ORGANIZATION MODEL - MANAGEMENT and CONTROL

(Adopted pursuant to Legislative Decree no. 231 of 8 June 2001)

and

CODE OF ETHICS

Approved by the Board of Directors of Fam Energy Service Srl

of 27/03/2025

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1. **Relevant offences pursuant to Legislative Decree no. 231 of 8 June 2001**
2. **The Public Administration: criteria for the definition of Public Official and Public Service Officer**

   Code of Ethics

PREMISE

1. FAM ENERGY SERVICE S.r.l.

This document illustrates the Organisation, Management and Control Model (hereinafter, also the "**Model**") adopted by the Board of Directors of the company Fam Energy Service S.r.l. (hereinafter, "**FAM**" or the "**Company**") pursuant to Legislative Decree no. 231 of 8 June 2001 (hereinafter, "**Decree 231**").

2. Purpose and structure of the Model

The FAM Model, as reported in this document, aims to represent the system of operational and behavioural rules that govern the Company's activities, as well as the additional control elements that the latter has adopted in order to prevent the crimes and administrative offences for which Decree 231 applies. committed by persons in top positions and by persons subject to their management or supervision and from whom the administrative liability of the Company itself may derive.

In particular, by identifying the areas in which it is possible to commit the offences provided for by Decree 231 (hereinafter, the "**Risk Areas**") and by providing for specific rules of conduct for activities relating to these areas, the Model intends to:

(i) allow the Company to prevent or intervene promptly to combat the commission of crimes for which Decree 231 provides for the administrative liability of the Entities;

(ii) to determine, in all those who operate in the name or on behalf of FAM in the Risk Areas, the awareness that they may give rise to liability of an administrative nature on the part of the Company, if they commit the offences contemplated by Decree 231 in the interest or to the advantage of the same;

(iii) reiterate that the conducts constituting the offences referred to in Decree 231 are condemned by FAM, even if carried out in its interest or to its advantage, as contrary not only to legal provisions, but also to the ethical and social principles to which the Company inspires its activities.

This document consists of:

- **Section one**, which describes the contents of Decree 231, illustrates the crimes and administrative offenses that determine the administrative liability of the entity and the conditions for exempting liability;
- **Section Two**, which briefly describes the Company's governance, organisation and management model and illustrates the structure, roles and responsibilities of the Supervisory Body (hereinafter, also the "**SB**");
- **Third section** containing the protocols governing roles and responsibilities, rules of conduct and control with reference to the areas of activity potentially at risk of committing the crimes provided for by Decree 231.

The attachments and documentation approved by the Board of Directors listed below are an integral part of the Model:

- Administrative crimes and offences for which Decree 231 (**Annex I**) applies;
- The criteria for the definition of Public Official and Public Service Officer (**Annex II);**
- The Code of Ethics (**Annex III).**

3. Recipients

The rules contained in the Model apply to those who perform, even de facto, management, administration, management or control functions of the Company, to employees, even if seconded abroad to carry out their activities, as well as to those who, although not belonging to the Company, operate under the Company's mandate.

Collaborators, suppliers and any other partners are required to comply with the requirements of Decree 231 and the ethical principles adopted by FAM, through the documented acknowledgment of the Code of Ethics and through the signing of specific contractual clauses.

SECTION ONE

1. Decree 231

1.1 The administrative liability regime provided for legal persons, companies and associations

In implementation of the delegation referred to in Article 11 of Law No. 300 of 29 September 2000, Decree 231 was issued on 8 June 2001, with which the Italian Legislator adapted the domestic legislation to the international conventions on the liability of legal persons.
The introduction of the administrative liability of legal persons represents one of the most significant reforms that, in implementation of the commitments undertaken at EU and international level, have affected the Italian legal system.
The need to protect and guarantee the security of the market, which has now taken on the characteristics of a global market, which goes beyond the borders and particularisms of individual states, as well as the transformation of the organisational structures of the company, has prompted the international community, on the one hand, to try to create a homogeneous system of sanctions for illegal conduct, on the other hand, to identify specific responsibilities for companies which, as the real protagonists of international traffic, have taken on increasingly complex structures in terms of size and organization.
The involvement of legal persons, both in the prevention policy and in the responsibility for the conduct of the individual subjects belonging to their organization appears, in fact, to be a necessary step to ensure a general fairness and ethics of the market.
Decree 231 has therefore introduced into the Italian legal system the administrative liability (substantially similar to criminal liability) of legal persons, companies and associations, including those without legal personality (hereinafter, the "**Entities**") when certain crimes and administrative offences, specifically identified by Decree 231 or by regulations that refer to it, are committed in their interest or to their advantage by:
(i) natural persons who hold representation, administration or management functions of the Entities themselves or of one of their organizational units with financial and functional autonomy, as well as natural persons who exercise, even de facto, the management and control of the same Entities (hereinafter, the "**Top Managers**"), or
(ii) by natural persons subject to the direction or supervision of one of the Top Managers.
This administrative liability of the Entity is in addition to that of the natural person who materially carried out the act and is independent of that of the offender.

1.2 The crimes and administrative offenses that determine the administrative liability of the entity

The types of offences that may give rise to the administrative liability of entities are expressly referred to in Decree 231 and Law no. 146 of 16 March 2006 (hereinafter, "Law 146").
In particular, Decree 231 identifies the following types of crime[1]:

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[1] For details of the crimes and administrative offences for each family, please refer to the annex "Relevant offences pursuant to Legislative Decree no. 231 of 8 June 2001".

(a) undue receipt of disbursements, fraud to the detriment of the State or a public body or to obtain public disbursements and computer fraud to the detriment of the State or a public body;
(b) computer crimes and unlawful data processing;
(c) crimes of organized crime;
(d) bribery and corruption;
(e) counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs;
(f) crimes against industry and commerce;
(g) corporate crimes;
(h) crimes with the purpose of terrorism or subversion of the democratic order;
(i) practices of mutilation of the female genital organs;
(l) crimes against the individual personality;
(m) market abuse;
(n) manslaughter or serious or very serious injuries committed with violation of the rules on the protection of health and safety at work;
(or) receiving stolen goods, laundering and use of money, goods or utilities of illegal origin;
(p) crimes relating to copyright infringement;
(q) inducement not to make statements or to make false statements to the judicial authority.

The penalties provided for by Decree 231 against entities following the commission or attempted commission of crimes involving the administrative liability of legal persons, can be of a pecuniary nature (whenever the liability of the entity is ascertained) or disqualification.

The disqualification sanctions, which can also be applied as precautionary measures, consist of:
– Prohibition from exercising the activity;
– Suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;
– Prohibition of contracting with the Public Administration;
– Exclusion from facilitations, financing, contributions or subsidies and possible revocation of those granted;
– Prohibition of advertising goods or services.

In addition to the financial penalty, the following may be imposed with a sentence of conviction against the entity:
– Confiscation of the price or profit of the crime;
– The publication of the conviction, which can be ordered as an accessory penalty in the event that disqualification sanctions are imposed.

1.3 The adoption of an organization and management model as a possible exemption

Article 6 of Decree 231 provides that the Entities are not liable for the crime committed in their interest or advantage by one of the Top Managers if they are able to prove:

(i) to have adopted and effectively implemented, before the commission of the act, an organization and management model suitable for preventing the commission of crimes of the kind that occurred;
(ii) to have entrusted its own body, with autonomous powers of initiative and control, with the task of supervising the operation and compliance with the model and of taking care of its updating;
(iii) that the commission of the crime by the Top Managers occurred only as a result of the fraudulent circumvention of the prepared organization and management model;
(iv) that the commission of the crime was not the result of an omitted or insufficient supervision by the supervisory body.

If, on the other hand, the crime is committed by persons subject to the direction or supervision of one of the above-mentioned subjects, the entity is liable if the commission of the crime was made possible by non-compliance with the obligations of direction and supervision. Such non-compliance is, in any case, excluded if the entity, before the commission of the crime, has adopted and effectively implemented a Model suitable for preventing crimes of the kind that occurred.
In fact, pursuant to Article 7 of the Decree, in the event that the crime in the interest or to the advantage of the Entity is committed by a person subject to the direction or supervision of a top management, the adoption and effective implementation of an organization and management model aimed at preventing crimes of the kind that occurred has, in itself, effectiveness exempted from liability for the Entity.

Pursuant to Articles 12 and 17 of the Decree, the adoption of an organisational and management model is relevant, as well as a possible exemption for the Entity from administrative liability, also for the purposes of reducing the financial penalty and the inapplicability of disqualification sanctions, provided that it is adopted at a time prior to the declaration of the opening of the first instance hearing and is suitable for preventing the commission of offences of the kind of those that have occurred.
Pursuant to the second paragraph of Article 6 of the Decree, the organization and management model of an entity must:
(i) identify the activities in which the crimes provided for by Decree 231 can be committed;
(ii) provide for specific protocols aimed at planning the formation and implementation of the decisions of the entity in relation to the crimes to be prevented;
(iii) identify methods of managing financial resources suitable for preventing the commission of crimes;
(iv) provide for information obligations towards the body responsible for supervising the operation and compliance with the models;
(v) introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model.

The organisational and management models therefore consist of a set of procedural rules aimed at preventing offences and a series of measures for communicating violations of the identified procedures. The model adopted must therefore provide for suitable measures to ensure that the Entity's activities are carried out in compliance with the law and to promptly detect and eliminate situations in which there is a risk of committing a crime in the interest or to the advantage of the Entity.

SECOND SECTION

1. Governance of the Organization, Management and Control Model

1.1 Objectives pursued with the adoption of the Organization, Management and Control Model

With the adoption of the Model, FAM has set itself the objective of adopting a set of principles of conduct and protocols which, in compliance with the system of attribution of functions and delegation of powers, meets the purposes and requirements required by Decree 231, and subsequent amendments, for the prevention of crimes and administrative offences.
The control system involves every sector of the Company's business through the distinction of operational tasks from control tasks. The control system is also based on timely and effective internal information flows, also in relation to the quality and transparency objectives that FAM has made its own.
The Model is intended to integrate and complete the existing internal control system and was adopted after an analysis of the organisational, management and control tools, aimed at verifying the correspondence of the principles of conduct and procedures already adopted with the purposes set out in Decree 231.
This activity was carried out in the belief that the adoption of a Model aligned with the provisions of Decree 231 constitutes, in addition to being a valid tool for raising awareness among all those who work on behalf of the Company so that they behave correctly and consistently in the performance of their activities, also an essential means of prevention against the risk of committing the crimes provided for by the relevant legislation.

1.2 Operating procedures followed for the definition of the Model

For the construction of the Model, FAM carried out the mapping of the activities at risk, which started with the analysis of the available documentation and in-depth interviews with the heads of the Department, in order to identify the areas potentially at risk, directly or instrumentally, of committing the crimes provided for by Decree 231, as well as the already existing safeguards aimed at mitigating the aforementioned risks. The interviews were also aimed at starting the process of raising awareness of the provisions of Decree 231, the Company's compliance activities with the aforementioned Decree 231, and the importance of compliance with the internal rules adopted by the Company for the prevention of crimes.
On the basis of the above mapping, an analysis was carried out to verify the aptitude of the existing control system to prevent or identify illegal conduct such as those sanctioned by Decree 231.
With specific reference to the crimes of manslaughter and serious or very serious culpable injuries committed in violation of occupational health and safety regulations, an analysis was carried out to assess the risk management system, already implemented by the Company on the basis of the reference legislation, through the analysis of the documentation relating to the organizational/procedural measures characterizing the safety management system.
These documents are available to the Supervisory Body for the purpose of carrying out the institutional activities entrusted to it.

1.3 Identification of areas and business processes with potential "risk – crime"

In accordance with the provisions of Article 6, paragraph 2, letter a) of Decree 231, the areas of activity and business processes identified as "risk – crime" (following the "mapping of activities at risk", described in paragraph 1.2 above), or in which there may be potential risks of committing a crime, are reported. In particular, the following areas of risk have been identified:

1. Management of accounting and preparation of financial statements;
2. Management of monetary and financial flows;
3. Management of relations with auditors and statutory auditors;
4. Management of relations with the Public Administration and the Supervisory Authorities;
5. Management of purchases of goods and services;
6. Management of sales activities;
7. Order/project management
8. Human resources management;
9. Management of litigation (including with employees and former employees);
10. Management and delivery of gifts and gifts to customers / partners;
11. Management of shareholdings in contractual ATI / Consortia / Joint Ventures;
12. Management of Information Systems;
13. Management of the health and safety system in the workplace.

In these areas of activity, the risks of committing the offences indicated in Articles 24, 24-bis, 25, 25-ter, 25 quarter, 25-quinquies, 25-septies and *25 octies* of Decree 231 and Article 10 of Law 146/2006 were considered to be more significant. The Company has therefore decided to strengthen the internal control system with specific reference to these crimes.

With regard to the remaining types of crime, no concrete risk profiles were identified, therefore FAM in relation to the corporate activity carried out, considered the safeguards reported in the Code of Ethics to be sufficient; in particular, the crimes to which it refers are those indicated in articles 25-bis, 25-quarter.1 and 25-sexies.

2. **The Supervisory Body** (SB)

2.1 Requirements of the Supervisory Body

Article 6, first paragraph, letter b) of Decree 231, conditions the exemption from administrative liability of the entity to the establishment of an internal body of the entity with autonomous powers of initiative and control, which supervises the operation and compliance with the Model and takes care of its updating.
It emerges from the letter of the same provision that the Supervisory Body must possess characteristics such as to ensure effective and effective implementation of the Organisation, Management and Control Model. In particular, this "structure" must necessarily be characterized by:

- Autonomy and independence;
- Professionality;

– Continuity of action.

As regards the first expression (autonomy and independence), the SB is guaranteed hierarchical independence and that its members are not directly involved in management activities that are subject to control by the same Body.
The SB's reporting activity is addressed to the top management as well as to the Board of Statutory Auditors or Sole Auditor. In addition, in identifying the SB, the necessary search is required among those who can ensure, from both an objective and subjective point of view, full autonomy in the performance of the body's own activity and in the decisions to be taken.

With regard to the requirement of professionalism, it is necessary that the SB be able to carry out its inspection functions with respect to the effective application of the Model and, at the same time, guarantee the dynamism of the Model itself, through updating proposals to be addressed to the top management.
Finally, with regard to continuity of action, the SB must constantly monitor compliance with the Model, assiduously verify its effectiveness and effectiveness, ensure its continuous updating and represent a constant point of contact for the recipients of the Model.

2.2 Identification of the Supervisory Body, causes of (in)eligibility, forfeiture and suspension
In compliance with Article 6, paragraph 1, letter b) of the Decree, on the basis of the above indications, also taking into account the size and activities of the company, FAM has decided to entrust the task of SB to an external professional with the necessary skills who is identified and appointed by the Board of Directors.
The appointment is entrusted by resolution of the Board of Directors and will have a renewable duration of three years; on the occasion of the appointment, the remuneration, defined within the professional tariffs in force, is determined, as well as the adequate financial resources that the SB may have at its disposal for the performance of the task.
Any revocation of the member of the SB must be resolved by the Board of Directors of the Company and may only be ordered for reasons related to serious breaches of the mandate assumed, including violations of the confidentiality obligations indicated below, as well as for the causes of ineligibility reported below.

Ineligibility
The member of the Supervisory Body must meet the integrity requirements referred to in Article 109 of Legislative Decree No. 385 of 1 September 1993.
Furthermore, a person who has been convicted by a sentence, even if not final, or by a sentence of application of the penalty on request (issued pursuant to Articles 444 et seq. of the Code of Criminal Procedure) and even if with a conditionally suspended sentence, cannot be appointed to the office of SB, without prejudice to the effects of rehabilitation:

1. Imprisonment for a period of not less than one year for one of the offences provided for by Royal Decree No 267 of 16 March 1942;

2. A prison sentence for a period of not less than one year for one of the offences provided for by the rules governing banking, financial, securities and insurance activities and by the rules on markets and transferable securities, payment instruments;
3. Imprisonment for a period of not less than one year for a crime against the public administration, against public faith, against property, against the public economy, for a crime in tax matters;
4. For any non-culpable crime to the penalty of imprisonment for a period of not less than two years;
5. For one of the offences provided for in Title XI of Book V of the Civil Code;
6. For an offence that imposes and has resulted in a sentence resulting in disqualification, even temporary, from holding public office, or temporary disqualification from the management offices of legal persons and companies;
7. For one or more crimes among those exhaustively provided for by Decree 231 even if with sentences to penalties lower than those indicated in the previous points;
8. A person who has held the position of member of the Supervisory Body within companies against which the sanctions provided for in Article 9 of Decree 231 have been applied;
9. A person against whom one of the preventive measures provided for by art. 10, paragraph 3, of Law No. 575 of 31 May 1965, as replaced by Article 3 of Law No. 55 of 19 March 1990, as amended;
10. The person against whom the ancillary administrative sanctions provided for by art. 187-quarter of Legislative Decree no. 58 of 24 February 1998.

The candidate for the office of Supervisory Body must self-certify with a declaration in lieu of affidavit that he or she is not in any of the conditions indicated by numbers 1 to 10, expressly undertaking to communicate any changes with respect to the content of these declarations.

Decadence

The member of the Supervisory Body shall cease to hold office when, after his or her appointment, the following persons find themselves:

1. In one of the situations contemplated in Article 2399 of the Civil Code;
2. Convicted by a final sentence (meaning that a conviction is also the one pronounced pursuant to Article 444 of the Code of Criminal Procedure) for one of the crimes indicated in numbers 1, 2, 3, 4, 5, 6 and 7 of the conditions of ineligibility indicated above;
3. In the situation where, after the appointment, it is ascertained that he or she has held the position of member of the Supervisory Body within companies against which the sanctions provided for in Article 9 of Decree 231 have been applied in relation to administrative offences committed during their office.

Suspension

The following are grounds for suspension from the function of the Supervisory Body:

1. The conviction with a non-final sentence for one of the crimes of numbers 1 to 7 of the conditions of ineligibility indicated above;

2. The application, at the request of the parties, of one of the penalties referred to in numbers 1 to 7 of the conditions of ineligibility indicated above;
3. The application of a personal precautionary measure;
4. The provisional application of one of the prevention measures provided for by art. 10, paragraph 3, of Law no. 575 of 31 May 1965, as replaced by article 3 of Law no. 55 of 19 March 1990, as amended.

2.3 Functions and powers of the Supervisory Body

The institutional functions of the SB have been indicated by the legislator of Decree 231 in Article 6, paragraph 1, letter b), and are included in the following expressions:

– Supervise the operation and compliance of the models;
– Take care of their updating.

In particular, the FAM SB is called upon to supervise:

– On the effective ability of the Model to prevent the commission of the crimes provided for by Decree 231;
– On compliance with the requirements of the Model by the recipients, verifying the consistency between the concrete conduct and the defined Model, proposing the adoption of corrective actions and the initiation of disciplinary proceedings against the persons concerned;
– On the updating of the Model, where there is a need for adaptation in relation to the expansion of the number of crimes and offences that are a prerequisite for the application of Decree 231 or to the organisational changes that have occurred in relation to which the Body makes proposals for adaptation.

The ultimate responsibility for the adoption of the Model remains with the Company's Board of Directors.

In view of the supervisory obligations set out above, the SB shall, from an operational perspective, carry out the following specific tasks:

– With reference to the verification of the effectiveness of the Model, the applicant must:
  - Conduct reconnaissance of the company's activities for the purpose of updating the areas of activity at risk within the business context;
  - Define the areas of activity at risk using the competent company functions. To this end, the Body is kept constantly informed of the evolution of the activities in the aforementioned areas;
  - Verify the adequacy of the organisational solutions adopted for the implementation of the Model (definition of standard clauses, staff training, disciplinary measures, etc.), making use of the competent company functions;
– With reference to the verification of compliance with the Model, the applicant must:
  - Promote suitable initiatives for the dissemination of knowledge and understanding of the principles of the Model;

- Collect, process and store the relevant information regarding compliance with the Model, as well as update the list of information that must be transmitted to the Body or made available to it;
- In any case, periodically carry out checks on the operations carried out within the "sensitive" areas of activity;
- Conduct internal investigations to ascertain alleged violations of the provisions of the Model;

– With reference to the implementation of proposals for updating the Model and monitoring their implementation, the applicant must:
  - On the basis of the results that emerged from the verification and control activities, periodically express an assessment of the adequacy of the Model with respect to the provisions of Decree 231, the reference principles, the regulatory changes and the relevant jurisprudential interventions, as well as their operation;
  - In relation to these assessments, periodically submit to the Board of Directors proposals for adapting the Model to the desired situation, as well as the actions necessary for the concrete implementation of the Organisational, Management and Control Model (integration or concrete implementation of internal procedures, adoption of standard contractual clauses, etc.);
  - Periodically verify the implementation and effective functionality of the proposed solutions/corrective actions.

