

# *Laica*

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ORGANIZATION MODEL,  
EX MANAGEMENT AND CONTROL  
D. LGS. 8 JUNE 2001 NO 231

Adopted by the Board of Directors on 30/05/2018

Laica Company for Shares registered Office in Novara, Via Cerruti, 6

Registration to the Register of Companies of Novara, N. 81869 and Vat No. 00109840033

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-GENERAL PART-

REGULATORY FRAMEWORK

## FIRST SECTION

### 1. THE LEGISLATIVE DECREE OF 8 JUNE 2001 N. 231

#### 1.1. THE ADMINISTRATIVE RESPONSIBILITY OF THE INSTITUTIONS

The D. Lgs. 8 June 2001, N. 231, which bears the "Discipline of the administrative responsibility of legal persons, companies and associations also devoid of legal personality" (hereinafter also "D. Lgs. 231/2001" Or, even only the "Decree"), entered in force on 4 July 2001 in implementation of art. 11 of the Law-Delegation of 29 September 2000 N. 300, introduced into the Italian legal system, in accordance with the provisions of the Community, the administrative responsibility of the institutions. This form of responsibility, although called "administrative" by the legislator, presents the characters of criminal responsibility, being given to the Criminal court the investigation of the offences from which it is derived, and being extended to the institution Guarantees of the criminal process.

The administrative responsibility of the institution derives from the fulfillment of offences, expressly indicated in legislative Decree 231/2001, committed, in the interest or for the benefit of the institution, by natural persons who are responsible for the functions of representation, administration or The management of the institution or of its organizational unit endowed with financial and functional autonomy, or that it exercises, also in fact, the administration and the control (the so-called "apical subjects"), or that they are subjected to the direction or supervision of one of Subjects mentioned above (the so-called "subjected subjects").

Besides the existence of the requirements described above, D. Lgs. 231/2001 also requires the verification of the guilt of the institution, in order to be able to affirm its administrative responsibility. This requirement is attributable to an "organization fault", to be understood as the non-adoption by the institution of preventive measures appropriate to prevent the commission of the offences listed in the following paragraph, by the persons identified in Decree.

Where the institution is able to demonstrate that it has adopted and effectively implemented an organisation capable of avoiding the commission of such offences, by adopting the model of organisation, management and control provided for in legislative Decree No. 231/2001, these do not Will respond by way of administrative responsibility.

#### 1.2. THE OFFENCES LAID DOWN IN THE DECREE

The offences, from whose completion is derived the administrative responsibility of the institution, are those expressly and strictly recalled by D. Lgs. 231/2001 and subsequent modifications and integrations.

Below Are the offences currently included in the scope of the legislative Decree 231/2001, stating, however, that this is a list destined to expand in the near future:

##### \* Offences against the Public Administration (arts 24 and 25):

-Undue perception of payments to the detriment of the State or other public body or of the European Union (art. 316 ter C.P.);

-Malversation against the detriment of the state or other public body or of the European Union (art. 316 bis C.P.);

-Fraud to the detriment of the state or a public body (art. 640, paragraph 2, no 1, C.P.),

-Aggravated Fraud for the attainment of public disbursement (art. 640 bis C.P.);

- Computer Fraud to the detriment of the state or other public body (art. 640 ter C.P.);
- Concussion (Artt. 318, 319, 319 bis, 320, 321 and 322 bis C.P.);
- Instigation of corruption (art. 322 C.P.);
- Corruption in judicial acts (art. 319 ter C.P.);
- Concussion (art. 317 C.P.);
- Undue induction to give or promise usefulness (art. 319 quarter C.P.).

Offences of cybercrime and illicit treatment of data introduced in the decree by Law 48/2008 (art. 24a):-Falsehoods relating to a computer document (art. 491 bis C.P.);

- Improper Access to a computer or telematics system (art. 615 ter P.C.);
- Detention and abusive disclosure of codes of access to computer systems or telematics (art. 615 quarter C.P.);
- Dissemination of equipment, devices or computer programs aimed at damaging or interrupting a computer or a computerised system (art. 615 quinquies C.P.);
- Unlawful Interception, impediment or interruption of information or telematics communications (art. 617 quarter C.P.);
- Installation of equipment suitable for interception, prevention or interruption of information or telematics communications (art. 617 quinquies C.P.);
- Bribery of information, data and computer programs (art. 635 bis C.P.);
- Bribery of information, data and computer programs used by the State or by other public or otherwise public utilities (art. 635 ter C.P.);
- Damage to computers and telematics systems (art. 635 quarter C.P.);
- Damage to public utility information and telematics systems (art. 635 quinquies C.P.);
- Computer Fraud of the person providing certification services of the electronic signature (art. 640 quinquies C.P.).
- Organised crime offences introduced in the Decree by Law 94/2009 (art. 24B).
- Personal Composition (art. 378 C.P.);
- Association for offences (Art 416 C.P.);
- Mafia-type Associations also foreign (art. 416 bis C.P.);
- Political-mafia / electoral Exchange (art. 416 ter C.P.);
- Seizure of a person for the purpose of robbery or extortion (art. 630 C.P.);
- Association for the illicit trafficking of narcotic drugs or psychotropic substances (art. 74, Presidential Decree No. 309 of 9 October 1990);
- Illegal manufacturing Crimes, introduction into the state, sale, transfer, detention and port in a public place or open to the public of war weapons or type of war or parts thereof, explosives, clandestine weapons and more common firearm, excluding those provided for in article 2, third subparagraph, of Law no 110 of 18 April 1975 (art. 407, paragraph 2, lit. A), No. 5) C.P.P.);
- Association for delinquents for smuggling of foreign manufactured tobacco (art. 291 quarter, D.P.R. 43/1973);
- Provisions against illegal immigration (art. 12, D. Lgs. 286/1998, "Trafficking in migrants").
- Offences concerning the falsification of coins, public credit cards, stamp values and instruments or signs of recognition, introduced in the decree by law 409/2001 and amended by Law 99/2009 (art. 25A)

- Falsification of coins, spending and introduction in the State, after concert, of counterfeit coins (art. 453 C.P.);
- Alteration of coins (art. 454 C.P.);
- Spending and introduction in the State, without concert, of counterfeit coins (art. 455 C.P.);
- The Spending of counterfeit coins received in good faith (art. 457 C.P.);
- Falsification of stamp values, introduction into the State, purchase, detention or entry into service of falsified stamp values (art. 459 C.P.);
- Counterfeiting of Filigrenade paper in use for the manufacture of public credit cards or in stamp values (art. 460 C.P.);
- Manufacture or holding of watermarks or instruments intended for the falsification of coins, of stamp values, or of filigree paper (art. 461 C.P.),
- Use of counterfeited or altered branded values (art. 464, paragraphs 1 and 2, C.P.);
- Counterfeiting, alteration, use of distinctive marks or signs or patents, models and designs (473 C.P.);
- Introduction into the State and trade of industrial products with false signs (474 C.P.).
- Crimes against industry and trade, introduced in the Decree by Law 99/2009 (art. 25-bis 1):
- Troubled freedom of industry or trade (art. 513 C.P.);
- Unlawful competition with threat or violence (art. 513 bis C.P.);
- Fraud against national industries (art. 514 C.P.);
- Fraud in the exercise of trade (art. 515 C.P.);
- Sale of non-genuine food substances as genuine (art. 516 C.P.);
- Sale of industrial products with mendacious signs (art. 517 C.P.);
- Manufacture and trade of goods made by usurping Industrial Property securities (art. 517 ter C.P.);
- Counterfeiting of geographical indications or designations of origin for agri-food products (art. 517 quater C.P.).
- \* Corporate Offences, introduced by D. Lgs. 61/2002 and amended by Law 262/2005, by L. 190/2012, by Law 69/2015 (art. 25 b) and by D. Lgs. 38/2017:
- False Social Communications (art. 2621 C.C.);
- False Social Communications concerning minor facts (art. 2621 bis C. c);
- False Social Communications of listed companies (art. 2622 C.C.);
- Prevented control (art. 2625 C.C.);
- Undue restitution of contributions (art. 2626 C.C.);
- Illegal distribution of profits and reserves (art. 2627 C.C.);
- Unlawful operations on shares or shares or of the parent company (art. 2628 C.C.);
- Transactions in prejudice of creditors (art. 2629 C.C.);
- Failure to communicate the conflict of interest (art. 2629 bis D.C.);
- Fictitious Formation of the capital (art. 2632 C.C.);
- Undue breakdown of social assets by liquidators (art. 2633 C.C.);
- Unlawful influence on the assembly (art. 2636 C.C.);
- Update (art. 2637 C.C.);
- Obstacle to the exercise of the functions of the public supervisory authorities (art. 2638, paragraphs 1 and 2, C.C.);
- Private Corruption (art. 2635 C.C.);

- Instigation of corruption between individuals (art. 2635 bis D.C.).
- Crimes with the purpose of terrorism or of eversion of the democratic order, introduced in the Decree by Law 7/2003 (art. 25 c).
- Mutilation Practices of the female genital organs, introduced in the Decree by Law 7/2006 (art. 25 C. 1).
- Offences against the individual personality, introduced in the Decree by Law 228/2003 and amended by Law 38/2006 and by Law 199/2016 (art. 25 quinquies):
  - Reduction or maintenance in slavery or servitude (art. 600 C.P.);
  - Juvenile Prostitution (art. 600 bis C.P.);
  - Child Pornography (art. 600 ter C.P.);
  - Possession of pornographic material (art. 600 quater C.P.);
  - Virtual Pornography (art. 600 quater 1 C.P., 609 undecies C.P.);
  - Solicit of minors (art. 609 undecies C.P.);
  - Tourist Initiatives aimed at the exploitation of juvenile prostitution (art. 600 quinquies C.P.)
  - Trafficking in persons (art. 601 C.P.);
  - Purchase and alienation of slaves (art. 602 C.P.);
  - Illicit Brokerage and exploitation of work (art. 603 bis C.P.).
- Market Abuse, introduced in the Decree by Law 62/2005 and amended by Law 262/2005 (art. 25 sexies):
  - Misuse of insider information (art. 184 of legislative Decree No. 58/1998);
  - Market Manipulation (art. 185 of legislative Decree No. 58/1998).
- Transnational Offences, introduced in the Decree by Law 146/2006:
  - Association for crime (art. 416 C.P.);
  - Mafia-type Associations also foreign (art. 416 bis C.P.);
  - Criminal Association for the smuggling of foreign manufactured tobacco (DPR 43/1973, art. 291 quater);
  - Association aimed at the illicit trafficking of narcotic drugs or psychotropic substances (art. 74 of the DPR 309/1990);
  - Provisions against clandestine immigration (art. 12 of legislative Decree No. 286/1998);
  - Induction not to make declarations or to make mendacious declarations to the judicial authority (art. 377 bis C.P.);
  - Personal Abetting (art. 378 C.P.).
- Negligent Offences committed in breach of the accident prevention regulations and on the protection of hygiene and health at work, introduced in the Decree by Law 123/2007 (art. 25 septies):-Manslaughter (art. 589 C.P.);
- Severe or serious personal Injury (art. 590 C.P.).
- Offences relating to recycling, introduced in the Decree by D. Lgs. 231/2007 and amended by Law 186/2014 (art. 25 octies):-Accommodation (art. 648 C.P.);
- Recycling (art. 648 bis C.P.);
- Use of money, goods or utilities of illicit origin (art. 648 ter C.P.);
- Auto Recycling (art. 648 Ter 1 C.P.).

