

**General Part of the Organization, Management And Control Model pursuant to
Legislative Decree No. 231/2001
of Mei Srl**

N.	REVISION	DATE	APPROVAL
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DEFINITIONS

- **Sensitive activities:** Activities of MEI SRL within which conduct, even potentially, constituting one of the offenses under Legislative Decree 231 of 2001 could be committed.
- **CCNL:** National collective labor agreement in force for the various categories of workers.
- **Client:** a person or a legal entity who uses the goods and/or services produced and/or offered by MEI SRL.
- **Code of Ethics:** the document containing the ethical principles that guide the Company in carrying out its activities.
- **Consultants or Collaborators:** Individuals who, by virtue of their professional skills, provide intellectual work in favor of and/or on behalf of MEI SRL based on a mandate, contract, or other professional collaboration relationship.
- **Legislative Decree 231/2001 or Decree:** Legislative Decree of June 8, 2001, no. 231 and subsequent amendments.
- **Recipients:** those who have to comply with the present Model.
- **Employees:** Individuals who have a subordinate or quasi-subordinate employment contract with MEI SRL.
- **Entity (or Company):** a legal entity, company, or association, even if it lacks legal liability. In the present Model: Mei s.r.l. (hereinafter, also «**Mei**» o «*Company*»).
- **Supplier:** a person or a legal entity who produces, trades, distributes products, raw materials, components, services, professional consultations, technical consultations, etc., used by the Company.
- **Management Officers - Whistleblowing:** (hereinafter also referred to as the "Committee") A natural person or office dedicated to managing Reports of illegal activities, internal, autonomous, and with personnel specifically trained for managing the reporting channel, or an external entity, also autonomous and with personnel specifically trained for managing the reporting channel.
- **Public service officer:** One who "performs a public service in any capacity," meaning an activity regulated in the same forms as a public function but characterized by the absence of its typical powers (cf. art. 358 of the penal code).
- **Confindustria guidelines:** Confindustria's guiding document¹ for the construction of Organizational, Management, and Control Models pursuant to Legislative Decree no. 231 of 2001.
- **Model:** The Organizational, Management, and Control Model, pursuant to articles 6 and 7 of the Decree, which is a comprehensive set of principles, rules, provisions, organizational structures, and related duties and

¹ Approved in its first version on 7 March 2002 and updated on 31 March 2008 and subsequently in March 2014 and June 2021

responsibilities, aimed at preventing the offenses referred to in the same Decree. Specifically, the term “Model” refers collectively to the General Section and the Special Sections.

- **Corporate Bodies:** Shareholder’s Meetings, Auditor and Reviewer, Board of Directors, Supervisory Body.
- **Supervisory Body or Odv:** the body referred to in Article 6 of Legislative Decree of June 8, 2001, no. 231, responsible for overseeing the operation of and compliance with the Model, as well as for ensuring that its updates.
- **Partner:** contractual counterparts, person or legal entity, with whom MEI SRL enters into any form of collaboration.
- **P.A.:** Public administration, public official, or public service officer.
- **Principles of Conduct:** general and specific principles of conduct that the Recipients must adhere to when carrying out the activities provided for in the Model.
- **High-Risk Processes:** business processes or phases thereof whose execution could give rise to unlawful conduct (crimes or administrative offenses) as referred to in the Decree.
- **Public official:** One who "exercises a legislative, judicial, or administrative public function" (cf. article 357 of the penal code).
- **Offenses:** The offenses of administrative liability, as specified in Legislative Decree of June 8, 2001, no. 231.
- **Report:** communication of a reasonable and legitimate suspect or knowledge of Violations.
- **Sanctions System:** the set of sanctions imposed on Recipients who commit Violations.
- **Company Officer:** Person who holds representation, administration, or management functions of MEI SRL or one of its units with financial and functional autonomy, as well as a person who exercises, even de facto, the management or control of MEI SRL pursuant to Legislative Decree of June 8, 2001, no. 231.
- **Subordinate Subject or Subordinates:** Persons subject to the direction or supervision of one of the Company Officer pursuant to Legislative Decree of June 8, 2001, no. 231.
- **Third Parties:** all parties “external” to the Company, who have a business relationship with the company (for example, consultants, suppliers, customers, and partners).
- **TUF:** Legislative Decree of February 24, 1998, no. 58 (Consolidated Law on Finance).
- **TUS:** Legislative Decree of April 9, 2008, no. 81 (Consolidated Law on Safety).
- **TUA:** Legislative Decree of April 3, 2006, no. 152 (Consolidated Law on Environmental Matters).
- **Company Top Management:** Chairman, Managing Director, and other components of Board of Directors of MEI SRL.
- **Violations:** all behaviorus, actions and omissions consisting of unlawful conduct as defined by the Decree or violations of the Model.
- **Whistleblowing policy:** The procedure for the submission and management of internal reports and protection measures pursuant to Legislative Decree 24/2023 as amended.

Terms defined in the singular are also to be understood as plural when the context so requires, and vice versa.

The definitions set forth in this article and in this document also apply when used in the Special Parts.

MEI SRL, according to its statute, has the following purposes:

- to promote study and development activities about business and inter-company strategies on behalf of and in favor of third-party companies and affiliated or controlled companies. For this purpose, it may carry out, by way of example, promotional activities, study of business problems, setting up and managing organizational, financial, administrative, and commercial aspects, subject to the prohibitions of the law of November 23, 1939, no. 1815;
- to carry out commercial activities related to the production of the aforementioned companies;
- to facilitate the meeting between different business realities in order to undertake initiatives suitable to promote better managerial, economic, and financial development and profit;
- to carry out the production, installation, repair, and trade of electrical, electronic, and electromechanical systems of any type and kind;
- the production, repair, sale, and trade of machine tools, automatic and semi-automatic machines, equipment, and vehicles in general, as well as the activity of special constructions of metal carpentry and containers, processing and sorting of metals;
- to promote the analysis, development, and implementation of information and automation systems, the evaluation and selection of computer configurations, the selection and training of specialized personnel in the data processing sector, the marketing of accessories for electronic systems;
- the study, development, and analysis, production, marketing, repair, and sharpening of tools for any mechanical processing to be used for the processing of any material;
- the realization and sale of production lines for tools with different degrees of automation;
- the purchase, sale, exchange, leasing, construction, renovation, maintenance of any kind of property, whether civil, industrial, or artisanal, both in Italy and abroad;
- the management and leasing of properties both in Italy and abroad.

For the exclusive purpose of achieving the corporate purpose and in an instrumental function with respect to it, the company may also carry out any commercial, movable, and real estate operation deemed necessary or useful, may assume and grant loans, invest sums in fixed and variable income securities, directly or indirectly acquire interests or stakes in companies, businesses, or entities with a similar, related, or connected purpose (not for placement purposes and not predominantly); provide both real and personal guarantees, including in favor of Third Parties.

In any case, activities reserved to financial intermediaries under Article 106 of Legislative Decree No 385 of 1 September 1993 are excluded; as well as those activities reserved to securities brokerage firms under Article 1 of Law No 1 of 2 January 1991.

MEI SRL has a Code of Ethics in place, which defines the values that guide the Company in the conduct of its business.

The Code of Ethics contains the ethical principles and rules of conduct that Company Top Management, Employees, all those acting in the name of or on behalf of the Company, as well as Third Parties, are required to comply with and/or uphold.

The provisions of the Model are based on the ethical principles and rules of conduct contained in the Code of Ethics and are consistent with and complementary to it.

1. INTRODUCTION

The organizational Model, structured in a General Part and Special Parts, includes an overview of the regulations contained in the Legislative Decree of June 8, 2001, no. 231, and indicates a series of criteria, rules, guidelines, and measures considered suitable to meet the needs and purposes of preventing the offenses under such Decree.

