



**Organisation, Management and  
Control Model pursuant to  
Legislative Decree No. 231/01  
La Doria S.p.A.**

<b>REV.</b>	<b>DATE</b>	<b>REASON FOR CHANGE</b>
0	28/03/2008	First Adoption
1	13/03/2015	Adaptation to the changes in the Special Section of the Organisational Model
2	13/05/2020	Adaptation to the changes in the Special Section of the Organisational Model
3	10/09/2021	Introduction paragraph dedicated to the Bribery Act; Amendments to the paragraph dedicated to the Supervisory Board
4	12/12/2023	Amendments to the General Section and the Special Section Introduction to the Special Section on cyber-crimes and Special Section on money laundering crimes

REVISION SUMMARY

<b>Rev. 0</b>	<b>28/03/2008</b>	<p><b>First Issue Organisational Model: General Section and Special Section in four sections.</b></p> <p style="text-align: center;">***</p> <p><b>Adjustment of General Section;</b></p> <p><b>Adjustment of the Special Section to regulations:</b></p> <ul style="list-style-type: none"> <li>- <b><u>Sect. I Special Section:</u></b> Introduction of Article 491-<i>bis</i> of the Penal Code "False information in a public or private electronic document with evidential effectiveness" and Article 377 of the Penal Code "Inducement to not make false statements to the judicial authorities". Introduction of the Information Flow Sheet to the Supervisory Board.</li> </ul>
<b>Rev. 1</b>	<b>13/05/2011</b>	<ul style="list-style-type: none"> <li>- <b><u>Sect. II Special Section:</u></b> Update with reference to "Project 262"; Repeal of Article 2624 of the Civil Code "False statements in reports or communications by auditing firms" Article 37 of Legislative Decree No. 39 of 27/01/2010.</li> <li>- <b><u>Sect. IV Special Section:</u></b> Update to the Safety Consolidation Act introduced by Legislative Decree No. 81 of 2008.</li> <li>- <b><u>Sect. V Special Section:</u></b> First Issue "Offences against industry and commerce" section.</li> </ul> <p style="text-align: center;">***</p>
<b>Rev.2</b>	<b>11/11/2011</b>	<p><b>Ethics Code Update.</b></p> <p style="text-align: center;">***</p>
<b>Rev.3</b>	<b>14/11/2012</b>	<p><b><u>Sect. IV Special Section:</u></b> Update due to organisational changes.</p> <p><b><u>Sect. VI Special Section:</u></b> First Issue "Environmental Offences" section.</p> <p style="text-align: center;">***</p>
<b>Rev. 4</b>	<b>14/05/2013</b>	<p><b><u>Sect. I Special Section:</u></b> Introduction of the offence "undue induction to give or promise benefits" Legislative Decree No. 190 of November 6, 2012;</p> <p><b><u>Sect. II Special Section:</u></b> Introduction of the offence "Corruption between private individuals" Legislative Decree No. 190 of November 6, 2012.</p> <p style="text-align: center;">***</p>
<b>Rev.5</b>	<b>14/11/2013</b>	<p><b><u>Sect. VII Special Section:</u></b> First Issue "Crimes of employment of third country nationals whose residence permit is irregular" section.</p> <p style="text-align: center;">***</p>
<b>Rev.6</b>	<b>28/08/2014</b>	<p><b><u>Sect. II Special Section:</u></b> Update on areas at risk of offence.</p> <p style="text-align: center;">***</p>

**REVISION SUMMARY**

<b>Rev. 7</b>	<b>13/03/2015</b>	<b>Update of General Section.</b>	***
<b>Rev. 8</b>	<b>12/05/2016</b>	<b>Sect. II Special Section:</b> Amendments Article 2621, 2622 Civil Code and introduction of Article 2621- <i>bis</i> Civil Code, according to Law 69 of May 27, 2015.	***
<b>Rev. 9</b>	<b>15/03/2017</b>	<b>Sect. IV Special Section:</b> Update in relation to the achievement of OHSAS 18001/2007 certification (Parma facility).	***
<b>Rev.10</b>	<b>23/02/2018</b>	<b>Sect. II Special Section:</b> Amendments to Article 2635 Civil Code, introduction of Article 2635- <i>bis</i> Civil Code, according to Decree 38/2017.	***
<b>Rev.11</b>	<b>04/09/2019</b>	<b>Sect. VI Special Section:</b> Update environmental offences for compliance with "L.68/2015".	
<b>Rev.12</b>	<b>14/11/2019</b>	<b>Revision of the Ethics Code</b>	***
<b>Rev.13</b>	<b>13/05/2020</b>	<b>Update of General Section.</b> <b>Sect. III Special Section:</b> Update for compliance with Legislative Decree No. 107/2018 "Rules for adaptation of national legislation to the provisions of Regulation (EU) No. 596/2014 on market abuse"; transposition of "procedure for the management and disclosure of inside information" and "Internal Dealing Code of Conduct"	***
<b>Rev.14</b>	<b>15/03/2021</b>	<b>Sect. VIII Special Section:</b> First issue of the Tax Crimes section (Law 124/2019).	
<b>Rev.15</b>	<b>10/09/2021</b>	<b>Update of General Section</b>	
<b>Rev. 16</b>	<b>12/12/2023</b>	<b>Update to General Section and Special Sections due to organisational changes</b> <b>Sect. IX Special Section:</b> First issue of section "Cyber crime offences and illegal data processing" <b>Sect. X Special Section:</b> First issue of section "Receipt, laundering and use of money, assets and other proceeds of illegal provenance, as well as self-laundering"	

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## 1. LEGISLATIVE DECREE No. 231/2001

### 1.1 ADMINISTRATIVE LIABILITY FOR OFFENCES

Legislative Decree No. 231 of June 8, 2001, on "*Regulations governing the administrative liability of legal entities, companies and associations, including those without legal personality*" (hereinafter also the "Decree"), enacting Law No. 300 of September 29, 2000, introduced **administrative liability** for legal persons into the Italian legal system, outlining its general principles and application criteria.

The Decree sought to bring domestic legislation on the liability of legal persons into line with a number of international conventions, introducing into the Italian legal system a regime of administrative liability (**substantially comparable to criminal liability**) for entities (to be understood as companies, associations, consortiums, etc.) for a series of offences committed in their interest or to their advantage by persons acting on their behalf.

The entity's liability is in addition to that of the individual who materially committed the offence.

In support of the assimilation of such liability to criminal liability, it should be noted that:

1. it arises in connection with the commission of a "predicate offence";
2. it is an *autonomous* responsibility, and persists even when "the offender has not been identified or cannot be charged", or when "the offence is extinguished for a reason other than amnesty", pursuant to Article 8 of the Decree;
3. administrative tort liability arising from an offence falls under the jurisdiction of the criminal judge and is governed by the fundamental principles of law and criminal process, albeit appropriately adapted;
4. the initiative to begin investigating the offences from which this liability derives is entrusted to the public prosecutor who has been informed of the commission of offences indicated in the legislation under examination.

Pursuant to Article 1 of the Decree, the **scope of application** of the regulations includes: entities with legal status, companies and associations, including those without legal status, with the exception of territorial public entities, other non-economic public entities, in addition to entities that perform functions of constitutional importance.

Pursuant to Article 4 of the Decree, liability also arises in the event of an **offence committed abroad** by an entity whose main office is in the territory of the State (e.g. where an employee of an Italian company dies abroad as a result of an accident at work, caused by the violation of safety regulations) provided that:

- a) the conditions under Articles 7, 8, 9 and 10 of the Criminal Code for prosecuting crimes abroad (e.g. certain prison sentence limits established in the abstract for the crime; Italian citizenship of the offender or the offended person; etc.) are met;
- b) the State in which the offence was committed does not take legal action against the entity.

The entity liable if it is established that a deficit in its organisation enabled the individual to commit the offence ("organisational fault"), i.e. if the entity has not adopted a framework of rules, procedures and precautionary safeguards designed to minimise the risks inherent in its sensitive activities; as such, the main tool available to the entity to demonstrate the absence of organisational fault - and therefore prevent it incurring administrative liability under the Decree - is the adoption and effective introduction, prior to the commission of a predicate offence, of an organisation, management and control model that can prevent such an offence.