Taking into account the peculiarities and responsibilities attributed to the Supervisory Body and the specific professional contents required by them, in carrying out the tasks of supervision, control and support for the adaptation of the Model, the Supervisory Body may also make use of the help of other internal functions identified from time to time. The SB, without the need for any prior authorization, will also have free access to all FAM facilities and offices and may interact with any person operating in the aforementioned structures and offices, in order to obtain any information or document that it deems relevant.

Finally, in order to carry out its functions, the Supervisory Body is granted autonomous spending powers, which provide for the use of an adequate annual budget to carry out its functions.

The Supervisory Body ensures the utmost confidentiality with regard to any news, information, report, under penalty of revocation of the mandate, without prejudice to the needs inherent in the conduct of investigations in the event that the support of consultants external to the SB or other corporate structures is necessary.

2.4 Reports to the Supervisory Body

Pursuant to Article 6, second paragraph, letter d) of Decree 231, among the requirements to be met by the Model is the provision of "*information obligations towards the body responsible for supervising the operation and compliance with the models*".

The Supervisory Body must therefore be informed, by all parties required to comply with the Model, of any circumstances relevant to compliance with and the functioning of the Model itself. Likewise, any document denouncing these circumstances must be sent to the Supervisory Body.

In particular, each recipient of the Model is required to promptly notify the SB:

– Any violation or suspected violation of the rules of conduct referred to in the Code of Ethics;
– Any violation or suspected violation of rules of conduct, prohibitions and control principles set out in the Model;
– All reports prepared by the heads of the company functions as part of the control activities carried out, from which facts, acts, events or omissions may emerge with critical profiles with respect to the rules of Decree 231.

In relation to this obligation, the Company makes a dedicated line available to the recipients of this Model to facilitate the flow of any reports from those who are aware of a violation (or alleged violation) of the Model. In particular, the "reports" in question must be made to the following e-mail address:

organismodivigilanza@famenergyservice.srl

or addressed by ordinary mail to the FAM Supervisory Body:

Supervisory Body
FAM ENERGY SERVICE S.r.l.
Via Faraggiana n. 33
NOVARA

The SB assesses the reports received and the activities to be implemented; any consequent measures are defined and applied in accordance with the provisions of the disciplinary system.

The whistleblowers are guaranteed against any form of retaliation, discrimination or penalization or any consequence deriving from the propagation of the report itself, without prejudice to the protection of the rights of the Company's employees and third parties.

All information and reports referred to in this Model are kept by the Supervisory Body in a special computer and/or paper archive, in accordance with the provisions contained in Legislative Decree no. 196 of 30 June 2003.

2.5 Information flows relating to risk areas

In order to provide the necessary information to the SB on compliance with the rules of conduct enshrined in the Model and the results of the control activities carried out, the structures involved in the individual risk areas will ensure the documentability of the processes followed proving compliance with the regulations and the rules of conduct and control provided for by the Model, keeping the necessary documentation available to the Supervisory Body.

It will be the task of the SB to define and communicate to the Departments/functions involved in the management of potentially risky activities, the methods and timing of communication of the information flows relating to them.

2.6 Communications from the SB to the corporate bodies

In order to ensure its full autonomy and independence in the performance of its functions, the Supervisory Body reports directly to the Board of Directors and the Board of Statutory Auditors or Sole Auditor.

The SB reports on the implementation of the Model and the emergence of any critical issues to the Board of Directors and the Board of Statutory Auditors or Sole Auditor through written reports. In particular, the report must indicate the activity carried out both in terms of checks carried out and the results obtained and in terms of any need to update the Model.

The SB may request to be heard by the Company's Board of Directors whenever it deems it appropriate to speak with said body; likewise, the SB is granted the right to request clarifications and information from the Board of Directors.

On the other hand, the Supervisory Body may be convened at any time by the corporate bodies to report on particular events or situations relating to the operation and compliance with the Model.

Meetings between these bodies and the SB must be recorded and copies of the minutes must be kept by the SB as well as by the bodies involved from time to time.

3. Disciplinary system

3.1 Functions of the disciplinary system

The application of disciplinary sanctions in the event of violation of the obligations provided for by the Model is an essential condition for the efficient implementation of the Model itself.

The application of sanctions is consequent to the violation of the provisions of the Model and, as such, is independent of the actual commission of a crime and the outcome of any criminal proceedings instituted against the author of the reprehensible conduct: the purpose of this system of sanctions is, in fact, to induce persons acting in the name or on behalf of FAM to operate in compliance with the Model.

The SB, if it detects a possible violation of the Model during its verification and control activities, will initiate disciplinary proceedings against the perpetrator of the potential infringement.

The ascertainment of the actual liability deriving from the violation of the Model and the imposition of the related sanction will take place in compliance with the provisions of the law in force, the rules of the applicable collective bargaining, internal procedures, *privacy* provisions and in full compliance with the fundamental rights of dignity and reputation of the subjects involved.

3.2 Sanctions against employees

The individual rules of conduct provided for in this Model constitute "provisions for the execution and discipline of work given by the entrepreneur" which, pursuant to Article 2104 of the Civil Code, every employee is required to observe; failure by the worker to comply with the Model therefore constitutes a breach of contract, against which the employer may impose the disciplinary sanctions provided for by law and collective bargaining.

The CCNL for workers involved in the private metalworking industry and plant installation of 5 February 2021 which governs the employment relationship between FAM and its employees, establishes in art. 8, section IV - Title III, the application of the following disciplinary measures in the event of breach of contract:

a) Verbal warning;

b) Written warning;
c) Fine not exceeding three hours of hourly wage calculated on the minimum wage;
d) Suspension from work and pay for up to a maximum of three days;
e) Dismissal for shortcomings pursuant to art. 25, section III.
In accordance with the provisions of Article 7 of Law No. 300 of 20 May 1970 and the aforementioned National Collective Bargaining Agreement, any adoption of disciplinary measures, with the exception of a verbal warning, must be communicated to the employee in writing.
In particular, the disciplinary measure may not be imposed before five days, during which the worker may present his or her defences and justifications in writing or request to be heard in defence, with the possible assistance of a representative of the trade union association to which he or she belongs or a member of the unitary trade union representation. The imposition of the measure will be motivated and communicated in writing.
The worker may challenge the measures referred to in points (b), (c) and (d) in accordance with the provisions of the applicable CCNL on disputes. Disciplinary dismissal, with or without notice, may be challenged in the manner and within the time limits provided for by the provisions in force.
In accordance with the provisions of Article 7 of Law No. 300 of 20 May 1970, and in compliance with the principle of graduation of penalties in relation to the seriousness of the offence, it is specified that the type and extent of each of the sanctions will also be determined in relation to:

- Intentions and circumstances, mitigating or aggravating, of the overall behavior;
- The job position occupied by the employee;
- To the competition in the absence of several workers in agreement with each other; and
- To disciplinary precedents, within the two-year period provided for by law.

The disciplinary sanctions provided for in points (a) and (b) are imposed on employees who, although not operating in Risk Areas, violate the procedures set out in the Model or adopt conduct that does not comply with the Model.
The disciplinary sanctions referred to in points (c) and (d) are imposed on employees who, operating in Risk Areas, adopt conduct that does not comply with the requirements of the Model dictated for their specific area of activity.
Dismissal with notice is also imposed on an employee who, following the application of two suspension measures from work and remuneration, again fails to comply with the requirements dictated for the specific Risk Area in which he carries out his activity or who implements, in the performance of his activities, a conduct that does not comply with the requirements of the Model and such as to be able to determine the application to FAM administrative sanctions deriving from crimes provided for by Decree 231; the sanction of dismissal without notice is imposed on an employee who, in the performance of his or her activities, engages in conduct that does not comply with the provisions of the Model and is unequivocally aimed at committing an offence sanctioned by Decree 231 and such as to be able to determine the application to FAM of the administrative sanctions deriving from the offence provided for by Decree 231.

3.3 Sanctions against Executives

Compliance by FAM Managers with the organisational provisions and procedures set out in the Model, as well as the fulfilment of the obligation to ensure compliance with the provisions of the Model itself, are fundamental elements of the relationship between them and FAM.

Each manager will receive a copy of the Model and will be required to sign a declaration of express acceptance of its contents.
In the event of ascertained adoption by a manager of conduct that does not comply with the provisions of the Model, or if it is proven that a manager has allowed employees hierarchically subordinate to him to engage in conduct constituting a violation of the Model, FAM will apply the sanction it deems most appropriate to the manager, due to the seriousness of the manager's conduct and on the basis of the provisions of the relevant National Collective Agreement.
Especially:

- In the event of a serious violation of one or more provisions of the Model such as to constitute a significant breach, the manager incurs the measure of dismissal with notice;
- Where the violation of one or more provisions of the Model is of such seriousness as to irreparably damage the relationship of trust, not allowing the continuation of the employment relationship, even temporarily, the employee incurs the measure of dismissal without notice.

The aforementioned sanctions will be applied in accordance with the provisions of art. 7 of Law no. 300 of 20 May 1970.

3.4 Sanctions against Directors

In the event of an ascertained violation by one or more directors of FAM of the provisions and organisational procedures provided for by the Model, and in particular in the event of the ascertained commission of a relevant offence pursuant to the Decree from which an administrative liability of FAM may derive, the SB will immediately inform the Board of Statutory Auditors or Sole Auditor and the Chairman of the Board of Directors, who will take the initiatives they deem appropriate.

4. Dissemination of the Model

4.1 Initial communication

The adoption of this Organisational Model shall be communicated to the Recipients at the time of its adoption. They are given a copy of this Organizational Model.
New hires will be notified of the adoption of the Organizational Model, as well as a copy of the same, the Code of Ethics and company procedures and regulations.
The Organisational Model is also published electronically on the company intranet.
All recipients of this Organizational Model, upon its delivery, are required to sign for full acknowledgment and acceptance. By signing this subscription, the recipients undertake, in the performance of the tasks relating to the areas relevant for the purposes of Decree 231 and in any other activity that may be carried out in the interest or to the advantage of the Company, to comply with the principles, rules and procedures contained therein.

4.2 Staff training

The Model, due to the obligations deriving from it for personnel, becomes part of the company regulations to all intents and purposes, contractual and legal.
The training of personnel for the purpose of implementing the Model is managed by the head of the Human Resources Function in cooperation with the SB.

The level of training is characterised by a different approach and degree of in-depth analysis, in relation to the qualification of the interested parties and the degree of involvement of the same in the sensitive activities indicated in the Model.
In particular, FAM provides for the provision of courses that illustrate, according to a modular approach:

(i) the regulatory context;
(ii) the Organisation, Management and Control Model adopted by FAM;
(iii) the Supervisory Body and the management of the Model on an ongoing basis.

The Human Resources Function in cooperation with the SB ensures that the training programme is adequate and effectively implemented.

4.3 Obligations of external collaborators and partners

In the contracts concluded by FAM with external collaborators and partners, there is an obligation for these parties not to engage in conduct that is contrary to the guidelines indicated in the Code of Ethics and such as to involve the commission, in the interest or to the advantage of FAM, of a relevant crime pursuant to Decree 231; moreover, these contracts, where deemed appropriate, provide that the violation of this obligation may give the Company the right to exercise laieormativa a csterni" ex D.e to refer to parties external to the Company who relate to the same for the purpose of the express termination clause pursuant to Article 1456 of the Civil Code, where Italian law is applicable, or similar provision – if existing – under the different applicable law.

5. Amendments and additions to the Model

In accordance with the provisions of Article 6, paragraph 1, letter a) of Decree 231, pursuant to which the Model constitutes an act adopted "by the management body" of the Entity, FAM grants the Board of Directors the power to adopt, also on the basis of indications and proposals from the SB, amendments to the Model and to adopt additions to the same with additional behavioural and control protocols, relating to other types of offences which, as a result of regulatory changes, are included in or in any case connected to the scope of application of Decree 231 and for which there is a risk of commission in the interest or to the advantage of the Company.

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THIRD SECTION
BEHAVIORAL AND CONTROL PROTOCOLS IN RISK AREAS

Premise

This Section, in addition to the principles contained in the Code of Ethics, provides the Recipients of the Model and all those who, by reason of their office or function, are involved in the activities identified, with the principles to be respected in the exercise of the activities "at risk 231" as identified in the protocols below.

With regard to the activities considered to be most at risk for the commission of crimes, the Company has adopted specific procedures and set up an authorisation and control system aimed at reasonably preventing the occurrence of conduct that does not comply with the provisions of Legislative Decree 231/2001.

All the Company's personnel and, in any case, all the Recipients of the Model, without exceptions or distinctions, within the scope of their functions and responsibilities, must conform their conduct and actions to the principles and contents of the Code of Ethics. Relations between FAM people, at all levels, must therefore be based on principles and behaviour of honesty, collaboration, fairness, loyalty and mutual respect.

In no way can the belief that we are acting in the interest or to the advantage of the Company justify, even in part, actions and behaviours that are contrary to the principles and contents of the Code.

The Recipients of the Model are also required to promptly notify the Supervisory Body of any critical issue, the findings that have emerged during the activities carried out, any derogation - violation or suspicion of violation of their knowledge with respect to the provisions of company procedures, the Organization, Management and Control Model ex. Legislative Decree 231/01 and the Code of Ethics. Reports must be made in writing and not anonymously.

The Company guarantees that personal data will be adequately protected and that their processing carried out within its structures is carried out in compliance with the fundamental rights and freedoms, as well as the dignity of the data subjects, as required by current regulations.

In accordance with the above principles, the Company Managers ensure that they are fully available to process the specific requests of the Supervisory Body, making available all the relevant documentation and information.

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1. <u>Accounting procedures – bookkeeping and preparation of financial statements</u>

This protocol is dedicated to the treatment of accounting procedures, bookkeeping, preparation of financial statements and related relevant crimes, as identified in articles 25-ter and 25-octies of Legislative Decree 231/2001, of which a brief description is given below.

- *The relevant types of crime:*

– Article 2621 of the Italian Civil Code False social communications;

– Article 648-bis of the Criminal Code Recycling.

➢ *Sensitive activities pursuant to art. 25-ter and 25-octies of Legislative Decree 231/2001:*
The following are the activities considered "sensitive" pursuant to art. 25-ter and 25-octies of Legislative Decree no. 231/2001 such as:
– Profile management and access to the accounting system;
– Bookkeeping;
– Preparation and preparation of financial statements.

➢ *General principles of conduct:*
– FAM's records must comply with the accounting, administrative and tax principles and rules applicable in Italy and in the various countries and must transparently reflect the administrative facts underlying each transaction;
– All income and receipts, costs and charges, expenditure commitments and payments must be entered in a timely manner among the financial and accounting information in a complete and accurate manner and have adequate supporting documents, issued in accordance with all applicable laws (Italian and foreign countries concerned) and with the related internal control provisions and procedures;
– All business transactions, duly authorized at the relevant levels, must be accurately recorded in the relevant books and registers of the company, so that they reflect in detail and correctly all transactions and acquisitions and disposals of assets; This principle applies to all transactions and expenditure, whether significant or not. The corporate rules define the accounting policies and financial statements to be adopted for the recording of business transactions, that all transactions are recorded in the books on time and in a true and fair form and that all documentation is available to the auditor;
– Specific accounting controls are established and carried out in order to ensure that:
  a) the operations are carried out only in the face of specific authorizations at the competent levels;
  b) the transactions are recorded as necessary for the preparation of the financial statements in accordance with the applicable accounting standards;
  c) the value of the assets included in the balance sheet is compared with the assets actually existing;
  d) appropriate measures are taken with reference to any differences found.
– Complete traceability of the decision-making and authorisation process and control activities carried out is guaranteed.

It is therefore expressly forbidden to:
– Prepare or communicate false, incomplete data or in any case likely to provide an incorrect and truthful description of the reality regarding the economic, equity and financial situation of the Company;
– Fail to communicate data and information required by law regarding the economic, equity and financial situation of the Company;
– Return contributions to shareholders or release them from the obligation to make them, except in cases of reduction of the share capital provided for by law;

– Allocate profits or advances on profits not actually achieved or allocated by law to reserves;
– Damage the integrity of the share capital or reserves that cannot be distributed by law, by purchasing or subscribing to shares of the Company except in the cases provided for by law;
– Carry out reductions in share capital, mergers or demergers in violation of the provisions of the law protecting creditors;
– Proceed in any way with fictitious formation or increase of the share capital;
– Determine or influence the adoption of the resolutions of the shareholders' meeting, carrying out simulated or fraudulent acts aimed at altering the regular procedure for the formation of the shareholders' meeting's will.

2 Monetary and financial flows

This protocol is dedicated to the treatment of monetary and financial flows and the related relevant crimes, as identified in articles 24, 25 and 25-octies of Legislative Decree 231/2001, of which a brief description is provided below.

➢ *The relevant offences*

– Article 318 of the Criminal Code Corruption for an official act;
– Article 319 of the Criminal Code Corruption for an act contrary to official duties;
– Article 648 of the Criminal Code Receiving;
– Article 648-bis of the Criminal Code Recycling;
– Article 648-ter of the Criminal Code Use of money, goods or utilities of illicit origin.

➢ *Sensitive activities pursuant to art. 24, 25 and 25-octies of Legislative Decree 231/2001*

The following are the activities considered "sensitive" pursuant to art. 24, 25 and 25-octies of Legislative Decree no. 231/2001, such as:

– Collections and payments (including balance, write-off and transfer to loss of receivables);
– Relations with banks;
– Petty cash management.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the activities mentioned above, must:

– Operate in compliance with national and international regulations in force;
– Operate in accordance with the system of proxies and powers of attorney in place;
– To give priority to the banking channel in carrying out collection and payment transactions deriving from the purchase or sale of goods and services, consultancy, shareholdings, financing, relations with subsidiaries and investee companies, relations with customers and suppliers;
– Apply the non-transferability clause for all transactions by bank cheque;
– To allow the traceability of the decision-making process, authorization and control activities carried out.

It is expressly forbidden to:

- Open accounts or savings books anonymously or with fictitious names and use accounts opened at branches in foreign countries where this is not related to the business;
- Create funds against unjustified payments (in whole or in part);
- Making payments that are not adequately documented and authorized;
- Make cash/cash payments except for particular types of purchases and in any case for limited amounts;
- Make payments or pay fees to third parties operating on behalf of the Company, who are not adequately justified in the context of the contractual relationship established with them;
- Request the issuance and use of free-form bank and postal cheque forms, instead of those with a non-transferability clause;
- Issue bank and postal cheques that do not bear the name or company name of the beneficiary and the non-transferability clause;
- Make international transfers without indicating the beneficiary;
- Carry out transactions on derivative instruments of a purely speculative nature;
- Accept split payments if not supported by commercial agreements (such as advance and balance on delivery and installment payments);
- Promising or paying sums of money, including through third parties, to officials of Public Institutions in a personal capacity, with the aim of promoting or favouring the interests of the Company or its subsidiaries, including as a result of unlawful pressure.

3 Relations with Auditors and Statutory Auditors

This protocol is dedicated to the discussion of relations with Auditors and Statutory Auditors and the related relevant crimes, as identified in Article 25-ter of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*

Article 2625 of the Italian Civil Code. Impeded control.

➢ *Sensitive activities pursuant to Article 25-ter of Legislative Decree 231/2001*

The activity considered "sensitive" pursuant to Article 25-ter of Legislative Decree 231/2001 is shown below.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the relations with Auditors and Statutory Auditors must:

- Maintain a correct, transparent and collaborative behavior in order to allow them to carry out the activities assigned to them;
- To process in a timely, complete and correct manner all requests for documentation made by Auditors and Statutory Auditors during the verification and evaluation of the administrative-accounting and financial statement processes;
- To allow the traceability of the decision-making process, authorization and control activities carried out.

It is expressly forbidden to:

- Conceal, in whole or in part, documents and information requested by Auditors and Statutory Auditors;
- Provide incomplete or misleading documents and information;
- Obstruct in any way the performance of the control activity by Auditors and Statutory Auditors.

4 Relations with Public Authorities and Institutions

This protocol is dedicated to dealing with relations with public authorities and institutions, both Italian and foreign, and the related relevant crimes, as identified in articles 24 and 25 of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*

- Article 318 of the Criminal Code Corruption for an official act;
- Article 319 of the Criminal Code Corruption for an act contrary to official duties;
- Article 640 of the Criminal Code Fraud.

➢ *Sensitive activities pursuant to Articles 24 and 25 of Legislative Decree 231/2001*

The following are the activities considered "sensitive" pursuant to art. 24 and 25 of Legislative Decree 231/2001 in:

- Relations with Authorities, Bodies and Public Institutions also related to administrative, fiscal, social security and welfare obligations;
- In inspections by public bodies and institutions for checks, assessments and inspections;
- Participation in tender or direct negotiation procedures called by public bodies and institutions.