The General Part of the Model specifically indicates:

- the offenses under Legislative Decree of June 8, 2001, no. 231;
- the Recipients of the Model and the Code of Ethics;
- the methods of adoption and implementation of the Model;
- the criteria for the establishment of the Supervisory Body;
- the sanctioning system to safeguard against violations;
- the obligations of information, communication, and training of personnel on the Model;
- the channel for reporting illegal activities pursuant to Legislative Decree 24/2023.

The Special Parts, taking into account the corporate purpose of the Company, identify the activities of the Company that are sensitive to the risk of offenses under Legislative Decree of June 8, 2001, no. 231, the general and specific principles of good conduct, the preventive measures established by the Company to safeguard against these risks, and the essential control measures aimed at preventing or mitigating illegal activities.

In addition to what is expressly established below, the following are also an integral part of this document:

- the Code of Ethics that defines the ethical and moral principles of the company;
- all internal provisions, measures, acts, and operational procedures of the company that constitute the implementation of this document (e.g., attribution of powers and/or delegations, organizational charts, *job descriptions*, statute, procedures for workplace safety, quality manual, DVR, management system for health, safety, and environment if adopted, risk analysis in terms of data confidentiality and privacy, SGSL, etc.).

2. ADMINISTRATIVE LIABILITY OF LEGAL ENTITIES, COMPANIES, AND ASSOCIATIONS

Legislative Decree of June 8, 2001, no. 231, introduces and regulates, for the first time in our legal system, the administrative liability of entities with legal personality and companies and associations (even without legal personality) as a result of conduct constituting offenses committed in their interest or to their advantage.

The Decree is part of a national legislative framework designed to implement international obligations.

The Entity's liability—similar to criminal liability—arises in connection with the commission of one of the Offenses by a person who has a functional relationship with the entity.

The Entity's liability may arise if the Offenses are committed in its interest or for its benefit; however, it does not apply if the perpetrator acted solely in his or her own interest or in the interest of Third Parties.

The functional relationship linking the perpetrator of the Offense to the legal entity may be one of representation, subordination, or collaboration, within the limits set forth in the Decree.

If the perpetrator of the offense is a natural person who holds a position of representation, administration, management, or control within the entity or one of its organizational units endowed with financial and functional autonomy, as well as a person who exercises—even *de facto*—the management and control of the Entity, a presumption of liability is established against the entity. This is in light of the fact that the natural person expresses, represents, and implements the entity's management policy.

There is no presumption of liability on the part of the entity if the perpetrator of the Offense is a person subject to the direction or supervision of one of the individuals referred to in the preceding sentence; thus, in such a case, the act committed by the subordinate gives rise to the entity's liability only if it is established that the commission of the act was made possible by a failure to comply with the obligations of direction and supervision.

The entity's (administrative) liability is in addition to the natural person's (criminal) liability and does not replace it. The substantial autonomy of this liability means that the entity is held liable for the Offense even when the perpetrator has not been identified or cannot be held accountable, or when the Offense is extinguished for reasons other than an amnesty. The criminal liability of the natural person remains governed by general criminal law.

Legislative Decree of June 8, 2001, no. 231, also aims to raise awareness among all stakeholders of the Company, as it also affects - with the applicable penalties - the assets of those who, even indirectly, have had an interest or have derived an advantage from the illegal behavior of Company Officers and/or Subordinates.

The sanctioning system of the Decree provides for different types of sanctions that expire within five years from the date of the offense; these include administrative pecuniary sanctions, disqualification sanctions, publication of the sentence, and confiscation (cf. art. 9 of the cited Decree).

The reference criteria for determining the sanctions to be applied are: the severity of the act, the degree of responsibility of the company, and the activities undertaken by the latter to prevent the offenses.

For more serious cases, such as offenses committed in violation of health and safety regulations in the workplace, the application of disqualification sanctions is also provided, such as:

- a) disqualification from carrying out the activity;
- b) suspension or revocation of authorizations, licenses, or concessions functional to the commission of the offense;
- c) prohibition from contracting with the public administration, except to obtain public service performances;
- d) exclusion from benefits, financing, contributions, or subsidies and the possible revocation of those already granted;
- e) prohibition from advertising goods or services.

Foreign companies operating in Italy are also subject to the provisions of the Decree, regardless of whether or not their country of origin has regulations that govern the same matter in a similar manner.

Furthermore, pursuant to Article 4 of Legislative Decree 231/2001, the Entity may be held liable in Italy for offenses covered by Legislative Decree 231/2001 and committed abroad, provided the following conditions are met:

- I. The offense must be committed abroad by a person functionally linked to the Entity (anyone who holds a representative, administrative, or managerial position within the Entity or one of its organizational units endowed with financial and functional autonomy, as well as anyone who exercises, even de facto, the management and control of the Entity, as well as by anyone subject to the direction or supervision of one of the six aforementioned persons), pursuant to Article 5, paragraph 1, of Legislative Decree 231/2001;
- II. the Entity must have its principal place of business within the territory of the Italian State;
- III. The Entity may be held liable only in the cases and under the conditions provided for in Articles 7, 8, 9, and 10 of the Italian Criminal Code (in cases where the law provides that the guilty party—a natural person—is to be punished at the request of the Minister of Justice, proceedings against the Entity shall be initiated only if the request is also made against the Entity itself);
- IV. the State in which the offense was committed does not bring charges against the Entity, even in light of the conditions set forth in the aforementioned articles of the Criminal Code.

3. OFFENSES THAT GIVE RISE TO THE ENTITY'S ADMINISTRATIVE LIABILITY

The Offenses that may give rise to administrative liability for the entity (so-called “predicate offenses”) are expressly listed in the Decree and in certain regulatory provisions that have expanded its scope:

- **misappropriation of public funds, fraud against the State, a public entity, or the European Union, or committed to obtain public funds, computer fraud against the State or a public entity, and fraud in public procurement** (Art. 24 of Legislative Decree 231/2001);
- **cybercrimes and unlawful data processing** (Article 24-bis of Legislative Decree No. 231/2001);
- **organized crime offenses** (Article 24-ter of Legislative Decree No. 231/2001);
- **embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise a benefit, and bribery** (Article 25 of Legislative Decree 231/2001);
- **counterfeiting of currency, public credit instruments, revenue stamps, and identification documents or marks** (Article 25-bis of Legislative Decree 231/2001);
- **offenses against industry and commerce** (Article 25-bis.1 of Legislative Decree 231/2001);
- **corporate crimes** (Article 25-ter of Legislative Decree 231/2001);
- **crimes committed for the purpose of terrorism or subversion of the democratic order** (Article 25-quater of Legislative Decree 231/2001);
- **practices involving female genital mutilation** (Art. 25-quater 1 of Legislative Decree 231/2001);

- **crimes against the individual** (Art. 25-quinquies of Legislative Decree 231/2001);
- **market abuse** (Art. 25-sexies of Legislative Decree 231/2001);
- **negligent homicide or serious or very serious negligent injury committed in violation of occupational health and safety regulations** (Art. 25-septies of Legislative Decree 231/2001);
- **receiving stolen goods, money laundering, and the use of money, property, or benefits of illicit origin, as well as self-laundering** (Article 25-octies of Legislative Decree 231/2001);
- **offenses involving payment instruments other than cash and the fraudulent transfer of funds** (Article 25-octies.1 of Legislative Decree 231/2001);
- **offenses involving violations of European Union restrictive measures** (Article 25-octies.2 of Legislative Decree 231/2001);
- **offenses involving copyright infringement** (Article 25-novies of Legislative Decree 231/2001);
- **inducement to fail to make statements or to make false statements to judicial authorities** (Article 25-decies of Legislative Decree 231/2001);
- **environmental offenses** (Article 25-undecies of Legislative Decree 231/2001);
- **employment of third-country nationals residing in Italy illegally** (Article 25-duodecies of Legislative Decree 231/2001);
- **racism and xenophobia** (Article 25-terdecies of Legislative Decree 231/2001);
- **fraud in sports competitions, illegal operation of gambling or betting activities, and gambling conducted using prohibited devices** (Article 25-quaterdecies of Legislative Decree 231/2001);
- **tax offenses** (Article 25-quinquiesdecies of Legislative Decree 231/2001);
- **smuggling** (Article 25-sexiesdecies of Legislative Decree 231/2001);
- **crimes against cultural heritage** (Article 25-septiesdecies of Legislative Decree 231/2001);
- **money laundering involving cultural property and the destruction and looting of cultural and landscape heritage** (Art. 25-duodecies of Legislative Decree 231/2001);
- **crimes against animals** (Art. 25-undevicies of Legislative Decree 231/2001).

