



OMC Framework General Section

OVERIT ORGANIZATION, MANAGEMENT AND CONTROL FRAMEWORK (referred to as the “OMC FRAMEWORK”)

IN ACCORDANCE WITH LEGISLATIVE DECREE no. 231 OF 8 JUNE 2001

Adopted by the Board of Directors on 19 December 2023

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1. Definitions

Risk area: company area/department at risk of committing the criminal offences to which the provisions of Legislative Decree 231/2001 apply.

Customer: each legal party to whom OverIT sells its product(s) and/or service(s).

Code of Ethics: Document adopted by the OverIT Group aimed at setting out the values that guide the Company in the running of its business.

External Communication: set of activities and communication flows towards the outside public, whether through social channels, the website or other digital channels, through the media, press releases, or through participation in Events where the Company is called upon or interested in illustrating news concerning its products, results, programs and initiatives to the stakeholders at the Event.

Internal Communication: a set of activities and communication flows among all OverIT employees, facilitating the sharing of objectives, news, and instructions to foster collective success and help maintain internal cohesiveness.

Affiliates: the companies subject to the management and control of OverIT S.p.A. and that form part of the OverIT Group, and all those that may become part of the Group from time to time.

Consultants: those who act in the name of and/or on behalf of OverIT on the basis of specific appointments or other advisory or collaborative duties.

Decree or 231 Decree or Legislative Decree 231/2001: Legislative Decree no. 231 of 8 June 2001 as amended.

Managers: the managers of OverIT S.p.A.

Employees: all employees of OverIT S.p.A. (managers, white collar workers, blue collar workers, etc.)

Executive Team: Senior Management responsible for a significant amount of an organization's decision-making processes.

Supplier: party who is classified as a supplier to the Company.

OverIT Group, Group or OverIT: corporate group comprising companies subject to the management and control of OverIT S.p.A., namely OverIT International Inc., OverIT GmbH and OverIT U.K. Ltd.

Confindustria Guidelines: the Guidelines issued by Confindustria for the Organization, Management and Control Framework pursuant to Legislative Decree 231/2001, approved by the Ministry of Justice on 24 May 2004 as amended.

Supervisory Board: the body in the institution that has autonomous powers of initiative and oversight and which, in accordance with Legislative Decree no. 231/2001, is in charge of supervising the performance of and compliance with the OMC Framework and ensuring that it is kept up to date.

Organization, Management and Control Framework (referred to as "OMC Framework"): set of procedures that govern and define the corporate structure and the management of its sensitive processes. If properly drafted, adopted, updated, and applied, it is a tool that reduces the risk of committing criminal offences;

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OverIT S.p.A.: Company that controls the affiliates OverIT International Inc., OverIT GmbH and OverIT U.K. Ltd.

Public Authorities: the Public Authorities, including their officials in their capacity as Public Officials or Public Servants (the same definition refers to any person who performs the functions of public officials or public servants even if not employed by a Public Authority).

Partner: a freelance professional, legal person, or company, in the IT or non-IT sector, who teams up with OverIT by subscribing to the "OverIT Partner Program" ("OPP") or other partnership agreement and with whom the company cooperates in sensitive processes.

Sensitive Processes: OverIT activities in which there is a risk of committing the criminal offences to which the provisions of Legislative Decree 231/2001 apply.

Criminal offences: the criminal offences to which the provisions of Legislative Decree 231/2001 apply.

Oversight systems: oversight system devised by the company to prevent, through the adoption of specific procedures, the risk of committing the criminal offences to which the provisions of Legislative Decree 231/2001 apply.

Senior Management: natural person(s) who has/have representative, administrative or managerial authority for the institution or one of its organizational units with financial and functional autonomy and natural persons who manage or control, including on a de facto basis, said institutions (for example Directors, the Executive Team, and Managers).

Internal parties: all employees, including Managers, trainees, and new recruits.

External Parties: these are business associates, agents and representatives, consultants and, in general, self-employed persons, as well as Suppliers and Partners, including in the form of temporary associations of enterprises and joint ventures.

2. General Section

2.1. Legislative Decree 231/2001

2.1.1. Background and purpose of the Decree

On 8 June 2001, Legislative Decree no. 231 (Legislative Decree 231/2001) was issued in execution of the mandate referred to in Article 11 of Law No. 300 of 29 September 2000, which came into force on the following 4 July, in order to bring internal policies on the liability of legal persons into line with a number of international conventions to which Italy had already adhered for some time, such as the Brussels Convention of 26 July 1995 on the protection of the financial interests of the European Communities, the Convention - also signed in Brussels on 26 May 1997 - on the fight against corruption involving officials of the European Community or its Member States, and the OECD Convention of 17 December 1997 on combating the bribing of foreign public officials in international and economic transactions.

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This Decree called “*Regulations governing the administrative responsibility of legal persons, companies and associations, including those with no legal status*” introduced a regime of administrative liability into the Italian legal system, that essentially refers to the criminal liability to be borne by institutions (understood as companies, consortia, etc.) for certain offences committed in their interest or to their advantage, and introduced a regime of administrative liability into the legal system, to be borne by the institutions for certain offences committed in their interest or to their advantage:

- by Senior Management;
- by natural persons subject to the management or supervision of one or more of the members of Senior Management mentioned above (for example employees who are not in management positions).

This liability is in addition to the liability of the natural person who physically carried out the act. The purpose of extending liability is to include any institutions that have benefited from the commission of the criminal offence in the punishment of certain criminal offences. A monetary sanction will always be applied to all the criminal offences committed, while injunctive measures will also be applied for the most serious cases such as the suspension or revocation of licenses and permits, a prohibition on entering contracts with the Public Authorities, a prohibition on exercising the activity, the removal or revocation of loans and grants and a ban on advertising goods and services.

The liability provided for in Legislative Decree 231/01 can also apply to criminal offences committed abroad provided that the State of the place where the criminal offence was committed does not prosecute them.

2.1.2. Types of criminal offences

The types of criminal offence covered by Legislative Decree 231/2001 that give rise to the administrative liability of institutions are currently:

- Criminal offences committed in relations with the Public Authorities (articles 24 and 25, Legislative Decree 231/2001);
- Cybercrime and unlawful data processing (article 24-bis, Legislative Decree 231/2001);
- Organized crime (article 24-ter Legislative Decree 231/2001);
- Criminal offences relating to counterfeiting money, public credit instruments, revenue stamps or distinctive signs and instruments (article 25-bis, Legislative Decree 231/2001);
- Offences against industry and commerce (article 25-bis, 1, Legislative Decree 231/2001);
- Corporate criminal offences (article 25-ter Legislative Decree 231/2001);
- Criminal offences committed for the purpose of terrorism or subversion of the democratic order (article 25-quater, Legislative Decree 231/2001);
- Female genital mutilation practices (article 25-quater 1, Legislative Decree 231/2001);
- Offences against the individual (article 25-quinquies, Legislative Decree 231/2001);
- Market abuse criminal offences (article 25-sexies, Legislative Decree 231/2001);

- Crimes of manslaughter and grievous or severely grievous bodily harm committed with breach of the laws on the protection of hygiene and health at the workplace (article 25-septies Legislative Decree 231/2001);
- Receiving stolen goods, money laundering and handling of illegally gained assets or cash and self-laundering (article 25-octies, Legislative Decree 231/2001);
- Offences relating to non-cash payment instruments (article 25-octies, Legislative Decree 231/2001);
- Offences relating to copyright infringement (article 25-novies, Legislative Decree 231/2001);
- Incitement not to provide statements or to provide untruthful statements to the judicial authorities (article 25-decies, Legislative Decree 231/2001);
- Environmental crimes (article 25-undecies, Legislative Decree 231/2001);
- Employment of illegally staying third country nationals (article 25-duodecies, Legislative Decree 231/2001);
- Racism and Xenophobia (article 25-terdecies, Legislative Decree 231/2001);
- Fraud in sports competitions, abusive gambling or betting or gaming or exercised on prohibited mechanisms (article 25-quaterdecies, Legislative Decree 231/2001);
- Tax crimes (article 25-sexiesdecies Legislative Decree 231/2001).
- Smuggling crimes (article 25-sexiesdecies Legislative Decree 231/2001);
- Offences against the cultural heritage (article 25 septiesdecies, Legislative Decree 231/2001);
- Laundering of cultural goods and devastation and looting of cultural and landscape assets (article 25 duodevicies, Legislative Decree No. 231/2001);
- Liability of institutions for administrative offences resulting from crimes (Law no. 9, article 12 of 14 January 2013);
- Transnational criminal offences (Law no. 146 of 16 March 2006, articles 3 and 10).

2.1.3. Disciplinary measures

The disciplinary measures taken against institutions following the commission or attempted commission of the above-mentioned criminal offences shall be:

- monetary and applied in units (the value of a unit is between €258 and €1,549) and the minimum penalty applicable ranges from a minimum of €25,800 to a maximum of €1,549,000 (i.e., from a minimum of one hundred units to a maximum of one thousand units);
- injunctive (also applicable as a precautionary measure under certain conditions):
 - prohibition on the running of the business;
 - suspension or revocation of authorizations, licenses or permits that further the commission of the offence;
 - prohibition on entering contracts with the Public Authorities;
 - the elimination of grants, loans, contributions, or subsidies and if necessary, revocation of those already granted;

- a ban on advertising goods or services.
- confiscation of the profits or price of the criminal offence;
- publication of the conviction.

These disciplinary measures shall be added to those provided for any natural persons who physically carried out the act.

2.1.4. Exemption from administrative liability and OverIT OMC Framework

Legislative Decree 231/01 provides for forms of exemption from administrative liability for the institution. In particular, article 6 of Legislative Decree 231/01 states that in the event of a criminal offence committed by a member of Senior Management, the institution shall not be liable if it can show that:

- along with Senior Management, the institution adopted and effectively implemented an OMC Framework to prevent criminal offences of the type committed;
- the duty to monitor the performance, effectiveness, and compliance of the OMC Framework, and to oversee its updates, was entrusted to a body of the institution that has autonomous powers of initiative and oversight;
- the persons who committed the criminal offence acted by fraudulently evading said OMC Framework of organization and management;
- the body in charge did not fail to supervise, or carried out insufficient supervision (pursuant to article 6, first paragraph, letter b) of the Decree).

Consequently, there is a presumption of liability on the institution since the members of Senior Management express and represent the policy and therefore the will of the institution. This presumption can be overcome if the institution succeeds in proving the fulfilment of the four conditions set out above. In this case, although the member of Senior Management may be liable, the institution is not liable under Legislative Decree 231/01.

With regard to the liability of institutions, Legislative Decree 231/01 gives organization, management, and control models the power to help prevent said liability to the extent to which they can prevent the criminal offences referred to in Legislative Decree 231/01 while also being adopted and effectively implemented by the management body.

Article 7 of Legislative Decree 231/01 establishes the administrative liability of institutions for criminal offences committed by subordinates if their commission was made possible by failure to comply with the management and supervisory obligations. In any event, this failure to comply shall be ruled out if, prior to commission of the criminal offence, a suitable organization, management, and control model for the prevention of the criminal offences of the type committed had been adopted and efficiently implemented.