➢ *General principles of conduct*

The Recipients who, by reason of their office or function or by delegation, are involved in the management of relations with Authorities and Public Bodies must:

- Ensure that relations with public officials are carried out in absolute compliance with the Code of Ethics;
- Ensure, in the event of inspection visits, that only those authorised by the Company participate in the meetings and that a record is kept of the inspections received and any sanctions imposed;
- Provide the company managers in charge with all the information and the correct and complete company documentation in order to verify and approve it before forwarding it to the Authorities, Bodies and Public Institutions;
- Ensure that all obligations towards the Public Administration are carried out with the utmost diligence and professionalism, guaranteeing the forwarding of accurate, complete and truthful information and data;
- Ensure the correct archiving of all documentation produced and delivered in order to ensure the traceability of the various stages of the process.

It is expressly forbidden to:

- Make promises or undue donations of money, gifts or other benefits to public officials or persons in charge of public service or persons close to them;

- Accept gifts or other benefits from public officials or public service officers;
- Engage in misleading conduct towards the Public Administration such as to lead the latter into errors of assessment during the analysis of requests for authorizations and during checks and inspections;
- Make, induce or facilitate false declarations to the Authorities;
- To make contributions, direct or indirect, to political parties, movements, committees and political and trade union organizations, to their candidates and representatives, except those provided for by specific regulations.

It is never permitted to pay or offer, directly or indirectly, payments, benefits and other advantages of any entity to third parties, representatives of Public Authorities and Institutions, public officials and public or private employees, to influence or compensate for an act of their office.

5 Purchases of goods and services

This protocol is dedicated to the treatment of the process of purchasing goods and services and the related relevant crimes, as identified in articles 24, 25 and 25-octies of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*

- Article 318 of the Criminal Code Corruption for an official act;
- Article 319 of the Criminal Code Corruption for an act contrary to official duties;
- Article 648 of the Criminal Code Receiving;
- Article 648-bis of the Criminal Code Recycling;
- Article 648-ter of the Criminal Code Use of money, goods or utilities of illicit origin.

➢ *Sensitive activities pursuant to art. 24, 25 and 25-octies of Legislative Decree 231/2001*

The following are the activities considered "sensitive" pursuant to art. 24, 25 and 25-octies of Legislative Decree no. 231/2001.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the Purchasing activities of goods and services must:

- Operate in compliance with the principles expressed in the Code of Ethics and the internal procedures for the selection and management of relations with suppliers and external collaborators and not to preclude any person in possession of the required requirements from competing for a supply;
- Choose, where possible, from a shortlist of potential suppliers, the one that guarantees the best ratio between reliability, quality and cost-effectiveness;
- To ascertain the identity of the counterparty, whether a natural or legal person, and of the subjects on whose behalf it may act and to verify their ethics and financial and financial solidity;
- Ensure that any assignments entrusted to third parties to act as representatives and/or in the interest of the Company are always assigned in writing, requiring, also through specific contractual clauses, the commitment to comply with the principles of the Code of Ethics;

- Establish contractual clauses, prices and fees that are fair to the services requested;
- Verify the effective performance of the service covered by the contractual relationship and any progress before payment of the agreed price;
- Settle fees in a transparent and documented manner;
- Allow the traceability of the decision-making process, authorization and control activities carried out;

It is expressly forbidden to:
- Assign supply, consultancy and professional service assignments to persons or companies "close" or "welcome" to public or private institutions in the absence of the necessary requirements of transparency, quality and cost-effectiveness;
- Establish relationships or carry out transactions with third parties if there is a well-founded suspicion that this may expose the Company to the risk of committing a crime of receiving or using money, goods or utilities of illegal origin;
- Make payments to suppliers, consultants and professionals who operate on behalf of the Company, in the absence of adequate justification and certification;
- Recognize reimbursement of expenses in favor of suppliers, consultants and professionals who do not find adequate justification in relation to the type of assignment carried out;
- Certify the purchase/receipt of non-existent supplies and/or professional services;
- Issue or accept invoices for non-existent transactions;
- Create non-accounting capital funds against transactions contracted at prices above market prices or non-existent invoicing in whole or in part;
- Be represented by consultants or third parties when situations of conflict of interest may arise.

6 <u>Commercial activities</u>

This protocol is dedicated to commercial activities and related relevant crimes, as identified in articles 24, 25, 25-ter, 25-quarter, 25-quinques and 25-octies of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*
- Article 318 of the Criminal Code Corruption for an official act;
- Article 319 of the Criminal Code Corruption for an act contrary to official duties;
- Article 2621 of the Italian Civil Code False social communications;
- Article 270-bis of the Criminal Code Associations with the purpose of terrorism, including international terrorism or subversion of the democratic order;
- Art. 25-quinquies Legislative Decree 231/2001 Offences against the individual personality;
- Article 648 of the Criminal Code Receiving;
- Article 648-bis of the Criminal Code Recycling;
- Article 648-ter of the Criminal Code Use of money, goods or utilities of illicit origin.

➢ *Sensitive activities pursuant to art. 24, 25, 25-ter, 25-quarter, 25-quinques and 25-octies of Legislative Decree 231/2001*

The following are the activities considered "sensitive" pursuant to art. 24, 25, 25-ter, 25-quarter, 25-quinques and 25-octies of Legislative Decree 231/2001 in:
- Relations with agents/commercial agencies.
- Acquisition of new customers;
- Sale of goods and services;
- Active billing.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the Sales activities must:
- Ensure the application of principles of fairness, accuracy and transparency in the various phases of commercial negotiations;
- To provide accurate and comprehensive information about products and services so that Customers can make informed decisions;
- Scrupulously comply with contracts with customers;
- To allow the traceability of the evaluation, decision-making and authorization process of every negotiation and commercial transaction.

It is expressly forbidden to:
- Promising, offering or paying, directly or through intermediaries, sums of money or other benefits/advantages of any nature, in order to influence the decisions of potential customers to gain undue advantage;
- Offer gifts and acts of courtesy and hospitality that do not fall within the definition of "negligible intrinsic value";
- Engage in misleading conduct that may lead potential customers into a technical-economic error of evaluation of the products and services offered/provided;
- Providing false and/or altered information and data or, failing to provide due information in order to steer the decisions of potential customers in their favor.

7 Job and Project Management

This protocol is dedicated to the treatment of the management of orders and projects and the related relevant crimes, as identified in articles 24, 25, 25-quarter and 25-quinques of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*
- Article 318 of the Criminal Code Corruption for an official act;
- Article 319 of the Criminal Code Corruption for an act contrary to official duties;
- Article 640 of the Criminal Code Swindle;
- Article 270-bis of the Criminal Code Associations with the purpose of terrorism, including international terrorism or subversion of the democratic order;
- Art. 25-quinquies Legislative Decree 231/2001 Offences against the individual personality.

➢ *Sensitive activities pursuant to art. 24, 25, 25-quarter and 25-quinques of Legislative Decree 231/2001*

The following are the activities considered "sensitive" pursuant to art. 24, 25, 25-quarter, and 25-quinques Legislative Decree 231/2001.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the order management activities must:

- Maintain an ethically correct behavior with customers and partners;
- Ensure full compliance with customer contracts;
- To ensure the effective performance of the service covered by the contractual relationship and any progress before their invoicing to the Customer;
- Ensure the traceability of the decision-making process, authorization and control activities carried out.

It is expressly forbidden to:

- Create funds against any reimbursements from customers for budgeted expenses, but not occurred, or the recording of costs not actually incurred, in whole or in part;
- Promise, offer or pay, directly or through intermediaries, sums of money or other benefits/advantages of any nature, in order to take undue advantage of them;
- Engage in misleading conduct that may mislead to mispricing of the products and services offered/supplied;
- Providing false/altered information or omitting due information in order to steer the counterparty's decisions in their favor and take unfair advantage of them;
- To provide goods or services aimed, even indirectly, at promoting subversive associations or with terrorist purposes, to support crimes against the individual personality or in any case having contents contrary to the law.

8 Human resources

This protocol is dedicated to the management of human resources and related relevant crimes, as identified in articles 24, 25 and 25-ter of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*

- Article 318 of the Criminal Code Corruption for an official act;
- Article 319 of the Criminal Code Corruption for an act contrary to official duties;
- Article 640 of the Criminal Code Swindle;
- Article 640-bis of the Criminal Code Aggravated fraud for the achievement of public disbursements;
- Article 316-bis of the Criminal Code Embezzlement to the detriment of the State;
- Article 2621 of the Italian Civil Code False social communications;
- Article 2625 of the Italian Civil Code. Impeded control.

➢ *Sensitive activities pursuant to art. 24, art. 25 and art. 25-ter of Legislative Decree 231/2001*

The following are the activities considered "sensitive" pursuant to art. 24, 25 and 25-ter of Legislative Decree 231/2001:

- Selection and recruitment of personnel;
- Training, development and protection of human resources.
- Career advancement, provision of benefits, MBO, bonuses;
- Personnel administration;
- Harassment or mobbing at work;
- Corporate security;
- Alcohol abuse or drug use and no smoking.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the Human resource management must:

- Select, hire, train, remunerate and manage human resources without any discrimination;
- Require and maintain all personal and contractual documentation in order to properly administer employment relationships;
- Ensure that the economic conditions are consistent with the position, tasks and responsibilities assigned;
- Adopt criteria of merit and competence;
- That working conditions that respect personal dignity, equal opportunities and an adequate working environment are ensured;
- Implement and maintain operating methods aimed at achieving greater professional and organizational well-being. The Company therefore requests that harassment or attitudes attributable to mobbing practices, which are in any case prohibited, not be given;
- Ensure the development and implementation of operational plans aimed at preventing and overcoming any conduct, intentional or negligent, that could cause direct or indirect damage to the company's personnel and/or tangible and intangible resources. In this sense, all measures aimed at minimizing risks to people and property must be encouraged.
- Promote and maintain a climate of respect for the sensitivity of others, in particular with regard to compliance with the smoking ban. It will also be considered a conscious assumption of the risk of compromising these environmental characteristics, being or being under the influence of alcohol, drugs or substances of similar effect, during work and in the workplace. In this regard, the company undertakes to encourage the social actions provided for in this area by collective bargaining.

It is expressly forbidden to:

- Operate according to the logic of favoritism;
- Promising or granting promises of hiring/career advancement/salary increases/benefits/bonuses that do not comply with the real needs of the company and do not respect the principle of meritocracy;
- Hire staff, even for temporary contracts, without compliance with current regulations (e.g. in terms of social security and welfare contributions, residence permits in the case of staff of other nationalities, etc.);

- Hire or promise employment to employees of the Public Administration (or their relatives, relatives, friends, etc.) who have personally and actively participated in business negotiations or who have participated, even individually, in authorization processes of the Public Administration or in inspections of the Company;
- Engage in abusive, discriminatory, or defamatory interpersonal behavior.

Any form of violence, physical or moral, or harassment or sexual or related to personal, cultural and religious differences is prohibited.

9 <u>Litigation</u>

This protocol is dedicated to the treatment of litigation of any nature and the related relevant crimes, as identified in articles 24 and 25 of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*

- Article 319-ter of the Criminal Code Corruption in judicial documents

➢ *Sensitive activities pursuant to art. 24 and 25 of Legislative Decree 231/2001*

The following are the activities considered "sensitive" pursuant to art. 24 and 25 of Legislative Decree 231/2001.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the management of litigation must:

- Operate in accordance with the delegations or powers assigned;
- Be inspired by criteria of correctness, accuracy and transparency in the management of litigation and, above all, with regard to the judicial body;
- Allow the traceability of the decision-making process, authorization and activities carried out.

It is expressly forbidden to:

- To provide services or payments to external lawyers, consultants, etc. or other third parties, who are not adequately justified in the context of the contractual relationship established with them;
- Adopt conduct contrary to the law during formal and informal meetings, including through external lawyers and consultants, to induce judges or members of arbitration panels to unduly favor the interests of the Company;
- Adopt conduct contrary to the law during inspections/controls/verifications by public bodies or court-appointed experts, to influence their judgment in favour of the Company;
- Adopt conduct contrary to the law when deciding on litigation/arbitration, to unduly influence the decisions of the Judicial Body, or the positions of the Public Administration even when it is a counterparty to the dispute.

10 Freebies, Expenses & Hospitality

This protocol is dedicated to the treatment of gifts, expenses and hospitality, offered and received, and the related relevant crimes as identified in articles 24 and 25 of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*

– Article 318 of the Criminal Code Corruption for an official act;
– Article 319 of the Criminal Code Corruption for an act contrary to official duties.

➢ *Sensitive activities pursuant to Articles 24 and 25 of Legislative Decree 231/2001*

The activity considered "sensitive" pursuant to Articles 24 and 25 of Legislative Decree 231/2001 is shown below.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the Managing gifts, payments or other benefits, offered or received, under any circumstances Must:

– Ensure that they are in line with the Code of Ethics;
– Gifts, payments or other benefits must be reasonable, comply with internal company rules and supported by appropriate documentation;
– Expenditure must be recorded and accounted for in an accurate, transparent and detailed manner in order to identify the name and title of each beneficiary as well as the purposes for which they were incurred;
– Any gift, gift, economic advantage or other benefit must also have the following characteristics:
  a) be aimed at legitimate business activities and in good faith;
  b) not consist of a cash payment;
  c) comply with professional, commercial and generally acceptable standards of courtesy;
  d) it must not be of such consistency as to be capable of exercising an illicit influence or the expectation of reciprocity;
  e) in accordance with legitimate business customs.

It is therefore expressly forbidden to:

– Offering, directly or indirectly, money, gifts or benefits of any kind that do not meet the above requirements, to managers, officers or employees of customers, suppliers and collaborators, with the aim of influencing them in the performance of their duties and/or taking unfair advantage of them.

In particular, with regard to subjects belonging to Public Institutions, it is explicitly forbidden to:

– To promise, offer or pay, directly or through intermediaries, sums of money or other benefits, as gifts, in order to influence them in the performance of their duties and/or to take undue advantage of them;
– Offer gifts and acts of particular courtesy and hospitality to such parties or to consultants/intermediaries appointed to interface with such subjects.

11 Shareholdings in ATI / Consortia / JV

This protocol is dedicated to shareholdings in ATI/Consortia and JVs and the related relevant crimes, as identified in articles 24, 25 and 25 quarter of Legislative Decree 231/2001 and in art. 10 of Law 146/06, of which a brief description is given below.

➢ *The relevant offences*

- Article 318 of the Criminal Code Corruption for an official act;
- Article 319 of the Criminal Code Corruption for an act contrary to official duties;
- Article 270-bis of the Criminal Code Associations with the purpose of terrorism, including international terrorism or subversion of the democratic order;
- Art. 10 L. 146/2006 Transnational crimes.

➢ *Sensitive activities pursuant to art. 24, 25 and 25 quarter of Legislative Decree 231/2001 and pursuant to art. . 146/06.10 L*

Below is the activity considered "sensitive" pursuant to Article 24, 25 and 25 quarter of Legislative Decree 231/2001 and Article 10 of Law 146/06.

➢ *General principles of conduct*

The Recipients who, by reason of the powers assigned, their position or their function, are involved in the activities of participation in ATI/Consortia and JVs must:

- Ensure that relations with partners take place in absolute compliance with current regulations and agreements;
- To allow the traceability of the decision-making process, authorization and control activities carried out.

It is expressly forbidden to:

- To maintain activities with partners that are not strictly related to the agreements, the objectives of the participation and the contracts entered into also with third parties;
- Administer and properly manage relationships with partners;
- Create funds for non-existent relationships, in whole or in part;
- Ending relationships with partners even suspected of being "unethical".

12 Information systems

This protocol is dedicated to the treatment of computer systems and the related relevant crimes, as identified in Article 24-bis of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*

- Article 615-ter of the Criminal Code Abusive access to a computer or telematic system;
- Article 635-bis of the Criminal Code Damage to information, data and computer programs;
- Article 615-quarter of the Criminal Code Possession and abusive dissemination of access codes to computer or telematic systems;
- Article 491-bis of the Criminal Code Electronic documents

➢ *Sensitive activities pursuant to Article 24-bis of Legislative Decree 231/2001*

The activities considered "sensitive" pursuant to Article 24-bis of Legislative Decree 231/2001 are listed below:

- Management of logical access to data and systems;
- Software, equipment, devices or computer programs;
- Network security;
- Sending documentation/declarations.

➢ *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the IT systems management activities must:

- Ensure that access, maintenance and updating of IT systems are consistent with the levels decided and that the system ensures maximum transparency, correctness and confidentiality of data;
- Ensure that the system guarantees respect for the privacy of all stakeholders and that data cannot be disclosed improperly;
- To allow the traceability of the decision-making process, authorization and control activities carried out.

It is expressly forbidden to:

- Prepare and implement IT and data security systems that are not adequate to meet company and legal requirements, confidentiality and compliance with privacy regulations;
- Preparing or communicating false data, incomplete data or in any case likely to provide an incorrect and truthful description of the reality regarding the data security system used;
- Fail to communicate data and information required by law regarding the data security system adopted.

13 Protection of health, safety and the environment and public safety

This protocol is dedicated to the treatment of health, safety and environmental protection and public safety and the related relevant crimes, as identified in Article 25-septies of Legislative Decree 231/2001, of which a brief description is given below.

➢ *The relevant offences*

- Article 589 of the Criminal Code Manslaughter;
- Article 590, paragraph 3 of the Criminal Code Culpable bodily injury.

➢ *Sensitive activities pursuant to Article 25-septies of Legislative Decree 231/2001*

The activity considered "sensitive" pursuant to Article 25-septies of Legislative Decree 231/2001 is shown below.

- *General principles of conduct*

Recipients who, by reason of their office or function, are involved in the activities to protect health, safety and the environment and public safety must:

- To operate in compliance with national and international agreements and standards, laws, regulations and administrative practices of the countries in which the company operates:
- Ensure the scrupulous implementation of current regulations and the most advanced systems and mechanisms in the field of health and safety in the workplace;
- Apply the most advanced environmental protection criteria by pursuing the continuous improvement of health and safety conditions at work and individual and environmental protection;
- To allow the traceability of the decision-making process, authorization and control activities carried out.

It is expressly forbidden to:

- Prepare and implement safety systems that are not adequate to meet the requirements of the law and/or other more advanced systems and mechanisms in the field of health and safety in the workplace;
- Verify, ensure and demand that safety devices and means are always kept efficient and are constantly and correctly adopted;
- Preparing or communicating false, incomplete data or in any case likely to provide an incorrect and truthful description of the reality regarding the workplace safety system adopted;
- Fail to communicate data and information required by law regarding the safety system in the workplace adopted.

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RELEVANT OFFENCES UNDER THE
LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001

I - Undue receipt of disbursements, fraud to the detriment of the State or a public body or to obtain public disbursements and computer fraud to the detriment of the State or public body (Article 24 of Decree 231)

a) Embezzlement to the detriment of the State or the European Union (Article 316-bis of the Criminal Code)

This hypothesis of crime arises in the event that, after receiving funding or contributions from the Italian State or the European Union, the sums obtained are not used for the purposes for which they were intended (the conduct, in fact, consists in having misappropriated, even partially, the sum obtained, without it being relevant that the planned activity has been carried out in any case).
Taking into account the fact that the moment of consummation of the crime coincides with the execution phase, the crime itself can also occur with reference to loans already obtained in the past and which are now not intended for the purposes for which they were disbursed.
The crime of embezzlement could therefore be committed through the allocation of the subsidized funds obtained for purposes other than those declared.

b) Undue receipt of disbursements to the detriment of the State or the European Union (Article 316-ter of the Criminal Code)

This hypothesis of crime occurs in cases where – through the use or presentation of false declarations or documents or through the omission of due information – contributions, loans, subsidized loans or other disbursements of the same type granted or disbursed by the State, other public bodies or the European Community are obtained, without having the right to do so.
In this case, contrary to what is provided for the crime of "embezzlement to the detriment of the State or the European Union", the use that is made of the disbursements is irrelevant, since the crime is committed at the time of obtaining the funding. Finally, it should be noted that this hypothesis of crime is residual with respect to the case of fraud against the State, in the sense that it occurs only in cases where the conduct does not integrate the extremes of fraud against the State.
The crime of undue receipt of disbursements to the detriment of the State could be committed in the phase of requesting the disbursement of a loan granted (also as a down payment) and acquiring the subsidized loan through the submission of requests that contain false declarations or documents or attest to untrue things or omit due information.

c) Fraud to the detriment of the State, another public body or the European Union (Article 640, second paragraph, no. 1, of the Criminal Code)

This hypothesis of crime arises in the event that, in order to make an unfair profit, artifices or deceptions are put in place such as to mislead and cause damage to the State (or to another public body or to the European Union).