Crimes in the field of copyright infringement, introduced in the Decree by Law 99/2009 (art. 25-Novies):

-Placing a network systems available to the public, through connections of any kind, of a work of protected ingenuity or part thereof (art. 171, first subparagraph, paragraph A-bis), Law 633/41);

-Offences referred to in the preceding paragraph committed in connection with a work of others not intended for publication, 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 honour or reputation of the author (art. 171, third subparagraph, Law 633/41);

-Abusive duplication, for profit, of computer programs; Import, distribution, sale, commercial or entrepreneurial detention or lease of programs contained in media not marked by the SIAE; Provision of means intended solely to enable or facilitate the arbitrary removal or functional circumvention of devices applied to the protection of a computer program (art. 171-bis, first subparagraph, Law 633/41);

-Reproduction, transfer on other support, distribution, communication, presentation or demonstration in public of the contents of a database in breach of the provisions of articles 64-quinquies and 64-sexies of Law 633/41, in order to Profiting from it and on media not marked SIAE; Extraction or reuse of the database in breach of the provisions of article 102-bis and 102-ter of Law 633/41; Distribution, sale and leasing of the database (art. 171-bis, second subparagraph, Law 633/41);

-Abusive duplication, reproduction, transmission or dissemination in public in any way, in whole or in part, of a work of ingenuity destined for the television, film, sale or rental circuit, tape discs or similar supports That is, any other support containing phonograms or video grams of assimilated musical, cinematographic or audio-visual works or sequences of moving images; Abusive reproduction, transmission or dissemination in public, by any proceeding, of works, or parts of works, literary, dramatic, scientific or didactic, musical or dramatic-musical, multimedia, even if included in collective works or Composite or databanks; Introduction in the territory of the State, although not having competition to duplication or reproduction, detention for sale or for distribution, distribution, marketing, concession to rent or transfer to any title, public projection, Transmission by means of television with any procedure, transmission by radio, dissemination for listening to the public, of the abusive reproductions cited in this point; Detention for sale or distribution, distribution, marketing, concession to rent or otherwise transfer to any title, public projection, transmission by television with any proceeding, transmission by means of Radio, public listening to duplications or abusive reproductions mentioned; Detention for sale or distribution, marketing, sale, rental, transfer in any way, transmission by radio or television with any procedure, video cassettes, cassette tapes, any media containing Phonograms or Video grams of musical, cinematographic or audio-visual works or sequences of moving images, or other support for which it is prescribed, in accordance with Law 633/41, the affixing of the SIAE mark, without the mark itself or with Counterfeit or altered mark; Retransmission or dissemination by any means, in the absence of an agreement with the lawful distributor, of an encrypted service received by means of apparatus or parts of apparatus suitable for the decoding of conditional access transmissions; Introduction into the territory of the State, detention for sale or distribution, distribution, sale, concession for hire, sale in any title, commercial promotion, installation of devices or special decoding elements that Allow access to an encrypted service without payment of the fee due; manufacture, import, distribution, sale, rental, sale in any title, advertising for sale or rental, or detention for commercial purposes, of



Equipment, products or components, or provision of services which have the prevailing purpose or commercial use of circumventing effective technological measures referred to in art. 102-quater of the Law 633/41 or are principally designed, produced, adapted or manufactured with the aim of making possible or facilitating the circumvention of these measures; Improper removal or alteration of the electronic information referred to in article 102-quinquies, i.e. distribution, import for distribution, broadcasting by radio or television, communication or making available to the public of works or Other protected materials from which the electronic information itself has been removed or altered (art. 171-ter, paragraph 1, Law 633/41);

-Reproduction, duplication, transmission or abusive dissemination, sale or placing on the market, transfer to any title or abusive importation of more than fifty copies or specimens of works protected by copyright and related rights; Communication to the public, for profit, by entering it into a system of telematics networks, through connections of any kind, of a work of ingenuity protected by copyright, or part thereof; Commission of one of the offences referred to in the preceding paragraph by exercising in entrepreneurial form activities of reproduction, distribution, sale or marketing, importation of works protected by copyright and related rights; Promotion or organization of the illicit activities referred to in the preceding paragraph (art. 171-ter, paragraph 2, Law 633/41);

-Failure to communicate to SIAE, by producers or importers of media not subject to the mark referred to in article 181-bis of Law 633/41, within thirty days of the date of placing on the market on the national territory or of importation, of the data Identification of media not subject to the mark or false declaration of such data (art. 171-septies Law 633/41);

-Fraudulent production, sale, import, promotion, installation, modification, use for public and private use apparatus or parts of apparatus to decode audio-visual broadcasts with conditional access via the ether, via Satellite, Wired, in both analogue and digital form (art. 171-octies Law 633/41).

\* The Offence of induction not to make declarations or to make mendacious declarations to the judicial authority (art. 377 bis C.P.), introduced in the Decree by Law 116/2009 (Art. 25-Novies)

\* Environmental Offences, introduced by D. Lgs. 121/2011 and amended by Law 69/2015 (art. 25-Undecies):

-Killing, destruction, capture, withdrawal, detention of specimens of protected wild animal or plant species (art. 727 bis C.P.),

-Destruction or deterioration of habitats within a protected site (art. 733 bis C.P.);

-Discharges of industrial waste water containing hazardous substances, in the absence of authorisation or after it has been suspended or withdrawn and discharged into the waters of the sea by vessels or aircraft of substances or materials for which the absolute prohibition of Spill (art. 137 paragraphs 2, 3, 5, 11 and 13 D. Lgs. 152/2006);

-Unauthorised waste management activities (art. 256 paragraphs 1, 3, 5 and 6 second period D. Lgs. 152/2006);

-Failure to remediation of the sites in accordance with the project approved by the competent authority (art. 257 paragraphs 1 and 2 D. Lgs. 152/2006);

-Breach of communication obligations, sealing of compulsory registers and forms (art. 258 Comma 4 second period D. Lgs. 152/2006);

-Illicit Trafficking in waste (art. 259 paragraph 1 D. Lgs. 152/2006);

-Activities organised for the illicit trafficking of waste (art. 260 paragraphs 1 and 2 D. Lgs. 152/2006);

-Ideological Falsehood of the certificate of waste analysis, also used in the field of SISTRI-Handling Area, and ideological falsehood and material of the SISTRI board-Handling Area (art. 260-bis D. Lgs. 152/2006);

-Exceeding emission limit values that determine the exceeding of the air quality limit values (art. 279, paragraph 5 D. Lgs. 152/2006);

- Suspension or withdrawal of authorisations, licences or functional concessions to the commission of the offence;
- Prohibition to negotiate with the Public Administration;
- Exclusion from facilitation, financing, contributions and subsidies, and/or revocation of those already granted;
- Prohibition of advertising goods or services.

The D. Lgs. 231/2001 also provides that the use of the conditions laid down in art. 15 of the Decree, the court, in lieu of the application of the sanction, may arrange for the continuation of the activity by a judicial commissioner appointed for a period equal to the duration of the sentence which would have been imposed.

### **1.3. STATE OF ADMINISTRATIVE RESPONSIBILITY**

The Art. 6 of legislative Decree 231/2001 establishes that the institution does not comply with administrative responsibility, if it proves that The governing body has adopted and effectively implemented, before the Commission of the fact, models of organization, management and control Capable of preventing offences of the kind of that which occurred;

- The task of supervising the functioning and compliance of the models and of taking care of the relative updating, has been entrusted to an agency body endowed with autonomous powers of initiative and control (so-called Supervisory Body);
- People have committed the offence by fraudulently eluding the models of organization management and control;
- No supervision by the Supervisory Body has been omitted or insufficient.

The adoption of the model of organization, management and control, therefore, allows the institution to be able to subtract from the imputation of administrative responsibility. The Mere adoption of this document, by deliberation of the administrative body of the institution, is not, however, in itself sufficient to exclude such liability, since the model must be effectively and effectively implemented.

With reference to the effectiveness of the model of organization, management and control for the prevention of the Commission of the offences foreseen by legislative Decree 231/2001, it is requested that it:

- Individuals the business activities in which the offences can be committed;
- Provide for specific protocols aimed at programming the training and implementation of decisions of the institution in relation to the offences to be prevented;
- Individuals how to manage the financial resources appropriate to prevent the commission of offences;
- Provide for information obligations against the body to monitor the functioning and compliance of the models,
- Introduce a disciplinary system suitable to sanction the failure to comply with the measures indicated in the model of organisation, management and control.

With reference to the effective application of the model of organization, management and control, the D. Lgs. 231/2001 requires:

- Periodic verification, and, in the event of significant breaches of the requirements imposed by the model or intervening changes in the organisation or activity of the entity or legislative changes, the modification of the model of Organization, management and control;
- imposition of penalties in the event of breach of the requirements imposed by the model of Organization, management and control.

#### **1.4. THE Guidelines OF The CATEGORY ASSOCIATIONS**

Art. 6 of D. Lgs. 231/2001 expressly stipulated that the models of organization, management and control can be adopted on the basis of codes of conduct drawn up by the associations representative of the bodies.

The Confindustria guidelines were approved by the Ministry of Justice by ministerial decree of 4 December 2003. The following update, published by Confindustria on May 24, 2004, was approved by the Ministry of Justice, which judged such guidelines as eligible for the attainment of the purposes laid down in the Decree. These Guidelines were recently updated by Confindustria in March 2014 and approved by the Ministry of Justice on 21 July 2014.

- In the definition of the organization, management and control model, the Confindustria guidelines envisage the following project phases: -The identification of risks, i.e. the analysis of the business context to highlight in which areas of activity and second How can the offences foreseen by legislative Decree 231/2001 be verified;
- the preparation of a control system suitable to prevent the risks of crime identified in the previous phase, through the evaluation of the control system existing within the institution and its degree of adaptation to the requirements expressed by D. Lgs. 231/2001.

The most relevant components of the control system outlined in the Confindustria guidelines to ensure the effectiveness of the Organization, management and control model are as follows:

- Prediction of ethical principles and behavioural rules in a Code of Ethics;
- a sufficiently updated, formalised and clear organisational system, in particular with regard to the attribution of responsibilities, the lines of hierarchical dependence and the description of the tasks with specific prediction of control principles;
- Manual and/or computer procedures regulating the conduct of the activities, providing for appropriate checks;
- Authorization and signature powers consistent with the organisational and managerial responsibilities attributed by the institution, providing, where appropriate, the forecast of spending limits;
- Integrated control systems which, taking into account all operational risks, are capable of providing timely reporting of the existence and occurrence of situations of general and/or particular criticality;
- Information and communication to personnel, characterised by capillarity, efficacy, authoritativeness, clarity and adequately detailed and periodically repeated, to which an appropriate staff training programme is added, modulated in function of recipient levels;
- The identification of risks, that is, the analysis of the business context to highlight in which areas of activity and in what way the offences foreseen by D. Lgs. 231/2001 can be verified;
- the preparation of a control system suitable to prevent the risks of crime identified in the previous phase, through the evaluation of the control system existing within the institution and its degree of adaptation to the requirements expressed by D. Lgs. 231/2001.