Furthermore, Law 146/2006, while not making any further amendments to the body of the Decree, extended the liability of legal entities to include cases involving so-called transnational crimes.

A description of the specific acts relevant for the purposes of criminal law is provided in Annex 3—Catalog of Crimes and Administrative Offenses.

4. SCOPE OF APPLICATION

The Decree applies to all entities with legal personality, companies, associations even without legal personality, and private entities holding a public service concession. The Decree does not apply to the State, territorial public entities, non-economic public entities, or entities performing functions of constitutional significance (e.g., trade unions, political parties, etc.).

5. RECIPIENTS

Recipients under this Model are deemed to be, without exception:

- the Personnel of MEI SRL, and therefore, the employees, including those abroad, of MEI SRL, as well as all those who collaborate with it under a quasi-subordinate employment relationship and/or collaboration in general, including project collaborators, temporary and agency workers, etc.;
- those who, even de facto, perform management, administration, direction, or control functions for MEI SRL or for one of its organizational units, including corporate bodies (Directors, Auditors, Reviewer and Audit Firms, Supervisory Body, etc.);
- those who directly or indirectly, permanently or temporarily, establish contracts and/or collaboration relationships with MEI SRL, in any capacity, operating on behalf of the same or cooperating in the performance of its activities and the pursuit of its purposes;
- all subjects who, in any case, act in the interest of MEI SRL as they are linked to it by contractual legal relationships or other agreements (e.g., *joint venture partners*, *business initiative partners*, etc.);

as well as all persons listed in art. 3, paragraph 3 of Legislative Decree 24/2023 on Whistleblowing.

Recipients of the Model are required to strictly comply with the provisions contained therein and its annexes, which are an integral and substantial part of it.

6. CRITERIA FOR ATTRIBUTING LIABILITY

The criteria for attributing liability to companies are distinguished into objective and subjective criteria.

Objective criteria (found in art. 5 of the Decree) are:

- I. That offense was committed by a subject linked to MEI SRL by a qualified relationship. In this sense: 1) Among the Company Officers, we find those who hold representation, administration, or direction functions of MEI SRL or one of its financial and functional organizational units, as well as persons who, even de facto, manage and control it; 2) Among the Subordinate Subjects, we find persons subject to the direction or supervision of one of the subjects referred to in point 1).
- II. That the offense is committed in the interest or to the advantage of MEI SRL in an area related or functional to its corporate purpose. For the illegal conduct of the Company Top Management and/or Subordinate to integrate liability for MEI SRL, it is sufficient that one of the two objective conditions - interest or advantage - is met in favor of the company

To this end, it is useful to clarify that:

- Interest exists when the Corporate Officers and/or Subordinates acted with the intent to favor MEI SRL regardless of whether this objective was actually achieved (constitutes an *ex-ante* of the conduct),
- Advantage exists when MEI SRL has derived or could have derived a positive economic or other result from the conduct of the Company Officers and/or Subordinates (constitutes an *ex-post* of the conduct).

Finally, based on established case law, the liability resulting from illegal conduct committed by Company Officers and/or Subordinates of another company, belonging to a group, can be extended to the parent company, and the offense committed in the subsidiary could be attributed to the parent company.

The **criterion for subjective attribution** of liability to the entity (found in art. 6 of the Decree) consists of culpability in a normative sense, meaning a violation of behavioral rules aimed at preventing the commission of offenses and essentially consists of the so-called "organizational fault," understood as the entity's choice not to adopt or (even if adopted) not to apply suitable and effective organizational, management, and control measures aimed at preventing offenses under the Decree.

Organizational fault should not be confused (or overlapped) with the culpability of the person responsible for the offense, as it is found precisely in the "negligence" or "deficiency" of the entity's organization, which was unable to prevent the commission of the offense².

In this regard, as highlighted in a ruling by the Court of Cassation³: *"(...) the teleological element of the agent's conduct must be the consequence not so much of a subjective attitude of the individual but of a specific 'negligent' organizational structure of the company, to be understood in a normative sense, because it is based on the reproach deriving from the entity's failure to adopt the organizational and managerial precautions necessary to prevent the commission of the offenses provided among those suitable to establish the liability of the collective entity"; in the investigation concerning the configurability of the offense attributable to the entity - continues the Court - "the negligent conduct of the subjects responsible for the criminal case (offense of the administrative offense) is relevant if the lack or inadequacy of the precautions prepared for the prevention of the offenses provided by Legislative Decree no. 231/01 is found. The occurrence of such organizational deficiencies, as they determine the conditions for the occurrence of the offense, justifies the reproach and attribution of the offense to the entity, in addition to supporting the legal construction for which the entity is liable for its own act (and not for the act of others)."*

Based on the foregoing, it is clear why the adoption and implementation of an appropriate and effective Organizational, Management, and Control Model can have an exculpatory effect for the Company in the event that its Company Officer and/or Subordinates commit offenses: the existence of such a Model precludes the entity's culpability (in the sense specified above).

7. EXEMPTION

Legislative Decree of June 8, 2001, no. 231, provides for the exclusion of liability for the company if, before the commission of the Offense, it has adopted and effectively implemented an organizational, management, and control Model that is effective and suitable for preventing offenses of the type that occurred.

² Cass. Pen. Sentence no. 18413/2022: *"(...) the absence of the model, its inadequacy or its ineffective implementation are not ex se constitutive elements of the offence committed by the entity, such being, in addition to the co-presence of the organic and teleological relationship between the person responsible for the offence and the entity (so-called "reinforced" organic identification), the fault of the organisation, the offence and the causal link that must run between the two' and again, according to the Supreme Court, the fault of the organisation <<(...) constitutes, so to speak, a specifically identified "culpable" way of being, proper to the organisation of the entity, that has allowed the person (natural person) organic to the entity to commit the offence>>".*

³ Cass. Pen. quoted sentence.

Legislative Decree of June 8, 2001, no. 231, also provides that companies will not be held liable if the Company Officers and/or Subordinates acted exclusively in their own interest or that of Third Parties.

For the purposes of exemption from liability, in the case of the commission of offenses by a Company Officers and/or Subordinate, the company's liability is presumed unless it can demonstrate:

- that it had adopted and effectively implemented, before the commission of the act constituting the Offense, an organizational, management, and control Model suitable for preventing the commission of illegal acts like the one that occurred;
- that it had established a Supervisory Body within MEI SRL, independent, autonomous, and ensuring continuity of action, tasked with overseeing the functioning, compliance with the Model, and its updating;
- that the illegal conduct was committed by fraudulently circumventing the existing organizational, management, and control Model;
- that there was no omitted or insufficient supervision by the Supervisory Body.