This crime could be committed to procure the Company, or companies belonging to the same group, an unfair profit by causing financial damage to the State through, for example:

- The formation of untrue documents or the conduct of misleading conduct (e.g.: consideration for the goods/services provided higher than market prices or reported services not provided or to a greater extent than those provided);
- The production of false and/or altered documentation or the conduct of deliberately devious/artificial conduct;
- The preparation and submission of untruthful documents in the fulfilment of social security obligations or the undue negotiation of lower penalties during inspections;
- The preparation and forwarding of untruthful documents during the submission of the application for subsidized financing, implementation of the project and related reporting, testing and any inspections.

d) Aggravated fraud for the achievement of public disbursements (Article 640-bis of the Criminal Code)

This hypothesis of crime arises in the event that the fraud is carried out to unduly obtain public disbursements.
This case can occur in the event that artifices or deceptions are carried out, for example by communicating untrue data or preparing false documentation, to obtain public funding.

e) Computer fraud to the detriment of the State or other public body (Article 640-ter of the Criminal Code)

This hypothesis of crime arises in the event that someone, altering in any way the functioning of a computer system or intervening without right in any way on data, information or programs contained in a computer or telematic system or pertaining to it, procures for himself or others an unfair profit with damage to others.
The crime of computer fraud could therefore be committed by altering the operation of computer or telematic systems or by intervening on the data, information or programs contained in computer or telematic systems to procure an unfair profit for the Company, or companies belonging to the same group, to the detriment of the State or other public body (for example: to pay taxes or social security contributions in an amount lower than that due).

II - Computer crimes and unlawful processing of data (Article 24-bis of Decree 231)

a) Electronic documents (Article 491-bis *of the* Criminal Code)

Article 491-bis punishes the falsehoods provided for in Chapter III of the Criminal Code concerning a public or private electronic document having probative value (the term "public documents" and "private documents" includes original documents and authentic copies of them, when missing originals are replaced by law).
Falsehoods committed by public officials also apply to employees of the State, or of another public body, entrusted with a public service in relation to the documents that they draw up in the exercise of their powers.

b) Abusive access to a computer or telematic system (Article 615-ter of the Criminal Code)

Article 615-ter punishes anyone who illegally enters a computer or telematic system protected by security measures or remains there against the express or tacit will of those who have the right to exclude him.

c) Possession and abusive dissemination of access codes to computer or telematic systems (Article 615-quarter of the Criminal Code)

Article 615-quarter punishes anyone who, in order to procure a profit for himself or others or to cause damage to others, unlawfully procures, reproduces, disseminates, communicates or delivers codes, keywords or other means suitable for access to a computer or telematic system, protected by security measures, or in any case provides indications or instructions suitable for the aforementioned purpose.

d) Dissemination of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (Article 615-quinquies of the Criminal Code)

This hypothesis of crime occurs in the event that someone, with the aim of unlawfully damaging a computer or telematic system, the information, data or programs contained therein or pertaining to it or to facilitate the total or partial interruption or alteration of its operation, procures, produces, reproduces, imports, disseminates, communicates, delivers or, However, make available to other equipment, devices or computer programs.

e) Unlawful interception, impediment or interruption of computer or telematic communications (Article 617-quarter of the Criminal Code)

This hypothesis of crime occurs in the event that someone fraudulently intercepts communications relating to a computer or telematic system or between several systems, or prevents or interrupts them.
Unless the act constitutes a more serious crime, the same penalty applies to anyone who reveals, by any means of information to the public, in whole or in part, the content of the aforementioned communications.

f) Installation of equipment to intercept, prevent or interrupt computer or telematic communications (Article 617-quinquies of the Criminal Code)

Article 617-quinquies *punishes* anyone who, outside the cases permitted by law, installs equipment designed to intercept, prevent or interrupt communications relating to a computer or telematic system or between several systems.

g) Damage to information, data and computer programs (Article 635-bis of *the* Criminal Code)

Unless the act constitutes a more serious crime, Article 635-bis punishes anyone who destroys, deteriorates, erases, alters or suppresses information, data or computer programs of others.

h) Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (Article 635-ter of the Criminal Code)

Unless the act constitutes a more serious crime, Article 635-ter punishes anyone who commits an act aimed at destroying, deteriorating, erasing, altering or suppressing information, data or computer programs used by the State or by another public body or pertaining to them, or in any case of public utility.

i) Damage to computer or telematic systems (Article 635-quarter of the Criminal Code)

Unless the act constitutes a more serious crime, Article 635-quarter punishes anyone who, through the conduct referred to in Article 635-bis, or through the introduction or transmission of data, information or programs, destroys, damages, renders, in whole or in part, computer or telematic systems unusable or seriously hinders their operation.

l) Damage to computer or telematic systems of public utility (Article 635-quinquies of the Criminal Code)

The penalty shall apply if the act referred to in Article 635-quarter is aimed at destroying, damaging, rendering, in whole or in part, computer or telematic systems of public utility unusable or seriously hindering their operation.
The penalty also applies if the fact results in the destruction or damage of the computer or telematic system of public utility or if it is rendered, in whole or in part, unusable.

m) Computer fraud of the entity providing electronic signature certification services (Article 640-quinquies of the Criminal Code)

Article 640-quinquies *punishes* the person who provides electronic signature certification services, who, in order to procure an unfair profit for himself or others or to cause damage to others, violates the obligations provided for by law for the issuance of a qualified certificate.

III - Crimes of organized crime (Article 24-ter of Decree 231)

a) Criminal conspiracy (Article 416 of the Criminal Code)

The prohibited fact also consists in the simple participation in a criminal association (i.e. in a group consisting of at least three people who have associated for the purpose of committing crimes): the case of participation is supplemented by any contribution to the association with the awareness of the associative bond, since it is not necessary that the crimes are committed. It should be considered that among the forms of manifestation of the relevant contribution for the purposes of participation, any figure of aid is sufficient, for example the facilitation in obtaining the availability of real estate for any reason.

b) Mafia-type associations, including foreign ones (Article 416-bis *of the* Criminal Code)

The most serious crime of association provided for by Article 416-bis of the Criminal Code differs from the previous one only in the type of criminal association, defined by the second paragraph of the same Article 416-bis. As regards the minimum form of the commission of the crime (i.e. simple participation), the indications given in Article 416 apply.

c) Political-mafia electoral exchange (Article 416-ter of the Criminal Code)

Article 416-ter punishes anyone who obtains the promise of votes in exchange for the disbursement of money.

d) Kidnapping for the purpose of extortion (Article 630 of the Criminal Code)

Article 630 of the Criminal Code punishes anyone who kidnaps a person in order to obtain, for himself or for others, an unjust profit as the price of release.

e) Association aimed at the illicit trafficking of narcotic or psychotropic substances (Article 74 of Presidential Decree no. 309 of 9 October 1990)

This hypothesis of crime occurs when three or more people associate for the purpose of committing several crimes relating to the cultivation, production, manufacture, extraction, refining, sale, offer or sale, transfer, distribution, marketing, transport, or procures to others, sends, passes or sends in transit, delivers narcotic or psychotropic substances for any purpose.
Anyone who imports, exports, purchases, receives for any reason or in any case illegally holds:
1. narcotic or psychotropic substances which, due to their quantity, or method of presentation, having regard to the total gross weight or fractional packaging, or other circumstances of the action, appear to be intended for use that is not exclusively personal;
2. medicines containing narcotic or psychotropic substances that exceed the prescribed quantity.
Article 74 of Presidential Decree no. 309 of 9 October 1990 also punishes anyone who, being in possession of an authorisation, illegally transfers, puts or procures that others market substances or preparations of narcotic or psychotropic substances.
Finally, those who cultivate, produce or manufacture narcotic or psychotropic substances other than those established in the authorization decree are punished.
The offences referred to in Article 74 shall apply to anyone who promotes, establishes, directs, organises or finances the association or anyone who participates in it.
The association is considered armed when the participants have the availability of weapons or explosive materials, even if concealed or kept in a place of storage.

f) Offences of illegal manufacture, introduction into the State, sale, transfer, possession and carrying in a public place or open to the public of weapons of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as more common firearms excluding those provided for in Article 2, third paragraph, Law of 18 April 1975, no. 110 (art. 407, second paragraph, letter a, number 5 of the Code of Criminal Procedure)

This hypothesis of crime arises in the case of illegal manufacture, introduction into the State, sale of weapons, transfer, possession and carrying in a public place or open to the public of weapons of war or war-type weapons or parts thereof, explosives, clandestine weapons, as well as several common firearms excluding those called "hall targets", or gas-emitting weapons, as well as compressed air or compressed gas weapons and rocket launchers, except in the case of weapons intended for fishing or weapons and instruments for which the "Central Advisory Commission for Arms Control" excludes, in relation to their respective characteristics, the ability to cause offence to the person.

IV - Bribery and corruption (Article 25 of Decree 231)

This category of crimes finds its prerequisite in the establishment of relations with the Public Administration.
Within the Company, all business areas that have relations with the Public Administration in the performance of their activities are considered to be at risk of crime, as well as those functions that, although not having relations with the Public Administration, may support the commission of relevant crimes pursuant to Decree 231 (for example through the management of financial instruments or alternative means).

a) Bribery (Article 317 of the Criminal Code)

This hypothesis of crime occurs in the event that a public official or a person in charge of a public service, abusing his position, forces someone to procure money or other benefits for himself or others that are not due to him.
The crime of bribery could be committed through the abuse of the quality and powers of the person in charge of the public service (when the company acts as a contracting authority), to force or induce someone to unduly give or promise money or other benefits (for example: services) to companies of the Group.

b) Corruption for an act of office or contrary to official duties (Articles 318 - 319 of the Criminal Code)

This hypothesis of crime arises in the event that a public official receives, for himself or for others, money or other advantages for performing, omitting or delaying acts of his office (resulting in an advantage in favor of the bidder).
The activity of the public official can be expressed both in a due act (for example: speeding up a file whose processing is within his competence), and in an act contrary to his duties (for example: public official who accepts money to guarantee the award of a tender).
This hypothesis of crime differs from bribery, in that there is an agreement between the corrupt and the corruptor aimed at achieving a mutual advantage, while in bribery the private individual suffers the conduct of the public official or the person in charge of the public service.

The crime of corruption for an official act or contrary to official duties could be committed, for example:

- To unduly facilitate the award of a contract;
- To unduly influence, during the execution of a contract, the outcome of the test;
- To unduly facilitate obtaining an authorisation or the outcome of an inspection;
- To illegally pursue, both in the management phases of obligations and in the context of inspections and verifications in any matter, purposes for which the requirements do not exist, including the issuance of authorizations, the issuance of certification attesting to compliance with legal requirements, the non-imposition of sanctions, etc.;
- At every stage of relations with Institutions and Authorities to unduly influence positions and obtain decisions for which the requirements in favour of the Company do not exist;
- To unduly facilitate the assignment of a subsidized loan in favor of the Company.

The crime of corruption could be committed, for example, through one of the following instrumental methods:
(i) establishment of financial funds - both in Italy and abroad - for employees of the Public Administration;
(ii) selection and hiring of people "close" to the employees of the Public Administration whose favors are intended to be obtained;
(iii) gifts to employees of the Public Administration;
(iv) entertainment expenses incurred for the benefit of employees of the Public Administration;
(v) consultancy assignments assigned either in a non-transparent manner (for example: creating funds by means of contracted services at prices higher than market prices) or to persons or companies liked by employees of the Public Administration, whose favours are intended to be obtained;
(vi) anomalous sponsorships for the benefit of employees of the Public Administration;
(vii) non-transparent management of the process of acquisition of goods and services (for example: creating funds by means of contracts stipulated at prices higher than market prices or assigning contracts to people or companies liked by employees of the Public Administration);
(viii) the use of agents and mediators without adequate levels of ability, honesty and moral integrity, who act on behalf of the Company by granting remuneration or any other benefit to employees of the Public Administration;
(ix) conclusion of false settlement agreements for the preparation of financial means useful for ensuring the "provision" to be allocated to employees of the Public Administration.

c) Corruption in judicial acts (Article 319-ter of the Criminal Code)

This hypothesis of crime arises in the event that the facts indicated in Articles 318 and 319 of the Criminal Code ("Corruption for an official act or contrary to official duties") are committed to favor or damage a party in a civil, criminal or administrative process. The crime of corruption in judicial acts could be committed against Judges or members of the Arbitration Board competent to judge on litigation/arbitration of interest to the Company (including auxiliaries and court-appointed experts), and/or representatives of the Public Administration, when the latter is a counterparty to the dispute, in order to illegally obtain favorable judicial and/or extrajudicial decisions.

d) Corruption of a person in charge of a public service (Article 320 of the Criminal Code)

The provisions of Article 319 of the Criminal Code ("Corruption for an act contrary to official duties") apply even if the act is committed by a person in charge of a public service; those referred to in Article 318 of the Criminal Code ("Corruption for an official act") also apply to the person in charge of a public service, if he or she is a public employee.

e) Penalties for the corruptor (Article 321 of the Criminal Code)

Penalties also apply in the event that a person gives or promises money or other benefits to the public official or to the person in charge of a public service.

f) Incitement to corruption (Article 322 of the Criminal Code)

This hypothesis of crime arises in the event that, in the presence of conduct aimed at corruption, the public official refuses the offer illegally made to him.

g) Embezzlement, bribery, corruption and incitement to corruption of members of the bodies of the European Communities and officials of the European Communities and of foreign States (Article 322-bis *of the* Criminal Code)

The predicate offences of bribery, corruption, incitement to corruption are also relevant if they are committed against:
1. Members of the Community institutions;
2. Officials and other servants of the administrative structures of the Communities;
3. Persons seconded by the Member States or by any public or private body within the European Communities;
4. Members and employees of bodies established on the basis of the Treaties establishing the European Communities;
5. Those who, within the other Member States of the European Union, perform functions or activities corresponding to those of public officials and persons in charge of a public service;
6. Persons who perform functions or activities corresponding to those of public officials and persons in charge of a public service in foreign States that are not members of the European Union or of public international organizations other than those of the European Union.

It should be remembered that the persons indicated in numbers 1 to 4 are equated *by law* (see Article 322-bis, third paragraph of the Criminal Code) to persons in charge of public service, unless they exercise functions corresponding to those of a public official (in this case the latter qualification will prevail). As regards the persons indicated in numbers 5 and 6, their respective qualifications will depend on the type of functions actually performed.
Finally, it should be borne in mind that the relevance of the subjects referred to in number 6 is limited to cases in which the giving, offer or promise of money or other benefits is aimed at "procuring for oneself or others an undue advantage in international economic transactions".

V - Counterfeiting of coins, public credit cards, revenue stamps and signs or instruments of recognition (Article 25-bis of Decree 231)

a) Counterfeiting of coins, spending and introduction into the State, after concert, of counterfeit coins (Article 453 of the Criminal Code)

This hypothesis of crime arises in the event that:
1. Someone counterfeits national or foreign coins, having legal tender in the State or outside;
2. Someone alters genuine coins in any way, by giving them the appearance of a higher value;
3. Someone, even if he or she is not a participant in the counterfeiting or alteration, but in agreement with the person who carried it out or with an intermediary, introduces counterfeit or altered coins into the territory of the State or holds or spends or otherwise puts into circulation;
4. Someone, in order to put them into circulation, buys or in any case receives, from the person who has counterfeited them, or from an intermediary, counterfeit or altered coins.

b) Alteration of coins (Article 454 of the Criminal Code)

This hypothesis of crime arises in the event that someone alters coins of the quality indicated in art. 453 of the Criminal Code, diminishing their value in any way, or, with respect to the coins thus altered, commits any of the acts indicated in no. 3 and 4 of article 453 of the Criminal Code.

c) Spending and introduction into the State, without concert, of counterfeit coins (Article 455 of the Criminal Code)

This hypothesis of crime occurs in the event that someone, outside the cases provided for by the two previous articles, introduces into the territory of the State, purchases or holds counterfeit or altered coins, in order to put them into circulation, or spends them or otherwise puts them into circulation.

d) Spending of counterfeit coins received in good faith (Article 457 of the Criminal Code)

This hypothesis of crime arises in the event that someone spends, or otherwise puts into circulation, counterfeit or altered coins, received by him in good faith.

e) Forgery of stamp duty, introduction into the State, purchase, possession or putting into circulation of falsified revenue stamps (Article 459 of the Criminal Code)

This hypothesis of crime arises in the event that someone counterfeits or alters revenue stamps or introduces into the territory of the State, or purchases, holds and puts into circulation counterfeit revenue stamps.
For the purposes of criminal law, revenue stamps are understood to mean stamped paper, revenue stamps, stamps and other values equivalent to these by special laws.

f) Counterfeiting of watermarked paper used for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code)

This hypothesis of crime arises in the event that someone counterfeits the watermarked paper used for the manufacture of public credit cards or revenue stamps, or purchases, holds or sells such counterfeit paper.

g) Manufacture or possession of watermarks or instruments intended for the manufacture of coins, revenue stamps or watermarked paper (Article 461 of the Criminal Code)

This hypothesis of crime occurs in the event that someone manufactures, purchases, holds or sells watermarks, computer programs or tools intended exclusively for the counterfeiting or alteration of coins, revenue stamps or watermarked paper.
The same hypothesis of crime also arises in the event that the conduct envisaged by the previous sentence concerns holograms or other components of the currency intended to ensure protection against counterfeiting or alteration

h) Use of counterfeit or altered revenue stamps (Article 464 of the Criminal Code)

This hypothesis of crime arises in the event that someone, not being a participant in the counterfeiting or alteration, makes use of counterfeit or altered revenue stamps.

i) Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs (Article 473 of the Criminal Code)

This hypothesis of crime arises in the event that someone, being aware of the existence of the industrial property right, counterfeits or alters trademarks or distinctive signs, national or foreign, of industrial products, or if someone, without being involved in the counterfeiting or alteration, makes use of such counterfeit or altered trademarks or signs.
This offence also arises in the event that someone infringes or alters patents, industrial designs, national or foreign, or, without being involved in the infringement or alteration, makes use of such counterfeit or altered patents or designs.

l) Introduction into the State and trade in products with false signs (Article 474 of the Criminal Code)

This hypothesis of crime is configured, except in cases of complicity in the crimes provided for by art. 473 of the Criminal Code, in the event that someone introduces into the territory of the State, in order to make a profit, industrial products with counterfeit or altered trademarks or other distinctive signs, national or foreign.
This hypothesis of crime also arises, except in cases of complicity in counterfeiting, alteration, introduction into the territory of the State, in the event that someone holds for sale, puts on sale or otherwise puts into circulation, in order to make a profit, the products referred to in the previous sentence.

VI - Crimes against industry and commerce (Article 25-bis 1 of Decree 231)

a) Disturbed freedom of industry or commerce (Article 513 of the Criminal Code)

This hypothesis of crime arises in the event that someone uses violence on things or fraudulent means to prevent or disturb the exercise of an industry or commerce.

b) Unlawful competition with threat or violence (Article 513-bis *of the* Criminal Code)

This hypothesis of crime occurs in the event that someone, in the exercise of a commercial, industrial or otherwise productive activity, carries out acts of competition with violence or threat.

c) Fraud against national industries (Article 514 of the Criminal Code)

Article 514 of the Criminal Code punishes anyone who, by offering for sale or otherwise putting into circulation, on national or foreign markets, industrial products, with counterfeit or altered names, trademarks or distinctive signs, causes damage to the national industry.

d) Manufacture and trade of goods made by usurping industrial property rights (Article 517-ter of the Criminal Code)

This hypothesis of crime arises in the event that someone, being aware of the existence of the industrial property right, manufactures or industrially uses objects or other goods made by usurping an industrial property right or in violation of the same.