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2.1.5. Whistleblowing laws

Legislative Decree 24/2023, implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, amended the provisions of article 6, paragraph 2 bis¹ of Legislative Decree 231/2001 on Whistleblowing, expressly requiring OMC Frameworks to provide for internal reporting channels, the prohibition on retaliation against the reporting person and a specific disciplinary system (adopted pursuant to paragraph 2, letter e) of article 6 of Legislative Decree 231/2001).

More specifically, Legislative Decree 24/2023 provides for specific protection for persons who report breaches of national or European Union law that harm the public interest or the integrity of public authorities or private institutions that they became aware of in a public or private work context.

The Organization, Management and Control Frameworks must comply with the provisions of Legislative Decree 24/2023 by providing for internal reporting (whistleblowing) channels (pursuant to article 4, paragraph 1), that guarantee, including through the use of encryption tools, the confidentiality of the identity of the reporting person, the person involved and the person mentioned in the report, as well as the content of the report and the relevant documentation.

Management of the whistleblowing channel may be entrusted either to a dedicated independent internal person or office with staff specifically trained to manage the reporting channel, or to an external institution, also independent and with specifically trained staff.

Reports (handled internally or externally with respect to the institution) can be made in different ways:

- in written, analogue or computerized form;
- orally through telephone lines or voice messaging systems;
- at the request of the reporting person, by means of a face-to-face meeting scheduled within a reasonable period of time.

As clarified by the ANAC Guidelines, approved by resolution of 12 July 2023, and by the Confindustria Operational Guidelines, published in October 2023, the company is obliged to prepare both the written channel - analogue and/or computerized - and the oral channel, having to make both available to the reporting person. Pursuant to article 6 of Legislative Decree 24/2023, the reporting person may make an external report if, at the time of its submission:

- there is no compulsory activation of the internal whistleblowing channel in his/her work context, or this channel, even if compulsory, is not active or, even if it is active, does not comply with the provisions of article 4 of Legislative Decree 24/2023;
- the reporting person has already made an internal report and it has not been followed up;
- the reporting person has reasonable grounds to believe that if he or she were to make an internal report it would not be effectively followed up or that the report may give rise to the risk of retaliation;
- the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

¹ Paragraph introduced by Law no. 179 of 30 November 2017 on Whistleblowing, Official Gazette, no. 291 of 14 December 2017, in force since 29 December 2017

The national anti-corruption authority (ANAC) has activated a specific whistleblowing channel that guarantees, including through the use of encryption tools, the confidentiality of the identity of the reporting person, the person involved, and the person mentioned in the report, as well as the content of the report and the relevant documentation. Said confidentiality is guaranteed even when the report is made through channels other than those indicated in the first sentence or reaches staff other than those in charge of handling the reports, to whom it shall be sent without delay in any case.

If the external report is submitted to a party other than the ANAC, this should be sent to the Authority within seven days from the date of its receipt, with simultaneous notification of the transmission to the reporting person.

In order to protect the confidentiality of the reporting person, article 12 of Legislative Decree 24/2023 states that: *"the identity of the reporting person and any other information from which his/her identity could be inferred, directly or indirectly, may not be disclosed without the express consent of the reporting person him/herself, to persons other than those authorized to receive or follow up on the reports, expressly authorized to process said data pursuant to articles 29 and 32, paragraph 4 of Regulation (EU) 2016/679 and article 2-quaterdecies of the Code on the Protection of Personal Data set out in Legislative Decree no. 196 of 30 June 2003"*; the identity of the persons involved and the persons mentioned in the report shall be protected until the conclusion of the proceedings initiated on account of the report in compliance with the same guarantees provided for the reporting person. If the identity of the reporting person had been disclosed, he/she must be notified in writing, stating the reasons.

The protection measures apply when:

- at the time of the report or notification to the judicial or accounting authorities or public disclosure, the reporting person had reasonable grounds to believe that the information on the breaches reported, publicly disclosed, or notified, was true and fell within the objective scope of article 1 of the aforementioned Legislative Decree;
- the report or public disclosure was made on the basis of the provisions of Chapter II of said Legislative Decree.

Reporting bodies or reporting persons (pursuant to article 3, Legislative Decree 24/2023) may not suffer any kind of retaliation (i.e. any conduct, act or omission, even if only attempted or threatened, occurring in the work context and which causes - directly or indirectly - unfair damage to the protected persons) as a result of the report. Should this happen, however, they are guaranteed the option of reporting any behavior committed in the work context directly to the National Anti-Corruption Authority, which will immediately inform the public authority Department of the Italian Prime Minister and any supervisory or disciplinary bodies, if the worker is in the public sector, or the National Labor Inspectorate if the retaliation took place in the work context of a private institution.

In this regard, OverIT adopted the Whistleblowing Procedure pursuant to Legislative Decree 24/2023.

The provisions of Legislative Decree 24/2023 pursuant to article 1, paragraph 2 shall not apply:

- to objections, claims or demands linked to a personal interest of the reporting person or of the person who lodges a complaint with the judicial or accounting authorities that relate exclusively to his or her

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individual work or public employment relationships, or that are inherent to his or her work or public employment relationship with hierarchically superior figures;

- to reports of breaches if they are already governed by instruments of the European Union or national instruments indicated in part II of the annex to Legislative Decree 24/2023 or by national instruments which constitute the implementation of the European Union instruments indicated in part II of the annex to Directive (EU) 2019/1937, even if not indicated in part II of the annex to Legislative Decree 24/2023;
- to reports of national security breaches or contracts relating to defense or national security aspects unless these aspects are covered by relevant European Union law.

The obligation to inform the employer of any suspicious conduct is already part of the broader duty of diligence and duty of loyalty of the employee and consequently, the correct fulfilment of the obligation to inform cannot give rise to the application of disciplinary measures except in cases where the information is characterized by slanderous intent or supported by bad faith, willful misconduct or gross negligence. In order to ensure the effectiveness of the Whistleblowing system, it is therefore necessary for the Institution to provide accurate information to all its staff and the persons who work with it, not only in relation to the procedures and regulations adopted by the company and the activities at risk, but also with reference to the knowledge, understanding and dissemination of the objectives and the spirit in which the report must be made.

With the aim of implementing the provisions on the duty of loyalty of the employee and the Whistleblowing law, it is therefore necessary to introduce a system for the management of whistleblowing disclosures into the OMC Framework which provides for the protection of the confidentiality of the identity of the reporting person, the person involved and the person mentioned in the report and the content of the report and the relevant documentation as well as the introduction of a specific disciplinary system that can punish any non-compliance with the measures indicated in the OMC Framework and any acts of retaliation and/or discrimination to the detriment of the reporting person.

3. OverIT

OverIT is a leading provider of Field Service Management software solutions. With over 20 years of experience, OverIT is present in the market as the digital partner of choice for the management of mission-critical operations, with a focus on linear assets.

OverIT's mission is to develop software products that support the execution of field operations in critical contexts and on critical assets, share expertise among technicians, ensure the safety and sustainability of infrastructures, quality at work, and to promote innovation in its customers' processes.

The skills developed in the field of Geographic Information Systems (GIS), as well as the adoption of technologies such as augmented reality and machine learning, are some of the innovative components through which OverIT has distinguished itself and why it is chosen by the largest companies in the Energy & Utility, Oil & Gas, Transportation & Infrastructure and Telco industries for efficient, optimized and proactive Field Service Management processes. These solutions play a significant role in supporting large corporate customers

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worldwide in achieving their business goals and contribute to the achievement of the 17 'Sustainable Development Goals' of the UN 2030 Agenda.

Over the years, OverIT has consolidated high ethical standards, promoting a culture based on transparency, integrity, and a deep commitment to the pursuit of the company's mission through the recognition of quality work and enhancement of the work-life balance.

OverIT knows that by disseminating this culture to all its stakeholders and ensuring integrity and quality in all business activities, it can protect the market ecosystem as well as its own image and reputation.

3.1. Corporate Governance at OverIT

The Company has a traditional top-down organizational structure.

The board of directors, comprising five members, is vested with the broadest powers for the ordinary and extraordinary management of the Company, and has the power to carry out all actions that it considers suitable to implement and achieve the business purpose, with the sole exception of powers that are, by law or the articles of association, reserved to shareholders' meetings.

The Chief Executive Officer and Chairperson of the Board of Directors are appointed from members of the Board of Directors.

The Board of Statutory Auditors comprises three standing auditors and oversees compliance with the law and the articles of association and correct administration principles, and, more especially, on the adequacy of the organization, management and accounting structure adopted by the Company and its performance.

The Company engaged an external company to carry out the statutory audit, appointed by the Shareholders' Meeting on the basis of a reasoned proposal by the Board of Statutory Auditors.

3.2. The internal control system of OverIT

OverIT's internal control system is a structured system of activities, procedures, protocols, rules of conduct and organizational structures designed to monitor the Company's main risks in accordance with corporate strategies.

The Company has designed and implemented an internal control system that is consistent with national and international best practices, the main components of which are described below.

The rules and principles of conduct, both general and specific, set out in the Special Sections of this OMC Framework form an integral part of the Company's overall internal control system.

3.3. The organizational structure

An organization that is appropriate to the needs and which is clear, formalized and communicated to staff is a key element of the internal control system; OverIT has adopted standards that permit the following in the definition of its organization:

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- the clear definition of the responsibilities assigned to staff and the reporting lines between the organizational positions;
- the existence of cross-checking by departments and the separation of duties or, alternatively, the existence of compensatory organizational and control measures;
- correspondence between the activities actually carried out and those formally provided for in the organization.

The company management has defined the most suitable internal organizational structure to achieve its objectives.

In order to clarify the roles and responsibilities in the corporate decision-making process, the Company has established:

- a corporate organization chart;
- a description of the organizational positions and their job content;
- a delegation of authority and power system;
- a procedural system.

The organizational system is defined and communicated through the issue of organization notices, the formalization and dissemination of which is ensured by the applicable departments, as well as organizational charts prepared and updated by the applicable departments.

3.4. The Code Of Ethics

The culture of shared responsibility and the integrity of the decisions and actions of OverIT's employees, suppliers and partners form the basis of the Group's vision. OverIT's Code of Ethics governs the set of rights, duties, and responsibilities that the Company recognizes as its own and takes on with respect to its stakeholders and with which all Intended Users of this OMC Framework must comply. The Code of Ethics sets out the ethical principles guiding the Company and which must consistently guide all those with whom it operates.

The adoption of the Code of Ethics also constitutes one of the prerequisites for the effective functioning of the OverIT OMC Framework, creating close integration among internal rules with the intention of fostering a culture of ethics and corporate transparency and avoiding the risk of committing the criminal offences that are at the basis of the administrative liability of the Institution.

The Code of Ethics therefore represents the highest expression of the guiding principles of the Company and acts as the basis and foundation of the provisions set out under this OMC Framework. If the Code of Ethics is breached, the disciplinary measures provided for in the disciplinary system of this OMC Framework shall be applied.