The Model is the set of rules, set forth in the Special Sections, covering both conduct (“Principles of Conduct”) and controls, compliance with which – when carrying out activities within the scope of High-Risk Processes – helps prevent unlawful, improper, or irregular conduct.

Failure by the Recipients to comply with the Model, the Code of Ethics, and/or the Whistleblowing Procedure is subject to sanctions. To this end, the Model also includes a Sanctions System, which is provided for and described in this document.

According to the provisions of Legislative Decree of June 8, 2001, no. 231, the company has an autonomous title of liability and is not jointly liable with the perpetrator of the Offense. The company's liability is also established when the perpetrator of the Offense has not been identified and/or the Offense undergoes an extinguishing event

8. OFFENSES AND SANCTIONS

The company may be held liable for the offenses under Legislative Decree of June 8, 2001, no. 231.

In Annex 3, the list of applicable offenses is provided.

9. GOVERNANCE

MEI SRL is managed by a Board of Directors, whose members have the power to carry out the necessary operations for the implementation of the corporate purpose, subject to the need for specific authorization in cases required by law.

The legal, substantive, and procedural representation of the company is entrusted to the Chairman of the Board of Directors, who may also delegate a director.

10. CONTROL SYSTEM

10.1 General principles

The Control System of MEI SRL is structured to ensure proper information and adequate monitoring of its activities. With particular attention to the organizational structure, MEI SRL identifies tasks, functions, and responsibilities of its personnel. Additionally, in the distribution of assignments or business activities, it operates according to the following principles:

- i. Segregation of functions, meaning no one can manage an entire process independently.
- ii. Control, meaning every operation, transaction, action must be: verifiable, documented, consistent, and appropriate.
- iii. Documentation of controls, meaning the control performed, even if only supervisory, must be documentable and subject to documentary evidence.

10.2 Control activities

The Control Activities of MEI SRL provide that:

- the corporate organizational chart and also the one for safety purposes are clearly defined and disclosed;
- every significant operation is pre-authorized by those with the power to do so;
- clear responsibilities are identified in the execution of their characteristic activities;
- powers of representation, proxies, and/or delegations are conferred in compliance with specific areas of exercise and amount limits related to the assigned responsibilities;
- the integrity and completeness of the data managed are ensured through the necessary exchange of information between the operational structures to which tasks, phases, and processes are assigned.

10.3 Financial resources

With particular reference to the management of financial resources, MEI SRL constantly monitors (through the internal and external functions assigned to this) that the system in place maintains over time the suitability requirements necessary to ensure such management in compliance with the obligations imposed by Italian, UE, and international laws; in particular, except as specified within each of the specific Special Parts of the Model (as provided by Legislative Decree of June 8, 2001, no. 231), regarding the management of financial resources, the monitoring activity carried out by the top management of MEI SRL is generally aimed, by way of example and not exhaustively, at verifying:

- ✓ compliance with the subject matter limits attributed by law to corporate bodies;
- ✓ compliance with the power limits attributed by statute to the top management body;
- ✓ the legality of the acts performed by MEI SRL in the management of financial resources;
- ✓ the assignment of powers adequate to the organizational structure, roles, tasks, and responsibilities of each;
- ✓ the traceability and retrievability of the activities performed with the available financial resources;
- ✓ the effectiveness of control activities in financial matters and the traceability and documentation of the controls performed;
- ✓ the timing of planning and *budget* preparation;
- ✓ the mandatory approval by the Board of Directors and/or the Assembly (depending on the provisions of the law and/or the articles of association/statute and/or board resolutions) of extraordinary operations;
- ✓ compliance with the Assembly's authorization resolutions before the start of extraordinary operations;

- ✓ the adequate attribution and compliance with the power limits recognized for operating on the company's accounts and financial resources, for carrying out extraordinary operations, and for carrying out the operations permitted by the corporate purpose in financial matters;
- ✓ compliance with the joint signature criterion, where its application has been evaluated based on the operation to be carried out;
- ✓ the periodic reporting by the delegated bodies pursuant to art. 2381 of the Civil Code on the state of exercise of the delegation attributed, including in financial matters or for the execution of extraordinary operations.

10.4 Control bodies

Administrative Body

The Administrative Body (also known as the Board of Directors) is responsible for directing, coordinating, and controlling the company's management. The Administrative Body is also responsible for the entire internal Control System.

Auditor / Sole Auditor

The Auditor is responsible, according to law and statute, for monitoring the adequacy of the organizational, administrative, accounting, and financial structure.

Accounting Audit

The accounting audit and control are carried out by the Sole Auditor according to the law.

Employer

In terms of health and safety in the workplace, the employer of MEI SRL is responsible for ensuring compliance with the obligations under Legislative Decree of April 9, 2008, no. 81.

Health, safety, and environment management system manager

The Health, Safety, and Environment Management System Manager is responsible for supporting the design, implementation, monitoring, and improvement of the health and safety management system in MEI SRL.

Data Controller and Authorized/Designated Subjects for Information and Data Processing (*privacy decree and subsequent amendments - European Regulation 2016/679 - GDPR*)

MEI SRL is the Data Controller for the information and data provided to the company and is responsible for fulfilling the obligations imposed by the applicable regulations. The authorized/designated subjects are the individuals who, under the responsibility of MEI SRL and within its organizational structure, handle data processing and compliance with the specific reference regulations on behalf of the company.

Technical and Functional Managers

The Technical and Functional Managers or Area Managers of MEI SRL, within the scope of their assigned competencies, are responsible for the activities they conduct for the company and the activities carried out by their Subordinates.

Supervisory Body

The Supervisory Body is the body appointed by resolution of the Board of Directors, tasked with overseeing the functioning, compliance with the models, and updating them.

11. DELEGATION SYSTEM

11.1. Premise

The attribution of powers to operate is inspired by the following main criteria:

- "Accuracy" of the delegated matter and the limitations of powers;
- "Publicity" of powers and responsibilities, both internally and externally;
- "Consistency" of representation powers with the assigned competencies;
- "Certainty" in the execution of the attributed representation and/or signing power.

11.2. Delegations and proxies

Essential Requirements for Attribution

The issuance of mandates, delegations, and proxies to operate as representatives in the interests and to the advantage of MEI SRL respects the following principles:

- All those who engage with the Public Administration on behalf of MEI SRL must be expressly authorized either by function or through specific delegation;
- Each delegation and/or proxy specifically and unequivocally defines the attributed powers and the limits within which to operate;
- The delegate and/or proxy holder is granted spending powers appropriate to the conferred functions;
- The proxies are made public.

Issuance and Revocation of Delegations and Proxies

The issuance of delegations and proxies must occur within the limits set by law, as well as the provisions of the Statute, with the management methods established by the top management body. The Board of Directors (in compliance with the provisions of the statute and those of art. 2381 of the Civil Code) periodically verifies, also with the support of the competent corporate functions, the compliance of the delegation and proxy system in force and its consistency with the organizational structure.

12. ORGANIZATIONAL, MANAGEMENT, AND CONTROL MODEL

12.1 Adoption of the Model

The adoption of this document is the exclusive competence of the Administrative Body.

This Model has been developed by MEI SRL, taking into account the activities actually carried out as well as the methods of performing such activities, the nature, and the size of its organization.

MEI SRL has initiated a preliminary analysis of the corporate context. In particular, the following have been examined: the history of MEI SRL, the corporate context, the market, the corporate organizational chart, the governance system,

the control system, the delegation system, and the procedures already formalized within MEI SRL for the performance of company activities. Therefore, the following have been carried out:

- Individual interviews with administrators and area managers involved;
- An analysis of the corporate organizational charts and the system of distribution of responsibilities and powers;
- An analysis of the robustness of existing procedures and/or controls;
- An analysis of the control activities carried out.

