



## General Section

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## OVERIT S.P.A. - ORGANIZATION, MANAGEMENT AND CONTROL FRAMEWORK (“OMC FRAMEWORK”) - AS PURSUANT TO ITALIAN LEGISLATIVE DECREE NO. 231, JUNE 8<sup>TH</sup> 2001

Version 1.2. - adopted by the Board of Directors on 11/25/2022

### VERSION UPDATES HISTORY

VERSION	DATE	REASON	AMENDMENTS
1.0	12.22.2021	OMC Framework introduction	OMC Framework introduction
1.1	07.29.2022	Establishment of new means of communication with the Supervisory Body. Adaptation of terms for allowing the Supervisory Body to report them to corporate departments.	Update
1.2	11.25.2022	OMC Framework update based on the provisions of (i) Italian Legislative Decree No. 184/2021; (ii) Italian Legislative Decree No. 195/2021; (iii) Law No. 238/2021; (iv) Law No. 22/2022; (v) Law No. 25/2022.	Update

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## DEFINITIONS

- “Code of Ethics”: document adopted by OverIT S.p.A. indicating the values the Company is ruled by when carrying out its business;
- “Decree” or “Decree 231”: Italian Legislative Decree No. 231 as of June 8, 2001, and subsequent amendments and addenda;
- “Supervisory Body” or “SB”: entity body endowed with autonomous powers of initiative and control, in charge of supervising the implementation and compliance of the Frameworks and ensuring they are updated as set forth in the Italian Legislative Decree No. 231/2001;
- “Consultants”: persons acting in the name and/or on behalf of OverIT S.p.A. on the basis of a specific mandate or other consulting or collaboration bonds;
- “Executives”: executives of OverIT S.p.A.;
- “Employees”: all subordinate workers of OverIT S.p.A. (i.e., executives, office workers, etc.);
- “OMC Framework”: organization, management, and control Framework provided for in the Italian Legislative Decree 231/2001, adopted and effectively implemented on the basis of the reference principles set forth in this document;
- “Public Administration”: the Public Administration, including its officials acting as Public Officials or Persons in Charge of a Public Service (the same definition refers to any person who has the role of a public official or person in charge of a public service even if not employed by a Public Administration);
- “Partners”: natural or legal persons having contractual relations with OverIT S.p.A., (e.g., suppliers, distributors), or individuals engaged with the Company in contractually regulated relationships of any form aiming at cooperating with the Company within the scope of sensitive processes;
- “Offense”: offense subject to the regulations set forth in the Italian Legislative Decree 231/2001;
- “Sensitive Processes”: activities of OverIT S.p.A. presenting risks as regards the commission of crimes subject to the regulations set forth in the Italian Legislative Decree 231/2001;
- “Risk area”: company area/sector presenting risks as regards the commission of crimes subject to the regulations set forth in the Italian Legislative Decree 231/2001;
- “Control systems”: control system set up by the company to adopt appropriate protocols in order to prevent the commission of crimes subject to the regulations set forth in the Italian Legislative Decree 231/2001;
- “Confindustria Guidelines”: guidelines issued by the Italian Confindustria employers’ federation for developing organization, management, and control frameworks in compliance with the Italian Legislative Decree 231/2001 and approved by the Ministry of Justice on May 24, 2004 and subsequent amendments;
- OverIT S.p.A.: hereinafter referred to as “OverIT” or “Company”.

## 1. ITALIAN LEGISLATIVE DECREE 231/2001

### 1.1. GENERAL PRINCIPLES CONCERNING THE ADMINISTRATIVE LIABILITY OF ENTITIES

The Italian Legislative Decree No. 231 of June 8, 2001, issued in pursuance of the proxy laid down in Article 11 of Law No. 300 of September 29, 2000, introduced into the Italian legal system the liability of entities for administrative Offenses arising from crimes.

In further detail, the Decree provided that legal entities, companies, and associations, including those without legal personality, are deemed liable in case their top executives, or those working under their direction or supervision, commit given types of crimes, which are exhaustively identified, in the interest or for the benefit of the entity itself.

The regulation aims at making entities aware of the need to have an appropriate internal organization to prevent their top executives or persons under their supervision from committing crimes.

It should be noted that the administrative liability of the entity supplements rather than replaces the criminal liability of the natural person who effectively committed the crime provided for in the Decree (i.e., predicate offense).

For the sake of convenience, listed below are the categories of crimes subject to such regulations:

- Crimes committed in the relations with the Public Administration and corruption (Articles 24 and 25)
- Crimes against public faith (Article 25-bis)
- Corporate crimes (Article 25-ter)
- Crimes with terrorist or subversion purposes (Article 25-quater)
- Market abuse (Article 25-sexies)
- Crimes against individuals (Article 25-quinquies)
- Transnational crimes (Law No. 146, March 16, 2006, Articles 3 and 10)
- Practice of female genital mutilation (Article 25-quater 1)
- Crimes committed in violation of accident prevention and occupational hygiene and the health protection laws (Article 25-septies)
- Handling of stolen goods, money laundering, and use of money, assets, or profits of illegal origin as well as self-money laundering (Article 25-octies)
- IT crimes and unlawful processing of data (Article 24-bis)
- Crimes against industry and trade (Article 25-bis1)
- Organized crime (Article 24-ter)
- Copyright infringement crimes (Article 25-novies)
- Inducement not to make declarations or to make untruthful declarations to judicial authorities (Article 25-decies)
- Environmental crimes (Article 25-undecies)
- Employment of illegally staying third-country nationals (Article 25-duodecies)
- Crimes of racism and xenophobia (Article 25-terdecies)
- Fraud in sports competitions, illegal gaming or betting and gambling exercised by means of prohibited devices (Article 25-quaterdecies)
- Tax crimes (Article 25-quinquiesdecies)
- Crimes of smuggling (Article 25-sexiesdecies)
- Crimes involving non-cash payment instruments (Article 25-octies.1)

- Crimes of bribery among private individuals and incitement to bribery among private individuals (Article 25-ter)
- Crimes against cultural heritage (Article 25-septiesdecies)
- Laundering of cultural property, destruction and looting of cultural and landscape assets (Article 25-duodevicies)
- Each predicate offense provided for in the Decree is detailed in Annex 1 “Regulatory Appendix” to this Framework.

## **1.2. CONDITIONS FOR THE ADMINISTRATIVE LIABILITY OF ENTITIES**

### **1.2.1. ACTIVE SUBJECTS OF THE PREDICATE OFFENSE AND THEIR LINK WITH THE ENTITY**

Article 5, paragraph 1 of the Decree specifies the natural persons whose criminal conduct constitutes the pre-condition for giving rise to the administrative liability of entities in compliance with the so-called association parameter.

This article states the entity as liable for those crimes committed in its interest or for its benefit:

- a) by persons having roles of representation, administration, or management in the entity or in one of its organizational units with financial and functional autonomy, and by persons actually managing and controlling the entity;
- b) by persons working under the direction or supervision of one of the persons referred to in letter a).

With reference to the individuals referred to in letter a), it is worth noting that the Legislature does not deem it necessary that the top executives formally hold their role, being it sufficient that the functions performed de jure or de facto concern the management and control of the entity (as noted by the Ministerial Report to the Decree both functions shall be exercised).

### **1.2.2. INTEREST OR BENEFIT OF THE ENTITY**

As mentioned above, the natural persons whose criminal conduct constitutes the pre-condition for giving rise to the administrative liability of entities shall have committed the so-called predicate offense in the interest or to the benefit of the entity.

The interest of the entity always requires the ex-ante verification of the criminal conduct of the natural person, while the benefit of the entity always requires the ex-post verification thereof and can be provided by the entity even in case the natural person did not act in its interest. The terms “interest” and “benefit” refer to different legal concepts, each one having specific and independent relevance, since a conduct may initially be seen as beneficial to the entity’s interests, but actually does not provide the envisaged benefit.

Conversely, the entity cannot be held liable in case the persons indicated in paragraph 1.2.1 acted exclusively in their own interest or in the interest of third parties. In this case, in fact, although the entity may derive a certain “incidental” benefit, it cannot be attributable to the willingness of the entity.

In the event that the natural person committed the so-called predicate offense in the own best interest or in the best interest of third parties and the entity did not derive any benefit or derived minimal benefit, it shall be considered liable, and the financial penalty, reduced by half and in any case not exceeding € 103,291.38, shall be applied as pursuant to Article 12, paragraph 1, letter a) of the Decree.

### **1.2.3. PREDICATE CRIMES OF THE ADMINISTRATIVE LIABILITY OF ENTITIES**

The entity's administrative liability can be configured only in relation to those crimes expressly identified as predicate for the entity's administrative liability by the Italian Legislative Decree No. 231/2001 and/or Law No. 146/2006.

It should be noted that the entity cannot be held liable for an act constituting a crime if its related administrative liability and penalties are not expressly provided for by a law that had come into force before the act was committed ("Principle of legality").

### **1.3. CONDITIONS FOR EXEMPTING ENTITIES FROM ADMINISTRATIVE LIABILITY**

Articles 6 and 7 of the Decree govern the conditions for the entity's exemption from administrative liability.