That said, the Decree provides that the entity may be liable for offences committed in its interest or to its advantage if:

- a) the offence was committed by a “senior figure” - i.e. natural persons acting as representatives, managers or directors of the corporation, or of a financially and administratively autonomous unit of the corporation, or individuals who exercise actual or de facto control - or by individuals under their management or supervision;
- b) the offence is one of those for which the Law expressly provides for the entity’s liability (“predicate offences,” most of which are contained in the Decree, Articles 24 to 25-*duodevices*);
- c) the offence was committed by the natural person in the interest or for the benefit of the entity.

“Interest” refers to the volitional sphere of the natural person performing the action and refers to conduct whose objective is to benefit the entity, verifiable at the time the natural person acts (i.e. before the event). This objective must be reflected in the conduct’s ability to produce a benefit for the entity, while it is not necessary that this benefit is actually achieved.

“Advantage”, on the other hand, refers to the material result of the offence, verifiable after it has been committed. It is defined as the range of benefits - especially of a material nature - deriving from the offence, including in terms of cost savings (see also Cass., Pen. sect. IV, pen., sent. no. 31210/2016, Cass., Pen. sect. IV, sent. no. 3731/2020) and which therefore have objective consequences for the entity even though the individual was not acting in its interest.

The two criteria of interest and advantage may coexist; only one need occur, however, to entail liability for the entity.

In this regard, the inclusion of culpable offences (Article 25-*septies* of the Decree on occupational health and safety and Article 25-*undecies* on environmental matters) among those entailing liability for the entity has led to doubts as to whether they meet the criteria of interest or advantage: culpable offences are by definition unintentional and, therefore, it is difficult to imagine them being carried out for some interest or advantage.

Since the Court of Cassation’s ruling in the ThyssenKrupp case (United Sections, April 24, 2014, No. 38343), however, the case law has clarified that for culpable offences, “interest” should refer to the culpable conduct and not to the resulting event. As such, an offence deriving from a decision to save on the costs required to prevent it is deemed to have been committed in the interest of the entity (e.g. worker injuries relating to an accident that occurred due to a flooring defect, which - to save the costs of the work involved - was never fixed).

Finally, the entity is not liable if the perpetrator of the predicate offence acted solely in its own interest or that of third parties.

## **1.2 “PREDICATE OFFENCES” PURSUANT TO LEGISLATIVE DECREE No. 231/01**

As noted above, an entity’s administrative liability may only originate from the commission of one of the crimes strictly specified by law. The types of offence relevant under the Decree are as follows:

- i. offences committed in relations with the Public Administration (Articles 24 & 25);
- ii. cyber crime offences and illegal data processing (Article 24-*bis*);
- iii. offences of organised crime (Article 24-*ter*);
- iv. offences regarding the counterfeiting of cash, other legal tender, revenue stamps, or means of identification (Article 25-*bis*);
- v. offences against industry and trade (Article 25-*bis*, 1);
- vi. corporate offences and offences of corruption and incitement to corruption among private individuals (Article 25-*ter*);
- vii. offences for the purpose of terrorism or subversion of the democratic order (Article 25-*quater*);
- viii. offences against the individual and practices of female genital mutilation (Article 25-*quater*.1 and Article 25-*quinquies*);
- ix. market abuse offences (Article 25-*sexies*);
- x. the offences of manslaughter and serious or very serious negligent injury, in violation of the regulations on accident prevention and the protection of hygiene and health at work (Article 25-*septies*);

- xi. offences of receiving stolen goods, money laundering and use of public money, goods or utilities of illegal origin in addition to self-laundering (Article 25-*octies*);
- xii. offences relating to non-cash payment instruments and fraudulent transfer of valuables (Article 25-*octies*.1)
- xiii. offences relating to the violation of copyright (Article 25-*novies*);
- xiv. offences of inducement to not provide accounts or to provide false accounts to the judicial authorities (Article 25-*decies*);
- xv. environmental offences (Article 25-*undecies*);
- xvi. offences involving the employment of illegal aliens (Article 25-*duodecies*);
- xvii. offences involving racism and xenophobia (Article 25-*terdecies*);
- xviii. offences relating to fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (Article 25-*quaterdecies*);
- xix. tax-related offences (Article 25-*quinquiesdecies*);
- xx. offences of contraband (Article 25-*sexiesdecies*);
- xxi. crimes against cultural heritage (Article 25-*septiesdecies*);
- xxii. offences of laundering of cultural property and sacking and looting of cultural and scenic heritage (Article 25-*duodevicies*);
- xxiii. transnational offences.

Other types of offences may subsequently be included in the Decree by the legislature<sup>1</sup>.

The Risk Assessment has made it possible to identify some areas featuring not merely theoretical potential risk of offence for the company. Specifically, the offences listed under (i), (ii), (v), (vi), (x), (xi), (xiv), (xv), (xvi), and (xix) were deemed worthy of attention, as they are closely related to the company's area of business. These are listed below:

1. offences committed **in dealings with the public administration and against the property of the state or other public entity**, set out in **Articles 24 and 25 of the Decree**, in addition to **inducement not to make statements or to make false statements to the judicial authorities**, set out in Article 25-*decies* of the Decree (see Sect. I of the Special Section), namely:
  - misappropriation of public funds (Article 316-*bis*, Penal Code);
  - misappropriation of public funds (Article 316-*ter*, Penal Code);
  - fraud in public supply (Article 356, Penal Code);
  - fraud against the state or other public or EU entity (Article 640, paragraph 2, point 1, Penal Code);
  - aggravated fraud for the receipt of public funding (Article 640-*bis*, Penal Code);
  - IT fraud against the state or other public entity (Article 640-*ter*, Penal Code);
  - undue receipt of aid, premiums, allowances, refunds, contributions or other disbursements from the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (Article 2, Law No. 898 of December 23, 1986);
  - embezzlement contrary to the financial interests of the European Union (Article 314, Penal Code);
  - embezzlement by profiting from third-party error contrary to the financial interests of the European Union (Article 316, Penal Code);
  - bribery (Article 317, Penal Code);
  - bribery by exercise of function (Article 318, Penal Code)
  - corruption through an act contrary to public duties (Article 319, Penal Code);
  - corruption in legal acts (Article 319-*ter*, Penal Code);
  - improper inducement to give or promise benefits (Article 319-*quater*, Penal Code)
  - incitement to corruption (Article 322, Penal Code);

<sup>1</sup> Periodically, the Supervisory Board plans in-depth analyses to evaluate the advisability of the possible implementation in the Model of updates concerning certain offences already provided for by the Decree and for those recently introduced.



- embezzlement, extortion, illegal instigation of the payment or promise of consideration, corruption and incitement to corruption of members of the International Courts or bodies of the European Communities and international parliamentary assemblies and officials of the European Communities and foreign States (Article 322-*bis*, Penal Code);
  - abuse of office contrary to the financial interests of the European Union (Art. 323, P.C.);
  - restricting the freedom to trade (Article 353, Penal Code);
  - interfering in the tender process (Article 353-*bis*, Penal Code)
  - trading of influence, as amended by Law no. 3 of January 9, 2019 (Art. 346-*bis*, Penal Code).
2. **cyber-crime offences and illegal data processing** under Article 24-*bis* of the Decree (see Sect. VIII of the Special Section), namely:
- false information in a public electronic document with evidential effectiveness;
  - unauthorised access to an IT or computerised system;
  - unauthorised possession, dissemination and installation of equipment, codes and other means of access to computer or telematic systems;
  - unauthorised possession, dissemination and installation of equipment, devices or IT programmes to damage or interrupt an IT or computerised system;
  - illegal interception, impediment or interruption of IT or computerised communications;
  - unauthorised possession, dissemination and installation of equipment or other means to intercept, impede or interrupt IT or computerised communications;
  - damage to information, data and IT programmes;
  - the damaging of information, data and IT programmes utilised by the State or other public entities or however of public utility;
  - damage to IT systems and telematic systems;
  - the damaging of IT or computerised systems of public utility;
  - IT fraud of electronic signature certifying bodies;
  - offences regarding the national cybersecurity perimeter introduced by Decree-Law No. 105 of September 21, 2019.
3. **offences against industry and commerce** under Article 25-*bis* 1 of the Decree (see Sect. IV of the Special Section), namely:
- disturbing the freedom of industry or commerce (Article 513, Penal Code);
  - unlawful competition with threats or violence (Article 513-*bis*, Penal Code);
  - fraud against national industries (Article 514, Penal Code);
  - fraud in commerce (Article 515, Penal Code);
  - sale of non-genuine food substances as genuine (Article 516, Penal Code);
  - sale of industrial products with misleading signs (Article 517, Penal Code);
  - manufacture and trade of goods made by usurping industrial property rights (Article 517-*ter*, Penal Code);
  - counterfeiting of geographical indications or designations of origin of agro-food products (Article 517-*quater* Penal Code).
4. **corporate offences** under Article 25-*ter* of the Decree (see Sect. II of the Special Section), namely:
- misleading corporate communications (Article 2621, Civil Code);
  - facts of minor importance (Article 2621-*bis*, Civil Code)
  - false corporate communications by listed companies (Article 2622, Civil Code);
  - hindered control (Article 2625, Civil Code);
  - undue restitution of contributions (Article 2626, Civil Code);
  - illegal allocation of profits and reserves (Article 2627, Civil Code);
  - illegal operations on corporate shares or quotas or those of the parent company (Art. 2628, Civil Code);

