



**TAS S.p.A.**

**ORGANIZATION, MANAGEMENT AND CONTROL MODEL**

**LEGISLATIVE Decree N. 231 8 JUNE 2001**

Adopted by the boards of director on 13 November 2020

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## **GENERAL PART**

## Definitions

<u>Areas at Risk</u>	the areas of activity of the Company within which the risk of commission of the Crimes and Offenses appears in more concrete terms.
<u>CCNL</u>	the National Collective Labor Agreements applied by the Company.
<u>Corporate Governance Code</u>	the self-regulatory code for listed companies, issued by the Corporate Governance Committee of the Italian Stock Exchange (January 2020 edition) and adopted by TAS.
<u>Ethical code</u>	the Ethical Code approved by the Board of Directors of TAS and available on the site <a href="http://www.tasgroup.eu">www.tasgroup.eu</a>
<u>Internal Control and risks Committee</u>	the Committee set up within the Board of Directors of TAS in compliance with the Corporate Governance Code
<u>Consultants</u>	subjects who act in the name and / or on behalf of the Company under a mandate agreement or other contractual relationship of professional collaboration.
<u>Recipients</u>	Company Representatives, Consultants, Partners and Suppliers
<u>Employees</u>	subjects having a subordinate employment relationship with the Company, including executives.
<u>Manager in charge of preparing the corporate accounting documents</u>	the Company Representative referred to in art. 154 bis of the TUF.
<u>Legislative Decree 231 or the Decree</u>	Legislative Decree 8 June 2001 n. 231 and subsequent amendments and additions.
<u>Entities</u>	entities with legal personality or companies and associations, even without legal personality (joint stock companies, partnerships, consortia, etc.).

<u>Company Representatives</u>	directors, auditors, liquidators, managers and employees of the Company.
<u>Providers</u>	suppliers of non-professional goods and services of the Company that do not fall within the definition of Partner
<u>Group</u>	TAS Group - the other subsidiaries of TAS
<u>Guidelines</u>	the Guidelines adopted by Confindustria for the preparation of the organization, management and control models pursuant to art. 6, third paragraph, of Legislative Decree 231/2001.
<u>Model or Models</u>	the Model or Models of Organization, Management and Control provided for by Legislative Decree 231/2001.
<u>Corporate bodies</u>	the Board of Directors, the Board of Statutory Auditors and their members
<u>Supervisory body</u>	the internal control body pursuant to Legislative Decree no. 231 of 2001, in charge of supervising the functioning and observance of the Model as well as its updating.
<u>P.A</u>	the Public Administration and, with reference to crimes against the Public Administration, public officials and persons in charge of a public service (eg: concessionaires of a public service).
<u>Partner</u>	the contractual counterparties with which the Company enters into some form of contractually regulated collaboration (temporary business association, joint venture, consortia, license, agency, collaboration in general), where intended to cooperate with the Company in the context of Areas at Risk.

<p><u>Person in charge of internal control</u></p>	<p>the person or persons appointed by TAS, in accordance with the provisions of the Corporate Governance Code, to the function of head of internal control with the necessary and foreseen requisites of independence and autonomy.</p>
<p><u>Offenses</u></p>	<p>the types of offense to which the discipline provided for by Legislative Decree 231 on administrative liability applies.</p>
<p><u>Internal Manager</u></p>	<p>a person within the Company to whom individual or shared responsibility with others for operations in the Risk Areas is attributed, with the appointment of the Chief Executive Officer or a manager appointed by the latter.</p>
<p><u>TAS or the Company</u></p>	<p>TAS Tecnologia Avanzata dei Sistemi SpA, with registered office in Rome, via Cristoforo Colombo, 149, VAT number: 03984951008, registered in the Business Register of the Chamber of Commerce of Rome at no. 05345750581 and R.E.A. at no. 732344.</p>
<p><u>TUF</u></p>	<p>Legislative Decree 24 February 1998 n. 58 and subsequent amendments and additions.</p>

## **1. The Legislative Decree n. 231/2001**

On 8 June 2001 (attachment no. 1), in execution of the delegation pursuant to art. 11 of the law 29 September 2000 n. 300, the Legislative Decree 231/2001 has been issued. It entered into force on the following 4 July, intending to adapt the internal legislation on the liability of legal persons to some international conventions to which Italy had already adhered for some time.

With this Decree, entitled "Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality" (defined by the law as "Entities" or "Entities"), a regime of administrative liability was introduced (substantially referable to criminal liability) borne by the Entities for some crimes committed, in the interest or to the advantage of the same, by members of the company's top management and by those who are subject to the management or supervision of the latter.