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3.5. The procedural system

For the management of corporate processes, the Company has adopted a procedural system that governs the relevant processes and provides operating procedures and oversight measures for the performance of corporate activities.

The Company operates using formalized internal procedures with the following characteristics:

- adequate dissemination in the corporate units involved in the activities;
- governance of the mechanisms used to carry out the business activities;
- clear definition of responsibility with respect to the business activities in compliance with the principle of separation between the party who initiates the decision-making process, the party who performs it and brings it to conclusion, and the party who checks it;
- traceability of the instruments, operations, and transactions by means of appropriate documentary support confirming the characteristics and motivations of the operation and that identify the persons involved in various capacities in the operation;
- provision of specific oversight mechanisms (such as reconciliations, balancing, etc.) to ensure the integrity and completeness of the data managed and information exchanged within the organization.

The entire procedural system is disseminated through internal communication channels and available to all employees in specific sections of the company intranet.

In order to maintain operational excellence, the Company has set up and implemented a quality management system in accordance with ISO 9001 standards and the environmental management system in accordance with ISO 14001 standards.

3.6. System of delegation of authority and powers

The Company has adopted a system of delegation of authority and powers of attorney characterized by 'safety' elements for the prevention of criminal offences (traceability and highlighting of sensitive activities), but which also allow for the efficient management of the Company's business activities.

For effective prevention of the criminal offences, the system of delegation of authority and powers of attorney must comply with the following essential requirements:

- the delegations of authority must combine each power with the relevant responsibility and an appropriate position in the organization chart;
- each delegation of authority must specifically and unequivocally define the powers of the delegate and the party (body or individual) to whom the delegate reports on a hierarchical level;
- the managerial powers assigned with the delegations of authority and their implementation must be consistent with the Company's purpose;
- the delegate must have spending powers appropriate to the functions conferred upon him/her;
- all those who have relations with the public authorities and/or private parties on behalf of the Company must have a specific power of attorney to that effect;

- each power of attorney entailing the power to represent the Company with respect to third parties must be accompanied by an internal delegation of authority describing the relevant management power;
- copies of the delegations of authority and powers of attorney and their updates shall be forwarded to the Supervisory Board.

The Supervisory Board shall periodically verify, with the support of the other applicable departments, the system of delegations of authority and powers of attorney in force and their consistency with the organizational provisions, recommending any changes where the power of management and/or qualification does not correspond with the powers of representation conferred on the delegate or where there are other anomalies.

3.7. Intra-group relations

OverIT receives and provides services to Group Companies with registered offices abroad, which may involve activities and operations at risk as set out in the Special Sections of this OMC Framework. The provision of services takes place in accordance with the provisions of the Code of Ethics and this OMC Framework and shall be governed by specific contracts, a copy of which must be sent, upon request, to the Company's Supervisory Board. In particular, the following must be formalized:

- the mechanisms, and, under the conditions it provides for and described in more detail therein, the roles, responsibilities, and operating methods necessary to carry out the individual activities, specific oversight measures for monitoring the proper performance of the applicable activities;
- consideration and payments;
- the following clauses:
 - the obligation by the recipient company to confirm the truthfulness and completeness of the documents or information communicated to the company providing the service in order to carry out the requested activities;
 - the power of the Supervisory Board of the company providing the service to request information from an oversight office of the company receiving the service in order to perform its functions properly within the scope of the services requested from the Company;
 - the power of the oversight office of the recipient company to request information from the Supervisory Board of the company providing the service, or - subject to its consent - from the Management/Departments of the Company;
 - a clause whereby the parties undertake to comply with the principles of organization, management and control that can prevent the commission of the unlawful actions referred to in Legislative Decree 231/01, defined in the OMC Framework or other compliance system containing oversight provisions that are consistent with those adopted by the Company;
 - clause whereby the parties declare that they have provided for and implemented instructions to their directors, employees and/or business associates aimed at preventing the commission, including attempted commission, of the behavior governed by Legislative Decree 231/01 and undertake to maintain everything implemented on an effective basis for the entire duration of the contract;

- express termination clauses that give the parties the right to terminate the contract in question in the event of the involvement, for any reason whatsoever, of one of the Parties in proceedings falling under the provisions of Legislative Decree 231/2001, as amended, and/or in the event of the issue of injunctive measures against one of the Parties or the suspension of work of any nature and/or duration.

4. Organization, Management and Control Framework

4.1. Operation of the OMC Framework

The Organization, Management and Control Framework is a structured and organic system of principles, internal rules, operating procedures, and controls in pursuit of the diligent and transparent performance of the Company's activities, to prevent conduct that could constitute criminal offences or unlawful activities provided for under Legislative Decree 231/2001 as amended.

More specifically, in accordance with paragraph 2, article 6 of Legislative Decree 231/01, the OMC Framework must meet the following requirements as appropriate:

- identify the sensitive activities, i.e., those activities that could lend themselves to the commission of criminal offences, using a risk assessment approach;
- resume and specify, where possible, at the level of the risks/criminal offence ratio under consideration, the general principles of conduct of the OMC Framework (i.e., summary, completion and/or specification of the relevant Code of Ethics rules of conduct; specific prohibitions; system of powers of attorney and relevant internal delegations of authority; etc.);
- illustrate the Protocols, i.e., the specific control procedures implemented by the Company to prevent the risk of committing the criminal offence that the Intended Users are required to comply with for the correct application of this OMC Framework;
- provide the Supervisory Board with the tools to perform the necessary monitoring and verification by means of: (I) definition of the information flows (frequency, reporting tools, minimum content, etc.) that the Supervisory Board must receive from the persons in charge of oversight; (II) said description of the controls and how they are carried out so that they can be verified in accordance with the applicable plan of activities;
- the identification of the management mechanisms for the financial resources needed to prevent the commission of the criminal offences;
- the introduction of a disciplinary system that can punish failure to comply with the measures indicated in the OMC Framework.

In view of the above, the Special Sections of the OMC Framework aim to address the sensitive activities carried out by the Intended Users (defined in the following paragraph) in order to prevent the occurrence of the criminal offences referred to in Legislative Decree 231/01.

More specifically, they aim to:

- illustrate the cases of criminal offence that can be related to the families of criminal offence referred to under the Decree;
- identify the sensitive activities, i.e., those activities that the Company carries out in correspondence with which, according to a risk assessment approach, it considers the risks/criminal offence ratio illustrated in the previous point to be inherent and relevant;
- resume and specify, where possible, at the level of the risk/criminal offence ratio under consideration, the general principles of conduct of the OMC Framework (i.e., summary, completion and/or specification of the relevant Code of Ethics rules of conduct; specific prohibitions; system of powers of attorney and relevant internal delegations of authority; etc.);
- illustrate the Protocols, i.e., the specific control procedures implemented by the Company to prevent the risk of committing the criminal offence in question that the Intended Users are required to comply with for the correct application of this Special Section of the OMC Framework;
- provide the Supervisory Board with the tools to perform the necessary monitoring and verification by means of: (I) definition of the information flows (frequency, reporting tools, minimum content, etc.) that the Supervisory Board must receive from the persons in charge of oversight; (II) said description of the controls and how they are carried out so that they can be verified in accordance with the applicable plan of activities.

4.2. Intended Users of the OMC Framework

The following are the Intended Users (hereinafter “Intended Users”) of this OMC Framework pursuant to Legislative Decree 231/01 of OverIT and undertake to comply with its contents:

- Senior Management;
- the Internal Persons subject to the management of Senior Management;

By virtue of specific contractual clauses and limited to the performance of the sensitive activities in which they may be involved, specific obligations instrumental to the adequate performance of the internal controls envisaged in the Special Sections may be imposed on External Parties, including but not limited to those listed below:

- business associates, consultants and, in general, self-employed persons to the extent that they operate within the scope of the sensitive activities on behalf of or in the interest of the Company;
- Suppliers and Partners (including in the form of temporary associations of enterprises and joint ventures) that operate in a significant and/or continuous manner within the scope of so-called sensitive activities on behalf of or in the interest of the Company.

In any case, the Intended Users must also include those who actually operate to a significant and/or continuous extent within the scope of the sensitive activities on behalf of or in the interest of the Company even though they have a contractual relationship with other Group companies.

4.3. Structure and Components of the OverIT OMC Framework

In accordance with article 6 of Legislative Decree 231/01 and the interpretative and applicative guidelines drawn up by the most representative trade associations and, in particular, those provided by Confindustria, OverIT defined the general principles, structure, and components of its OMC Framework and:

- adopted and implemented its own OMC Framework pursuant to Legislative Decree 231/01;
- set up a Supervisory Board pursuant to Legislative Decree 231/01, responsible for supervising the compliance, functioning, and updating of the OMC Framework implemented.

This document illustrates the individual elements of the OMC Framework adopted and the methodological approach followed to create the components themselves.

The descriptive document of OverIT's OMC Framework comprises the following:

- **General Section**, which describes the corporate governance system, the definition process and the operating principles of the OMC Framework and the mechanisms for its actual implementation.
- **Special Section**, one for each family of criminal offence, which sets out:
 - the description of the respective types of criminal offence;
 - the specific company activities found to be sensitive;
 - the behavioral standards to be observed;
 - the oversight protocols implemented to monitor sensitive activities;
 - the systematic information flows established.

Therefore, the main components of OverIT's OMC Framework, in compliance with the provisions of Legislative Decree 231/01, are as follows:

- Principles of Corporate Governance;
- Oversight protocols;
- Disciplinary system;
- Training and communication plan;
- Supervisory Board.

The **Principles of Corporate Governance** describe the organization of the Company.

The **Oversight Protocols** represent the set of oversight measures that govern the activities identified as susceptible to the committing the criminal offences provided for under Legislative Decree 231/01, the proper application of which shall help to prevent the commission of said criminal offences.

The **Disciplinary System** establishes the disciplinary measures (and their application) that will be imposed on the parties responsible for breaching the provisions set out in the OMC Framework.

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The Disciplinary System establishes:

- the reference regulatory framework that governs, at contractual and Civil Code level, the disciplinary measures and related mechanisms that shall apply in the event of wrongdoing or improper conduct by employees, managers and non-managers, and external parties;
- the disciplinary measures to apply to Senior Management, employees under their control and the measures against External Parties;
- the internal mechanisms for the detection, communication, and management of offences.

The aim of the **Training and Communication Plan** is to communicate the rules and provisions of the OMC Framework to all the stakeholders in order to ensure they are shared and made known to the broadest degree possible. The purpose of the training and communication plan is to make OverIT employees aware, by means of targeted training courses, of the correct handling of the provisions of the OMC Framework as well as of the risk of committing the criminal offences provided for in the regulations in force.

The Plan must include the following points:

- the information and training programs to be planned and executed;
- the techniques, means and tools to support the training and communication activities (e.g., internal circulars, information notices to be posted in places of common access, multimedia document supports, classroom training);
- the means whereby the level of understanding and learning of the trained subjects are tested;
- how to report the training activities carried out.