- operations prejudicing the interests of creditors (Article 2629, Civil Code);
  - corruption between private individuals (Article 2635, Civil Code);
  - incitement to corruption (Article 2635-*bis*, Civil Code);
  - fictitious formation of share capital (Article 2632, Civil Code);
  - improper allocation of company assets by liquidators (Article 2633, Civil Code);
  - unlawful influence on Shareholders' Meetings (Article 2636, Civil Code);
  - stock manipulation (Article 2637, Civil Code);
  - non-communication of conflicts of interest (Article 2629-*bis*, Civil Code);
  - hindering the exercise of duties of public supervisory authorities (Article 2638 C. C.).
5. offences of **involuntary manslaughter** (Art. 589) and **actual or very grievous involuntary bodily harm**, in the aggravated circumstances under Art. 590, paragraph 3, of the Penal Code, committed in violation of the regulations on accident prevention and the protection of hygiene and health at work under Article 25-*septies* of the Decree (see Sect. III of the Special Section);
6. offences of **receiving stolen goods, money laundering and use of public money, goods or utilities of illegal origin in addition to self-laundering** under Article 25-*octies* of the Decree (see Sect. IX of the Special Section);
7. **environmental offences** under Article 25-*undecies* of the Decree (see Sect. V of the Special Section), namely:
- environmental pollution (Article 452-*bis*, Penal Code);
  - environmental disaster (Article 452-*quater*, Penal Code);
  - unintentional offences against the environment (Article 452-*quinquies*, Penal Code);
  - trafficking in and abandonment of highly radioactive material (Art. 452-*sexies*, P. C.).
  - aggravating circumstances (Article 452-*octies*, Penal Code);
  - killing, destruction, capture, sampling and holding of samples of protected wild animal or
  - vegetable species (Article 727-*bis*, Penal Code);
  - destruction or deterioration of habitats within a protected site (Art. 733-*bis*, Penal Code);
  - illegal discharge of wastewater (Article 137, Legislative Decree No. 152/2006);
  - unauthorised waste management activities (Art. 256, Legislative Decree No. 152/2006);
  - pollution of the soil, subsoil, surface water or groundwater (Art. 257, Legs. Dec. No. 152/2006);
  - violation of the obligations to communicate and keep compulsory registers and forms (Article 258, Legislative Decree No. 152/2006);
  - illegal trafficking of waste (Article 259, Legislative Decree No. 152/2006);
  - activities organised for the illegal trafficking of waste (Art. 452-*quaterdecies*, P. C.);
  - violations in relation to the "SISTRIS" System (Art. 260-*bis*, Legs. Dec. No. 152/2006);
  - offences in the area of preventing and limiting atmospheric emissions (Article 279, Legislative Decree No. 152/2006);
  - import, export, possession, use for profit, purchase, sale, exhibition or possession for sale or commercial purposes of protected species (Articles 1, 2, 3-*bis* and 6, Law No. 150/1992);
  - offences relating to the protection of the ozone layer (Art. 3, par. 6, Law No. 549/1993);
  - malicious or negligent pollution caused by water vessels (Art. 8 and 9, Legs. Dec. No. 202/2007).
8. offences involving the **employment of illegal aliens** under Article 25-*duodecies* of the Decree (see Sect. VI of the Special Section).
9. **tax offences** under Article 25-*quinquiesdecies* of the Decree (see Sect. VII of the Special Section), namely:

- fraudulent declaration through the use of invoices or other documents for non-existent transactions (Article 2, Legislative Decree No. 74/2000);
- fraudulent declaration by other means (Article 3, Legislative Decree No. 74/2000);
- unfaithful declarations (Article 4, Legislative Decree No. 74/2000);
- failure to declare (Article 5, Legislative Decree No. 74/2000);
- issue of invoices or other documents for non-existent transactions (Art. 8, Legislative Decree No. 74/2000);
- concealment or destruction of accounting documents (Art. 10, Legs. Dec. No. 74/2000);
- undue compensation (Article *10-quater*, Legislative Decree No. 74/2000);
- fraudulent evasion of tax payment (Article 11, Legislative Decree No. 74/2000).

### 1.3 SANCTIONS PURSUANT TO LEGISLATIVE DECREE NO. 231/01

The **sanctions** stipulated in Article 9 of Legislative Decree No. 231/2001 are:

- a) administrative fines;
- b) prohibitory sanctions;
- c) seizure;
- d) publication of the sentence.

Specifically:

- a) The **financial sanction** (Articles 10 and subsequent of the Decree), which must be applied in the event of conviction, is based on a “quotas” mechanism: for each of the offences among those provided for in Articles 24 to *25-duodevicies*, the law stipulates a minimum and maximum number of quotas, and each “quota” is then associated with a financial value, which in turn ranges between a minimum and maximum amount.

The judge is, therefore, required to make a two-part judgement: first, s/he determines the number of quotas in the range between the minimum and the maximum specifically provided for each offence, it being understood that, in general, the number of allowances may not be fewer than 100 or greater than 1,000. In determining the number of quotas, the court shall consider the gravity, objective and subjective, of the offence.

In the second stage, the judge assigns each individual quota a value between a minimum of Euro 258.00 and a maximum of Euro 1,549.00. When establishing the value of each individual quota, the court assesses the company’s financial and asset position for the express purpose of “ensuring the effectiveness of the sanction.”

- b) The **prohibitory sanctions** (Articles 13 and subsequent of the Decree) can have a profound effect on the organisation, the functioning and the activity of the entity.

These sanctions, if the conditions are met, may also be applied as a precautionary measure (Articles 45 and subsequent of the Decree).

The Legislature has deemed it appropriate to give prohibitory sanctions a subsidiary role within the system: in order for them to be imposed, in fact, they must be expressly provided for in relation to the individual types of offence, in addition to the particular seriousness of the offence, based on the circumstance that the entity has made a significant profit or there has been a *recurrence of the offences* (Article 13, Legislative Decree No. 231/2001)

Prohibitory sanctions include:

- closure of the business;
- suspension or revocation of licences, concessions, or other authorisations involved in commission of the offence;
- prohibition on contracting with the public sector except where necessary to receive a public service;
- exclusion from benefits, financing, contributions and subsidies, in addition to the revocation of those already granted;

- prohibition on advertising goods or services.  
Prohibitory sanctions have a minimum duration of three months and a maximum duration of two years, or longer in the cases indicated in Article 25, paragraph 5, as amended by Law No. 3 of January 9, 2019.<sup>2</sup>
- c) The **confiscation** (Article 19 of the Decree) of the price or profit of the offence, or by equivalence, is always ordered with the conviction, except for the part may be returned to the damaged party.
- d) The **publication of the sentence** can only be ordered in the event that a prohibitory sanction is applied to the entity (Article 18 of the Decree).

In the case of attempted offences (Article 26 of the Decree), the pecuniary and prohibitory sanctions are reduced by one third to one half.

