



**Organization, Management and
Control Model pursuant to
Legislative Decree 231/01
La Doria S.p.A.**

REV.	DATE	REASON FOR AMENDMENT
17	10/3/2026	Regulatory update and adaptation to organizational changes

SUMMARY OF REVISIONS

Rev. 0	28/03/2008	<p>First Issuance of the Organizational Model: General Section and Special Section consisting of four sections.</p> <p style="text-align: center;">***</p> <p>Review of General Section;</p> <p>Review of Special Section:</p> <ul style="list-style-type: none"> - <u>Section I Special Section:</u> Introduction of Article 491 bis of the Italian Criminal Code "Falsification of public or private electronic documents having probative value" and Art. 377 of the Italian Criminal Code "Inducement not to make statements or to make false statements to the judicial authorities". Introduction of the Information Flows' Sheet to the Supervisory Body.
Rev. 1	13/05/2011	<ul style="list-style-type: none"> - <u>Section II Special Section:</u> Update with reference to "Project 262"; Repeal of Article 2624 of the Italian Civil Code "False statements in reports or communications by auditing firms" Art. 37 of Legislative Decree No. 39 of 27/01/2010. - <u>Section IV Special Section:</u> Update to the Consolidated Law on Safety introduced by Legislative Decree 81 of 2008. - <u>Section V Special Section:</u> First Issuance of section concerning "Offences against industry and commerce". <p style="text-align: center;">***</p>
Rev.2	11/11/2011	<p>Update of the Code of Ethics.</p> <p style="text-align: center;">***</p>
Rev.3	14/11/2012	<p><u>Section IV Special Section:</u> Update following organizational changes.</p> <p><u>Section VI Special Section:</u> First Issuance of section on "Environmental Offences".</p> <p style="text-align: center;">***</p>
Rev. 4	14/05/2013	<p><u>Section I Special Section:</u> Introduction of the offence of "undue inducement to give or promise benefits" Legislative Decree No. 190 of 6 November 2012;</p> <p><u>Section II Special Section:</u> Introduction of the offence of "Corruption between private individuals" Legislative Decree No. 190 of 6 November 2012.</p> <p style="text-align: center;">***</p>
Rev. 5	14/11/2013	<p><u>Section VII Special Section:</u> First Issuance of section concerning "Offences relating to the employment of third-country nationals whose residence permits are irregular".</p> <p style="text-align: center;">***</p>
Rev.6	28/08/2014	<p><u>Section II Special Section:</u> Update of the risk assessment.</p> <p style="text-align: center;">***</p>

SUMMARY OF REVISIONS

Rev. 7	13/03/2015	Update of General Section.	***
Rev. 8	12/05/2016	Section II Special Section: Amendments to Articles 2621 and 2622 of the Italian Civil Code and introduction of Article 2621-bis of the Italian Civil Code pursuant to Law No. 69/2015 of 27 May 2015.	***
Rev. 9	15/03/2017	Section IV Special Section: Update in relation to the obtainment of the OHSAS 18001/2007 certification (Parma plant).	***
Rev. 10	23/02/2018	Section II Special Section: Amendments to Article 2635 of the Italian Civil Code, introduction of Article 2635-bis of the Italian Civil Code pursuant to Decree No. 38/2017.	***
Rev.11	04/09/2019	Section VI Special Section: Update concerning environmental offences for compliance with "Law 68/2015".	
Rev.12	14/11/2019	Review of the Code of Ethics	***
Rev.13	13/05/2020	Update of General Section. Section III Special Section: Update for compliance with Legislative Decree No. 107/2018 "Statute adapting national legislation to the provisions of Regulation (EU) No. 596/2014 on market abuse"; implementation of "procedure for the management and communication of inside information" and "Internal Dealing Code of Conduct".	***
Rev.14	15/03/2021	Section VIII Special Section: First issuance of the section concerning Tax Offences (Law No. 124/2019).	
Rev.15	10/09/2021	Update of General Section	
Rev. 16	12/12/2023	Update of General Section and Special Sections following organizational changes Section IX Special Section: First Issuance of section concerning "Computer crimes and unlawful data processing" Sex. X Special Section: First Issuance of section concerning "Receipt of stolen goods, laundering and use of money, goods or benefits of illegal origin, and self-laundering"	
Rev. 17	10/03/2026	Update of General Section and Special Sections following regulatory and organizational changes	

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1. LEGISLATIVE DECREE NO. 231/2001

1.1 THE CORPORATE CRIMINAL LIABILITY REGIME

Legislative Decree No. 231 of 8 June 2001, providing "*the administrative liability of legal persons, companies and associations, including those without legal personality*" (hereinafter also referred to as the "Decree"), implementing Law No. 300 of 29 September 2000, introduced corporate criminal **liability** for legal entities into Italian law, outlining its general principles and criteria.

The Decree aimed at bringing domestic legislation on the liability of legal persons in line with certain international conventions, introducing into the Italian legal system a regime of administrative liability (**essentially equivalent to criminal liability**) for entities (meaning companies, associations, consortia, etc.) in connection to a series of offences committed in their interest or to their advantage by persons acting on their behalf.

The liability of the entity adds to that of the natural person who committed the offence.

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

1. it arises in connection with the commission of a so-called predicate offence;
2. it is an *autonomous* liability and persists even when 'the perpetrator of the offence has not been identified or is not liable', or when 'the offence is extinguished for a reason other than amnesty', pursuant to Article 8 of the Decree;
3. liability for administrative offences arising from crimes falls within the jurisdiction of criminal courts and is governed by the fundamental principles of criminal law and procedure, albeit appropriately adapted;
4. The initiative to launch investigations into such offences is entrusted to the same public prosecutor who has been informed of the commission of the crime by the natural person.

The **scope of application** of this legislation, pursuant to Article 1 of the Decree, includes: entities with legal personality, companies and associations, even those without legal personality, while local public bodies, other non-economic public bodies and bodies performing functions of constitutional importance are excluded.

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

- a) the conditions for the prosecution of offences abroad are met (e.g., certain limits on prison sentences established; Italian citizenship of the perpetrator of the offence or the victim; etc.) as provided for in Articles 7, 8, 9 and 10 of the Criminal Code;
- b) the State in which the offence was committed does not prosecute the same entity.

The entity is liable if a deficiency in its organization is found to have made it possible for the natural person to commit the crime (so-called organizational fault), i.e. if the entity has not implemented a set of rules, procedures and precautionary measures aimed at minimizing the risks underlying its activities; in this context, the main the entity has to demonstrate the absence of its organizational fault - and therefore not to incur the administrative liability outlined in the Decree - is the adoption and effective implementation, prior to the commission of a so-called predicate offence, of an organizational, management and control model suitable for preventing its occurrence.

That said, according to the provisions of the Decree, the entity may be held 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 who hold representative, administrative or management positions within the entity or one of its organizational units having financial and functional autonomy, as well as persons who exercise, even *de facto*, the management

- and control of the same – or by persons subject to its management or supervision;
- b) the offence is one for which the law expressly provides for the liability of the entity (so-called predicate offences, most of which are contained in the Decree, in Articles 24 to 25-undecies);
 - c) the offence was committed by the natural person in the interest or for the benefit of the entity.

Interest refers to the subjective attitude of the natural person who acts and embodies the goal of the conduct to bring a benefit to the entity, to be verified at the time when the natural person acts (i.e., prior to the event). This direction must be reflected in the suitability of the conduct to produce a benefit for the entity, while it is not required that the benefit is actually achieved.

On the other hand, the advantage is the material result of the offence, verifiable after the offence has been committed: it consists of the set of benefits – especially of financial nature – resulting from the offence, including cost savings (see also Cass., IV Sez. pen., sent. n. 31210/2016, Court of Cassation, IV Criminal Section, judgment no. 3731/2020) and therefore has objective features, even if achieved by the entity despite the natural person not acting in its interest.