#### **1.3.1. ADMINISTRATIVE LIABILITY OF THE ENTITY AND PREDICATE OFFENSES COMMITTED BY TOP EXECUTIVES OR PERSONS WORKING UNDER THE SUPERVISION OF OTHERS**

According to the provisions of the Italian Legislative Decree 231/200 – Article 6, paragraph 1, letter a) and b) – the entity may be exempted from administrative liability resulting from the commission of crimes by individuals laid down in Article 5 of the Italian Legislative Decree 231/2001, if it proves that:

- a) prior to the commission of the crime, the management body has adopted and effectively implemented appropriate organization and management structures to prevent crimes similar to that occurred;
- b) the supervision of the implementation, efficacy, and compliance of these structures as well as its update were entrusted to an entity, the Supervisory Body, endowed with autonomous powers of initiative and control;
- c) the crime was committed by natural persons who fraudulently circumvented the organization and management frameworks;
- d) there has been no omission or insufficient control by the Supervisory Body, as referred to in letter b).

The exemption is granted provided that the framework:

- a) identifies the activities presenting risks as regards the commission of crimes;
- b) lays down special protocols aimed at shaping and enforcing the decisions made by the entity in relation to the crimes to be prevented;
- c) finds methods for a sound management of financial resources suitable for avoiding the commission of such crimes;
- d) ensures that the body responsible for supervising the implementation and compliance of the frameworks makes all necessary information available;
- e) adopts an appropriate disciplinary system to sanction the failure to observe the rules, as specified in each entity's framework.

Moreover, Law no. 179 of November 30, 2017 established to integrate paragraph 2-bis into Article 6 of the Italian Legislative Decree No. 231/2001 with the aim of regulating the reporting of unlawful acts.

In further detail, the exemption is granted in case the frameworks provide for:

- a) one or more channels allowing the persons indicated in Article 5, paragraph 1, letters a) and b) to protect the entity's integrity by submitting detailed reports of either the unlawful acts committed, which are relevant for the purposes of this Decree and based on precise and consistent evidence, or breaches of the organization and

management framework of the entity, they may have become aware of due to their role. Such channels guarantee the confidentiality of the whistleblower identity when managing the report;

- b) at least one alternative reporting channel to ensure the confidentiality of the whistleblower identity by means of information technology;
- c) the prohibition of retaliation or discriminatory acts, whether direct or indirect, against the whistleblower for reasons directly or indirectly related to the report;
- d) sanctions laid down in the disciplinary system adopted and pursuant to paragraph 2, letter e) against the persons who contravene the measures adopted for the protection of the whistleblower and intentionally or with gross negligence submit unfounded reports.

The OMC Framework is a set of rules and tools aimed at equipping the entity with an effective organization and management system suitable for identifying and preventing criminal Offenses performed by persons working on behalf of the Company.

Without prejudice to the above-mentioned requirements, the frameworks may also be adopted on the basis of codes of conduct drawn up by the associations representing the entities, communicated to the Ministry of Justice pursuant to Article 6, paragraph 3 of the Decree.

It is worth pointing out that the Decree foresees a different treatment for the entity depending on whether the predicate offense was committed:

- a) by persons having roles of representation, administration, or management in the entity or in one of its organizational units with financial and functional autonomy, and by natural persons actually managing and controlling the entity;
- b) by persons working under the direction or supervision of one of the persons referred to above.

Article 7 of the Decree stipulates that the entity is liable of predicate offenses committed by the persons specified in Article 5, paragraph 1, letter b) due to the failure to comply with management or supervisory obligations.

Failure to comply with management or supervisory obligations is excluded if prior to the commission of the Offense, the entity adopted and effectively implemented an appropriate organization, management, and control Framework to prevent crimes similar to that occurred.

With regard to nature and size of the Company as well as the business carried out, the frameworks shall provide effective measures to ensure that the activity is performed in full observance of the law and to promptly identify and eliminate any risk situations.

Effectively implementing a framework translates into:

- a) periodically reviewing and possibly amending the framework in case significant breaches of the rules contained herein are detected or changes occur in the organization or business;
- b) adopting an appropriate disciplinary system to sanction the failure to observe the rules specified herein.

#### **1.4. THE CONFINDUSTRIA GUIDELINES**

As already stated, without prejudice to the above-mentioned requirements, the Frameworks may also be adopted on the basis of codes of conduct drawn up by the associations representing the entities and communicated to the Ministry of Justice pursuant to Article 6, paragraph 3 of the Decree.



As the main organization representing Italian manufacturing and service companies, Confindustria groups together around 150,000 voluntary member companies of all sizes, accounting for over 5 million employees.

By statute, Confindustria aims to contribute to Italy's economic growth and social progress, cooperating with political institutions and national and international economic, social, and cultural organizations.

With this in mind and in order to help member companies, Confindustria issued the "Guidelines for the Development of Organization, Management, and Control frameworks, as pursuant to the Italian Legislative Decree 231/2001".

The first version of the Guidelines was issued in 2002 by the team responsible for the "Administrative Liability of Legal Persons", formed within the Legal Affairs, Finance and Corporate Law Unit of Confindustria, and published by the Ministry of Justice in June 2004.

Following numerous legislative interventions which changed the framework of the administrative liability of entities, extending their scope to additional types of crimes, Confindustria decided to update the Guidelines for the development of organizational frameworks.

The Guidelines were updated in March 2008, in March 2014, and finally in June 2021.

The new Confindustria Guidelines for the Development of Organization frameworks adapt the previous directives to the new regulations, legislation, and practical application, with the aim of providing indications regarding the appropriate measures to adopt for preventing the commission of predicate offenses subject to the regulations set forth in the Decree as of June 2021.

The Confindustria Guidelines for the Development of frameworks provide associations and companies, whether they be affiliated to Confindustria or not, with methodological guidance on the methods to realize an organization framework to prevent the commission of crimes subject to the regulations set forth in the Decree.

The content of the document is deemed valid by the Decree and can be categorized as follows:

- definition of risk areas, namely the company area/sector presenting risks as regards the commission of crimes subject to the regulations set forth in the Italian Legislative Decree 231/2001;
- identification of the ways Offenses can occur;
- execution of risk assessment;
- determination of control points to minimize the risk of committing such Offenses;
- performance of gap analysis.

The following are the most relevant components of the control system conceived by Confindustria:

- Code of Ethics;
- organization system;
- manual and IT procedures;
- authorization and signature powers;
- control and management systems;
- communication to and training of staff.

The components of the control system shall address the following principles:

- verifiability, accountability, coherence, and consistency of each operation;
- application of the principle of separation of functions (i.e., an entire process cannot be managed by a single person independently);
- documentation of controls;

- provision of an adequate sanction system in case of a breach of the procedures stated in the framework;
- identification of the following requirements of the Supervisory Body:
  - autonomy and independence;
  - professionalism;
  - continuity of action.
  - information obligations of the Supervisory Body and identification of the criteria to be applied for the selection of the Supervisory Body.

It is fundamental to point out that:

- 1) failure to comply with any of the statements laid down in the Guidelines does not affect the validity of the Framework;
- 2) the provisions stated in the Guidelines require to be subsequently adapted by the company.

In order to be preventively effective, each organization framework shall be developed by considering the specific characteristics of the company applying it. In the light of the above, the corporate crime risk is closely related to the economic sector in terms of the geographical area and organizational complexity of the company, where the size is just one of the aspects considered.

Following the entry into force of Law No. 179 on the “Provisions for the protection of the whistleblowers reporting crimes or irregularities they have become aware of due to their public or private working relationship”, Confindustria issued an explanatory note governing the whistleblowing procedure, illustrating the main contents of the regulations of reference, and providing entities with clarifications for correctly implementing the Framework.

## **1.5. ADMINISTRATIVE PENALTIES APPLICABLE TO ENTITIES**

The Decree regulates four types of administrative penalties applicable to entities having committed criminal Offenses:

- 1) financial penalties (and precautionary attachment) applicable to all Offenses;
- 2) disqualifying sanctions, also applicable as a precautionary measure, in case of particularly serious events lasting from three months to two years, which, in turn, may consist of:
  - prohibition of professional activity;
  - suspension or revocation of authorizations, licenses, or concessions used to commit the Offense;
  - prohibition of contracting with the Public Administration, except to obtain the performance of a public service;
  - exclusion from benefits, loans, contributions, or subsidies and possible revocation of those already granted;
  - prohibition to promote goods and services;
- 3) confiscation (and precautionary attachment);
- 4) publication of the judgment (in case of application of a disqualification sanction).

The reason behind the sanction regime is clear: foreseeing financial penalties and disqualifying sanctions aims at managing the entity’s assets and operations, while introducing the confiscation of the profit affects the unjustified enrichment of the entity derived from having committed criminal Offenses.

### 1.5.1. FINANCIAL PENALTIES

The section concerning financial penalties is fundamental and always applicable to all administrative criminal Offenses. The financial penalty shall be applied according to a system based on quotas, which cannot be less than one hundred and no more than one thousand.

Their number is determined by the judge with due regard to the seriousness of the Offense, the degree of the entity's liability, and the measures applied to eliminate or mitigate the consequences of the Offense and prevent the commission of further Offenses.

The amount of a single quota ranges from a minimum of €258.23 to a maximum of €1,549.37 and is set on the basis of the entity's economic and asset conditions in order to ensure the penalty to be appropriate.

In any case, the amount of the quota is fixed on €103.29 provided that:

- a) the Offense was committed primarily in the own best interest of the offender or in the best interest of third parties and the entity did not derive any benefit or derived minimal benefit (Article 12, paragraph 1, letter a) of the Decree);
- b) the financial damage caused is particularly irrelevant (Article 12, paragraph 1, letter b) of the Decree).

In addition, the financial penalty shall be reduced by one-third to one-half if, prior to the declaration of the opening of the first instance hearing:

- a) the entity fully compensated for the damage and eliminated the harmful or dangerous consequences of the crime or otherwise took effective measures in this regard;
- b) a suitable organization framework was adopted and implemented to prevent crimes similar to that occurred.

