: sending a request for quotation to potential suppliers in accordance with the selected process. Sufficient time must be allowed for submission of quotations and for questions to be raised regarding the request
- Phase 5: once quotations have been received, they are assessed against agreed criteria.
- Phase 6: once negotiations have been concluded, an award proposal is prepared. It must be approved by the relevant stakeholders and, where applicable, in accordance with other internal rules
- Phase 7: once internally approved, the contract must be signed by both parties in accordance with their respective powers of attorney. The signed contract must be uploaded to NetSuite by the Procurement Function, which also ensures that the supplier is registered and classified in NetSuite so that invoices subsequently issued by the supplier can be paid
- Phase 8: upon completion of all previous phases, the contract enters the execution phase (delivery of the good/service)

For each new supplier, specific documentation must be collected and verified, including a Chamber of Commerce company registration report, DURC social-security compliance certificate, company profile, declaration of absence of conflicts of interest and references. The Supplier Register, managed through NetSuite, includes only suppliers that are actually used.

The Company has granted a specific power of attorney to the Business Unit Director, which also includes authority for managing relationships with suppliers and customers.

The Company requires that even merely apparent situations of conflict of interest with the Company be avoided and, in any event, that the occurrence of such situations be reported to line managers. The employee shall inform the operational manager of any financial or non-financial interests that the employee, his or her relatives or acquaintances, or persons with whom the employee has had any form of remunerated collaboration, may have in activities connected with the office. In all such cases, the employee shall refrain from participating in the related activities.

The Company has adopted a new contract template containing a specific clause concerning compliance with the 231 Model.

Specific engagement letters are formalised when agreements are entered into with external professional firms.

The Company requires the Business Owner, within the NetSuite tool, to confirm that the service has been correctly performed by completing the "goods receipt", which subsequently allows the invoice to be recorded.

The Company's Business Owners are responsible for managing and monitoring the suppliers, contracts and services for which they are the designated owners. Before making any purchase, it is their responsibility to ensure that:

- the purchase has been approved by the relevant manager and is covered by the relevant budget;
- billing details are provided with appropriate payment terms;
- standard payment terms are not less than 30 days from receipt of a correct invoice;
- before approving an invoice, it is necessary to ensure that the goods or services have been delivered as agreed and that the price corresponds to the agreed price;
- "Maverick" purchases are not permitted.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the Management System (Oracle NetSuite Tool) and engagement letters with external professional firms.

2.2. SENSITIVE ACTIVITY: PERSONNEL MANAGEMENT AND SELECTION ACTIVITIES

2.2.1. Company functions involved:

- HR
- Specific functions involved in recruitment
- Business Unit Director
- CEO
- Payroll

2.2.2. Procedural system:

- BTO Code of Ethics

- HRBOOK2025
- Allibo Tool
- Payroll Tool
- Hiring Process Job Architecture 2026
- Travel Expense Policy
- Whistleblowing Procedure

2.2.3. Organisational Measures and Control and Monitoring Activities:

The Company identifies in detail the roles of the various key figures involved in the recruitment process, such as: Business Unit Director, Workforce Planning and Execution Manager, Talent Acquisition Team, HRBP, Hiring Manager.

The Company uses the Allibo portal to manage and track the entire employee lifecycle, from execution of the employment contract through termination of employment (offboarding), and has adopted a formalised performance management platform that enables periodic employee assessments, confirmation or modification of the pre-assigned Job Level, allocation of bonuses, and tracking of every stage of the process within the system.

The Company adopts a recruitment process structured into several phases, with segregation of roles and responsibilities during personnel selection activities:

1. Needs analysis: definition of the profile and budget with the HRBP.

2. Recruitment Request (RdA): completion and digital approval in Allibo.

3. Search activation: publication on Allibo, LinkedIn, specialist portals or through head-hunters (subject to prior HR approval).

4. Screening and shortlist: joint HR–Manager assessment; traceability in Allibo (time-to-hire, conversion rate, acceptance rate).

5. Interview process: HR and Hiring Manager: motivational, cultural and compensation assessment. Technical: conducted by the manager or specialists. Final: management validation. At the end of each interview process, a written record must be prepared.

6. Offer and onboarding: formalisation of the PdA and coordination of the onboarding process

The Company uses various sourcing channels, including: Allibo ATS, LinkedIn Recruiter, specialist portals, universities and Career Days, and partnerships with recruitment firms (subject to prior HR approval).

The Company requires that even merely apparent situations of conflict of interest with the Company be avoided and, in any event, that the occurrence of such situations be reported to line managers. The employee shall inform the operational manager of any financial or non-financial interests that the employee, his or her relatives or acquaintances, or persons with whom the employee has had any form of remunerated collaboration, may have in activities connected with the office. In all such cases, the employee shall refrain from participating in the related activities.

The Company has a dedicated conflict-of-interest form which is signed at the time of recruitment exclusively by high-level and managerial personnel.

The Company has a specific policy on employee expense reimbursements and representation expenses. This procedure sets precise spending and reimbursement limits and provides for two established checks, the first by the relevant manager and the second by the Payroll function.

The Company uses a dedicated tool called NetSuite to manage expense reports and representation expenses.

The Company requires all requests relating to travel or business trips to be submitted to the travel agency or Travel Office, subject to prior approval by the relevant Project Manager.

The Company requires that, where an employee needs to travel or undertake a business trip, the following procedure must be followed:

a) Completion of the travel/business-trip request form:

- The form must be completed in all mandatory fields.

- The form is individual: group requests are not accepted. The notes field may be used to indicate the names of colleagues with whom the travel or overnight stay will be undertaken, or to provide other useful information.

- Each request must indicate the project code required for cost allocation.

b) Submission of the request by email to the dedicated addresses for each Group company

Payment cards assigned to sales personnel have predefined spending limits.

The Company expressly prohibits granting advantages and/or benefits of any kind to public employees or public officials.

The Company has a specific procedure governing salary increases, which provides that:

- the available budget is planned annually
- for junior staff/apprentices, the salary increase plan is on a three-year basis
- salary increases are granted during predefined periods
- approval of an increase takes place through completion of a form stating the reason for the increase (performance, market, retention).

The Company uses the Allibo portal to manage and track the entire employee lifecycle, from execution of the employment contract through termination of employment (offboarding), and has adopted a formalised performance management platform that enables periodic employee assessments, confirmation or modification of the pre-assigned Job Level, allocation of bonuses, and tracking of every stage of the process within the system.

For the preparation of annual tax certificates and payment of social-security contributions, the Company is supported by an external payroll consultant.

Each month, HR prepares a report containing all information required by the external consultant to prepare payslips. The file prepared by the external consultant on the basis of the documentation received is imported directly into the home-banking system, allowing the Administration, Finance and Control Office to verify the data. Once the process is completed, the Head of the Administration, Finance and Control Office informs the Chief Executive Officer, who then accesses the home-banking system and authorises the payment.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.2.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the Payroll Tool, the Allibo Tool and the travel/business-trip booking form.

2.3. SENSITIVE ACTIVITY: ADMINISTRATIVE AND ACCOUNTING ACTIVITIES, PREPARATION OF THE ANNUAL FINANCIAL STATEMENTS, FILING OF TAX RETURNS AND CORPORATE-LAW COMPLIANCE REQUIREMENTS

2.3.1. Company functions involved:

- Group Accounting Manager
- Group Consolidation & Treasury Manager
- Legal & Corporate Affairs

2.3.2. Procedural system:

- Kyriba Treasury Software
- BTO Code of Ethics
- Whistleblowing Procedure

2.3.3. Organisational Measures and Control and Monitoring Activities:

The Company uses Kyriba software as a dedicated treasury-management tool for updating, monitoring and consolidating cash flows at Group level, ensuring transaction traceability, data reliability and consistency of financial information.

The Company provides for separate users and profiles in remote banking and in the Treasury software (Kyriba), used to manage cash flows, payments and cash-management activities:

- Operator: may prepare flows but may not authorise them. The Operator may prepare payment instructions and update the data required to process flows, without approval authority
- Controller: may verify and release items for approval but may not authorise them
- Authoriser/Signatory: authorises and signs payments

The Company identifies the persons responsible for authorising payments and the authorised threshold limit

Access to the software is personal and assigned to named users, protected by credentials and security authentication. All operations carried out by users (preparation, amendment, approval) are automatically tracked by the system through application logs.

In urgent cases where the standard payment preparation and approval process cannot be followed, the Company provides for the following simplified procedure: Treasury requests authorisation from the Chief Executive Officer by means of an internal email addressed to that individual; the Chief Executive Officer approves the urgent payment by email, and Treasury enters the payment only after receiving written authorisation.

