SIRAM VEOLIA

Organization, Management and Control Model - Legislative Decree 231/01

General Part

In order to pursue and ensure a management of company activities based on compliance with current legislation and the principles of transparency, correctness and honesty, SIRAM S.p.A. has considered it appropriate to adopt, since 2005, and continuously update an organization, management and control model pursuant to Legislative Decree 231/2001 which, together with the Code of Ethics, organizational procedures, operating rules and other company policies and provisions, constitutes the set of safeguards aimed at guaranteeing effective prevention of the crimes contemplated in the Decree and in special laws and, more generally, of behaviours that are in contrast with the aforementioned principles.

Revision	Approval	Description of modifications
00	Board of Directors 25/01/2005	Adoption
01	Board of Directors 21/03/2008	Modification - inclusion of new offences
02	Board of Directors 01/10/2009	Modification - inclusion of new offences
03	Board of Directors 05/12/2012	Modification of the General Part, relating to the paragraphs: Organizational Structure; Supervisory Body; Dissemination of the Model and Information for Third Parties; Updating the Model; Disciplinary System. Amendment of the Special Part: inclusion of new offences.
04	Board of Directors 24/03/2016	- Inclusion of new crimes - Adaptation to organizational changes - Introduction of new principles of behaviour
05	Board of Directors 05/03/2020	- Inclusion of new crimes - Adaptation to organizational changes - Introduction of new principles of behaviour
06	Board of Directors 31/03/2022	- Inclusion of new crimes - Adaptation to organizational changes - Introduction of new principles of behaviour

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1. THE COMPANY AND ITS ORGANIZATIONAL STRUCTURE

1.1. The Company

General information about the SIRAM S.p.A. Company is summarized in the following table.

Name	SIRAM S.p.A.
Registered office:	Milan, Via Anna Maria Mozzoni 12 - 20152
Chamber of Commerce registration	1245922
VAT number:	08,786,190,150
Certifications	UNI EN ISO 9001:2015 UNI EN ISO 14001:2015 UNI EN ISO 45001:2018 SA 8000:2014 UNI EN ISO 11352:2018 FGas DPR 43/2012 UNI EN ISO 50001:2011 UNI EN ISO 15838:2010 SOA Attestation
INPS number	4,935,815,702
National Collective Agreement applied	CCNL of Metalworking Industry and Plant Installation National Collective Labour Agreement for Executives in the Industry and Services Sector
Website	www.siram.veolia.it
Email address	Certified electronic mail: siram@registerpec.it

Veolia, the world leader in the optimized management of environmental resources in the energy - water - waste sectors, is the sole shareholder of SIRAM S.p.A. In Italy, the Siram Group is a leader in energy efficiency services and in the management of the integrated cycle of water and special waste.
The Siram Group addresses the public market - health care, central and local public administration , educational institutions - and the private market - residential , tertiary, industry.

It operates both on existing structures and plants, and on green field projects, pursuing the enhancement of territorial and environmental resources.

1.2. The Corporate Purpose

The corporate purpose of the Company includes the following activities:

- planning, implementation, marketing and management of advanced maintenance, logistics and service systems for industrial plants and infrastructures of public administrations and civil infrastructures, also with the marked use of advanced means and IT systems;
- design, construction, transformation, installation, leasing, maintenance (also in the context of public and private contracts and also on board ships), management of systems, including:
    - technological heating and air conditioning systems;

- irrigation systems for water and air purification;
- waste disposal and treatment plants of any kind, produced by third parties, including their sterilization and/or incineration; the collection, sorting, disinfection, pest control, rodent control, sanitation, organization of the health care service, transport and disposal of waste, including those deriving from its own maintenance activity, transport and treatment of waste, within the limits of the law allowed and after obtaining any necessary authorization;