Should both conditions concur, the penalty is reduced by one-half to two-thirds.

In any case, the financial penalty cannot be less than €10,329.14.

In order to quantify the monetary value of the individual quota, the criminal court shall therefore perform a "twofold operation". Firstly, the amount of quotas is determined on the basis of the above-mentioned seriousness of the Offense, the degree of the entity's liability, and the measures applied to mitigate the consequences of the Offense; secondly, the monetary value of each quota is determined on the basis of the entity's economic and asset conditions in order to ensure the penalty to be appropriate.

Finally, the penalty can be reduced in case:

- 1) the Offense is particularly irrelevant, causing the concerning sanction to amount from no less than €10,329.00 to no more than €103,291.00;
- 2) the entity is required to repair or redress the Offense committed.

Moreover, Article 27 of the Decree establishes that the highest applicable threshold of the applicable penalty quota the entity can be held liable for is set at the limit of the entity's mutual fund or assets.

### 1.5.2. DISQUALIFYING SANCTIONS

Disqualifying sanctions are applied together with financial sanctions, but only in relation to the predicate offenses they are expressly provided for.

They can be applied for no less than three months and no more than two years.

The following are the disqualifying sanctions laid down in the Decree:

- a) prohibition of professional activity (i.e., suspension or revocation of authorizations, licenses, or concessions used to carry out the activity in case other disqualifying sanctions are applied but result to be inadequate);

- b) suspension or revocation of authorizations, licenses, or concessions used to commit the Offense;
- c) prohibition of contracting with the Public Administration, except to obtain the performance of a public service (it may also be limited to certain types of contracts or certain administrations);
- d) exclusion from benefits, loans, contributions, or subsidies and the possible revocation of those already granted;
- e) prohibition to promote goods and services.

If necessary, disqualifying sanctions may be applied jointly.

Upon applying sanctions, the entity's business can be both paralyzed and significantly affected by limiting its legal capacity or diverting its financial resources.

Since these are particularly onerous penalties, the Decree establishes that they can be applied only if at least one of the following conditions is met:

- a) the entity has derived significant profit from the Offense, which was committed by top executives or by those working under their direction due to serious organization shortcomings;
- b) the Offense occurred repeatedly.

In any case, such penalties do not apply if:

- the Offense was committed primarily in the own best interest of the offender or in the best interest of third parties and the entity did not derive any benefit or derived minimal benefit;
- the financial damage caused is particularly irrelevant.

Furthermore, they do not apply upon occurrence of both the following conditions prior to the declaration of the opening of the first instance hearing (i.e., reparation for the consequences of the Offense committed):

- a) the entity fully compensated for the damage and eliminated the harmful or dangerous consequences of the crime or otherwise took effective measures in this regard;
- b) the entity eliminated the organization shortcomings that had led to the crime by adopting and implementing appropriate organization frameworks to prevent crimes similar to that occurred;
- c) the entity made the derived profit available for confiscation.

### **1.5.3. THE PUBLICATION OF THE JUDGMENT**

The publication of the judgment may be ordered when a disqualification sanction is imposed on the entity.

The judgment may be published once only, in full or in part, in one or more "specialized" or "industry" newspapers designated by the court or posted in the municipality the entity has its headquarters in, at the full expense of the entity.

This sanction is to be considered as merely punitive and intended to negatively affect the entity's image.

### **1.5.4. THE CONFISCATION OF THE PRICE OR PROFIT DERIVED FROM THE OFFENSE COMMITTED**

The confiscation of the price or profit derived from the Offense committed shall be always ordered against the entity together with the judgment, except for the part which can be returned to the injured party and without prejudice to the rights acquired by third parties in good faith.

Should it be not possible to confiscate the price or profit derived from the Offense committed, sums of money, goods or other assets having equivalent value to the price or profit derived from the Offense committed may be confiscated (i.e., value-based confiscation).

By “price” of the Offense are meant the assets, money or other benefits provided or promised to determine or instigate the commission of the criminal conduct.

By “profit” of the Offense is meant the immediate economic consequence derived from the commission of the Offense. The value-based confiscation has recently become one of the most widely used instruments to combat the so-called profit crime.

This sanction derives from the criminal justice system like the preceding one detailed in paragraph 1.5.3.

## **2. THE GOVERNANCE FRAMEWORK AND ORGANIZATIONAL STRUCTURE**

### **2.1. THE COMPANY**

OverIT’s business purpose includes the following:

- the design, realization, supply, installation, management, and support of IT, telematics, telecommunications, and automation software programs, equipment, and systems, including works and performances related to such services;
- the design, realization, and trade of software programs and IT, telematics, data processing and transmission, and telecommunication systems for automation, specifically referring to standard and customized software programs;
- the design and realization of ancillary services for the industrial field, focusing on specialized training, organizational support and advice, and any other economic activities related to the information and its processing/transmission, office and industrial automation, and telecommunications;
- the design, realization, and marketing of publications, modules, programs, systems, and methods for training, producing, and trading publishing, audiovisual, and other products also for educational purposes;
- the design and realization of ancillary services for the industrial field, including the processing of corporate data and related activities for maintenance or other purposes;
- the design, realization, and marketing of products and methods to support the planning, development, and management of IT systems;
- the design, realization, management, and maintenance of telecommunication network systems, data transmission and similar installations, voice and data services, electrical and technological installations in general:
- data transmission services using a security system over a private interconnected network;
- data management services over interconnected networks; Internet access services to closed groups of users.

### **2.2. THE “PHILOSOPHY” OF OVERIT S.P.A.**

The OverIT S.p.A. company is recognized for its leadership in the IT services sector, particularly focusing on the Field Service Management market. OverIT serves companies coming from the fields of Energy & Utility, Oil, Transportation & Infrastructures, Industry & Services, providing them with FSM products, technologies, and expertise.

The Company aims at developing software products to support the execution of field activities and allow technicians to share expertise, while ensuring safety, quality of work, and training.

OverIT S.p.A. has developed high ethical standards, a culture of transparency and integrity, and a strong feeling of mission to be fully aware of the value and significance of work in daily business operations.

The Company understands that ensuring the integrity in the management of business activities is a means of protecting the corporate image.

Considering the corporate vision, the Company recognizes the need for spreading and strengthening the culture of transparency and correctness.

It adopted its own Organization, Management and Control Framework, which complies with the requirements laid down in the Decree, and a Code of Ethics, aimed at setting out the conditions to be observed when carrying out business activities.

### **2.3. THE ORGANIZATIONAL STRUCTURE OF OVERIT S.P.A.: DEPARTMENTS AND SUBJECTS**

In relation to the organizational and managerial structure of the Company, the Bylaws provide that “the Administrative department has the broadest powers for the ordinary and extraordinary management of the Company, without exception of any kind, and the authority to perform all actions considered necessary for implementing and achieving the corporate purposes, excluding those actions compulsorily reserved to the Shareholders’ Meeting by law. For the purposes of executing its resolutions and managing the Company, the Board of Directors shall, within the limits provided by law: i) set up an executive committee, determining its powers, the number of its members and the regulations that govern its activities; ii) delegate its powers to one or more managing directors, jointly or severally, determining their powers and authority; iii) appoint one or more general managers, determining their powers and authority; iv) appoint agents.”

The current Board of Directors consists of five members.

The Board of Statutory Auditors currently consists of three auditors and monitors the compliance with the law and the Bylaws, the observance of the principles of proper administration and, in particular, the adequacy of the organizational, administrative, and accounting structure adopted by the Company and its functioning.

The Company entrusted the legal audit to an external firm appointed by the Shareholders’ Meeting upon the reasoned proposal from the Board of Statutory Auditors.

### **2.4. THE GOVERNANCE INSTRUMENTS OF OVERIT S.P.A.**

The Company has a set of organizational governance instruments ensuring its operation to be focused on the transparency of management choices, from both an internal and market-oriented point of view, the efficiency and effectiveness of the internal control system, and the strict regulation of potential conflicts of interest.

The above-mentioned instruments can be summarized as follows:

*Bylaws*: document including various provisions relating to the corporate governance aimed at ensuring that management activities are properly performed in accordance with the current legal provisions.

*Code of Ethics*: document regulating the set of rights, duties, and responsibilities the Company recognizes as its own and assumes towards its stakeholders, requiring all Recipients of this Framework to comply with them. The Code of Ethics establishes the ethical principles pursued by the Company and observed by the subjects operating within the Company.

Furthermore, the adoption of the Code of Ethics is one of the requirements set for ensuring the effective implementation of the Framework established in OverIT S.p.A. as it integrates internal rules intended to promote the culture of ethics and

transparency within the Company and prevent the commission of predicate offenses belonging to the administrative liability of the entity.

Corporate organization chart: representation of the areas the corporate activity consists of and the lines of hierarchical dependence of each corporate function.

Job description: instrument used by the Company to regulate its internal organizational framework and roles, authority and resulting responsibilities of the various bodies engaged to reach the corporate objectives, in compliance with the decisions and guidelines set forth by the Board of Directors.

Proxies and powers of attorney: system adopted by the Company, tracing and detecting Sensitive activities as to prevent the commission of Offenses and safely and efficiently manage the Company's activities.