The Company requires all balance-sheet accounts classified as critical to be reviewed periodically, on a monthly basis, by the Administration Function in order to monitor their status, identify any anomalous or inactive balances and ensure the correctness of accounting entries. Account reconciliation activities must also be carried out daily, in accordance with the principles of accuracy, timeliness and traceability of operations. Monthly intercompany reconciliation is also performed in line with closing and cash-pooling activities; reconciliation is daily for the main operating accounts and weekly/monthly for minor accounts.

The Company adopts the following operational measures:

- Bank details are updated only following an explicit request from the supplier, received through channels considered reliable (e.g. certified email/PEC or the contact person's official email address).

- Before an IBAN is entered or amended, the information received is checked for consistency against the data already held in the master records.
- Supplier master-data updates are carried out exclusively by authorised administrative personnel with controlled access to the systems.
- The following control is in place: an operator records the change; a manager or colleague subsequently verifies the correctness of the master data during the accounts-payable control process and at the payment stage.
- All changes remain traceable in the systems through application logs (user, date, time, type of change).
- For new IBANs provided, especially in the case of material invoices or unexpected changes, appropriate supporting documentation is required (for example: an electronic invoice showing the IBAN, a letter on the supplier's letterhead, etc.).

The Company is supported by an external firm in tax matters.

The Company requires accounting records to be maintained in accordance with the principles of transparency, truthfulness and completeness of information that guide the Company's entire information policy. The Company's accounting records must be based on accurate, complete and verifiable information. Each entry in the accounting books must reflect the nature of the transaction, represent its substance and be based on adequate supporting documentation so as to allow straightforward accounting recording, identification of the different levels of responsibility and accurate reconstruction of the transaction. All employees are required to provide their full cooperation for this purpose.

The Company uses the support of external law firms to supplement the internal Legal function. Ordinary activities — such as drafting minutes of Board of Directors meetings, approval of the financial statements and ratification of ordinary transactions — are managed internally. For corporate matters, the relevant law firm is selected directly by the majority shareholder.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.3.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the Kyriba Treasury Software and the Management System (Oracle NetSuite Tool).

2.4. Sensitive activity: Management of institutional and media relations

2.4.1. Company functions involved:

- Corporate Communication, Brand Identity & ESG

2.4.2. Procedural System:

- BTO Code of Ethics
- Whistleblowing Procedure

2.4.3. Organisational Measures and Control and Monitoring Activities:

In its relations with the media and journalists, the Company is supported by external press agencies.

The Company provides that relations with the press and other media bodies are entrusted to the specifically designated corporate functions and/or external consultants. Likewise, prior agreement with the designated functions is required before representing the Company's positions and activities, in any form or on any occasion.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.4.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing).

2.5. SENSITIVE ACTIVITY: MANAGEMENT OF INSPECTIONS AND RELATIONS WITH THE COMPETENT AUTHORITIES

2.5.1. Company functions involved:

- Group Accounting Manager
- Group Consolidation & Treasury Manager
- Legal & Corporate Affairs

2.5.2. Procedural System:

- BTO Code of Ethics
- Whistleblowing Procedure

2.5.3. Organisational Measures and Control and Monitoring Activities:

Relations with the Public Administration must be based on clarity, transparency and professionalism, and on recognition of the respective roles and organisational structures, also with a view to constructive dialogue aimed at substantive compliance with the applicable regulations.

The Company prohibits offering or receiving money, gifts or other benefits other than those of modest value (not exceeding a defined threshold) and, in any event, within the limits permitted by company procedures. In dealings with the Public Administration, it is expressly prohibited to:

- grant advantages and/or benefits of any kind to public employees or public officials;
- make untruthful statements to the Public Administration;
- allocate amounts received from the Public Administration by way of grants, contributions or financing to purposes other than those for which they were granted;
- solicit or obtain confidential information that could compromise the integrity or reputation of either party.

The Company stipulates that relations with the Public Administration must be based on clarity, transparency and professionalism, and on recognition of the respective roles and organisational structures, also with a view to constructive dialogue aimed at substantive compliance with the applicable regulations.

The Company requires its employees to conduct themselves with the utmost fairness and integrity in dealings with public officials, also avoiding any impression of seeking to improperly influence decisions or obtain preferential treatment.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.5.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing).

G. OFFENCES UNDER ART. 25 QUATER.1 OF LEGISLATIVE DECREE 231 - Female genital mutilation practices

1. OFFENCE TYPES AND SANCTIONS

Article 25-quater.1, which was introduced by Law No. 7 of 9 January 2006, covers offences involving female genital mutilation and provides for the following types of sanctions:

- financial sanctions (from 300 to 700 quotas);
- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2, for a period of not less than one year:
    - prohibition from carrying on business activities;
    - suspension or revocation of authorisations, licences, etc.;
    - prohibition from contracting with the Public Administration;
    - exclusion from, and possible revocation of, benefits, financing, etc.;
    - prohibition from advertising goods and services;
    - in the case of an accredited private entity, accreditation is also revoked;
- definitive disqualification sanction pursuant to Art. 16, paragraph 3, if the entity or one of its organisational units is permanently used for the sole or predominant purpose of enabling or facilitating the commission of the offences referred to in paragraph 1.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The offences governed by Law No. 7 of 9 January 2006 have not been considered potentially applicable in relation to the Company's activities. In any event, the Company's Code of Ethics provides principles and rules for the protection of individual dignity and integrity.

H. OFFENCES UNDER ART. 25 QUINQUIES OF LEGISLATIVE DECREE 231 - Offences against the individual

1. OFFENCE TYPES AND SANCTIONS

Article 25-*quinquies* of Legislative Decree 231, introduced by Law No. 228 of 11 August 2003, covers offences against the individual. The offences considered are:

- reduction to or maintenance in slavery (Art. 600 Italian Criminal Code);
- recruitment and inducement of minors into prostitution (Art. 600-*bis* Italian Criminal Code, paragraph 1);
- aiding, exploitation and management of child prostitution (Art. 600 *bis* Italian Criminal Code, paragraph 2);
- use and recruitment of minors for child-pornography exhibitions and performances (Art. 600-*ter* Italian Criminal Code, paragraphs 1 and 2);
- distribution, dissemination, advertising or transfer of child-pornography material (Art. 600-ter Italian Criminal Code, paragraphs 3 and 4);
- possession of pornographic material (Art. 600-quater Italian Criminal Code);
- virtual pornography (Art. 600-*quater*.1 Italian Criminal Code);

- tourism initiatives aimed at exploiting prostitution (Art. 600-*quinquies* Italian Criminal Code);
- trafficking and trade in persons (Art. 601 Italian Criminal Code);
- sale and purchase of slaves (Art. 602 Italian Criminal Code);
- unlawful intermediation and labour exploitation (Art. 603-bis Italian Criminal Code);
- grooming of minors (Art. 609-*undecies* Italian Criminal Code).

The following types of sanctions are provided for the above offences:

- financial sanctions (up to 1,000 quotas);
- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2, letters a), b), c), d) and e), for the offences referred to in paragraph 1, letters a) and b) (Arts. 600, 601, 602, 603 bis, 600-bis paragraph 1, 600-ter paragraphs 1 and 2, 600-quater paragraph 1 and 600-quinquies Italian Criminal Code), for a period of not less than one year:
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;
  - exclusion from, and possible revocation of, benefits, financing, etc.;
  - prohibition from advertising goods and services;
- definitive prohibition from carrying on business activities where the organisation is permanently used for the purpose of enabling or facilitating the commission of the offences provided for by this article.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above offences committed in breach of Law No. 228 of 11 August 2003 have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activities are analysed below.

2.1. SENSITIVE ACTIVITY: *Management of the contractual classification of relationships with employees, consultants and external collaborators*

2.1.1. Company functions involved:

- Business Unit Director
- HR
- Legal

2.1.2. Procedural System:

- HRBOOK2025
- Hiring Process Job Architecture 2026
- Contracts with external collaborators
- Allibo Tool
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company uses the Allibo portal to manage and track the entire employee lifecycle, from execution of the employment contract through termination of employment (offboarding), and has adopted a formalised performance management platform that enables periodic employee assessments, confirmation or modification of the pre-assigned Job Level, allocation of bonuses, and tracking of every stage of the process within the system.

Relationships with external collaborators are governed by specific contracts defining roles, responsibilities and methods for carrying out activities, as well as compliance with applicable regulations.