The **Supervisory Board** has the task of supervising the operation and compliance with the OMC Framework and ensuring that it is updated in accordance with organizational changes that will affect OverIT and current legislation. The following are defined:

- the appointment and removal process with an indication of the grounds for ineligibility and removal;
- the essential requirements;
- the organizational arrangement;
- the functions and the powers;
- the budget.

4.4. Methodological approach

4.4.1. Methodology employed

An OMC Framework employed pursuant to Legislative Decree 231/01 must be realized and implemented in order to prevent, within the limits of reasonableness, the commission of the criminal offences covered by the Decree.

In this regard, special importance is attached to analyzing the organizational structure in order to:

- a) identify the sensitive activities which could include opportunities to behave unlawfully;
- b) describe the internal control system monitoring the sensitive activities identified.

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The identification and analysis of the sensitive activities must be carried out each time that there are changes of an organizational nature or changes in the law.

This calls for the direct involvement of Senior Management and, in general, all those who, within the scope of their work, have significant autonomous decision-making power and management powers for their company. For more details on the methodology employed, see the document “*Methodology for assessing sensitive activities pursuant to Legislative Decree 231/01*”.

The aim of the document is to describe the methodology and tools used to support the analysis phase of activities potentially at risk of the criminal offences covered by Legislative Decree 231/01.

4.5. The system of delegation of authority and powers

4.5.1. Principles

The purpose of the system of delegation of authority and powers is to:

- assign roles and responsibilities to each company department;
- identify natural persons who may operate in specific business activities;
- formalize the allocation of decision-making powers and their economic scope.

The principles behind this system include a clear and systematic allocation of tasks in order to avoid overlap or power vacuums, as well as the separation of responsibilities and the cross-checking of interests in order to prevent concentrations of power in compliance with the OMC Framework requirements of Legislative Decree 231/01.

The system of delegations of authority and powers must be consistent with the policies for taking on, assessing, and managing the most significant risks and with the established risk tolerance levels.

The Company undertakes to equip itself with, maintain and communicate an organizational system that formally and clearly defines the allocation of management, coordination, and oversight responsibilities within the company, as well as the levels of hierarchy and the description of each employee's duties.

4.6. The disciplinary system

4.6.1. Introduction

The effective implementation of the OMC Framework must include the preparation of an adequate Disciplinary System which plays an essential part in the architecture of Legislative Decree 231/01: it constitutes the safeguard for the internal procedures (pursuant to article 6, paragraph 2, letter e) and article 7, paragraph 4, letter b) of Legislative Decree 231/01).

In order for the OMC Framework to provide exemption for the Company, it must provide for, as indicated in article 6, paragraph 2 mentioned above, *a disciplinary system that can sanction the failure to comply with the measures indicated in the OMC Framework*.

Where the Decree is silent on the issue, the requirements that the Disciplinary System must meet can be drawn from existing legal theory and case law which identifies them as follows:

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- **Distinctiveness and autonomy:** the *distinctiveness* is expressed in the preparation of an internal disciplinary system within the Company aimed at sanctioning every breach of the OMC Framework, regardless of whether or not it leads to the commission of a criminal offence; the *autonomy* requirement, on the other hand, is expressed in the self-sufficiency of the functioning of the internal disciplinary system with respect to external systems (e.g. criminal proceedings), i.e., the Company shall have to sanction the type of breach regardless of the course of the criminal proceedings considering the type of breach pertaining to the protocols and procedures set out in the OMC Framework;
- **Compatibility:** the procedure for ascertaining and imposing the disciplinary measures, as well as the sanction itself, may not conflict with the legal and contractual provisions governing the employment relationship in place with the Company;
- **Suitability:** the system must be efficient and effective in preventing the commission of the criminal offences;
- **Proportionality:** the sanction applicable or applied must be proportionate to the breach found;
- **Drawn up in writing and appropriate disclosure:** the disciplinary system must be drawn up in writing and the Intended Users must be promptly informed about it and given training (therefore, mere publication by posting in a place accessible to all will not suffice).

In view of the above, it is clear that commission of the offences would undermine the bond of trust between the Parties, legitimizing application by the Company of disciplinary measures.

The substantive prerequisite for the Company's disciplinary power is to be able to attribute the breach to the employee regardless of whether such conduct constitutes a breach that can give rise to criminal proceedings. As noted above, the fundamental requirement concerning sanctions is their proportionality to the breach found which must be assessed according to two criteria:

- the severity of the breach;
- the type of employment relationship established with the employee (employed, self-employed, managerial, etc.), taking into account the specific legislative and contractual framework.

4.6.2. Definitions and limits to the extent of the disciplinary action

The Company, aware of the need to comply with the law and the provisions in force in this area, shall ensure that the sanctions that can be imposed under this Disciplinary System comply with the provisions of the National Collective Labor Contracts applicable to the industry, in this case, the **Distribution of Services Industry** (hereinafter also "National Collective Labor Contract") for employees, and the **Industry**, and shall also ensure that on a procedural level, article 7 of Law no. 300 of 30 May 1970 (Workers' Statute) applies with regard to notification of the offence and imposition of the relevant disciplinary measure.

4.6.3. Intended Users and their duties

The Intended Users of this Disciplinary System are the same as the Intended Users of the OMC Framework.

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The Intended Users are obliged to align their conduct with all the principles laid down in the Code of Ethics and all the principles and measures for the organization, management and control of business activities set out in the OMC Framework.

Any breach of said principles, measures and procedures shall, if established, constitute:

- in the case of employees and managers, a breach of contract in relation to the obligations arising from the employment relationship pursuant to article 2104 and article 2106 of the Civil Code;
- in the case of directors, non-compliance with the duties imposed on them by law and the Articles of Association pursuant to article 2392 of the Civil Code;
- in the case of external parties, breach of contract which can justify termination of the contract, subject to compensation for damages.

The procedure for imposing the disciplinary measures listed below therefore takes into account of the specific features resulting from the legal status of the party against whom proceedings are brought.

In any case, the Supervisory Board must be involved in the process of imposing the disciplinary sanctions.

The Supervisory Board shall ensure that specific procedures are adopted to inform all the above-mentioned parties of the existence and content of this disciplinary system from when their relationship with the Company starts.

4.6.4. General Principles relating to the disciplinary measures

In any case, the disciplinary measures imposed for offences must comply with the principle of progressiveness and proportionality with respect to the severity of the breaches committed.

The determination of the type and extent of the disciplinary measure imposed following the commission of offences, including offences that are relevant under Legislative Decree No. 231/01, must be based on the observance and assessment of the following:

- the intentionality of the conduct giving rise to the breach;
- the negligence, recklessness and inexperience shown by the perpetrator in the commission of the breach, especially with reference to the actual possibility of expecting the event;
- the relevance and possible consequences of the breach or offence;
- the position held by the party within the company organization, especially in view of the responsibilities associated with his/her duties;
- any aggravating and/or extenuating circumstances that may be found in relation to the conduct of the Intended User, including but not limited to imposition of disciplinary measures against the same party in the two years preceding the breach or the offence;
- the concerted involvement of more than one of the Intended Users in commission of the breach or the offence.

The notification process of the offence and the imposition of the disciplinary measure change on the basis of the category to which the offender belongs.

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4.6.5. Disciplinary measures in the area of whistleblowing

With a view towards identifying the intended users, the ANAC guidelines distinguish between natural persons and legal persons considered responsible, and therefore subject to the disciplinary measure, for the various cases. In particular:

- i. in cases where the channel has not been established, where procedures have not been adopted or where procedures are not compliant, the party responsible shall be the policy-making body;
- ii. in cases where the verification and analysis of the reports received has not been carried out, or where the obligation of confidentiality has been breached, responsibility shall lie with the reporting manager.

The handling of the reports falls within the prerogatives attributable to the performance of the work of the party in charge of handling reports; therefore, any failure to do so shall entail application of the disciplinary measures set out in the applicable National Collective Agreement. On the other hand, with reference to the hypothesis of sanctioning a party who has acted in retaliation, the natural person identified as being responsible for the retaliation shall be subject to disciplinary measures.

More specifically, the administrative monetary sanctions, as also outlined by the Confindustria general objectives, are as follows:

- a) from Euro 10,000 to 50,000 if the natural person identified as responsible is found to have acted in retaliation²;
- b) from Euro 10,000 to 50,000 if the natural person identified as responsible has impeded the report or attempted to impede it;
- c) from Euro 10,000 to 50,000 if the natural person identified as responsible has breached the confidentiality obligation pursuant to article 12 of Legislative Decree 24/2023 (subject to the sanctions applicable by the Data Protection Supervisory Authority on the basis of the regulations on personal data issues);
- d) from Euro 10,000 to 50,000 where it is found that the verification and analysis of the reports received has not been carried out; in that case, the reporting manager shall be considered responsible;
- e) from Euro 500 to 2,500 where the reporting person's civil liability for defamation or slander is established in cases of willful misconduct or gross negligence, including with a first instance ruling, unless he/she has already been convicted, including with a first instance ruling, of the offences of defamation or slander or in any case for the same offences committed with a complaint to the judicial authorities.

² A party who adopted retaliatory measures/acted in retaliation or in any case a party to whom the conduct and/or omission is attributable shall be considered responsible for the retaliatory measure. Responsibility shall also lie with any person who suggested or proposed the adoption of any form of retaliation against the reporting person, thereby producing an indirect negative effect on his or her position (e.g. proposed disciplinary measure).

4.6.6. Loss of the protections guaranteed by law

The protections afforded to persons in senior management positions, to persons subject to the management of others, to those who work with the Institution and, in general, to reporting persons, shall cease to apply in the event that the reporting person is found, even if only by a first instance ruling, to be criminally liable for the offences of slander, defamation or other offences actually attributable to falsehoods in the report to the judicial or accounting authorities. Similarly, the protective measures under article 16 of Legislative Decree 24/2023 in favor of the reporting person or complaining person shall not be guaranteed when civil liability is established for the same reason in cases of willful misconduct or gross negligence. A disciplinary measure shall be imposed in both cases.

However, pursuant to article 20 of Legislative Decree 24/2023, a person who discloses or disseminates information on breaches that harm the reputation of the person involved or reported shall not be subject to disciplinary measures if, at the time of the disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of said information was necessary to disclose the breach and the report, public disclosure or complaint was made pursuant to article 16 of the aforementioned decree.

4.6.7. Disciplinary measures against employees

Conduct by employees in breach of the individual rules of conduct set out in this OMC Framework is defined as a disciplinary offence.

The disciplinary measures that may be imposed on employees are included in those provided for by the company disciplinary system and/or by the disciplinary system provided for under the National Collective Labor Agreement applied in the Company, in compliance with the procedures laid down in article 7 of the Workers' Statute and any special regulations applicable.

The Company's corporate disciplinary system is therefore made up of the relevant provisions of the Civil Code and the national collective labor contract provisions. In particular, the Disciplinary System describes the conduct sanctioned, depending on the importance of the individual facts considered, and the disciplinary measures actually provided for the commission of the facts themselves on the basis of their severity.