In order to effectively prevent the commission of Offenses, the system of proxies and powers of attorney shall comply with the following fundamental requirements:

- a) proxies shall consider the corresponding liability and an appropriate role in the organizational chart for each power;
- b) each proxy shall specifically and clearly define the delegate's powers and the natural person or body the delegate shall report hierarchically to;
- c) management powers conferred with proxies and their implementation shall be consistent with the Company's objectives;
- d) the delegate shall have purchasing powers appropriate to the function conferred;
- e) all subjects having relations with the Public Administration and/or private parties on behalf of the Company shall be granted with a specific power of attorney;
- f) each power of attorney involving the power to represent the Company vis-à-vis third parties shall be accompanied by an internal proxy describing the relevant management power;
- g) copies of the proxies and powers of attorney and their amendments shall be submitted to the SB.

The SB periodically checks the system of proxies and powers of attorney in force and their compliance with the organizational arrangements, with the support of the other relevant functions, recommending changes and updates if the management power and/or role do not correspond to the powers of representation granted to the delegate or in case of anomalies.

Quality management system: UNI EN ISO 9001 quality management system adopted by the Company.

The Company operates abroad through its Subsidiary OverIT International Inc. headquartered in the USA. The Framework was therefore drafted by complying with the principles in force in the reference Country.

The latter adopts compliance frameworks for the management and control of risk activities for corporate responsibility purposes adapted to the local regulatory context, in accordance with the appropriate internal regulatory instruments provided by OverIT.

The Subsidiary is subject to the standard control instruments and activities applicable to them according to current internal legislation (e.g., internal audit reviews, normal risk assessment, and monitoring cycles).



The summarized set of the adopted governance and regulatory instruments and the provisions laid down in this OMC Framework allow to identify the source for the entity's decisions to be made and implemented with respect to all activities (refer to Article 6, paragraph 2 letter b) of the Italian Legislative Decree No. 231/2001).

The relevance of the above-mentioned measures for preventing the Offenses referred to in the Italian Legislative Decree 231/2001 shall be pointed out in the Extraordinary Section of this document, detailing each relevant type of Offense.

## 2.5. INTRAGROUP RELATIONS

Intragroup relations are governed by a written contract, a copy of which shall be sent to the Company's Supervisory Body upon request. In particular, the following aspects shall be formalized:

- methods, roles, responsibilities, operating procedures for performing activities, and specific control measures for monitoring the proper execution of the activities assigned, in accordance with the conditions stipulated and detailed in the contract;
- payments;
- the following clauses:
  - the obligation for the beneficiary company to attest to the truthfulness and completeness of the documentation or information communicated to the service provider company for carrying out the activities assigned;
  - the right of the Supervisory Body of the Company providing the service to request information to a control body of the company receiving the service in order to properly perform its role within the scope of the services requested to the Company;
  - the right of the control body of the company receiving the service to request information to the Supervisory Body of the Company providing the service or to the relevant Departments/Functions of the Company, upon prior consent of the Supervisory Body;
  - the commitment of the parties to comply with the principles of organization, management, and control necessary to prevent the commission of unlawful acts referred to in the Italian Legislative Decree 231/01, as defined in the Organization, Management and Control Framework adopted by the Company or in another compliance system presenting control measures, which are consistent with those provided for in the Organization, Management and Control Framework adopted by the Company;
  - the declaration issued by the parties that they have given instructions to their directors, employees, and/or collaborators and implemented measures to prevent the commission or attempted commission of the misconduct penalized under the Italian Legislative Decree 231/01 and that they commit to maintaining all of them effective throughout the duration of the contract;
  - the issuance of termination clauses giving the parties the right to terminate the contract in the event one of the Parties is involved, for any reason, in a relevant proceeding pursuant to the Italian Legislative Decree 231/2001 and subsequent amendments and addenda and/or in the event measures concerning the disqualification or suspension of work of any nature and/or duration are issued against one of the Parties.



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### **3. THE ORGANIZATION AND MANAGEMENT FRAMEWORK OF OVERIT S.P.A.**

#### **3.1. OBJECTIVES AND FUNCTION OF THE FRAMEWORK**

OverIT recognizes the need for spreading and strengthening the culture of transparency and integrity, being these values the core of the corporate vision.

Although the Decree establishes the OMC Framework as an optional and not mandatory element, the Company deemed it necessary to integrate it into its organizational instruments in order to increase its ability to effectively counter the risk of committing Offenses.

Achieving the goals mentioned above translates into a coherent system of principles and organizational, management, and control procedures and provisions that compose the OMC Framework as planned and adopted by the Company.

The OMC Framework was drafted taking into consideration the Confindustria Guidelines as updated in June 2021.

This OMC Framework aims at:

- raising awareness among the Recipients by requiring them to perform the activities carried out in the interest of the Company by adopting a correct and transparent behavior, in line with the ethical values pursued by the Company for reaching its business purpose and preventing the commission of the Offenses laid down in the Decree;
- developing awareness in the aforementioned individuals that they may incur disciplinary and/or contractual consequences or criminal and administrative sanctions may be imposed on them if they breach any of the provisions established by the Company;
- introducing and/or strengthening control measures enabling the Company to prevent or promptly react to prevent the commission of Offenses by top executives or by those working under their direction or supervision, resulting in the administrative liability of the Company;
- enabling the Company to monitor risk activities in order to timely intervene and prevent or counteract the commission of the Offenses and sanction behavior contrary to its OMC Framework;
- improving effectiveness and transparency in the management of activities;
- making it clear for the potential offender that committing any unlawful acts is strongly condemned and contrary to the provisions of the law, the ethical principles pursued by the Company, and to the Company's own interests, even when it might apparently derive benefit.

#### **3.2. RECIPIENTS OF THE OMC FRAMEWORK**

The rules contained in the OMC Framework apply first and foremost to those who perform functions of representation, administration, or management of the Company as well as to those who manage and control the Company, even de facto. In addition, the OMC Framework applies to all Employees of the Company, including those seconded to the Company, who are required to comply with all the provisions and controls contained therein, as well as all the procedures being implemented with the utmost fairness and diligence.

Moreover, the OMC Framework shall be binding for all those persons external to the Company but operating with it under a mandate, on its behalf, or by virtue of a legal relationship.

In further detail, the Company commits itself in ensuring that its partners, located in Italy and abroad, behave by observing the principles laid down in the Decree and established in the OMC Framework adopted by the Company, while respecting the autonomy of each legal entity, by means of specific contractual clauses.

### 3.3. STRUCTURE OF THE OMC FRAMEWORK: GENERAL AND EXTRAORDINARY SECTIONS

The OMC Framework consists of a General Section, including the fundamental principles, and an Extraordinary Section. The General Section aims at defining the major institutions and concepts present in the OMC Framework, illustrating the general principles, as well as the criteria and the requirements to allocate the administrative liability of entities (e.g., identification of the subjects committing predicate offenses; their relation with the entity; concepts of “interest” or “benefit” of the entity; list of predicate offenses subject to the administrative liability of entity), detailing the conditions for exempting entities from administrative liability, and, if these are absent, illustrating the types of severe administrative penalties applicable to entities.

Such issues and concepts are conveyed as clearly as possible in an effort to raise full awareness to all corporate levels operating in the name of and on behalf of OverIT S.p.A., of the entity’s liability for the commission of Offenses and the major sanctions which may be applied to the Company, in case one of the Offenses laid down in the Decree and Law 146/06 is committed.

With particular regard to the corporate context, the governance instruments, the internal control system, and the corporate structure of OverIT S.p.A. are duly analyzed.

Furthermore, the document describes the goals, the function, and the Recipients of the same Framework, as well as the method adopted for issuing/updating the Organization, Management, and Control Framework.

The General Section aims at detailing the activity of and the information flows towards the Supervisory Body, the reporting, disciplinary, and sanction system, as well as the principles of reference for communication and training purposes.

The Extraordinary Section deals with the Company’s activities considering the different types of Offense set forth by the Decree and Law 146/2006 which are likely to occur in OverIT S.p.A.

In particular, the Extraordinary Section aims at describing the following:

- Sensitive activities, i.e., activities executed in the corporate dimension presenting risks as regards the commission of one of the crimes mentioned in the previous point;
- general control standards applied to the activity monitoring and forming the basis for the development of the instruments and methods used to structure specific control standards, constantly implemented in all Sensitive activities considered by the OMC Framework;
- specific control standards applied to each Sensitive activity, designed according to the above-mentioned general control standards, such as control measures identified to mitigate the specific risk of committing the single Offense/category of Offense.

### 3.4. THE METHOD FOR ISSUING THE OMC FRAMEWORK

The OMC Framework was issued by:

- identifying the corporate areas involved and previously defining the risk areas and Sensitive activities;
- establishing the organizational requirements, the components of the control system composing an organization Framework suitable to prevent Offenses, and the improvement measures of the current organization OMC Framework.

Furthermore, the following aspects were taken as a benchmark for the analysis of the current control system:

- **General control standards** in terms of activity transparency forming the basis for the development of the instruments and methods used to structure specific control standards, constantly implemented in all Sensitive activities considered by the Framework, such as:

- a. presence of formalized procedures;
- b. ex-post traceability and verifiability of transactions;
- c. segregation of duties or alternative back-up controls;
- d. implementation of a system of proxies and powers of attorney consistent with the organizational responsibilities assigned.

- **Specific control standards** applied to each Sensitive activity, designed according to the above-mentioned general control standards, such as control measures identified to mitigate the specific risk of committing the single Offense/category of Offense.

In the light of the above and according to the best practices of reference, the Company issued an Organization, Management, and Control framework, which takes into consideration the industry the Company operates in, complies with the Company's governance OMC Framework, and promotes the current controls and bodies involved.