The two requirements of interest and advantage may coexist; however, only one of them is enough to trigger the entity's liability.

In this regard, the inclusion of offences committed with negligence (Article 25-septies of the Decree on health and safety at work and Article 25-undecies on environmental offences) among those that determine the liability of the entity has raised doubts as to their compatibility with the criteria of interest or advantage: negligent offences are, by definition, unintentional and therefore difficult to imagine as being committed for some interest or advantage.

However, since the Supreme Court ruling in the so-called ThyssenKrupp case (Joint Divisions, 24 April 2014, no. 38343), case law has clarified that in negligent offences interest must refer to the conduct and not to the event that resulted from it: thus, an offence that originated from a decision to save on the costs necessary to prevent it (e.g., injuries to a worker related to an accident caused by a defect in the flooring, which was never repaired in order to avoid the related costs of intervention) will be considered to have been committed in the interest of the entity.

Finally, the entity is not liable if the perpetrator of the predicate offence acted in his/her own exclusive interest or in the interest of third parties.

1.2 THE "PREDICATE OFFENCES" PURSUANT TO LEGISLATIVE DECREE 231/01

As mentioned above, the administrative liability of the entity can only arise from the commission of one of the offences provided for by the law. The offences relevant for the purposes of the Decree are the following:

- i. offences committed in the relations with the Public Administration (Articles 24 and 25);
- ii. computer crimes and unlawful data processing (Article 24-bis);
- iii. organized crime (Article 24-ter);
- iv. offences relating to counterfeit currency, public credit cards, revenue stamps and identification instruments or marks (Article 25-bis);
- v. crimes against industry and commerce (Article 25-bis1);
- vi. corporate offences, as well as offences of corruption and incitement to corruption between private individuals (Art. 25-ter);
- vii. terrorism crimes and subversion of the democratic order (Article 25- quater);
- viii. crimes against individual personality and female genital mutilation (Art. 25-quater.1 and Art. 25-quinquies);
- ix. market abuse offences (Article 25-sexies);
- x. crimes of manslaughter and serious or very serious negligent injury in violation of accident prevention and occupational health and safety regulations (Article 25-septies);
- xi. offences of receiving stolen goods, money laundering and use of public money, goods or benefits of illegal origin, as well as 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 violations of European Union restrictive measures introduced by Legislative Decree 211/2025 (so-called international sanctions) (Article 25-octies.2)

- xiv. crimes relating to copyright infringement (Art. 25-*novies*);
- xv. offence of inducing a person not to make statements or to make false statements to judicial authorities (Article 25-*decies*);
- xvi. environmental offences (Article 25-*undecies*);
- xvii. offence of employing third-country nationals whose residence permits are irregular (Article 25-*duodecies*);
- xviii. crimes of racism and xenophobia (Art. 25-*terdecies*);
- xix. offences relating to fraud in sports competitions, illegal gambling or betting, and gambling using prohibited devices (Art. 25-*quaterdecies*);
- xx. tax offences (Art. 25-*quinguesdecies*);
- xxi. smuggling and excise offences (Article 25-*sexiesdecies*);
- xxii. crimes against cultural heritage (Art. 25-*septiesdecies*);
- xxiii. offences involving the laundering of cultural assets and the destruction and looting of cultural and landscape assets (Article 25-*duodevicies*);
- xxiv. crimes against animals (Art. 25-*undevicies*);
- xxv. transnational offences.

Other types of offences may be added by the legislator to the Decree in the future¹.

Based on the risk assessment, it has been possible to identify certain areas as exposed to a potential risk of crime that is not merely theoretical for the company. In particular, the offences listed under i), ii), v), vi), x), xi), xv), xvi), xvii) and xx) are worthy of attention, as they are closely related to the company's business.

These are listed below:

1. offences committed **in the relations with the public administration and against the assets of the State or other public bodies**, as indicated in **Articles 24 and 25 of the Decree**, as well as **inducement not to make statements or to make false statements to judicial authorities**, as referred to in Article 25-*decies* of the Decree (see Section I of the Special Section), namely:
 - embezzlement detrimental to the financial interests of the European Union (Article 314 of the Criminal Code);
 - misappropriation of money or movable property detrimental to the financial interests of the European Union (introduced by Decree Law No. 92 of 4 July 2024);
 - embezzlement by profiting from the error of others to the detriment of the financial interests of the European Union (Article 316 of the Criminal Code);
 - misappropriation of public funds (Article 316-*bis* of the Italian Criminal Code);
 - unlawful receipt of public funds (Article 316-*ter* of the Italian Criminal Code);
 - extortion from public agents (Article 317 of the Italian Criminal Code);
 - corruption in the exercise of official duties (Article 318 of the Italian Criminal Code);
 - corruption for an act contrary to official duties (Article 319 of the Italian Criminal Code);
 - corruption in judicial proceedings (Article 319-*ter* of the Italian Criminal Code);
 - undue inducement to give or promise benefits (Article 319-*quater* of the Italian Criminal Code);
 - incitement to corruption (Article 322 of the Criminal Code);
 - embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or bodies of the European Communities or of international parliamentary assemblies and organizations, and of officials of the European Communities and foreign states (Article 322-*bis* of the Criminal Code);
 - influence peddling, as amended by Law No. 114 of 9 August 2024 (Article 346-*bis* of the Criminal Code);
 - bid rigging (Article 353 of the Criminal Code);

¹ Periodically, the Supervisory Body plans in-depth analyses to assess the appropriateness of incorporating updates into the Model regarding certain offences already covered by the decree and those recently introduced.

- interference with the freedom of the contractor selection process (Article 353-*bis* of the Criminal Code);
 - fraud in public procurement (Article 356 of the Criminal Code);
 - fraud against the State, other public bodies or the European Union (Article 640, paragraph 2, no. 1 of the Italian Criminal Code);
 - aggravated fraud for the purpose of obtaining public funds (Article 640-*bis* of the Italian Criminal Code);
 - computer fraud against the State or other public body (Article 640-*ter* of the Italian Criminal Code);
 - unauthorized receipt of aid, premiums, allowances, refunds, contributions or other payments wholly or partly charged to the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (Article 2 of Law No. 898 of 23 December 1986);
2. **computer crimes and unlawful data processing** referred to in Article 24-*bis* of the Decree (see Section VIII of the Special Section), namely:
- falsification of a public electronic document or a document having probative value;
 - unauthorized access to a computer or telecommunications system;
 - unauthorized possession, dissemination and installation of equipment, codes and other means designed to access computer or telecommunications systems, as amended by Law No. 90 of 28 June 2024;
 - unlawful possession, dissemination and installation of equipment, devices or computer programs designed to damage or interrupt a computer or telecommunications system, as amended by Law No. 90 of 28 June 2024;
 - unlawful interception, obstruction or interruption of computer or telecommunications communications, as amended by Law No. 90 of 28 June 2024;
 - possession, dissemination and unlawful installation of equipment and other means designed to intercept, prevent or interrupt computer or telecommunications communications, as amended by Law No. 90 of 28 June 2024;
 - damage to information, data and computer programs, as amended by Law No. 90 of 28 June 2024;
 - damage to public or public interest information, data and computer programs, as amended by Law No. 90 of 28 June 2024;
 - damage to computer or telecommunications systems, as amended by Law No. 90 of 28 June 2024;
 - damage to computer or telecommunications systems of public interest, as amended by Law No. 90 of 28 June 2024;
 - so-called computer extortion, introduced by Law No. 90 of 28 June 2024;
 - computer fraud by electronic signature certifiers;
 - offences relating to national cyber security introduced by Decree Law No. 105 of 21 September 2019.
3. **crimes against industry and commerce** provided for in Article 25-*bis* 1 of the Decree (see Section IV of the Special Section), namely:
- interference with freedom of business and trade (Article 513 of the Criminal Code);
 - unlawful competition with threats or violence (Article 513-*bis* of the Criminal Code);
 - fraud against national industries (Article 514);
 - fraud in the exercise of trade (Article 515 of the Criminal Code);
 - sale of non-genuine foodstuffs as genuine (Article 516 of the Criminal Code);
 - sale of industrial products bearing false marks (Article 517 of the Italian Criminal Code);
 - manufacture and trade of goods produced by misappropriation of industrial property rights (Art. 517-*ter* of the Italian Criminal Code);
 - counterfeiting of geographical indications or designations of origin of food products ()

(Article 517-quater of the Italian Criminal Code).