Among the penalties envisaged, the most serious are represented by disqualification measures such as the suspension or revocation of licenses and concessions, the prohibition on contracting with the PA, the interdiction from exercising the activity, the exclusion or revocation of loans and contributions, the ban on advertising goods and services as well as significant fines.

The liability envisaged by the aforementioned Decree is also configured in relation to crimes committed abroad, provided that the State of the place where the crime was committed does not proceed with the same.

The legislator has identified in strict terms the so-called assumption offenses from which liability for the entity may derive pursuant to Legislative Decree no. 231/01. The catalog of predicate offenses has been significantly expanded over time following subsequent regulatory interventions. For details, please refer to attachment n. 2

## **2. The adoption of the "Organization and management model" as a possible exemption from administrative liability**

Article 6 of the Decree, in introducing the aforementioned administrative liability regime, however, provides for a specific form of exemption from said liability if the Entity proves that:

- a) the management body of the Entity has adopted and effectively implemented, before the commission of the fact, Organization and management models suitable for preventing crimes and offenses of the type that occurred;
- b) the task of supervising the functioning and observance of the Models as well as ensuring their updating has been entrusted to a body of the Entity with autonomous powers of initiative and control;
- c) the persons who have committed the Crimes and Offenses have acted by fraudulently evading the aforementioned Models;
- d) there was no omission or insufficient supervision by the body referred to in the previous letter. b).

The aforementioned discipline, which recognizes the exemption effectiveness of the Model adopted by the Entity, is applied with respect to all the types of offenses as overall contemplated

by Legislative Decree 231, as resulting from the various subsequent additions.

The Decree also provides that - in relation to the extension of the delegated powers and the risk of committing offenses - the Models referred to in letter a) must meet the following requirements:

1. identify the activities in which the possibility exists that the crimes may be committed;
2. provide for specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the Crimes;
3. identify methods for managing financial resources suitable for preventing the commission of such offenses;
4. provide for information obligations towards the body appointed to supervise the functioning and observance of the Model;
5. introduce an internal disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model.

The same Decree provides that the Models can be adopted, guaranteeing the above requirements, on the basis of codes of conduct drawn up by representative trade associations, communicated to the Ministry of Justice which, in agreement with the competent Ministries, can formulate within 30 days, observations on the suitability of the Models to prevent offenses.

Finally, it is envisaged that, in small entities, the supervisory task can be carried out directly by the management body.

### **3. Adoption of the Model by TAS**

The governance of TAS provides that, for the purposes of assessing the effectiveness of the internal control system, the following bodies intervene, according to their respective competences:

- Board of Directors
- Executive director in charge of supervising the functionality of the internal control system
- Internal Control Committee
- Committee for transactions with related parties
- Person in charge of internal control
- Manager responsible for preparing the corporate accounting documents pursuant to Law no. 262/05
- Supervisory body established in implementation of Legislative Decree 231/2001
- Board of Statutory Auditors

In addition to the specific supervision envisaged by this model, TAS has implemented further elements which, despite having only an indirect connection with the risks associated with decree 231/2001, contribute to further strengthening the entire internal control system.

In particular, reference is made here to the procedures provided for by the so-called law on the protection of savings (No. 262/2005), to those forming part of the company's Quality system and also to those typical of listed companies (internal dealing, related of the people who have access to

privileged information, etc).

#### **4. Objectives pursued by TAS with the adoption of the Model - implementation of the Model and subsequent updates**

TAS - sensitive to the need to ensure conditions of fairness and transparency in the conduct of company activities, to protect the position and image of itself and of the Group companies, the expectations of its shareholders and the work of its employees - deemed it compliant to its corporate policies to proceed with the implementation of this Model.

This initiative, together with the issue of the Ethical Code, was taken in the belief that the adoption of the Model can constitute a valid tool for raising awareness of all those who work in the name and on behalf of TAS, so that they follow, in carrying out of its activities, correct and linear behavior, such as to prevent the risk of committing Crimes and Offenses.

The Model was prepared by TAS taking into account, in addition to the provisions of the Decree, the Guidelines drawn up on the subject by trade associations, as well as, in consideration of the obligations deriving from the listing of the security on the market and the Corporate Governance Code of the companies.

#### **5. Function of the Model**

The purpose of the Model is the construction of a system of behavioral rules as well as control activities aimed at preventing the commission of offenses.