12.2 Objectives pursued

MEI SRL, in reaffirming its commitment to ensuring fairness and transparency in the conduct of its business, has updated its Organizational, Management, and Control Model in accordance with Legislative Decree No. 231 of June 8, 2001.

This update is part of the Company's ongoing process of periodically reviewing its organizational and control mechanisms and is intended to verify and ensure their continued adequacy and effectiveness in relation to the objectives of preventing the predicate offenses set forth in the Decree, particularly in light of regulatory developments and the Company's organizational context.

In this sense, the adoption of the Model constitutes a valid tool for raising awareness among all those who operate in the name and on behalf of MEI SRL, as well as a stimulus to adopt correct behaviors.

In particular, with the adoption of the Model, MEI SRL aims to achieve the following main objectives:

- determine, in all those who operate in its interest or to its advantage, the awareness that, in case of violations of the legal provisions, including those reported in Legislative Decree 231/2001 and those present in the special part of the Model, they may incur criminal sanctions imposed on them and administrative sanctions chargeable to the company;
- reiterate that illegal behavior is strongly condemned by MEI SRL, as it is contrary, in addition to legal provisions, to the principles of the Code of Ethics, the provisions of this Model, and the values to which MEI SRL intends to adhere in conducting its business activities;
- allow MEI SRL, through monitoring activities on risk areas, to intervene promptly to prevent and counter the commission of illegal conduct that may integrate the offenses under the Decree;
- provide adequate information to the Recipients about the adoption of the Model;
- continue to spread a corporate culture based on preventive control;
- condemn any behavior that does not comply with the law or internal provisions, particularly the instructions contained in this Model and the Code of Ethics of MEI SRL;
- create and maintain an effective and efficient organization of the company, through processes that focus on roles, decision-making, and the management of internal and external information;

- implement all necessary measures to eliminate, as quickly as possible, any risk situations of committing illegal conduct integrating the offenses under Legislative Decree 231/2001.

12.3 Modifications and updates of the Model

Modifications, integrations, and updates of the Model are the responsibility of the Administrative Body, which can also intervene on the proposal of the Supervisory Body. By way of example and not exhaustively, the update of the Model must be initiated when:

- violations or evasions of the provisions contained therein have occurred, demonstrating its ineffectiveness or inconsistency for the prevention of offenses;
- significant changes have occurred in the regulatory framework, or in the organization and activities of MEI SRL, requiring the initiation of new specific analyses and the development/revision of special parts and specific protocols;
- in all other cases where modification, integration, and/or updating of the Model is necessary or useful.

The Chairman of the Board of Directors may make ordinary and merely formal adjustments to the Model that do not require prior specific analysis. In such circumstances, the Chairman must report to the Board of Directors on the activities carried out. The Supervisory Body must be constantly informed about the modifications, integrations, and updates made to the Model, protocols, procedures, and existing controls in MEI SRL.

13. SUPERVISORY BODY AND INFORMATION FLOW

Compliance with the requirements set forth in the Legislative Decree of June 8, 2001, no. 231, is an essential element for the appointment of the Supervisory Body.

Therefore, it is necessary that this control body has the ability to exercise its powers and functions concretely and that it is placed by the administrative body in a position to be able to exercise/fulfill these powers and functions correctly. This is an indispensable prerequisite for the effectiveness of the control action entrusted to the Supervisory Body and thus for the related exemption from liability of the entity if all other conditions provided by the applicable regulations are met.

For a proper configuration of the Supervisory Body, it is necessary to carefully evaluate, based on the tasks and functions it is called upon to perform, the possession of the requirements of independence, autonomy, and continuity of action that the law requires for each member and the entire Supervisory Body.

13.1 Tasks and functions

The Supervisory Body is tasked with constantly monitoring:

- the functioning of the Model;
- compliance with the Model; and
- updating the Model.

13.2 Regulation of the Supervisory Body

The Supervisory Body, at its first meeting, must adopt its own operating regulations, which must, among other things, provide evidence of the planning methods for the assigned control activities and propose the approval of its annual budget to the Administrative Body.

13.3 Composition of the Supervisory Body (Odv)

External members to MEI SRL may be called to be part of the Supervisory Body, provided that each possesses the following requirements:

➤ **Autonomy and independence:** understood as the autonomy of the control initiative and independence (from any form of interference and/or conditioning, including personal, as well as potential conflicts of interest) towards any subject related to MEI SRL and, in particular, the top operational and/or managerial bodies, especially considering that the function exercised by the Supervisory Body also involves monitoring the activities of the Company Officers, including the members of the top management body.

The Supervisory Body must be able to dispose of specific corporate resources and avail itself of the collaboration of all personnel in the functions/areas of MEI SRL.

To this end, the Administrative Body must provide the Supervisory Body with specifically dedicated corporate resources, in number and value proportionate to the assigned tasks, approving annually the budget proposed by the same, as an adequate allocation of financial resources.

The Supervisory Body may use these resources for any needs necessary for the proper performance of its tasks, for example, if necessary, availing itself of specialized consultants, undertaking work travels, etc.

In appointing the members of the Supervisory Body (in this case in a plural form), the Administrative Body must consider the following criteria (from the Confindustria Guidelines):

1. In the case of a composition with only external members, the requirements of autonomy and independence must be referred to the individual members;
2. In the case of a mixed composition of the Body, since total independence from the entity cannot be required from internal members, the degree of independence of the Body must be assessed as a whole.

In summary, the Supervisory Body can be considered autonomous and independent⁴ when it is constituted and operates: (i) avoiding that the Supervisory Body as a whole is entrusted with operational tasks since there must be no identity between the controlled and the controller; (ii) eliminating economic or personal interference and conditioning by the top management bodies; (iii) providing in the Model effective causes of ineligibility and removal from the role of members of the Supervisory Body, ensuring integrity, absence of conflicts of interest, and relationships of kinship with the corporate bodies and the top management.

➤ **Professionalism:** The Supervisory Body must also possess, within itself, technical-professional skills appropriate to the tasks and functions it is called upon to perform.

⁴ See Confindustria Guidelines version June 2021 page 82

Therefore, the Supervisory Body must be composed of individuals with expertise in economics, law, process analysis, corporate risk control and management, investigation, control, and verification.

In particular, the Supervisory Body must possess the technical skills necessary to carry out inspection activities.

The Board of Directors, once the members of the Supervisory Body have been identified, at the time of appointment, must verify the existence of the conditions and requirements required by the Model, based on professional profiles, concrete field experiences, acquiring, if useful, the necessary references also from Third Parties and the declarations collected directly from the candidates.

Given the heterogeneity of the technical aspects that regulate the operation of MEI SRL, the Supervisory Body, in order to implement the useful or necessary skills for the proper performance of its activities and ensure its professionalism (as well as its autonomy), may use the specific budget made available by the Administrative Body, in order to acquire from outside the entity the skills that may be necessary to integrate its own.

The Supervisory Body may also, by way of example and not exhaustively, avail itself of external professionals, equipping itself with competent resources in a specific and detailed manner, in legal matters, corporate organization, auditing, accounting, finance, workplace safety, environmental matters, etc.

➤ **Continuity of action:** The Supervisory Body is required to continuously carry out the activities necessary for monitoring the application of the Model with adequate commitment and the necessary investigative powers.

Continuity of action should not be understood as "incessant operation," as such an interpretation would necessarily impose a Supervisory Body exclusively internal to the entity.