The implementation of such actions is supported by the results of the above-mentioned activities and by the decisions made by the Company's decision-making departments.

### **3.4.1. THE METHOD IN THE RISK ASSESSMENT ACTIVITY**

The operational and methodological approach used to issue the OMC Framework consisted of the following phases:

- identification of the corporate areas involved, activities, and sensitive processes;
- definition of the corrective measures to adopt by comparing the current and the target scenario envisaged by the OMC Framework;
- adaptation and update of the OMC Framework.

In further detail, the assessment of the risks occurring in the corporate processes detected high-risk behaviors, which may be the source for the administrative liability to result in case of Offenses committed in the interest or to the benefit of the Company, as set forth in the Italian Legislative Decree No. 231/2001.

The risk assessment activity is divided into the following phases, concerning the document analysis and the organization of meetings with the heads of the departments involved:

- identification of risk processes;
- identification of the types of crimes that may theoretically occur within the Company;
- definition of related risk;
- identification of current controls;
- examination of the residual risk;
- detection of possible improvement areas.

The risk was assessed according to two essential components, allowing to evaluate it and address the measures to be adopted to mitigate it:

- the likelihood of occurrence of the Offense;
- the consequences and the impact derived from the Offense;
- the connection resulting in the exposure to risk, represented by the interrelationship between the likelihood of occurrence of the Offense and the potential impact on OverIT.

The risk assessment was performed starting by identifying two categories of risk:

- inherent: calculated by assuming the complete lack of controls;
- residual: calculated by implementing the controls identified during the risk assessment phase.

The appropriateness of the current internal control system was evaluated by considering the desirable and optimal level of efficacy and efficiency of control protocols and standards. In this regard, the following standards were taken as reference:

- general transparency control standards;
- specific control standards.

### **3.5. RELEVANT OFFENSES**

Adopting the OMC Framework as an instrument to guide the behavior of those subjects operating in the Company and promote a lawful and correct conduct at all Company levels, has a positive effect on preventing the commission of Offenses or unlawful acts laid down by the legal system.

Nevertheless, upon analyzing the corporate context, the Company's business, and the areas which are more likely to register the commission of an Offense, the crimes detailed in the Extraordinary Section were considered to be highly relevant. For an in-depth analysis of such crimes, please refer to the Extraordinary Section.

The Company considered the risk associated with the other types of crimes not included in the Extraordinary Section as abstract or not realistically feasible. In any case, the control instruments implemented to prevent the crimes indicated in the Extraordinary Section and the compliance with the law provisions and Code of Ethics have been deemed appropriate measures to prevent the commission of these crimes, as well.

### **3.6. CRITERIA FOR THE OMC FRAMEWORK UPDATE**

The Supervisory Body offers the Board of Directors the opportunity to update the OMC Framework, when new regulations, organization and/or corporate structures may affect the efficacy and efficiency of the OMC Framework.

In further detail, the OMC Framework can be updated in case:

- the rules contained in the OMC Framework are violated;
- the internal structure of the Company is modified;
- the regulations of reference were amended.

In particular, as to ensure that the amendments to the OMC Framework are introduced as promptly and effectively as necessary, causing minimal coordination problems among the operational processes, the provisions set forth in the OMC Framework and their dissemination, the Board of Directors entrusted the Legal function with the task of implementing changes of descriptive nature to the OMC Framework on a regular basis.

By "descriptive nature" are meant elements and information resulting from the resolutions of the Board of Directors (e.g., redefinition of the organizational chart) or functions with specific delegated powers (e.g., new procedures).

The Legal function promptly communicates to the SB any amendments to the OMC Framework concerning its descriptive nature.

The decision to introduce updates and/or amendments to the OMC Framework concerning the following aspects shall be the exclusive competence of the Board of Directors:

- implementation of legislative changes in terms of administrative liability of the entities;

- identification of new Sensitive activities or changes to the ones previously identified, even potentially related to the start of new activities;
- commission of Offenses set forth in the Italian Legislative Decree No. 231/2001 from the Recipients of the provisions of the OMC Framework or, more generally, of significant breaches of the OMC Framework;
- discovery of defects and/or gaps in the provisions of the OMC Framework upon assessing its efficacy.

The SB is given precise duties and responsibilities connected with the management, development, and promotion of the constant update of the OMC Framework. In this light, it submits observations and suggestions concerning the organization, the control system, the relevant departments, and the Board of Directors, in case of particular relevance.

### **3.7. EXTENSIONS OF THE PRINCIPLES OF THE OMC FRAMEWORK TO THE SUBSIDIARIES**

The Subsidiaries based abroad and having no operating branches in Italy, adopt compliance OMC Frameworks for the management and control of risk activities for corporate responsibility purposes adapted to the local regulatory context, in accordance with the appropriate internal regulatory instruments provided by OverIT. Subsidiaries are subject to the standard control instruments and activities applicable to them according to current internal legislation (e.g., internal audit reviews, normal risk assessment, and monitoring cycles).

## **4. SUPERVISORY BODY**

### **4.1. THE REQUIREMENTS OF THE SUPERVISORY BODY**

In compliance with the provisions set forth in the Decree, the entity may be exempted from administrative liability resulting from the commission of crimes by top executives or by those working under their direction or supervision, if the management body adopted and effectively implemented an appropriate organization OMC Framework to prevent crimes and entrusted to a body of the entity, endowed with autonomous powers of initiative and control, the supervision of the operation, the observance of the OMC Framework, and its update.

Entrusting the aforementioned tasks to a body with autonomous powers of initiative and control, which are properly and effectively performed, is therefore an essential precondition for the entity to be exempted from liability as set forth in the Decree.

The main requirements of the Supervisory Body, as laid down in the Confindustria Guidelines, are identified as follows:

- autonomy and independence: guaranteed by recognizing the Supervisory Body to be autonomous and impartial, ensuring it reports directly to the top operational management represented by the Board of Directors, providing it with an annual budget to execute the technical control activities necessary for performing the tasks assigned by the Legislature, and avoiding assigning operating tasks to it which may undermine its objectivity of judgment. It performs its function in the absence of any form of interference or influence from the Company and, in particular, from the Company management;
- professionalism: the Supervisory Body has expertise, instruments, and techniques useful to efficiently perform its activity;
- continuity of action: the Supervisory Body periodically verifies that the OMC Framework 231 is implemented.

The Supervisory Body of OverIT S.p.A. is a multiperson body composed by two members.

The external members are professionals with proven expertise and experience in economy, organization, internal control systems, and corporate administrative liability.

On a proposal from the Chief Executive Officer, in agreement with the Chairman and after consulting the Board of Statutory Auditors for the external members, the Board of Directors determines the composition of the Supervisory Body, appoints its members, selects the Chairman among the external members, and establishes their compensation.

The term of the Supervisory Body corresponds to the term of the Board of Directors appointing it and its term of office expires on the date the Shareholders' Meeting convenes for the approval of the financial statement of the last fiscal year the Board of Directors appointing the Supervisory Body was responsible for, although it continues to perform its functions on an interim basis up to the appointment of the new members of the Supervisory Body. The external members may be re-elected for no more than three consecutive terms.

Being appointed as a member of the Supervisory Body is subject to the presence of the eligibility requirements. At the time the function is assigned, the person appointed as member of the Supervisory Body shall make a statement to confirm the absence of causes of ineligibility.

The following are examples of the causes of ineligibility and/or cessation of office:

- actual or potential conflict of interest with the Company that prejudices the independence intrinsic to the role and duties as member of the Supervisory Body;
- family and marriage relationships (or situations comparable to a marriage relationship) or relations up to the fourth degree of kinship of Company's directors, auditors, top executives, and directors of parent companies or subsidiaries;
- judgment, even if not final, or judgment of application of a penalty on request (i.e., negotiated plea) for the Offenses laid down in the Decree. Italian or foreign judgment (even if not final or application of a penalty on request) which are particularly serious to affect the person's moral and professional reliability;
- conviction, even if not final, of a penalty consisting in the interdiction from holding public offices, even temporarily, or temporarily prohibition to hold management positions of legal persons or companies;
- application of collective procedures (referring to the performance of the function as executive director during the three fiscal years prior to the appointment as member of the Supervisory Body in companies subject to insolvency proceedings, receivership, or any similar proceeding) and occurrence of other circumstances set forth in Article 2382 of the Italian Civil Code;
- employment relationship of public servants in central or local governments during the three years prior to the appointment as member of the Supervisory Body, unless otherwise decided by the Board of Directors;
- application of personal protective measures of provisional custody or house arrest (it shall be evaluated if other personal protective measures hinder the performance of the function, without prejudice to provisions applied to companies operating in specific sectors);
- prohibition or disqualification due to a serious illness making the member of the Supervisory Body unable to fulfill the supervisory duties or an illness causing the member to be absent for a period longer than six months;
- loss of the subjective honorability requirements mentioned above and of independence requirements stated at the time of appointment.

The causes of ineligibility and/or cessation of office and the self-certification referred to above shall also be applied to any possible external consultants involved in the performance of the activities and duties assigned to the members of the Supervisory Body.

The cessation of the office is caused by the resignation, revocation, dismissal, and, in case of members appointed due to the business function they have within the company, termination of the ownership of their function.

The members of the SB may resign at any time by communicating in writing their decision and the reasons thereof to the Board of Directors.