Finally, Article 23 of the Decree foresees the application of sanctions to the entity in the event of transgression of the obligations or prohibitions inherent to the prohibitory sanctions or precautionary measures applied.

#### 1.4 PREREQUISITES FOR EXCLUDING THE ENTITY'S LIABILITY

Articles 6 and 7 of the Decree stipulate a **form of exoneration from responsibility**, if the Entity demonstrates that it has adopted and effectively implemented "Organisation, Management and Control Models" suitable for preventing the realisation of the predicate offences and that it has set up a Control Board, with the function of supervising the functioning of and compliance with the Model.

More specifically, if the **offence is committed by senior figures**, the Entity is not liable if it proves:

- that it adopted and effectively implemented, prior to the commission of the offence, organisation and management models capable of preventing offences of the kind committed;
- that these organisational models were adequately checked and updated by a Supervisory Board with autonomous powers of initiative and control;
- fraudulent avoidance of the models by the perpetrators;
- that there was no omission or insufficient vigilance on the part of said Board.

Therefore, there is an inversion of the burden of proof, as once the offence has been committed it is up to the entity to demonstrate that it has adequately complied with the provisions of the law.

If, on the other hand, the **offence is committed by subordinates** (Article 7), the timely adoption and effective implementation of the Model, constituting fulfilment of the obligation of management and supervision on the part of top management, excludes the entity from punishment.

In accordance with the provisions of Article 6, paragraph 2 of the Decree, the Model must meet the following requirements:

- identify the business areas in which offences could be committed;
- stipulate suitable protocols for planning the formation and implementation of the entity's decisions in relation to the offences to be prevented;
- identify suitable financial management policies to prevent commission of the offences;
- implement obligations to report to the Supervisory Board;

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<sup>2</sup> Law No. 3 of January 9, 2019, containing "Measures for combatting offences against the public administration and in the matter of transparency of political parties and movements" (the so-called *Spazzacorrotti* [Corruption Sweep] law) introduced specific regulations for the application of prohibitory sanctions to certain offences against the Public Administration, namely, extortion, simple and aggravated personal corruption due to the significant profit obtained by the entity, corruption in judicial acts, undue inducement to give or promise benefits, giving or promising to give money or other benefits to the public official or the person in charge of a public service by the briber, and incitement to corruption. Specifically, the law has provided for a tightening of sanctions, establishing two separate punitive ranges according to the qualification of the offender: the prohibitory sanctions may last between 4 and 7 years if the offence is committed by a senior figure, and between 2 and 4 years if the offender is a subordinate party. On the other hand, the law has provided for the application of basic prohibitory sanctions in the measure referred to in Article 13, paragraph 2 of the 231 Decree (3 months - 2 years) if the company, for the same offences mentioned and before the sentence of first instance, has taken steps to avoid further consequences of the offence and has collaborated with the judicial authority to secure evidence of the offence, to identify those responsible and has implemented organisational models suitable for preventing new offences and avoiding the organisational shortcomings that caused them

- establish disciplinary sanctions in the event of violation of the model or the Ethics Code issued by the organisation;
- provide reporting channels in accordance with the provisions of Legislative Decree No. 24/2023 to ensure protection and safeguards for persons within the entity who promptly report the commission of illegal conduct potentially relevant under the Decree (“whistleblowing”).

The Organisational Model is only effective if adopted before the offence is committed.

In order to ensure that activities are carried out in compliance with the law and to promptly detect and eliminate risk situations, the Model must take into account the nature and size of the company, in addition to the type of activity carried out by the company.

The effective implementation of the Model requires:

- a periodic check and possible modification of the same when significant violations of the prescriptions are discovered, or when changes occur in the company organisation, in the activity carried out, or at a legislative level;
- a disciplinary system suitable for sanctioning any failure to comply with the measures indicated in the Model (Para. 6 of the General Section);
- an adequate information-training plan for staff (see Paragraph 5. of the General Section).

## **2. BRIBERY ACT**

In July 2011, the Bribery Act came into force in the United Kingdom. This regulates both bribery within the Public Administration and bribery between private individuals. The Bribery Act also introduced a new type of liability for entities for corrupt acts committed for their benefit or in their interest by “associated persons,” where such entities have not adopted adequate internal procedures to prevent such offences. The parallels between the British framework and the provisions of the Decree are obvious. Though it is not directly applicable in the Italian legal system or with respect to the company’s activities, La Doria has opted to ensure that its Organisational Model also conforms to the principles contained in the UK Bribery Act and the Guidelines issued by the British Ministry of Justice. Specifically, this has meant providing for the adoption of an Ethics Code, the preparation of appropriate policies and procedures to combat acts of bribery, monitoring of the controls introduced, carrying out a systematic identification and evaluation of the risks that bribery may be committed, and promoting internal training and communication activities on a culture of anti-corruption.

## **3. ADOPTION OF THE MODEL BY LA DORIA S.p.A.**

### **3.1 LA DORIA**

#### **3.1.1 COMPANY PROFILE**

La Doria is a leading producer of tomato-based products, fruit juices and beverages, canned pulses and ready-made sauces, principally for private labels.

#### **3.1.2 THE CORPORATE GOVERNANCE MODEL**

The La Doria S.p.A. Corporate Governance system is based on a set of regulations, conduct and processes formulated to guarantee efficient and transparent corporate governance and effective functioning of the corporate boards and control systems.

### **3.2 THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

The Internal Control and Risk Management System is the set of rules, procedures and organisational structures implemented by management and all company personnel designed to enable safe, correct and efficient management of the Company, for its sustainable success, through an adequate process of identification, measurement, management and monitoring of the principal risks.

Internal control is therefore integrated within the business processes, in that it is carried out through actions focused on minimising the risks of not achieving the corporate objectives within these same processes. The Company wished to adopt an effective Internal Control and Risk Management System, ensuring with

reasonable security that it could reach the following corporate objectives:

- efficacy and efficiency of operations;
- reliability of financial disclosure;
- safeguarding of company assets;
- compliance with law and regulations.
- sustainable success.

The Internal Control System is an integral part of the organisational and corporate governance structures adopted by La Doria and contributes to preventing the predicate offences covered by the Decree.

The Board of Directors approves the "Guidelines for the Internal Control System", which are designed to represent the various elements of the Company's control and risk-management system (ICRMS) in an organic and efficient manner.

One of the fundamental elements of La Doria's Internal Control System is the Organisation, Management and Control Model, which seeks to prevent or reduce the risk of committing offences and administrative offences that are, in the abstract, at risk of being committed within the scope of the Company's activities.

### 3.3 THE FUNCTION OF THE ORGANISATION, MANAGEMENT AND CONTROL MODEL

This "Organisation, Management and Control Model" was approved by the Board of Directors of the Company with a motion dated March 28, 2008 and has been revised several times over the years in order to incorporate the updated list of predicate offences as detailed in the "Summary of Revisions" on page 2. By adopting the Model and continuously updating it, La Doria intends to fully comply with the provisions of the law and, in particular, to comply with the principles underlying the Decree. This initiative, together with the adoption of the Ethics Code (motion of the Board of Directors of La Doria S.p.A. of March 28, 2008), was taken in the belief that the adoption of this Model, beyond the provisions of the Decree, can be a valid tool to raise awareness among all Company employees and any other stakeholders (Customers, Suppliers, Partners, collaborators), so that while performing their activities, they adopt the correct and straightforward behaviours to prevent the risk of committing the offences provided for in the Decree. As noted above, the reference to the Bribery Act in this document is intended to demonstrate La Doria's commitment to also complying with the most relevant international anti-corruption legislation.

#### 3.3.1 THE CONFINDUSTRIA GUIDELINES

This Model is inspired by the "*Guidelines for the construction of Organisation, Management and Control Models*", drafted by Confindustria.<sup>4</sup>

The path indicated by the aforementioned for drafting the Model can be outlined according to the following fundamental steps:

- a) Identification of **risk areas**, to verify which company area/sector could give rise to the offences under the Decree;
- b) Preparation of a control system capable of preventing risks through the adoption of appropriate protocols (i.e. organisational and operational rules applied on the indications of management), designed to provide reasonable assurance regarding the achievement of the purposes falling under a good internal control system. The most relevant components of the control system identified by Confindustria are:

- a) Ethics Code
- b) Organisational system
- c) Manual and IT procedures

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<sup>1</sup> "Guidelines for the Construction of Organisation, Management and Control Models pursuant to Legislative Decree No. 231/2001" of March 7, 2002, last updated in June 2021.