- assistance to users also for the authorizations and administrative procedures necessary for the installation and operation of the plants referred to in the previous points in accordance with the regulations in force, as well as those of transport, treatment and purification, use, accumulation and water consumption;
- the construction and maintenance of buildings for each use and destination and, among others:
  - design and implementation of construction or renovation works of civil and industrial buildings, of public and private real estate complexes, residential, tourist, sports, hospital, school, commercial, tertiary sector as well as private and public parks and gardens;
  - construction of building works and installations of each category provided for by the current legislation on public works;
  - construction and maintenance of roads and road infrastructures and anything else related to this; planning and management of works for everything concerning the corporate purpose;
  - design, construction management and ancillary equipment envisaged and permitted by current legislation;
  - recognition, evaluation and management of real estate on behalf of third parties, as well as management of the technical administration of real estate;
  - creation and implementation of collections and databases relating to real estate and/or movable assets even if not administered or managed by the company, carrying out all relative, consequent, connected activities;
  - management of leasing, fiscal and insurance relationships of managed real estate assets;
- all cleaning activities, such as, by way of example but not limited to, those concerning the complex of procedures and operations aimed at removing dust, unwanted material or dirt from surfaces, objects and confined spaces and areas of relevance, the cleaning of each type of boilers and tanks, the maintenance, reconstruction and re-qualification of liquid fuel tanks, cleaning of streets in general, of everything also in the field of public agreements;
- all laundry washing activities on behalf of public and private structures, including the collection and return of linen, with the right to use third-party laundries for the performance of the services, including any supply of rental linen to public and private entities;
- the trade and representation of machines, equipment and accessories for fuel and oil plants as well as the installation, assistance and maintenance in general of fuel distribution plants;
- the management of real estate complexes of the Company, including public and private, residential, tourist, sports, hospital, school, commercial and tertiary businesses of establishments for the administration of food and beverages, of hotels, canteens and

shops;

- the execution and integrated technological management and ordinary and extraordinary maintenance of public lighting systems;
- the service of storage for third parties, private and public entities, at own of third-party deposits, management of clinical records;
- wholesale and retail trade, maintenance, management, hiring of commercial representatives and agency relationships for the sale of movable property, equipment, systems and accessories referred to in the previous points as well as building materials in general, in Italy and abroad;
- the assumption of representation and agencies of Italian and foreign companies within the company purpose;
- commercial and industrial consultancy in the context of the corporate purpose;
- the provision of administrative, technical and commercial services including organizational assistance, professional training (within the limits of the law), management control, accounting management in the context of the corporate purpose or in favour of subsidiaries or associates, both directly that indirectly, by the Company or by its Shareholders.

Furthermore, without prejudice to compliance with the provisions of special laws in force applicable from time to time on accounting and administrative separation and as permitted by law and by any provision applicable from time to time, in the forms provided for by them, as well as subject to the acquisition of any authorization and/or concession that may be necessary, the corporate purpose of the Company also includes the following activities:

- the production and/or transformation and/or distribution of energy in any form, excluding dispatching and transmission of electricity;
- the exercise of activities in the fuel sector (including gas), such as, but not limited to, the production, storage, transformation, as well as the sale and - to the extent permitted - the transport and distribution of fuels;
- the assumption of representation and concessions of national and foreign companies for the sale of fuels, oil products, lubricants, bitumens, chemical products, energy materials in general and of other products, including non-petroleum products, of any nature;
- the purging of sewers, cesspools and septic tanks, the gushing of pipes of all kinds;
- the environmental control activity;
- remote activity (i.e. remote control) of technological systems (electrical, thermal, air conditioning and energy metering systems) and remote diagnostics and remote management services;
- the management of the activities included in the industrial and food cold chains to cover the needs and guarantee the achievement of energy efficiency;
- remote heat management even without constantly supervising personnel and/or through the use of remote regulation and control systems designed to ensure comfort and safety in the management of real estate assets;
- the road haulage of goods, including waste, of any kind on behalf of third parties, subject to the completion of all necessary activities;
- the road haulage of goods for third parties;
- the purchase, sale, import, export and trade of water and fluids in general and the their

road transport by own account and for account of third parties.

1.3. Corporate structure (Governance Model)

The SIRAM S.p.A. Company is a

business corporation.