4. **corporate offences** referred to in **Article 25-ter** of the Decree (see Section II of the Special Section), namely:
 - forgery of balance sheet (Article 2621 of the Italian Civil Code);
 - minor offences (Article 2621-bis of the Italian Civil Code)
 - forgery of balance sheet by listed companies (Article 2622 of the Italian Civil Code);
 - obstruction of control (Article 2625 of the Italian Civil Code);
 - unlawful repayment of contributions (Article 2626 of the Italian Civil Code);
 - illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code);
 - unlawful transactions involving shares or quotas of the company or its parent company (Article 2628 of the Italian Civil Code);
 - transactions to the detriment of creditors (Article 2629 of the Italian Civil Code);
 - corruption between private individuals (Article 2635 of the Italian Civil Code);
 - incitement to corruption (Article 2635-bis of the Italian Civil Code);
 - fictitious formation of share capital (Article 2632 of the Italian Civil Code);
 - unlawful distribution of company assets by liquidators (Article 2633 of the Italian Civil Code);
 - unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code);
 - market manipulation (Article 2637 of the Italian Civil Code);
 - failure to disclose a conflict of interest (Article 2629-bis of the Italian Civil Code);
 - obstruction of the functions of public supervisory authorities (Article 2638 of the Italian Civil Code);
 - false or omitted declarations for the issuance of the preliminary certificate in the context of cross-border mergers, introduced by Legislative Decree 19/2023.
5. the offences of **manslaughter** (Article 589) **and serious or very serious personal injury**, in the aggravated case referred to in Article 590, paragraph 3 of the Italian Criminal Code, committed in violation of the accident prevention and occupational health and safety regulations referred to in Article 25-septies of the Decree (See Section III of the Special Section);
6. the offences of **receiving stolen goods, money laundering and use of public money, goods or benefits of illegal origin, as well as self-laundering** referred to in Article 25-octies of the Decree (see Section IX of the Special Section);
7. **environmental offences** under Article 25-undecies of the Decree (see Section V of the Special Section), namely:
 - environmental pollution (Article 452-bis of the Criminal Code);
 - environmental disaster (Article 452-quater of the Italian Criminal Code);
 - negligent offences against the environment (Article 452-quinquies of the Criminal Code);
 - trafficking and abandonment of highly radioactive material (Article 452-sexies of the Criminal Code);
 - obstruction of control, introduced by Decree Law 116/2025 (Article 452-septies of the Criminal Code);
 - aggravating circumstances (Article 452-octies of the Italian Criminal Code);
 - failure to carry on remediation procedures, introduced by Decree Law 116/2025 (Article 452-terdecies of the Italian Criminal Code);
 - organized activities for the illegal trafficking of waste, introduced by Law Decree 116/2025 (Article 452-quaterdecies of the Italian Criminal Code)
 - killing, destruction, capture, removal, or possession of specimens of protected wild animal or plant species (Article 727-bis of the Criminal Code);
 - destruction or deterioration of habitats within a protected site (Article 733-bis of the

- Italian Criminal Code);
- unlawful discharge of waste water (Legislative Decree No. 152/2006, Art. 137);
 - abandonment of hazardous and non-hazardous waste in specific cases, introduced by Law Decree 116/2025 (Legislative Decree No. 152/2006, Articles 255-*bis* and 255-*ter*);
 - unauthorized waste management activities, as amended by Decree Law No. 116/2025 (Legislative Decree No. 152/2006, Art. 256);
 - illegal waste incineration, as amended by Law Decree 116/2025 (Legislative Decree No. 152/2006, Art. 256-*bis*);
 - failure to carry remediation activities on sites in the event of pollution of the soil, subsoil, surface waters or groundwater (Legislative Decree No. 152/2006, Art. 257);
 - breach of communication obligations, and mandatory records keeping and forms (Legislative Decree No. 152/2006, Art. 258);
 - illegal shipment of waste, as amended by Law Decree 116/2025 (Legislative Decree No. 152/2006, Art. 259);
 - violations in relation to the 'SISTRi' system (Article 260-*bis* of Legislative Decree No. 152/2006)²;
 - offences relating to the prevention and limitation of atmospheric emissions (Article 279 of Legislative Decree No. 152/2006);
 - import, export, possession, use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (Articles 1, 2, 3-*bis* and 6 of Law 150/1992);
 - offences relating to the protection of the ozone layer (Art. 3, para. 6 of Law 549/1993);
 - intentional or negligent pollution caused by vessels (Articles 8 and 9 of Legislative Decree No. 202/2007).
8. the offence of **employing third-country nationals whose residence permits are irregular**, as provided for in Article 25-*duodecies* of the Decree (*see* Section VI of the Special Section).
9. **tax offences** provided for in Article 25-*quinquiesdecies* of the Decree (*see* Section VII of the Special Section), namely:
- fraudulent tax return through the use of invoices or other documents for non-existent transactions (Article 2 of Legislative Decree 74/2000);
 - fraudulent tax return through other means (Art. 3 of Legislative Decree 74/2000);
 - unfaithful tax return (Art. 4 of Legislative Decree 74/2000);
 - omitted tax return (Art. 5 of Legislative Decree 74/2000);
 - issuing invoices or other documents for non-existent transactions (Article 8 of Legislative Decree 74/2000);
 - concealment or destruction of accounting documents (Art. 10 of Legislative Decree 74/2000);
 - undue compensation (Article 10-*quater* of Legislative Decree 74/2000);
 - fraudulent avoidance of tax payments (Art. 11 of Legislative Decree 74/2000).

1.3 SANCTIONS PURSUANT TO LEGISLATIVE DECREE 231/01

The **sanctions** provided for in Article 9 of Legislative Decree 231/2001 are o:

- a) fines;
- b) disqualifications;
- c) confiscation;
- d) publication of the judgement.

² The case in question is not applicable – nor can it give rise to liability on the part of the entity – as the SISTRi system never became operational (nor, with it, the criminal penalties provided for violation of the rules for keeping and completing certificates) and, with Ministerial Decree no. 59 of 4 April 2023, it was replaced by RENTRI with effect from 15 June 2023).

In detail:

- a) The **fine** (Articles 10 et seq. of the Decree), which is mandatory in the event of conviction, is applied according to a 'quota' mechanism³: for each of the crimes identified by the administrative offences provided for in Articles 24 to 25-undecies, the law provides for a minimum and maximum number of quotas, and each 'quota' is then associated with an economic value that varies between a minimum and maximum amount.

The judge is therefore required to make a two-stage assessment: first, he determines the number of units within the range between the minimum and maximum specifically provided for each offence, it being understood that, in general, the number of units cannot be less than 100 or more than 1,000. In determining the number of shares, the judge takes into account the objective and subjective seriousness of the offence.

Secondly, the judge assigns each individual quota a value between a minimum of €258.00 and a maximum of €1,549.00. In setting the amount of the individual quota, the judge assesses the economic and financial conditions of the company, with the explicit aim of 'ensuring the effectiveness of the sanction'.

- b) **Disqualifications** (Articles 13 et seq. of the Decree) can have a profound impact on the organization, functioning and activities of the entity.