Continuity of action means that the activity of the Supervisory Body should not be limited to periodic meetings of its members but should be organized based on an action plan and the constant conduct of monitoring and analysis activities of the entity's prevention system.

13.4 Term of office

The Supervisory Body remains in office for a maximum of three years from the date of its appointment; the same members of the Supervisory Body may be re-elected.

13.5 Eligibility requirements

The Administrative Body, at the time of appointing the members of the Supervisory Body, must verify that each candidate possesses professionalism, integrity, independence, autonomy, can ensure continuity of action as described above, and has the necessary skills to perform the tasks assigned by the Decree.

All members of the Supervisory Body are required not to be in any of the conditions of ineligibility and/or incompatibility and conflict of interest listed below:

(a) having been subjected to preventive measures ordered by the judicial authority pursuant to the law of December 27, 1956, no. 1423 (*law on preventive measures against persons dangerous to security and public morality*) or the law of May 31, 1965, no. 575 (*provisions against the mafia*) and their subsequent amendments and integrations;

(b) being under investigation or having been convicted, even with a non-final sentence or issued under articles 444 and following of the Code of Criminal Procedure (plea bargaining) or with a conditionally suspended sentence, except for the effects of rehabilitation;

(c) being disqualified, incapacitated, bankrupt, or having been convicted, even with a non-final sentence, to a penalty that entails disqualification, even temporary, from public offices or the inability to exercise managerial offices.

The occurrence of even one of the above conditions will result in ineligibility for the position of member of the Supervisory Body and, if erroneously elected, such ineligibility will allow the administrative body to evaluate the revocation of the member for just cause; in such an event, the administrative body will proceed to replace the revoked member.

13.6 Revocation, replacement, termination, and resignation

Without prejudice to the previous point, the revocation from the position of member of the Supervisory Body can only be ordered for just cause. By way of example and not exhaustively, the following are conditions justifying revocation for just cause:

- the loss of eligibility requirements;
- failure to fulfill the obligations related to the assigned task;
- failure to comply with the principles of the Code of Ethics, general and special good conduct protocols of each adopted special part.

In the presence of just cause, the Board revokes the appointment of the member of the Supervisory Body who is no longer suitable and proceeds to their immediate replacement, recognizing the member's remuneration until the date of termination of the office.

A cause of termination from office, before the expiration of the term provided in this Model, is the subsequent inability or impossibility to perform the task.

Each member of the Supervisory Body can always resign from the office, with one month's notice, by written and motivated communication to the Board of Directors.

In case of termination or resignation of one of the members of the Supervisory Body, the Administrative Body promptly proceeds to replace the member who has become unsuitable.

13.7 Activities and powers

At its first meeting, the Supervisory Body proceeds to adopt its own regulations and appoint its President. To carry out the assigned tasks, the Supervisory Body is vested with the tasks and functions provided in this Model and all the powers of initiative and control over every business activity. This corporate body has an exclusive dependency only on the Board of Directors, to which it reports through its President.

The tasks and attributions of the Supervisory Body and its members cannot be questioned by any other body, organism, or corporate structure, without prejudice to the Board of Directors' ability to verify the consistency of the activities carried out by the Supervisory Body with the functions entrusted to it.

The Supervisory Body performs its functions in coordination with all other existing control and direction bodies or the company functions.

The Supervisory Body, within the scope of its tasks, by way of example and not exhaustively, can:

- carry out or have carried out, under its direct supervision and responsibility, periodic inspection activities;
- access all information regarding the sensitive activities of MEI SRL;
- request information or exhibit documents regarding sensitive activities from all employees of MEI SRL and, if necessary, from the Sole Administrator, the administrative body, the body responsible for accounting audit (even if an audit firm is appointed), the subjects appointed in compliance with the regulations on safety, environmental matters, and those involved in data processing, and in general from all those involved in the activities of MEI SRL that are relevant for the effective and proper performance of the Supervisory Body's functions;
- use external consultants for issues that require their assistance;
- propose the initiation of disciplinary measures and the adoption of disciplinary sanctions;
- verify the adequacy of the planning of specific training programs for personnel;
- address, at least annually, a written report to the Administrative Body;
- inform the interested parties or, more generally, the Administrative Body, about the activities carried out;
- receive information and communications from anyone;
- conduct investigations on facts reported by anyone;
- conduct periodic audits on activities identified as at risk.

13.8 Remuneration and Expense Reimbursement

The remuneration due to the members of the Supervisory Body (including the President or those holding special positions) is established at the time of appointment or by subsequent decision of the Administrative Body.

Members of the Supervisory Body are also entitled to reimbursement of expenses incurred for office reasons.

13.9 Information obligations towards the Supervisory Body - information flows

Pursuant to the Legislative Decree of June 8, 2001, no. 231, the Model provides for methods of managing information flows to the Supervisory Body.

The proper and efficient performance of the Supervisory Body's functions is based on the ability to access all necessary information related to the identified risk areas. For this reason, the Supervisory Body must have access to all data and information necessary for the performance of its functions.

The obligation to provide information to the Supervisory Body is directed at all corporate functions and may concern the periodic results of control activities carried out to implement existing procedures and controls (e.g., summary reports of activities performed, monitoring activities, performance indicators, etc.) and any anomalies or irregularities found within the available information.

In addition to the information flows provided in the individual special parts, by way of example and not exhaustively, the information may concern:

- decisions related to the request, disbursement, and use of public funding;
- the reasons that justified the legal assistance requested by managers or employees for acts on which the Judicial Authority is proceeding;
- measures and/or news from the judicial police or other authorities indicating the conduct of investigations, even against unknown persons, not only for the offenses under Legislative Decree of June 8, 2001, no. 231;
- internal investigations and/or reports from which responsibilities emerge, even for the hypotheses of offenses under the Legislative Decree of June 8, 2001, no. 231;
- news related to the actual implementation of the Model, highlighting the disciplinary proceedings carried out and any sanctions imposed or the decisions to archive such proceedings with the related reasons;
- summary tables of contracts awarded to Third Parties for the execution of activities within and outside the company's site;
- summary tables of public tenders in which MEI SRL participates or will participate;
- summary tables of contracts awarded by both private and public entities in any form;
- news related to orders awarded by public entities or entities performing public utility functions;
- copies of periodic reports on health and safety at work and the environment, including DUVRI, DVR, PSC, POS, appointment acts for site functions, etc.;
- reports of controls carried out by company management on the activities performed by their subordinates.

The Supervisory Body must also receive copies of periodic reports on health, safety at work, and the environment.

It should be clarified that the information provided to the Supervisory Body aims to enable it to improve its control planning activities and not to impose specific and systematic verification activities of all represented phenomena⁵.

13.10 Information flows to the Supervisory Body

⁵ cf. p. 90 Guidelines of Confindustria edition 2021 - ‘...With particular reference to the periodic information flows coming from the management, if they provide for the obligation to communicate the results of controls already carried out and not the transmission of information or documents to be controlled, such periodic flows make clear the different roles in the field of prevention. In fact, if well defined, the information flows make it clear that management must exercise control action, while the Supervisory Body - as an assurance mechanism - must assess the controls performed by management. Moreover, the obligation to report the results of controls to the Supervisory Body produces an effect of empowerment of operational management. With reference to information flows between the control bodies, the Supervisory Body is the recipient of event-driven flows from the Statutory Auditor, in the event it detects deficiencies and violations that are relevant from the standpoint of the 231 Organisational Model, as well as any facts or anomalies detected that fall within the scope of the processes assessed as sensitive for the commission of the offences in question; similarly, the Supervisory Board is required to inform the Auditor of any deficiencies found in the assessment of the actual implementation of the 231 Organisational Model, for example in the context of checks on processes sensitive to tax risks, on those relating to the risks of corrupt conduct, the commission of corporate offences, occupational health and safety and environmental offences. While respecting the respective roles in the internal control system, it would then be desirable, also with a view to overcoming the separation and duplication of checks, as well as the risk of information short-circuit, to exchange information flows between the internal audit function and the Supervisory Body on the results of their respective verification activities that have a common relevance for 231 purposes. The Supervisory Board should also receive a copy of the periodic reports on occupational health and safety. It should be clarified that the information provided to the Supervisory Board is intended to enable it to improve its own control planning activities and not, on the other hand, to impose on it punctual and systematic verification activities of all the phenomena represented. In other words, the Supervisory Board is not under an obligation to act, since it is left to its discretion (and responsibility) to determine in which cases to take action. It is worth adding that the obligation to provide information was probably also envisaged in order to give greater authority to the requests for documentation that become necessary to the Supervisory Board in the course of its audits. (...)’