In relation to the above, the OMC Framework refers to the disciplinary measures and the categories of punishable facts provided for by the existing disciplinary measures apparatus within the framework of the national collective labor contract in order to bring any breaches of the OMC Framework, as well as of Legislative Decree 24/2023 on whistleblowing, into the scope of the cases already provided for by the aforementioned provisions.

The Company believes that the sanctions provided for under the national collective labor contract apply, in accordance with the procedures set out below and in consideration of the general principles and criteria identified in the previous point, in relation to the offences defined above. More specifically, the following disciplinary measures are provided for employees in application of the **National Collective Labor Contract for the Distribution of Services Industry**:

- a) verbal reprimands for minor faults;

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- b) reprimands in writing in the event of a repeat offence pursuant to a) above;
- c) a fine not exceeding the amount of four hours' normal pay;
- d) withholding remuneration and service for a maximum of 10 days;
- e) disciplinary dismissal without notice and with all other reasonable and legal consequences.

² A party who adopted retaliatory measures/acted in retaliation or in any case a party who to whom the conduct and/or omission is attributable shall be considered responsible for the retaliatory measure. Responsibility shall also lie with any person who suggested or proposed the adoption of any form of retaliation against the reporting person, thereby producing an indirect negative effect on his or her position (e.g., proposed disciplinary measure).

(a-b) Verbal reprimands for minor faults, or **(b) reprimands given in writing** with a more specific admonishment nature.

A verbal warning or written reprimand shall be given to employees in the event of:

- a first offence of limited severity;
- slight breach of the confidentiality obligation on the identity of the reporting person - or any other information, including any attached documentation, from which the identity of the reporting person can be directly or indirectly discerned - as set out under Legislative Decree 24/2023 to protect both employees and also the persons involved and/or mentioned in the report, as well as the facilitators;
- weak acts of retaliation or discrimination against the reporting person or similar persons (e.g., work colleagues) or facilitators;
- negligent breach of the information obligations against the Supervisory Board under the OMC Framework;
- in general, slight non-compliance with the duties laid down in the internal procedures of the OMC Framework or behavior that does not comply with the requirements of the OMC Framework in the performance of an activity in an area at risk or with the instructions given by superiors, or slight breach of the requirements concerning the protection of persons who report breaches of Union law or national regulatory provisions pursuant to Legislative Decree 24/2023.

(c) Fine not exceeding the amount of four hours' normal pay.

The fine (not exceeding the amount of four hours' normal pay) shall be applied to the employee in the face of:

- the ineffectiveness of the verbal or written reprimand, or in cases where the nature of the offence is such that a reprimand is deemed inappropriate;
- first more serious offence, also in relation to the tasks performed;

- ineffectiveness of the verbal or written reprimand, or first more serious breach of the confidentiality obligation on the identity of the reporting person - or any other information, including any attached documentation, from which the identity of the reporting person can be directly or indirectly discerned - as set out under Legislative Decree 24/2023 to protect both employees and also the persons involved and/or mentioned in the report, as well as the facilitators;
- moderate acts of retaliation or discrimination against the reporting person or similar persons (e.g., work colleagues) or facilitators;
- in general, non-compliance (repeated or of a certain severity) with the duties laid down in the internal procedures of the OMC Framework or behavior that does not comply with the requirements of the OMC Framework in the performance of an activity in an area at risk or that does not comply with the instructions given by superiors, or with the requirements concerning the protection of persons who report breaches of EU law or national regulatory provisions pursuant to Legislative Decree 24/2023.

(d) Suspension from work and without pay for a maximum of 10 days.

Suspension from pay and service (for a period not exceeding ten days of actual work) shall apply to employees for:

- recurrent cases;
- first more serious offence, also in relation to the tasks performed;
- in general, non-compliance (repeated or of a certain severity) with the duties laid down in the internal procedures of the OMC Framework or behavior that does not comply with the requirements of the OMC Framework in the performance of an activity in an area at risk or that does not comply with the instructions given by superiors, or that does not comply with the requirements concerning the protection of persons who report breaches of Union law or national regulatory provisions pursuant to Legislative Decree 24/2023.
- willful or negligent breach of the whistleblowing laws in accordance with Legislative Decree 24/2023 by employees, failing to fulfil the confidentiality obligation regarding the identity of the reporting person - or any other information, including any attached documentation, from which the identity of the reporting person can be directly or indirectly discerned - provided for to protect both employees and also the persons involved and/or mentioned in the report, as well as the facilitators;
- willful or negligent breach of the whistleblowing provisions as set out under Legislative Decree 24/2023 by employees, including acts of retaliation or discrimination against the reporting person or similar persons (e.g., work colleagues) or facilitators.

(e) Disciplinary dismissal without notice and with all other reasonable and legal consequences.

Workers who, in the performance of an activity in one of the areas at risk, behave in a way that does not comply with the provisions of the OMC Framework and unequivocally aimed at committing one of the criminal offences sanctioned by Legislative Decree No. 231/2001, shall be subject to the disciplinary measure of dismissal in accordance with the national collective labor contract.

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More specifically, the measure shall apply:

- in cases where an employee has willfully or negligently (in the latter case, only for occupational health and safety offences) committed an offence of such importance as to constitute, including in purely abstract terms, an alleged offence within the meaning of Legislative Decree 231/2001;
- in the most serious cases of willful or negligent breach of the whistleblowing laws in accordance with Legislative Decree 24/2023 by employees, failing to fulfil the confidentiality obligation regarding the identity of the reporting person - or any other information, including any attached documentation, from which the identity of the reporting person can be directly or indirectly discerned - provided for to protect both employees and also the persons involved and/or mentioned in the report, as well as the facilitators;
- in the most serious cases of willful or negligent breach of the whistleblowing provisions as set out under Legislative Decree 24/2023 by employees, including acts of retaliation or discrimination against the reporting person or similar persons (e.g., work colleagues) or facilitators.

With regard to detection of the aforementioned breaches, the disciplinary procedure and the imposition of sanctions, the powers of the employer, potentially conferred on specially delegated persons, shall remain unchanged.

Provision is made for the necessary involvement of the Supervisory Board in the procedure for the imposition of disciplinary measures for breach of the OMC Framework, in the sense that a disciplinary sanction for breach of the OMC Framework may not be imposed without prior notification to the Supervisory Board.

Said communication shall not be necessary if the proposal for application of the disciplinary measure comes from the Supervisory Board.

The Supervisory Board shall likewise be notified of any decision to dismiss the disciplinary proceedings referred to in this paragraph.

Workers will be given immediate and extensive information on the introduction of any new provisions by issuing an internal circular explaining the reasons and summarizing their content.

4.6.8. Disciplinary Measures against managers

The management relationship is characterized by its fiduciary nature. A manager's conduct is reflected both within the Company and externally; for instance, in terms of image vis-à-vis the market and in general vis-à-vis the various stakeholders.

Therefore, compliance by the Company's managers with the provisions of this OMC Framework and the obligation to enforce it is considered an essential element of the managerial employment relationship since it constitutes an incentive and an example for all those who are hierarchically subordinate to the managers.

The disciplinary measures that may be imposed on Managers can be found in the disciplinary system provided for under the National Collective Labor Agreement and applies in accordance with the procedures laid down under article 7 of the Workers' Statute and any special regulations applicable.

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Any breaches committed by the Company's managers (understood not only as direct breaches of the OMC Framework, but also of Legislative Decree no. 231/2001 and related laws, including Legislative Decree no. 24/2023 on the subject of whistleblowing), by virtue of the special relationship of trust existing between them and the Company and the lack of an applicable disciplinary system, shall be sanctioned with the disciplinary measures considered to be most appropriate to the individual case in compliance with the provisions set out above under the paragraph *General principles relating to disciplinary measures*, in accordance with the law and contractual provisions, and considering that the aforementioned breaches constitute, in any case, breaches of the obligations arising from the employment relationship.

Said disciplinary measures are envisaged in cases in which a manager expressly allows, or fails to supervise, employees subordinate to him/her, engagement in conduct that does not comply with the OMC Framework and/or is in breach thereof, conduct that may be qualified as offences, or conduct constituting a breach of the Law for the protection of employees or business partners who report unlawful conduct relevant for the purposes of Legislative Decree 231/2001 or breaches of the OMC Framework that they have become aware of by reason of their duties.

Should the breaches of the OMC Framework, or of Legislative Decree 231/2001 and related laws, including Legislative Decree no. 24/2023 on whistleblowing, by managers, constitute an offence liable to criminal sanction, the Company, at its discretion, shall reserve the right to apply the following alternative provisional measures against those responsible and pending the criminal trial:

- interim suspension of the manager from the working relationship with the right, however, to full remuneration;
- assignment of a different position within the Company.

Following the outcome of the criminal trial confirming the breach of the OMC Framework by the manager and thus convicting him/her of one of the criminal offences provided for therein, the manager shall be subject to the disciplinary measure reserved for the more serious offences.

On the other hand, the sanction of dismissal for just cause applies in the case of offences which may lead to application against the Company of interim sanctions as provided for under Legislative Decree No. 231/2001 and are so serious that they seriously undermine the fiduciary element of the employment relationship to the extent of not permitting, even on a provisional basis, continuation of the employment relationship which is based on mutual trust.

Provision is made for the necessary involvement of the Supervisory Board in the procedure for the imposition of disciplinary measures against managers for breach of the OMC Framework, in the sense that a disciplinary sanction for breach of the OMC Framework may not be imposed against a manager without prior notification to the Supervisory Board.

This involvement will be assumed when the proposal for application of the disciplinary measure comes from the Supervisory Board.

The Supervisory Board shall likewise be notified of any decision to dismiss the disciplinary proceedings referred to in this paragraph.

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4.6.9. Measures against the directors (article 5, first paragraph, letter a) of Legislative Decree 231/2001

The Company vigorously assesses breaches of this OMC Framework by those who represent the senior management of the Company and who project its image towards employees, shareholders, customers, creditors, Supervisory Authorities, and the general public. The values of honesty and transparency must first and foremost be embraced, shared, and respected by those who guide corporate decisions so as to set an example and stimulate all those who, at any level, work for the Company.

Breaches of the principles and measures provided for by the OMC Framework adopted by the Company, as well as any failure to comply with Legislative Decree 24/2023 on whistleblowing matters entailing a breach of the obligation of confidentiality on the identity of the reporting person - provided for the protection of both the employee and the persons involved and/or mentioned in the report, as well as the facilitators - or in acts of retaliation or discrimination - to the harm of the reporting person, similar persons (e.g. colleagues) or facilitators - by members of the Board of Directors of the Company must be promptly reported by the Supervisory Board to the entire Board of Directors.

The responsibility of the directors with respect to the Company is, to all intents and purposes, governed by article 2392 of the Civil Code³.

The Board of Directors is in charge of assessing the offence and for taking the most appropriate measures against any directors who committed the offences. In this assessment, the Board of Directors shall be assisted by the Supervisory Board and decide by an absolute majority of those present, excluding any directors who committed the offences.