The Company has a specific procedure for reporting potential unlawful acts and breaches of Company regulations, aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), contracts with external collaborators and employment contracts.

I. OFFENCES UNDER ART. 25 SEXIES OF LEGISLATIVE DECREE 231 - Market abuse

1. OFFENCE TYPES AND SANCTIONS

Art. 25-sexies of Legislative Decree 231, introduced by Law No. 62/2005, Art. 9, paragraph 3, covers market-abuse offences and, in particular, punishes insider dealing (Art. 184 Legislative Decree 58/1998), market manipulation (Art. 185 Legislative Decree 58/1998) and the liability of the entity (Art. 187-quinquies Legislative Decree 58/1998). For the above offences, financial sanctions are provided for (up to 1,000 quotas), increased by up to ten times where the proceeds or profit obtained by the entity are of significant value.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The offences governed by Law No. 62/2005, Art. 9, paragraph 3, have not been considered potentially applicable in relation to the Company's activities.

J. OFFENCES UNDER ART. 25 SEPTIES OF LEGISLATIVE DECREE 231 - Manslaughter or serious or very serious personal injury committed in breach of occupational health and safety regulations

1. OFFENCE TYPES AND SANCTIONS

Art. 25-septies of Legislative Decree 231, introduced by Law No. 123/2007, Art. 9, and amended by Legislative Decree No. 81 of 9 April 2008 and Law No. 3/2018, covers manslaughter and serious or very serious personal injury resulting from breaches of labour laws and occupational health and safety provisions (Arts. 589 and 590, paragraph 3, Italian Criminal Code).

If such offences are committed, the Company is subject to sanctions, specifically:

- financial sanctions: if the offence referred to in Art. 589 Italian Criminal Code (manslaughter) is committed in breach of Article 55, paragraph 2, of the legislative decree implementing the delegation provided for by Law No. 123 of 3 August 2007, a financial sanction of 1,000 quotas applies; if the offence referred to in Article 589 Italian Criminal Code is committed in breach of occupational health and safety regulations, a financial sanction of not less than 250 quotas and not more than 500 quotas applies;
- in relation to the offence referred to in Article 590 (negligent personal injury), third paragraph, Italian Criminal Code, committed in breach of occupational health and safety regulations, a financial sanction not exceeding 250 quotas applies;
- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2 (for a period of not less than 3 months and not more than one year in cases of the offence referred to in Article 589 as indicated in paragraphs 1 and 2, and not more than six months in cases of an offence committed pursuant to Article 590 as indicated in paragraph 3):

- prohibition from carrying on business activities;
- suspension or revocation of authorisations, licences, etc.;
- prohibition from contracting with the Public Administration;
- exclusion from, and possible revocation of, benefits, financing, etc.;
- prohibition from advertising goods and services.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above offences committed in breach of occupational health and safety regulations have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activities are analysed below.

2.1. SENSITIVE ACTIVITY: MANAGEMENT OF OCCUPATIONAL HEALTH AND SAFETY COMPLIANCE REQUIREMENTS

2.1.1. Company functions involved:

- RSPP
- Employer

2.1.2. Procedural System:

- DVR_ BTO
- BTO Code of Ethics
- Smart Working Agreement
- Allibo Tool
- Procurement Procedure_v1_2025
- Self-declaration for use of a personal car for business travel
- Travel Expense Policy
- Contracts with external collaborators
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company has appointed the following occupational health and safety roles:

- Employer
- RSPP
- Workers' Safety Representative (RLS)
- Occupational Physician
- First Aid Officer
- Fire Prevention and Evacuation Officer
- Supervisor

The Company is supported on Health and Safety matters by an external Prevention and Protection Service Manager (RSPP), who periodically prepares the Risk Assessment Document (DVR).

The Company also provides for biennial monitoring of work-related stress risk and maintains a schedule for tracking employee training activities.

The Company organises an annual occupational health and safety meeting attended by the Prevention and Protection Service Manager (RSPP), the Occupational Physician and the Workers' Safety Representative (RLS).

The Company provides for the adoption of a Smart Working policy clearly setting out the health and safety obligations that both the Company and the employee signing the agreement must comply with.

Based on the goods and services to be purchased, the Safety (HSE) function reviews supply contracts with regard to compliance with legal requirements and internal Policies on occupational health and safety.

The Company provides that a personal vehicle may be used only after requesting and obtaining authorisation from Group People & Organization and, in any event, only where public transport cannot meet the specific travel requirements or is not economically convenient, and only after verifying that no Company vehicles are available.

The Company has adopted a Code of Ethics setting out principles and rules of conduct concerning occupational health and safety, also applicable to collaborators and persons acting on behalf of the Company. The Code of Ethics also allows collaborators to report any violations, critical issues or non-compliant conduct, including confidentially, to the Supervisory Body (OdV) through dedicated reporting channels.

Relationships with external collaborators are governed by specific contracts defining roles, responsibilities and methods for carrying out activities, as well as compliance with applicable regulations.

The Company has a specific procedure for reporting potential unlawful acts and breaches of Company regulations, aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the RSPP schedule for training activities and Contracts with external collaborators.

K. OFFENCES UNDER ART. 25 OCTIES OF LEGISLATIVE DECREE 231 - Receiving stolen goods, money laundering and use of money, assets or benefits of unlawful origin, as well as self-laundering

1. OFFENCE TYPES AND SANCTIONS

Art. 25-octies of Legislative Decree 231/2001 governs the administrative liability of entities for the offences of receiving stolen goods, money laundering, use of money, assets or benefits of unlawful origin and self-laundering, provided for respectively by Arts. 648, 648-bis, 648-ter and 648-ter.1 of the Italian Criminal Code.

The provision has progressively been broadened by the legislature, first with the introduction of the offence of self-laundering by Law No. 186/2014 and subsequently through further legislative measures, most recently Legislative Decree No. 195/2021.

The offences in question are aimed at combating the use, substitution, transfer or employment of money, assets or other benefits deriving from unlawful activities, as well as conduct carried out by the perpetrator of the predicate offence aimed at materially obstructing identification of the criminal origin of the related proceeds.

If such offences are committed, the Company is subject to sanctions, specifically:

- financial sanctions (from 200 to 1,000 quotas) and
- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2:
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;

- exclusion from, and possible revocation of, benefits, financing, etc.;
- prohibition from advertising goods and services.

2. Applicability, procedural system and control measures

The above offences of money laundering, use of money, assets or benefits of unlawful origin and receiving stolen goods have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activities are analysed below.

2.1. Sensitive activity: Supplier selection and management

2.1.1. Company functions involved:

- Procurement
- Business Owner

2.1.2. Procedural System:

- Procurement Procedure_v1_2025
- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company requires the Business Owner, within the NetSuite tool, to confirm that the service has been correctly performed by completing the "goods receipt", which subsequently allows the invoice to be recorded.

The Company's Business Owners are responsible for managing and monitoring the suppliers, contracts and services for which they are the designated owners. Before making any purchase, it is their responsibility to ensure that:

- the purchase has been approved by the relevant manager and is covered by the relevant budget;
- billing details are provided with appropriate payment terms;
- standard payment terms are not less than 30 days from receipt of a correct invoice.
- before approving an invoice, it is necessary to ensure that the goods or services have been delivered as agreed and that the price corresponds to the agreed price;
- "Maverick" purchases are not permitted.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Management System (Oracle NetSuite Tool).

2.2. Sensitive activity: Administrative and accounting activities, preparation of the annual financial statements, filing of tax returns and corporate-law compliance requirements

2.2.1. Company functions involved:

- Group Accounting Manager
- Group Consolidation & Treasury Manager

- CEO

2.2.2. Procedural System:

- Kyriba Treasury Software
- Whistleblowing Procedure

2.2.3. Organisational Measures and Control and Monitoring Activities:

The Company uses Kyriba software as a dedicated treasury-management tool for updating, monitoring and consolidating cash flows at Group level, ensuring transaction traceability, data reliability and consistency of financial information.

The Company provides for separate users and profiles in remote banking and in the Treasury software (Kyriba), used to manage cash flows, payments and cash-management activities:

- Operator: may prepare flows but may not authorise them. The Operator may prepare payment instructions and update the data required to process flows, without approval authority
- Controller: may verify and release items for approval but may not authorise them
- Authoriser/Signatory: authorises and signs payments

The Company identifies the persons responsible for authorising payments and the authorised threshold limit.

Access to the software is personal and assigned to named users, protected by credentials and security authentication. All operations carried out by users (preparation, amendment, approval) are automatically tracked by the system through application logs.