The members of the Supervisory Body may be dismissed from office exclusively for a proper cause by means of a specific resolution of the Board of Directors, after having heard the non-binding opinion of the Board of Statutory Auditors. To this purpose, by proper cause for dismissal are meant the following examples:

- assignment of operating functions and responsibilities to the member of the Supervisory Body or the occurrence of events which are incompatible with the autonomous powers of initiative and control, independence, and continuity of action of the Supervisory Body;
- loss of subjective honorability, integrity, respectability, and independence requirements stated at the time of appointment.
- presence of one or more reasons for ineligibility and incompatibility mentioned above;
- gross negligence in the performance of the duties connected with the professional function;
- lack or insufficient control certified, even incidentally, in a judgment, even if not final, rendered by a court in compliance with Decree 231 against the Company or another entity in which the member has or had the role of the Supervisory Body, or certified, even incidentally, in a measure of application of the penalty on request (i.e., negotiated plea), issued against the Company;
- serious failure to perform the duties of verification and control assigned;
- breach of the provisions for the non-disclosure of information referred to in paragraph 4.4.

In this scenario, the Board of Directors shall promptly appoint the new member of the Supervisory Body replacing the member dismissed from office. Should all members of the Supervisory Body be dismissed from office, the Board of Directors shall also appoint a new Supervisory Body as to ensure its continuity of action.

The Supervisory Body may benefit from the skills and professionalism of all Company's functions and departments or external consultants by collaborating with them in performing the tasks assigned, directly supervising them and upon signing a contract.

The Supervisory Body of OverIT S.p.A. is entrusted with the task of:

- monitoring the compliance with the provisions laid down in the OMC Framework and concerning the different types of Offense set forth by the Decree and the subsequent laws, which extended the scope of application, by planning the activities aimed at verifying the pursuance with the behaviors theoretically envisaged by the OMC Framework and the actual ones of the persons required to observe the OMC Framework;
- verifying the adequacy of the OMC Framework with respect to both crime prevention as referred to in the Italian Legislative Decree No. 231/2001 and the ability to clearly demonstrate the occurrence of any unlawful acts;
- assessing the efficiency and effectiveness of the OMC Framework, ensuring the operating procedures concretely adopted are consistent with the ones formally laid down in the OMC Framework;
- performing periodic and random inspection and control activities by considering the different areas of application, the types of activities, and their weaknesses so as to verify the efficiency and effectiveness of the OMC Framework;
- reporting the possible necessary update and adaptation of the OMC Framework due to the new corporate structure, regulations, or possible breach of the provisions contained therein;
- monitoring the regular update of the identification, mapping, and classification system of Sensitive activities;



- detecting any conduct deviations which may arise from the analysis of the information flows and from the reports the heads of the different departments are required to provide;
- checking the adequacy of the communication channels to be used for implementing the whistleblowing process and reporting any unlawful acts to comply with the applicable regulations;
- promoting the application of possible disciplinary proceedings as referred to in chapter 5 of the OMC Framework;
- verifying and evaluating the suitability of the disciplinary system pursuant to the Italian Legislative Decree 231/2001, monitoring the compliance with the prohibition of “retaliation or discriminatory acts, whether direct or indirect, against the whistleblower for reasons directly or indirectly related to the report”;
- promoting initiatives for increasing awareness and comprehension of the OMC Framework and training personnel to observe the principles set forth in the OMC Framework.

For achieving the objectives set, the Supervisory Body shall:

- analyze any possible notifications received and carry out the necessary and appropriate investigations;
- promptly report to the management body any ascertained violations of OMC Framework which may entail a liability for the Company in order to implement the measures deemed necessary;
- coordinate with the Chief People Officer for organizing the staff training programs;
- update the list of information to transmit or make available;
- regularly notify the Board of Directors and Board of Statutory Auditors of the implementation of the OMC Framework.

In order to perform their duties, the members of the Supervisory Body have free access to all functions of the Company and the corporate documents, without prior consent required. The Board of Directors shall adequately communicate the tasks of the Supervisory Body and its powers to all corporate departments.

Management or decision-making powers concerning the performance of the Company business, organization, or re-organization powers concerning the Company structure, and sanctioning powers are not granted to the SB. The Supervisory Body and the members involved for any reason shall observe the obligation of confidentiality for all information they may become aware of during the performance of their duties.

When drafting the budget, the administrative department shall approve adequate financial resources to be used by the Supervisory Body to properly carry out its duties (e.g., expert advice, travels).

#### **4.2. REPORTING OF THE SUPERVISORY BODY TO THE CORPORATE DEPARTMENTS**

The Supervisory Body is responsible for the implementation of the OMC Framework, the monitoring of any critical aspects occurring, and the necessity to adapt it. The following two different reporting measures are envisaged:

- the Supervisory Body shall periodically report to the head of the Board of Directors;
- the Supervisory Body shall report to the Board of Directors and Board of Statutory Auditors every six months.

The Supervisory Body:

- i) reports to the head of the Board of Directors any significant circumstances and events occurred, whenever it is necessary. The SB promptly communicates the occurrence of any extraordinary events (e.g., significant breaches of the principles laid down in the OMC Framework occurred during the supervisory activity, new regulations in terms of administrative liability of the entities) and the urgent notifications received;
- ii) presents a written report to the Board of Directors and Board of Statutory Auditors every six months, including the following information:



- a) summary of the activities carried out during the six months;
- b) any possible problems or critical aspects occurred during the supervisory activity;

In case they were not previously reported, the SB indicates:

- the corrective measures to be implemented to ensure the efficacy and/or effectiveness of the OMC Framework, including those necessary to find a solution to certified organization or procedural shortcomings which may expose the Company to the risk of committing severe Offenses pursuant to the Decree, including the description of any possible new Sensitive activities identified;
  - the behaviors identified as not pursuant to the OMC Framework, in compliance with the terms and modes stated in the disciplinary system adopted by the Company in accordance with the Decree;
  - c) report of the notifications received, including the detected events concerning the possible breaches of the provisions laid down in this OMC Framework, the prevention measures implemented, and the result of the subsequent controls performed;
  - d) notification of the possible commission of severe Offenses pursuant to the Decree;
  - e) disciplinary measures and sanctions applied by the Company in case of breaches of the provisions laid down in this OMC Framework and the prevention measures implemented;
  - f) overall assessment of the actual implementation and efficacy of the OMC Framework and suggestion of addenda, corrections, or amendments thereof;
  - g) notification of any changes to the legislative framework and/or to the internal structure of the Company requiring the OMC Framework to be updated;
  - h) the accounting of the expenses incurred;
- iii) annually issues:
- a) summary of the activities being performed during the current year and the ones planned for the following year, to be submitted to the Board of Directors and Board of Statutory Auditors;
  - b) report of the modifications introduced on the OMC Framework which shall be ratified by the Board of Directors.

All meetings organized with the corporate bodies, the Supervisory Body reports to, shall be properly documented.

### 4.3. NOTIFICATION TO THE SUPERVISORY BODY

The SB shall be promptly notified of any actions, behaviors, or events which may determine a breach of the OMC Framework or, more generally, are relevant for the OMC Framework to be effective and efficient.

All Recipients of the OMC Framework report to the SB the information useful for performing the controls aimed at verifying the proper implementation of the OMC Framework.

The information shall be submitted to the Supervisory Body mainly:

- a) **in a structured format.** To this purpose, the following information shall be communicated to the SB in writing as promptly as necessary:
  - reports issued by corporate bodies/departments and by the auditing company during their control activities showing actions, behaviors, events, or omissions which prove to be critical with regards to the observance of the regulations and/or the provisions set forth in the OMC Framework;
  - requests for legal assistance submitted by Employees in the event of legal proceedings initiated against them for the Offenses indicated in the Italian Legislative Decree No. 231/2001, unless expressly prohibited by the Judicial Authority;

- proceedings launched in case of a breach of the OMC Framework, measures to dismiss such proceedings and reasons thereof, sanctions applied in case of a breach of the Code of Ethics, the OMC Framework, or measures set for the implementing the OMC Framework;
- provisions and/or information transmitted by the police bodies, any other authority, or the subjects involved, showing that investigations are being executed for the Offenses laid down in the Italian Legislative Decree 231/2001 which may involve the Company, in accordance with the obligations set by the current legal framework and the measures of security and disclosure of the files from the criminal proceedings;
- results of the inspections/controls conducted by public parties (e.g., Italian finance police);
- actions and claims filed by the Supervisory Body (e.g., notifications from the Supervisory authority);
- computer security breaches;
- any other action or document proving to be critical with regards to the observance of this OMC Framework.

**b) as a notification.** The Recipients of the OMC Framework shall promptly notify the actual or possible commission of unlawful acts, they may have become aware of, which are relevant for the purposes of this Decree. The obligations of information of any conduct contrary to the provisions stated in the OMC Framework, the Recipients of the OMC Framework may have become aware of due to their role, are subject to a broader duty of care and obligation of loyalty towards the employer as established in Articles 2104 and 2105 of the Italian Civil Code. For further details on the operating procedures adopted to manage the different phases of the reporting and to protect the whistleblower, refer to the following paragraph 4.5.

In order to comply with the provisions and facilitate the communication and information flow for the purposes established in the OMC Framework, the following dedicated mailbox was created: [omc\\_supervisorybody@overit.it](mailto:omc_supervisorybody@overit.it).

This email address shall be used by both the Supervisory Body to send to all or selected recipients specific updates or information and by recipients to request clarifications and ask questions on specific issues concerning the OMC Framework, and more generally, the applicable regulations.

Notifications may also be sent by ordinary mail, addressed to the Supervisory Body, at the following address: Via Ugo Bassi n. 81, 33080 – Fiume Veneto (PN) – Italy.