VII - Corporate crimes (Article 25-ter of Decree 231)

a) False corporate communications (Article 2621 of the Italian Civil Code) and False corporate communications to the detriment of the company, shareholders or creditors (Article 2622 of the Italian Civil Code)

The offences provided for by Articles 2621 and 2622 of the Italian Civil Code may only be committed by directors, general managers, managers in charge of preparing the company's financial reports, statutory auditors or liquidators of the company. The case provided for by art. 2621 of the Italian Civil Code is configured as a contravention, while that provided for by art. 2622 of the Italian Civil Code is configured as a crime, punishable by complaint by the injured party if committed by directors, general managers, managers in charge of preparing the company's accounting documents, statutory auditors or liquidators of an unlisted company (art. 2622, first paragraph, of the Italian Civil Code) and prosecuted ex officio if committed by the same representatives of a listed company (art. 2622, third paragraph, of the Italian Civil Code). The element that distinguishes the contravention *pursuant to* art. 2621 of the Italian Civil Code from the two criminal offences referred to in art. 2622 of the Italian Civil Code is constituted by having, in the latter two cases, caused financial damage to the company, shareholders or creditors. The subject of

the punishable conduct is the financial statements, reports or other corporate communications required by law, directed to shareholders or the public. The punishable falsehood concerns the economic, equity or financial situation of the company or group (in the case of consolidated financial statements). The punishability is also extended to the case in which the information concerns assets owned or administered by the institution on behalf of third parties (for example, according to some authors, this regulatory provision, which is certainly applicable to the communications made by investment firms and undertakings for collective investment of savings, would also concern customer deposits with credit institutions, assets held for hire, leasing or with a reservation of title agreement). The modalities of the incriminated conduct can be expressed both in an active form (presentation of material facts that do not correspond to the truth, even if subject to evaluations) and in an omissive form. As far as the active form is concerned, it should be considered that the stricter interpretative canon also includes in the area of the criminally relevant evaluations that can be verified through suitable parameters (excluding evaluations of a purely subjective nature). As for the form of omission, the fact is supplemented by the omission of information imposed by law (any law that imposes communication with specific obligations as well as with general clauses that refer to the principle of completeness of information is therefore taken into consideration): with reference to evaluations, it can be assumed that the failure to indicate the criteria used for evaluations may constitute a significant omission.
Failure to exceed even one of the established quantitative thresholds (5% change in the pre-tax profit for the year; 1% change in shareholders' equity; 10% change in the valuation adjusted for appraisals) only means that the fact is not criminally relevant. However, in such cases, there remains the possibility of an administrative offence for which directors, general managers, managers responsible for preparing the company's financial reports, statutory auditors or liquidators are called to answer.
Art. 2622 of the Italian Civil Code provides for an aggravated hypothesis (concerning only companies with listed shares) which exists when "the fact causes serious harm to savers". The fifth paragraph of art. 2622 of the Italian Civil Code provides the definition of "serious harm", establishing that it is integrated when "it has affected a number of savers greater than 0.1 per thousand of the population resulting from the last ISTAT census or if it has consisted in the destruction or reduction of the value of securities with a total amount greater than 0.1 per thousand of the gross domestic product".

b) Falsehoods in the reports and communications of the auditing firms (Article 2624 of the Italian Civil Code)

The crime in question can only occur in the hands of the auditing firms or their managers. In any case, the considerations already expressed under art. 2621 and 2622 of the Italian Civil Code. It must be taken into account that in the cases of art. 2624 of the Italian Civil Code, there are no quantitative thresholds.

c) Impeded control (Article 2625 of the Italian Civil Code)

The first paragraph of art. 2625 of the Italian Civil Code provides for an administrative offence specific to directors, consisting in the impediment of the control functions attributed to the shareholders or corporate bodies, or of the auditing functions entrusted to the auditing firm. The administrative offence does not generate the direct liability of the entity, which is instead provided for the criminal hypothesis, contemplated by the second paragraph of the same Article 2625 of the Italian Civil Code, which is integrated when the conduct of impediment results in damage to the shareholders. Having specified that the third paragraph establishes an aggravation of the penalty if the fact concerns listed companies, it

should be remembered that the punishable conduct consists in the concealment of documentation, or in the implementation of other artifices suitable for the production of the two events constituting the crime (impeded control or impeded revision). It should also be noted that the rule also includes simple obstruction among the forms of manifestation of prohibited conduct, which extends the area of prohibition to mere obstructionism.

d) Undue return of contributions (Article 2626 of the Italian Civil Code)

The offence punishes the director who, except in cases of legitimate reduction of capital, returns, even in a simulated manner, the contributions to the shareholders, or frees them from the obligation to perform them, provided that the fact has caused damage, consisting in the reduction of the net assets to a value lower than the nominal capital (regardless of the qualification given by the directors, any impairment of the nominal capital must be ascertained, after the possible consumption of the optional and compulsory reserves, not protected by this rule)
Since the prohibited conduct has the effect of causing financial damage, which is therefore likely to cause damage to the company, it is not easy to conjecture that this type of conduct can be carried out in the interest or advantage of the company itself.

e) Unlawful distribution of profits and reserves (Article 2627 of the Italian Civil Code)

The rule punishes as a contravention (and therefore the fact is relevant even if committed with simple negligence) the conduct of directors who allocate profits or advances on profits not actually achieved or allocated by law to reserves or who distribute reserves, even if not constituted with profits, which cannot be distributed by law. The conduct in question may be carried out in the interest or to the advantage of the company and, therefore, be relevant for the purposes of its administrative liability, when profits allocated by law to reserves are distributed; it should be considered that in such a case there could be a more serious crime (for example: fraud).

f) Unlawful transactions on the shares or quotas of the company or of the parent company (Article 2628 of the Italian Civil Code)

The rule protects the integrity of the share capital and unavailable reserves through the prohibition of purchase (a term to be understood in a broad sense including any transaction that determines the transfer of ownership of the shares) or the subscription of shares or quotas of the company or parent company, except in the cases permitted by law. The fact of crime is integrated when there is an actual injury to the share capital or reserves that cannot be distributed by law.
The last paragraph of art. Article 2628 of the Italian Civil Code provides for a cause of extinction of the crime consisting in the reconstitution of the capital or unavailable reserves "before the deadline set for the approval of the financial statements relating to the financial year in relation to which the conduct was carried out".

g) Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code)

The transactions that can constitute the offence in question are: "reductions in the share capital or mergers with another company or demergers".
The structure of the case at hand means that the event of damage constituting the crime (damage to creditors) must be a causal consequence of the performance of one of the operations indicated above, operations that must be carried out, in order for the crime to exist, "in violation of the provisions of the law for the protection of creditors" on the reduction of share capital, merger or demerger. Proceeding to the complaint of the injured person (*i.e.*: of one of the injured creditors), the crime has an extinguishing cause consisting in the "compensation for damage to creditors before judgment".
This is a crime that, as it is committed by the directors to the detriment of creditors in order to preserve the corporate interest, could trigger the administrative liability of the company in the case, for example, of a merger between a company in prosperous conditions and another in distress without respecting the procedure provided for by art. 2503 of the Italian Civil Code as a guarantee for the creditors of the first company.

h) Failure to communicate the conflict of interest (Article 2629-bis *of the* Italian Civil Code)

The crime punishes the fact of the administrator who, by failing to comply with the precept of the first paragraph of art. 2391 of the Italian Civil Code, causes damage to the company or to third parties. This is a crime in its own right (the qualified active person is the director or member of a management board of "a company with securities listed on regulated markets in Italy or in another State of the European Union or disseminated among the public to a significant extent pursuant to art. 116 of Legislative Decree no. 58 of 24 February 1998, or of a person subject to supervision pursuant to Legislative Decree no. 385 of 1 September 1993, of the aforementioned consolidated text referred to in Legislative Decree no. 58 of 24 February 1998, of Law no. 576 of 12 August 1982 or of Legislative Decree no. 124 of 21 April 1993).
The conduct consists in failing to communicate to the other directors and to the board of statutory auditors any interest that, on his own behalf or on behalf of third parties, the director has in a given transaction of the company; if he is a managing director, he must refrain from carrying out the transaction, referring it to the collegial body; if it is a sole director, it must give notice to the first available shareholders' meeting, without prejudice to the obligation to notify the Board of Statutory Auditors.
The damage, a consequence of the operation carried out in violation of the obligations dictated by art. 2391 of the Italian Civil Code, has a patrimonial nature.
It is appropriate to point out the relationship between this incriminating provision and Article 136 of Legislative Decree No. 385 of 1 September 1993, given that, especially after the amendment made to the latter provision by Law No. 262 of 28 December 2005, the scope of situations of potential conflict (constituting the prerequisite for the obligation sanctioned by Article 2629-bis c.c.) it expands considerably, extending to all transactions between the company and the bank, in which, hypothetically, a representative of the company is found to hold the function of director (even if not executive or without proxies).

i) Fictitious formation of capital (Article 2632 of the Italian Civil Code)

The rule protects the integrity of the share capital and the constitutive event of the crime is represented by the fictitious formation or increase of the capital itself. The offence (specific to the directors and contributing shareholders) has three distinct modes of conduct: (a) assignment of shares or quotas in an amount exceeding the total amount of the share capital; (b) reciprocal subscription of shares or quotas;

(c) significant overvaluation of contributions in kind or receivables or of the company's assets in the event of transformation. Overvaluation can occur both during the incorporation of the company and during the capital increase; As for the overvaluation of assets, it must be understood as equity, therefore deducting liabilities.
Think, for example, of the fictitious increase in the share capital through an overvaluation of the assets owned in order to provide a false representation of a solid financial situation of the company: such a purpose, integrating the hypothesis of the advantage or interest of the company, could well give rise, in the presence of the other requirements, to the administrative liability provided for by Decree 231.

l) Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code)

The crime in question contemplates the fact of the liquidator who, by distributing the company's assets among the shareholders before the payment of the company's creditors or the provision of the sums necessary to satisfy them, causes damage to the creditors themselves: any act of distribution that determines the harmful event constitutes the punishable fact. There is a cause of extinction represented by compensation for damage to creditors before the trial.
Although it is a crime proper to the liquidator in relation to the company in liquidation, it is nevertheless conjecturable a situation of possible involvement of the liability of the entity. Think of the hypothesis that a manager of the company, appointed liquidator of a company owned by the company itself, carries out acts of distribution to the advantage of the latter and harmful to creditors.

m) Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code)

The rule punishes the fact of those who determine the majority in the shareholders' meeting (the constituent event of the crime) through two specific ways of carrying out the conduct: (a) with simulated acts (i.e. with acts with a deceptive attitude: e.g. by exercising under another name the right to vote due to treasury shares, or by having a person vote distinct from the real owner if the latter by law or by-laws cannot vote); (b) with fraudulent acts (e.g. by making use of unplaced shares, or by misleading shareholders about the convenience of the resolution through false or even just reticent declarations).
For the act to be punished, the agent must have pursued an unjust profit for himself or for others.

n) Rigging (Article 2637 of the Italian Civil Code)

The crime provided for by art. 2637 of the Italian Civil Code now applies exclusively to companies with unlisted shares. For this reason and also considering that the structure of the case is similar to that provided for by art. 185 of Legislative Decree no. 58 of 24 February 1998, for listed companies, please refer to the considerations relating to the latter provision (see above).

o) Obstruction of the exercise of the functions of public supervisory authorities (Article 2638 of the Italian Civil Code)

Article 2638 of the Italian Civil Code brings together the offences already provided for by Legislative Decree No. 385 of 1 September 1993 (Article 134) and Legislative Decree No. 58 of 24 February 1998

(Articles 171 and 174), concerning in particular the supervisory activities of the Bank of Italy and Consob. The rule provides for two distinct cases of incrimination.
The first paragraph covers the fact that the director, the general manager, the manager responsible for preparing the company's financial reports, the statutory auditor or the liquidator (a) sets out in communications required by law to the supervisory authorities material facts that do not correspond to the truth, even if subject to assessments, on the economic, equity or financial situation of the company subject to supervision; or (b) conceals by other fraudulent means, in whole or in part, facts that should have been disclosed about the same situation.
Having specified that the punishability is also extended to information concerning assets administered or owned on behalf of third parties, it should be specified that it is a crime of mere conduct (which therefore does not provide for the occurrence of an event of damage).
As regards the manner of conduct indicated in (a), it takes up the formula of false corporate communications, so that reference can be made to what is reported under art. 2621 and 2622 of the Italian Civil Code, with the caveat that with reference to this Article 2638 of the Italian Civil Code there are no quantitative thresholds of any kind, which implies the criminal relevance of any false statement regardless of the quantitative significance.
As for the mode of conduct represented by concealment by fraudulent means, the structure of the regulatory definition suggests that it requires a *quid pluris* with respect to mere silence (which, however, integrates the less serious case referred to in the second paragraph of the same Article 2638 of the Italian Civil Code, which will be discussed below).
The second paragraph of art. 2638 of the Italian Civil Code punishes the obstruction of supervisory functions put in place in any form, even by omitting the communications due to the supervisory authorities themselves.
It is an event offence (an event consisting precisely in obstructing the supervisory function), which constitutes a residual figure with respect to that considered in the first paragraph. It should be considered that the formula adopted by the legislator ("in any form") considerably expands the scope of applicability of the provision, essentially giving the crime the nature of a free-form crime, where the event is peculiarly relevant as a causal consequence of the conduct (whatever it may be) carried out by the agent.
Also in this case, there is a crime specific to the director, the general manager, the manager in charge of preparing the company's accounting documents, the statutory auditor or the liquidator of companies subject to supervision.

VIII - Crimes for the purpose of terrorism or subversion of the democratic order (Article 25-quarter of Decree 231)

Article 25-quarter of Decree 231 does not specifically list the crimes with the purpose of terrorism or subversion of the democratic order for which the liability of the entity is envisaged, limiting itself to recalling, in the first paragraph, the crimes provided for by the penal code and special laws and, in the third paragraph, the crimes other than those regulated in the first paragraph but carried out in violation of the provisions of the International Convention for the Suppression of Terrorism financing of terrorism signed in New York on 9 December 1999. The crimes of terrorism provided for by the special laws consist of all that part of the Italian legislation, issued in the 70s and 80s, aimed at fighting terrorism.
The crimes falling within the scope of the New York Convention, on the other hand, are those aimed at providing, directly or indirectly, but in any case voluntarily, funds in favor of subjects who intend to commit terrorist crimes, including the hijacking of aircraft, attacks against diplomatic personnel, the

kidnapping of hostages, the illegal construction of nuclear devices, the hijacking of ships and the explosion of bombs, etc. In these cases, those (natural person or entity with or without legal personality) provide the funds or otherwise collaborate in their procurement must be aware of the use that will subsequently be made of them.

Among the crimes provided for by the Criminal Code, in particular, the following cases are mentioned:
a) Subversive associations (Article 270 of the Criminal Code);
b) Associations with the purpose of terrorism and subversion of the democratic order (Article 270-bis of the Criminal Code);
c) Assistance to members (Article 270-ter of the Criminal Code);
d) Attack for terrorist purposes or subversion (Article 280 of the Criminal Code);
e) Kidnapping for the purpose of terrorism or subversion (Article 289-bis *of the* Criminal Code);
f) Instigation to commit any of the crimes against the personality of the State (Article 302 of the Criminal Code);
g) Political conspiracy by agreement (Article 304 of the Criminal Code);
h) Political conspiracy by association (Article 305 of the Criminal Code);
i) Armed band: formation and participation (Article 306 of the Criminal Code);
l) Assistance to participants in conspiracy or armed gang (Article 307 of the Criminal Code).

IX - Practices of mutilation of female genital organs (Article 25 *quarter* 1 of Decree 231)

a) Practices of mutilation of female genital organs (Article 583-bis of *the* Criminal Code)

This hypothesis of crime arises in the event that someone, in the absence of therapeutic needs, causes a mutilation of the female genital organs.
This hypothesis of crime is configured in the event that someone, in the absence of therapeutic needs, causes, in order to impair sexual functions, injuries to the female genital organs other than those indicated in the previous sentence, from which a disease in the body or mind derives.

X - Crimes against the individual personality (Article 25-quinquies of Decree 231)

a) Reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code)

This hypothesis of crime arises in the event that someone exercises powers over a person corresponding to those of the right to property or anyone who reduces or maintains a person in a state of continuous subjection, forcing him or her to work or sexual services or begging or in any case to services that involve his exploitation.
Reduction or maintenance in a state of subjection takes place when the conduct is carried out through violence, threat, deception, abuse of authority or taking advantage of a situation of physical or mental inferiority or a situation of need, or through the promise or giving of sums of money or other advantages to those who have authority over the person.

b) Child prostitution (Article 600-bis *of the* Criminal Code)

This hypothesis of crime arises in the event that someone induces a person under the age of eighteen into prostitution or favors or exploits prostitution.

c) Child pornography (Article 600-ter of the Criminal Code)

This hypothesis of crime arises in the event that someone, using minors under the age of eighteen, makes pornographic exhibitions or produces pornographic material or induces minors under the age of eighteen to participate in pornographic exhibitions, or who trades in such pornographic material.
This hypothesis of crime also arises in the event that someone, outside the cases referred to in the previous sentence, by any means, including by electronic means, distributes, discloses, disseminates or advertises said pornographic material, or distributes or disseminates news or information aimed at the solicitation or sexual exploitation of minors under the age of eighteen, or gives to others, even free of charge, the pornographic material mentioned above.

d) Possession of pornographic material (Article 600-quarter of *the* Criminal Code)

This hypothesis of crime arises in the event that someone, outside the hypotheses provided for by art. 600-ter of the Criminal Code, knowingly procures or possesses pornographic material made using minors under the age of eighteen.

e) Virtual pornography (Article 600-quarter.1 of the Criminal Code)

The provisions of Articles 600-ter and 600-quarter of the Criminal Code also apply when the pornographic material represents virtual images made using images of minors under the age of eighteen or parts thereof. Virtual images are images created with graphic processing techniques that are not associated in whole or in part with real situations, whose quality of representation makes non-real situations appear as real.

f) Tourist initiatives aimed at the exploitation of child prostitution (Article 600-quinquies of the Criminal Code)

This hypothesis of crime arises in the event that someone organizes or promotes trips aimed at the use of prostitution activities to the detriment of minors or in any case including such activity.

g) Trafficking in persons (Article 601 of the Criminal Code)

This hypothesis of crime arises in the event that someone commits trafficking in a person who is in the conditions referred to in art. 600 of the Criminal Code or, in order to commit the crimes referred to in the same article, induces it by deception or coerces it through violence, threat, abuse of authority or taking advantage of a situation of physical or mental inferiority or a situation of need, or by promising or giving sums of money or other advantages to the person who has authority over it, to enter or stay in or leave the territory of the State or to move to its
internal.

h) Purchase and alienation of slaves (Article 602 of the Criminal Code)

This hypothesis of crime arises in the event that someone, outside the cases indicated in art. 601 of the Criminal Code, acquires or alienates or transfers a person who is in one of the conditions referred to in art. 600 of the Criminal Code.

XI - Market abuse (Article 25-sexies of Decree 231)

a) Crime of abuse of privileged information (Article 184 of Legislative Decree No. 58 of 24 February 1998)

The crime referred to in art. 184, first paragraph, of Legislative Decree no. 58 of 24 February 1998, contemplates three distinct criminal hypotheses:
1. Prohibition to buy, sell or carry out other transactions, directly or indirectly, on one's own behalf or on behalf of third parties, using inside information;
2. Prohibition of communicating inside information to third parties, unless the communication takes place in the normal exercise of work, profession, function or office (so-called "inside *the office").tipping*);
3. Prohibition to recommend or induce, on the basis of inside information, others to carry out a purchase, sale or other transaction (so-called "inside information"). *tuyautage*).
These operational prohibitions concern persons in possession of inside information by virtue of their status as members of the issuer's administrative, control, management bodies, participation in the issuer's capital, or the exercise of a work activity, a profession, a function, including a public one, of an office.
For the existence of the unlawful act, it is not necessary that the transaction has generated a profit for the perpetrator or for a third party.
Specifically, it should also be noted that:
- The reference to "buying, selling and other transactions" means including in the prohibited area any form of trading concerning the financial instrument "concerned" by the news; The use of the adverbs 'directly or indirectly' and the formula 'on one's own behalf or on behalf of third parties' concerns, on the one hand, any form of connection between the inhibited subject and the person carrying out the transaction, while, on the other hand, it brings within the area of the criminally relevant not only transactions whose economic reverberation falls (perhaps indirectly) on the inhibited subject himself, but also those carried out indirectly by the inhibited person on behalf of a subject unrelated to the prohibitions Operating;
- The use of the gerund "using" clearly denotes the value of inside information in the motivational process that presides over the completion of the operation;
- The prohibited conduct in the case referred to in p. 2 consists simply in communicating the information to a third party privileged information: so that the mere communication to one third of the privileged information constitutes the crime. Such conduct is not punishable, when it occurs in the "normal exercise of work, profession, function or office". Internal communications areas so called must necessarily be considered non-typical pursuant to art. 184, first paragraph, letter b: correspondingly communications that flow from these areas to subjects "external" to the work environment (or to the professional or function or office) constitute the offence;
- It is not easy to define the value of the term "normal", which qualifies the lawfulness of communication. As a first approximation, the "normal" term, being directly referred to the activity carried out, would seem to engage in a difficult and in any case uncertain assessment of the overall performance of the

exercise of the work (or profession or function or office) in the concrete case parameterized to the one that the subject-model would have done. If we bear in mind the fact that it is rather the trait of the communication of the information to be taken into consideration, it can be considered that the requirement of "normality" should be referred to the circumstance of the communication of the news within the scope of the activity: so that it can be said that it falls within the scope of the in the normal exercise of work, etc., functional communication, instrumental to the exercise of the work itself, taking into account the type of activity actually carried out;

- In the case referred to in p. 3, the prohibition reaches the fact of the person who recommends or induces a third party to carry out any of the purchase, sale or other transactions: obviously only the person who provides the indication is subject to punishment and not the "beneficiary" subject;
- The rule discounts the circumstance that the person in possession of the inside information provides the suggestion on the basis of the news of which he is aware, without however revealing the news itself to the "recommended" subject.

The second paragraph of art. 184 provides for a figure of incrimination, which punishes anyone who commits one of the conducts described above "being in possession of inside information due to the preparation or execution of criminal activities".

The matrix of this provision originates from the events related to those acts of terrorism, which, due to their intrinsic gravity, are capable of producing significant effects on market trends (the subjects who are preparing the terrorist act or are about to carry it out, are in fact in possession of the privileged information, consisting precisely of the attack).