In urgent cases where the standard payment preparation and approval process cannot be followed, the Company provides for the following simplified procedure: Treasury requests authorisation from the Chief Executive Officer by means of an internal email addressed to that individual; the Chief Executive Officer approves the urgent payment by email, and Treasury enters the payment only after receiving written authorisation.

The Company requires all balance-sheet accounts classified as critical to be reviewed periodically, on a monthly basis, by the Administration Function in order to monitor their status, identify any anomalous or inactive balances and ensure the correctness of accounting entries. Account reconciliation activities must also be carried out daily, in accordance with the principles of accuracy, timeliness and traceability of operations. Monthly intercompany reconciliation is also performed in line with closing and cash-pooling activities; reconciliation is daily for the main operating accounts and weekly/monthly for minor accounts.

The Company adopts the following operational measures:

- Bank details are updated only following an explicit request from the supplier, received through channels considered reliable (e.g. certified email/PEC or the contact person's official email address).
- Before an IBAN is entered or amended, the information received is checked for consistency against the data already held in the master records.
- Supplier master-data updates are carried out exclusively by authorised administrative personnel with controlled access to the systems.
- The following control is in place: an operator records the change; a manager or colleague subsequently verifies the correctness of the master data during the accounts-payable control process and at the payment stage.

- All changes remain traceable in the systems through application logs (user, date, time, type of change).
- For new IBANs provided, especially in the case of material invoices or unexpected changes, appropriate supporting documentation is required (for example: an electronic invoice showing the IBAN, a letter on the supplier's letterhead, etc.).

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.2.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Kyriba Treasury Software.

L. OFFENCES UNDER ART. 25 OCTIES.1 OF LEGISLATIVE DECREE 231 - Offences relating to non-cash means of payment and fraudulent transfer of assets

1. OFFENCE TYPES AND SANCTIONS

Art. 25-octies.1 of Legislative Decree 231, introduced by Art. 3, paragraph 1, letter A), of Legislative Decree No. 184/2021, which implemented Directive (EU) No. 713/2019 "on combating fraud and counterfeiting of non-cash means of payment", and subsequently amended by Legislative Decree 137/2023, covers the offences of unlawful use and counterfeiting of non-cash payment instruments; possession and dissemination of equipment, devices or computer programs intended to commit offences involving non-cash payment instruments; and computer fraud aggravated by the execution of a transfer of money, monetary value or virtual currency (Arts. 493-ter, 493-quater, 512-bis and 640-ter of the Italian Criminal Code). This provision also covers the commission of any other offence against public faith or property, or otherwise harming property, provided for by the Italian Criminal Code, where the subject matter is non-cash means of payment.

If such offences are committed, the Company is subject to sanctions, specifically:

- financial sanctions (from 300 to 800 quotas) and
- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2:
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;
  - exclusion from, and possible revocation of, benefits, financing, etc.;
  - prohibition from advertising goods and services.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above offences relating to fraud and counterfeiting of non-cash means of payment have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activity is analysed below.

2.1. SENSITIVE ACTIVITY: PERSONNEL MANAGEMENT AND SELECTION ACTIVITIES

2.1.1. Company functions involved:

- Business Unit Director
- HR

2.1.2. Procedural System:

- BTO Code of Ethics
- HRBOOK2025
- Travel Expense Policy
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company has a specific policy on employee expense reimbursements and representation expenses. This procedure sets precise spending and reimbursement limits and provides for two established checks, the first by the relevant manager and the second by the Payroll function.

The Company uses a dedicated tool called NetSuite to manage expense reports and representation expenses.

The Company requires all requests relating to travel or business trips to be submitted to the travel agency or Travel Office, subject to prior approval by the relevant Project Manager.

The Company requires that, where an employee needs to travel or undertake a business trip, the following procedure must be followed:

a) Completion of the travel/business-trip request form:

- The form must be completed in all mandatory fields.

- The form is individual: group requests are not accepted. The notes field may be used to indicate the names of colleagues with whom the travel or overnight stay will be undertaken, or to provide other useful information.

- Each request must indicate the project code required for cost allocation.

b) Submission of the request by email to the dedicated addresses for each Group company

Payment cards assigned to sales personnel have predefined spending limits.

The Company expressly prohibits granting advantages and/or benefits of any kind to public employees or public officials.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the travel/business-trip booking form.

M. OFFENCES UNDER ART. 25 NOVIES OF LEGISLATIVE DECREE 231 - Copyright infringement offences

1. <u>OFFENCE TYPES AND SANCTIONS</u>

Art. 25-novies of Legislative Decree 231, introduced by Law No. 99/2009 and amended by Law No. 93/2023 and, most recently, by Law No. 166/2024, which provides for copyright infringement offences as listed below:

- making a protected work of authorship, or part thereof, available to the public on telecommunications networks through connections of any kind (Art. 171, first paragraph, letter a-*bis*), Law 633/41);
- the offences referred to in the preceding point committed in relation to another person's work not intended for publication, or by usurping authorship of the work, or by deforming,

mutilating or otherwise modifying the work, where this results in harm to the honour or reputation of the author (Art. 171, third paragraph, Law 633/41);

- unlawful duplication, for profit, of computer programs; import, distribution, sale, possession for commercial or business purposes, or leasing of programs contained on media not bearing the SIAE mark; preparation of means intended solely to enable or facilitate the arbitrary removal or functional circumvention of devices applied to protect a computer program (Art. 171-bis, first paragraph, Law 633/41);
- reproduction, transfer to another medium, distribution, communication, presentation or public demonstration of the contents of a database in breach of the provisions of Articles 64-*quinquies* and 64-*sexies* of Law 633/41, for profit and on media not bearing the SIAE mark; extraction or re-use of the database in breach of the provisions of Articles 102-*bis* and 102-*ter* of Law 633/41; distribution, sale and leasing of the database (Art. 171-*bis*, second paragraph, Law 633/41);
- unlawful duplication, reproduction, transmission or public dissemination by any means, in whole or in part, of a work of authorship intended for television, cinema, sale or rental, records, tapes or similar media, or any other medium containing phonograms or videograms of musical, cinematographic or audiovisual works or equivalent works, or sequences of moving images; unlawful reproduction, transmission or public dissemination, by any means, of works, or parts of works, whether literary, dramatic, scientific or educational, musical or dramatic-musical, or multimedia works, including where incorporated into collective or composite works or databases; possession for sale or distribution, distribution, placing on the market, rental or transfer on any basis, public screening, television transmission by any means, radio transmission, or public listening to the unlawful duplications or reproductions referred to above; possession for sale or distribution, placing on the market, sale, rental, transfer on any basis, radio or television transmission by any means, of video cassettes, audio cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images, or any other medium for which Law 633/41 requires the affixing of a SIAE mark, where such mark is absent or counterfeit or altered; retransmission or dissemination by any means, without agreement with the lawful distributor, of an encrypted service received through equipment or parts of equipment capable of decoding conditional-access transmissions; introduction into the territory of the State, possession for sale or distribution, distribution, sale, rental, transfer on any basis, commercial promotion, or installation of special decoding devices or elements enabling access to an encrypted service without payment of the required fee; manufacture, import, distribution, sale, rental, transfer on any basis, advertising for sale or rental, or possession for commercial purposes of equipment, products or components, or provision of services, whose predominant purpose or commercial use is to circumvent effective technological measures under Art. 102-quater of Law 633/41, or which are primarily designed, produced, adapted or made for the purpose of enabling or facilitating the circumvention of those measures; unlawful removal or alteration of electronic rights-management information referred to in Article 102-quinquies, or distribution, import for distribution, radio or television broadcasting, communication or making available to the public of works or other protected materials from which such electronic information has been removed or altered (Art. 171-ter, paragraph 1, Law 633/41);
- reproduction, duplication, transmission or unlawful dissemination, sale or placing on the market, transfer on any basis or unlawful importation of more than fifty copies or specimens of works protected by copyright and related rights; communication to the public, for profit, by placing on a telecommunications network through connections of any kind, of a work of authorship protected by copyright, or part thereof; commission of one of the offences referred to in the preceding point while carrying on, in a business capacity, activities involving reproduction, distribution, sale or marketing, or importation of works protected by copyright and related rights; promotion or organisation of the unlawful activities referred to in the preceding point (Art. 171-ter, paragraph 2, Law 633/41);
- failure by producers or importers of media not subject to the mark referred to in Article 181-bis of Law 633/41 to communicate, within thirty days of the date of placing on the

market in the national territory or importation, the identification data of media not subject to the mark, or making a false declaration of such data (Art. 171-septies Law 633/41);

- fraudulent production, sale, import, promotion, installation, modification or use, for public or private purposes, of equipment or parts of equipment capable of decoding conditional-access audiovisual transmissions carried out by terrestrial broadcast, satellite or cable, in either analogue or digital form (Art. 171-octies Law 633/41).