These guidelines also specify that the components of the control system described above must conform to a set of control principles, including:

- Verifiability, traceability, consistency and congruity of each operation, transaction and action;
- Application of the principle of separation of functions and segregation of duties (no one can independently manage an entire process);

-Establishment, implementation and documentation of the control activity on processes and activities at risk of crime.

Consequently, this document has been prepared taking into consideration also the indications provided by the trade associations and, more specifically, those provided in the “Confindustria” guidelines, adapting them to the peculiarities of the Company.

## **-SPECIAL PART-**

### **THE MODEL OF THE “ORGANIZATION”**

#### **SECOND SECTION**

#### **2. THE MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL OF LAICA S.P.A.**

##### **2.1. PURPOSE OF THE MODEL**

Laica S.p.A. (hereinafter "Laica" or the "Company"), is a joint-stock company, with registered office in Novara, specialised in the production of pralines and other chocolate products for domestic and foreign consumption.

Aware of the importance of adopting and effectively implementing a model of organization, management and control according to D. Lgs. 231/2001, capable of preventing the Commission of illicit behaviour in the business context, adopted, by resolution Of the Board of Directors in Data 30/05/2018, its model of organisation, Management and Control (hereinafter also the "Model"), on the assumption that the same constitutes a valid instrument for raising awareness of recipients (as defined in Paragraph 2.2) to take correct and transparent behaviour.

Through the adoption of the Model, the Company intends to pursue the following aims:

- Prohibit the conduct which may complement the offences in the Decree;
- To spread the awareness that, from the violation of the Decree, the prescriptions contained in the Model and the principles of the Code of Ethics, can derive the application of measures penalties (pecuniary and interdictive) also borne by the Company;
- to disseminate a culture of business governed by legality, in the knowledge that the Company condemns any conduct contrary to the law, regulations, internal provisions and, in particular, the provisions contained in this Model;
- To achieve a balanced and efficient organisational structure, with particular regard to the clear attribution of powers, to the formation of decisions and to their transparency and motivation, to the checks, estimates and subsequent, on the acts and activities As well as the correctness and truthfulness of internal and external information;
- To allow, thanks to a constant monitoring action on the proper implementation of the internal rules system, to prevent and/or promptly counter the commission of relevant offences under the Decree.

##### **2.2. ADDRESSEES**

The arrangement of this Model are binding on Directors and for all those who, represent functions of representation, administration and management, or administration and control, even in fact, as well as for the Employees (including executives), for collaborators who are subject to the direction or supervision of the Company's senior figures (hereinafter the "addresses").

##### **2.3. FUNDAMENTAL ELEMENTS OF The MODEL**

The fundamental elements developed by Laica in the definition of their model can be summarized as follows:

- The activity of mapping the so-called "sensitive" activities, with examples of possible ways of carrying out offences and of the instrumental and/or functional processes in which, in principle, the conditions and/or means for the Commission of the offences included in the Decree, formalised in the corporate document called "**Matrix of Risk-Crime Activities**";
- The provision of **specific monitoring facilities** in relation to the instrumental and management processes deemed to be exposed to the potential risk of a crime Commission;
- the appointment of a **Supervisory Body**, with the attribution of specific supervisory tasks on the effective implementation and effective application of the Model and referred to in Section Three;
- The adoption of a **sanctioning system** to ensure the effective implementation of the Model, containing the disciplinary measures applicable in the event of breach of the requirements of the specimen, as described in Section Four of this Model,
- The carrying out of an **information and training activity** on the contents of this Model.

#### **2.4. CODE OF ETHICS AND MODEL**

The Company, determined to determine the conduct of the company activities to respect the legality, has formally adopted an *Ethic code* with which it intends to disseminate the guidelines to legal compliance and ethical conduct to identified Recipients, Also with specific reference to the contents of D. Lgs. 231/2001. *The Ethic Code* is the most direct reference in the ethical field and includes a series of rules of corporate ethics that the Company recognizes as its own and of which it requires the observance by its social organs and the employees, both of the third parties any title, entertain with it relationships.

The Model, whose forecasts are in any case coherent and in conformity with the principles of the company documentation in the ethical field, responds more specifically to the requirements expressed by the Decree and is therefore aimed at preventing the Commission of cases of Offence in the field of operation of legislative Decree No. 231/2001.

The documentation in the ethical field adopted by the Company, while being endowed with its own autonomous value, affirms ethical and behavioural principles suitable also to prevent the illicit behaviours of the Decree, thus acquiring relevance also for the purposes of Model and becoming a complementary element.

#### **2.5 METHODOLOGICAL PATH OF MODEL DEFINITION: MAPPING OF AREAS OF ACTIVITY AT RISK-CRIME-INSTRUMENTAL AND MANAGEMENT PROCESSES**

The D. Lgs. 231/2001 provides expressly, to its art. 6, paragraph 2, lit. A), that the organisation, management and control model of the institution subjects the activities in which the offences included in the Decree can be potentially committed.

As a result, Laica has carried out an analysis of its business activities, taking into account its organizational structure and the information made, in the context of specific interviews, by the referents of the Company that, in reason of the role held, are provided with the widest and deeper knowledge of the operation of the field of activity of relative competence.

The results of the activity described above were subsequently collected in a descriptive sheet, called "The Matrix of the Activities at Risk-Offence ex D. Lgs. 231/2001", which illustrates in detail the risk profiles of the commission of the Offences Decree identified within the framework of the activities of Laica.

In particular, in the Matrix of Risk-Crime Activities, the company areas are identified (in turn articulated in sub-activities) for which there is a risk that some of the offences provided for by legislative Decree No. 231/2001 (so-called "sensitive activities") are established, the Offences associated with them, examples of possible modalities and purposes of implementation thereof, and the processes in which, always in principle,

The instruments and/or means for the commission of the offences themselves (so-called "instrumental and Management Processes") could be created.

The above-mentioned Matrix, which forms part of the Model, is kept at the Company by the Personal Management Office and is available for consultation by the Directors, Mayors, the Supervisory Body and any person who is legitimated From Society to review it.

In view of the above mentioned business areas, the following offences were potentially bindable:

**Art. 24: Embezzler** to the detriment of the State or other public body or of the European Union (art. 316 bis C.P.), Undue perception of refund to the detriment of the State or other public body or of the European Union (art. 316 ter C.P.), Fraud against the State or other Entity Public (art. 640 C.P.), aggravated Fraud for the attainment of public from the public found or other public body or of the European Union (art. 640 bis C.P.);

**Art. 24 bis:** Falsehoods concerning a computer document (art. 491 bis C.P.), improper Access to a computer or telematics system (art. 615, CP), Detention and abusive dissemination of access codes to computer and telematics systems (art. 615 quater C.P.), Unlawful Interception, impediment or interruption of computer or telematics communications (art. 617 quater C.P.), Corruption of information, data and computer programs (art. 635 bis C.P.), Corruption of computer and telematics systems (art. 635 quater C.P.);

Art. 24b: Induction not to make declarations or to make not correct declarations to the judicial authority (art. 377 bis C.P.), Association for crime (art. 416 C.P.);

Art. 25: Bribery (Artt. 318 C.P., 319 C.P., 319 bis C.P., 320 C.P., 321 C.P.); Instigation of corruption (art. 322, C.P.) Corruption in judicial acts (art. 319-ter C.P.); Undue Induction to give or promise utility (319-quater C.P.);

Art. 25 bis 1: Counterfeiting, alteration or use of distinctive marks or signs or patents, models and designs (art. 473 C.P.), Fraud in the exercise of trade (art. 515 C.P.), Sale of non-genuine food substances as genuine (ART. 516 C.P.), Sale of Industrial products with mendacious signs (art. 517 C.P.);

Art. 25 B: False Social communications (art. 2621 C.C.); False Social Communications – minor facts (art. 2621 bis D.C.); Prevented control (art. 2625 C.C.), Undue restitution of the contributions (art. 2626 C.C.), Illegal distribution of profits and reserves (art. 2627 C.C.), Unlawful operations on shares or shares of the parent company (art. 2628 C.C.), Transactions in prejudice to creditors (art. 2629 C.C.); Fictitious Formation of the capital (art. 2632 C.C.); Corruption between private individuals (art. 2635 C.C.), instigation of corruption between individuals (art. 2635 bis D.C.), unlawful influence on the Assembly (art. 2636 C.C.), obstacle to the exercise of the functions of the public supervisory authorities (art. 2638, paragraphs 1 and 2, C.C.);

Art. 25 B: False Social communications (art. 2621 C.C.); False Social Communications – minor facts (art. 2621 bis D.C.); Prevented control (art. 2625 C.C.), Undue restitution of the contributions (art. 2626 C.C.), Illegal distribution of profits and reserves (art. 2627 C.C.), Unlawful operations on shares or shares of the parent company (art. 2628 C.C.), Transactions in prejudice to creditors (art. 2629 C.C.); Fictitious Formation of the capital (art. 2632 C.C.); Corruption between private individuals (art. 2635 C.C.), instigation of corruption between individuals (art. 2635 bis D.C.), unlawful influence on the Assembly (art. 2636 C.C.), obstacle to the exercise of the functions of the public supervisory authorities (art. 2638, paragraphs 1 and 2, C.C.);

Art. 25 Septies: Manslaughter (art. 589 C.P.); Severe or very serious personal Injury (art. 590 C.P.);

Art. 25 Octies: Receptation (art. 648 C.P.), Recycling (art. 648-bis C.P.); Use of money, goods or utilities of illicit origin (art. 648-ter C.P.); Self-Recycling (art. 648 Ter 1 C.P.);

Art. 25 Novies: Dissemination of works of ingenuity through telematics network (art. 171, Law 633/1941), Offences in the field of software and databases (art. 171 bis, Law 633/1941), Violations against the Italian Society of Authors and Publishers (art. 171 septies, Law 633/1941);

Art. 25 Decies: Induction not to make declarations or to make mendacious declarations to the judicial authority (art. 377 bis C.P.);

Art. 25 Undecies: Non-authorized waste management Activities (art. 256, D. Lgs 152/2006), Breach of communication obligations, sealing of compulsory registers and forms (art. 258, D. Lgs 152/2006), Activities organized for the illicit trafficking of Waste (art. 260, D. Lgs 152/2006), ideological Falsehood of the certificate of waste analysis, also used in the SISTRI – Handling Area, and ideological falsehood and material of SISTRI board – Handling Area (art. 260 bis, D. Lgs 152/2006);

Art. 25 Duodeces: Use of third-country nationals whose stay is irregular (art. 22 paragraph 12 bis D. Lgs. 286/1998);

Due to the business activities of Laica, no risk profiles have been seen in relation to the commission of the offences referred to in ART. 25 C (Crimes with the purpose of terrorism or of evasion of the democratic order), Art. 25 C. 1 (Practices of mutilation of the female genital organs), with ART. 25 quinquies (Crimes against the individual personality), Art. 25 sexies (Market Abuse), Art. 25 terdecies (Racism and Xenophobia) and other offences not expressly mentioned above and included in the Artt. 24, 24 bis, 24 B, 25, 25 bis, 25 bis 1, 25 B, 25 novies, 25 undecies, 25 duodecies. It is also considered that the principles of the Laic Code of Ethics are capable of excluding the risk of commission of such offences.