In particular, by identifying the Areas at Risk, the Model aims to:

- determine, in all those who work in the name and on behalf of TAS, especially in the Areas potentially at Risk, the awareness of being able to incur, in the event of violation of the provisions contained therein, an offense subject to penalties, on a criminal and administrative level, not only towards himself but also towards TAS;
- confirm that these forms of unlawful behavior are strongly condemned by TAS (even if TAS were apparently in a position to take advantage of them) as they are in any case contrary not only to the provisions of the law but also to the social ethical principles which TAS intends to comply with in fulfillment of its corporate mission;
- allow TAS, thanks to a monitoring action of the Areas at Risk, to intervene promptly to prevent or contrast the commission of the Crimes.

The key points of the Model are, in addition to the principles already indicated:

- awareness raising and dissemination at all company levels of the rules of conduct and established procedures;
- the map of the Company's Risk Areas;
- the assignment to a Supervisory Body of specific supervisory tasks on the effective and correct functioning of the Model;
- verification and documentation of operations at risk;

- compliance with the principle of separation of functions;
- the definition of authorization powers consistent with the responsibilities assigned;
- verification of corporate conduct, as well as the functioning of the Model with consequent periodic updating (ex post control).

## **6. Structure of the Model: General Part and Special Parts according to the different types of offenses to be prevented**

This Model consists of a "General Part" which introduces Legislative Decree 231 and individual "Special Parts" diversified according to the individual types of Crimes to be prevented. The offenses that have not been taken into consideration in the Special Section must be considered as not abstractly applicable, as they are not compatible with the type of activity of TAS SpA.

## **7. The inspiring principles of the Model**

In the preparation of this Model, the existing and already operating procedures and control systems of the Company - identified during the analysis phase of the activities at risk- were taken into account, as they are also suitable as measures for the prevention of crimes and control of processes involved in the Risk Areas.

As specific tools aimed at planning the formation and implementation of corporate decisions and carrying out controls on business activity, also in relation to the crimes to be prevented, the Company has identified:

1. the corporate governance rules adopted in implementation of the self-regulatory code of listed companies and the relevant corporate and regulatory legislation;
2. specific behavioral protocols
3. the Ethical Code;
4. the internal control system;
5. the Disciplinary System;
6. any other documentation relating to the control systems in place in the Company (for example the procedures of the Quality system).

Said control instruments must be considered to all intents and purposes an integral part of this Model.

The personnel concerned must be periodically updated on the company procedures adopted for the prevention of crimes as well as on the evolution of the related legislation.

## **8. Amendments and additions to the Model**

The Organizational Model must be updated, also on the recommendation of the Supervisory Body, due to changes and / or additions that may become necessary as a result of:

- i) violations of the provisions of the Model;

- ii) changes to the internal structure of the Company and / or to the methods of carrying out business activities;
- iii) regulatory changes;
- iv) results of controls.

In order to ensure that the changes to the Model are carried out with the necessary timeliness and effectiveness, without at the same time incurring any lack of coordination between the operational processes, the provisions contained in the Model and the dissemination of the same, the Board of Directors has decided to attribute to the Chief Executive Officer the task of making changes to the Model where necessary. However, the documentability and traceability of each modification must be ensured by filing the paper / electronic document of the modified Model with the technical secretariat of the Supervisory Body, bearing the signature affixed by the Chief Executive Officer.

Once approved, the changes and instructions for their immediate application are communicated to the competent functions and to the Supervisory Body, which, in turn, will verify their implementation.

On the occasion of the presentation of the annual summary report, the Supervisory Body presents to the Board of Directors a specific information note on the changes also made by the Chief Executive Officer, in order to make it the subject of a resolution of approval / acknowledgment by the Board of Directors.

In the absence of significant changes, the Model will be subjected, in any case, to a periodic review procedure every three years to be arranged by resolution of the Board of Directors at the request of the Supervisory Body.

## **9. Dissemination of the Model**

In order to effectively implement the Model, the Company intends to ensure correct disclosure of its contents and principles within and outside its organization.

In particular, the Company's objective is to extend the communication of the contents and principles of the Model not only to its own employees but also to those who, while not having the formal qualification of employee, work - even occasionally - to achieve the Company's objectives in strength of contractual relationships.

The communication and training activity will be diversified according to the recipients to whom it is addressed, but must, in any case, be based on principles of completeness, clarity, accessibility and continuity in order to allow the various recipients to be fully aware of those provisions. companies that they are required to comply with and the ethical rules that must inspire their behavior.

The communication and training activity is supervised and integrated by the Supervisory Body, which is assigned, among others, the tasks of "promoting and defining the initiatives for the dissemination of knowledge and understanding of the Model, as well as for the training of staff and the awareness of the same to the observance of the principles contained in the Model", and to "promote and develop communication and training interventions on the contents of

Legislative Decree 231/2001, on the impact of the legislation on the company activity and on the behavioral".