If such offences are committed, the Company is subject to the following types of sanctions:

- financial sanctions (up to 500 quotas), and
- disqualification sanctions pursuant to pursuant to Art. 9, paragraph 2 (up to one year):
  - prohibition from carrying on business activities;
  - suspension or revocation of authorisations, licences, etc.;
  - prohibition from contracting with the Public Administration;
  - exclusion from, and possible revocation of, benefits, financing, etc.;
  - prohibition from advertising goods and services.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above copyright infringement offences have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activity is analysed below.

2.1. SENSITIVE ACTIVITY: USE OF IT OR TELECOMMUNICATIONS RESOURCES AND INFORMATION

2.1.1. Company functions involved:

- IT

2.1.2. Procedural System:

- BTO Code of Ethics
- Procurement Procedure_v1_2025
- Intune Asset Inventory System
- ISO 27001 Certification
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company provides that, where a resource identifies a need to use software that is not already installed on their workstation and duly licensed, that resource must submit a specific request to the IT Manager. The IT Manager will assess the request and liaise with the Procurement function to purchase the software in compliance with the applicable purchasing procedure ("Procurement Procedure_v1_2025"). Following implementation of new programs, the IT Manager will update the catalogue of IT systems in use.

Through a system of preventive restrictions, the Company does not allow employees (with the exception of developers) to install software without the authorisation of the IT Manager.

The Company has an asset inventory system designed to map all IT systems, including hardware infrastructure, network configurations and software licences installed on the systems. In addition, the IT function monitors software installed on employee endpoints through the Microsoft Intune tool.

The Company prohibits altering in any way the operation of computer and telematic systems or intervening in any manner on installed data, information and programs in order to obtain, directly and/or indirectly, advantages or benefits for the Company.

The Company holds ISO 27001 certification for information security management.

The IT function receives specific alerts in the event of bulk data downloads from Company servers.

The Company has a specific procedure for reporting potential unlawful acts and breaches of Company regulations, aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Intune Asset Inventory system.

N. OFFENCES UNDER ART. 25 UNDECIES OF LEGISLATIVE DECREE 231 - Environmental offences

1. OFFENCE TYPES AND SANCTIONS

Art. 25-undecies of Legislative Decree 231/2001 governs the administrative liability of entities for environmental offences.

Most recently, the catalogue of predicate offences was significantly expanded by Law 147/2025 (converting Decree-Law 116/2025, the so-called "Terra dei Fuochi Decree") and by Legislative Decree 81/2026, implementing Directive (EU) 2024/1203 on the protection of the environment through criminal law.

In particular, these legislative measures introduced new offences relevant to the administrative liability of entities, including trade in polluting products, production and trade of ozone-depleting substances, and production and trade of greenhouse gases, further broadening the scope of Art. 25-undecies and strengthening the related sanctioning framework.

The catalogue of environmental predicate offences is therefore as follows:

- environmental pollution (Art. 452-*bis* Italian Criminal Code);
- environmental disaster (Art. 452-*quater*);
- negligent offences against the environment (Art. 452-*quinquies* Italian Criminal Code);
- aggravating circumstances (Art. 452-octies Italian Criminal Code);
- trafficking in and abandonment of highly radioactive material (Art. 452-sexies Italian Criminal Code);
- obstruction of controls (Art. 452-septies Italian Criminal Code);
- failure to carry out remediation (Art. 452-terdecies Italian Criminal Code);
- unlawful burning of waste (Art. 256-bis Legislative Decree 152/2006);
- abandonment of hazardous waste (Art. 256-ter Legislative Decree 152/2006);
- aggravating circumstance relating to business activities (Art. 259-bis Legislative Decree 152/2006);
- killing, destruction, capture, taking or possession of specimens of protected wild animal or plant species (Art. 727-*bis* Italian Criminal Code);
- destruction or deterioration of habitats within a protected site (Art. 733-bis Italian Criminal Code);
- other cases of industrial wastewater discharge (Legislative Decree 152/06, Art. 137);

- other cases of unauthorised waste management other than illegal landfill activities (Legislative Decree 152/06, Art. 256);
- pollution of soil, subsoil, surface water or groundwater (Legislative Decree 152/06, Art. 257);
- breach of communication obligations and obligations to keep mandatory registers and forms (Legislative Decree 152/06, Art. 258);
- illegal trafficking in waste (Legislative Decree 152/06, Art. 259);
- organised activities for the illegal trafficking of waste (Art. 452-quaterdecies Italian Criminal Code);
- false information regarding the nature, composition and chemical-physical characteristics of waste when preparing a waste-analysis certificate; entry of a false waste-analysis certificate into SISTRI; omission or fraudulent alteration of the paper copy of the SISTRI movement-area form during waste transport (Legislative Decree 152/06, Art. 260-bis);
- import, export, possession, use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (Law 150/92, Arts. 1 and 2),
- unlawful trade in polluting products (Legislative Decree 81/2026, implementing EU Directive 2024/1203);
- placing on the market and unlawful management of ozone-depleting substances (Legislative Decree 81/2026);
- placing on the market and unlawful management of fluorinated greenhouse gases (Legislative Decree 81/2026);
- import, export, possession, use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (Law 150/1992, Art. 3-bis and Art. 6) (in the first list only Arts. 1 and 2 were referenced);
- sanctions (Legislative Decree 152/2006, Art. 279) (offences relating to atmospheric emissions);
- cessation and reduction of the use of ozone-depleting substances (Law 549/1993, Art. 3);
- abandonment of waste in specific cases (Legislative Decree 152/2006, Art. 255-bis);

for which only a financial sanction of up to a maximum of 1,000 quotas is provided.

As well as:

- environmental pollution understood as "significant and measurable impairment or deterioration of: a) water or air, or extensive or significant portions of soil or subsoil; b) an ecosystem, biodiversity, including agricultural biodiversity, flora or fauna" (Art. 452-bis Italian Criminal Code);
- unlawfully causing an environmental disaster, understood as "irreversible alteration of the balance of an ecosystem; alteration of the balance of an ecosystem whose elimination is particularly burdensome and can be achieved only through exceptional measures; harm to public safety due to the significance of the event in terms of the extent of the impairment or its harmful effects, or the number of persons harmed or exposed to danger" (Art. 452-quater Italian Criminal Code);
- discharge of industrial wastewater containing hazardous substances without authorisation (Art. 137, paragraph 2, Environmental Code);
- discharge of industrial wastewater containing the 18 substances classified by law as most hazardous, in breach of the applicable limit values (Art. 137, paragraph 5, Environmental Code);

- discharge of industrial wastewater onto the soil, into the surface layers of the subsoil, or directly into groundwater or the subsoil (Art. 137, paragraph 11, Environmental Code);
- construction and operation of an illegal landfill (Art. 256, paragraph 3, Environmental Code);
- organised activities involving illegal trafficking of waste;
- intentional pollution caused by ships, as well as permanent damage resulting from intentional or negligent pollution caused by ships (Art. 8, paragraphs 1 and 2, Art. 9, paragraph 1, Legislative Decree 202/2007),

for which both financial sanctions and the disqualification sanctions provided for by Article 9, paragraph 2, apply for a period not exceeding six months:

  - prohibition from carrying on business activities
  - suspension or revocation of authorisations, licences, etc.
  - prohibition from contracting with the Public Administration
  - exclusion from, and possible revocation of, benefits, financing, etc.
  - prohibition from advertising goods and services

Finally, a permanent disqualification sanction is provided for if the Company or one of its organisational units is permanently used for the sole or predominant purpose of enabling or facilitating the commission of the following offences:

- organised activities for the illegal trafficking of waste (Art. 452-quaterdecies Italian Criminal Code);
- intentional pollution caused by ships (Art. 8, paragraphs 1 and 2, Art. 9, paragraph 1, Legislative Decree 202/2007).

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above environmental offences have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activity is analysed below.

2.1. SENSITIVE ACTIVITY: *Management of activities and processes relevant for environmental purposes*

2.1.1. Company functions involved:

- RSPP
- Employer

2.1.2. Procedural System:

2.1.4.1.1. BTO Code of Ethics

2.1.4.1.2. Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The management of WEEE (Waste Electrical and Electronic Equipment) resulting from the replacement of IT equipment is entrusted exclusively to authorised operators.