However, the regulatory provision is also likely to reach other facts, in which the prerequisite for operational inhibition derives from other situations of illegality. The formula used generically refers to "criminal activities" that are not further characterized, so that the possession of inside information may originate from the preparation or execution of any conduct constituting a crime. Think, for example, of the commission (or preparation) of a crime of market manipulation, or of false social communication. The subject, who is preparing to provide the market with the false information, or who has carried out the false social communication, is undoubtedly in the case indicated by art. 184, second paragraph – undisputed since he is preparing or has carried out a criminal activity – and he may well, using the inside news (consisting in his knowledge of the non-correspondence to the truth of the news communicated to the market), decide to carry out transactions taking advantage of the position of information privilege (difference in height constituted precisely by the circumstance that the agent knows the gap between the actual situation and the situation communicated).

b) Administrative offence of abuse of inside information (Article 187-bis of Legislative Decree No. 58 of 24 February 1998)

The administrative offences provided for by Article 187-bis, first and second paragraphs of Legislative Decree no. 58 of 24 February 1998, provide for cases identical to those contemplated as offences by the first and second paragraphs of Article 184: these are the same conducts that give rise to both a criminal offence and an administrative offence when they are committed with the same psychological attitude (intentional misconduct: i.e. representation and volition of the fact described by the norm). As a first approximation, it is to be considered that the penalties provided for by the two types of offence are cumulative, giving rise to a material concurrence of sanctions.

In accordance with the general principles of administrative offences, the sanctionability of administrative offences is possible even when the act is committed by negligence (therefore also in the absence of

representation and volition of the act itself). The scheme of fault in our legal system essentially consists of a normative judgment, which measures the possible gap between the behavior actually held by the agent and that which the so-called model agent would have held (so that in this sense the references to negligence, imprudence, inexperience, which constitute the essential reference parameters for the evaluation of fault) are valid. If it may not be easy to imagine a conduct of purchase, sale or performance of other transactions due to negligence, imprudence or inexperience, it is much easier to hypothesize a culpable case of *tipping* (think of a communication to third parties of inside information deriving from clumsy telephone correspondence) or *tuyautage* (think of advice given imprudently).
A completely autonomous figure of administrative offence (which has no counterpart in a similar criminal case) now consists in the provision of art. 187-bis, fourth paragraph.
Anyone who, "in possession of inside information, knowing or being able to know on the basis of ordinary diligence, the privileged nature of the same" engages in any of the prohibited conducts of purchase, sale, performance of other transactions, is punished; disclosure to others of inside information outside the normal exercise of work, profession, function or office; recommendation or inducement of a third party to carry out a transaction on the basis of inside information.
The operational inhibitions considered here depend on the simple possession of the inside information, whatever its source, the reason for its origin and even the methods of acquisition (for example: both a casual perception and the result of a deliberate activity aimed at obtaining the news): the legislative formula in fact concentrates on the possession, not further qualified, the constitutive feature of the situation from which the prohibitions arise; The selective criterion for the administrative sanction of the violation of the operating prohibitions consists in the knowledge/knowability of the privileged nature of the information. According to the legislation, the legislator has selected the criteria of malice and negligence: on the one hand, by using the gerund "knowing", it has certainly referred to a condition of positive knowledge by the agent of the privileged nature of the information of which he is in possession.
On the other hand, by using the formula "being able to know on the basis of ordinary diligence", it has clearly introduced a profile of liability for culpable reasons, undisputed since, in addition to the use of the auxiliary verb "may", the insertion of the formula concerning "ordinary diligence" makes it certain that there is a culpable act.

c) Crime of market manipulation (Article 185, Legislative Decree No. 58 of 24 February 1998)

The crime provided for by art. 185, Legislative Decree no. 58 of 24 February 1998, contemplates two distinct hypotheses of market manipulation:
1. Dissemination of false news concretely capable of causing a significant alteration in the price of financial instruments (so-called information manipulation);
2. Carrying out simulated transactions or other artifices concretely suitable for causing a significant alteration in the price of financial instruments (so-called manipulative rigging).
Punishable acts can be committed by anyone. It is not required that the author has as his aim the significant alteration of the price of financial instruments as the purpose of his conduct. The requirement of appreciable alteration must be assessed *ex ante* (i.e. at the time when one of the prohibited conducts is carried out: it is therefore irrelevant whether the alteration occurs or not). The judgment regarding the suitability to alter in a perceptible manner is based on an evaluation of a prognostic nature, therefore of an essentially probabilistic nature, which must also necessarily take into account the quantitative profile, represented by the "sensitive" nature of the alteration.
Specifically, it should also be noted that:

(1) Dissemination means any communication to an indeterminate number of people (or even to a single person, when the recipient is a person who, by profession, profession or concretely, carries out a communication activity to the public: think of a journalist) carried out by any means;
(2) "False" news means news that is different from the truth concerning a fact, or a series of circumstances that have occurred or are destined to happen in the future;
(3) The clause "performance of simulated transactions" refers to the performance of transactions of any kind of simulated nature: according to the jurisprudential interpretation, the term "simulated" includes any hypothesis of simulation (absolute or relative: both transactions that the parties did not absolutely want, and transactions apparently different from those that the parties wanted, or transactions in which the appearance of the legal transaction hides a different economic situation).
Although there are many reasons for the fact that the simulation must also be characterized by an extreme artificiality, the jurisprudence disregards this characterization;
(4) The note "other artifices" is a closing formula and includes acts or behaviors characterized by a deceptive component or a fraudulent value, which can be inferred from the way in which they are carried out, or from their intrinsic nature. In this regard, it should be remembered that artificiality does not pertain to the result, but to the means, so that the "artifices", of which the rule speaks, are operational expedients other than the dissemination of false news, i.e. means of inducing other people's behavior on the market.

d) Administrative offence of market manipulation (Article 187-ter, Legislative Decree No. 58 of 24 February 1998)

Article 187-ter of Legislative Decree no. 58 of 24 February 1998 punishes with separate administrative sanctions conduct of market manipulation:
1. Dissemination of false or misleading rumors or news, which provide or are likely to provide false or misleading information regarding financial instruments (administrative offence of so-called information rigging);
2. Completion of (administrative offence of so-called manipulative rigging):
at. Transactions or orders to trade that provide or are likely to give false or misleading information as to the supply, demand or price of financial instruments;
b. Transactions or orders to buy and sell that allow, through the action of one or more persons acting in concert, to fix the market price of one or more financial instruments at an abnormal or artificial level;
c. Transactions or orders to buy and sell that use artifices or any other type of deception or expedient;
d. Other artifices that may provide false or misleading information as to the supply, demand or price of financial instruments.
In accordance with the general principles of administrative offences, the sanctionability of the conduct summarised above is possible even when the act is committed by negligence (therefore also in the absence of representation and volition of the act itself). The scheme of fault in our legal system essentially consists of a normative judgment, which measures the possible gap between the behavior actually held by the agent and that which the so-called model agent would have held (so that in this sense the references to negligence, imprudence, inexperience, which constitute the essential reference parameters for the evaluation of fault) are valid.
Having said that the second paragraph of art. 187-ter provides for a peculiar discipline in the event that the act of dissemination is committed by journalists in the performance of their professional activity, it is worth pointing out that the term "misleading" (which appears in separate descriptions of conduct in the

present case) is used to designate those news, rumors, or indications characterized by the ability to provide the recipient of the same with information capable of alter their judgment or evaluation. We are not in the presence of something "different from the truth" (what corresponds to the "false"), but of an altered representation of reality, in which some traits are deformed on the qualitative or quantitative side: in other words, the distortion concerns qualitative or quantitative extremes.
Unlike what is provided for in the criminal case, in art. 187-ter there is no reference to the "sensitive" nature: the absence of such a quantitative reference could lead to consider that the area of administrative offence also includes situations in which the potential impact of prohibited conduct with regard to the valuation of financial instruments, demand, of the offer or price of the same. On the other hand, by way of interpretation, the scope of the provision could be limited only to price-sensitive conduct, arguing on the ground that the formula "provide or are likely to provide false or misleading information about financial instruments" – alternatively alluding to an effect that has already occurred or could occur – implies that the relevant behaviors are only those concretely suitable for guiding the reasonable investor towards a choice rather than towards another, according to the general scheme indicated by art. 181, fourth paragraph, of the same Legislative Decree no. 58 of 24 February 1998.
It should also be borne in mind that the Consob regulation will end up contributing decisively to the definition of the suitability of conduct to constitute market manipulation: art. 187-ter, sixth paragraph, in fact requires Consob to disclose "the elements and circumstances to be taken into consideration for the assessment of conduct capable of constituting market manipulation".
Specifically, it should also be noted:
1. In relation to the administrative offence of rigging (so-called information):
(a) the term "dissemination" has the same value as indicated in relation to the criminal hypothesis of Article 185 of the same Legislative Decree, so that it means any communication to an indeterminate number of persons (or even to a single person, when the addressee is a person who, by profession, profession or concretely, carries out a communication activity to the public: think of a journalist) carried out by any means (in this sense the list of forms of communication referred to in art. 187-ter is completely superfluous and useless);
(b) also the formula "false news" has the same meaning as seen with reference to art. 185 (a news that differs from the truth concerning a fact, or a series of circumstances that occurred or destined to occur in the future);
(c) the reference to "rumours" as the object of prohibited dissemination extends the scope of applicability of the rule: in fact, any information falls within the area of illegality, regardless of its validity (including the so-called "rumours" and rumours);
(d) as regards the value to be attributed to the term "misleading", reference is made to the above;
(e) the clause "give or are likely to give false or misleading information about financial instruments" on the one hand means that the prohibited fact must to some extent involve the making available to an indeterminate number of persons of information content concerning financial instruments, the demand, supply or price of the same; on the other hand, the reference in question – alternatively alluding to an effect that has already occurred or that could occur (this seems to be the meaning to be attributed to the use of the verb forms "forniscano"/"are susceptible to provide") – implies that the relevant behaviours must be characterised by a concrete ability to guide the reasonable investor towards one choice rather than another (a datum that can be systematically obtained from the definition of Article 181, fourth paragraph, of the same Legislative Decree, which qualifies as material "information that a reasonable investor would presumably use as one of the elements on which to base his investment decisions").
2. In relation to the administrative offence of manipulation:

(a) the prohibition concerns transactions or orders to buy and sell, the illegality of which derives exclusively from the ability of the same to provide false or misleading information;
(b) the characteristics of falsehood and "misleading" are to be understood in the sense indicated above;
(c) the subject of the information content that can be inferred from the transaction is the financial instrument, or the price, demand or supply of the instrument itself;
(d) in the absence of any further specification, the transactions or orders referred to in the provision could well also be understood as transactions or orders that are intrinsically lawful in themselves, i.e. not connoted by a further objective note of disvalue;
(e) the prohibited conduct concerns the performance of a specific type of transaction or order, essentially consisting in operating in concert with at least one other person;
(f) the illegality of the transactions does not derive only from acting in concert (a situation in itself not sufficient to integrate the typical fact), but also from the circumstance that such a transaction has led to the fixing of the price of the financial instrument at an "anomalous or artificial" price. This last requirement of the case does not appear to be easy to characterize, given that terms of a qualitative nature are used, which refer to a relational judgment: it is however likely that the evaluation will be carried out by taking the average prices of the period as a reference;
(g) the prohibited conduct concerns the execution of transactions or orders to buy and sell, the illegality of which consists in the intrinsic characteristics of the operating methods used: in this sense, the terms "artifice", "deception", "expedient" are valid to define the characteristics in question and however seem to be particularly broad clauses (probably secondary sources – e.g. Consob regulation – will be used to further detail the types of conduct prohibited);
(h) for the existence of this case, it is not expressly required that the transaction or order has an informative content capable of altering the investor's assessment;
(i) the prohibited conduct concerns any form of artificial conduct (it is clearly a closing rule): the reference to artificiality necessarily implies that the conduct has an intrinsically deceptive or deceptive character;
(l) the provision requires, for the integration of the sanctioned fact, the ability of the artifices to provide "false or misleading indications regarding the supply, demand or price of financial instruments", so that the artificial conduct must have an informative content capable of altering the investor's assessment.
With regard to the requirement of the legitimacy of the reasons for acting, even in the generic nature of the legislative formula, it can be considered that it is valid to designate situations in which the impact on the market is the result of a transaction or a series of transactions characterized by a lawful economic significance, unified by reasons consistent with the economic significance of the transactions themselves.
As for the extreme of the accepted market practices, the definition of the same is delegated by the sixth paragraph of art. 187-ter to Consob, which will provide with its own regulations.

e) Causes of non-punishability (Article 183, Legislative Decree No. 58 of 24 February 1998)

Art. Article 183 of Legislative Decree no. 58 of 24 February 1998 provides for two grounds of non-punishability, which establish the inapplicability of the provisions relating to the offences (criminal and administrative) of insider dealing and market manipulation:
1. Article 183, paragraph 1, letter a): non-applicability to transactions relating to monetary policy, currency policy or the management of public debt carried out by the Italian State, a Member State of the European Union, the European System of Central Banks, a Central Bank of a Member State of the European Union or any other officially designated body or by a person acting on their behalf.
2. Article 183(1)(b): non-applicability to

- "Trading in shares, bonds and other listed own financial instruments, carried out as part of buyback programs by the issuer or subsidiaries or associates",
- "Stabilization operations of financial instruments that comply with the conditions established by Consob with regulation".

The discriminatory situations are integrated only if the trades and transactions indicated are carried out in compliance with the requirements of the supervisory authority (the content of these requirements is already configured in Regulation (EC) No. 2273/2003, which introduced precise technical conditions (consisting of operational limits and information requirements).

XII - Crimes of manslaughter and serious or very serious injuries committed in violation of accident prevention regulations and on the protection of health and safety at work (Article 25-septies of Decree 231)

The liability of the entity is linked to the commission of the crimes of serious or very serious culpable injury and manslaughter if committed in violation of the rules on the prevention of accidents at work or occupational diseases.

a) Manslaughter (Article 589 of the Criminal Code)

This hypothesis of crime arises in the event that someone causes the death of a person through negligence.

b) Culpable personal injury (Article 590 of the Criminal Code)

This hypothesis of crime arises in the event that someone causes personal injury to others through negligence.

XIII - Receiving stolen goods, money laundering and use of money, goods or utilities of illicit origin (Article 25-octies of Decree 231)

a) Receiving stolen goods (Article 648 of the Criminal Code)

Article 648 of the Criminal Code punishes, except in cases of complicity in the crime, those who, in order to procure a profit for themselves or others, buy, receive or conceal money or things deriving from any crime, or in any case interfere in having them acquired, received or concealed.
One of the specific elements that the doctrine considers necessary in order to be able to correctly speak of the crime of receiving stolen goods, is the presence of a "specific" intent on the part of the actor, i.e. the awareness and willingness to profit, for oneself or for others, from the purchase, receipt or concealment of goods of criminal origin.
According to the doctrine, as regards the psychological element required, it implies the actual knowledge of the criminal illegality of the predicate fact.
A further requirement is the concept of "illicit origin" of the goods subject to receiving stolen goods.

b) Money laundering (Article 648-bis *of the* Criminal Code)

Article 648-bis of the Criminal Code punishes, except in cases of complicity in the crime, anyone who replaces or transfers money, goods or other benefits deriving from a non-culpable crime, or carries out other operations in relation to them, in such a way as to hinder the identification of their criminal origin.
The crime of money laundering punishes those who – outside the hypothesis of participation of persons in the crime – carry out conduct of substitution or transfer of money or other benefits deriving from a non-culpable crime, or, always in relation to such assets, carry out other operations, so as to hinder the identification of their criminal origin.
The conduct of "substitution" includes any activity aimed at affecting the criminal compendium by separating any possible connection with the crime. The concrete operating methods can consist of banking, financial and commercial transactions, through which economic benefits of illicit origin are exchanged for other lawful ones; that is, with the exchange of paper money into different currencies, with speculation on exchange rates, with the investment of money in government bonds, shares, jewels, etc.
The conduct of "transfer" is, on closer inspection, a specification of the first method: in this hypothesis there is no replacement of goods of illicit origin, but the transfer of the same from one subject to another in such a way as to lose track of their origin and their actual destination. In concrete terms, this conduct is supplemented by changes in the ownership of a property or a share package, or by movements of scriptural money through electronic fund transfer systems.
The hypothesis of "other operations" is certainly a closing clause and includes any behavior with defined and identifiable contours in a specific fraudulent activity consisting in hindering or making more difficult the search for the perpetrator of the predicate crime.
According to one interpretation, the phrase "in such a way as to hinder identification" refers exclusively to "other transactions" and not to "substitution" or "transfer" conduct, which would therefore be criminally relevant regardless of their ability to hinder identification. The other interpretation – which now seems to prevail – attributes this characterization to all forms of money laundering conduct, which must be carried out in such a way as to create concrete difficulties in discovering the criminal origin of the assets. The object of prohibited conduct is money, goods or other utilities: it is an all-encompassing formula (therefore immovable, companies, securities, precious metals, credit rights, etc.).
Money, goods or other benefits must come from any non-culpable crime, not further specified. It is not even necessary that the predicate crime be judicially ascertained, and it is irrelevant that it was committed by a person who is not imputable or not punishable, or that there is no condition for prosecution, nor is it relevant that the predicate crime was committed abroad.
According to the interpretative canon dictated by the Court of Cassation, the concept of provenance is to be understood in a broad sense, including any hypothesis in which the immanence of the origin of the money, good or utility from the crime is to be recognized.
The crime is punishable by way of generic intent, which is posed as awareness (hypothetically also on a possible basis: it should be remembered that the state of doubt or uncertainty is valid, according to constant jurisprudence, to integrate the intellectual moment of the intent) of the criminal origin of the property and the performance of the prohibited conduct.
The crime can be integrated through the sale of real estate in such a way (for example through fiduciary names) as to hinder the identification of the subject to whom the property is transferred in exchange for money or other assets of illegal origin.

c) Use of money, goods or utilities of illicit origin (Article 648-ter of the Criminal Code)

Article 648-ter punishes anyone who, except in cases of complicity in the crime and in the cases provided for by Articles 648 and 648-bis of the Criminal Code, uses money, goods or other benefits deriving from a crime in economic or financial activities.
The punishable conduct is described with the verb to employ, which does not have a precise technical value and ends up having a particularly broad scope, being able to be applied to any form of use of money, goods or other utilities deriving from crime regardless of any objective or result useful for the agent.
The expression "economic and financial activities" is also interpreted by case law in a broad sense, such as to include any type of use, provided that it can be classified as activities aimed at the production or exchange of goods or services.
As for the material object of the conduct (money, goods or other benefits deriving from the crime), reference is made to what is noted under Article 648-bis *of the* Criminal Code.
The same reference can be made with regard to the origin of such goods, with the only caveat that in the case of Article 648-ter the provision does not contain the specification "not culpable", so that – at least in theory – this provision could also be applied in the case that the predicate crime is a culpable crime (in practice such an eventuality is less than conjectural).
As regards the psychological element of the crime in question, considerations identical to those indicated in Article 648-bis *of the* Criminal Code apply.
The crime can be carried out by providing for the use of assets of illicit origin for the purchase of real estate formally registered in the name of companies not formally attributable to the subjects from which the "illicit" asset comes.

XIV - Offences relating to copyright infringement (Art. 25-novies of Decree 231)

a) Article 171, paragraph 1, letter a-bis and paragraph 3 of Legislative Decree no. 633 of 22 April 1941)

Anyone who without having the right, for any purpose and in any form, makes available to the public, by placing it in a system of telematic networks, through connections of any kind, a protected intellectual work, or part of it, is punished.
This hypothesis of crime also arises if the above crimes are committed on a work of others not intended for advertising, or with usurpation of the authorship of the work, or with deformation, mutilation or other modification of the work itself, if it is offended to the honor or reputation of the author.

b) Article 171-bis of Legislative Decree no. 633 of 22 April 1941
Anyone who illegally duplicates, in order to make a profit, computer programs or for the same purposes imports, distributes, sells, holds for commercial or entrepreneurial purposes or rents programs contained in media not marked by the Italian Society of Authors and Publishers (SIAE) is punished. This hypothesis of crime also arises if the fact concerns any means intended solely to allow or facilitate the arbitrary removal or functional circumvention of
devices applied to protect a computer program.