#### **4.4. COLLECTION AND STORAGE OF INFORMATION**

Information, notifications, and reports indicated in the Framework are stored by the Supervisory Body in a dedicated register (either in digital or paper form).

#### **4.5. WHISTLEBLOWING**

On December 29, 2017, Law No. 179<sup>1</sup> as of November 30, 2017 on the “Provisions for the protection of the whistleblowers reporting crimes or irregularities they have become aware of due to their public or private working relationship” entered into force.

The above-mentioned law integrated the paragraph 2 bis to Article 6 of the Italian Legislative Decree 231/2001.

In further detail, exemptions are granted in case the OMC Framework provide for:

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<sup>1</sup> It is to be noted that the Directive 2019/1937 EU about the whistleblowing was published in the Official Gazette on November 26, 2019 and it shall have to be transposed by Member States within two months after its entry into force.

- a) one or more channels allowing the persons indicated in Article 5, paragraph 1, letters a) and b) to protect the entity's integrity by submitting detailed reports of either the unlawful acts committed, which are relevant for the purposes of this Decree and based on precise and consistent evidence, or breach of the OMC Framework of the entity, they may have become aware of due to their role. Such channels guarantee the confidentiality of the whistleblower identity when managing the report;
- b) at least one alternative reporting channel to ensure the confidentiality of the whistleblower identity by means of information technology;
- c) the prohibition of retaliation or discriminatory acts, whether direct or indirect, against the whistleblower for reasons directly or indirectly related to the report;
- d) sanctions laid down in the disciplinary system adopted and pursuant to paragraph 2, letter e) against the persons who contravene the measures adopted for the protection of the whistleblower and intentionally or with gross negligence submit unfounded reports.

Following the entry into force of the above-mentioned Law, Confindustria issued an explanatory note entitled "Framework on the whistleblowing procedure", illustrating the most relevant contents of the Law 179/2017 for companies.

Therefore, in compliance with the legislative provisions and according to the indications set forth in the Confindustria Guidelines, the Company adopted a system of rules to guarantee the confidentiality of the identity of the whistleblower and the protection against any retaliatory or discriminatory acts.

The following paragraphs aim at detailing the operating procedures for the management of the reporting of the event and the protection of the whistleblower.

#### 4.5.1. MEANS OF REPORTING

Reports may be submitted according to the following communication modalities:

- through mailing to the dedicated e-mail address: [omc\\_supervisorybody@overit.it](mailto:omc_supervisorybody@overit.it). Please note that the credentials of this account are only known to the **members of the Supervisory Board** appointed pursuant to the Italian Legislative Decree No. 231/2001, **who commit not to disclose them to unauthorized third parties**;
- via postal service delivery to the Company's headquarters at 81 Via Ugo Bassi, Fiume Veneto (PN) 33080 – Italy. In this case, for the confidentiality guarantee to be effective, the report shall be enclosed in a sealed envelope marked as "*confidential/personal*";
- directly to the Board of Directors at the e-mail address: [omc\\_boardofdirectors@overit.it](mailto:omc_boardofdirectors@overit.it), in case an illicit act involves the Supervisory Body or any individual member of this latter Body;
- through the secure digital OverIT Whistleblowing channel in complete confidentiality <https://overit.whistleblowing.it/>.

#### 4.5.2. CONTENT OF THE REPORT

The unlawful acts can be notified: i) by the Recipients of the Framework in case of Offenses they may have become aware of due to their role; ii) by third parties.

It is always useful that the notification submitted by the whistleblower includes a description of the specific and verifiable fact occurred, as well as all information and data to unequivocally identify the perpetrators of the unlawful act, which is relevant for the purposes of the Italian Legislative Decree 231/2001 or concerns the breach of the OMC Framework, being therefore subject to the regulations set forth in the paragraph 2 bis of Article 6 of the Italian Legislative Decree 231/2001. The report shall not regard complaints of personal nature or rumors. Furthermore, the whistleblower shall not use the whistleblowing procedure for purely personal purposes or for filing claims or causing retaliatory acts, which are included in the general employment/collaboration relationship or the relation with the supervisor or colleagues and shall therefore be governed by the dedicated corporate regulations and bodies (e.g., HR department).

#### **4.5.3. MANAGEMENT OF THE REPORT**

As soon as possible, the Supervisory Body shall begin the preliminary investigation to verify the consistency of the report even by:

- requiring additional details to the whistleblower in order to better define the unlawful act notified through further evidence and, first and foremost, understand whether the notification is true or opportunistic;
- asking for the support of designated external consultants.

Upon ending the preliminary investigation and receiving the outcome of the assessment performed and:

A. in case the report complies with the Offenses deemed relevant by the Framework, and:

- it proves to be clearly and obviously unfounded, the Supervisory Body may decide to store the report informing the whistleblower thereof, in case their identity and contact details are known and, if the whistleblower is an Employee, it may inform the competent bodies to evaluate whether disciplinary measures shall be applied or not;
- it proves to be well-founded, in whole or in part, the Supervisory Body shall submit the report to the administrative department to adopt appropriate measures, including the disciplinary actions, if necessary.

B. in case the report does not regard the Offenses deemed relevant by the Framework, the Supervisory Body shall submit the notification to the Legal function which is in charge of its management. In this case, upon ending the preliminary investigation, the Legal function shall communicate the outcome and the decisions taken to the Supervisory Body in writing.

Should the notifications regard the administrative body or the single members composing it, the Supervisory Body shall inform the Board of Statutory Auditors. In case of behaviors with a relevant criminal character, the Supervisory Body shall promptly inform the corporate bodies in order to take appropriate measures.

The Statutory Body constantly and periodically informs the administrative body and the Board of Statutory Auditors of the reporting activities governed by the provisions laid down in paragraph 4.2, specifying the number and type of the notifications received, and updates the Framework accordingly. The Supervisory Body shall be responsible for tracking and storing the outcome of the preliminary investigation and the measures taken.

#### **4.5.4. PROTECTION OF THE WHISTLEBLOWER**

The Supervisory Body is responsible for protecting the whistleblower from the moment the report was taken charge of. The Employee submitting a report cannot be subject to penalty, demotion, dismissal, transfer, or any other organizational measures having adverse effects, whether direct or indirect, on the working conditions in connection with the report. Any retaliation or discriminatory acts adopted by the Company are null and void.

In case of disputes concerning the imposition of disciplinary sanctions or the adoption of additional organizational measures having adverse effects on the working conditions of the whistleblower (e.g., demotion, dismissal, transfer), the employer shall demonstrate they were applied due to reasons not related to the report.

The whistleblower and the trade union organization may report the discriminatory measures to the Italian Labor Inspectorate (INL).

The protection of the whistleblower shall be supported by an efficient activity aimed at communicating to and raising awareness among the Employees of the rights and obligations concerning the notification of unlawful acts.

#### **4.5.5. PROTECTION OF CONFIDENTIALITY**

The Person/body appointed to receive and manage the reports is committed to ensuring the absolute confidentiality of the persons and acts notified, except for the following cases:

- the whistleblower incurs criminal liability for libel or defamation pursuant to the provisions of the Italian Criminal Code;
- the whistleblower incurs noncontractual liability pursuant to Article 2043 of the Italian Civil Code;
- investigations or proceedings have been undertaken by the Judicial Authority.

Should the investigation procedures require the involvement of bodies/persons/third parties, the identity of the whistleblower shall be protected by deleting their contact details and any other element which may allow for their identification, either directly or indirectly.

With specific regard to the scope of disciplinary proceedings, the identity of the whistleblower cannot be disclosed, if the contestation of the disciplinary charge is based on specific and additional investigations, although performed at a later stage. In case the contestation of the disciplinary charge is based, in whole or in part, on the report and the identity of the whistleblower will be crucial in the litigation with the accused, the notification may be used for the purposes of the disciplinary proceedings, provided that the whistleblower has expressed its consent to disclose its identity.

The reported party shall not be entitled to receive any details on the source of the report or the contact details of the whistleblower.

#### **4.5.6. PROTECTION OF CONFIDENTIALITY OF THE REPORTED PARTY**

All subjects involved in the management and processing of reports shall adopt all reasonable precautions and measures aimed at ensuring the protection of confidentiality of the reported party, unless the law imposes the obligation to disclose the name of the reported party (e.g., investigations or proceedings undertaken by the Judicial Authority).

In compliance with the provisions established by the EU Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016, the Supervisory Body receiving the report (specification to be modified according to the body detected) shall be responsible for guaranteeing the confidentiality granted to the whistleblower. The protection of confidentiality shall be ensured including at the stage of submission of the report to third parties.

#### **4.5.7. DATA PROCESSING FOR CONFIDENTIALITY PURPOSES**

In accordance with the current law, the processing of personal data of the subjects involved and/or mentioned in the Reports shall be protected.

The Data controller responsible for managing the Reports is identified as the legal person of OverIT S.p.A. in compliance with Article 4, paragraph 1.7 of the EU Regulation 2016/679 of the European Parliament (General Data Protection Regulation, hereinafter referred to as “GDPR”). The person authorized to process personal data for the purposes of the management of Reports is identified as the Supervisory Body appointed in writing by the Data controller. The Supervisory Body shall process data in compliance with the GDPR, the national legislation, and the guidelines given to the Data controller.

## **5. DISCIPLINARY SYSTEM**

### **5.1. GENERAL PRINCIPLES**

The effective implementation of the Framework is ensured in OverIT S.p.A. by an appropriate disciplinary and sanction system developed and applied in case of a breach of the rules of conduct set forth in the Framework in an effort to prevent the commission of the Offenses referred to in the Decree, and in case of violation of the internal procedures (as referred to Article 6, paragraph 2, letter e) and Article 7, paragraph 4, letter b).