Where the conditions are met, these sanctions may also be applied as a precautionary measure (Articles 45 et seq. of the Decree).

The law frames disqualifications as a last resort sanction: in order for them to be imposed, in fact they must be expressly provided for in relation to the specific type of offence, and this must be particularly serious, linked to the fact that the entity has made a significant profit, or that the entity relapsed into the wrongdoing (Article 13 of Legislative Decree 231/2001).

Disqualifications include:

- prohibition from carrying out activities;
- suspension or revocation of authorizations, licenses or concessions functional to the commission of the offence;
- prohibition from contracting with the public administration, except for the purpose of obtaining public services;
- exclusion from benefits, financing, contributions and subsidies, as well as the revocation of any already granted;
- prohibition from advertising goods or services.

Disqualification sanctions have a minimum duration of three months and a maximum of two years, or longer in the cases indicated in Article 25, paragraph 5, as amended by Law No. 3 of 9 January 2019,⁴ and 25-octies.2⁵.

- c) The **confiscation** (Article 19 of the Decree) of the price or profit of the offence, or its equivalent, is always ordered with the conviction, except for the part that can be returned to the

³ With regard to offences relating to the violation of European Union restrictive measures, provided for in Article 25-octies.2 of the Decree, a different system for determining the fines is envisaged, based on percentages of the entity's total turnover (between 0.5 and 1% and 1 and 5% of the total turnover of the previous financial year, depending on the underlying offence in question. Where it is not possible to determine the amount of total turnover, the Decree provides for the application of financial penalties within an statutory framework ad hoc (and therefore not determined according to the 'pro rata' mechanism).

⁴ Law No. 3 of 9 January 2019, containing 'Measures to combat offences against the public administration and concerning the transparency of political parties and movements' (the so-called 'Spazzacorrotti' law) introduced specific rules for the application of disqualification sanctions to certain offences against the public administration, namely extortion, simple and aggravated corruption involving significant profit for the entity, corruption in judicial proceedings, undue inducement to give or promise benefits, giving or promising money or other benefits to a public official or public service employee by the corruptor, and incitement to corruption. In particular, the law has provided for a tightening of sanctions, distinguishing between two different ranges of penalties depending on the status of the offender: disqualification 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. The law has instead provided for the application of disqualification sanctions in the basic measure referred to in Article 13, paragraph 2 of Decree 231 (3 months to 2 years) if, for the same offences mentioned and before the first instance judgment, the entity has taken steps to avoid further consequences of the offence and has cooperated with the judicial authorities to secure evidence of the offence, identify those responsible and implement organisational models suitable for preventing new offences and avoiding the organisational shortcomings that led to them.

⁵ Legislative Decree 211/2025, in introducing in Article 25-octies.2 the liability of the entity with reference to offences relating to the violation of restrictive measures EU, introduced specific rules for the application of disqualification sanctions. In particular, if the offence was committed by a senior manager, the duration of the sanctions in question cannot be less than two years or more than six years; on the other hand, if the offence was committed by a subordinate, the duration cannot be less than one year or more than three years.

injured party.

- d) The **publication of the sentence** may only be ordered if a disqualification is applied to the entity (Article 18 of the Decree).

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

Finally, Article 23 of the Decree provides for the application of penalties to the entity in the event of violation of the obligations or prohibitions inherent in the penalties or precautionary disqualification measures applied.

1.4 CONDITIONS FOR EXCLUDING THE ENTITY'S LIABILITY

Articles 6 and 7 of the Decree provide a **form of exemption from liability** if the Entity demonstrates that it has adopted and effectively implemented 'Organization, Management and Control Models' suitable for preventing the commission of predicate offences and that it has established a Supervisory Body with the purpose of supervising the functioning and observance of the Model.

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

- that, prior to the commission of the offence, it had adopted and effectively implemented organization and management models suitable for preventing offences of the type that occurred;
- that these organization models were adequately monitored and updated by a Supervisory Body with independent powers of initiative and control;
- the fraudulent circumvention of the models by the perpetrators of the offence;
- that there was no omission or insufficient supervision by the aforementioned Body.

There is therefore a reversal of the burden of proof, as it is up to the entity, once the offence has been committed, to demonstrate that it has complied with the provisions of the law in an appropriate manner.

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

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

- identify the activities in which offences may be committed;
- provide for appropriate protocols for planning the formation and implementation of the entity's decisions in relation to the offences to be prevented;
- identify methods of managing financial resources that are suitable for preventing the commission of offences;
- provide information flows to the Supervisory Body;
- establish disciplinary sanctions for violations of the model or the Code of Ethics issued by the entity;
- provide reporting channels in accordance with the provisions of Legislative Decree 24/2023 aimed at ensuring the protection and safeguarding of those within the organization who promptly report the commission of potentially relevant unlawful conduct within the meaning of the Decree (so-called whistleblowing).

The Organization Model can exempt from liability only if adopted before the offence is committed.

In order to ensure that activities are carried out in compliance with the law and to promptly identify and eliminate risky situations, the Model must take into account the nature and size of the company, as well as the type of activities carried out.

The effective implementation of the Model requires:

- periodic review and modification of the Model when significant violations of its provisions are discovered, or when changes occur in the company's organization, activities or legislation;
- a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the

Model (see Paragraph 6 of the General Section);

- an adequate staff information and training plan (*see* Paragraph 5 of the General Section).

2. BRIBERY ACT

In July 2011, the Bribery Act came into force in the United Kingdom, regulating both corruption in the public administration and corruption between private individuals. The UK Bribery Act also introduced a new type of liability for entities for acts of corruption committed for their benefit or in their interest by "associated persons", where such entities have not put in place adequate internal procedures to prevent such offences. The parallels between UK legislation and the provisions of the Decree are clear. Although not directly applicable in the Italian legal system and to the company's activities, La Doria has decided to bring its Organization Model into line with the principles contained in the UK Bribery Act and the Guidelines issued by the British Ministry of Justice, providing, in particular, for the adoption of a Code of Ethics, the preparation of adequate policies and procedures to combat corrupt conduct, the monitoring of the controls implemented, the systematic identification and assessment of the risks of corruption offences and the promotion of an anti-corruption culture through training and internal communication activities.

3. ADOPTION OF THE 231 MODEL BY LA DORIA S.P.A.

3.1 LA DORIA

3.1.1 COMPANY PROFILE

La Doria is a leading manufacturer of tomato products, fruit juices and drinks, preserved legumes and ready-made sauces, mainly under private label brands. On 1 January 2026, the merger became effective, resulting in the incorporation of the subsidiaries Clas and La Doria Pasta into the company, whose production facilities have therefore become company plants in which the provisions of this Model are fully applied.

3.1.2 CORPORATE GOVERNANCE SYSTEM

La Doria S.p.A.'s Corporate Governance system is characterized by a set of rules, behaviors and processes aimed at ensuring efficient and transparent corporate governance and the effective functioning of governance bodies 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 organizational structures implemented by the Management and all Company personnel, aimed at enabling, through an adequate process of identification, measurement, management and monitoring of the main risks, a sound, correct and efficient management of the company aimed at the sustainable success of the Company.

Internal control is, therefore, a 'process' integrated into business, as it is implemented through actions designed to minimize the risks of failure to achieve objectives within those processes. The Company has adopted an effective internal control and risk management system aimed at achieving the following corporate objectives:

- efficiency and effectiveness of operations;
- reliability of financial reporting;
- safeguarding of company assets;
- compliance with applicable laws and regulations;
- sustainable success.

The Internal Control System is an integral part of the organizational and corporate governance structures adopted by La Doria and contributes to the prevention of the predicate offences provided for in the Decree.

The Board of Directors approves the "Internal Control System Guidelines", which aim to representing the various elements of the Company's risk control and management system (SCIGR) in a comprehensive and efficient manner.