Anyone who, in order to make a profit, reproduces, transfers to another support, distributes, communicates, presents or demonstrates in public the contents of a database in violation of the provisions of articles 64-quinquies and 64-sexies of Legislative Decree no. 633 of 22 April 1941, or performs the extraction or reuse of the database in violation of the provisions of the Articles 102-bis and 102-ter of the same Decree, or distributes, sells or leases a database.

c) Article 171-ter of Legislative Decree no. 633 of 22 April 1941

If the act is committed for non-personal use, anyone for profit is punished:
1. Unlawfully duplicate, reproduce, transmit or disseminate in public by any process, in whole or in part, an intellectual work intended for television, cinema, sale or rental, records, tapes or similar supports or any other medium containing phonograms or videograms of musical, cinematographic or equivalent audiovisual works or sequences of moving images;
2. Unlawfully reproduces, transmits or disseminates in public, by any means, works or parts of literary, dramatic, scientific or didactic, musical or dramatic-musical works, or multimedia, even if included in collective or composite works or databases;
3. Although not having participated in the duplication or reproduction, he introduces into the territory of the State, holds for sale or distribution, or distributes, puts on the market, rents or in any case transfers for any reason, screens in public, transmits by means of television by any means, transmits by radio, makes the duplications or abusive reproductions referred to in letters a) and b) heard in public;
4. Holds for sale or distribution, puts on the market, sells, rents, transfers for any reason, projects in public, transmits by radio or television by any means whatsoever, video cassettes, cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images, or any other medium for which it is prescribed, pursuant to this law, the affixing of a mark by the Italian Society of Authors and Publishers (S.I.A.E.), without the same mark or with a counterfeit or altered mark;
5. In the absence of an agreement with the legitimate distributor, retransmit or disseminate by any means an encrypted service received by means of equipment or parts of equipment suitable for the decoding of conditional access transmissions;
6. Introduces into the territory of the State, holds for sale or distribution, distributes, sells, leases, assigns for any reason, commercially promotes, installs special devices or decoding elements that allow access to an encrypted service without payment of the fee due.

d) Article 171-septies of Legislative Decree no. 633 of 22 April 1941

Producers or importers of media not subject to the marking referred to in Article 181-bis of Legislative Decree no. 633 of 22 April 1941, who do not communicate to the SIAE within thirty days from the date of placing on the market on the national territory or importing the data necessary for the unequivocal identification of the media themselves, shall be punished.
Anyone who falsely declares that the obligations referred to in Article 181-bis, paragraph 2 of Legislative Decree 633/1941 has been fulfilled shall also be punished.

e) Art. 171-octies of Legislative Decree 633/1941

Anyone who, for fraudulent purposes, produces, offers for sale, imports, promotes, installs, modifies, uses for public and private use equipment or parts of equipment suitable for the decoding of conditional access audiovisual transmissions made over the air, by satellite, by cable, in both analogue and digital form, shall be punished.
Conditional access is understood to be all audiovisual signals transmitted by Italian or foreign broadcasters in such a way as to render the same. visible only to closed groups of users selected by the person who carries out the broadcast, regardless of the imposition of a fee for the use of this service.

XV - Inducement not to make declarations or to make false declarations to the judicial authority (Article 25-novies of Decree 231)

This article has been added as Article 25-novies, not taking into account the insertion of a previous article with identical numbering.

a) Inducement not to make statements or to make false statements to the judicial authority (Article 377-bis *of the* Criminal Code)

This hypothesis of crime arises in the event that someone induces (through violence or threat or with the offer or promise of money or other benefits) not to make statements or to make false statements the person called upon to make statements that can be used in criminal proceedings, when such person has the right not to answer.
The conduct of inducement not to make statements (i.e. to make use of the right not to answer or to make false statements) must be carried out in a typical way (either by violence or threat, or by the offer of money or any other benefit).
The taxable person is necessarily a person to whom the law gives the right not to answer: the suspect (or the accused), the suspect (or the accused) of a related or connected crime (provided that they have not already assumed the office of witness), as well as to that restricted category of witnesses (the next of kin), to whom Article 199 of the Code of Criminal Procedure confers the right to refrain from testifying.
It is not easy to imagine a case history that could determine the liability of the entity, but it is conceivable the case of an employee accused or investigated who is induced to make false statements (or to refrain from making them) to avoid a greater involvement of the compensation liability of the entity itself linked to the criminal proceedings in which the employee is involved.

XVI – Environmental crimes (Article 25-undecies of Decree 231)
1. In relation to the commission of the offences provided for by the Criminal Code, the following financial penalties shall apply to the entity:
a) for the violation of Article 727-bis, a fine of up to two hundred and fifty shares;
b) for the violation of Article 733-bis, a fine of between one hundred and fifty and two hundred and fifty shares.
2. In relation to the commission of the offences provided for by Legislative Decree no. 152 of 3 April 2006, the following financial penalties shall apply to the entity:
(a) for the offences referred to in Article 137:
1) for the violation of paragraphs 3, 5, first sentence, and 13, a fine of between one hundred and fifty and two hundred and fifty shares;

2) for the violation of paragraphs 2, 5, second sentence, and 11, a fine of between two hundred and three hundred shares.
(b) for the offences referred to in Article 256:
1) for the violation of paragraphs 1, letter a), and 6, first sentence, a fine of up to two hundred and fifty shares;
2) for the violation of paragraphs 1, letter b), 3, first sentence, and 5, a fine of between one hundred and fifty and two hundred and fifty shares;
3) for the violation of paragraph 3, second sentence, a fine of between two hundred and three hundred shares;
(c) for the offences referred to in Article 257:
1) for the violation of paragraph 1, a fine of up to two hundred and fifty shares;
2) for the violation of paragraph 2, a fine of between one hundred and fifty and two hundred and fifty shares;
d) for the violation of Article 258, paragraph 4, second sentence, a fine of between one hundred and fifty and two hundred and fifty shares;
e) for the violation of Article 259, paragraph 1, a fine of between one hundred and fifty and two hundred and fifty shares;
f) for the offence referred to in Article 260, a fine of between three hundred and five hundred shares, in the case provided for in paragraph 1, and from four hundred to eight hundred shares in the case provided for in paragraph 2;
g) for the violation of Article 260-bis, a fine of between one hundred and fifty and two hundred and fifty shares in the case provided for in paragraphs 6, 7, second and third sentences, and 8, first sentence, and a fine of between two hundred and three hundred shares in the case provided for in paragraph 8, second sentence;
h) for the violation of Article 279, paragraph 5, a fine of up to two hundred and fifty shares.
3. In relation to the commission of the offences provided for by Law no. 150 of 7 February 1992, the following financial penalties shall apply to the entity:
a) for the violation of Articles 1, paragraph 1, 2, paragraphs 1 and 2, and 6, paragraph 4, a fine of up to two hundred and fifty shares;
b) for the violation of Article 1, paragraph 2, a fine of between one hundred and fifty and two hundred and fifty shares;
c) for the offences of the Criminal Code referred to in Article 3-bis, paragraph 1, of the same Law no. 150 of 1992, respectively:
1) a fine of up to two hundred and fifty shares, in the event of the commission of crimes for which the penalty does not exceed a maximum of one year of imprisonment;
2) a fine of one hundred and fifty to two hundred and fifty shares, in the event of the commission of crimes for which the penalty does not exceed a maximum of two years' imprisonment;
3) a fine of between two hundred and three hundred shares, in the event of the commission of offences for which a penalty of no more than three years of imprisonment is envisaged;
4) a fine of between three hundred and five hundred shares, in the event of the commission of offences for which a penalty of up to three years of imprisonment is envisaged.
4. In relation to the commission of the offences referred to in Article 3(6) of Law No 549 of 28 December 1993, a fine of between one hundred and fifty and two hundred and fifty shares shall be imposed on the entity.

5. In relation to the commission of the offences provided for by Legislative Decree no. 202 of 6 November 2007, the following financial penalties shall apply to the entity:
a) for the offence referred to in Article 9, paragraph 1, a fine of up to two hundred and fifty shares;
b) for the offences referred to in Articles 8, paragraph 1, and 9, paragraph 2, a fine of between one hundred and fifty and two hundred and fifty shares;
c) for the offence referred to in Article 8, paragraph 2, a fine of between two hundred and three hundred shares.
6. The penalties provided for in paragraph 2(b) shall be reduced by half in the event of the commission of the offence provided for in Article 256(4) of Legislative Decree No 152 of 3 April 2006.
7. In cases of conviction for the offences referred to in paragraph 2(a), (2), (b), (3) and (f) and paragraph 5(b) and (c), the disqualification penalties provided for in Article 9(2) of Legislative Decree No 231 of 8 June 2001 shall apply, for a period not exceeding six months.
8. If the entity or one of its organisational units is used on a permanent basis for the sole or predominant purpose of enabling or facilitating the commission of the offences referred to in Article 260 of Legislative Decree No 152 of 3 April 2006 and Article 8 of Legislative Decree No 202 of 6 November 2007, the sanction of permanent disqualification from exercising the activity shall be applied pursuant to Art. 16, paragraph 3, of Legislative Decree no. 231 of 8 June 2001.

a) Article 727-bis of the Criminal Code – Killing, destruction, capture, removal, possession of specimens of protected wild animal or plant species.

Unless the act constitutes a more serious crime, anyone who, outside the permitted cases, kills, captures or keeps specimens belonging to a protected wild animal species shall be punished with imprisonment from one to six months or with a fine of up to 4,000 euros, except in cases where the action concerns a negligible quantity of such specimens and has a negligible impact on the conservation status of the species.
Anyone who, outside the permitted cases, destroys, takes or possesses specimens belonging to a protected wild plant species shall be punished with a fine of up to 4. 000 euros, except in cases where the action concerns a negligible quantity of such specimens and has a negligible impact on the conservation status of the species.

b) Article 733-bis of the Criminal Code – Destruction or deterioration of habitats within a protected site.

Anyone who, outside the permitted cases, destroys a habitat within a protected site or otherwise deteriorates it by compromising its state of conservation, shall be punished with imprisonment for up to eighteen months and a fine of not less than 3. 000 euros.

c) Article 137 of Legislative Decree no. 152/2006 – Criminal sanctions

1. Any person who opens or otherwise carries out new discharges of industrial waste water, without authorisation, or continues to carry out or maintain such discharges after the authorisation has been suspended or revoked, shall be punished with imprisonment from two months to two years or with a fine of between one thousand five hundred euros and ten thousand euros.
2. When the conduct described in paragraph 1 concerns discharges of industrial waste water containing the hazardous substances included in the families and groups of substances indicated in Tables 5 and 3/A

of Annex 5 to Part Three of this decree, the penalty shall be imprisonment for a period of three months to three years.
3. Any person who, other than in the cases referred to in paragraph 5, discharges industrial waste water containing the hazardous substances included in the families and groups of substances listed in Tables 5 and 3/A of Annex 5 to Part Three of this decree without complying with the requirements of the authorisation, or with the other requirements of the competent authority pursuant to Articles 107, paragraph 1, and 108, paragraph 4, is punished with imprisonment for up to two years.
4. Anyone who violates the provisions concerning the installation and management of automatic controls or the obligation to retain the results of the same referred to in Article 131 shall be punished with the penalty referred to in paragraph 3.
5. Any person who, in relation to the substances listed in Table 5 of Annex 5 to Part Three of this Decree, when discharging industrial waste water, exceeds the limit values set out in Table 3 or, in the case of discharge onto the ground, in Table 4 of Annex 5 to Part Three of this Decree, or the more restrictive limits set by the regions or autonomous provinces or by the competent authority pursuant to Article 107, paragraph 1, is punished with imprisonment for up to two years and a fine of between three thousand euros and thirty thousand euros. If the limit values set for the substances contained in Table 3/A of the same Annex 5 are also exceeded, imprisonment from six months to three years and a fine from six thousand euros to one hundred and twenty thousand euros are applied.
6. The penalties referred to in paragraph 5 shall also apply to the operator of urban waste water treatment plants who, when discharging, exceeds the limit values provided for in the same paragraph.
7. An integrated water service operator who fails to comply with the reporting obligation referred to in Article 110(3) or fails to comply with the requirements or prohibitions referred to in Article 110(5) shall be imprisoned from three months to one year, or with a fine of between three thousand and thirty thousand euros in the case of non-hazardous waste, and with a penalty of imprisonment from six months to two years and a fine of between three thousand and thirty thousand euros. Three thousand euros to thirty thousand euros if it is hazardous waste.
8. The owner of a discharge who does not allow access to the settlements by the person in charge of control for the purposes referred to in Article 101, paragraphs 3 and 4, unless the act constitutes a more serious crime, shall be punished with a sentence of imprisonment for up to two years. The powers and duties of the persons in charge of control to intervene remain unaffected, also pursuant to Article 13 of Law No. 689 of 1981 and Articles 55 and 354 of the Code of Criminal Procedure.
9. Anyone who does not comply with the rules laid down by the regions pursuant to Article 113(3) shall be punished with the penalties referred to in Article 137(1).
10. Any person who fails to comply with the measure adopted by the competent authority pursuant to Article 84(4) or Article 85(2) shall be punished with a fine of between one thousand five hundred and fifteen thousand euros.
11. Any person who fails to comply with the prohibitions on discharge provided for in Articles 103 and 104 shall be punished with imprisonment for up to three years.
12. Any person who fails to comply with the regional requirements adopted pursuant to Article 88(1) and (2) to ensure the achievement or restoration of the quality objectives of the waters designated pursuant to Article 87, or who fails to comply with the measures adopted by the competent authority pursuant to Article 87(3), shall be punished with imprisonment for up to two years or a fine of between four thousand and forty thousand euros.
13. The penalty of imprisonment of between two months and two years shall always apply if the discharge into sea waters by ships or aircraft contains substances or materials for which a total ban on spillage is

imposed in accordance with the provisions contained in the relevant international conventions in force and ratified by Italy, unless they are in such quantities as to be rendered rapidly harmless by physical processes, chemical and biological hazards, which occur naturally at sea and provided that they are authorised in advance by the competent authority.
14. Any person who carries out the agronomic use of livestock manure, vegetation water from oil mills and waste water from farms and small agri-food holdings referred to in Article 112, outside the cases and procedures provided for therein, or fails to comply with the prohibition or order to suspend activity issued pursuant to that article, is punished with a fine from one thousand five hundred to ten thousand euros or with imprisonment for up to one year. The same penalty applies to anyone who carries out agronomic use outside the cases and procedures referred to in current legislation.

d) Article 256 of Legislative Decree no. 152/2006 – Unauthorized waste management activities

1. Anyone who carries out the collection, transport, recovery, disposal, trade and brokerage of waste in the absence of the required authorisation, registration or communication referred to in Articles 208, 209, 210, 211, 212, 214, 215 and 216 shall be punished:
a) with the penalty of imprisonment from three months to one year or with a fine from two thousand six hundred euros to twenty-six thousand euros if it is non-hazardous waste;
b) with the penalty of imprisonment from six months to two years and with a fine from two thousand six hundred euros to twenty-six thousand euros if it is hazardous waste.
2. The penalties referred to in paragraph 1 shall apply to the owners of undertakings and to the managers of entities who abandon or deposit waste in an uncontrolled manner or release it into surface or underground waters in violation of the prohibition referred to in Article 192, paragraphs 1 and 2.
3. Anyone who builds or manages an unauthorised landfill shall be punished with imprisonment from six months to two years and a fine of between two thousand six hundred and twenty-six thousand euros. The penalty of imprisonment from one to three years and a fine of between five thousand two hundred and fifty-two thousand euros is applied if the landfill is intended, even in part, for the disposal of hazardous waste. The conviction or sentence issued pursuant to Article 444 of the Code of Criminal Procedure shall result in the confiscation of the area on which the illegal landfill is built if it is owned by the perpetrator or the participant in the crime, without prejudice to the obligations of reclamation or restoration of the state of the places.
4. The penalties referred to in paragraphs 1, 2 and 3 shall be reduced by half in the event of non-compliance with the requirements contained or referred to in the authorisations, as well as in the event of failure to meet the requirements and conditions required for registrations or communications.
5. Any person who, in breach of the prohibition laid down in Article 187, carries out unauthorised waste mixing activities shall be punished with the penalty referred to in paragraph 1(b).
6. Anyone who carries out temporary storage at the place of production of hazardous medical waste, in violation of the provisions of Article 227, paragraph 1, letter b), shall be punished with imprisonment from three months to one year or with a fine of between two thousand six hundred euros and twenty-six thousand euros. An administrative fine of between two thousand six hundred euros and fifteen thousand five hundred euros shall be applied for quantities not exceeding two hundred litres or equivalent quantities.
7. Anyone who violates the obligations referred to in Articles 231, paragraphs 7, 8 and 9, 233, paragraphs 12 and 13, and 234, paragraph 14, shall be punished with an administrative fine ranging from two hundred and sixty euros to one thousand five hundred and fifty euros.

8. The persons referred to in Articles 233, 234, 235 and 236 who fail to comply with the participation obligations provided for therein shall be punished with an administrative fine ranging from eight thousand euros to forty-five thousand euros, without prejudice to the obligation to pay previous contributions. Until the adoption of the decree referred to in Article 234, paragraph 2, the penalties referred to in this paragraph shall not apply to the persons referred to in the same Article 234.
9. The penalties referred to in paragraph 8 shall be reduced by half in the event of adhesion made within the sixtieth day of the expiry of the deadline for fulfilling the participation obligations provided for in Articles 233, 234, 235 and 236.

e) Article 257 of Legislative Decree no. 152/2006 – Remediation of sites

1. Any person who causes pollution of the soil, subsoil, surface water or groundwater by exceeding the risk threshold concentrations shall be punished with imprisonment for a period of six months to one year or with a fine of between two thousand and six hundred euros to twenty-six thousand euros, if he fails to carry out the remediation in accordance with the project approved by the competent authority in the context of the procedure referred to in Articles 242 et seq. In the event of failure to make the communication referred to in Article 242, the offender shall be punished with imprisonment from three months to one year or with a fine of between one thousand euros and twenty-six thousand euros.
2. The penalty of imprisonment from one year to two years and the penalty of a fine of between five thousand two hundred euros and fifty-two thousand euros shall be applied if the pollution is caused by dangerous substances.
3. In the sentence convicting the offender referred to in paragraphs 1 and 2, or in the sentence issued pursuant to Article 444 of the Code of Criminal Procedure, the benefit of the suspended sentence may be subject to the execution of emergency interventions, remediation and environmental restoration.
4. Compliance with the projects approved pursuant to Articles 242 et seq. shall be a condition of non-punishability for environmental offences contemplated by other laws for the same event and for the same conduct of pollution referred to in paragraph 1.

f) Article 259 of Legislative Decree no. 152/2006 – Illegal trafficking of waste

1. Any person who carries out a shipment of waste constituting illicit traffic within the meaning of Article 26 of Regulation (EEC) No 259/1993 of 1 February 1993, or carries out a shipment of waste listed in Annex II to that Regulation in breach of Article 1(3)(a), (b), (c) and (d) of that Regulation, shall be punished with a fine of between one thousand five hundred and fifty euros and twenty-six thousand euros and imprisonment for up to two years. The penalty is increased in the case of shipment of hazardous waste.
2. The conviction, or the sentence handed down pursuant to Article 444 of the Code of Criminal Procedure, for the offences relating to the illicit trafficking referred to in paragraph 1 or the illicit transport referred to in Articles 256 and 258(4), shall be subject to the confiscation of the means of transport.

g) Article 260 of Legislative Decree no. 152/2006 – Organised activities for the illegal trafficking of waste

1. Anyone who, in order to obtain an unfair profit, with several operations and through the setting up of means and continuous organized activities, transfers, receives, transports, exports, imports, or otherwise illegally manages large quantities of waste shall be punished with imprisonment from one to six years,

2. In the case of highly radioactive waste, the penalty shall be imprisonment of between three and eight years.
3. The conviction shall be followed by the ancillary penalties referred to in Articles 28, 30, 32-bis and 32-ter of the Criminal Code, with the limitation referred to in Article 33 of the same Code.
4. The judge, by the sentence of conviction or by the sentence handed down pursuant to Article 444 of the Code of Criminal Procedure, shall order the restoration of the state of the environment and may make the granting of a suspended sentence subject to the elimination of the damage or danger to the environment.

h) Article 26-bis of Legislative Decree 152/2006 – Computer system for the control of waste traceability