In order to allow all Recipients to communicate with the Supervisory Body so that it can monitor compliance with and the functioning of the organizational Model of MEI SRL, all Recipients can communicate with the Supervisory Body of MEI SRL using the following methods:

Internal mail: The communication, in order to ensure maximum confidentiality, must be sent to the administration area, addressed to the *Supervisory Body of MEI SRL* with the following wording on the outside of the sealed envelope: "*Communication for the Supervisory Body. Strictly Confidential Information.*"

Ordinary external mail: The communication, in order to ensure maximum confidentiality, must be addressed *to the Supervisory Body of MEI SRL, located in Ponte San Pietro (BG) – 24036 - via Ing. G.B. Caproni, 50*, with the following wording on the outside of the envelope: "*Communication for the Supervisory Body. Strictly Confidential Information.*"

Email: odv@meisystem.com

In all the above cases, the correspondence must not be opened and must be delivered to an external member of the Supervisory Body.

Whistleblowing⁶ – Reporting Channel for Violations under Legislative Decree 24/2023

MEI SRL, in order to comply with the obligations set forth by Legislative Decree 24/2023, concerning the protection of individuals who report violations of Union law and the provisions concerning the protection of individuals who report violations of national regulatory provisions, has developed the **Whistleblowing** procedure (see Annex 1 to this General Part) which aims to describe and regulate the method for reporting violations (as defined in the policy) of which the whistleblower (as defined in the policy) becomes aware during the employment relationship or within the work context with MEI SRL, as well as the protection mechanisms provided to safeguard the whistleblower.

In particular, the document aims to describe:

- a) the roles and responsibilities of the functions involved in managing reports and those of the whistleblowing committee;
- b) the objective scope and content of the report;
- c) the subjective scope of application;
- d) the procedure and channels to be used for reporting alleged violations;
- e) the methods of managing the report and the procedure that is initiated when a report is made;
- f) the methods of informing the whistleblower and the reported person about the development of the procedure;
- g) the specific protection measures granted to individuals who make reports.

The purpose of the Whistleblowing policy is to remove factors that could hinder or discourage those who want to make reports from doubts and fears of retaliation or discrimination.

Reporting

⁶ Law no. 179 of 30 November 2017, as amended and supplemented, Provisions for the protection of the authors of reports of offences or irregularities of which they have become aware in the context of a public or private employment relationship - Legislative Decree no. 231 of 8 June 2001 - Article 6, paragraph 2 - provisions on whistleblowing

The managers of the reporting channel report annually on the functioning of the internal reporting systems to the Board of Directors and the Supervisory Body, providing in their report aggregated information on the results of the activities carried out and the follow-up given to the internal reports received.

In drafting this report, the committee is required to comply with the provisions on the protection of the whistleblower's identity pursuant to Legislative Decree 24/2023 and the applicable data protection regulations.

13.11 Information flows to the Company Top Management

The Supervisory Body will report *exclusively* to the Board of Directors regarding the implementation status of the Model, any critical issues, the need for updates and adjustments to the Model, the outcome of the activities carried out, and the reporting of any verified violations.

The Supervisory Body prepares a report at least annually that generally outlines:

- the activities and controls carried out during the year;
- any discrepancies between operational procedures and the provisions of the Model;
- new areas of offenses as provided by the Decree;
- the verification carried out following reports received on violations of the Model and, in compliance with the confidentiality required by law, the results of the verifications concerning the aforementioned reports;
- any interventions to be implemented as a result of changes in the regulatory framework, detected or reported non-compliances, changes in the company's activities, or the level of risk detected by the company;
- an account of the expenses incurred compared to the budget assigned to the Supervisory Body by the Company.

Notwithstanding the above terms, the Board of Directors has the authority to convene the Supervisory Body at any time, which, in turn, has the authority to request the convening of the aforementioned bodies when deemed appropriate for the needs related to its office activities.

13.12 Collection and storage of information

All information, reports, and documents provided for in the Model will be kept by the Supervisory Body 's secretariat, where present, or, in any case, by the Supervisory Body itself, in a specific archive (electronic and/or paper) for the period necessary to complete the activity and for the period required by law.

14. SANCTIONING SYSTEM

Violations of the Model and the Code of Ethics committed by anyone must be reported to the Supervisory Body, without prejudice to all the prerogatives and measures adopted by the holder of disciplinary power. The duty to report violations of the Model lies with all its Recipients.

The Supervisory Body must proceed, respecting confidentiality, to communicate the outcome of the investigations carried out to the Board of Directors. Any sanctions will be imposed by the competent bodies of MEI SRL by virtue of the powers conferred on them.

By way of example and not exhaustively, the following behaviors may constitute disciplinary infractions:

- failure to comply, by omission or in collusion with others, with the Code of Ethics, protocols, procedures, and the Model;
- destruction, modification, concealment, or removal of documentation necessary for internal control as provided by the Model;
- drafting untruthful documentation, even with the help of Third Parties;
- acts aimed at obstructing the supervisory activities of corporate bodies and the Supervisory Body;
- denial of access to documentation and information necessary for control purposes;
- any other conduct that may constitute a violation of the Model, the Code of Ethics, protocols, procedures provided by the control system, etc.;
- unjustified refusal to undergo training;
- omission of actions necessary for the dissemination and/or application of the preventive control system.

14.1 Sanctions and disciplinary measures

The Model, in accordance with the provisions of the Workers' Statute and the relevant National Collective Labor Agreement (CCNL), constitutes a set of behavioral rules to which personnel must strictly adhere. Any violation will result in the initiation of the related disciplinary procedure and the imposition of the relevant sanctions. All Recipients are required to comply with the provisions contained in the Model, and any violation of the provisions of the Code of Ethics and the organizational, management, and control Model will be evaluated by the Employer to initiate a disciplinary procedure under the Workers' Statute.

In particular, disciplinary power is recognized to the employer by Article 2106 of the Civil Code, according to which non-compliance with the provisions contained in Articles 2104 and 2105 of the Civil Code, specifically the non-compliance with the duty of diligence, obedience, and the obligation of loyalty – which also includes violations or non-compliance with the principles and provisions of this organizational Model – may result in the application of disciplinary sanctions against the worker, depending on the severity of the infraction.

14.2 The method of exercising disciplinary power over workers

The concrete methods of exercising disciplinary power are established by Article 7 of the Workers' Statute, which makes the imposition of a sanction subject to a specific procedure aimed at ensuring the effectiveness of the worker's right to defense.

Sanctions may include:

- verbal reprimand;
- suspension from service;
- written reprimand;
- dismissal with notice;

- fine;
- dismissal without notice.