The Company requires compliance with applicable environmental legislation, as well as the adoption of conduct focused on risk prevention, environmental protection and proper management of the environmental impacts associated with its activities.

The Company has a specific procedure for reporting potential unlawful acts and breaches of Company regulations, aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and contracts with waste-disposal operators.

O. OFFENCES UNDER ART. 25 DUODECIES OF LEGISLATIVE DECREE 231 - Employment of third-country nationals whose stay is irregular

1. OFFENCE TYPES AND SANCTIONS

Legislative Decree No. 109/2012 (published in Official Gazette No. 172 of 25 July 2012) introduced Art. 25-duodecies ("Employment of third-country nationals whose stay is irregular") into Legislative Decree 231/01, subsequently amended by the introduction of paragraph 1-bis and effective from 19 November 2017, and further amended by Decree-Law 20/2023.

- The financial sanction applies:
  1.1. in relation to the offence of fixed-term or permanent employment: a) if more than three workers are employed; b) if the workers employed are minors below working age; c) if the workers employed are subject to the other conditions of particular exploitation referred to in the third paragraph of Article 603-bis of the Italian Criminal Code pursuant to Article 22, paragraph 12 bis of the above-mentioned Decree No. 286 of 25 July 1998, Art. 22, a financial sanction from 100 to 200 quotas applies, up to a limit of EUR 150,000;

  1.2. in the event of promotion, direction, organisation, financing or transport into the territory of the State, or the carrying out of other acts aimed at illegally procuring entry into the territory of the State, or of another State of which the person is not a citizen or does not have a right of permanent residence; and where the act: (i) concerns the illegal entry into or stay in the territory of the State of five or more persons; (ii) exposes the transported person to danger to life or physical safety in order to procure illegal entry or stay; (iii) subjects the transported person to inhuman or degrading treatment in order to procure illegal entry or stay; (iv) is committed jointly by three or more persons or using international transport services or counterfeit, altered or otherwise unlawfully obtained documents; (v) the perpetrators have weapons or explosives available; or where the acts are committed by resorting to two or more of the preceding circumstances; or where such acts are committed for the purpose of recruiting persons for prostitution or otherwise for sexual or labour exploitation, or concern the entry of minors to be employed in unlawful activities in order to facilitate their exploitation, and are committed for profit, including indirect profit, pursuant to Article 12, paragraphs 3, 3-bis and 3-ter of Decree No. 286 of 25 July 1998, a financial sanction from 400 to 1,000 quotas applies;

  1.3. in the event of facilitating the stay of such persons in the territory of the State in order to obtain an unjust profit from their illegal status pursuant to Article 12, paragraph 5, of Decree No. 286 of 25 July 1998, a financial sanction of up to 200 quotas applies.

- In cases no. 2 and 3 (relating to commission of the offences referred to in Art. 12, paragraphs 3, 3-bis, 3-ter, and Article 12, paragraph 5, of Decree No. 286 of 25 July 1998), the disqualification sanction provided for by Article 9, paragraph 2, applies for a period of not less than one year.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above offences introduced by Legislative Decree No. 109/2012 have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activity is analysed below.

2.1. SENSITIVE ACTIVITY: *Personnel management and selection activities*

2.1.1. Company functions involved:

- HR
- Specific functions involved in recruitment

2.1.2. Procedural System:

- Payroll Tool
- BTO Code of Ethics
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company requires a residence permit to be requested at the time of recruitment. Employee data are entered into a dedicated tool and into the reference tool for the payroll system, where the document expiry date is recorded and an alert is generated when expiry is imminent.

The Company requires compliance with applicable immigration legislation, with particular regard to aspects concerning the employment within the Company of non-EU personnel.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Payroll Tool.

P. OFFENCES UNDER ART. 25 TERDECIES LEGISLATIVE DECREE 231 - Racism and xenophobia

1. OFFENCE TYPES AND SANCTIONS

Article 25-terdecies of Legislative Decree 231 refers to the offences under Article 604-bis of the Italian Criminal Code, "Propaganda and incitement to commit crimes on grounds of racial, ethnic and religious discrimination".

In relation to these offences, the following sanctions apply to the entity:

- a financial sanction from 200 to 800 quotas;
- the disqualification sanction provided for by Article 9, paragraph 2, for a period of not less than one year;
- the definitive disqualification sanction if the entity or one of its organisational units is permanently used for the sole or predominant purpose of enabling or facilitating the commission of the offences referred to in paragraph 1 of this article.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The offences governed by Article 604-bis of the Italian Criminal Code, referred to above, have not been considered potentially applicable in relation to the Company's activities. The possibility remains that the offences of incitement to, and commission of, discriminatory acts may apply. In this regard, the Code of Ethics adopted by the Company provides general principles of integrity, compliance with the law and non-discrimination, including in the workplace.

Q. OFFENCES UNDER ART. 25 QUATERDECIES LEGISLATIVE DECREE 231 - Fraud in sporting competitions, unlawful gaming or betting, and gambling operated through prohibited devices

1. OFFENCE TYPES AND SANCTIONS

Article 25-quaterdecies, introduced by Law No. 39 of 3 May 2019, governs the offence of "Fraud in sporting competitions, unlawful gaming or betting, and gambling operated through prohibited devices" and refers to the offences under Articles 1 and 4 of Law No. 401 of 13 December 1989, respectively "Fraud in sporting competitions" and "Unlawful operation of gaming or betting activities".

In relation to these offences, the following sanctions apply to the entity,

- for criminal offences:
  - a financial sanction of up to 500 quotas;
  - the disqualification sanction provided for by Article 9, paragraph 2, for a period of not less than one year;
- for misdemeanours:
  - a financial sanction of up to 267 quotas.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

In consideration of the specific scope of application of the above offences, the offences introduced by Law No. 39 of 3 May 2019 have been considered not potentially applicable in relation to the Company's activities. In any event, the Code of Ethics adopted by the Company provides general principles of integrity and compliance with the law.

R. OFFENCES UNDER ART. 25 QUINQUIESDECIES LEGISLATIVE DECREE 231 - Tax offences

1. OFFENCE TYPES AND SANCTIONS

Article 25-quinquiesdecies, introduced by Decree-Law (converted, with amendments, by) and effective from 25 December 2019, as amended by Legislative Decree No. 75 of 14 July 2020, introduces tax offences as predicate offences under Legislative Decree 231. 26 ottobre 2019, n. 124L. 19 dicembre 2019, n. 157

In relation to the offences provided for by Legislative Decree 74/2000 (including, inter alia, the offence of fraudulent tax return through the use of invoices or other documents for non-existent transactions, the offence of fraudulent tax return by other fraudulent means, the offence of issuing invoices or other documents for non-existent transactions, the offence of concealment or destruction of accounting records, and the offence of fraudulent avoidance of tax payment), including where committed within cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount of not less than ten million euros, the following sanctions apply to the entity:

- a financial sanction of up to 500 quotas. This financial sanction is increased by one third if the entity has obtained a profit of significant value;
- the disqualification sanctions referred to in Article 9, paragraph 2, letters c), d) and e) (prohibition from contracting with the Public Administration, except to obtain the provision of a public service; exclusion from benefits, financing, contributions or subsidies and

possible revocation of those already granted; prohibition from advertising goods or services).

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The above tax offences have been considered potentially applicable in relation to the activities carried out by the Company. The relevant sensitive activities are analysed below.

2.1. SENSITIVE ACTIVITY: NEGOTIATION AND MANAGEMENT OF CUSTOMER RELATIONSHIPS

2.1.1. Company functions involved:

- Group Accounting Manager

2.1.2. Procedural System:

- BTO Code of Ethics
- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.1.3. Organisational Measures and Control and Monitoring Activities:

The Company provides for controls aimed at ensuring that sales orders are managed exclusively through information systems, avoiding manual entries. Controls are also in place to ensure correct acquisition of order data, traceability of transactions and reporting on orders entered into the management system.

The Company requires accounting records to be maintained in accordance with the principles of transparency, truthfulness and completeness of information that guide the Company's entire information policy. The Company's accounting records must be based on accurate, complete and verifiable information.

Each entry in the accounting books must reflect the nature of the transaction, represent its substance and be based on adequate supporting documentation so as to allow straightforward accounting recording, identification of the different levels of responsibility and accurate reconstruction of the transaction. All employees are required to provide their full cooperation for this purpose.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.1.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Management System (Oracle NetSuite Tool).