1. Obliged entities that fail to register with the waste traceability control system (SISTRI) referred to in Article 188-bis, paragraph 2, letter a), within the time limits laid down, shall be punished with an administrative fine ranging from two thousand six hundred euros to fifteen thousand five hundred euros. In the case of hazardous waste, an administrative fine of between fifteen thousand five hundred euros and ninety-three thousand euros is applied.
2. Obliged entities that fail, within the prescribed period, to pay the fee for registration in the waste traceability control system (SISTRI) referred to in Article 188-bis, paragraph 2, letter a), shall be punished with an administrative fine ranging from two thousand six hundred euros to fifteen thousand five hundred euros. In the case of hazardous waste, an administrative fine of between fifteen thousand five hundred euros and ninety-three thousand euros is applied. The ascertainment of the omission of payment is compulsorily followed by the immediate suspension of the offender from the service provided by the aforementioned traceability control system. When redetermining the annual registration fee for the aforementioned traceability system, the cases of non-payment governed by this paragraph must be taken into account.
3. Any person who fails to fill in the chronological register or the SISTRI - HANDLING AREA form, in accordance with the times, procedures and methods established by the computerised control system referred to in paragraph 1, or provides the aforementioned system with incomplete or inaccurate information, fraudulently alters any of the technological devices ancillary to the aforementioned computerised control system, or in any case prevents it from functioning properly, is punished with an administrative fine ranging from two thousand six hundred euros to fifteen thousand five hundred euros. In the case of companies employing fewer than fifteen employees, an administrative fine ranging from one thousand and forty euros to six thousand two hundred is applied. The number of work units is calculated with reference to the number of employees employed on average full-time during a year, while part-time and seasonal workers represent fractions of annual work units; For the aforementioned purposes, the year to be taken into consideration is that of the last approved accounting year, prior to the moment of ascertainment of the infringement. If the information provided, although incomplete or inaccurate, does not affect the traceability of the waste, an administrative fine ranging from two hundred and sixty euros to one thousand five hundred and fifty euros is applied.
4. If the conduct referred to in paragraph 3 refers to hazardous waste, an administrative fine of between fifteen thousand five hundred and ninety-three thousand euros shall be applied, as well as the ancillary administrative sanction of suspension from one month to one year from the office held by the person to whom the offence is attributable, including suspension from the office of director. In the case of companies employing fewer than fifteen employees, the minimum and maximum measures referred to in the previous sentence are reduced from two thousand and seventy euros to twelve thousand four

hundred euros respectively for hazardous waste. The methods for calculating the number of employees shall be carried out in the manner referred to in paragraph 3. If the information provided, although incomplete or inaccurate, does not affect the traceability of the waste, an administrative fine of between five hundred and twenty euros and three thousand one hundred euros shall be applied.
5. Apart from the provisions of paragraphs 1 to 4, persons who fail to comply with the additional obligations incumbent on them pursuant to the aforementioned waste traceability control system (SISTRI) shall be punished, for each of the aforementioned violations, with an administrative fine ranging from two thousand six hundred euros to fifteen thousand five hundred euros. In the case of hazardous waste, an administrative fine ranging from fifteen thousand five hundred euros to ninety-three thousand euros is applied.
6. The penalty referred to in Article 483 of the Criminal Code shall apply to anyone who, in the preparation of a certificate of analysis of waste, used as part of the waste traceability control system, provides false information on the nature, composition and chemical-physical characteristics of the waste and to anyone who inserts a false certificate in the data to be provided for the purposes of waste traceability.
7. A transporter who fails to accompany the transport of waste with a paper copy of the SISTRI - HANDLING AREA form and, where necessary on the basis of current legislation, with a copy of the analytical certificate identifying the characteristics of the waste shall be punished with an administrative fine ranging from €1,600 to €9,300. The penalty referred to in Article 483 of the Criminal Code applies in the case of the transport of hazardous waste. The latter penalty also applies to the person who, during transport, makes use of a certificate of analysis of waste containing false information on the nature, composition and chemical-physical characteristics of the waste transported.
8. A transporter who accompanies the transport of waste with a paper copy of the fraudulently altered SISTRI - AREA Handling form shall be punished with the penalty provided for in the combined provisions of Articles 477 and 482 of the Criminal Code. The penalty is increased by up to one third in the case of hazardous waste.
9. If the conduct referred to in paragraph 7 does not jeopardise the traceability of waste, an administrative fine of between two hundred and sixty euros and one thousand five hundred and fifty euros shall be applied.
9-bis. Anyone who, by an act or omission, violates various provisions of this article or commits several violations of the same provision is subject to the administrative sanction provided for the most serious violation, increased up to double. The same sanction shall apply to those who, with several actions or omissions, enforceable by the same design, commit several violations of the same or different provisions referred to in this article at different times.
9-ter. No person shall be liable for the administrative violations referred to in this article who, within thirty days of the commission of the act, fulfils the obligations provided for by the legislation relating to the computerised control system referred to in paragraph 1. Within sixty days of the immediate complaint or notification of the violation, the offender may settle the dispute, subject to compliance with the above obligations, with the payment of a quarter of the penalty provided. The facilitated definition prevents the imposition of ancillary sanctions.

i) Article 279 of Legislative Decree no. 152/2006 – Penalties

1. Any person who commences to set up or operates an establishment in the absence of the required authorisation or continues to operate with an expired, lapsed, suspended or revoked licence shall be punished with imprisonment for a period of between two months and two years or a fine of between EUR

258 and EUR 1,032. The same penalty shall be imposed on anyone who subjects an establishment to a substantial modification without the authorisation provided for in Article 269, paragraph 8. Anyone who subjects an establishment to a non-substantial modification without making the notification provided for in Article 269, paragraph 8, is subject to an administrative fine of 1,000 euros, which is imposed by the competent authority.
2. Any person who, in the course of operating an establishment, infringes the emission limit values or requirements laid down in the permit, Annexes I, II, III or V to Part Five of this Decree, the plans and programmes or the legislation referred to in Article 271 or the requirements otherwise imposed by the competent authority pursuant to this Title shall be punished with imprisonment for up to one year or a fine of up to EUR 1 032. If the limit values or requirements violated are contained in the integrated environmental permit, the penalties provided for by the legislation governing that permit shall apply.
3. Any person who puts a plant into operation or commences to carry out an activity without having given the prior notice required pursuant to Article 269(6) or Article 272(1) shall be punished with imprisonment for up to one year or a fine of up to one thousand and thirty-two euros.
4. Any person who fails to communicate emission data to the competent authority pursuant to Article 269(6) shall be punished with imprisonment for up to six months or a fine of up to one thousand and thirty-two euros.
5. In the cases provided for in paragraph 2, the penalty of imprisonment of up to one year shall always be applied if the exceeding of the emission limit values also results in the air quality limit values provided for by current legislation being exceeded.
6. Any person who, in the cases provided for in Article 281(1), fails to take all the necessary measures to avoid even a temporary increase in emissions shall be punished with imprisonment for up to one year or a fine of up to one thousand and thirty-two euros.
7. For the violation of the provisions of Article 276, in the event that the same is not subject to the penalties provided for in paragraphs 1 to 6, and for the violation of the provisions of Article 277, an administrative fine of between fifteen thousand four hundred and ninety-three euros to one hundred and fifty-four thousand nine hundred and thirty-seven euros shall be applied. Pursuant to Articles 17 et seq. of Law No. 689 of 24 November 1981, the Region or the other authority indicated by the regional law shall impose this sanction. The suspension of existing authorizations is always ordered in the event of a repeat offense.

l) Article 1. Law no. 150/1990

1. Unless the act constitutes a more serious offence, any person who, in breach of the provisions of Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended, for specimens belonging to the species listed in Annex A to the same Regulation, as subsequently amended, shall be punished with imprisonment from three months to one year and a fine of between fifteen million and one hundred and fifty million lire whoever, in breach of the provisions of Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended, for specimens belonging to the species listed in Annex A to the same Regulation, as subsequently amended, shall be punished with imprisonment from three months to one year and a fine of between fifteen million and one hundred and fifty million lire:
(a) imports, exports or re-exports specimens, under any customs procedure, without the required certificate or licence, or with a certificate or licence that is not valid in accordance with Article 11(2a) of Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended;

b) fails to comply with the requirements for the safety of the specimens, specified in a licence or certificate issued in accordance with Council Regulation (EC) No. 338/97 of 9 December 1996, as subsequently implemented and amended, and Commission Regulation (EC) No. 939/97 of 26 May 1997, as amended;
c) uses the aforementioned specimens in a manner that does not comply with the requirements contained in the authorisation or certification measures issued together with the import licence or subsequently certified;
(d) transports or causes to be transited, including on behalf of third parties, specimens without the required licence or certificate, issued in accordance with Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended, and Commission Regulation (EC) No 939/97 of 26 May 1997, as amended, and, in the case of export or re-export from a third country party to the Washington Convention, issued in accordance with it, i.e. without sufficient proof of their existence;
e) trades artificially reproduced plants contrary to the requirements established on the basis of Article 7, paragraph 1, letter b) of Council Regulation (EC) No. 338/97 of 9 December 1996, as subsequently implemented and amended, and Commission Regulation (EC) No. 939/97 of 26 May 1997 and subsequent amendments;
f) holds, uses for profit, purchases, sells, exhibits or holds for sale or for commercial purposes, offers for sale or otherwise transfers copies without the required documentation.
2. In the event of recidivism, the sanction of imprisonment from three months to two years and a fine of between twenty million and two hundred million lire shall be applied. If the aforementioned crime is committed in the exercise of business activities, the conviction is followed by the suspension of the license from a minimum of six months to a maximum of eighteen months.
3. The import, export or re-export of personal or domestic items derived from specimens of the species referred to in paragraph 1, in breach of the provisions of Commission Regulation (EC) No 939/97 of 26 May 1997, as amended, shall be punished by an administrative fine ranging from three million to eighteen million lire. Illegally introduced objects are confiscated by the State Forestry Corps, where confiscation is not ordered by the judicial authority.

m) Article *3-bis* of Law No. 150/1990

1. In the cases referred to in Article 16(1)(a), (c), (d), (e) and (l) of Council Regulation (EC) No 338/97 of 9 December 1996, as amended, concerning the falsification or alteration of certificates, licences, import notifications, declarations, communications of information for the purpose of acquiring a licence or certificate, for the use of false or altered certificates or licences, the penalties set out in Book II, Title VII, Chapter III of the Criminal Code shall apply.

n) Article 3 of Law No. 593/1993 - Cessation and reduction of the use of harmful substances.

1. The production, consumption, import, export, possession and marketing of the harmful substances referred to in Table A annexed to this Law shall be governed by the provisions of Regulation (EC) No 3093/94.
2. From the date of entry into force of this Law, the authorisation of installations involving the use of the substances listed in Table A annexed to this Law shall be prohibited, without prejudice to the provisions of Regulation (EC) No 3093/94.
3. By decree of the Minister for the Environment, in agreement with the Minister for Industry, Commerce and Crafts, the date until which the use of substances listed in Table A, annexed to this Law, is permitted

shall be established by decree of the Minister for the Environment, in agreement with the Minister for Industry, Commerce and Crafts, in accordance with the provisions and timetables of the phase-out programme referred to in Regulation (EC) No 3093/94. for the maintenance and recharging of appliances and systems already sold and installed on the date of entry into force of this law, and the times and procedures for the cessation of the use of the substances referred to in Table B, annexed to this law, and the essential uses of the substances referred to in Table B are also identified, in relation to which exceptions to the provisions of this paragraph may be granted. The production, use, marketing, import and export of the substances listed in Tables A and B annexed to this Law shall cease on 31 December 2008, with the exception of substances, processing and production not included in the scope of Regulation (EC) No 3093/94, as defined therein.
4. The adoption of deadlines other than those referred to in paragraph 3, derived from the ongoing revision of Regulation (EC) No 3093/94, entails the replacement of the deadlines indicated in this Law and the simultaneous adaptation to the new deadlines.
5. Companies that intend to cease the production and use of the substances referred to in Table B annexed to this law before the prescribed deadlines may conclude specific programme agreements with the Ministry of Industry, Commerce and Crafts and the Environment, in order to take advantage of the incentives referred to in art. 10, with priority related to the anticipation of the decommissioning times, according to the procedures to be established by decree of the Minister of Industry, Commerce and Crafts, in agreement with the Minister of the Environment.
6. Anyone who violates the provisions of this article shall be punished with imprisonment for up to two years and a fine of up to three times the value of substances used for production, imported or marketed purposes. In the most serious cases, the conviction is followed by the revocation of the authorization or license on the basis of which the illegal activity is carried out.

o) Article 8 of Law No. 202/2007 – Intentional pollution

1. Unless the fact constitutes a more serious offence, the Master of a ship, flying any flag, as well as the crew members, the owner and the shipowner, in the event that the violation occurred with their concurrence, who maliciously violate the provisions of art. 4 are punished with imprisonment from six months to two years and with a fine from 10,000 to 50,000 euros.
2. If the violation referred to in paragraph 1 causes permanent damage or, in any case, of particular gravity, to the quality of the water, to animal or plant species or parts thereof, imprisonment from one to three years and a fine of between €10,000 and €80,000 shall be imposed.
3. Damage shall be considered to be particularly serious when the elimination of its consequences is particularly complex from a technical point of view, or particularly onerous or achievable only by exceptional measures.

p) Article 9 of Law No. 202/2007 – Culpable pollution

1. Unless the fact constitutes a more serious offence, the Master of a ship, flying any flag, as well as the members of the crew, the owner and the shipowner, in the event that the violation has occurred with their cooperation, who negligently violate the provisions of art. 4, shall be punished with a fine of between €10,000 and €30,000.

2. If the violation referred to in paragraph 1 causes permanent damage or, in any case, of particular gravity, to the quality of the water, to animal or plant species or parts thereof, imprisonment from six months to two years and a fine of between €10,000 and €30,000 shall be imposed.
3. Damage shall be considered to be particularly serious when the elimination of its consequences is particularly complex from a technical point of view, or particularly onerous or achievable only by exceptional measures.

XVII - Transnational crimes

The direct liability of the entity is linked to the commission of any of the crimes listed in Article 10 of Law no. 146 of 16 March 2006, when such crimes are also transnational crimes.
Before examining in detail the crimes referred to in Article 10 (ranging from criminal conspiracy to money laundering, from crimes concerning migrant smuggling to those of obstruction of justice), it is preliminary to identify the notion of transnational crime, since only if characterized in this particular way, the crimes in question can constitute the prerequisite for the direct liability of the entity.
The notion of transnational crime (never present before Law no. 146 of 16 March 2006, in our legal system) is strictly dictated by Article 3 of the aforementioned Law, according to which: "for the purposes of this law, a transnational crime is considered to be a crime punishable by imprisonment of not less than four years, if an organized criminal group is involved, And:
(a) is committed in more than one State;
(b) or it is committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State;
(c) or it is committed in one State, but an organized criminal group engaged in criminal activities in more than one State is involved in it;
(d) or is committed in one State but has substantial effects in another State'.
Also necessary for a non-approximate picture of the definition of transnational crime is the provision of Article 4 of Law no. 146 of 16 March 2006, which contemplates an aggravating circumstance "for crimes punishable by imprisonment of not less than a maximum of four years in the commission of which an organized criminal group engaged in criminal activities in more than one State has made its contribution".
The notion of transnational crime therefore depends on the concurrence of three requirements dictated by the first paragraph of Article 3: two of them (indicated in the first part of the first paragraph) relate respectively to the seriousness of the crime (imprisonment – edict – not less than a maximum of four years) and to a subjective component ("if an organized criminal group is involved"); The third requirement (defined in the doctrine as "transnationality in the strict sense") is alternatively supplemented by one of the characteristics defined in letters from a) to d) of the same first paragraph.
The use of the terms "involved" and "implicated" in the first paragraph of Article 3, especially if it is compared with the use of the formula "in the commission of which [crimes] an organized criminal group engaged in criminal activities in more than one State has made its contribution", suggests – in the face of the poor technicality of the drafting of the rules – an interpretation in which the value to be attributed to the definitional term "involved" (as well as to "implicated") alludes to a a situation that does not realize the case of participation of persons in the crime or even that of real or personal aiding, but to a context in which the advantage, profit, utility, interest of the crime reverberate in favor of the organized criminal group. Such a reading makes it possible to keep distinct the criterion adopted with regard to the aggravating circumstance, where the "contribution to the commission" of the crime seems to designate

a situation in which one of the participants in the organized criminal group has engaged in at least a fraction of the typical conduct of the crime itself.
Combining these parameters with those indicated by Article 10 of Law no. 146 of 16 March 2006 (a provision which, as mentioned, establishes the direct liability of the entity), it must be considered that the direct liability of the entity finds its prerequisite in the circumstance that a person of the entity has committed one of the crimes indicated by art. 10 (e.g. money laundering) when this crime has the character of transnationality as defined by article 3 of the aforementioned law: in other and more specific terms: that the crime of money laundering has a reverberation in favor of the organized criminal group and that the crime was committed in one of the alternative contexts indicated in letters from a) to d) of article 3, first paragraph, Law no. 146 of 16 March 2006, without prejudice to the necessary awareness (also in the form of the eventuality) on the part of the representative of the entity of the transnational nature of the fact.

XVIII - Offences concerning migrant smuggling (Article 12, third paragraph, 3-bis, 3-ter and 5 of Legislative Decree No. 286 of 25 July 1998)

The cases in question concern various cases of facilitation for profit to the entry of people into the territory of the State in violation of the provisions of Legislative Decree 25 July 1998, no. 286. These are crimes that are not easily conjecturable in relation to the activity of the entity.

XIX - Personal aiding and abetting (Article 378 of the Criminal Code)

The crime of aiding and abetting consists in the fact of those who, after the commission of a crime and not being involved in it, help someone to evade investigations or to evade searches. It is – according to the interpretation of the jurisprudence – a crime of mere free-form conduct, which can be carried out with any conduct (active or omissive) suitable for the purpose, irrelevant being that the conduct has not had any outcome.

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THE PUBLIC ADMINISTRATION:
CRITERIA FOR THE DEFINITION OF PUBLIC OFFICIAL
And
OF PUBLIC SERVICE OFFICER

The legal qualification of public official, as well as that of public service officer, depends on the regulatory definition dictated by art. 357 ("Concept of public official") and 358 ("Concept of the person in charge of public service") of the Criminal Code; The scope of the reform of the 90s is essentially based on a definition of "public official" and "person in charge of public service" which relies on objective parameters, that is, conditioned by the type of activity carried out by the subject.
In other words, the criminally relevant notion is free from any reference of a subjective nature, understood as the existence of a relationship of dependence on the State or other public body on the part of the subject.

* * *

Pursuant to art. 357, first paragraph, of the Criminal Code, a public official is considered "for the purposes of criminal law" to be a person who exercises "a legislative, judicial or administrative public function". The second paragraph then deals with defining the sole notion of "public administrative function", presumably since the identification of the subjects who exercise the "legislative function" and the "judicial function" does not usually give rise to particular problems or difficulties.
In this context, the definition of public administrative function, dictated by the second paragraph of art. 357 of the Criminal Code, according to which "public is the administrative function governed by rules of public law and authoritative acts and characterized by the manifestation of the will of the public administration or by its performance by means of authoritative or certifying powers", where rules of public law mean those rules aimed at the pursuit of a public purpose and the protection of a public interest.
A first conclusion can be drawn at this point: the attribution of the qualification of public official depends on an objective assessment (aimed at verifying whether the activity carried out and considered individually, is governed by rules of public law) and of a functional nature (aimed at verifying whether that same activity presents itself in its concrete manifestation as characterized by the possibility of exercising certain powers typical of the public function – authorization or certification powers – or such as the manifestation or realization of the will of the public administration).

* * *

Art. Article 358 of the Criminal Code states: "Those who, for whatever reason, provide a public service are in charge of a public service. By public service must be understood an activity regulated in the same forms as the public function, but characterized by the lack of the powers typical of the latter, and with the exclusion of the performance of simple tasks of order and the provision of merely material work".
It follows that the "service", in order to be defined as "public", must be regulated - as well as the "public function" - by rules of public law; however, the "service" is characterized by the absence of the powers of a certifying, authorizing and deliberative nature proper to the public function. The Law also specifies that the performance of "simple tasks of order" or the "provision of merely material work" can never constitute a "public service".

* * *

In this context, some "indices" are provided below that can be considered to solve the concrete cases that will arise.
In particular, on the basis of what has been illustrated in the previous paragraphs, it is considered that the following structures can be considered public bodies:
1. Territorial and non-territorial public bodies (State, Region, Province, Municipality, Chamber of Commerce, ASL, Labour Inspectorate, etc.);
2. Bodies established and regulated by state law;
3. Companies with total or predominant public participation;
4. Companies controlled by companies with total or predominant public participation;
5. The presence of "special powers" in the articles of association of companies;
6. Companies that must compulsorily proceed with the stipulation of contracts for the supply of services through the use of tenders.

It is worth pointing out once again that, while in the first three cases the nature of public officials of the representatives of these entities is substantially certain, the presence of one of the other indices is not in itself sufficient to integrate this nature, since it must be verified on a case-by-case basis in the light of the overall discipline.

* * *

In the specific case of the public service concession, the concessionaire replaces the Public Administration in the provision of the service, i.e. in the performance of the activity aimed at satisfying the collective interest.
The public service concessionaire is therefore called upon to carry out the institutional tasks of the concessionaire public body, with the consequent transfer of public powers to the concessionaire itself.
The service concession therefore always concerns a trilateral relationship, between the Public Administration, the concessionaire and the users of the service.
Finally, traditional doctrine has identified a multiplicity of criteria that can be used in order to draw the distinction between the service contract and the concession of public services, such as:
a) The subrogatory nature of the activity carried out by the public service concession
as opposed to the activity of mere economic importance carried out by the contractor in the interest of the public client;
b) The unilateral nature of the concession for the award of the public service, which contrasts with the contractual nature of the contract;
c) The transfer of public powers to the concessionaire, as opposed to the prerogatives of any economic entity recognized to the contractor who does not operate as an indirect organ of the administration;
d) The typical augmentative effect of the concession.

* * *