The structure of governance adopted by SIRAM follows the traditional model defined by the Civil Code, which provides for two different corporate bodies, the Board of Directors and the Board of Statutory Auditors with functions of governance and control respectively.

The Board of Directors is made up of three members.

The Board of Statutory Auditors, made up of five members, has the task of supervising, pursuant to Article 2403 of the Italian Civil Code, the adequacy of the organizational, administrative and accounting structure adopted by the company and its concrete functioning.

The accounting control on the company, pursuant to Article 2409 bis of the Italian Civil Code, was entrusted to an auditing firm registered in the register established at the Ministry of Justice.

According to the Articles of Association, the Chairman and the Chief Executive Officer have the legal representation of the Company. They have been conferred the powers of ordinary and extraordinary administration.

Below is a description of the inspiring principles of the governance.

1.4. Inspiring principles of the Governance structure

The choices of corporate governance of SIRAM are inspired by the principles of responsibility, impartiality and honesty.

The SIRAM Code of Ethics represents a manifesto of the way of understanding the management of the company. As such, it ideally sits upstream of the entire system of corporate governance and represents a "code of conduct", defining, in programmatic terms, the corpus of principles towards which the Company directs its operations and actions.

The Code of Ethics indicates the objectives and values of the business activity, with reference to the main subjects with whom SIRAM interacts on a daily basis: shareholders, customers, suppliers, market, community, employees and associates.

The corporate organization derives in the strict sense from the values expressed in the Code of Ethics and, therefore, the Statute, which defines the structure, instruments, bodies of the Company and their functioning, in line with the opportunities granted by law and in compliance with the "traditional " scheme of the distribution of roles for defining strategies, management and supervision, based on the balancing and control system typical of the dialectics between the Board of Directors and the Board of Statutory Auditors, both appointed by the Shareholders' Meeting, which is placed in a top position, with respect to supervision, management and control.

In relation to the three different activities mentioned above, it should be noted that:

- strategic supervision means the identification of the corporate strategic objectives and the verification of their implementation;
- management means the conduct of the company activity, aimed at the realization of the previously developed strategy;
- control means the verification of the regularity of the activity and the adequacy of the organizational structures of the Entity.

1.5. The organizational structure

The organizational structure identifies the top figures, to whom the operational and control responsibilities of company processes are ascribed, for which reference should be made to the

organizational charts and organizational provisions approved by the Legal Representative.

From a structural point of view, SIRAM S.p.A. is organized with a registered office with functions of strategic management, coordination, support and supervision of the business process and by operating units located throughout the Italian territory (Business Units).

The Business Units have one office each and one or more operational offices (depending on the size of the unit).

The organization of the Business Units is entrusted to a Director of the Business Unit, an Operational Area Manager, Contract Managers and Contract Coordinators. There is also support staff who take care of the management of technical-administrative procedures and of connection with the central office.

With specific reference to the duties in the Health and Safety area, each Director of Business Unit has been identified as an Employer pursuant to Legislative Decree 81/2008 in relation to the relevant Business Unit, with further identification of a specific Employer for the Headquarters.

2. THE LEGISLATIVE DECREE No. 231 of 08/06/2001: THE LIABILITY OF THE BODY: LEGAL PROFILES

2.1. The regulation of the administrative liability of legal persons, companies and associations introduced by the Decree

The Legislative Decree of 8 June 2001, no. 231 (hereinafter referred to as the “Decree”), implementing the delegated law of 29 September 2000, no. 300, regulates the administrative liability of legal persons, companies and associations, including those without legal personality (entities), introducing it for the first time in the Italian legal system. Before the introduction of this legislative discipline, according to Italian law, collective entities were not subject to criminal-administrative liability and only natural persons (directors, managers, etc.) could be prosecuted for any commission of crimes in the interest of the corporate structure.