- d) Authorisation and signature powers
- e) Control and management systems
- f) Communication to and training of staff

The components of the control system must be aligned with the following principles:

- a) Verifiability, documentation, and consistency and appropriateness of each transaction;
- b) Application of the principle of segregation of duties (an entire process cannot be independently managed by one person);
- c) Documentation of controls;
- d) Provision of an adequate system of sanctions for violations of the Ethics Code and the procedures foreseen by the Model;
- e) Identification of the requirements of the Supervisory Board, such as autonomy and independence;
- f) Obligations regarding disclosure to the Supervisory Board.

We note that non-compliance with specific points of the Confindustria Guidelines does not in itself invalidate the validity of the Model. In fact, since the individual Model must be drafted with regard to the concrete situation of the company to which it refers, it may well differ from the Guidelines which, by their very nature, are general in nature.

### 3.3.2 THE OBJECTIVES OF THE MODEL

These are objectives pursued by this Model:

- the promotion, including through the strengthening of the Corporate Governance system, of a corporate culture designed to encourage ethical and legally compliant conduct;
- the establishment of a structured and organic system of procedures and control activities to reduce the risk of committing the crimes set out in the Decree, through the identification of sensitive areas and the provision of specific, suitable measures to manage the risks detected;
- the guarantee of timely intervention should nonconformities be discovered, through constant monitoring carried out by the Supervisory Board, the Internal Audit Department and the Managers of the individual company functions, the existence of obligations to report any anomalies, designed to prevent or counteract behaviours that may constitute offences or violations of the provisions of the Model and the Ethics Code (**ANNEX 1**).

With a view to achieving the aforementioned objectives, La Doria:

- has adopted a system of rules, represented by the Ethics Code (which sets out general guidelines) and by formalised procedures designed to regulate in detail the methods for making and implementing decisions in the areas at risk of commission of offences. These rules also seek to guarantee the documentation and/or verification of every operation carried out in these areas;
- has outlined a system of company proxies and powers of attorney that ensures a clear and transparent representation of the Company's decision-making and implementation process;
- has appointed **Internal Managers**, designated within the Organisational Units for each activity at risk and formally appointed by the Chief Executive Officers, who, in compliance with the criteria described below, constitute the first safeguard to prevent the risk of offences being committed;
- has defined organisational structures capable of overseeing appropriate behaviour, guaranteeing that tasks are clearly and organically allocated, applying an appropriate segregation of functions, and ensuring that the structures desired by the organisational structure are actually implemented;



- has set up a collegial Supervisory Board, entrusted with specific tasks to monitor the effectiveness and correct functioning of the Model, and responsible for updating and disseminating the Model within the Company.

### **3.3.3 ADDRESSEES AND SCOPE**

This Model is a Company regulation that must be observed, first and foremost, by those performing roles of administration, management, representation, and control of the entity (the Chief Executive Officer, members of the Board of Directors and Board of Statutory Auditors, and the heads of specific Organisational Units).

Compliance with this Model is also obligatory for all other employees of the Company operating within the Organisational Units and staff structures (including personnel hired and/or operating abroad, if any), and:

- personnel at subsidiary companies as part of any activities or duties performed at or on behalf of the Company;
- anyone who works for or in the interest of La Doria as part of a quasi-employment relationship or one governed by a different type of contract;
- those who, even if they are not part of the company, work to achieve the aims and objectives of La Doria S.p.A. (external collaborators, customers/suppliers, partners, etc.).

finally, those who perform services in the name of or on behalf of La Doria and who find themselves operating with British counterparts or in the United Kingdom, in addition to complying with the provisions of the Ethics Code and the "Organisation, Management and Control Model" must also comply with the legal provisions contained in the "Bribery Act".

### **3.3.4 THE MODEL WITHIN THE GROUP**

"Companies belonging to the Group" means all Italian companies and operating companies directly or indirectly controlled by the Company, in addition to foreign companies and operating companies directly or indirectly controlled by La Doria S.p.A. The Company shall communicate this Model and any subsequent updates to the companies belonging to the Group, in the manner it deems most appropriate. By resolution of their Boards of Directors, Administrators or Liquidators and under their own responsibility, Group companies independently adopt their own Organisation, Management and Control Models. Each Group company identifies its own activities at risk of crime and the appropriate measures to prevent them from being committed, in consideration of the nature and type of activity carried out, in addition to the size and structure of its organisation. Group companies base their own models on the principles of this Model and implement its contents, unless analysis of their own activities at risk shows the need to adopt different or further specific prevention measures beyond those indicated in this Model. Group companies shall inform the Company's Supervisory Board of any problematic aspects encountered in conforming their own Model to the provisions of this Organisation, Management and Control Model. Until the adoption of their own Model, Group companies ensure the prevention of offences by means of suitable organisational and internal control measures, following the guidelines of the Parent Company in terms of both procedures and controls set up as part of the Group's internal control system.

Each Group company oversees the implementation of its own Model and appoints its own Supervisory Board. It should be noted that La Doria does not exercise management and co-ordination over its English subsidiary LDH (La Doria) Ltd.

## **3.4 ETHICS CODE**

La Doria approved its own Ethics Code by motion of the Board of Directors on March 28, 2008. The document has undergone two revisions. The most recent was approved at the meeting on November 14, 2019. The main objective of the Ethics Code is to instil in all La Doria employees the ability to share and develop conduct that encourages sustainable growth by promoting respect for diversity and developing a real culture of integrity. It represents an official document that clearly and transparently defines the set of values that the Company places at the basis of the management of its industrial and commercial activities, and is designed to guide the conduct of all those who interact with it for any reason.

To this end, the Ethics Code recommends, promotes and/or prohibits the performance of certain behaviours, integrating the provisions of the criminal and civil laws in force and any obligations provided for by related

collective and individual bargaining.

The Ethics Code (ANNEX 1) is an integral and substantial part of this Model. As such, violations of the provisions contained therein represent violations of the Model, with all the consequences that this entails regarding the application of disciplinary sanctions.

### **3.5 PREPARATION OF THE MODEL**

In line with the provisions of the Decree and the Guidelines prepared by Confindustria, La Doria prepared a first version of the Model, which was approved by the Board of Directors on March 28, 2008. In the years since, the Model has been constantly updated to ensure that it is in line with the corporate structure and applicable legislation.

The Model is the result of analyses relating to the organisational features of the Company, the type of sector in which it operates, the reference legislation and the risks attributable to the economic sector to which it belongs.

Specifically, in drawing up the Model the areas at risk of "offences" were identified through a risk assessment activity divided into:

- review of the organisational chart;
- analysis of the entity's "history" regarding the commission of events with criminal significance, investigating any judicial precedents concerning the Company, its employees, or its representatives;
- carrying out documentary analysis activity to identify the operating methods adopted, with particular reference to elements potentially related to unlawful conduct that could give rise to offences under Legislative Decree No. 231/01;
- identification of the company processes to analyse and map the offence risk areas;
- identification of specific sensitive activities, within the offence risk areas;
- interviews with managers of departments directly involved in the processes connected with and related to activities within offence risk areas, to assess: (i) the level of "inherent risk"; (ii) the effectiveness of the corporate practice implemented for the purposes of preventing the risk of commission of offences; and (iii) the level of "residual risk".

With regard to each activity at risk, some specific control principles have also been indicated. These seek to prevent the commission of the offences themselves in the areas in question.

In implementation of the provisions of the Decree, Article 6, paragraph 1, letter b), this Model was approved by the Board of Directors of La Doria S.p.A., which also appointed the members of the Supervisory Board (hereinafter also referred to as the SB).