## **2.6 BUSINESS PROCESSES (INSTRUMENTAL/FUNCTIONAL REFERRED TO THE POTENTIAL COMMISSION OF THE OFFENCES)**

In the field of the Matrix the instrumental and functional processes (also called "Management") relevant in key 231 have been identified, i.e. those processes in whose scope, in principle, the conditions and/or means for the commission of the offences relevant to the Decree could occur, namely:

1. Sales Management
2. Management of purchases of goods, services and consultancy
3. Personnel Management
4. Management of monetary and financial flows
5. Formation of the Budget and management of the relations with control bodies
6. Management of fulfilments and relations with Public Authorities, even in case of inspections
7. Use and maintenance Management of the company Information system
8. Management of Health and Safety protection in the workplace
9. Management of environmental fulfilments

## **2.7 "OPERATIONAL" PROTOCOLS**

The principles, rules and procedures referred to in the "Operational Protocols" are not detailed in the present Model, but are part of the broader system of internal organization and control that the same intends to integrate.

The List of operating procedures, deemed necessary in the light of the detailed analysis of the potential risk profile associated with "Sensitive Areas of Activity", is available in the Project Documents, stored at the Management Office Staff, and will be subsequently updated in relation to the emerging needs of procedures of activities and processes to be considered "sensitive" in accordance with the Decree and its legislative evolutions.



## **2.8 INTERNAL CONTROL SYSTEM**

In The preparation of the Model, Laica has taken into account its own company organization, in order to verify the areas of activity most exposed to the risk of potential crime Commission.

In this way, the organisation which is obliged to implement the update, the preservation/archiving of the same and to make it available for its possible consultation has been analysed.

In the preparation of the Model, Laica also took into account the existing internal control system, in order to verify whether it was suitable to prevent the specific offences prescribed by the Decree and identified as potentially achievable In the business areas of the Company.

The control system involves every sector of the Company's activity through the distinction of operational tasks from those of control, reducing reasonably the possible conflicts of interest.

More Generally, the Laica Internal Control System must ensure, with reasonable certainty, the attainment of operational, information and conformity objectives:

- The operational objective of the Internal Control System concerns the effectiveness and efficiency of the Company in employing resources, protecting against losses, safeguarding the company's assets; This system is also aimed at ensuring that the staff operates for the pursuit of business objectives, without preceding other interests with those of the Company;
- The objective of information translates into the preparation of timely and reliable relations for the decision-making process within and outside the company organization;
- The objective of conformity ensures, instead, that all operations and actions are carried out in compliance with the laws and regulations, prudential requirements and internal business procedures.

In particular, the Laica internal control system is based, in addition to the behavioural rules laid down in this model, also on the following elements:

- The legal and regulatory framework applicable to business activities,
- The Code of Ethics;
- Formalized and clear organizational system in the attribution of responsibilities and possible powers.

Moreover, with specific reference to the instrumental/functional processes, previously identified, the Company considers it necessary that the same be joined to the following control principles represented in relation to each identified process.

## **2.9 GENERAL BEHAVIORAL RULES**

The following are the general behavioural rules that must be observed by the Addressees in order to prevent the risk of commission of the offences associated with the company activities.

The infringement of these rules is lawful in the application of the sanction measures provided for in Section Four of this Model.

### **2.9.1 BEHAVIORS to BE KEPT IN RELATIONS WITH THE PUBLIC ADMINISTRATION AND WITH THE INDEPENDENT ADMINISTRATIVE AUTHORITIES**

The following general rules of conduct apply to the Addressees of this Model who, in any title, and on behalf or In the interest of Laica, they entertain relations with public officials, in charge of public service or, more generally, with representatives of the Public Administration and/or the Independent, Italian or foreign Administrative Authorities (hereinafter, " Representatives of the Public Administration ").

The staff of the Company, in any capacity involved in the management of relations with the Public Administration, is obliged to observe the modalities set out in this procedure, the existing legal forecasts in this field, the behavioural norms recalled in the Code of Ethics and in the Model of Organization, Management and Control ex D. Lgs. 231/2001 adopted.

- All the recipients, in various ways involved in activities involving relations with the Public Administration, must scrupulously follow the following guidelines, the obligations towards the Public Administration and the preparation of Documentation must be carried out in compliance with current regulations (community, national, regional, provincial and municipal);
- the obligations towards the Public Administration and the preparation of the relevant documentation must be carried out with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information avoiding and however signalling, in form and in suitable ways, situations of conflict of interest;
- Relations with the Public Administration must be characterised by the utmost transparency, cooperation, availability and in full respect of its institutional role, giving timely and prompt execution to the requirements and fulfilments required;
- The documents must be elaborated timely and in a clear way, objective and exhaustive language;
- All documentation must be verified and signed by a person in possession of appropriate powers.
- The above applies not only in the context of ordinary relations with the Public Administration, but also in the field of inspections, investigative procedures and similar.
- Each corporate entity involved in the following activities is responsible for the archiving and preservation of all the documentation produced therein, including that transmitted to Public Bodies, possibly also via telematics.
- If the Company avails itself of external companies for the carrying out of activities related to the management of the processes in subject, the contracts with these companies must contain a special declaration of knowledge of the legislation referred to in Legislative Decree 231/01, of the ethical principles and of the behavioural rules contained in the Code of Ethics and commitment to its respect.
- to promise, to offer, to correspond, directly or through third parties, sums of money or other utilities in exchange for favours, compensations or other advantages for oneself and/or for Secular, not even complying with the inductive behaviour of the official public or the person in charge of public service;
- Promise, offer, pay homage or form of hospitality that exceeds normal commercial or courtesy practices and, in any event, such as to undermine the impartiality and independence of judgement of the counterparty, as well as the integrity and reputation of The latter, not even complying with the inductive behaviour on the part of the official public or the person in charge of public service;
- Unduly influence relations with the Public Administration in relation to the Company's business;
- To promote in the purchasing processes suppliers, consultants or other subjects reported in exchange for benefits of any nature for themselves and/or for Secular;

The staff of the Company, in any capacity involved in the management of relations with the Public Administration, is obliged to observe the modalities set out in this procedure, the existing legal forecasts in this field, the behavioural norms recalled in the Code of Ethics and in the Model of Organization, Management and Control ex D. Lgs. 231/2001 adopted.

All Recipients, in various ways involved in activities involving relations with the Public Administration, must scrupulously adhere to the following guidelines:

- the fulfilment of the Public Administration and the preparation of the relevant documentation must be carried out in compliance with the regulations in force (community, national, regional, provincial and municipal);
- the obligations towards the Public Administration and the preparation of the relevant documentation must be carried out with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information Avoiding and however signalling, in form and in suitable ways, situations of conflict of interest;
- Relations with the Public Administration must be characterised by the utmost transparency, cooperation, availability and in full respect of its institutional role, giving timely and prompt execution to the requirements and fulfilments required;
- The documents must be elaborated in a timely manner and in a clear, objective and exhaustive language;
- All documentation must be verified and signed by a person in possession of appropriate powers.

The above applies not only in the context of ordinary relations with the Public Administration, but also in the field of inspections, investigative procedures and the like.

Each corporate entity involved in the following activities is responsible for the archiving and preservation of all the documentation produced therein, including that transmitted to Public Bodies, possibly also via telematics.

If the Company avails itself of external companies for the carrying out of activities related to the management of the processes in subject, the contracts with these companies must contain a special declaration of knowledge of the legislation referred to in Legislative Decree 231/01, of the ethical principles and of the behavioural rules contained in the Code of Ethics and commitment to its respect.

The Company condemns, through the application of the Sanctioning System, the behaviours that are different from the principles mentioned above.

Furthermore, in general, it is prohibited for Recipients to influence improperly and/or illegally the decisions of the Representatives of the Public Administration with which the Company maintains relations. In particular, it is prohibited to:

- to promise, to offer, to correspond, directly or through third parties, sums of money or other utilities in exchange for favours, compensations or other advantages for oneself and/or for Secular, not even complying with the inductive behaviour of the official public or the person in charge of public service;
- Promise, offer, pay homage or form of hospitality that exceeds normal commercial or courtesy practices and, in any event, such as to undermine the impartiality and independence of judgement of the counterparty, as well as the integrity and reputation of The latter, not even complying with the inductive behaviour on the part of the official public or the person in charge of public service;
- Unduly influence relations with the Public Administration in relation to the Company's business;
- To promote in the purchasing processes suppliers, consultants or other subjects reported in exchange for benefits of any nature for themselves and/or for Laica.

-to procure, unduly, or to the Company, benefits of any nature to the detriment of the Public Administration or of a third part,

-to promote, in recruitment and selection processes, employees, collaborators and consultants, behind specific reporting, in exchange for favours, compensations and/or other advantages for oneself and/or for Laica;

-Make payments and receive receipts in dealings with collaborators, customers, suppliers, consultants or other third parties, who do not find adequate justification in the contractual relationship in place, not even complying with the inductive behaviour of the of the official public or of the public service representative;

-to keep a misleading conduct on the Public Administration, by sending false documents, reporting the false, certifying non-existent requirements or providing guarantees that are not true;

-to represent, to the funders, untruthful and/or incomplete information or to circumvent statutory/regulatory obligations, or to act in absolute compliance with the law and any regulations applicable at all stages of the process, Avoiding improper conduct, without limitation, in order to obtain the overcoming of constraints or criticalities relating to the granting of the financing, in the meeting with Officials of the financial Institutions in the course of the investigation.

It is compulsory for recipients who, on behalf of Laica, to have dealings with the judicial authority or the law enforcement authorities (in proceedings of any nature) to apply the above-mentioned behavioural rules also in those reports, Striving to ensure maximum availability and collaboration.

In the case of judicial proceedings or investigations or inspections, it is prohibited to:-destroy, alter or conceal recordings, records, records and any type of document or data;

-declaring false or persuading others to do so;

-to promise or to donate giveaways, money or other utilities to the officials in the field of assessment or control, in exchange for benefits for themselves and/or for Laica.

With regard to the relations with the Independent Administrative Authorities in the inspection of inspections in relation to the fulfilment of the law (i.e. Guarantor for Privacy), we refer to the following behavioural principles for Corporate Offences.