## **10. Supervisory body**

### ***Identification of the Supervisory Body***

In implementation of the provisions of the Decree, the following persons have been identified as suitable to assume this task and therefore to perform (according to the terminology used in this Model) the functions of the Supervisory Body:

- Dr. Gerardo Diamanti
- Rag. Paolo Colavecchio
- Lawyer Massimiliano Lei.

Taking into account the peculiarity of the powers of the Supervisory Body and the specific professional contents required by them, in carrying out the supervisory and control tasks, the Supervisory Body of TAS is supported when necessary by the Internal Audit Office and can make use of the support of the other management functions of TAS which, from time to time, become necessary for this purpose. Moreover, in cases where activities requiring specializations not present within TAS are required, the Supervisory Body may make use of external consultants to whom it can delegate limited areas of investigation.

The members of the Body are chosen from among particularly qualified individuals and experts in legal matters and control procedures.

The members of the Body remain in office for one year, renewable. In any case, each member remains in office until the appointment of the successor.

The mandate is revoked:

- if there are circumstances such as to cease the requisites of autonomy and independence required by the law;
- if the integrity requirements are no longer valid;
- in case of non-participation in more than three consecutive meetings without justification.

In the event of resignation, supervening incapacity, death, revocation or forfeiture of an effective member of the Body, the Chairman will promptly notify the Board of Directors so that it can decide on the appointment of the replacement.

In the event of resignation, supervening incapacity, death, revocation or forfeiture of the Chairman, the most senior effective member takes over and remains in office until the date on which the Board of Directors has approved the appointment of the new Chairman of the Body.

The members of the Supervisory Body can exercise the waiver at any time by communicating it to the Board of Directors in writing, together with the reasons which determined it.

In order to protect the Supervisory Body from the risk of an unjustified revocation of the

mandate conferred on one of its members by the Board of Directors, the Board of Directors may resolve to revoke it only for just cause and having heard the Board of Statutory Auditors.

In this regard, just cause for revocation must be understood as:

- the disqualification or disability, or a serious illness that renders one of the members of the Supervisory Body unsuitable for carrying out his / her supervisory functions, or an illness that causes prejudice / impediment to the regular performance of the activities entrusted to the Supervisory Body Supervisory;
- a serious breach of one's duties as defined in the organization, management and control model;
- a sentence condemning the Company pursuant to the Decree, which has become final, or a criminal proceeding concluded by means of a so-called "plea bargain", where the "omitted or insufficient supervision" by the Supervisory Body appears from the documents, in accordance with the provisions of 'art. 6, paragraph 1, lett. d) of the Decree;
- a final conviction, against one of the members of the Supervisory Body for having personally committed one of the crimes provided for by the Decree;
- a sentence that has become final, against one of the members of the Supervisory Body to a penalty that implies the interdiction, even temporary, from public offices, or the temporary interdiction from the management offices of legal persons and companies.

In the cases described above, the Board of Directors will appoint the new member of the Supervisory Body to replace the one whose mandate has been revoked.

If, on the other hand, the power of revocation is exercised, again for just cause, against all the members of the Supervisory Body, the Board of Directors will appoint a new Supervisory Body.

### ***Functions and powers of the Supervisory Body***

On a general level, the Supervisory Body of TAS is entrusted with the task of supervising:

- a) on the observance of the provisions of the Model by the Recipients, specifically identified in the individual Special Sections in relation to the different types of Crimes;
- b) on the real effectiveness and effective capacity of the Model, in relation to the corporate structure, to prevent the commission of crimes;
- c) on the advisability of updating the Model, where there is a need to adapt it in relation to changed corporate conditions.

On a more operational level, it is entrusted with the task of:

- activating the control procedures, bearing in mind that the primary responsibility for the control of activities, also for those relating to the Risk Areas, remains in any case delegated to the operational management and forms an integral part of the corporate process;
- conducting reconnaissance of the company activity for the purpose of the updated mapping of the Risk Areas within the company context;
- periodically carrying out targeted checks on certain transactions or specific acts implemented within the Risk Areas as defined in the individual Special Parts of the Model;
- promoting suitable initiatives for the dissemination of knowledge and understanding of the Model and proposing the preparation of the documentation necessary for the functioning of the Model itself, containing instructions, clarifications or updates;