#### **3.5.1 STRUCTURE OF THE MODEL**

The Model consists of a "General Section" and a "Special Section". The latter is divided into Sections corresponding to the different categories of offences considered to be of possible risk for La Doria, covered by Decree 231/01. In the "General Section", after an examination of the most relevant provisions of the Decree and the methods used to adopt it, the essential components of the Model are illustrated. These make particular reference to the Supervisory Board, staff training and the dissemination of the Model within the company, the disciplinary system and the measures to be adopted in the event of non-compliance with the provisions of the Model. With regard to the "Special Section," La Doria has taken into consideration the types of offences whose risk of commission, considering the characteristics of the Company, was a was not merely theoretical, while excluding those at low risk of commission. The special section consists of nine sections, the first of which is dedicated to offences against the Public Administration, the second to corporate offences, the third to the offence of Manslaughter, bodily harm and grievous bodily harm committed in violation of workplace accident prevention, health and hygiene legislation, the fourth to Offences against Industry and Commerce, the fifth to Environmental Crimes, the sixth to the offence of Employment of illegal aliens, the seventh to Tax Offences, the eighth to cyber crime offences and illegal data processing, and the ninth to receipt, laundering, reuse and self-laundering.

Each Section of the Special Section is divided into several paragraphs relating to:

- a description of the offences (*see Paragraph 1 of each Section*);
- behavioural principles (*see Paragraph 2 of each Section*);
- general control principles (*see Paragraph 3 of each Section*);
- the areas at risk, divided into subsections indicating the individual offences that may be committed, the functions potentially involved in the sensitive processes, an example of how offences can be committed, in addition to the principles of specific controls (*see Paragraph 4 of each Section*);
- information flows to the Supervisory Board (*see Paragraph 5 of each Section*).

The following also form an integral part of the Model:

- the La Doria S.p.A. Ethics Code (ANNEX 1);
- the company organisation chart and job descriptions (for internal use);
- the structure of powers and the system of delegation (for internal use);
- the management systems adopted by the Company (for internal use).

### 3.5.2 AMENDMENTS AND UPDATES

Amendments and additions to the Model are the responsibility of the Board of Directors of La Doria S.p.A., on the initiative of the Supervisory Board or Top Management after informing the Supervisory Board.

The Board formulates proposals to update and adapt the Model, in particular in the event of:

- a) significant violations of the Model which are attributable to shortcomings of the same. Violations are considered “significant” whenever they take the form of conduct that conflicts with the provisions of the Model which demonstrate the latter’s ineffectiveness or imperfect maintenance for the purposes of preventing the offences under the Decree, or where they demonstrate, through the importance of the principles and protocols infringed or by the number of violations committed, that the Model is not effectively observed within the Company;
- b) significant changes in the Company's organisation or in the Company's activities;
- c) changes in the law.

For amendments relating to the protocols referred to in the Model, or deriving from changes in the Company's organisation, the Board of Directors delegates powers to the **Chief Executive Officer**, who has the power to grant and revoke, in turn, ad hoc delegations to the Managers of the individual Functions. In these cases the Supervisory Board must also be consulted in advance, without prejudice to its power of initiative. If it expresses a justified refusal of the proposed changes, the decision must be referred to the Board of Directors. At least once a year, the Board of Directors shall ratify any changes made by the Chief Executive Officer or persons delegated by him/her.

The progress of individual operations and the identification of violations - or, in any case, of any critical points in the procedures - may be reconstructed in order to make suitable and timely corrections. This is ensured by the use of forms to guarantee information flows to the Supervisory Board (ANNEX 2) and by the adoption of registers concerning contacts with the Public Administration (ANNEX 3).

As regards changes in Company organisation (see letter b), **the Human Resources Manager** must promptly inform the Supervisory Board of any strategic, organisational and business changes (including following a contraction in the areas of activity). This allows the Board to assess the significance of such changes and the possible need for intervention in terms of additional procedures or controls or the elimination of any that have been made redundant.

## 4. SUPERVISORY BOARD

### 4.1 NATURE AND FUNCTIONS

As noted in paragraph 1.4, Article 6, paragraph 1 letter b) of the Decree requires the establishment of a Supervisory Board (hereinafter also referred to as the Board or SB) as a further condition for exemption from administrative liability. The SB has autonomous powers of initiative and control and is called upon to supervise the functioning and observance of the Model and oversee updates to it.

According to the regulations, the Board must have autonomous powers of initiative and control, must avoid omitted or insufficient vigilance and must comply with the information obligations foreseen by the Model.

The SB must carry out its duties with the competence and diligence required by the nature of the task. In view of the size of the Company and the number of sensitive activities in which the Company is engaged, the Supervisory Board of La Doria S.p.A. is collegial and is appointed by the Board of Directors.

This composition allows for considerable synergy of information and adequate control activities. In order to carry out the functions indicated in the Decree, the SB is, among other things, called upon to:

- verify, on the basis of a Plan approved on an annual basis, the effectiveness of the Model in relation to Company structure and its effective capacity to prevent the commission of the offences referred to in the Decree, proposing any updates to the Model, also considering any regulatory interventions and/or changes in the organisational structure or Company activities and/or significant violations;
- on the basis of the Plan, monitor the validity of the Model over time, promoting (also after consultation with the relevant company structures), all the necessary actions to ensure its effectiveness;
- periodically prepare reports for Top Management (see paragraph 4);
- share the training activities carried out for the dissemination, awareness and understanding of the Model;
- detect any behavioural deviations emerging from analysis of information flows and reports, communicating such violations to the DRU for the application of any sanctions provided for by the Disciplinary System.

The Supervisory Board has **freedom to access** the information necessary for the exercise of its functions and powers, and **freedom of initiative** as regards checks on compliance with and implementation of the Model at the Company structures deemed to be at risk of offence.

All company departments, employees and members of corporate bodies are therefore **obliged to comply with requests for information** issued by the Supervisory Board.

The activities carried out by the SB may not be reviewed by any corporate body or structure.

In order to carry out its functions, the Board:

- has adopted internal regulations governing aspects relating to the performance of its activities (determination of the timeframe for controls, identification of criteria and analysis procedures, etc.), in addition to a plan of the checks to be carried out;
- has access to any information or data deemed useful, including by means of a request to the managers of the Company structures concerned;
- seeks the assistance of other relevant Company functions as required;
- makes use, where necessary, of external consultants with proven professionalism and experience, in compliance with the procedures established within the Company for the assignment of consultancy contracts.

The Board may delegate specific tasks to one of its members, with the obligation to report to the other members. In any case, the collegial responsibility of the Board remains also with regard to the functions delegated or carried out for it by the corporate structures.

#### **4.2 COMPOSITION AND APPOINTMENT**

On the basis of the indications contained in the Decree (as interpreted by case law) and of the suggestions provided by the "Guidelines" issued by Confindustria, also taking into account the size and organisational structure of the Company, La Doria has set up a collegial Supervisory Board comprising three members.

The appointment of the Board is the responsibility of the Board of Directors, which chooses its members from among persons meeting the following requirements:

- **autonomy and independence**, with reference to their organisational positioning and to the non-allocation of operational tasks that could undermine their objectivity of judgement, thereby guaranteeing the autonomy of the control from any form of interference and/or conditioning by any part of the Company;
- **professionalism**, with reference to the identification of members in possession of adequate knowledge, tools and techniques for carrying out the tasks assigned;
- **continuity of action**, with reference to the establishment of a function that is permanently dedicated to monitoring compliance with the Model.

The presence on the Board of a person within the organisation (i.e. the Head of the Internal Audit function) who remains at all times close to sensitive areas and who is not assigned to perform active administrative functions, facilitates the exercise of the functions of the SB, through the provision of specific technical expertise.

The SB may avail itself of the information and technical support of all company Departments/Functions.

#### **4.3 TERM OF OFFICE, EXPIRY AND REVOCATION OF THE SUPERVISORY BOARD**

Unless otherwise specified in the appointment documentation, the members of the Supervisory Board shall remain in office for three years.

The following constitute causes of ineligibility and/or forfeiture of membership of the Supervisory Board:

- a confirmed conviction for one of the crimes provided for by Legislative Decree No. 231/2001;
- they are the subject of a court judgment that includes a temporary or permanent ban on holding public office, or a temporary ban on serving as a director of a company or other organisation;
- conflict of interest, even potential, with the Company or its subsidiaries, such as to compromise their independence;
- direct or indirect ownership of equity interests sufficient to permit the exercise of notable influence over the Company or its subsidiaries;
- positions as Executive Director held in the three financial years preceding appointment as member of the Supervisory Board in companies subject to bankruptcy, compulsory administrative liquidation or similar procedures;
- they have been subject to prevention measures pursuant to Legislative Decree No. 159 of September 6, 2011, as amended.