### **2.9.2 BEHAVIOURS to BE held IN the CONTEXT OF "SENSITIVE" ACTIVITIES in RELATION TO CYBERCRIME OFFENCES INTRODUCED BY L. 48/2008**

The Following general rules of conduct apply to the Addressees of this Model who, whatever Title, are responsible for the management and maintenance of servers, databases, applications and clients, as well as all those who have had assigned passwords and access keys to the company Information system:

-Staff can access the information system only through the identification codes assigned uniquely;

-Staff shall refrain from any conduct which may impair the confidentiality and integrity of the information and data of the Company and third parties;

-Staff shall refrain from any direct conduct to overcome or circumvent the protections of the company or other computer system;

-The staff keeps the identification codes assigned, refringing from communicating them to third parties;

-Staff does not install programmes without the authorisations provided for in the internal procedures;

-The staff cannot use different connection modalities than those provided/authorized by Laica in the performance of the work carried out in its favour.

Laica has also adopted the following measures, also with the help of an external consultant in the IT field:

-access to information residing on the Company's servers and databases, including clients, is controlled by authentication tools;

-system administrators are equipped with their own authentication credentials;

-Employees are provided with univocal authentication credentials for client access;

-Access to applications by IT staff is guaranteed through authorization tools;

-The server and laptops are updated periodically on the basis of the specific needs and protected by antivirus programs, updated in automatic way, against the risk of intrusion;

-The networking devices are protected by appropriate access limitation tools (firewalls and proxies);

-The networking devices are placed in dedicated and protected areas in order to make them accessible to the authorized personnel only;

-Staff refrains from using the company's computer and telematics resources for purposes other than those provided for in the contractual specifications with the applicable customers and/or legal regulations.

### **2.9.3 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES IN RELATION TO ORGANISED CRIME CRIMES**

#### **ORGANIZED CRIME**

The following principles of general behaviour apply to the Addressees of this Model who are involved, in any way, in the business activities of the Company, intending as such the activities of management of Sales and purchase of goods, services and consultancy projects.

In particular, it is required to refrain from buying, even in an illicit manner or outside the commercial channels that the Company has activated against its Members, machinery, parts of plants or spare parts even at the time of extension of the line both individually and in collaboration with other persons belonging to Laica or to third parties.

With regard to the behaviours to be held in the context of "sensitive" activities with respect to the offence of "Induction not to make declarations or to make mendacious declarations to the judicial authority", introduced by Law 116/2009, refer to the Principles indicated, to follow, in the appropriate chapter.

### **2.9.4 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES IN RELATION TO CRIMES AGAINST INDUSTRY AND TRADE, INTRODUCED BY LAW 99/2009**

The following principles of general behaviour shall apply to the Addressees of this Model who, for whatever reason, are involved in "sensitive" activities with respect to crimes against the industry and trade referred to in art. 25-bis. 1 of D. Lgs. 231/2001.

In General, these subjects are required to:

-Ensure high quality standards, in compliance with the rules for the protection of competition and the market;

-insert contractual clauses with suppliers who provide for the responsibility of the latter also for the work of any sub-supplier;

Provide truthful, accurate and exhaustive information about the quality and conformity of the product to the current regulations of the products placed for sale.

It is expressly prohibited for Recipients to:

-Declare a product origin or a qualitative characteristic that is not truthful and different from the actual one; This principle is respected at every stage of processing and production.

#### **2.9.5 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES COMPARED TO CORPORATE OFFENCES INTRODUCED BY D. LGS. 61/2002 AND AMENDED BY LAW 262/2005**

The following principles of general behaviour apply to the Addressees of this Model who, in any way, are involved in "sensitive" activities in relation to the corporate offences referred to in art. 25 B of D. Lgs. 231/2001.

In General, these subjects are required to:

The following principles of general behaviour apply to the Addressees of this Model who, in any way, are involved in "sensitive" activities in relation to the corporate offences referred to in art. 25 B of D. Lgs. 231/2001.

In General, these subjects are required to:

-Observe the rules laid down by law to protect the integrity and effectivity of social capital, in order not to harm the guarantees of creditors and third parties in general;

-To guarantee the traceability of access profiles, with the support of computer systems, in the process of identifying the subjects that insert the data into the system, guaranteeing the separation of the functions and the consistency of the authorization levels, in the context The detection, transmission and aggregation of accounting information aimed at the preparation of social communications;

-Formally regulate the operations of reduction/increase of the share capital, merger and corporate cleavage;

-globally ensure an adequate control of the routine and evaluative accounting records, which must be carried out in an accurate, correct and truthful manner, and comply with the reference accounting standards;

-Ensure the regular functioning of Society and the Authority, guaranteeing and facilitating all forms of internal control over the social management provided for by law, as well as the free and correct formation of the will to assemble.

It is expressly prohibited for Recipients of:

-to put in place simulated operations or to disseminate false reports on the Company and its activities;

-represent or transmit for the elaboration and representation in the balance sheet, in the reports or in other social communications, false, incomplete or, in any case, non-genuine data, or to prepare social communications which do not represent in The economic, patrimonial and financial situation of the Company;

-Omit data and information imposed by the law on the Company's economic, patrimonial and financial situation;

-Return contributions or free from the obligation to execute them, outside the cases of legitimate reduction of the share capital;

-Allocate profits or advances on profits not actually obtained or intended for reserve law;

-Make reductions in share capital, mergers or divisions, in contravention of the provisions of the law to protect creditors, causing damage to them;

- Proceed to the fictitious increase of the share capital, attributing quotas for a value lower than their nominal value;
- Put in place behaviours which prevent, through the concealment of documents or the use of other fraudulent means, or hinder the conduct of the control activity by the Board of Directors, the Board of Statutory Auditors and the Body of Vigilance;
- To put in place any behaviour which is an obstacle to the exercise of the functions of the Administrative Authorities (i.e. Guarantor for the protection of personal data), including in the inspection (for example: Express opposition, waste or even obstructionist behaviour or non-cooperation, such as delays in communications or the provision of documents).

In relation to the crime of "Corruption between individuals" (art. 2635 C.C.), it is attributable to administrative responsibility the Company that puts into being, also through the conduct of its employees, acts of corruption against the apical subjects of a Private counterpart or their subordinates, in order to influence their behaviour in order to obtain an advantage for the Company, with damage of the counterpart (e.g. customer, supplier, business partner).

For the apical subjects of a private counterpart, in particular, the directors, the General Directors, the Executives in the drafting of the corporate accounting documents, the mayors and the liquidators; For subjects subject are those who are subjected to the direction or supervision of the aforementioned apical.

The referrer of the private counterpart acts in conflict of interest with the entity, benefiting the corruptive Company as a result of the money or other utilities received on a personal basis or awarded in favour of third parties to the same related.

Consequently, in order to prevent the risk of the crime of "Corruption between individuals", it is essential that every possible commercial relationship of the Company, both when negotiating agreements and implementing them, with the Other private operators are based on fairness and transparency.

More specifically, it is expressly prohibited for Recipients to give or promise money or other utilities in favour of apical entities of their counterparts or their subordinates (as defined above) and/or in favour of persons from these reported, in order to obtain an advantage in favour of Laica..

In this respect, such persons shall be prohibited from:

- Promising or making cash payments to an Administrator, Mayor, liquidator or underlay in order to gain an advantage for the conduct of their business;
- promising or granting advantages of any kind (i.e., promises of recruitment) in favour of an Administrator, Mayor, liquidator or subject, in order to influence their independence of judgement or to induce to ensure any advantage to the Company;
- To encourage, in the purchasing processes, collaborators, suppliers, consultants or other third parties as indicated by an Administrator, Mayor, liquidator or subjected, in order to obtain an advantage for the conduction of its own business.

The gifts and expenses of representation (including meals, journeys or other entertainments) offered must not be aimed at obtaining an undue advantage that favours, for example, the fulfilment or omission of acts in breach of the obligations Inherent in their office or obligations of fidelity, causing damage to the company.

Giveaways and representation expenses must therefore be managed in accordance with the business practice and the Code of Ethics and, in particular, must, under any circumstances: (a) be carried out in relation to actual business purposes, (b) be reasonable and in good faith, (c) be registered in the appropriate documentation, and; They can never consist of a sum of money

## **2.9.6 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES IN RELATION TO THE NEGLIGENT OFFENCES INTRODUCED BY LAW 123/2007**

The Company promotes the diffusion of a culture of safety and awareness of the risks related to the work carried out in its own premises and in all the working environments under its direct responsibility, requiring, at every level of the company, Responsible behaviour and respectful of the rules in force to protect health and safety in the workplace.

In any case, it is compulsory for all the Recipients, in various ways involved in the management of the health and safety at work of Laica, to implement, each for the part of their competence, the delegations received, the assigned functions, the measures of Prevention and protection prepared to cover the safety risks identified in the Risk Assessment Documents (hereinafter "DVR").

In particular for the effective prevention of risks and in conformity with the fulfilments prescribed by Legislative Decree No. 81/2008 as subsequently amended and supplemented, as well as in coherence with the breakdown of roles, tasks and responsibilities in the field of health and Safety at work, is made in the express request:

-The corporate subjects and the corporate functions involved in the management of the security system, to carry out the tasks assigned to this subject in compliance with the procedures and powers received, the preventive measures adopted and the procedures Companies, taking care to inform and train staff who, in carrying out their activities, are exposed to risks related to occupational safety;

-the persons appointed by the Company or elected by the staff pursuant to Legislative Decree No. 81/2008 (e.g. the Person in charge of Prevention and Protection Service, the First Aid workers, the Representatives of the Safety Workers) to carry out, each within the aim of its competences and attributions, the safety tasks specifically entrusted by the legislation in force and provided for in the security system adopted by the Company;

-The authorities to ensure the correct observance by all workers of the security measures and procedures adopted by the Company, indicating any lack or misalignments of the security system, and behaviour contrary to it;

-To all employees to take care, in accordance with the legislative provisions and the company's security system, of their own safety and health and that of other persons present at the workplace, observing the measures, safety procedures and Operating instructions provided by the Company, and by obligatorily using the Personal Protective Devices (PPE) delivered by it. It is also the duty of workers to undergo health checks, participate in training courses and report to the RSPP, to the preposition, or to the RLS, or to the same employer any deficiencies of the equipment used and all the conditions of danger that are from time to time encountered.

In Addition, each recipient of the Model who is legitimately located at the premises of the Company, or at the production plant, shall:

-In accordance with its training and experience, as well as the instructions and means provided or prepared by the employer, do not adopt careless behaviour as regards the safeguarding of one's own health and safety;

-Respect the regulations for the purpose of collective and individual protection, exercising in particular any appropriate control and activities suitable to safeguard the health and safety of Collaborators, Suppliers and/or foreign persons, where appropriate present in the workplace;

-Use the protective devices made available in an appropriate manner;

-Report immediately to the appropriate levels (for reasons of the responsibilities attributed) the anomalies of the means and devices referred to in the preceding points, as well as any other conditions of danger to which you are aware;



- To work directly, in the face of a danger detected and only in cases of urgency, compatibly with its own competences and possibilities;
- Undergo the planned health checks;
- Adhere to the planned training interventions;
- Contribute to the fulfilment of all obligations imposed by the competent authority or in any case necessary to protect the safety and health of workers at work.