- collecting, processing and storing relevant information regarding compliance with the Model, as well as updating the list of information that must be transmitted to the Supervisory Body or kept at its disposal;
- coordinating with other company functions (also through specific meetings) for the best monitoring of activities in the Risk Areas. To this purpose, the Supervisory Body is kept constantly informed on the evolution of the activities in the aforementioned Risk Areas, and has free access to all relevant company documentation. The Supervisory Body must also be notified by the management of any situations of the company activity that could expose TAS to the risk of Crimes;
- making checks on the presence, regular keeping and effectiveness of the required documentation in compliance with the provisions of the individual Special Parts of the Model for the various types of Crimes. In particular, the most significant activities or the operations contemplated by the Special Sections must be reported to the Supervisory Body, the documentation updating data must be made available to it, in order to allow the carrying out of controls;
- conducting internal investigations to ascertain alleged violations of the provisions of this Model;
- verifying that the elements envisaged by the individual Special Parts of the Model for the different types of Crimes (adoption of standard clauses, completion of procedures, etc.) are in any case adequate and meet the requirements of compliance with the provisions of the Decree, proposing, if not, an update of the elements themselves;
- coordinating with the managers of the other company functions for the various aspects relating to the implementation of the Model (definition of standard clauses, staff training, etc.);
- verifying, with the support of the other competent corporate functions, the system of powers in force, recommending changes in the event that the management power and / or the qualification does not correspond to the powers of representation conferred;
- promptly reporting any critical issues relating to the existence of any atypical financial flows characterized by greater margins of discretion than what is ordinarily envisaged, proposing the appropriate operational solutions.

### ***Powers***

The main powers of the Supervisory Body are:

- self-regulation and definition of operating procedures for the proper performance of the activities that the law and this Model delegate to the Supervisory Body;
- supervision and control.

With reference to the powers of self-regulation and definition of internal operating procedures, the Supervisory Body has exclusive competence in relation to:

- the methods of recording its activities and decisions;
- the methods of communication and direct relationship with each corporate structure, as well as the acquisition of information, data and documentation from corporate structures;
- the methods of coordination with the Board of Directors and with the Board of Statutory Auditors on the initiative of the Supervisory Body itself;
- the methods for organizing its supervisory and control activities, as well as for representing

the results of the activities carried out.

With reference to the supervisory and control powers, the Supervisory Body:

- has free and unconditional access to all functions of the Company - without the need for any prior consent - in order to obtain any information or data deemed necessary for the performance of the tasks set out in the Decree;
- may, if deemed necessary, make use - under its direct supervision and responsibility - of the assistance of all the structures of the Company;
- in the same way it can, in full decision-making autonomy and if specific skills are necessary and in any case to professionally fulfill its duties, avail itself of the collaboration of particular professionals found outside the Company using for this purpose its own budget for the period;
- may, having made the appropriate investigations and assessments, report the event in accordance with the discipline provided for in the Disciplinary System adopted pursuant to

the Decree, notwithstanding that the formal contestation process and the imposition of the sanction are carried out by the employer or by the subjects delegated to this.

### ***Budget***

In order to further strengthen the autonomy and independence requirements, the Supervisory Body has an adequate initial and period budget approved in advance by the Board of Directors.

The Supervisory Body will be able to dispose of these economic resources in full autonomy, without prejudice to the need to report on the use of the budget itself, as well as to justify the presentation of the budget for the subsequent period, as part of the periodic information report to the Board of Directors.

### ***Functions of the Supervisory Body: reporting to corporate bodies***

Two reporting lines are assigned to the TAS Supervisory Body:

- the first, on an ongoing basis, directly with the Chief Executive Officer;
- the second, on a periodic basis, towards the Internal Control Committee, the Board of Directors and the Board of Statutory Auditors.

The presence of the aforementioned relationships of a functional nature, even with top management bodies without operational tasks and therefore released from management activities, constitutes a factor capable of ensuring that the task is carried out by the Supervisory Body with the greatest guarantees of independence.

In any case, the TAS Supervisory Body may be convened at any time by the aforementioned bodies or may in turn submit a request to that effect, to report on the functioning of the Model or on specific situations.

Furthermore, every year, the Supervisory Body of TAS transmits to the Board of Directors, through the Internal Control Committee, a written report on the implementation of the Model at the Company, without prejudice to the competences recognized to the Board of Statutory Auditors.

## **11. Selection, training and information**

### ***Staff training***

Personnel training for the purposes of implementing the Model is managed by the Head of the Human Resources function and on his behalf by the individual Managers identified by the same, in close cooperation with the Supervisory Body.

### ***Selection of Consultants, Partners and Suppliers***

On the proposal of the TAS Supervisory Body, specific assessment systems may also be established within the Company for the selection of Consultants, Partners and Suppliers.

### ***Information to Consultants, Partners and Suppliers***

Specific information on the policies and procedures adopted by TAS on the basis of this Model may also be provided to subjects external to the Company (Consultants, Partners and Suppliers).