If one of the aforementioned reasons for forfeiture should arise in relation to a member of the Supervisory Board, he/she shall immediately inform the other members of the Supervisory Board and shall automatically be removed from office. The Supervisory Board notifies the Board of Directors of this fact in order to formulate a proposal for replacement. Members who have an employment relationship with the Company shall automatically cease to hold office in the event of termination of said relationship and regardless of the reason for the termination.

By Board motion, and after consultation with the Board of Statutory Auditors, the Board of Directors may revoke the appointment of members of the Board at any time but only for just cause. It may also suspend the

functions and/or powers of the Board member and appoint an interim Board or revoke powers.

The following shall constitute just cause for removal of Board members:

- the identification of a serious breach in the performance of their duties;
- failure to inform the Board of Directors of a conflict of interest, even potential, that precludes the role of member of the Board itself;
- a confirmed conviction with an irrevocable sentence or a plea bargaining sentence for the Company, if it is established that the Supervisory Board failed to carry out or insufficiently supervised its activities;
- the violation of confidentiality obligations with regard to news and information acquired in the exercise of the functions of the Supervisory Board;
- an unsupported conviction or plea bargain, in Italy or abroad, for an offence under Legislative Decree No. 231/2001;
- a non-final conviction or a plea bargaining sentence with a penalty that entails the disqualification, even temporarily, from holding public office, or the temporary disqualification from holding management positions in legal persons and companies.
- for members linked to the Company by an employment relationship, the initiation of disciplinary proceedings for facts that may lead to the dismissal.

If an appointment is revoked without just cause, the member revoked has the right to apply for immediate reinstatement.

#### **4.4 REPORTING TO CORPORATE BODIES**

The Supervisory Board of La Doria S.p.A. has two reporting lines:

1. the first, directly to the Chief Executive Officer;
2. the second, twice a year, to the Board of Directors and the Board of Statutory Auditors, mainly in order to report on:
  - the activities carried out and its own observations on the effectiveness and efficiency of the Model, with an indication of the checks carried out, their outcome and any anomalies detected;
  - the possible need to update, supplement or amend the Model, following legislative interventions or changes in the corporate or organisational structure.

The SB shall promptly report in writing to the Board of Directors or the Board of Statutory Auditors should it detect any violations of the Model by members of these bodies.

#### **4.5 INFORMATION FLOWS BETWEEN SBs WITHIN THE GROUP**

Each Italian Group company appoints its own autonomous and independent Supervisory Board. The Supervisory Board of the Company may request information from the Supervisory Boards of Group companies, where necessary for the purposes of carrying out its own control activities. The Supervisory Boards of Group companies periodically draw up a report for the Company's Supervisory Board, indicating any significant facts that have emerged in the course of their activities, the disciplinary sanctions applied and any significant changes made to their model. The Supervisory Boards of the Group companies shall promptly inform La Doria's Supervisory Board in the event of any violation of their model, Ethics Code or preventive protocols, and the latter shall report the information referred to in this point to the Company's Board of Directors.

### **5. INFORMATION FLOWS TO THE SUPERVISORY BOARD**

#### **5.1 REPORTING OF MODEL VIOLATIONS BY COMPANY REPRESENTATIVES OR THIRD PARTIES**

In addition to the documentation set out in the individual parts of the Model, members of corporate bodies, employees and company associates (i.e. individuals who maintain with La Doria (i) coordinated and ongoing collaborations; (ii) agency and other relationships resulting in the provision of coordinated and continuous work that is chiefly personal and of a non-subordinate nature; (iii) collaborative and/or consulting relationships - including those of an occasional nature - and (iv) individuals under the direction or supervision of a corporate

officer, while not an employee) who come to possess information regarding the commission of crimes or unlawful conduct relevant under the Decree, violations of this Model or conduct that contravenes the Ethics Code and the rules of conduct in areas of activity at risk of offence, even if committed by third parties external to the Company, are required to inform the Supervisory Board. These reporting requirements also apply to third parties who, in any capacity, operate on behalf of or in the interest of the Company as part of the Company's at-risk activities and to whom the Company provides adequate information regarding the Model adopted, as defined below.

In this regard, La Doria has adopted a specific whistleblowing procedure ("*PG F7.1 Whistleblowing*") which provides operational guidance on the subject, contents, recipients and methods of sending and handling reports, along with the forms of protection provided by La Doria for the whistleblower and the reported person, in accordance with the provisions of Legislative Decree No. 24/2023 and of Legislative Decree No. 231/2001. Specifically, in accordance with Article 4 of Legislative Decree No. 24/2023, La Doria has established internal reporting channels which guarantee confidentiality for the reporting person, the person involved, and the person mentioned for any reason in the report, in addition to the content of the report and related documentation.

Specifically, the reporting person can make a report:

- through the My Governance software by clicking on "*My Whistleblowing*";
- by post, by physically depositing the report in a sealed envelope marked "*Confidential Supervisory Board*," for the attention of the Supervisory Board of La Doria, Via Nazionale 320, 84102, Angri. Where the report concerns a member of the Supervisory Board, however, the sealed envelope should be sent to the same address marked "*Confidential Board of Statutory Auditors*," for the attention of the Chairperson of the Board of Statutory Auditors of La Doria S.p.A.;
- verbally requesting a meeting with the Supervisory Board. In this regard, the reporting person should send an email with a meeting request to [organismodivigilanza@gruppoloria.it](mailto:organismodivigilanza@gruppoloria.it) and the meeting will be scheduled within a reasonable timeframe.

The means of handling the report at its various stages (filing, custody, preliminary screening, preliminary investigation, final communication and archiving) are detailed in the aforementioned procedure.

Without prejudice to the exceptions provided by law, the reporter's identity may not be disclosed to parties who are not involved in the process.

No form of retaliation or discriminatory or otherwise unfair measures - whether direct or indirect - affecting working conditions, for reasons directly or indirectly related to the report, shall be allowed or tolerated against any person who makes a report or who has cooperated in the feedback activities relating to the report's merits. Discrimination is deemed to include an unjustified disciplinary action, workplace harassment, changes in working duties or the location of work, or any other form of retaliation which may lead to intolerable working conditions.

Any person who believes they have been subject to discrimination because they have made a report must provide detailed information on the discrimination to the Supervisory Board.

La Doria reserves the right to take appropriate action against anyone who engages in, or threatens to engage in, retaliatory acts against those who have made reports in accordance with the whistleblowing procedure "*PG F7.1 Whistleblowing*." It remains understood that La Doria may take the most appropriate disciplinary and/or legal measures to protect its rights, assets and image, against anyone who, in bad faith, makes false, unfounded or opportunistic reports and/or whose sole purpose is to slander, defame or cause harm to the reported person or others mentioned in the report.

## 5.2 DISCLOSURE OBLIGATIONS CONCERNING OFFICIAL ACTS

The Supervisory Board must receive, in a timely manner, the following information (even if originating from Group companies):

- a) measures and/or notices from legal authorities, or any other authority, that require investigations to be carried out, including against unknown persons for the offences under the Decree;
- b) requests for legal assistance communicated by Directors, Executives and/or other employees in the event of legal proceedings being initiated for the offences under the Decree;
- c) information relating to the effective implementation, at all company levels, of the Model, with evidence of the disciplinary proceedings carried out and any sanctions imposed, or of the measures for dismissing such proceedings with the relative reasons.

**All communications sent to the Board must be in writing and may also be sent by email to [organismodivigilanza@gruppoladoria.it](mailto:organismodivigilanza@gruppoladoria.it).**

## 5.3 ROLE OF INTERNAL MANAGERS

The Internal Managers are the Supervisory Board's direct contacts for all information and control activities. Where the activities carried out are particularly complex or numerous, the Internal Manager - without prejudice to his/her own responsibilities - may entrust his/her tasks to other subjects identified in his/her own Organisational Unit, communicating the relative names to the Supervisory Board.