This regulatory framework was profoundly innovated by the Decree, which marked the adaptation by Italian legislation of a series of international conventions to which Italy has already adhered for some time: in particular, it is the Convention on financial protection of the European Communities of 26 July 1995, the EU Convention of 26 May 1997 relating to the fight against corruption, as well as the OECD Convention of 17 September 1997 on the fight against bribery of foreign public officials in international business transactions. With the issue of the Decree, the Italian legislator has complied with the obligations provided for by such international and EU instruments, which precisely provide for the provision of paradigms of liability of legal persons and a corresponding sanctioning system, which affects corporate crime in more direct and effective way.

The Decree is therefore inserted in a context of implementation of international obligations and - aligning itself with the regulatory systems of many European countries - establishes the responsibility of the company, considered "as an autonomous centre of interests and legal relationships, a point of reference of precepts of various kinds, and matrix of decisions and activities of the subjects who operate in the name, on behalf or in any case in the interest of the entity” (thus the report to the Preliminary Project for the reform of the Italian Criminal Code, prepared by the Commission chaired by Prof. Carlo Federico Grosso).

This is a sui generis "administrative" responsibility, since, although it involves administrative sanctions, it derives from the commission of one of the crimes[1] assumption indicated in the

[1] In limited cases, expressly provided for, the liability of the entity pursuant to the Decree may also derive from the commission of administrative offences (for example: pursuant to Article 187-quinquies of Legislative Decree 58/1998, the abuse of privileged information and market manipulation, where carried out in the interest or to the advantage of the entity, can also be recognized as administrative offences).

Decree or in special laws and presents the guarantees of a criminal trial.

In particular, the Decree provides for an articulated system of sanctions that starts from the application of pecuniary sanctions, to which are added, following the scale of the seriousness of the crime committed, disqualification measures such as the suspension or revocation of concessions and licenses, the prohibition on contracting with the public administration, the exclusion or revocation of loans and contributions, the prohibition of advertising goods and services, up to the heaviest disqualification sanctions, which can even reach the prohibition of carrying out the same business activity.

The administrative sanction for the company, however, can only be applied by the criminal judge, in the context of the guarantee rules established by the criminal system, and only if all the objective and subjective requirements set by the legislator exist: in particular, it is necessary that one of the offences, for which the administrative liability of the entity is envisaged, is committed in the interest or to the advantage of the company, by top management or subordinates to them.

The liability of entities also extends to crimes committed abroad, provided that the State of the place where the offence was committed does not proceed against them, provided that the particular conditions provided for by the Decree exist: this entails, for the purposes of this organizational model, the need to also consider the operations that SIRAM S.p.A. has to carry out abroad, for example for purchases from countries other than Italy or for the sale of its services on foreign markets.

This aspect will be examined for what is relevant here in the second part of this document, when the individual offences, for which the legislator has provided for the liability of the collective body, will be dealt with one by one.

As for the requisites necessary for the administrative liability of the legal person to be configured, alongside the criminal liability of natural persons, it must be emphasized that it must be, first of all, a crime committed in the interest or to the advantage of the entity.

The exclusive advantage of the agent (or of a third party with respect to the entity) does not result in any liability for the entity, since the legal person is clearly not involved in the crime.

As for the subjects, the legislator, in Article 5 of the Decree, provides for the liability of the entity if the crime is committed:

- "By persons who hold representative, administrative or management functions of the entity or one of its organizational units with financial and functional autonomy as well as by persons who exercise, even de facto, the management and control of the same" (so-called top management subjects);
- "By persons subject to the management or supervision of one of the subjects referred to in letter a)" (so-called subordinates).

From this perspective, it should be emphasized that - with respect to the subjects who hold representative, administrative or management functions of the entity - of the people who have the same functions in an "organizational unit with financial and functional autonomy": as is known, this an increasingly widespread case in the current economic reality, especially in the context of companies with a complex structure, with different articulations, including territorial ones, and this requires particular attention in order to develop an organizational model that is really effective in practice. It will be possible to verify, in the special section dedicated to individual crimes, how it is necessary to ensure that anyone who works on behalf of the Company and is potentially at risk of committing the predicate crimes is the recipient of rules and principles of conduct suitable for preventing unlawful conduct, thus ensuring adequate control and effective supervision of those "sensitive" activities with a view to the potential commission of the offences envisaged by the Decree.