The disciplinary measures applicable against directors shall include the removal of their delegated powers or office and, if the director is linked to the Company by an employment relationship, dismissal.

Pursuant to article 2406 of the Civil Code, the Board of Directors, in accordance with the applicable legal provisions, shall be in charge of calling Shareholders' Meetings if deemed necessary. It shall be mandatory to call a Shareholders' Meeting for resolutions on the possible removal from office or liability actions against directors (it should be noted that a liability action against directors shall involve damages and therefore cannot be considered to be a disciplinary measure).

³ Article 2392 of the Civil Code, **Responsibility towards the company.**

1. The directors shall perform the duties imposed on them by law and the articles of association with the diligence required by the nature of their office and their specific skills. They shall be jointly and severally responsible towards the company for damages resulting from the failure to comply with such duties unless they relate to the powers of the executive committee or to functions specifically assigned to one or more directors.
2. In any event, the directors, without prejudice to the provisions of the third paragraph of article 2381, shall be jointly and severally responsible if, being aware of adverse facts, they did not do what they could have done to prevent their occurrence or eliminate or mitigate their detrimental consequences.
3. Responsibility for the actions or omissions of the directors does not extend to any director who, not being at fault, recorded his/her dissent without delay on the board's register of meetings and resolutions by immediately notifying the chairperson of the board of statutory auditors in writing.

4.6.10. Measures against statutory auditors

In the event of breach of the principles or rules of behavior provided for under this OMC Framework or any failure to comply with Legislative Decree 24/2023 on whistleblowing matters entailing a breach of the obligation of confidentiality on the identity of the reporting person - provided for the protection of both employees and the persons involved and/or mentioned in the report, as well as the facilitators - or acts of retaliation or discrimination - to the harm of the reporting person, similar persons (e.g. colleagues) or facilitators - by one or more statutory auditors⁴, the Supervisory Board must promptly inform the entire Board of Statutory Auditors and the Board of Directors, in the person of the Chairperson and the Chief Executive Officer, by written report. The intended users of the Supervisory Board's report may, in accordance with the provisions of the Articles of Association, take the appropriate measures, including calling a shareholders' meeting for example, in order to take the most appropriate measures provided for by law.

In the event of breaches constituting just cause for revocation, the Board of Directors shall propose adopting the relevant measures and taking the further steps required by law to the Shareholders' Meeting.

4.6.11. Measures against the members of the Supervisory Board

Breaches of this OMC Framework or any failure to comply with Legislative Decree 24/2023 on whistleblowing matters entailing a breach of the obligation of confidentiality on the identity of the reporting person - provided for the protection of both employees and the persons involved and/or mentioned in the report, as well as the facilitators - or acts of retaliation or discrimination - to the harm of the reporting person, similar persons (e.g. colleagues) or facilitators - by members of the Supervisory Board must be promptly notified, by any of the statutory auditors or directors, to the entire Board of Statutory Auditors and the Board of Directors. These bodies, subject to contesting the breach and granting appropriate means of defense, will take the appropriate actions such as revocation of the appointment.

4.6.12. Measures against External Parties

Any behavior by External Parties that conflicts with the rules of conduct indicated under this OMC Framework and that could involve the risk of committing a criminal offence provided for under Legislative Decree 231/01 or any non-compliance with Legislative Decree 24/2023 regarding whistleblowing - entailing a breach of the obligation of confidentiality on the identity of the reporting person, the persons involved and/or mentioned in the report, or the facilitators, or any retaliation or discrimination to the harm of the reporting person, similar persons (e.g. work colleagues) or facilitators - could result in, according to the provisions of the specific contractual clauses in the letters of appointment or contracts, the termination of the contractual relationship, or the right to withdraw from it, subject to any request for compensation if said behavior causes harm to the

⁴ Although the statutory auditors cannot be considered - in principle - to be persons in senior positions, it is nevertheless hypothetically conceivable that they could be involved, even indirectly, in the commission of the criminal offences set out in the Decree (possibly as accomplices of members of senior management).

Company and, for example, in the case of application, including on an interim basis, of the disciplinary measures provided for by the Decree for the Company.

The Supervisory Board, in coordination with the Chief Executive Officer or another person delegated by the latter, shall ensure that specific procedures are adopted to transmit the principles and code of conduct contained in this OMC Framework and in the Code of Ethics to external parties, and shall ensure that they are informed of the consequences that may result from their breach.

⁴ Although the statutory auditors cannot be considered - in principle - to be persons in senior positions, it is nevertheless hypothetically conceivable that they could be involved, even indirectly, in the commission of the criminal offences set out in the Decree (possibly as accomplices of members of senior management).

4.7. The communication and training plan

4.7.1. Communication and training on the OMC Framework

Communication of the OMC Framework and the Code of Ethics shall be handled in the following ways:

- **Internal Parties:** the OMC Framework (General Section and Special Sections) is published on the company intranet (overme/overdocs). All Internal Parties shall therefore be informed of the publication (and/or update) of the aforementioned documents by means of a specific Internal Communication that will be transmitted via the company's e-mail inbox;
- **External Parties:** the General Section of the OMC Framework is published on the company internet site on the page [231/01 Organization, Management, and Control Framework | Whistleblowing](#).

With regard to training the Internal Parties and information to External Parties of the OMC Framework, the Supervisory Board will supervise and complete them, along with the Legal department, and will be organized as follows:

- **For Internal Parties:** training shall be provided to new recruits and periodic updates shall be made in cases of significant changes to the OMC Framework and, in particular, in the event of the introduction by the legislature of additional alleged criminal offences.
The training courses include i) an introduction to the Confindustria regulations and Guidelines; ii) an in-depth examination of the principles contained in the Code of Ethics as well as in the General Section of the OMC Framework; iii) a description of the role played by the Supervisory Board; iv) a description of the disciplinary system; v) an in-depth examination of Whistleblowing.
The training courses shall be given both in English, in 'live' mode, by the Legal department for all Internal Parties who do not speak Italian and shall also be delivered in Italian by an external Provider

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selected by the HR department with the specific course being chosen in consultation with the Legal department.

The 'live' training given by the Legal department in English was recorded and is available to Internal Parties at any time on the OverIT Academy portal.

Participation in the training programs described above is compulsory and checking actual attendance is delegated to the Legal Department in accordance with the HR Department. It shall be the responsibility of the Legal department to inform the Supervisory Board of the outcome of the aforementioned checks.

In any case, it shall always be the responsibility of the Supervisory Board to check:

- the quality of the courses;
 - the frequency of the updates;
 - the active participation by staff in the courses.
- **For External Parties:** general information shall be distributed to all those who have current contractual relations with the Company in the context of sensitive activities. The information report will be delivered to those with whom contractual relations are established in the future when the relevant contracts are agreed, or there will be a specific clause within the contracts themselves. It will be the responsibility of the Supervisory Board to check the adequacy of the information report and its actual communication.

In addition, when appointing a new Supplier, as indicated in Procurement Procedure, the Procurement department shall send the potential supplier the self-declaration *Compliance with the OverIT Code of Ethics - OMC Framework*, which is mandatory to qualify as a Supplier.

4.8. The Supervisory Board

4.8.1. Regulatory framework

Article 6, first paragraph, letter b) states, with reference to the actions of Senior Management, that *“the duty to monitor the performance and compliance with the models and oversee their updates”* has to be entrusted *“to a body of the institution with independent powers of initiative and control”*.

Even though there is no express legislative reference with respect to the action of parties *subject to the management of others* for the purpose of the effective implementation of the OMC Framework, article 7, fourth paragraph, letter a) requires the *periodic review and possible amendment of the OMC Framework if significant breaches of the requirements are discovered or if changes occur in the organization or activity*. This is a typical task for the Supervisory Board.

The Supervisory Board is the corporate department responsible for supervising the OMC Framework, in terms of monitoring ethical, organizational and management procedures.

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4.8.2. Appointment and removal process

The Supervisory Board is appointed by the Board of Directors, subject to resolution.

The appointment must explain the criteria adopted in identifying, structuring, and forming the body or department entrusted with the role of Supervisory Board, as well as the reasons that led to that choice and to the appointment of the individual members of the Supervisory Board.

In its collective composition, the Board of Directors shall appoint the Chairperson of the Supervisory Board from among its members. In any case, the Chairperson, at the time of appointment and throughout the entire term of office, shall not be bound in any way or for any reason whatsoever to the Company by ties of employment or subordination or hold managerial positions within it.

The individual members of the Supervisory Board must personally meet the requirements of integrity and morality.

The following shall be grounds for ineligibility:

- owning, directly or indirectly, an equity interest to the extent of being able to exert control or significant influence on the company;
- being a close relative of executive directors of the company or of persons in the situations indicated in the preceding points;
- being incapacitated, disqualified or bankrupt;
- being subject to criminal proceedings for one of the criminal offences indicated in Legislative Decree 231/01;
- having requested and being granted imposition of the penalty at the agreement of the parties pursuant to article 444 of the Code of Criminal Procedure for one of the criminal offences indicated under Legislative Decree 231/01;
- being convicted by irrevocable judgment pursuant to article 648 of the Code of Criminal Procedure:
 - for reasons related to the performance of his/her duties;
 - for reasons that significantly affect his/her professional morals;
 - for reasons that involve the prohibition from holding public office, executive offices in companies and legal institutions, from a profession or an art, and ineligibility to contract with the Public Authorities;
 - and, in any case, for having committed one of the criminal offences covered by Legislative Decree 231/01;
- in any case, in order to protect the essential requirements of the Supervisory Board, from the time a member is notified of the commencement of criminal proceedings pursuant to articles 405 and 415 bis of the Code of Criminal Procedure and until a verdict of acquittal is handed down pursuant to article 425 of the Code of Criminal Procedure or if prosecuted, until acquittal pursuant to articles 529 and 530 of the Code of Criminal Procedure; this cause of ineligibility applies exclusively to criminal proceedings for acts referred to in the previous point.

The appointment must provide for the duration of the appointment. The appointment must also provide for remuneration for the office, except in the case of appointment of members of other bodies or departments for which the supervision of the adequacy and effective functioning of the internal control system is a predominant part of their duties, since the OMC Framework adopted - according to the most authoritative legal theory - forms an integral part of the internal control system.

The members of the Supervisory Board shall cease to be members due to resignation, incapacity, death, or removal.

The members of the Supervisory Committee may be removed:

- in the event of repeated failure to perform duties or unjustified inactivity;
- in the event of the injunctive measures being imposed against the Company due to the inactivity of the members;
- if breaches of the OMC Framework by parties with obligations are found and there is a failure to report such breaches and check the suitability and effective implementation of the OMC Framework with a view to proposing possible amendments;
- should any of the above grounds for ineligibility arise after appointment.

The removal shall be decided upon by the Board Of Directors.

In the event of the resignation, incapacity, death, or removal of a member of the Supervisory Board, the Chairperson of the Supervisory Board shall promptly notify the Board of Directors, which shall take the appropriate decisions without delay.