Imposing disciplinary sanctions does not consider the actual commission of the Offense and the initiation and outcome of a criminal proceeding.

The rules of conduct set forth in the Framework are applied by the Company in complete autonomy for respecting the legislative framework the Company is subject to.

The disciplinary sanctions may be therefore imposed by the Company upon failing to comply with the Framework, regardless of the commission of an Offense and the initiation and outcome of a criminal proceeding undertaken by the Judicial Authority.

Violating the provisions of the Framework always constitutes a disciplinary crime.

In any event, the Supervisory Body shall be informed of any proceedings for the imposition of disciplinary sanctions or their possible dismissal.

OverIT S.p.A. is responsible for disseminating information on the existence and content of the sanction system to all above-mentioned subjects from the very beginning of their employment relationship.

### **5.2. BREACH OF THE FRAMEWORK**

In full compliance with the law, by way of example, it constitutes a breach of the Framework:

- a) the implementation of activities or behaviors which do not comply with the provisions laid down in the Framework or the failure to act or behave as set by the Framework when carrying out Sensitive activities;
- b) the implementation of activities or behaviors which do not comply with the provisions laid down in the Framework, the failure to act or behave as set by the Framework when carrying out tasks connected to Sensitive activities, or the failure to comply with the provisions laid down in the Framework as regards the obligation to provide information to the Supervisory Body, which:
  - exposes the Company to the objective risk of committing one of the Offenses set forth in the Italian Legislative Decree No. 231/2001; and/or
  - unequivocally directs towards the commission of one of the Offenses set forth in the Italian Legislative Decree No. 231/2001; and/or

- determines the application of sanctions against the company as set forth in the Italian Legislative Decree No. 231/2001;
- c) with particular reference to the corporate regulations governing reports (i.e., whistleblowing):
  - the implementation of activities or behaviors which breach the measures aimed at protecting the whistleblower;
  - the prohibition of retaliation or discriminatory acts, whether direct or indirect, against the whistleblower for reasons directly or indirectly related to the reporting;
  - the submission of unfounded reports in bad faith or with gross recklessness.

It is to be noted that the failure to comply with the corporate regulatory and/or organizational measures, establishing both general and specific control standards as set forth in the Extraordinary Section of the Framework, during the execution of Sensitive activities, constitutes a breach of the Framework.

### **5.3. SUBJECTS**

All members of the corporate bodies, Employees, Executives, Collaborators of OverIT S.p.A. and all individuals having contractual relations with the Company by means of dedicated contractual clauses are subject to the disciplinary and sanction system.

In case one or more employees of a company of the Group seconded to OverIT S.p.A. by means of a contractual agreement operate in the Company, they shall observe the provisions set forth in the Code of Ethics and Framework.

### **5.4. BREACH OF THE FRAMEWORK AND CONSEQUENT SANCTIONS**

OverIT S.p.A. included in the Framework the rules of behavior, which constitute a disciplinary crime if violated, complying with the current regulations and in accordance with the type of breaches and disciplinary actions applied, and established the sanctions to be imposed according to the seriousness of the Offense.

OverIT S.p.A. has the right to claim compensation for damages incurred as a result of the breach of the Framework to be applied according to:

- the degree of autonomy of the Employee;
- the seriousness of the consequences of the breach, or the possible implications as set forth in the Italian Legislative Decree No. 231/01;
- the degree of intention of the behavior;
- the possible existence of disciplinary sanctions previously imposed.

The manager responsible for the initiation and conduct of the disciplinary proceeding is the Chief People Officer, who shall constantly inform the Supervisory Body of the progress of the proceeding, the justifications put forward, the outcome, and any other detail which may be relevant for the Supervisory Body.

### **5.5. MEASURES APPLIED AGAINST EMPLOYEES**

The Employees of the Company shall respect the obligations set forth in Article 2104 of the Italian Civil Code. It is fundamental to point out that the employment relationship of Employees without an executive role is subject to the application of the National Collective Labor Agreement for the Tertiary, Distribution and Services sector (CCNL).



Such Employees are subject to the sanctions set forth by law, the CCNL, and the sanction system indicated in the work contracts in compliance with Article 7 of Law No. 300/1970 of the Italian Statute of Workers' Rights (Statuto dei Lavoratori) and other possible extraordinary laws applicable.

In further detail, the above-mentioned CCNL provides for the following measures to be applied in proportion to the gravity of the breaches:

- 1) verbal warning;
- 2) written warning;
- 3) fine;
- 4) suspension;
- 5) dismissal.

Upon being notified of a disciplinary relevant conduct, the Company shall promote the implementation of the disciplinary measure with the aim of verifying the breach. As a consequence, the disciplinary charge to the Employee shall be contested and the Employee given an appropriate deadline for submitting the reply in accordance with the law and the CCNL in order to allow the Employee to prepare an adequate defense.

It is essential to point out that the provisions and guarantees provided for by the above-mentioned Article 7 of the Italian Statute of Workers' Rights and composing this Framework shall be complied with.

## **5.6. MEASURES APPLIED AGAINST EXECUTIVES**

The Executives are subject to the National Collective Labor Agreement for Executives of Manufacturers of Goods and Services (CCNL).

In case Executives breach the Framework, the Company shall apply to them the most appropriate measures in accordance with the provisions set forth by the law.

Should the breach break the relationship of trust between OverIT S.p.A. and the Executive, the Executive shall be subject to the lawful dismissal for misconduct.

## **5.7. MEASURES APPLIED AGAINST DIRECTORS AND AUDITORS**

In case of a breach of the Framework by a member of the Board of Directors, the Supervisory Body shall immediately communicate the event to the entire Board of Directors and Board of Statutory Auditors, providing an opinion on the seriousness of the Offense. After consulting the Board of Statutory Auditors, the Board of Directors shall implement the most effective provisions and convene the Shareholders' Meeting in cases of serious violations in order to present the facts established and adopt the measures deemed necessary.

The member or the members of the Board of Directors having committed the Offense are required to disqualify themselves from relevant discussions and decisions.

The Supervisory Body shall promptly notify the Board of Statutory Auditors of those breaches committed by a number of members composing the Board of Directors that prevents the Board of Directors from taking the appropriate decisions and convene the Shareholders' Meeting to take the necessary measures.

In case of a breach of the Framework by one or more members of the Board of Statutory Auditors, the Supervisory Body shall immediately communicate the event to the entire Board of Statutory Auditors and Board of Directors, providing an opinion on the seriousness of the Offense.



After consulting the Board of Directors, the Board of Statutory Auditors shall implement the most effective provisions in compliance with the current regulations and convene the Shareholders' Meeting in cases of serious violations in order to present the facts established and adopt the measures deemed necessary.

### **5.8. MEASURES APPLIED AGAINST OTHER RECIPIENTS**

The breach of the Framework by consultants, collaborators, and business partners shall be sanctioned under the applicable provisions established in the dedicated contractual clauses which require the counterparties to comply with the Framework, adopting appropriate contractual remedies (e.g., right to terminate and/or suspend the execution of the contract and/or of penalty clauses) in the event of a breach of it.

## **6. COMMUNICATION AND STAFF TRAINING**

Communicating the principles set forth in the OMC Framework to the staff and organizing appropriate training sessions are fundamental requirements linked with the correct implementation of the OMC Framework. The Company thus undertakes to facilitate and promote the awareness of Executives and Employees on the OMC Framework, allowing them to deepen the aspects laid down according to their function and role, while encouraging them to actively participating in the sessions aimed at clarifying both principles and content thereof.

### **6.1. COMMUNICATION TO MEMBERS OF CORPORATE BODIES**

Deciding to adopt the OMC Framework and its updates requires each member of the decision-making corporate body to personally comply with the provisions set forth. The Directors who were not involved in the decision to adopt the OMC Framework and its updates, also due to the fact that their role was replaced or renewed, shall sign a declaration in which they acknowledge and accept the principles and content of the OMC Framework. Such declaration shall be stored and preserved by the Supervisory Body.

### **6.2. TRAINING OF AND COMMUNICATION TO EXECUTIVES AND HEADS OF FUNCTION**

All current and/or temporarily employed Executives and Heads of function were duly informed of the adoption of the OMC Framework. Furthermore, the principles and the content of the Italian Legislative Decree No. 231/2001 and OMC Framework were divulged during specific training courses. The participation in such courses is compulsory. The structure of the training courses was approved by the Supervisory Body in agreement with the relevant functions.

### **6.3. TRAINING OF AND COMMUNICATION TO EXECUTIVES, EMPLOYEES, AND OFFICE WORKERS**

All Employees were informed of the adoption of the OMC Framework by posting it on the corporate notice board and/or by using equivalent channels deemed appropriate to ensure the OMC Framework is made accessible to and known by the subjects involved (e.g., corporate Intranet, "Overme" corporate portal).

Furthermore, the Company undertakes to organize specific training sessions for executives, employees, collaborators and office workers, who do not manage any business unit, without prejudice to the obligation to participate in the training initiatives on the Code of Ethics.

#### **6.4. COMMUNICATION TO THIRD PARTIES**

The principles and content of the OMC Framework are brought to the attention of all subjects having contractual relationships with the Company. Third parties having contractual relationships with the Company undertake to observe the applicable law and principles underlying the OMC Framework as set forth by the specific clause included in the contract and required to be accepted.