Again with regard to the subjects, it has already been specified that letter b) of Article 5 refers to

“persons subject to the management or supervision of persons in top positions”. In this regard, the Ministerial Report specifies that "the choice to limit the liability of the company to the sole case of a crime committed by the top management, would not have proved plausible from a logical and political criminal point of view", due to the evident fragmentation of operational processes and decision-making.

This requires, as it is easy to understand, a detailed analysis of the individual procedures through which the various activities of the company are carried out, in such a way as to be able to set up effective control measures, capable of preventing the commission of crimes or determining them, in any case, a rapid identification and reporting by the supervisory and internal control bodies. As mentioned, this model will deal with these aspects later on.

For the purposes of affirming the liability of the entity, in addition to the existence of the requisites referred to up to now, which allow an objective link to be made between the crime committed and the entity's activity, the legislator also imposes the verification of a requirement subjective, consisting in the guilt of the entity for the crime committed. This subjective requirement is identified with the identification of a fault of the organization, understood as the violation of adequate rules of diligence self-imposed by the body itself and aimed at preventing the specific risk of crime. The aforementioned rules of diligence constitute the core content of this organizational model.

2.2. Types of offence

The entity can be held responsible only for the offences expressly listed in the Decree or in special laws (so-called predicate offences), if committed in its interest or to its advantage by the qualified parties pursuant to Article 5, paragraph 1, of the same Decree.

The "offences" currently included in the scope of application of the Decree are listed below, referring to ANNEX 1 of this document for the details of the individual cases included in each category of offences and not expressly referred to below:

1) Crimes against the Public Administration and the assets of the State, of public bodies and of the European Union, modified by Law no. 69/2015, by Law 3/2019, by Legislative Decree no. 105/2019, converted into law by Law no. 133/2019 and, most recently, by Legislative Decree 75/2020 (articles 24 and 25 of the Decree);
2) Computer crimes and unlawful data processing, introduced by Law 48/2008, modified by Legislative Decree no. 7 and 8 of 2016 and, most recently by Legislative Decree no. 105/2019, converted into law by Law no. 133/2019 (Article 24 bis of the Decree);
3) Organized crime offences, introduced by Law 94/2009, amended by Law 69/2015 and, most recently, by Law of 11 December 2016 no. 23 (Article 24 ter of the Decree);
4) Crimes relating to forgery of money, public credit cards, revenue stamps and identification instruments or signs, introduced by Law 409/2001 and amended by Law 99/2009 and subsequently amended by Legislative Decree 125/2016 (Article 25 bis of the Decree);
5) Crimes against industry and commerce, introduced by Law 99/2009 (Article 25 bis 1 of the Decree);
6) Crimes in corporate matters, introduced by Article 3 of Legislative Decree no. 61/2002, amended by Law 69/2015, by Legislative Decree 15 March 2017 no. 38 and by Law 3/2019 (Article 25 ter of the Decree);
7) Crimes with the purpose of terrorism or subversion of the democratic order, introduced by Law 7/2003 (Article 25 quater of the Decree);
8) Practices of mutilation of female genital organs, introduced by Law 7/2006 (Article 25 quater 1 of the Decree);

9) Crimes against the individual, introduced by Law 228/2003 and most recently amended with the L. 199/ 2016 (Article 25 quinquies of the Decree*)*;

10) Market abuse, introduced by Law 62/2005, modified by Law 262/2005 and, most recently, by Legislative Decree no. 107/2018 (Article 25 sexies of the Decree*)*;

11) Transnational crimes, introduced by Law 146/2006;

12) Negligent offences committed in violation of the accident prevention legislation and the protection of workplace health and safety, introduced by Law 123/2007 (Article 25 septies of the Decree);

13) Crimes relating to receiving, laundering and use of money of illicit origin introduced by Legislative Decree 231/2007, as well as self-laundering, introduced by Law 186/2014 (Article 25 octies of the Decree);