In the event of the resignation, incapacity, death, or removal of the Chairperson of the Supervisory Board, he/she shall be replaced by the oldest member who shall remain in office until the date on which the Board of Directors resolves to appoint a new Chairperson of the Supervisory Board.

4.8.3. Essential requirements

Due to the specific nature of the tasks that fall to it, the provisions of Legislative Decree 231/01 and the indications contained in the Guidelines issued by Confindustria, the choice of internal body endowed with autonomous powers of initiative and control was made in such a way as to ensure that the Supervisory Board meets the requirements of autonomy, independence, professionalism and continuity of action that Legislative Decree 231/01 requires for this function.

In particular, also in consideration of the aforementioned Confindustria Guidelines, the aforementioned requirements can be classified as follows:

4.8.3.1. Autonomy

The Supervisory Board has autonomous decision-making powers.

The Board is autonomous with respect to the Company, i.e., it is not involved in operational activities in any way, nor is it involved in management activities. In addition, the Board can perform its role without the direct or indirect influence of the controlled parties. The activities implemented by the Supervisory Board cannot be judged by any other corporate body or unit.

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The Board is also autonomous in the regulatory sense, i.e., it can determine its own behavioral and procedural rules within the scope of the powers and functions determined by the Board of Directors.

4.8.3.2. Independence

The independence of the Supervisory Board requires that it cannot be subordinate in any way with respect to the Company. Independence is achieved through a proper and appropriate hierarchy.

4.8.3.3. Professional competence

The Supervisory Board shall be professionally competent and reliable.

The technical and professional competence appropriate to the functions it is called upon to perform must therefore be ensured, as a whole at a collective level; legal, accounting, business, organizational and occupational health, and safety skills are required.

In particular, specific skills in inspection and consultancy activities must be ensured, such as skills in statistical sampling, risk analysis and assessment techniques, interviewing and questionnaire design techniques, and fraud detection methodologies.

These characteristics, combined with its independence, shall guarantee objectivity of judgement.

4.8.3.4. Continuity of action

In order to ensure the effective and constant implementation of the OMC Framework, the Supervisory Board shall operate on an uninterrupted basis. Therefore, in the operational solutions it adopts, the Supervisory Board guarantees that it shall act with primary commitment, while not necessarily exclusive commitment, but in any case, so that it can effectively and efficiently perform its official tasks.

4.8.4. Organizational arrangement

Article 6 of Legislative Decree 231/01 requires the Board to be part of the Company and collectively part of the organization chart. This is the only way that the Supervisory Board can stay informed of the Company's affairs and carry out the necessary coordination with the other corporate bodies. Likewise, the Supervisory Board has to act from the inside to guarantee the necessary continuity of action.

The Supervisory Board forms part of the **staff** of the Board of Directors and is appointed by it. In order to further guarantee the independence requirement, the Supervisory Board has reporting obligations towards the Shareholders' Meeting.

Constant information flows between the Supervisory Board and the Board of Directors shall also be ensured by virtue of its inside position in the Company and its organizational position.

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4.8.5. Members

By applying all the aforementioned principles to the Company's business and in view of the specific nature of the tasks to be performed by the Supervisory Board, the Company intended to set up a Supervisory Board that would act on a collective basis and comprise three members.

The Supervisory Board has the right to use a specific secretary authorized to carry out operational support activities, within the framework of its full decision-making autonomy. The performance by the secretary of the operational activities in support of the Supervisory Board is governed by a specific mandate or appointment.

The tasks that can be delegated externally are those relating to the performance of all activities of a technical nature, subject to the obligation by any department or other external party used to support it to report to the institution's Supervisory Board. It is clear that granting this type of delegation of authority shall not diminish the responsibility of the institution's Supervisory Board with regard to the supervisory function conferred upon it by law.

The number of members is adequate to ensure that the Supervisory Board possesses the prescribed requirements of autonomy of action and continuity of action.

4.8.6. Functions

The Supervisory Board performs the tasks provided for in articles 6 and 7 of Legislative Decree 231/01 and in particular performs:

- supervision and oversight;
- monitoring with regard to implementation of the Code of Ethics;
- amendments and updates of the OMC Framework;
- reporting with respect to the corporate bodies;

4.8.6.1. Supervision and oversight

The primary function of the Supervisory Board relates to the ongoing supervision of the functions of the OMC Framework.

The Supervisory Board must supervise:

- compliance with the provisions of the OMC Framework by the Intended Users in relation to the different types of criminal offences covered by Legislative Decree 231/01;
- the real effectiveness of the OMC Framework in relation to the company structure and its actual capacity to prevent the commission of the criminal offences referred to in Legislative Decree 231/01.

In order to adequately perform this important function, the Supervisory Board must carry out periodic checks of the individual areas assessed as sensitive, ensuring the actual adoption and proper application of the protocols, the preparation and regular maintenance of the documentation envisaged in the protocols themselves, and the overall efficiency and functionality of the measures and precautions adopted in the OMC Framework with respect to preventing and impeding the commission of the criminal offences envisaged by Legislative Decree 231/01.

More specifically, the Supervisory Board shall be in charge of:

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- ensuring the effective adoption and correct application of the control protocols provided for by the OMC Framework. However, the controls are the primary responsibility of operational management and are considered to be an integral part of every business process, hence the importance of a staff training process.
- carrying out, also through the operational support of the secretary, periodic targeted checks on specific transactions or acts performed, especially in the context of sensitive activities, with the results to be summarized in a special report with the contents set out in communications to the corporate bodies, as described below;
- collecting, processing, and filing the relevant information with regard to compliance with the OMC Framework;
- monitoring the initiatives to spread awareness and understanding of the OMC Framework.

4.8.6.2. Monitoring the implementation of the Code of Ethics

The Supervisory Board shall monitor the application of and compliance with the Code of Ethics adopted by the Company's Board of Directors on 22 December 2021.

The Supervisory Board shall monitor the dissemination, understanding and implementation of the Code of Ethics and make suggestions regarding the need to update the Code to the Board of Directors.

4.8.6.3. Updating the OMC Framework

The Supervisory Board has the task of assessing whether changes should be made to the OMC Framework, and shall make appropriate proposals to the Board of Directors should they become necessary as a result of:

- significant breaches of the requirements of the OMC Framework;
- significant amendments to the internal organization of the Company, or the mechanisms used to carry out the business activities;
- regulatory amendments.

More specifically, the Supervisory Board shall be in charge of:

- conducting surveys of company activities for the purpose of updating the mapping of the sensitive activities;
- coordinating with the delegated manager for training programs for staff and business associates;
- interpreting the relevant legislation on the subject of eligible offences, as well as any guidelines that may have been drawn up, also as an update to existing ones, and checking the adequacy of the internal control system in relation to the regulatory requirements or to the Confindustria Guidelines;
- checking the need to update the OMC Framework.

4.8.6.4. Reporting with respect to the corporate bodies

The Supervisory Board shall have to liaise constantly with the Board of Directors.

The Supervisory Board shall report to the Board of Directors:

- where necessary, if it is unable to reach a unanimous decision;

- where necessary, regarding the formulation of proposals for any updates and adjustments to the OMC Framework;
- immediately, with regard to ascertained breaches of the OMC Framework in cases where such breaches could result in liability for the Company so that appropriate measures may be taken. In cases where it is necessary to take appropriate measures against directors, the Supervisory Board is required to inform the Shareholders' Meeting;
- periodically, with an information report, at least twice a year, concerning the verification and control activities carried out, along with their outcome, as well as in relation to any critical issues that have emerged in terms of behavior or events that may have an effect on the adequacy or effectiveness of the OMC Framework itself.

Supervisory Board meetings may be called at any time by the aforementioned body or may itself make such a request in order to report on the functioning of the OMC Framework or on specific situations.

4.8.6.5. Management of information flows

In order to facilitate control and supervisory activities, information flows towards the Supervisory Board must be activated and guaranteed.

The Supervisory Board shall therefore have to be constantly informed of what is happening in the Company and of any relevant aspects.

The information obligations towards the Supervisory Board shall ensure the orderly performance of the supervisory and control activities on the effectiveness of the OMC Framework and concern, on a periodic basis, the information, data and news specified in the details of the Special Sections, or further identified by the Supervisory Board and/or requested from the individual Company departments.

This information must be sent within the timeframes and in the ways that are defined in detail in the Special Sections or that will be defined by the Supervisory Board (information flows).

The obligation to inform the Supervisory Board shall also include, occasionally, any other information of any kind that concerns implementation of the OMC Framework in the sensitive activity areas, as well as compliance with the provisions of Legislative Decree 231 which may be useful for the performance of the Supervisory Board's duties and the following in particular on an obligatory basis:

- information on the effective implementation, at all levels of the company, of the OMC Framework, with evidence of any disciplinary measures imposed, or of the measures to dismiss any disciplinary proceedings, giving the appropriate reasons;
- the emergence of new risks in the areas managed by the various managers;
- any reports prepared by the various managers as part of their controls which could show facts, actions or omissions indicating weaknesses with respect to compliance with the provisions of Decree 231 or the provisions of the OMC Framework;
- the anomalies or atypical issues detected or the findings by the corporate departments of the controls put in place to implement the OMC Framework;

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- the measures and/or information from judicial police or any other public authority which could indicate that investigations are being carried out for the criminal offences under Decree 231, even against unknown persons;
- internal reports indicating liability for the alleged offences;
- reports or requests for legal assistance sent to the Company by Senior Management or their subordinates in the event of legal proceedings brought against them for one of the criminal offences provided for in Legislative Decree 231/01;
- reports by Senior Management or their subordinates of alleged cases of breaches or non-compliance with specific behavioral rules or of any suspicious behavior with reference to the offences set out under Legislative Decree 231/01;
- reports by business associates, agents and representatives or consultants, or in general, self-employed parties, Suppliers and the Partners (including in the form of temporary associations of enterprises and joint ventures), and more generally, by all those who, in any capacity, operate within the scope of so-called sensitive activities on behalf of or in the interest of the Company.

The Supervisory Board is not obliged to verify all the events represented in a precise and systematic manner; it is therefore not obliged to act every time there is a report since it is left to the discretion and responsibility of the Supervisory Board to assess the specific cases in which it is appropriate to activate more detailed checks and interventions.

With reference to the mechanisms for sending the reports by Senior Management or their subordinates, the obligation to inform the employer of any conduct that is contrary to the OMC Framework falls within the broader duty of diligence and duty of loyalty of the employee. Consequently, proper fulfilment of the duty to inform by the employee cannot give rise to the application of disciplinary sanctions. Conversely, any improper disclosure, whether in terms of content or form, prompted by defamatory intent shall be subject to appropriate disciplinary sanctions.