One of the fundamental elements of La Doria's internal control system is the Organization, Management and

Control Model, which aims to prevent or reduce the risk of crimes and administrative offences being committed in the context of the Company's activities.

3.3 THE PURPOSE OF THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL

This "Organization, Management and Control Model" was approved by the Company's Board of Directors with a resolution dated 28 March 2008 and revised several times over the years to incorporate updates to the list of predicate offences, as detailed in the "revisions Summary" table on page 2. By adopting the Model and continuously updating it, La Doria has sought 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 Code of Ethics (resolution of the Board of Directors of La Doria S.p.A. of 28 March 2008), was undertaken in the belief that the adoption of this Model, beyond the requirements of the Decree, can be a valuable tool for raising awareness among all Company employees and all stakeholders (customers, suppliers, partners, collaborators in various capacities) to act correctly in the performance of their activities, such as to prevent the risk of committing the offences covered by the Decree. As mentioned, reference to the Bribery Act in this document is intended to demonstrate La Doria's commitment to complying with the most relevant international anti-corruption legislation.

3.3.1 CONFINDUSTRIA GUIDELINES

This Model is based on *the "Guidelines for the construction of Organisation, Management and Control models"* developed by Confindustria⁴.

The process indicated by these guidelines for the development of the Model can be summarized according to the following fundamental points:

- a) Identification of **risk areas**, aimed at verifying in which area/sector of the company the offences provided for in the Decree may be committed;
- b) Preparation of a control system capable of preventing risks through the adoption of **specific protocols** (i.e. organizational and operational rules applied on the instructions of management), aimed at providing reasonable assurance regarding the achievement of the objectives of a good internal control system.

The most relevant components of the control system identified by Confindustria are:

- a) Code of Ethics
- b) Organisational system
- c) Manual and IT procedures
- d) Authorisation and signing powers
- e) Control and management systems
- f) Communication with staff and staff training

These components of the control system must comply with the following principles:

- a) Verifiability, documentability, consistency and congruence of each operation;
- b) Application of the principle of segregation of duties (no one can manage an entire process independently);
- c) Documentation of controls;
- d) Provision of an adequate system of disciplinary sanctions for violations of the rules of the Code of Ethics and the procedures set out in the Model;
- e) Identification of the requirements of the Supervisory Body, such as autonomy and independence;
- f) Obligations to provide full information to the Supervisory Body.

¹ 'Guidelines for the Construction of Organisation, Management and Control Models pursuant to Legislative Decree 231/2001' of 7 March 2002, last updated in June 2021.

It should be noted that any deviation from specific points in the Confindustria Guidelines does not in itself invalidate the Model. In fact, since each Model must be drawn up with regard to the specific circumstances of the company to which it refers, it may well differ from the Guidelines, which are, by their nature, general.

3.3.2 THE OBJECTIVES OF THE MODEL

The objectives pursued by this Model are:

- the promotion, including through the strengthening of the Corporate Governance system, of a corporate culture aimed at encouraging ethical and law-abiding conduct;
- the establishment of a structured and comprehensive system of procedures and control activities designed to reduce the risk of the offences indicated in the Decree being committed, by identifying sensitive areas and providing for specific measures to manage the risks identified;
- the guarantee of timely intervention in the event of non-compliance, thanks to constant monitoring by the Supervisory Body, the Internal Audit Department and the managers of the individual company structures, as well as the existence of obligations to report any anomalies, aimed at preventing or combating behaviors that could constitute a criminal offence or, in any case, a violation of the provisions of the Model and the Code of Ethics (ANNEX 1).

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

- has adopted a system of rules represented by the Code of Ethics - which sets out general guidelines - and written procedures, aimed at regulating in detail the methods for making and implementing decisions in areas at risk of incurring criminal offences, and also aimed at ensuring the documentation and/or verification of every operation carried out in these areas;
- has outlined a system of corporate delegations and powers of attorney that ensures a clear and transparent representation of the corporate process of decision-making;
- appointed Internal Managers, designated within the Organizational Units for each activity at risk and formally appointed by the Managing Directors, in accordance with the criteria described below, who constitute the first line of defense in preventing the risk of offences being committed;
- has established organizational structures suitable for monitoring the correctness of conduct, ensuring a clear and systematic allocation of tasks and applying a fair segregation of duties, as well as ensuring that the structures required by the organizational structure are actually implemented;
- has established a multi-member Supervisory Body, which has been assigned specific tasks of supervising the effectiveness and proper functioning of the Model, its updating and its dissemination within the company.

3.3.3 RECIPIENTS AND SCOPE OF APPLICATION

This Model is a Company regulation that must be observed, first and foremost, by those who perform administrative, management, representative and control functions within the entity (the Chief Executive Officer, the members of the Board of Directors and the Board of Statutory Auditors, and the heads of specific Organizational Units).

Compliance with this Model is also required from all other employees of the Company working within the Organizational Units and staff structures (including personnel hired and/or working abroad, where applicable), as well as:

- the personnel of subsidiaries in the context of activities and duties performed at or on behalf of the Company;
- all those who work on behalf of or in the interests of La Doria by virtue of a quasi-subordinate employment relationship or a different type of contract;
- all those who, although not part of the company, work for the achievement of the goals and objectives of La Doria S.p.A. (external collaborators, customers/suppliers, partners, etc.).

Finally, those who perform services in the name or on behalf of La Doria and who find themselves working with UK counterparts or in any case in the United Kingdom, in addition to complying with the content of the Code of Ethics and this "Organization, Management and Control Model", must also comply with the legal provisions contained in the Bribery Act.

3.3.4 THE MODEL WITHIN THE GROUP

“Group companies” refers to all Italian companies and operating companies directly or indirectly controlled by the Company, as well as 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 Group companies in the manner it deems most appropriate. Group companies shall independently adopt their own Organization, Management and Control Model, by resolution of their Boards of Directors, Directors or Liquidators and under their own responsibility. Each Group company shall identify its own activities at risk of crime and the appropriate measures to prevent them, taking into account the nature and type of activity carried out, as well as the size and structure of its organization. In preparing their own model, the companies belonging to the Group shall follow the principles of this Model and incorporate its contents, unless the analysis of their own activities at risk highlights the need to adopt different or additional specific prevention measures with respect to those indicated in this Model. Group companies shall notify the Company's Supervisory Body of any problems met in bringing their Model in line with the provisions of this Organization, Management and Control Model. Until the adoption of their own Model, the companies belonging to the Group shall ensure the prevention of criminal offences through appropriate organizational and internal control measures, following the guidelines of the parent company both in terms of procedures and safeguards established within the Group's internal control system.

Each company belonging to the Group is responsible for implementing its own Model and appointing its own Supervisory Body.

3.4 CODE OF ETHICS

La Doria approved its Code of Ethics by resolution of the Board of Directors on 28 March 2008. The document has undergone two revisions. The latest was approved at the meeting on 14 November 2019. The main objective of the Code of Ethics is to increase the ability of all La Doria employees to share and disseminate behaviors that support sustainable growth, promoting respect for diversity and spreading a true culture of integrity. It is 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, aimed at guiding the conduct of all those who interact with it in any capacity.

To this end, the Code of Ethics recommends, promotes and/or prohibits certain behaviors, supplementing the provisions of current criminal and civil laws, as well as any obligations provided for in the relevant collective and individual agreements.

The Code of Ethics (ANNEX 1) is an integral and substantial part of this Model: therefore, violations of the provisions contained therein constitute violations of this Model, with all the consequences that this entails in terms of applicability of disciplinary sanctions.

3.5 DEVELOPMENT OF THE MODEL

In line with the provisions of the Decree and the Guidelines prepared by CONFINDUSTRIA, La Doria developed a first version of the Model, which was approved by the Board of Directors on 28 March 2008. Over the years, the Model has been constantly updated to ensure its alignment with the company structure and the regulations in force at the time.