2.2. SENSITIVE ACTIVITY: *Supplier selection and management*

2.2.1. Company functions involved:

- Procurement
- Requesting Function
- Group Accounting Manager
- Group Consolidation & Treasury Manager

2.2.2. Procedural System:

- Procurement Procedure_v1_2025
- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.2.3. Organisational Measures and Control and Monitoring Activities:

The Company requires mandatory confirmation in the NetSuite tool that the goods/service have been correctly received/performed before payment is initiated. NetSuite is the tool used to manage the Unified Supplier Register, the Unified Contract Archive, PRs, purchase orders and supplier invoices. Use of the application is mandatory for all identified processes.

The Company requires that:

- the purchase has been approved by the relevant manager and is covered by the relevant budget;
- billing details are provided with appropriate payment terms;
- standard payment terms are not less than 30 days from receipt of a correct invoice;
- before approving an invoice, it is necessary to ensure that the goods or services have been delivered as agreed and that the price corresponds to the agreed price;
- "Maverick" purchases (outside the defined procedure) are not permitted.

For each new supplier, specific documentation must be collected and verified, including a Chamber of Commerce company registration report, DURC social-security compliance certificate, company profile, declaration of absence of conflicts of interest and references. The Supplier Register, managed through NetSuite, includes only suppliers that are actually used.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.2.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Management System (Oracle NetSuite Tool).

2.3. Sensitive activity: *Personnel management and selection activities*

2.3.1. Company functions involved:

- Business Unit Director
- Group Accounting Manager

2.3.2. Procedural System:

- HRBOOK2025
- Travel Expense Policy
- BTO Code of Ethics
- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.3.3. Organisational Measures and Control and Monitoring Activities:

The Company uses the NetSuite management system to account for expense reimbursements.

The Company has a specific policy on employee expense reimbursements and representation expenses. This procedure sets precise spending and reimbursement limits and provides for two established checks, the first by the relevant manager and the second by the Payroll function.

The Company uses a dedicated tool called NetSuite to manage expense reports and representation expenses.

The Company requires all requests relating to travel or business trips to be submitted to the travel agency or Travel Office, subject to prior approval by the relevant Project Manager.

The Company requires that, where an employee needs to travel or undertake a business trip, the following procedure must be followed:

a) Completion of the travel/business-trip request form:

- The form must be completed in all mandatory fields.
- The form is individual: group requests are not accepted. The notes field may be used to indicate the names of colleagues with whom the travel or overnight stay will be undertaken, or to provide other useful information.
- Each request must indicate the project code required for cost allocation.
- The project code varies according to the context and reason for travel, as described in the following instructions.

b) Submission of the request by email to the dedicated addresses, which differ for employees of Relatech, Relatech CloudSecurity, EFA and Dtok Lab from those dedicated to BTO employees.

The Company provides that accounting records must be maintained in accordance with the principles of transparency, truthfulness and completeness of information that guide the Company's entire information policy. The Company's accounting records must be based on accurate, complete and verifiable information.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.3.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the Management System (Oracle NetSuite Tool) and the travel/business-trip booking form.

2.4. SENSITIVE ACTIVITY: ADMINISTRATIVE AND ACCOUNTING ACTIVITIES, PREPARATION OF THE ANNUAL FINANCIAL STATEMENTS, FILING OF TAX RETURNS AND CORPORATE-LAW COMPLIANCE REQUIREMENTS

2.4.1. Company functions involved:

- Group Accounting Manager
- Group Consolidation & Treasury Manager

2.4.2. Procedural System:

- BTO Code of Ethics
- Management System (Oracle NetSuite Tool)
- Whistleblowing Procedure

2.4.3. Organisational Measures and Control and Monitoring Activities:

The Company is supported by an external firm in tax matters.

The Company requires accounting records to be maintained in accordance with the principles of transparency, truthfulness and completeness of information that guide the Company's entire information policy. The Company's accounting records must be based on accurate, complete and verifiable information. Each entry in the accounting books must reflect the nature of the transaction, represent its substance and be based on adequate supporting documentation so as to allow straightforward accounting recording, identification of the different levels of responsibility and accurate reconstruction of the transaction. All employees are required to provide their full cooperation for this purpose.

The Company undertakes to ensure that employees and collaborators behave properly towards the Tax Authorities.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.4.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Management System (Oracle NetSuite Tool).

2.5. SENSITIVE ACTIVITY: *Management of Intercompany transactions*

2.5.1. Company functions involved:

- Group Accounting Manager
- Group Consolidation & Treasury Manager

2.5.2. Procedural System:

- BTO Code of Ethics
- Kyriba Management Software
- Whistleblowing Procedure

2.5.3. Organisational Measures and Control and Monitoring Activities:

The Company requires accounting records to be maintained in accordance with the principles of transparency, truthfulness and completeness of information that guide the Company's entire information policy. The Company's accounting records must be based on accurate, complete and verifiable information. Each entry in the accounting books must reflect the nature of the transaction, represent its substance and be based on adequate supporting documentation so as to allow straightforward accounting recording, identification of the different levels of responsibility and accurate reconstruction of the transaction. All employees are required to provide their full cooperation for this purpose.

The Company uses Kyriba software as a dedicated treasury-management tool for updating, monitoring and consolidating cash flows at Group level, ensuring transaction traceability, data reliability and consistency of financial information.

The Company requires all balance-sheet accounts classified as critical to be reviewed periodically, on a monthly basis, by the Administration Function in order to monitor their status, identify any anomalous or inactive balances and ensure the correctness of accounting entries. Account reconciliation activities must also be carried out daily, in accordance with the principles of accuracy, timeliness and traceability of operations. Monthly intercompany reconciliation is also performed in line with closing and cash-pooling activities; reconciliation is daily for the main operating accounts and weekly/monthly for minor accounts.

In managing tax compliance requirements and tax audits, the Companies are supported by an external tax firm.

For BTO, the foreign legal entities (Luxembourg, Austria and Germany) have dedicated directors and a Transfer Pricing Policy developed starting in 2023 with the support of specialised tax firms.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.5.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing), the Management System (Oracle NetSuite Tool) and the Kyriba Management Software.

2.6. SENSITIVE ACTIVITY: *Management of donations, gifts and charitable contributions*

2.6.1. Company functions involved:

- CEO
- Business Unit Director
- Legal
- Procurement
- Sales, Pre-Sales & Operational Marketing
- Corporate Communication, Brand Identity & ESG

2.6.2. Procedural System:

- BTO Code of Ethics
- Whistleblowing Procedure

2.6.3. Organisational Measures and Control and Monitoring Activities:

On an annual basis, the Company makes charitable contributions to previously selected charitable bodies and associations. The approval process provides for:

- initial sharing and approval by the Procurement and Legal teams;
- approval by the CEO's signature;
- entry of the purchase request in the NetSuite management system which, once finally confirmed by Procurement, formally acquires Purchase Order (PO) status.

The Company provides that accounting records must be maintained in accordance with the principles of transparency, truthfulness and completeness of information that guide the Company's entire information policy. The Company's accounting records must be based on accurate, complete and verifiable information.

The Company has a specific reporting procedure aimed at establishing a uniform protection system that allows violations of ethical standards, legal provisions or the Company's internal guidelines to be reported.

2.6.4. Traceability and archiving of documents and information:

Traceability is ensured by the presence of an internal reporting system (Whistleblowing) and the Management System (Oracle NetSuite Tool).