14) Crimes relating to payment instruments other than cash, introduced by Legislative Decree no. 184 of 8 November 2021 (Article 25 octies 1 of the Decree);

15) Crimes relating to the infringement of copyright, introduced by Law 99/2009 (Article 25 novies of the Decree*)*;

16) Crime of induction not to make statements or to make false statements to the judicial authority, introduced by Law 116/2009 (Article 25 decies of the Decree);

17) Environmental crimes, introduced by Legislative Decree 121/2011, and amended by Law 68/2015 and by Legislative Decree 21/2018 (Article 25 undecies of the Decree);

18) Crime of employment of citizens of third countries whose stay is illegal, introduced in the Decree by Legislative Decree 109/2012 and amended by Law 17 October 2017 no. 161 (Article 25 duodecies of the Decree*)*;

19) Crimes of racism and xenophobia, introduced on 12 December 2017 by the European Law 2017 "Provisions *for the fulfilment of obligations deriving from Italy's membership of the European Union",* as amended by Legislative Decree 21/2018 (Article 25 terdecies of the Decree);

20) Crimes of fraud in sports competitions, illegal gambling or betting and gambling carried out by means of prohibited devices, provided for by Law 39/2019 (Article 25 quaterdecies of the Decree)*;*

21) Tax offences, inserted by article 39, paragraph 2, of the Legislative Decree 26 October 2019, no. 124, converted with amendments by Law 19 December 2019, no. 157, most recently amended by Legislative Decree 75/2020 (Article 25 quinquiesdecies of the Decree);

22) Crimes relating to smuggling, included by Legislative Decree 14 July 2020, no. 75 (Article 25 sexiesdecies of the Decree);

23) Crime of non-compliance with the disqualification sanctions applied to the entity (Article 23 of the Decree).

2.3. Sanctions

The sanctioning system described by the Decree in relation to the commission of the crimes listed above, provides for the application of the following administrative sanctions, depending on the crimes committed:

- financial penalties;
- disqualification sanctions;
- confiscation;

- publication of the sentence.

In the calculation of the pecuniary sanction, the judge determines:

- the number of shares, taking into account the seriousness of the fact, the degree of responsibility of the company as well as the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further offences;
- the amount of the single share, based on the economic and financial conditions of the company.

The disqualification sanctions are applied only in relation to the crimes, for which they are expressly provided for and provided that at least one of the following conditions is met:

- the company derived a significant profit from the commission of the offence and the offence was committed by persons in top positions or by persons subject to the management of others when, in the latter case, the commission of the offence was determined or facilitated by serious organizational deficiencies;
- in case of repetition of offences.

The judge determines the type and duration of the disqualification sanction taking into account the suitability of the individual sanctions to prevent offences of the type committed and, if necessary, can apply them jointly (Article 14, paragraph 1 and paragraph 3, of the Decree).

With particular regard to the offences of embezzlement, extortion, undue inducement to give or promise benefits, corruption and abuse of office, a reduction of the disqualification sanctions is envisaged in the event that the entity, before the first degree sentence, effectively acted to prevent the criminal activity from being brought to further consequences, to ensure evidence of the crimes and to identify those responsible or for the seizure of the sums or other benefits transferred and have eliminated the organizational deficiencies that led to the crime through the ''adoption and implementation of suitable organizational models (Article 25 paragraph 5 bis of the Decree).

The sanctions of disqualification from exercising the activity, the prohibition of contracting with the Public Administration and the prohibition of advertising goods or services can be applied - in the most serious cases - definitively. It should also be noted, in place of the imposition of the disqualification sanction, the possible continuation of the company's business by a commissioner appointed by the judge pursuant to and under the conditions set out in Article 15 of the Decree.

The disqualification sanctions, however, do not apply when the following conditions are met (Article 17 of the Decree) before the declaration of the opening of the trial at first instance:

- the entity has fully compensated the damage and has eliminated the harmful or dangerous consequences of the crime or has in any case taken effective action in this sense;
- the entity has eliminated the organizational deficiencies that led to the crime by adopting and implementing organizational models suitable for preventing crimes of the type that occurred;
- the entity has made available the profit obtained for the purposes of confiscation.