The setup of the Model is the result of analyses relating to the organizational features of the Company, the industry in which it operates, the regulatory framework and the risks associated with the economic sector to which it belongs.

Specifically, for the purposes of drafting and subsequently updating the Model, areas at risk of "crimes" were identified through a *risk assessment* process consisting of:

- examination of the organizational chart;
- analysis of the entity's "history" with regard to the commission of criminal offences, investigating any previous legal proceedings concerning the Company, its employees or its representatives;
- document analysis aimed at identifying the operating methods adopted, with particular reference to elements attributable to the potential commission of unlawful conduct that could give rise to the offences referred to in Legislative Decree 231/01;
- identifying company processes for surveying and mapping so-called crime risk areas;
- identifying specific sensitive activities within the so-called crime risk areas;
- conducting interviews with the managers of the departments directly involved in processes connected and related to activities falling within the so-called crime risk areas, aimed at assessing: (i) the level of the inherent risk; (ii) the adequacy of the company practices implemented to prevent the risk of crimes being committed; and (iii) the level of so-called residual risk.

With regard to each risk activity, specific control principles have also been indicated, aimed at preventing the commission of offences in the areas in question.

This Model, in furtherance of the provisions of Article 6, paragraph 1, letter b) of the Decree, has been approved by the Board of Directors of La Doria S.p.A., which has also appointed the members of the Supervisory Body (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 various categories of offences considered to be a potential risk for La Doria, as set out in Decree 231/01. In the "General Section", after an examination of the most relevant provisions of the Decree and the procedures followed in adopting it, the key components of the Model are examined, with particular reference to the Supervisory Body, staff training and dissemination of the Model within the company, the disciplinary system and the measures to be taken 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 that presented a risk of possible commission that was not merely theoretical with regard to the features of the Company and has excluded those characterized by a low risk of commission. The Special Section consists of nine sub-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 and Serious and Very Serious Injuries committed in violation of accident prevention and health and safety regulations at work, the fourth to Offences against Industry and Commerce, the fifth to Environmental Offences, the sixth to the offence of employing third-country nationals whose residence permits are irregular, the seventh to tax offences, the eighth to cybercrimes and unlawful data processing, and the ninth to the offences of receiving stolen goods, money laundering, reuse and self-laundering.

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

- the description of the cases in question (*see Paragraph 1 of each Section*);
- principles of conduct (*see Paragraph 2 of each Section*);
- general principles of control (*see Paragraph 3 of each Section*);
- areas at risk, divided into sub-paragraphs indicating the individual offences that may be committed, the functions potentially involved in sensitive processes, examples of how the offences are committed, and specific control principles (*see Paragraph 4 of each Section*);
- information flows to the Supervisory Body (*see Paragraph 5 of each Section*).

The following also form an integral part of the Model:

- the La Doria Code of Ethics (ANNEX 1);
- the company organization chart and job descriptions (for internal use);
- the division of powers and the system of delegated powers (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 Body or senior management, subject to prior notification to the Supervisory Body.

The Body formulates proposals for updating and adapting the Model, in particular in response to:

- a) significant violations of the Model attributable to gaps in the Model itself. Violations are considered "significant" whenever they result in a conduct that conflicts with the provisions of the Model demonstrating its ineffectiveness or, in any case, its failure to fully prevent the offences provided for in the Decree, or when they demonstrate that the Model is not effectively observed within the Company due to the importance of the principles and protocols violated or the number of violations committed;
- b) significant changes in the company's organization or in the corporate activities carried out;
- c) regulatory changes.

For changes relating to the protocols referred to in the Model, or resulting from changes in the company's organization, the Board of Directors delegates authority to the **Chief Executive Officer**, who in turn has the power to grant and revoke *ad hoc* delegations to the heads of individual departments. Even in such cases, the Supervisory Board, without prejudice to its power of initiative, must be consulted in advance and, if it expresses a reasoned refusal to the proposed changes, the decision must be referred to the Board of Directors. The Board of Directors shall ratify any changes made by the Chief Executive Officer or by persons delegated by him at least once a year.

The reconstruction of the process of every activity and the identification of violations or critical points in the procedures, in order to make the appropriate and timely changes, is ensured by the use of forms to guarantee information flows to the Supervisory Body (Annex 2) and by the adoption of registers for any contacts with the Public Administration (Annex 3).

With reference to changes in the company's organization (*see* letter b), the Human Resources Director is required to promptly inform the Supervisory Body of any strategic, organizational and business changes (including in the event of a reduction in areas of activity), so that the Body can assess the significance of such changes and the possible need for intervention in terms of additional procedures or controls or the removal of some of them because they have become redundant.

4. SUPERVISORY BODY

4.1 NATURE AND FUNCTIONS

As mentioned in paragraph 1.4, Article 6, paragraph 1, letter b) of the Decree establishes as a further condition for exempting from administrative liability the establishment of a Supervisory Body (hereinafter also referred to as the Body or SB), with autonomous powers of initiative and control, called upon to supervise the functioning and observance of the model and to ensure its updating.

According to the law, the Body must have independent powers of initiative and control, must not lack or run insufficient checks, and must be the recipient of the information flows provided for in the Model.

The Supervisory Body must perform its duties with the competence and diligence required by the nature of the task.

Considering the size of the company and the number of activities-at-risk in which the latter is involved, the Supervisory Body of La Doria S.p.A. is a multi-member one and is appointed by the Board of Directors.

This composition allows for considerable synergy of information and adequate control activities. In order to perform the functions indicated in the Decree, the Supervisory Body is required, among other things, to:

- verify, on the basis of a plan approved annually, the effectiveness of the Model in relation to the company structure and its actual ability to prevent the commission of the offences referred to in the Decree, proposing any updates to the Model, also in consideration of any regulatory changes and/or changes in the

- organizational structure or company activities and/or any significant violations found;
- monitoring the validity of the Model over time on the basis of the Plan, promoting, also after consultation with the company structures concerned, all necessary actions to ensure its effectiveness;
 - periodically prepare communications for senior management (see Paragraph 4);
 - share the training activities carried out for the dissemination, knowledge and understanding of the Model;
 - detect any behavioral deviations that may emerge from the analysis of information flows and reports,
 - communicating violations to HR for the application of any sanctions provided for by the Disciplinary System.

The Supervisory Body has **free access** to the information necessary for the exercise of its functions and powers and **freedom of initiative** with regards to promoting checks on compliance with and implementation of the Model within company units considered to be at risk.

All company departments, employees and members of corporate bodies are therefore asked to comply with any requests for information submitted by the Supervisory Body.

The activities carried out by the SB cannot be challenged by any company body or structure.

For the purposes of carrying out its functions, the Body:

- has adopted internal regulations governing the performance of its activities (determination of the frequency of checks, identification of analysis criteria and procedures, *etc.*), as well as a roadmap of the checks to be carried out;
- has access to any information or data deemed useful, including by requesting it from the managers of the relevant company departments;
- requests the assistance of other company departments as and when necessary;
- where necessary, it may call upon external consultants of proven professionalism and experience, in accordance with the procedures established within the company for the assignment of consultancy tasks.

The Body may delegate specific tasks to one of its members, with the obligation to report to the other members. In any case, the Body remains collectively responsible for the functions delegated or performed on its behalf by company departments.

4.2 COMPOSITION AND APPOINTMENT

Based on the provisions contained in the Decree, as interpreted by case law, and the recommendations provided in the "*Guidelines*" issued by Confindustria, and taking into account the size and organizational structure of the company, La Doria has established a Supervisory Body consisting of three members.