### **Information flows to the Supervisory Body**

#### ***a. Reports by Company Representatives or by third parties***

Within the company, in addition to the documentation prescribed in the individual Special Parts of the Model according to the procedures contemplated therein, all other information, of any kind, must be brought to the attention of the SB, also coming from third parties and relating to the implementation of the Model in the Areas at Risk. For this purpose, the e-mail address of the Supervisory Body may be used: [organismodivigilanza231@tasgroup.eu](mailto:organismodivigilanza231@tasgroup.eu) .

In particular, except as specifically indicated on the subject of "whistleblowing", employees, managers and directors are required to report to the Supervisory Body of the Company relevant information relating to the life of TAS to the extent that they may expose the Company to the risk of Crimes or involving violations of the Model, and news relating to non-compliance with the rules contained in the Model or to the perpetration of Crimes.

By way of example and not limited to, the following requirements apply:

- within the Risk Areas, the functions involved in any inspection activity by public bodies (judiciary, Guardia di Finanza, other Authorities, etc.) must inform the TAS Supervisory Body of the start of these interventions;
- any reports relating to the commission of offenses or behaviors in violation of the Model envisaged by the Decree in relation to the activity of TAS or in any case to behaviors not in line with the rules of conduct adopted by TAS must be collected and transmitted to the Supervisory Body;
- the reports may concern any violation or suspected violation of the Model. The Supervisory Body of TAS will act in such a way as to guarantee the whistleblowers against

any form of retaliation, discrimination or penalization, also ensuring the confidentiality of the whistleblower's identity, without prejudice to legal obligations and the protection of the rights of the company or individuals accused erroneously and / or in bad faith;

- the establishment of "dedicated information channels" ("Dedicated channel") by the Supervisory Body of TAS is envisaged, with a dual function: that of facilitating the flow of reports and information to the Supervisory Body and that of quickly resolve doubtful cases.

#### ***b. Disclosure obligations relating to official documents***

In addition to the reports referred to in the previous chapter, must be compulsorily transmitted to the Supervisory Body of TAS the information concerning:

- measures and / or news from judicial police bodies, or any other authority, from which it is clear that investigations are being carried out, including against unknown persons, for the Crimes; requests for legal assistance submitted by managers and / or employees in the event of the initiation of judicial or administrative proceedings for the Crimes;
- the reports prepared by the heads of the various company functions as part of their control activity and from which facts, acts, events or omissions with critical profiles with respect to compliance with the provisions of the Decree and the TUF may emerge;
- news relating to the effective implementation, at all company levels, of the Model with evidence of the disciplinary proceedings carried out and any sanctions imposed (including provisions against Employees) or the dismissal measures of such proceedings with the related reasons.
- All the information requested by the same aimed at the constant monitoring of the so-called sensitive / instrumental activities must also be sent to the Supervisory Body. Failure to forward the information requested by the Supervisory Body by the Managers concerned (the so-called Key Officer) may be subject to disciplinary sanctions in accordance with the terms and procedures established by law.

#### ***Provisions concerning whistleblowing***

The expression Whistleblowing means the reporting of the employee in relation to any irregularities or violations committed within the Entity. The report helps to bring out and, therefore, prevent situations of risk of commission of any crimes. Whistleblowing is the procedure aimed at encouraging reports and protecting the whistleblower from any retaliation.

#### ***Subject of reports***

The subject of reporting to the Supervisory Body are facts, actions, omissions, anomalies and criticalities encountered in the course of its activity. By way of example only:

- violations of the Organizational Model pursuant to Legislative Decree 231/2001
- violations of the Ethical Code
- violations of corporate protocols
- violations of company procedures
- non-compliance / violations of the legislation on health and safety in the workplace
- non-compliance / violations in environmental matters
- corruptive facts

- any other criminal offense pursuant to and for the purposes of Legislative Decree no. 231/01.

Complaints of a personal nature by the reporting party or claims / requests that fall within the discipline of the employment relationship cannot be subject to reporting.

### **Content of reports**

The whistleblower must provide all the useful elements to allow the Supervisory Body to proceed with the necessary investigations aimed at verifying the validity of the facts being reported.

For this purpose, the presence of the following elements is preferably required:

- personal data of the reporting party and job title
- a clear and complete description of the fact that is the subject of the report
- if known, the circumstances of time and place in which the offense was committed
- if known, the general information or other elements that make it possible to identify the person / persons who have / have carried out the reported facts
- any violations of the organizational model found
- the indication of any documents that can confirm the validity of the facts
- any other information that can provide useful feedback on the existence of the reported facts.

Anonymous reports will not benefit from the protections provided for by this procedure but will be considered as any anonymous report and will be examined only if they relate to facts of particular gravity and with a content that is adequately detailed and circumstantial.