2.4. Liability exemption: the organization and management model

As mentioned, the articles 6 and 7 of the Decree provide for the exemption from administrative liability if the entity has effective and effective organization and management models suitable for preventing crimes of the type that occurred.

From these provisions of the legislative decree, a difference in discipline and evidence regime emerges in relation to crimes committed by subjects in top positions with respect to crimes committed by subordinates.

By introducing an inversion of the burden of proof, Article 6 in fact provides that the entity is not liable for crimes committed by persons in top positions if it is possible to demonstrate that:

- the management body has adopted and effectively implemented, before the offence was committed, an organization and management model suitable for preventing crimes of the type that occurred (hereinafter the "Model");
- the task of supervising the functioning and observance of the Model as well as proposing its updating has been entrusted to a Supervisory Body of the Entity (hereinafter "Supervisory Body"), endowed with autonomous powers of initiative and control;
- the persons who committed the crime acted by fraudulently evading the aforementioned Model;
- there was no omission or insufficient supervision by the Supervisory Body.

According to the Article 7, for crimes committed by subjects subject to the management of others, the entity is liable only if the commission of the crime was made possible by the failure to comply with the management or supervision obligations (in this case the burden of proof is borne by the prosecution). In any case, for this type of offence, there is a presumption of compliance with these obligations if the entity, prior to the commission of the offence, has adopted and effectively implemented an organization, management and control model suitable for preventing offences of the type of that which occurred.

As can be seen, the adoption of a model (or more models) constitutes an opportunity that the legislator attributes to the entity, aimed at the possible exclusion of liability.

As for the effectiveness of the model, the legislator, in Article 6 paragraph 2 of the Decree, states that the model must meet the following requirements:

- identify the activities, in which there is a possibility that crimes may be committed;
- provide for specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the crimes to be prevented;
- provide for information obligations towards the Supervisory Body;
- introduce an internal disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model;
- introduce an ethical code of conduct for company activities.

The model must also provide, pursuant to Article 6 paragraph 2 bis of the Decree, one or more channels that allow top management and subordinates, in order to protect the integrity of the entity, to submit detailed reports of illegal conduct relevant under the Decree or of violations of the model, of which they have come to knowledge by reason of the functions performed (so-called whistleblowing). The model must also guarantee the confidentiality of whistleblowers, keeping them harmless from retaliation or discriminatory acts for reasons connected, directly or indirectly, to their reporting. Finally, the disciplinary system must provide for sanctions against those who violate the protection measures of the whistleblower, as well as those who make reports with wilful misconduct or gross negligence that turn out to be unfounded.

The characteristic of the model's effectiveness is instead linked to its effective implementation which, pursuant to Article 7 paragraph 4 of the Decree, requires:

- a periodic check and possible modification of the same when significant violations of the provisions are discovered or when changes occur in the organization or in the activity (update of the model);
- a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model.

2.5 Guidelines provided by the Trade Associations

Article 6, paragraph 3, of the Decree provides that "The organization and management models can be adopted, guaranteeing the requirements referred to in paragraph 2, on the basis of codes of conduct drawn up by the representative associations of the entities, communicated to the Ministry of Justice which, in agreement with the competent Ministries, it can formulate, within thirty days, observations on the suitability of the models to prevent crimes", without prejudice to the possibility for the individual entity to adopt any further precautions, where deemed appropriate in relation to the specific activity carried out.

Confindustria has defined the Guidelines for the construction of organization, management and control models (hereinafter, the "Confindustria Guidelines") providing, among other things, methodological indications for the identification of risk areas (sector/activity in the scope of which offences may be committed), the design of a control system (the so-called protocols for planning the formation and implementation of the entity's decisions) and the drafting of the contents of the organization, management and control model.

The Confindustria Guidelines were issued on 7 March 2002 and subsequently updated, most recently, in June 2021.