Upon request, **Internal Managers** send the Board:

- information flow sheets (Annex 2) drawn up whenever operations are carried out in at-risk processes
- registers of contacts with the Public Administration (Annex 3).

Internal Managers:

- a) supervise the smooth running of the operation for which they are the contact persons;
- b) inform collaborators and subordinates of the risks of crime associated with the Company's operations;
- c) for each operation relating to at-risk activities, prepare and retain the relevant documentation and summarise its contents for the Supervisory Board in a form of information flows to the SB (Annex 2), according to the guidelines indicated in paragraph 5.4 below;
- d) report any anomalies or violations of the Model identified to the Supervisory Board, along with any facts considered relevant;
- e) contribute to updating the risk system for their own area of activity and inform the Supervisory Board of the modifications and interventions considered necessary;
- f) following consultation with the Supervisory Board, propose to the competent Organisational Unit any organisational and management solutions to reduce the risks relating to the activities they oversee.

Upon appointment, the Internal Manager shall sign a specific declaration of knowledge of the contents of the Decree and of the Organisational Model.

## 5.4 INFORMATION FLOW SHEETS

In order to guarantee the effectiveness of the Model, supervisory activity is supported by documents (Annex 2) drawn up by the Department/Function Managers of La Doria S.p.A.

At a minimum, each form should include:

- a) the date;
- b) the type of document to be submitted to the Supervisory Board;
- c) the subject of the document;
- d) the reason for the report;
- e) the manager and other entities/functions involved;
- f) any notes from the Manager.



### 5.5 REGISTERS OF CONTACTS WITH THE PUBLIC ADMINISTRATION

The registers of contacts with the Public Administration (Annex 3) are documents in which internal managers record contacts with public counterparts (inspections by a public official, external visits by internal managers to Public Administration offices, faxes, verbal or written contacts). The system of contact registers - a direct application of the principle of the traceability of operations and indicated by the "Guidelines" as one of the objectives to be pursued through the Organisational Model - is fundamental to the efficient implementation of the Model and the effective provision of information to the Supervisory Board.

At a minimum, each register should include:

- a) the date;
- b) a description of the operation (type of contact, reason, type of P.A.) and the name of the Internal Manager involved;
- c) any documentation submitted to the Public Administration;
- d) the main obligations relating to the operation;
- e) the outcome of the contact and action to be taken.

La Doria S.p.A. has adopted a procedure called *"PGF6 Relations with the Public Administration"* to manage relations with the Public Administration.

## 6 TRAINING AND COMMUNICATION

La Doria S.p.A. promotes knowledge of the Model, its internal protocols and updates to them among all employees, who are therefore required to be familiar with its contents, comply with it and contribute to its implementation.

New hires are given a briefing note when they are hired.

For the purposes of implementing the Model, the Human Resources Department manages personnel training in collaboration with the Supervisory Board. Training courses are delivered through the e-learning platform. The full version of the Model is published on the Company intranet, while only the General Section is published on the website.

External collaborators, customers/suppliers and partners are informed, through publication on the website, of the contents of the Model and of La Doria's requirement that their conduct complies with the Model.

## 7 DISCIPLINARY SYSTEM

### 7.1 FUNCTIONING OF THE DISCIPLINARY SYSTEM

The definition of a system of sanctions to be applied in the event of violation of the rules of conduct set out in the Model (to be commensurate with the type of infringement and in any case with a deterrent function), ensures the effectiveness of the supervisory and preventive action entrusted to the Supervisory Board and seeks to guarantee the efficacy of the Model itself.

The Model imposes rules of conduct to prevent the commission of the offences referred to in the Decree and, more generally, to ensure the correct application of internal procedures.

The provision of an appropriate disciplinary system is essential to the functioning of the Model: the potential application of disciplinary sanctions, moreover, is independent of the initiation and outcome of any criminal proceedings, since the Model and internal procedures constitute binding rules for the addressees and third parties bound by contractual relationships to the Company. The violation of the Model must therefore be sanctioned regardless of the actual commission of an Offence or the whether it is punishable.

The current disciplinary system is based on the principles of specificity of the offence, proportionality and adequacy between the offence and the sanctions, timeliness and immediacy of the sanctions.

## 7.2 PROVISIONS

### 7.2.1 EMPLOYEES

This Organisational Model effectively constitutes a company regulation, an expression of the Employer's power to issue provisions regarding the execution and governance of work. Any conduct by employees in violation of the rules of conduct contained in this Model is therefore a disciplinary offence.

The sanctions that may be imposed on said employees fall within those provided for in the Company's Disciplinary Regulation, in compliance with the procedures provided for in Article 7 of the Workers' Statute, the applicable national collective bargaining agreements, and any applicable special regulations.

In relation to the above, the Model makes reference to the categories of sanctionable behaviour foreseen by the existing system of sanctions.

These categories describe the conduct sanctioned according to the level of significance which the particular facts dictate and the actual sanctions established for the committal of such conduct according to their gravity. Specifically, the current National Collective Bargaining Agreement for Food provides that:

- 1) Any worker who violates the internal procedures set out in this Model (e.g. minor non-compliance with the prescribed procedures, failure to communicate the information required to the Supervisory Board, etc.) or adopts behaviour that does not comply with the prescriptions of the Model itself when carrying out activities in at-risk areas, shall be subject to the measures of VERBAL WARNING, WRITTEN WARNING, FINE OR SUSPENSION, as these behaviours must be considered a "*non-execution of the orders given by the company both in written and verbal form*".
- 2) Any worker who, in the performance of activities in at-risk areas, commits a serious violation of the prescriptions of this Model in committing one or more of the offences under the Decree causing serious damage or harm to the Company shall be subject to DISMISSAL WITH NOTICE, such behaviour being recognised as an "*act that radically undermines the company's trust in the worker*".
- 3) Finally, any worker who, in the performance of activities in at-risk areas, maliciously operates in violation of the prescriptions of this Model, such as to incur the concrete application against the company of the measures provided for under the Decree shall be subject to DISMISSAL WITHOUT NOTICE. Such behaviour must represent conduct such as to cause "*serious moral and/or material damage to the Company*" and to constitute a "*crime as defined by law*".

The disciplinary system is constantly monitored by the Human Resources Department.

### 7.2.2 EXECUTIVES

In the event that the internal procedures provided for by this Model are violated by Executives, or that in the performance of activities in at-risk areas an Executive should adopt conduct that contravenes the prescriptions of the Model itself, the most suitable measures will be applied to the persons responsible in accordance with the provisions of the National Collective Bargaining Agreement for Industrial Executives.

### 7.2.3 DIRECTORS & STATUTORY AUDITORS

In the event of violation of the Model by Directors of La Doria S.p.A., the Supervisory Board will inform the Board of Directors and the Board of Statutory Auditors, who shall take the appropriate measures.

Considering that the Directors of La Doria S.p.A. are appointed by the Shareholders' Meeting, in the event of a final conviction for events in which the Company's administrative responsibility has been ascertained, the Board of Directors shall call the Shareholders' Meeting to resolve on the revocation of the mandate of the Director whose liability has been established in court.

#### **7.2.4 ASSOCIATES AND PARTNERS**

Any behaviour adopted by Associates or Partners that contravenes the lines of conduct indicated in this Model and which entails the risk of committing an offence covered by the Decree may result in the termination of the contractual relationship, through the activation of appropriate clauses. The Legal Department, with the collaboration of the Supervisory Board, is responsible for drafting, updating and inserting such specific contractual clauses into the letters of appointment or partnership agreements.

#### **8. CONFIRMATION OF MODEL APPLICATION AND ADEQUACY**

In order to verify its effective functioning, the Organisational Model is subject to monitoring activities which are based on a plan of operational checks or the reports received.

The Board also carries out a review of all the reports received during the year, of the action taken by the Board and the other subjects involved, of the events that are considered to have exposed the Company to the risk of an offence, of staff awareness of the offences under the Decree, of regulations that amend the Decree, and of any necessary updates.

The outcome of this review is included in the annual report that the Supervisory Board prepares for the Company's Board of Directors, and highlights any potential shortcomings and suggestions for action to be taken.