It is also required to respect the specific regulations concerning the Temporary yards (title IV of Legislative Decree 81/2008) in cases of opening of yards and the preparation of all the measures envisaged therein.

The violation of the rules, business and regulations, in the field of health protection and safety at work constitute violation of the model and therefore unlawful disciplinary punishable by the Company.

**2.9.7 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE OFFENCES OF RECEPTION, RECYCLING, USE OF MONEY, GOODS OR UTILITIES OF ILLICIT ORIGIN INTRODUCED BY D. LGS. 231/2007 AND SELF-LAUNDERING INTRODUCED BY L. 186/2014**

Although the analysis carried out on the typical activities of the Company leads to a sufficiently manned view of the risk associated with the possible verification of pipelines capable of integrating the offences of recycling, self-recycling, receiving, or of the use of money, Goods or other utility of illicit origin referred to in art. 25-Octies of the Decree, the Company has seen the opportunity to consider in any case, as a company area at risk of commission of one of the aforementioned offences, the carrying out of the following activities

Although the analysis carried out on the typical activities of the Company leads to a sufficiently manned view of the risk associated with the possible verification of pipelines capable of integrating the offences of recycling, self-recycling, receiving, or of the use of money, Goods or other utility of illicit origin referred to in art. 25-Octies of the Decree, the Company has seen the opportunity to consider in any case, as a company area at risk of commission of one of the aforementioned offences, the carrying out of the following activities:

- Refrain from carrying out any conduct which may in any way integrate directly or indirectly the aforementioned offences and/or facilitate or favour its commission. In this respect, it is specified that the conduct of recycling or the use of money, goods or any other utility of illicit origin is integrated, when it replaces or transfers money, goods or other utility of illicit origin or acts to hinder the identification of their illicit origin, while integrating the conduct of the accommodation when they buy or receive or conceal money or things from any offence;
- To use in the transactions the banking system, requiring also customers that the payments take place exclusively through this system, which permits the traceability of the financial transfers;
- To verify, through the available information, the commercial counterparties in order to verify the relative respectability and reliability before starting business dealings with them;
- Refrain from issuing invoices or issuing documents for non-existent transactions in order to allow third parties to commit a tax evasion;
- Refrain from submitting knowingly incorrect tax declarations in order to evade the payment of the charges due, and at the same time mask the fraudulent origin of such capital;
- Check the Company's financial flows, both inbound and outgoing in a constant way, always guaranteeing traceability

All Recipients, in the performance of their business functions and duties, must also comply with the rules concerning the restrictions on the use of cash and bearer securities provided for in legislative Decree 231/2007, and subsequent amendments and additions.

In this regard, without any exhaustive intent, it is expressly prohibited to:

- Transfer to any title between different parties, if not by means of banks or electronic money institutes or Poste Italiane S.p.A., cash or bank deposit or postal booklets or bearer securities in euro or foreign currency, when the value of the transaction, whether or not divided, is equal to or greater than the amount established by the existing standard of reference;

- to issue bank and postal checks for amounts equal to or higher than that laid down by the existing reference legislation which does not indicate the name or the company's business names and the non-transferability clause;

- Turn for the collection of bank and postal checks issued to persons other than banks or Poste Italiane S.p.A.

- Promising or offering money, benefits, promises of favours or other usefulness, even under psychological pressure or coercion, even if indirectly, by means of an interposed person (e.g. agent, consultant, etc.), to persons belonging to the Public Administration or to subjects from these reported with the purpose, even implied, to acquire treatments of favour for themselves or in the conduction of any activity connectable to the Company;

- Dispense any donation that may constitute, in an implicit or explicit way, a constraint for the Institution to prefer the products of the Company in the process of promoting and selling them, nor that it can in any way affect the judgement of the staff of the beneficiary Institution;

- Allocate contributions in favour of organisations with which a conflict of interests could be revived.

#### **2.9.8 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO CRIMES IN THE FIELD OF COPYRIGHT INFRINGEMENT INTRODUCED BY LAW 99/2009**

The following principles of general behaviour shall apply to the Addressees of this Model who, for whatever reason, are involved in "sensitive" activities in respect of crimes committed in breach of criminally relevant copyright ex Art. 25-Novies of D. Lgs. 231/2001.

The Company, in particular, has seen the opportunity to consider at risk the activities of:

- use of images protected by Copyright for the production of promotional material, such as, without limitation, catalogues and advertising brochures, aimed at promoting the diffusion of products marketed by the Company;

- Reproduction and dissemination of audio-visual content and images protected by copyright when transmitting video/radio media to the public of movies and/or music within the store;

- use of license-protected software in the field of company information systems.

It is therefore prohibited to use and, in particular, to disseminate for publicity and promotional purposes images protected by copyright in the absence of contractual agreements formalized in writing with the relevant holders for the relative Economic exploitation of the same.

In Addition, it is expressly prohibited for Recipients to:

- Install and use software (programs) not approved by the Company and/or without the necessary authorizations/licenses;
- Install and use, on the computer systems of Laica, software (so-called "P2P", file sharing or instant messaging) through which it is possible to exchange with other subjects within the Internet network any type of files (such as movies, Documentations, Songs, data etc.) Without any possibility of control from the Company;
- Install and/or modify hardware components or use software and/or hardware tools to destroy, deteriorate, erase, alter, suppress information, data or other computer programs or even endanger the integrity and The availability of information, data or programmes used by the State or by other Public Entity or relevant or otherwise of public utility;
- Carry out any conduct aimed, in general, at duplication, of protected computer programs or databases on fixed memory of computers;
- The use of software and or CDS without the necessary authorizations/licenses is prohibited;
- It is prohibited to duplicate and/or disseminate in any form programs and files except in the forms and for the service purposes for which they have been assigned;
- Produce and transmit documents in electronic format with false and/or altered data;
- reproduce or disseminate, in any form and without right, the intellectual work of others, in the absence of contractual agreements formalised in writing with the relevant holders for economic exploitation or in breach of the terms and conditions laid down in These agreements.

In General, it is required by the company staff to:

- Ensure compliance with internal, community and international standards for the protection of Software (computer programs and databases), promoting proper use;
- diligently treat the administrative formalities necessary for the use of the software in the management of the company Information System.

#### **2.9.9 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO THE INDUCTION OFFENCE NOT TO MAKE DECLARATIONS OR TO MAKE MENDACIOUS DECLARATIONS TO THE JUDICIAL AUTHORITY "INTRODUCED BY LAW 116/2009**

The following principles of general behaviour shall apply to the Addressees of this Model who, for whatever reason, are involved in "sensitive" activities with respect to the induction offence not to make declarations or to make declarations False to the judicial authority referred to in art. 25 decies of D. Lgs. 231/2001.

In General, these subjects are required to

- to escape promptly, correctly and in good faith all requests coming from the judicial police and the investigating and judging judicial authority, providing all the information, data and possibly useful news;
- To maintain available and cooperative behaviour in any situation with regard to the judicial police and judicial authorities.

It is expressly prohibited for Recipients to:

- Resorting to physical force, threats or intimidation (whether physical or moral) or promising, offering or granting undue utility to induce the person who may avail himself of the right not to respond in criminal proceedings, not to make declarations or to make

False declarations to the judicial authority, with the intent of obtaining a favourable ruling on the Company or determining the attainment of another kind of advantage;

-Promising or offering cash or other benefits to persons involved in judicial proceedings in order to induce them to conceal/omit facts that may cause penalties/sanctions to Society, protecting or improving the position of the latter.

#### **2.9.10 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO OFFENCES INTRODUCED BY D. LGS. 121/2011**

The following principles of general behaviour shall apply to the Addressees of this Model who, for whatever reason, are involved in "sensitive" activities with respect to environmental offences referred to in art. 25-Undecies of the D. Lgs. 231/2001.

In particular, Recipients are required to:

-scrupulously respect the environmental legislation;

-Assess potential risks and develop appropriate prevention programmes to protect the environment;

-Establish and update emergency procedures in order to minimise the effects of environmental impacts generated under emergency conditions;

-To verify, before the establishment of the report, that the suppliers of services related to waste management, where required by D. Lgs. 152/2006 and further regulatory and regulatory sources, give evidence, according to the nature of the service provided, of the Compliance with the rules on waste management and environmental protection, as set out in the company's procedures

-to ascertain, prior to the establishment of the report, the respectability and reliability of service providers related to waste management, including through the acquisition and verification of communications, certifications and authorisations in the field Carried out or acquired in accordance with the law;

-Enter into the contracts concluded with the providers of services related to the management of specific waste clauses through which the Company may reserve the right to verify periodically the communications, certifications and authorizations on the subject Taking into account the expiration and renewal deadlines thereof;

-to ascertain, prior to the establishment of the report, the respectability and reliability of service providers related to waste management, including through the acquisition and verification of communications, certifications and authorisations in the field Carried out or acquired in accordance with the law;

-Enter into the contracts concluded with the providers of services related to the management of specific waste clauses through which the Company may reserve the right to verify periodically the communications, certifications and authorizations on the subject Taking into account the expiration and renewal deadlines thereof;

-Carry out the fulfilments and the preparation of the relative documentation in respect of the Public Administration Bodies in control of the environmental regulations, in compliance with the regulations in force, national and/or community, with the maximum Diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information, avoiding and in any case signalling, in the form and in the appropriate manner, a situation of conflict of interest;

-Disseminate the principles of this document at every level of the organisation and make it aware of its suppliers to ensure products and services in line with these principles.

### **2.9.11 BEHAVIOURS TO BE HELD IN THE CONTEXT OF "SENSITIVE" ACTIVITIES WITH RESPECT TO OFFENCES OF USE OF THIRD-PARTY NATIONALS WHOSE STAY IS IRREGULAR**

The following principles of general behaviour apply to the Recipients of this Model who, in any way, are involved in staff management activities.

In particular, it is required to:

- Carry out all the fulfilments with the competent Public Bodies provided by law for the recruitment of non-community personnel;
- check punctually the position of regular residence permit of the newly hired and/or renewal of the residence permit according to the expiry deadlines indicated by the law.

In case of doubt as to the correct interpretation of the relevant rules of conduct, the person concerned may request clarification from his/her manager who may-in turn-consult the Supervisory Body.

## THIRD SECTION

### 3. SUPERVISORY BODY

The Art. 6, paragraph 1, of D. Lgs. 231/2001 requires, as a condition to benefit from the condition of administrative responsibility, that the task of supervising the observance and functioning of the Model, taking care of its updating, is entrusted To a Supervisory Body within the institution which, endowed with autonomous powers of initiative and control, carries out the tasks entrusted to it on a continuous basis. Therefore, the Supervisory Body carries out its functions outside the Company's operational processes, periodically reporting to the Board of Directors, of which it is placed in staff position, unconstrained by any hierarchical relationship with the individual Apical executives and with the Council itself..