In any case, the requirement of the truthfulness of the reported facts remains valid, in order to protect the accused.

### ***Methods and recipients of the report***

The report can be sent to the Supervisory Body in the following ways: personal e-mail address of the Supervisory Body [organismodivigilanza231@tasgroup.eu](mailto:organismodivigilanza231@tasgroup.eu).

- to which the internal component does not have access for reasons of absolute guarantee;
- by postal service in a sealed envelope with registered letter with return receipt to the address of the external members of the SB.

It is the responsibility of the Supervisory Body to implement, in practice, the aforementioned communication channels with a note to be sent to all personnel.

### ***Forms of Whistleblowing protection and sanctioning measures***

- The identity of the whistleblower (Whistleblower) cannot be disclosed without the express consent.
- The violation of confidentiality is subject to disciplinary sanctions as provided for by the

disciplinary / sanctioning system referred to in this Organizational Model, without prejudice to any additional legal sanctions.

- No form of direct or indirect retaliation or discriminatory measures are permitted or tolerated against the reporting party.
- On the other hand, anyone who makes reports that prove to be unfounded with willful misconduct or gross negligence will be subject to disciplinary sanctions.
- The criminal and civil liability of the whistleblower remains unaffected in the event of defamatory reports.
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## **12. Behavioral protocols**

The behavioral protocols (attachment. N. 3) which pursue the aim of regulating the activities abstractly exposed to a risk - a significant crime pursuant to and for the purposes of Legislative Decree no. 231/2001 - must be read together with the operating rules summarized in the company procedures. The Managers of the individual Functions must ensure that the resources subject to their management / coordination observe, in carrying out the activities of interest, constantly and scrupulously the prescriptions of the behavioral protocols, as well as the Ethical Code and procedures, undertaking to notify the Supervisory Body of any violations found. The violation of the rules contained in the following protocols may determine, depending on the seriousness of the behavior, the application of a sanction in accordance with the provisions of the Disciplinary System attached to the Model.

## **13. Ethical code**

The rules of conduct contained in this Model are also integrated with those of the Ethical Code

In this respect, in fact:

- the Ethical Code represents a tool adopted autonomously and susceptible of application on a general level by the Companies in order to express the principles of "corporate ethics" that TAS recognizes as its own and on which it calls for compliance by all Employees;
- the Model, on the other hand, responds to specific provisions contained in the Decree and in the TUF, aimed at preventing the commission of offenses (for facts which, apparently committed in the interest or to the advantage of the Company, may involve administrative liability based on the provisions of the Decree itself).

## **14. Disciplinary system**

A qualifying point in the construction of an organization and management model, pursuant to art. 6 and 7 of Legislative Decree 231/01, (hereinafter the Model) consists of the provision of an adequate disciplinary system for the violation of the principles, rules and protocols provided for by the Model itself, as well as for the violation of the principles contained in the Code Ethics,

which are considered provisions issued by the employer as required by art. 2104 cc.

By violation of the Model, we mean, among others, any violation of the information obligations towards the Supervisory Body by top management and personnel operating in the Company. It constitutes a violation of the aforementioned disclosure obligations, the failure to transmit in whole or in part and / or untruthful sending of documentation, data, information.

Given the seriousness of the consequences for the Company, in the event of unlawful conduct by employees, managers, directors and statutory auditors, any non-compliance with the Model constitutes a violation of the duties of diligence and loyalty (articles 2104, 2105 and 2106 of the civil code) and, in more serious cases, damage the relationship of trust established with the Company.

Violations of the Organizational Model, in particular of the rules set forth therein, of the principles expressed in the Ethical Code, of the corporate procedures / rules of interest, of the information obligations to the Supervisory Body, including the provisions of the Model itself on the subject of whistleblowing, and of the obligations to participate and attend training courses on the subject of Legislative Decree 231/01, will be subject to the disciplinary sanctions set out below, regardless of any criminal liability, the outcome of the related judgment and in full compliance with the Law 20 May 1970 n. 300, with the Company Employment Contracts in force and with company procedures / protocols. This system of sanctions is also applied in the following terms to violations of the behavioral rules regarding safety, health and hygiene in the workplace, in accordance with the provisions of art. 30 Legislative Decree n. 81/08.

Given that with this disciplinary system it is intended to sanction the violation of the internal protocols and procedures referable to the company activities within which the risk of commission of criminal offenses envisaged by Legislative Decree 231/2001 may lurk, as well as the violation of ethical principles shared by the Company and identified in the related Ethical Code, for a more adequate personalization of the sanction, the following terms were carried out.