The appointment of the Body is the responsibility of the Board of Directors, which selects its members among individuals who meet the following requirements:

- **autonomy and independence**, with reference to their organizational position and the absence of operational tasks that could undermine their judgement, so as to guarantee the autonomy of the control initiatives from any form of interference and/or influence by any member of the Company;
- **professionalism**, with reference to the identification of members with adequate knowledge, tools and techniques to perform the tasks assigned;
- **continuity of action**, with reference to the establishment of a permanent structure dedicated to monitoring compliance with the Model.

The presence within the Body of an individual from within the Entity, namely the Director of the Internal Audit, who is constantly involved in sensitive areas and is not responsible for performing active administrative functions, facilitates the exercise of the SB's functions by providing specific technical expertise.

The SB may avail itself of the informational and technical support of all company departments/functions.

4.3 TERM OF OFFICE, EXPIRY AND REVOCATION OF THE SUPERVISORY BODY

Unless otherwise specified in the minutes of appointment, the members of the Supervisory Body remain in office for three years.

The following constitute grounds for ineligibility and/or revocation from office of the members of the Supervisory Body:

- conviction, with a final judgment, for committing one of the offences provided for by Legislative Decree 231/2001;
- conviction, with a final judgment, to a penalty involving disqualification, even temporary, from public offices or temporary debarment from holding management positions in legal entities and companies;
- conflict of interest, even potential, with the Company or its subsidiaries, which compromises their independence;
- direct or indirect ownership of shareholdings of such a size as to enable the exercise of significant influence over the Company or its subsidiaries;
- having held executive director positions, in the three financial years prior to appointment as a member of the Supervisory Body, in companies subject to bankruptcy, compulsory liquidation or similar procedures;
- having been subject to preventive measures pursuant to Legislative Decree no. 159 of 6 September 2011, as amended.

Where one of the above grounds for revocation applies to a member of the Body, that member must immediately notify the other members of the Supervisory Body and will automatically cease from its role. The Supervisory Body shall notify the Board of Directors so that a replacement can take place. Members who are employed by the Company shall automatically cease their position in the event of termination of their employment, regardless of the cause for such termination.

The Board of Directors, by resolution, after consulting the Board of Statutory Auditors may dismiss the members of the Body at any time, but only for just cause, and may, by reasoned decision, suspend the functions and/or powers of a member of the Body and appoint an *interim* member or revoke their powers.

Just cause for revocation of the members of the Body shall be:

- the ascertainment of serious breach of duty in the performance of their tasks;
- failure to notify the Board of Directors of a conflict of interest, even potential, that prevents the member from continuing to serve on the Body;
- the conviction of the Company, even if not irrevocable, or a plea bargain, where there has been a failure or insufficient supervision by the Supervisory Body;
- breach of confidentiality obligations regarding news and information acquired in the exercise of the Supervisory Body's functions;
- a conviction that has not become final or a plea bargain, in Italy or abroad, for an offence referred to in Legislative Decree 231/2001;
- a conviction that has not become final or a plea bargain involving a penalty that entails disqualification, even temporary, from public office, or temporary debarment from holding management positions in legal entities and companies.
- for members linked to the Company by an employment relationship, the initiation of disciplinary proceedings for acts that may result in dismissal.

If the revocation occurs without just cause, the revoked member has the right to request immediate reinstatement.

4.4 REPORTING TO CORPORATE BODIES

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

1. the first, directly to the Chief Executive Officer;
2. the second, on a half-yearly basis, to the Board of Directors and the Board of Statutory Auditors

in order to communicate, mainly:

- the activities carried out and its observations on the effectiveness and efficiency of the Model, indicating the checks carried out, their outcome and any anomalies detected;
- any need to update, supplement or amend the Model following legislative changes or changes in the corporate or organizational structure.

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

4.5 INFORMATION BETWEEN SBs WITHIN THE GROUP

Each Italian company in the Group appoints its own autonomous and independent Supervisory Body. The Company's Supervisory Body may request information from the Supervisory Bodies of Group companies if this is necessary for the performance of its control activities. The SBs of the Group companies periodically draw up a report for the Company's SB, 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 SBs of the Group companies promptly inform La Doria's Supervisory Body in the event of a violation of their model, the Code of Ethics and their preventive protocols, and the latter reports the information to the Company's Board of Directors.

5. INFORMATION FLOWS TO THE SUPERVISORY BODY

5.1 REPORTS BY COMPANY REPRESENTATIVES OR THIRD PARTIES OF VIOLATIONS OF THE MODEL

In addition to the documentation required in the individual sections of the Model, members of the corporate bodies, employees and collaborators of the Company (i.e. persons who have with La Doria (i) coordinated and continuous collaboration relationships; (ii) agency relationships and other relationships that take the form of coordinated and continuous work, mainly personal, of a non-subordinate nature; (iii) collaboration and/or consultancy relationships - even of an occasional nature - as well as (iv) individuals subject to the management or supervision of a company representative even though they are not employees) who come into possession of information relating to the commission of offences or unlawful conduct relevant to the Decree, violations of this Model or the Code of Ethics, or conduct not in line with the Code of Ethics and the rules of conduct in areas of activity at risk of crime, even if committed by third parties outside the Company, are required to inform the Supervisory Body. The reporting obligations also apply to third parties who operate, in any capacity, on behalf of or in the interest of the Company in the context of corporate activities at risk and to whom the Company provides adequate information on 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 matter, content, recipients and methods for filing and management of reports, and on the forms of protection provided by La Doria for the reporter and the reported party in accordance with the provisions of Legislative Decree 24/2023 and Legislative Decree 231/2001.

In particular, in accordance with Article 4 of Legislative Decree 24/2023, La Doria has established internal reporting channels that guarantee the confidentiality of the identity of the whistleblower, the person involved and any other person mentioned in the report, as well as the content of the report and related documentation.

In particular, the reporting person can make a report:

- using the My Governance software, by clicking on '*My Whistleblowing*';
- by post, via physically sending the report in a sealed envelope marked '*Riservato ODV*' (Confidential ODV), to the attention of the Supervisory Body of La Doria, via Nazionale 320, 84102, Anagni. However, if the report concerns a member of the Supervisory Body, the sealed envelope must be sent to the same address marked '*Riservato Collegio Sindacale*' for the attention of the Chairman of the Board of Statutory Auditors of La Doria S.p.A.;
- orally requesting a meeting with the Supervisory Body. To this end, the reporting person must send an email with the request for a meeting to organismodivigilanza@gruppoladoria.it and the meeting will

be scheduled within a reasonable timeframe.

The procedures for handling the report in its various stages (registration, storage, preliminary screening, investigation, final communication and archiving) are detailed in the above-mentioned procedure.

Except as provided by law, the identity of the whistleblower cannot be disclosed to persons not involved in the process.

No form of retaliation or discriminatory or otherwise unfair measure, whether direct or indirect, affecting working conditions for reasons directly or indirectly related to the report, is permitted or tolerated against anyone who makes a report or who has collaborated in the investigation of the report's validity.

Discriminatory measures include unjustified disciplinary actions, harassment in the workplace, demotion or changes of workplace, and any other form of retaliation that results in intolerable working conditions.

Anyone who believes they have been discriminated against as a result of making a report must provide detailed information about the discrimination to the Supervisory Body.

La Doria reserves the right to take appropriate actions against anyone who carries out, or threatens to carry out, acts of retaliation against those who have submitted reports in accordance with the whistleblowing procedure "*PG F7.1_ Whistleblowing*". It is 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, has made false, unfounded or opportunistic reports and/or for the sole purpose of slandering, defaming or causing harm to the person reported or other persons mentioned in the report.

5.2 DISCLOSURE OBLIGATIONS RELATING TO OFFICIAL ACTS

Information concerning the following topics must be sent to the Supervisory Body (even if originating from Group companies) in a timely manner:

- a) measures and/or news from judicial police bodies, or from any other authority, which indicate that investigations are being carried out, even against unknown persons, for the offences referred to in the Decree;
- b) requests for legal assistance submitted by directors, managers and/or other employees in the event of legal proceedings being initiated for offences covered by the Decree;
- c) information relating to the effective implementation, at all company levels, of the Model, with evidence of disciplinary proceedings carried out and any sanctions imposed, or measures to dismiss such proceedings with the relevant reasons.