In this respect, the Confindustria guidelines specify that, although the silence of the Decree allows for a composition that is both monocratic and multisubjective, the choice between one or the other solution must ensure the effectiveness of the controls in Relation to the organizational dimension and complexity of the institution.

In accordance with art. 6 comma 4 of D. Lgs. 231/01, the Board of Directors of Laica has instituted, in the same resolution adopting the Model, a Supervisory Body with a link structure that, for the chosen composition, can assure the knowledge of the activities of Company and-At the same time-has the authority and independence to guarantee the credibility of its functions

Therefore, the composition of the Supervisory Body has been defined in such a way as to ensure the following requirements:

-Autonomy and independence: This requirement is ensured by the positioning of staff and the reporting activity directly to the Board of Directors.

-Professionalism: This requirement is guaranteed by the professional knowledge, techniques and practices (techniques of analysis and risk assessment, measures for the containment of risks, experience in procedures, processes, etc.) of which the Body of Watch. In view of the peculiarity of its specific attributions and professional content, the OdV, in carrying out its tasks, will utilize professionals and external consultants to carry out its activities;

-Continuity of action: With reference to this requirement, the Supervisory Body is obliged to constantly monitor, through investigative powers, the respect of the Model by the Recipients, to take care of its implementation and updating, representing a Constant reference for all the staff of the Company.

#### 3.1. FORFEITURE AND REVOCATION 3.1. FORFEITURE AND REVOCATION

The Supervisory Body remains in office three years, its components, are, in any case, re-elected. Members who have a subordinate employment relationship with the Company shall automatically lapse from office in the event of termination of such a report and irrespective of the cause of termination. It also Constitutes a cause of revocation from the office of the members of the Body who are also Members of the Company the disappearance of the affiliation relationship with Laica.

The Board of Directors can revoke, by resolution, the components of the Body at all times but only for the right cause.

It also Constitutes a cause of revocation of the Supervisory Body the forfeiture of the Board of Directors, without prejudice to the faculty reserved for appointing the board of Directors to confirm the composition of the Supervisory Body.

They Are also just cause for the revocation of the components:

- The establishment of a serious breach by the Supervisory Body in carrying out its tasks,
- Failure to communicate to the Board of Directors a conflict of interests which prevents the maintenance of the role of component of the Body;
- The judgment condemning the Company, which was passed in the judgment, or a decision to negotiate, where it is apparent from the acts the omitted or insufficient supervision by the Supervisory Body;
- Breach of confidentiality obligations with regard to the news and information acquired in the exercise of the Supervisory Bodies ' own functions;
- for the component linked to the Company from a subordinate working relationship, the initiation of a disciplinary procedure for facts from which the sanction of dismissal may result.

Should the withdrawal take place without the right cause, the component which has undergone the measure may ask to be reinstated immediately in office.

Each member can give up at any time to the post with written notice of at least 30 days, to be communicated to the Chairman of the Board of Directors with registered letter or via PEC at the following address: odvlaica@gmail.com

The Supervisory Body shall regulate autonomously the rules for its operation in a specific Regulation, in particular by defining the operative procedures for carrying out the functions to which it has been put back. The Regulation is subsequently forwarded to the Board of Directors for the relevant taking of action.

### **3.2. POWERS AND FUNCTIONS OF THE SUPERVISORY BODY**

The following tasks are entrusted to the Supervisory Body:

- Monitor the dissemination within the Society of knowledge, understanding and compliance with the Model,
- Monitor the validity and adequacy of the Model, with particular reference to the behaviours encountered;
- Monitor the observance of the Model by the Recipients,
- Verify the actual capacity of the Model to prevent the commission of the offences included in the Decree and identified therein;
- Verify the actual conduct of information and training initiatives on the Model undertaken by the Company;
- Carry out or ensure that, under its direct supervision and responsibility, periodic inspection activities are carried out, according to the time and modalities indicated in the annual Monitoring Plan;
- Carry out or arrange for investigations into the truthfulness and validity of the reports received, and propose the possible adoption of the penalties referred to in the following fourth Section;
- Inform the Board of Directors of the opportunity to update the Model, where adaptation needs are found in relation to changed organisational conditions and/or regulations.

In carrying out these activities, the Body will provide the following fulfilments:

- to coordinate and collaborate with the company functions (also through special meetings), for the best monitoring of the social activities identified at risk of offence in the Model;

- Verify the establishment and operation of specific "dedicated" information channels (i.e. e-mail address or physical box for paper alerts), aimed at facilitating the flow of alerts and information to the Organism;
- Carry out targeted, periodic and/or extemporaneous verifications on certain operations or on specific acts, in the context of the areas of activity identified at the potential risk of the offence;
- Verify the regular tightness and the effectiveness of all the documentation concerning the activities and operations identified in the Model, with the possibility of access to all the documentation and all the information deemed useful to carry out its activity of Monitoring-planning and proposing to the various business levels specific information and training activities on the Model, coordinating with the company functions involved in personnel management;
- To verify with the function managers, the introduction and/or the updating of written instruments, policies and/or procedures to prevent the commission of the offences referred to in the Decree, with reference to all the sensitive activities;
- Report immediately to the Board of Directors any violations of the Model, deemed to be founded, by the Directors of the Company or of apical figures thereof, in the latter case informing the President also (as Subject to the exercise of disciplinary power and sanctioning) where not directly involved in the reporting;
- Immediately report to the Board of Statutory auditors any violations of the Model, deemed to be founded, by the entire Board of Directors or by one or more Directors, where founded.

For the purposes of performing the above-mentioned Requirements, the Body shall be provided with the following powers

- Issuing provisions and service orders intended to regulate their activities and to prepare and update the list of information to be provided by the company's functions;
- Access, without prior authorisation, to any document and relevant information for the performance of the functions assigned to it by D. Lgs. 231/2001;
- to have the responsibility of the company functions, and in any case all the Recipients, to provide promptly the information, the data and/or the news required for the verification of the actual implementation of the Model;
- Carry out investigations into the reports received in order to verify whether they complement violations of the Code of Ethics and/or the Model and to ascertain the validity of them, indicating, in the results of the investigations carried out, the competent Directorate or the Council of Administration, depending on the corporate role of the infringer, the opportunity to initiate a disciplinary procedure or to take appropriate sanctions against the author;
- Inform the competent corporate functions and bodies of the opportunity to initiate sanctions procedures following the detection of violations of the Model;
- obtain information on the results of the disciplinary procedures or the sanctions undertaken by the Company to ensure violations of the Code of Ethics and/or the Model, and, in case of filing, ask for the reasons therefor;
- Use external consultants of proven professionalism in cases where this is necessary for the completion of the verification activities or updating of the Model.

The Board of Directors assigns to the Supervisory Body an adequate expenditure budget in relation to the functions it has put back on, on a proposal from the Body itself. The Body decides autonomously the costs to be incurred in respect of the signing powers and the business procedures of activation of purchases



and consultancy; In case of expenditure exceeding the budget, it must be authorized directly by the Board of Directors.

### **3.3. COMMUNICATION FROM THE SUPERVISORY BODY**

As previously anticipated, in order to ensure full autonomy and independence in the performance of the relevant functions, the Supervisory Body communicates directly to the Board of Directors of the Company.

In Particular, the Supervisory Body shall report to the Management Board the factual state on the implementation of the Model and the results of the supervisory activity carried out, in the following ways:

- at least annually, in respect of the Board of Directors, through a written report, which shows the monitoring activities carried out, the criticalities that emerged and any corrective and/or improvement interventions appropriate for The implementation of the Model;

- In respect of the Board of statutory Auditors where it is necessary or in relation to alleged violations carried out by the Board of Directors, being able to receive requests for information from the Board of Statutory auditors or clarifications concerning the aforementioned Alleged violations and on the verifications carried out.

The Supervisory Body may be convened at any time both by the Board of Directors and by the Board of Statutory auditors and, in turn, may require such organs to be heard if they notice the opportunity to report on matters relating to Operation and the effective implementation of the Model or in relation to specific situations.

In order to guarantee a correct and effective flow of information, as well as for the complete and proper exercise of its tasks, the Supervisory Body may also request clarification or information directly from the subjects with the main Operational responsibilities.

### **3.4. INFORMATION FLOWS TOWARDS THE SUPERVISORY BODY**

The D. Lgs. 231/2001 states, among the requirements that the Model must satisfy, the establishment of specific information obligations towards the Supervisory Body by the company functions, aimed at allowing the Body to carry out its Supervisory activities.

In this respect, the following information must be communicated to the Supervisory Body:

- On a periodic basis, the information, data, news and documents previously identified by the Supervisory Body and by the latter formally required for the company functions (i.e. information flows), in accordance with the procedures and time-schedules defined by the Body itself;

- On an occasional basis, any other information, of any kind, relating to the implementation of the Model in the areas of risk-crime activities, as well as the observance of the Decree and the Code of Ethics, which may be useful for the purpose of fulfilling Of the Body's tasks (so-called reports).

In that respect, the Addressees must report to the Supervisory Body any information relating to behaviours which may complement infringements of the provisions of the Decree, the Model and/or the Code of Ethics, and specific cases of crime of that they have knowledge.

To this end, the transmission of the alerts can be carried out by means of a dedicated e-mail address: [odvlaica@gmail.com](mailto:odvlaica@gmail.com) or through a mailbox made available to the workers, disclosed to the company staff and to whom Any reports may be sent and access is reserved only to the components of the Organism. The OdV, without prejudice to statutory obligations, shall take care to ensure the maximum confidentiality of the signers, in order to avoid retaliating attitudes or any other form of discrimination or penalization against them.

The Supervisory Body will ensure the confidentiality and information it possesses, as well as its sources. For its part, the Company will not carry out any action classifiable as a retaliatory (disciplinary, de-manation, suspension, dismissal) or discriminatory, against the personnel who reported, in good faith, events or situations such as To presume that a breach of the Model, of the Code of Ethics, of the protocols aimed at programming the implementation of the decisions of the Company in relation to the offences to be prevented or the law on liability should be verified of the companies.

The Supervisory Body will not be able to take into account reports that are devoid of any substantial element in their support, overly generic or poorly substantiated, or of evident defamatory or slanderous content.

The Supervisory Body will evaluate the alerts received, and will be able to signal, if it deems appropriate, both the signer to obtain more information and the alleged infringer, and also to give rise to all investigations and surveys necessary to ascertain the validity of the alert.

In Addition to the information mentioned above, the News concerning:

- Measures and/or reports from judicial police, or from any other authority, including administrative, which see the involvement of the Company or of apical subjects, from which the conduct of investigations, including in respect of Unknown, for the offences referred to in D. Lgs. 231/2001, without prejudice to legally imposed confidentiality and secrecy obligations;
- Requests for legal assistance forwarded by the executives and/or employees in case of initiation of judicial proceedings for offences included in D. Lgs. 231/2001 and places in place in the field of work activities;
- Modifications in the system of delegations and proxies, statutory amendments or in the organisational structure;
- The results of any actions undertaken following the written reporting of the Supervisory Body of the Model breach, the imposition of disciplinary sanctions for breach of the model, and the storage measures with its motivations;
- reporting of serious injuries (manslaughter or severe or serious injuries, in any case any injury of even criminal relevance, i.e. with a prognosis of more than 40 days) needed by employees or collaborators of Laica and, more generally, to Those who have access to the working environments of Society;
- Alleged violations of the Code of Ethics.