Since each violation materializes according to specific and often unrepeatable aspects, it was considered appropriate to identify certain parameters that can objectively guide the application of the disciplinary sanction in the event of a violation that occurs within the terms set out above. Thus, objective parameters have been formulated which do not allow discretionary assessments and which take into account, above all, the specific methods of implementing the violation and any disciplinary precedents of the interested party. As for the aspects connected to the intentionality of the violation or to the degree of guilt, even in such cases these must be inferred from the circumstances of the specific case which must inevitably be acknowledged in the motivation of the provision with which the sanction is applied.

Violations, therefore, must be assessed in the following terms:

- slight violation / slight lack: any violation of one or more rules or principles provided for in the Model, in the Ethical Code, as well as of the information obligations to the Supervisory Body, of a marginal nature and in any case such as not to expose the company to the risk of applying a sanction provided for by Legislative Decree no. 231/01;
- serious violation / serious misconduct: any violation of one or more rules or principles provided for in the Model, in the Ethical Code, as well as of the information obligations

to the Supervisory Body, such as not to expose the company to the risk of applying a sanction provided for by Legislative Decree no. 231/01;

- very serious violation: any violation of one or more rules or principles provided for in the Model, in the Ethical Code, as well as of the information obligations to the SB, such as to expose the company to the risk of applying a sanction provided for by Legislative Decree no. 231/01 and to irreparably damage the relationship of trust with the entity, not allowing the continuation, even temporarily, of the employment relationship.

In assessing the slight, serious or very serious irregularity, the following parameters must be considered:

- intentionality of the behavior or degree of negligence, imprudence or inexperience with regard also to the predictability of the event;
- nature, species, means, object, time, place and any other modality of the action (eg having taken action to neutralize the negative developments of the conduct);
- severity of the damage or danger caused to the company;
- plurality of violations and repetition of the same by those who have already been sanctioned;
- duties of the worker;
- functional position of the persons involved in the facts constituting the breach;
- other particular circumstances accompanying the disciplinary offense.

### ***Sanctions against employees***

All employees who violate the Model are subject to the sanctions provided for by the relevant Collective Labor Agreements, in compliance with the principle of graduality of the sanction and proportionality to the seriousness of the infringement:

- verbally inflicted blame, where the violation of one or more procedural or behavioral rules provided for in the Model or in the Ethical Code constitutes a slight irregularity;
- reprimand inflicted in writing, in cases of recurrence of the infringements referred to in the previous point;
- fine not exceeding the amount of 4 hours of normal salary, in cases in which, even if the infringements are not so serious as to make a greater sanction applicable, they are, in any case, relevant to the extent that they do not find adequate placement among the slight irregularities mentioned above;
- suspension from pay and service for a maximum of 10 days, in the event of a more serious violation of one or more procedural or behavioral rules provided for in the Model or in the Ethical Code when, from such violation, the Company cannot be prejudiced pursuant to Legislative Decree no. 231/01;
- dismissal with notice where the violation of one or more procedural or behavioral rules provided for in the Model or in the Ethical Code results in serious irregularities in the above terms;
- dismissal without notice, with the loss of the notice allowance, if the violation of one or more provisions of the Model or of the Code determines very serious irregularities in the above terms.

The aforementioned sanctions will be imposed in compliance and according to the methods indicated in the company employment contracts and must be communicated, without delay, to

the Supervisory Body.

***Sanctions against Directors and Statutory Auditors***

In the event of a serious violation of one or more provisions of the Model or of the Code, including the procedure provided for by the Model itself on the subject of whistleblowing, such as to constitute a significant breach of the provisions of the Model or, in the event of violations such as to irreparably harm the relationship of trust established with the Company, the Board of Directors will adopt, for the violations made by the Chief Executive Officer, and the Shareholders' Meeting, for the violations made by the member (s) of the Board of Directors and the Board of Statutory Auditors, the measures that they will deem most appropriate, promptly notifying the Supervisory Body.

***Sanctions for suppliers, external collaborators and consultants***

The Company will disseminate its Ethical Code to its suppliers, in the context of the most significant relationships, and will demand the Counterparty's commitment not to engage in conduct that may, directly or indirectly, have an impact on the TAS activity relevant pursuant to and for the purposes of Legislative Decree no. 231/01.

To this end, TAS will assess, from time to time, the need to include specific termination clauses in contracts with third parties.

Periodic checks - this Model will be subject to two types of checks:

- (i) checks on the main corporate deeds and the most significant contracts concluded by the Company in Risk Areas;
- (ii) verification of procedures: the actual functioning of this Model will be periodically verified in the manner established by the Supervisory Body of TAS. Furthermore, a review will be undertaken of all the reports received during the year, of the actions taken by the Supervisory Body and other interested parties, of the events considered to be risky.

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