All communications sent to the Body must be in writing and may also be sent via email to organismodivigilanza@gruppoladoria.it.

5.3 ROLE OF INTERNAL MANAGERS

Internal Managers are direct contacts for the Supervisory Body for all information and control activities.

If the activities carried out are particularly complex or numerous, the Internal Manager - without prejudice to their own responsibilities - may entrust their tasks to other persons identified within their Organizational Unit, communicating the relevant names to the Supervisory Body.

Internal Managers shall send the following to the Body upon request:

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

Internal Managers:

- a) supervise the proper conduct of the operation for which they are responsible;
- b) inform collaborators and subordinates about the risks of offences connected with the company operations carried out;
- c) for each operation relating to activities at risk, prepare and keep the relevant documentation and summarize its contents for the Supervisory Body in an information

- flow sheet to the SB (Annex 2), in accordance with the guidelines set out in paragraph 5.4 below;
- d) report any anomalies or violations of the Model found and any facts deemed relevant to the Supervisory Body;
 - e) contribute to updating the risk system for their area of activity and inform the Supervisory Body of any changes and interventions deemed necessary;
 - f) propose organizational and management solutions to the competent Organizational Unit, after consulting the Supervisory Body, to reduce the risks relating to the activities supervised.

Upon appointment, the Internal Manager signs a specific declaration acknowledging knowledge of the contents of the Decree and the Organization Model.

5.4 INFORMATION FLOW FORMS

To ensure the effectiveness of the Model, supervisory activities are supported by documents (Annex 2) drawn up by the Department/Function Managers of La Doria SpA.

Each form must indicate at least:

- a) the date;
- b) the type of document to be submitted to the SB;
- c) the subject of the document;
- d) the reason for the communication;
- e) the person responsible and other entities/functions involved;
- f) any notes from the person responsible.

5.5 RECORDS OF CONTACTS WITH THE PUBLIC ADMINISTRATION

Records of contacts with the Public Administration (Annex 3) are documents in which the Internal Managers report their contacts with public counterparts (inspections by a public official, external visits by Internal Managers to Public Administration offices, faxes, verbal or written contacts). The contact register system - a direct application of the principle of traceability of operations, as well as one of the objectives to be pursued through the Organizational Model, as indicated in the "Guidelines" - is essential for the effective implementation of the Model and the effective provision of information to the Supervisory Body.

Each register must indicate at least:

- a) the date;
- b) data relating to the operation (type of contact, reason, type of public administration) and the name of the internal manager involved;
- c) any documentation delivered to the public administration;
- d) the main requirements relating to the operation;
- e) outcome of the contact and actions to be taken.

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

6 TRAINING AND COMMUNICATION

La Doria Spa promotes awareness of the Model, the related internal protocols and their updates among all employees, who are therefore required to be familiar with their content, comply with them and contribute to their implementation.

New recruits are given an information note upon recruitment.

For the purposes of implementing the Model, the Human Resources Department manages staff training in cooperation with the Supervisory Board. Training courses are delivered via 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 content of the Model and La Doria's requirement that their behavior comply with the Model itself.

7 DISCIPLINARY SYSTEM

7.1 THE FUNCTION 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 (proportionate with the type of infringement found and with adequate deterrent content) makes the supervisory and preventive action entrusted to the Supervisory Body effective and aims to ensure the effectiveness of the Model itself.

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

Essential to the functionality of the Model is the establishment of an appropriate disciplinary system: the application of disciplinary sanctions, however, is independent of the initiation and outcome of any criminal proceedings, as the Model and internal procedures constitute binding rules for recipients and third parties bound by contractual relationships with the Company, the violation of which must be sanctioned regardless of whether an offence has actually been committed or is punishable.

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

7.2 MEASURES

7.2.1 EMPLOYEES

This Organizational Model constitutes, to all intents and purposes, a company regulation, expressing the Employer's power to issue instructions for the performance and discipline of work. Conduct by employees in violation of the rules of conduct contained in this Model therefore constitutes a disciplinary offence.

The sanctions that may be imposed on employees are those provided for in the company disciplinary regulations, in compliance with the procedures set out in Article 7 of the Workers' Statute, the applicable National Collective Labor Agreement and any special regulations that may apply.

In relation to the above, the Model refers to the categories of punishable acts provided for by the existing system of sanctions.

These categories describe the punishable behaviors, depending on the significance of the individual cases considered, and the specific sanctions provided for the commission of the acts themselves, depending on their severity.

In particular, in accordance with the current National Collective Labor Agreement for the Food Industry, it is envisaged that:

- 1) Workers who violate the internal procedures set out in this Model (e.g. minor non-compliance with the prescribed procedures, failure to communicate the prescribed information to the Supervisory Body, etc.) or who, in the performance of activities in risk areas, behave in a manner that does not comply with the provisions of the Model itself, shall be subject to VERBAL WARNING, WRITTEN WARNING, FINE OR SUSPENSION. etc.) or, in the performance of activities in areas at risk, adopts behavior that does not comply with the provisions of the Model itself, as such behavior must be considered a *'failure to carry out orders given by the company in both written and verbal form'*.
- 2) DISMISSAL WITH NOTICE shall be applied to any worker who, in the performance of activities in risk areas, commits a serious breach of the provisions of this Model, clearly aimed at committing one or more offences covered by the Decree, causing serious damage or prejudice to the Company, such behavior being considered an *"act such as to radically undermine the company's trust in the worker"*.

3) Finally, DISMISSAL WITH NOTICE shall be applied to any employee who acts maliciously in the performance of activities in risk areas, in violation of the provisions of this Model, in such a way as to result in the actual application of the sanctions provided for by the Decree against the Company, since such behavior must be considered conduct likely to cause "*serious moral and/or material damage to the Company*" and to constitute a "*criminal offence under the law*".

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

7.2.2 EXECUTIVES

In the event of a violation by Executives of the internal procedures set out in this Model or the adoption, in the performance of activities in areas at risk, of conduct that does not comply with the provisions of the Model itself, the most appropriate measures will be applied to those responsible in accordance with the provisions of the National Collective Labor Agreement for Industrial Executives.

7.2.3 DIRECTORS AND STATUTORY AUDITORS

In the event of a violation of the Model by Directors of La Doria SpA, the SB shall inform the Board of Directors and the Board of Auditors so that appropriate measures can be taken.

Given that the directors of La Doria SpA are appointed by the Shareholders' Meeting, in the event of a final conviction for acts for which the Company's liability has been established, the Board of Directors will convene a Shareholders' Meeting to resolve on the revocation of the mandate of the director whose liability has been judicially established.

7.2.4 EMPLOYEES AND PARTNERS

Any conduct by Collaborators or Partners that is contrary to the guidelines set out in this Model and that involves the risk of committing an offence punishable under the Decree may result in the termination of the contractual relationship, thanks to the activation of appropriate clauses. The Legal Department, in collaboration with the Supervisory Body, is responsible for drafting, updating and including these specific contractual clauses in letters of appointment or partnership agreements.

8. CONFIRMATION OF APPLICATION AND ADEQUACY OF THE MODEL

The Organization Model is subject to monitoring on the basis of an operational audit plan as well of the reports received over time, in order to verify its effective functioning.

In addition, the Body runs a reviews of all reports received during the year, of the actions taken by the same and other interested parties, the events that are believed to have exposed the Company to risks, the staff awareness about the offences covered by the Decree, the regulations introducing amendments to the Decree and any necessary updates.

The outcome of this review, highlighting any shortcomings and suggesting actions to be taken, is included in the annual report that the SB prepares for the Company's Board of Directors.