An additional procedural guarantee is the necessary contestation of the charge to the worker. The employer cannot take any disciplinary action against the worker without first contesting the charge and giving the worker the opportunity to be heard in their defense; otherwise, the contestation is null and void. The contestation of the charge must be timely; the employer must proceed with the contestation promptly and cannot delay it in a way that makes it difficult for the worker to defend himself/herself. It must be carried out in immediate temporal connection with the fact charged to the employee, meaning immediacy must be evaluated with reference to the moment of commission or knowledge of the contested fact. The contestation must be precise and specific to allow the worker an effective defense, defining the scope and limits of their "allegedly" unlawful behavior. Therefore, it must contain the essential data and aspects of the alleged fact, even if it does not necessarily indicate the legal or collective agreement provisions assumed to be violated. It must not be generic or summary. Failure to comply with these obligations results in the nullity of the contestation. It must also contain any indications of previous episodes if the employer intends to weigh them in the overall evaluation. The charge must be promptly contested, and immediacy must be evaluated with reference to the moment of commission or knowledge of the contested fact. This requirement must be understood in good faith and is therefore compatible with the time interval necessary for the precise ascertainment of the worker's conduct. Following the written contestation of the charge, this requirement is considered essential both for certainty and immutability and to set the time for the application of the disciplinary sanction. The worker may, within five days, present their written or oral justifications. In presenting their reasons, the worker may be assisted by a union representative to whom they adhere or give a mandate. Once the five-day period provided by Article 7 has elapsed, the employer may impose the disciplinary sanction.

In accordance with Article 2106 of the Civil Code, the disciplinary sanction must be proportionate to the severity of the fact. Regarding the application of the sanction, its measure must not be determined abstractly but concretely, taking into account not only the objective fact committed by the worker but also the circumstances in which the worker carried out the contested conduct.

The employer has the burden of proving the justifying grounds for the disciplinary sanctions, in principle also concerning proportionality, even when it is not of particular significance, as there is no necessary and immediate correlation between the existence of the worker's non-compliance and the applicability of disciplinary sanctions due to their particular nature and function. Indeed, these sanctions do not find their basis in the general rules of contractual relationships, not being comparable to penalties under Article 1382 of the Civil Code, and do not have a compensatory function, but have morally an afflictive scope, having a deterrent effect to prevent further violations.

Also, in accordance with Article 2106 of the Civil Code, sanctions must be proportionate to the severity of the committed infraction. Sanctions that result in permanent changes to the relationship, suspension from service and pay for periods exceeding 10 days, or fines exceeding 4 hours of base pay are prohibited. A worker who has been subjected to a disciplinary sanction may appeal, also through the union association to

which they adhere or give a mandate, to the conciliation procedures provided by collective agreements, or take legal action, or may promote, within 20 days, the establishment of a conciliation and arbitration board. The establishment takes place through the Provincial Labor Directorate, and the execution of the sanction is suspended until the board's decision. If the employer does not appoint their representative within 10 days of the invitation, the board does not proceed, and the disciplinary sanction has no effect. Disciplinary power is recognized to the employer by Article 2106 of the Civil Code, according to which non-compliance with the provisions contained in Articles 2104 and 2105 of the Civil Code, specifically non-compliance with the duty of diligence, obedience, and loyalty, may result in the application of disciplinary sanctions against the worker, depending on the severity of the infraction.

14.3 Measures against employees

In the event of violations of the Model by employees, the provisions of Article 7 of Law No. 300 of May 20, 1970, as amended (Workers' Statute), and the current National Collective Labor Agreement (CCNL) of the category will apply. If the conduct constitutes a violation of the duties of the employment relationship, without prejudice to the disciplinary procedure and the related measure, MEI SRL may make decisions taking into account the provisions of Article 2119 et seq. of the Civil Code.

14.4 Measures against managers

In the event of violations of the Model by managers, the holder of disciplinary power will initiate the relevant procedures for any contestations and the application of the sanctions provided for, in accordance with the law and the CCNL of the category, with the revocation of the powers attributed to them through formal acts such as proxies, delegations, etc., where provided by applicable regulations and/or deemed appropriate.

14.5 Measures against directors

If a member of the Administrative Body violates the Model, the Supervisory Body must immediately inform the Board of Directors of the violation. Following the communication, the Board of Directors, after evaluation, applies, in compliance with the law, the measure it deems appropriate based on the severity, fault, and damage caused to the Company by the Director's behavior. If the violation has damaged the trust relationship with the Company, the Board of Directors may proceed, in compliance with corporate law provisions, with the necessary formal acts to revoke the Director's position for just cause.

14.6 Measures against members of the board of statutory auditors/sole auditor

In the event of a violation of the Model by a member of the Board of Statutory Auditors/Sole Auditor, the Administrative Body, if the violations are such as to justify revocation for just cause, proposes to the Assembly the adoption of the relevant measures and carries out the further tasks provided by applicable regulations.

14.7 Measures against Third Parties

Regarding relationships with Third Parties, the relevant contracts must include mechanisms or contractual clauses that:

- inform the counterparties of the adoption of the Model pursuant to Legislative Decree No. 231 of June 8, 2001;
- specify that failure to comply with the obligations provided by Legislative Decree No. 231 of June 8, 2001, will result in the automatic termination of the contract pursuant to Article 1456 of the Civil Code, without prejudice to any right to compensation for damages caused to the Company.

The failure to include these clauses or contractual mechanisms must be communicated by the corporate function managing the contract in question, indicating the reasons for this omission, to the Supervisory Body.

15. COMMUNICATION, INFORMATION AND TRAINING SYSTEM

15.1. Communication and information

MEI SRL will organize meetings for the communication and dissemination of the Code of Ethics and the organizational, management, and control Model adopted for the management and prevention of risks as per Legislative Decree No. 231 of June 8, 2001.

Given the importance of understanding this subject for the proper conduct of business activities in compliance with principles of transparency, adherence to regulatory and legal provisions, and ethical-social principles, as well as to ensure appropriate dissemination within the company, MEI SRL will set up an electronic folder accessible to all employees, where the following documents and their subsequent amendments and additions will be available:

- ✓ the Code of Ethics;
- ✓ the text of Legislative Decree No. 231 of June 8, 2001;
- ✓ the organizational, management, and control Model, general part and special part.

For clients, suppliers, and Third Parties in general, MEI SRL will also ensure information about the adoption of the Model and the Code of Ethics by publishing on its website:

- ✓ the General Model;
- ✓ the Code of Ethics;
- ✓ the Whistleblowing Procedure.

Regarding relationships with suppliers and Third Parties who have commercial dealings with MEI SRL, they must be informed, as specified above, about the adoption of the Model and the Code of Ethics, also specifying that non-compliance with the provisions of Legislative Decree No. 231 of June 8, 2001, and the Code of Ethics of MEI SRL may constitute grounds for the automatic termination of the contractual relationship pursuant to Article 1456 of the Civil Code. Therefore, any contract/order stipulated by MEI SRL must include a specific clause expressly stating this indication.

The dissemination of the Model and the Code of Ethics is mandatory: the specific communication, information, and training activities provided to both staff (employees and workers) and management and corporate executives must be documented.

15.2. Training

In terms of training, MEI SRL, in addition to planning general training aimed at communicating, informing, and training Company Top Management and Subordinates on the provisions of the Decree, the reasons for its adoption, and the legal reasons that inspired the adoption of the Model, will also plan an adequate specific training program aimed at personnel in risk areas, to be provided based on the workplaces, levels, and tasks performed

Monitoring and Verification of Training Plan Implementation

MEI SRL will be responsible for collecting evidence related to the actual planning of training, participation in training programs, and the storage of documentation in the appropriate archives and/or folders of the relevant personnel. The Supervisory Body may conduct periodic checks on the employees' knowledge of the Decree and the Model.

MEI SRL