S. OFFENCES *UNDER* ART. 25-*SEXIESDECIES* OF LEGISLATIVE DECREE 231 - Smuggling

1. OFFENCE TYPES AND SANCTIONS

Article 25-sexiesdecies of Legislative Decree 231, introduced by Legislative Decree No. 75 of 14 July 2020 (implementing the PIF Directive), covers customs-smuggling offences provided for by the Consolidated Act of legislative provisions on customs matters (Presidential Decree No. 43 of 23 January 1973). In particular, the following predicate offences are included:

- Smuggling by failure to declare (Art. 78 Legislative Decree No. 141/2024);
- Smuggling by false declaration (Art. 79 Legislative Decree No. 141/2024);
- Smuggling in the movement of goods by sea, air and across border lakes (Art. 80 Legislative Decree No. 141/2024);
- Smuggling through improper use of goods imported with total or partial reduction of duties (Art. 81 Legislative Decree No. 141/2024);
- Smuggling in the export of goods eligible for repayment of duties (Art. 82 Legislative Decree No. 141/2024);
- Smuggling in temporary export and special-use and inward/outward processing arrangements (Art. 83 Legislative Decree No. 141/2024);
- Smuggling of manufactured tobacco (Art. 84 Legislative Decree No. 141/2024);
- Aggravating circumstances for the offence of smuggling manufactured tobacco (Art. 85 Legislative Decree No. 141/2024);
- Criminal association for the purpose of smuggling manufactured tobacco (Art. 86 Legislative Decree No. 141/2024);
- Treatment of attempted offences as completed offences (Art. 87 Legislative Decree No. 141/2024);
- Aggravating circumstances for smuggling (Art. 88 Legislative Decree No. 141/2024);
- Evasion of assessment or payment of excise duty on energy products (Art. 40 Legislative Decree No. 504/1995);
- Evasion of assessment or payment of excise duty on manufactured tobacco (Art. 40-bis Legislative Decree No. 504/1995);
- Clandestine manufacture of alcohol and alcoholic beverages (Art. 41 Legislative Decree No. 504/1995);
- Association for the clandestine manufacture of alcohol and alcoholic beverages (Art. 42 Legislative Decree No. 504/1995);
- Evasion of assessment and payment of excise duty on alcohol and alcoholic beverages (Art. 43 Legislative Decree No. 504/1995);
- Aggravating circumstances (Art. 45 Legislative Decree No. 504/1995);
- Alteration of devices, impressions and marks (Art. 46 Legislative Decree No. 504/1995).

The following types of sanctions are provided for these offences:

- financial sanctions (from 100 to 400 quotas);
- disqualification sanctions pursuant to Art. 9, paragraph 2, letters c), d) and e) (prohibition from contracting with the Public Administration; exclusion from and possible revocation of benefits and financing; prohibition from advertising goods and services), for a period not exceeding one year.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The offence types introduced by Art. 25-sexiesdecies have not been considered potentially applicable in relation to the Company's activities, as it does not operate in sectors subject to customs regimes relevant for smuggling purposes. In any event, the Company's Code of Ethics provides general principles of integrity and compliance with the law.

T. OFFENCES UNDER ART. 25 SEPTIESDECIES AND DUODEVICIES LEGISLATIVE DECREE 231 - Offences against cultural heritage and laundering of cultural property, and devastation and looting of cultural and landscape heritage

3. OFFENCE TYPES AND SANCTIONS

Article 25 septiesdecies and duodevicies, introduced by Law No. 22/2022, cover certain offences against cultural heritage provided for by Title VIII-bis of Book II of the Italian Criminal Code.

In particular, Art. 25-*duodevicies* introduced the following offences as predicate offences:

- Laundering of cultural property (Art. 518-*sexies* Italian Criminal Code);
- Devastation and looting of cultural and landscape heritage (Art. 518-terdecies Italian Criminal Code).

In relation to the commission of the above-mentioned offences against cultural heritage, the following sanctions apply to the entity:

- Financial sanctions from 500 to 1,000 quotas;
- Definitive disqualification sanction referred to in Article 16, paragraph 3, where the entity or one of its organisational units is permanently used for the sole or predominant purpose of enabling or facilitating the commission of the above offences; this sanction consists of definitive prohibition from carrying on business activities.

4. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The offence types introduced by Art. 25 septiesdecies and duodevicies have not been considered potentially applicable in relation to the Company's activities. In any event, the Company's Code of Ethics provides general principles of integrity and compliance with the law.

U. OFFENCES UNDER ART. 25 UNDEVICIES LEGISLATIVE DECREE 231 - Offences against animals

1. OFFENCE TYPES AND SANCTIONS

Article 25 undevicies introduced by Law No. 82 of 6 June 2025 introduced the entity's liability for “Offences against animals”. In relation to the commission of the above-mentioned offences against animals, the following sanctions apply to the entity:

- financial sanction of up to 500 quotas

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

The offence types introduced by Art. 25 undevicies have not been considered potentially applicable in relation to the Company's activities. In any event, the Company's Code of Ethics provides general principles of integrity and compliance with the law.

V. OFFENCES UNDER LAW NO. 146/2006 - Transnational offences

1. OFFENCE TYPES AND SANCTIONS

Law No. 146 of 16 March 2006, “Ratification and implementation of the United Nations Convention and Protocols against Transnational Organised Crime, adopted by the General Assembly on 15 November 2000 and 31 May 2001”, while not directly amending the wording of Legislative Decree 231, introduced the administrative liability of entities for the commission of transnational offences.

A transnational offence is an offence punishable by imprisonment with a maximum term of not less than four years, where an organised criminal group is involved, as well as an offence that:

- is committed in more than one State;
- is committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State;

- is committed in one State, but involves an organised criminal group engaged in criminal activities in more than one State;
- is committed in one State but has substantial effects in another State.

The types of transnational offences include:

- criminal association (Art. 416 Italian Criminal Code);
- mafia-type association (Art. 416-*bis* Italian Criminal Code);
- criminal association for the purpose of smuggling foreign manufactured tobacco (Art. 291-quater of the Consolidated Act referred to in Presidential Decree No. 43 of 23 January 1973);
- criminal association for the purpose of illicit trafficking in narcotic or psychotropic substances (Art. 74 of the Consolidated Act referred to in Presidential Decree No. 309 of 9 October 1990),

for which the Company is subject to an administrative financial sanction from 400 to 1,000 quotas and disqualification sanctions for a period of not less than one year. If the Company or one of its organisational units is permanently used for the sole or predominant purpose of enabling or facilitating the commission of the offences indicated, the Company is subject to the administrative sanction of definitive prohibition from carrying on business activities.

The following are also included:

- provisions against illegal immigration (Art. 12, paragraphs 3, 3-*bis*, 3-*ter* and 5, of the Consolidated Act referred to in Legislative Decree No. 286 of 25 July 1998),

for which an administrative financial sanction from 200 to 1,000 quotas and disqualification sanctions for a period not exceeding two years apply;

- inducement not to make statements or to make false statements to the judicial authorities (Art. 377-*bis* Italian Criminal Code);
- personal aiding and abetting (Art. 378 Italian Criminal Code), for which the Company is subject to an administrative financial sanction of up to 500 quotas.

2. APPLICABILITY, PROCEDURAL SYSTEM AND CONTROL MEASURES

To mitigate this type of risk, the general principles established by the Code of Conduct adopted by the Company and the control systems described in the preceding sections apply.

W. OFFENCES UNDER LEGISLATIVE DECREE 129/2024 – Liability of entities for market abuse involving crypto-assets

1. OFFENCE TYPES AND SANCTIONS

Legislative Decree No. 129 of 22 July 2024 adapted the Italian legal system to Regulation (EU) 2023/1114 of the European Parliament and of the Council of 31 May 2023 on markets in crypto-assets (the so-called MiCA Regulation), introducing the administrative liability of entities pursuant to Legislative Decree 231/2001 for specific unlawful conduct committed in the context of crypto-asset markets.

In particular, Art. 34 of Legislative Decree 129/2024 extended the catalogue of predicate offences under Legislative Decree 231/2001 to the following offences:

1. insider dealing in crypto-assets (Art. 89 MiCA Regulation), which penalises the use of inside information to trade in, or recommend transactions involving, crypto-assets admitted to trading or for which an application for admission has been submitted;

2. unlawful disclosure of inside information on crypto-assets (Art. 90 MiCA Regulation), which penalises the unauthorised disclosure of inside information to third parties outside the normal exercise of duties or activities;
3. market manipulation involving crypto-assets (Art. 91 MiCA Regulation), which penalises conduct capable of giving false or misleading signals regarding the supply, demand or price of crypto-assets, or of fixing the price of one or more crypto-assets at an abnormal or artificial level.

The sanctions provided for the entity in the event of commission of the above offences are:

• financial sanction of up to 400 quotas;

• disqualification sanctions pursuant to Art. 9, paragraph 2, letters c), d) and e) of Legislative Decree 231 (prohibition from contracting with the Public Administration; exclusion from and possible revocation of benefits, financing, contributions and subsidies; prohibition from advertising goods or services), for a period not exceeding two years.

It should be noted that the rules on market abuse involving crypto-assets introduced by Legislative Decree 129/2024 operate alongside — without overlapping with — the corresponding rules on traditional financial instruments already provided for by Art. 25-sexies of Legislative Decree 231.

2. Applicability, Procedural System and Control Measures

The offence types introduced by Legislative Decree 129/2024 have not been considered potentially applicable in relation to the activities carried out by the Company.

In any event, the Company's Code of Ethics provides general principles of integrity, transparency and compliance with applicable legislation, applicable in any operating context.