In particular, the following requirements shall apply:

- information and reports from anyone, including those relating to any breach or suspected breach of the OMC Framework and its general principles and the principles enshrined in the Code of Ethics must be made in writing and also anonymously. The Supervisory Board shall act to guarantee protection to the reporting persons against any form of retaliation, discrimination or penalization, or any consequence resulting from them, ensuring confidentiality regarding their identity, subject to any legal obligations and safeguarding the rights of the Company or any persons accused erroneously and/or in bad faith;
- the information and reports must be sent by the interested party directly to the Supervisory Board;
- the Supervisory Board shall assess the reports received; all the Intended Users of the reporting obligations are required to cooperate with the Board in order to enable it to collect all the additional information deemed necessary for a correct and complete assessment of the report.

The information flows and reports are stored by the Supervisory Board in a specific computer and/or hard copy database. The data and information stored on the database shall be made available to parties outside the Supervisory Board subject to authorization of the Board unless access is obligatory in accordance with the

law. The latter defines, in an internal provision, the criteria and conditions for access to the database, as well as for the storage and protection of data and information in compliance with prevailing laws.

4.8.7. Powers

The main powers of the Supervisory Board are:

- self-governance and defining internal operating procedures;
- supervision and oversight.

With reference to the powers of self-governance and defining internal operating procedures, the Supervisory Board is exclusively responsible for the following:

- how to report its activities and decisions;
- the methods of communication and direct reporting with each corporate structure, as well as the acquisition of information, data, and documentation from corporate units;
- the coordination procedures with the Board of Directors and participation in the meetings of those bodies, at the initiative of the Board itself;
- the methods used to organize its supervisory and oversight activities and how it reports on the results of its activities.

With reference to the powers of supervision and oversight, the Supervisory Board:

- has free, unconditional access to all the Company departments - without the need for any prior consent - in order to obtain any information or data deemed necessary for the performance of the tasks provided for under Legislative Decree 231/01;
- may freely arrange, without any interference, its initial budget, and the budget for the period in order to meet any requirements necessary for the proper performance of its tasks;
- may avail of, if considered necessary - under its direct supervision and responsibility - support from all the Company units;
- likewise, it may, with full decision-making autonomy, and if specific skills are required, and in any case to perform its tasks professionally, avail of operational support from certain operating units of the Company, or even help from specific professionals outside the Company, using its own budget for the period for the purpose. In these cases, persons that do not form part of the Supervisory Board shall provide mere technical support of an advisory nature;
- may, having made the appropriate investigations and assessments and having talked to the offending party, report the event in accordance with the rules laid down in the Disciplinary System adopted pursuant to Legislative Decree no. 231/01, it being understood that the process of formal notice and imposition of the disciplinary shall be carried out by the employer.

4.8.8. Budget

In order to further strengthen the requirements of autonomy and independence, the Supervisory Board shall be endowed with an adequate initial budget and budget for the period approved in advance by the Board of Directors and proposed, in consideration of its needs, by the Supervisory Board itself.

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The Supervisory Board may make arrangements for these economic resources on a fully autonomous basis subject to having to report on the use of said budget at least annually and justify the presentation of the budget for the subsequent period, within the scope of the periodic information report to the Board of Directors.

4.9. Provisions relating to the management of Whistleblowing reports

4.9.1. The role of the Supervisory Board

The Supervisory Board must be promptly informed, by means of a specific internal communication system, of those actions, behavior or events leading to a situation that could lead to a breach, including potential breach, of the OMC Framework or which, more generally, may be relevant for the purposes of Legislative Decree 231/01. The Supervisory Board has the task of monitoring potentially sensitive operations and setting up an effective internal communication system to allow the transmission and collection of relevant information pursuant to Legislative Decree 231/01, which provides, at article 6, paragraph 2, letter d), for the obligation by the Intended Users of the OMC Framework to inform the Supervisory Board in order to facilitate the proper performance of the tasks assigned to it.

Reports can be made via the 'Whistleblowing' platform accessible on the website:

<https://overit.whistleblowing.it/>

The reports can be sent through the following information channels by sending them to the following email address:

omc_supervisorybody@overit.it

In accordance with the provisions of Legislative Decree 24/2023, the Company adopted *Instructions for the reporting person* with regard to the *Whistleblowing Procedure*, which govern:

- the process of receiving, analyzing, and processing reports;
- the mechanisms to manage the relevant preliminary inquiry in compliance with privacy legislation or other legislation in force in the country where the reported fact occurred, applicable to the party and the purpose of the report.

With regard to the above:

- OverIT has identified the Supervisory Board as the competent body for the handling of Protected Reports submitted through the Internal Reporting Channel. More specifically, the process of handling reports is divided into four phases: intake; preliminary inquiry; assessment; disciplinary measures/actions for improvement;
- If the reports concern the entire Supervisory Board, the reporting persons can send the reports directly to the Board of Directors through the following channel:

omc_boardofdirectors@overit.it

- The Relevant Offences relating to unlawful conduct pursuant to Legislative Decree 231/2001 or breaches of the OMC Framework (which do not fall under the breaches of national and European laws) may be transmitted exclusively through the Internal Reporting Channels.

As underlined by the Confindustria Guidelines, the Supervisory Board shall check the functioning of the whistleblowing system and inform the institution of any need for its improvement.

Reports to the Supervisory Board may concern all breaches of the OMC Framework, even if only alleged, and facts, both ordinary and extraordinary, relevant to its implementation and effectiveness. In particular, information reports on the following must be sent to the Supervisory Board:

- pending criminal proceedings against employees and the reports or requests for legal assistance sent by the staff in the event of legal proceedings being brought for one of the criminal offences provided for under Legislative Decree 231/01;
- any reports prepared by the managers of other company departments and/or operating units within the scope of their controls which could indicate news relating to the actual implementation of the OMC Framework, or facts, actions or omissions indicating weaknesses with respect to compliance with the provisions of Decree 231/01;
- news relating to disciplinary proceedings carried out and any sanctions imposed, in relation to any cases provided for under Legislative Decree no. 231/01, or the measures taken to dismiss said proceedings and the reasons for them. This obligation is also incumbent on all persons (directors, statutory auditors, employees, business associates, external consultants, suppliers, etc.) who, in the course of their activities, become aware of the aforementioned breaches.

The reporting person is required to provide all elements known to him/her that could help verify as necessary the facts reported.

The reports must contain the following essential elements:

- subject matter: a clear description of the facts to be reported is required, with an indication (if known) of the circumstances of time and place in which the facts were committed/omitted;
- person being reported on: the reporting person must provide the personal details or in any case other elements (such as company function/role) that would enable easy identification of the alleged perpetrator of the unlawful conduct;

In addition, the reporting person may indicate the following further elements: (i) his/her own personal details if he/she does not wish to avail of the right to keep his/her identity confidential; (ii) an indication of any other persons who may be able to report on the facts narrated; (iii) an indication of any documents that could confirm the validity of those facts. If the report is clearly unfounded and/or made with malice or gross negligence and/or with the purpose of harming the person being reported on, the Company and the person being reported on respectively shall be entitled to take action to protect the propriety of the conduct in the Company and its/his/her reputation.

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On the other hand, in the event of receipt of anonymous reports, also in light of ANAC's instructions, said reports, if they are timely, detailed and supported by appropriate documentation, may be treated by the company as ordinary reports⁵ and, as such, may be processed in accordance with the internal rules where implemented. In any case, anonymous reports must be recorded by the reporting manager and the documentation received must be retained. The Decree provides that if an anonymous reporting person is subsequently identified and has suffered retaliation, the reporting person must be guaranteed the protections provided for reporting persons.

The identity of the reporting person shall not be protected in the case of reports that are manifestly unfounded and deliberately prearranged with the aim of harming the reporting person or the company. In this case, said conduct shall constitute a serious disciplinary breach and will be punished in accordance with the procedures set out in chapter 5 of this OMC Framework in the same way as any retaliatory acts are carried out against a reporting person acting in good faith. The following is also prohibited:

- the use of insulting expressions;
- the submission of reports for purely defamatory or slanderous purposes;
- the submission of reports that relate exclusively to aspects of private life, without any direct or indirect connection with the company's business.

These reports will be considered even more serious when they refer to sexual, religious, political, or philosophical habits or positions. Briefly, each report must have the protection of the integrity of the company or the prevention and/or suppression of unlawful conduct as defined in the OMC Framework as its sole purpose. The Supervisory Board shall promptly assess the reports received and any measures that may be necessary. Reasons must be given to justify any decision not to initiate an internal preliminary inquiry and be recorded and kept on record by the Board. Reports received will be held on record and registered as attachments to the minutes of the Supervisory Board meetings. The Supervisory Board is responsible for protecting the reporting persons from any form of retaliation, discrimination or penalization, ensuring the confidentiality of the reporting person's identity, using the mechanisms provided for under the *Whistleblowing Procedure*, subject to legal obligations and the protection of the rights of the company or the persons who have been accused in error and/or in bad faith; if this obligation is not complied with, it will mean that the OMC Framework has been seriously breached.

The confidentiality guarantees set out in the above-mentioned Whistleblowing Procedure also protect the person being reported.

⁵ The concept of confidentiality of the reporting person's identity must be clearly distinguished from anonymity. Anonymous reports are not considered to be whistleblowing.

4.9.2. The ban and protection against retaliation

Pursuant to article 17 of Legislative Decree 24/2023, the institutions and persons referred to in article 3 of said decree (e.g., employees, self-employed workers, business associates, etc.) may not suffer any retaliation. Said protection also applies to facilitators and other similar persons to reporting persons (e.g., co-workers).

Retaliatory actions taken in breach of this prohibition are null and void.

In the context of judicial or administrative proceedings or out-of-court disputes concerning the establishment of conduct, actions, or omissions of a retaliatory nature, it shall be presumed that they have been committed as a result of the report, public disclosure, or complaint to the judicial or accounting authorities. The burden of proving that such conduct or acts are motivated by reasons unrelated to the report, public disclosure or complaint shall lie with the person who made it.

Moreover, in the event of a claim for damages submitted to the judicial authorities by the persons referred to in article 3 of Legislative Decree 24/2023, if such persons prove that they have made a report, public disclosure or complaint to the judicial or accounting authorities pursuant to that decree and have suffered damage, it shall be presumed, unless proved otherwise, that the damage is the consequence of said report, public disclosure or complaint to the judicial or accounting authorities.

UPDATE OF VERSION

VERSION	DATE	REASON	AMENDMENTS
1.0	22.12.2021	Introduction to the Model	Introduction to the Model
1.1	29.07.2022	New communication methods with the Supervisory Board. Update of terms for reporting to the corporate bodies by the Supervisory Board	Update
1.2	25.11.2022	Update of the Organization, Management and Control Framework based on the provisions of: (i) Legislative Decree no. 184/2021; (ii) Legislative Decree no. 195/2021; (iii) Law no.	Update

		238/2021; (iv) Law no. 22/2022; (v) Law no. 25/2022.	
2.0	19/12/2023	Update of the Organization, Management and Control Framework based on the provisions of: (i) Legislative Decree no. 19/2023 (ii) Law no. 137/2023; (iii) Law no. 93/2023. Introduction of the new rules on Whistleblowing pursuant to Legislative Decree no. 24/2023.	Update