The Body, with the support of the Company, defines the modalities for the transmission of information, giving notice to the company functions required to send it.

All information, documentation, including reporting provided for by the Model, and reports collected by the Supervisory Body-and at the same received-in carrying out its institutional tasks must be kept By the Body in a special archive established at the headquarters of the Company.

## **FOURTH SECTION**

### **4. DISCIPLINARY SYSTEM**

The definition of a sanctioning system, applicable in the event of infringement of the provisions of this Model, constitutes a necessary condition for ensuring the effective implementation of the Model itself and a prerequisite for allowing The Company to benefit from the exemption from administrative responsibility.

The application of disciplinary sanctions is not the result of the establishment and outcome of any criminal proceedings initiated in cases where the infringement complements a hypothesis of a crime which is relevant under D. Lgs. 231/2001. The penalties imposed are diversified because of the nature of the relationship between the offender and the Company, as well as the relief and severity of the violation committed and the role and responsibility of the author.

In general, violations can be traced to the following behaviors and classified as follows:

- (a) behaviors that complement a non-implementation of the requirements of the Model and/or the Code of Ethics, including directives, procedures or instructions;
- (b) Behaviors that complement a malicious transgression of the prescriptions of the Model and/or the Code of Ethics, such as to compromise the relationship of trust between the author and the Company as being uniquely preordained to commit a crime.

The sanction procedure is in any case put back to the competent corporate bodies

#### **4.1. PENALTIES FOR EMPLOYEES**

In relation to employees, the Company must comply with the limits set out in art. 7 of Law 300/1970 (Workers ' Statute) and the forecasts contained in the National Collective Employment Agreement ("CCNL"), both with regard to the penalties imposed and the methods of exercising disciplinary power.

The non-observance-by the employees-of the provisions of the Model and the principles of the Code of Ethics, constitutes failure to fulfil obligations arising from the employment relationship ex art. 2104 Cod. Civ. and illicit disciplinary.

More specifically, the adoption, by an employee of the Company, of a qualifying behaviour, as indicated in the preceding paragraph, as a disciplinary offence, constitutes also a breach of the obligation of the worker to carry out with the Utmost diligence the tasks entrusted to the same, in accordance with the Lay directives, as provided for in the reference CCNL.

- I) verbal reproach;
- II) written admonition;
- III) A fine of not more than 3 hours of total remuneration (basic salary and contingency);
- IV) Suspension of service and remuneration for a period not exceeding 10 days;
- V) dismissal.

In order to highlight the criteria for the correlation between violations and disciplinary measures, it is clear, but not limited to, that the

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To be understood as the CCNL currently adopted by the Company.

Employee who violates the provisions contained in the Model and in all the documentation that forms part of it, or adopts, in carrying out activities in the areas at risk, a behaviour that does not conform to the requirements contained in the Model itself, to recognize in this behavior a failure to execute the orders given by the Company.

Instead, in disciplinary measures, the employee who:

-Adopt, in carrying out the activities in the risk areas, a behaviour that does not conform to the provisions contained in the Model, and in the documentation which forms part of it, having to recognize in such behaviour a lack of discipline and diligence in fulfilling their contractual obligations so serious as to harm the Company's trust in the employee;

-Adopt, in the course of activities related to the areas at risk, a behaviour which is manifestly contrary to the provisions contained in the Model and in the documentation which forms part of it, such as to determine the concrete application to Load of the Company of the measures envisaged by legislative Decree No. 231/2001, constituting such behaviour an act which causes the Company serious moral and material that does not allow the continuation of the relationship, even in a temporary way.

The Company may not take any disciplinary action against the employee without complying with the procedures laid down in the CCNL of reference for the individual cases.

The principles of correlation and proportionality between the infringement committed and the sanction imposed are guaranteed by the following criteria:

- Seriousness of the breach committed;
- Task, role, responsibility and autonomy of the employee;
- Predictability of the event
- Intentionality of the behaviour or degree of negligence, imprudence or incompetence;
- The overall conduct of the infringer, with regard to the existence or not of a disciplinary precedent within the time limits laid down in the reference CCNL;
- Other special circumstances characterising the infringement.

The existence of a sanctioning system connected with the failure to comply with the provisions contained in the Model, and in the documentation which forms part thereof, must necessarily be brought to the attention of employees through the means deemed most Suitable by the Company.

#### **4.2. PENALTIES FOR EMPLOYED PERSONS WITH QUALIFICATION OF EXECUTIVES**

The non-observance by the directors of the Model provisions and the principles of the Code of Ethics, including the breach of the information obligations to the Supervisory Body, shall determine the application of the penalties laid down in Collective bargaining and the regulatory framework of reference.

In cases of serious infringement, the Company may proceed with the advance termination of the contract of employment without notice to the senses and for the effects of art. 2119 Cod.

#### **4.3. PENALTIES FOR EMPLOYEES WHO ARE SUBJECT TO MANAGEMENT OR SUPERVISION**

The non-observance-by the collaborators subjected to the direction or supervision of the senior figures of the Company-the Model provisions and the principles of the Code of Ethics, as well as the information obligations towards the Supervisory Body, determines Claim damages incurred as a result of such conduct, including damage caused by the application of the penalties provided for in legislative Decree No. 231/2001., in accordance with the specific contractual relationship, the termination of the relevant contract, notwithstanding the faculty of the Company of

Claim damages incurred as a result of such conduct, including damage caused by the application of the penalties provided for in legislative Decree No. 231/2001

#### **4.4. MEASURES AGAINST DIRECTORS**

In the event of an established breach of the Model provisions, including those of the documentation which constitutes part of it, by one or more Directors, the Supervisory Body shall promptly inform the entire board of Directors and the College Union, so that they will promote the most appropriate and appropriate initiatives, in relation to the seriousness of the breach detected and in accordance with the powers envisaged by the current legislation and the social Statute.

In the event of an established breach of the provisions of the Model by the entire Board of Directors, including the documentation which forms part thereof, the Supervisory Body shall immediately inform the Board of statutory Auditors so that it may provide promote the subsequent initiatives.

In particular, in the event of infringement of the Model's provisions, including those of the documentation which forms part of it, by one or more Directors, the Board of Directors may proceed directly, on the basis of the magnitude and severity The breach of the contract, the imposition of the sanction measure of the written formal call or the revocation of the delegated powers and the prosecutors conferred.

In the event of violations of the provisions of the Model, including those of the documentation which constitutes part, by one or more Directors, which are uniquely directed to facilitate or instigate the commission of a major offence under D. Lgs. 231/ 2001 or to commit it, the sanctions measures (such as, for example, the temporary suspension of the office and, in the most serious cases, the withdrawal thereof) must be adopted by the shareholders ' Meeting, on a proposal from the Board of Directors or the Board of Statutory Auditors.

#### **4.5. MEASURES AGAINST APICAL**

In any case, even the breach of the specific obligation of supervision on the subordinates on the Directors who occupy operational positions within the Lay, will entail the assumption by the Company of the sanctions measures deemed more Appropriate in relation, on the one hand, to the nature and severity of the breach committed and, on the other, to the qualification of the person who should commit the infringement.

#### **4.6. MEASURES AGAINST PARTNERS AND EXTERNAL COLLABORATORS**

The respect of the Model is also ensured through the provision of contractual clauses which oblige external collaborators, consultants and commercial partners to respect the principles contained in the Code of Ethics and, where possible, procedures Specifically inherent in the activity carried out, penalty, failing, the possibility for the Company to withdraw from the contract or to resolve it.

If the infringement, attributable to the scope of legislative Decree No. 231/2001, was placed in place by a self-employed person, a supplier or other subject in the context of contractual relations with the Company, it is envisaged, as a sanction, to resolve the Contract in application of the contractual clauses and rules of law and, where appropriate, the relevant complaint to the competent authority.

## **FIFTH SECTION**

### **5. DIFFUSION OF THE MODEL**

The Company, aware of the importance that the information and training aspects take in a perspective of prevention, defines a programme of communication and training aimed at guaranteeing the necessary information to the Recipients regarding the adoption of Model and Code of Ethics, as well as the disclosure of the main contents of the Decree and of the obligations arising from the same, the prescriptions of the Model and the behavioural rules of the Code of Ethics.

The activities of information and training towards the staff are organized by providing different levels of study because of the different degree of involvement of staff in the activities identified at risk-offence. In any case, the training activity is distributed in a differentiated way in the contents and in the modalities of disclosure according to the qualification of the Recipients, the level of risk of the area in which they operate and the fact that the same are covered or not Functions of representation, administration and direction of Laica.

The training activity involves all employees, as well as all the Administrators and resources that are, from time to time, included in the organization. In this regard, the related training activities must be planned and concretely carried out both at the time of the recruitment, and on the occasion of eventual changes of tasks, as well as following updates and/or modifications of the Model.

With regard to the dissemination of the Model and the Code of Ethics, Laica undertakes:

- Send a communication to all personnel with the object of the adoption of such documents by the Board of Directors;
- Publish the Model and Code of Ethics in the corporate bulletin boards, or on any other communication instrument deemed suitable for the purpose;
- Organise training activities aimed at disseminating the knowledge of legislative Decree 231/2001 and the requirements of the Model and the Code of Ethics, as well as planning sessions for staff at the time of updates and/or modifications of the Model, in Methods deemed most suitable.

The documentation on the information and training activities will be kept by the Personal Management Office, available for consultation by the Supervisory Body and anyone else who is entitled to take a view of it.

## **SECTION SIX**

### **6. ADOPTION AND UPDATING OF THE MODEL**

Constitute the responsibility of the Board of Directors for the adoption, updating, adaptation and any other modification of the Model following:

- Significant violations of Model predictions;
- Identification of new sensitive activities related to the initiation of new activities by the Company, or variations of those previously identified;
- Changes in the organizational structure of the Company;
- Identification of possible areas for the improvement of the Model observed by the Supervisory Body following periodic monitoring and verification activities;
- Regulatory changes and doctrinal and jurisprudential evolutions regarding the administrative responsibility of the institutions.

To this end, the Supervisory Body informs the Board of Directors of the need to make changes or updates to the Model. The Supervisory Body within the powers conferred on it in accordance with art. 6, paragraph 1, b) and art. 7, paragraph 4 lett. A) of the Decree, has, in fact, the responsibility to formulate to the Board of Directors proposals regarding the updating and the adaptation of the present Model.

In any case, the Model must be amended promptly and supplemented by the Board of Directors, also on a proposal and, however, after consulting the Supervisory Body, when they have attended.

- Circumvention of the requirements of the Model which have demonstrated its ineffectiveness or inconsistency in the prevention of offences;
- Significant modifications to the internal structure of the Company or the way in which business activities are carried out;
- Regulatory changes.

Modifications, upgrades and additions to the Model must always be communicated to the Supervisory Body.