On 21 July 2014, the Ministry of Justice approved the Confindustria Guidelines, evaluating them as an instrument “overall adequate and suitable for achieving the purpose set by Article 6, paragraph 3, of Legislative Decree 231/2001”.

Therefore, the Company, in the construction of this Model 231, has decided to take inspiration from the principles contained in the Confindustria Guidelines, as updated over time, in the absence of more specific Guidelines relating to the sector concerned by Siram's activities.

The path indicated by them for the elaboration and subsequent updating of the Model can be outlined according to the following fundamental points:

- identification of areas at risk, aimed at verifying in which company areas/sectors it is possible to commit crimes;
- preparation of a control system capable of reducing risks through the adoption of specific protocols and/or general principles of conduct.

To support this, the coordinated set of organizational structures, activities and operating rules applied - on the recommendation of the top management - by the management and company personnel is needed, aimed at providing reasonable security regarding the achievement of the purposes included in a good system of internal control.

The most relevant components of the preventive control system proposed by Confindustria are:

- ethics code;
- organizational system;
- manual and IT procedures;
- authorization and signature powers;
- control and management systems;
- communications to personnel and their training.

The control system must also be aligned with the following principles:

- verifiability, documenting, consistency and congruence of each operation;
- separation of duties (no one can independently manage all stages of a process);
- control documentation;

- introduction of an adequate system of sanctions for violations of the rules and procedures envisaged by the model.

Furthermore, it is necessary to proceed with the identification of a Supervisory Body whose main requirements are:

- autonomy and independence;
- professionalism;
- continuity of action.

3. ORGANIZATIONAL MANAGEMENT AND CONTROL MODEL

3.1. Preamble

In order to pursue and ensure a management of corporate activities based on compliance with current legislation and the principles of transparency, correctness and honesty, SIRAM S.p.A. has deemed it appropriate to adopt, since 2005, and continuously update an organization, management model and control (hereinafter, the Model) pursuant to Legislative Decree 231/2001 (hereinafter, the Decree), which, together with the Code of Ethics, organizational procedures, operating rules and other company policies and provisions, constitutes the " set of safeguards aimed at guaranteeing effective prevention of the crimes contemplated in the Decree and in special laws and, more generally, of behaviours that are in contrast with the aforementioned principles.

SIRAM S.p.A. is also determined to ensure that the aforementioned corporate governance tools adopted are constantly suitable for preventing the commission of crimes: to this end, the Company continuously checks the effectiveness of the Model adopted with respect to its own organizational and business reality and changes to the Decree, as well as with respect to any critical issues that have emerged in the application of the Model itself. In particular, SIRAM S.p.A., as part of the periodic updating of the Model carried out, took into account not only the inclusion of new cases in the catalogue of the predicate offences of the entity's liability, but also the organizational changes that have occurred over time, as well as any signs of risk emerging in the performance of the activity or in the application of the Model.

Precise internal rules perform the function of organizing the system of powers and delegations, of regulating and preparing the protocols of the activities carried out within the company, of regulating the various information flows between the various functions and the various bodies.

In this perspective, the adoption, updating and dissemination of the Model, together with the Code of Ethics and, more generally, the principles of conduct adopted by Siram, also ensure the important result of informing the corporate bodies and employees, as well as associates and external partners, of the principles on which the Company is inspired in the conduct of its business and of the safeguards set up by the same in order to prevent the commission of offences, including criminal, through the continuous control of all areas of activity at risk and the staff training for the correct fulfilment of their duties.

Together with the adoption of the Code of Ethics (resolution of the Board of Directors of SIRAM S.p.A. of 12/9/2003), it was assumed in the belief that the adoption of this Model - beyond the provisions of the Decree, which indicate the Model itself as an optional and not mandatory - it can constitute a valid tool for raising awareness of all employees of the Company and of all other subjects involved in the same (Customers, Suppliers, Partners, Associated in various capacities), so that they follow correct and linear behaviour in carrying out their activities, such as to prevent the risk of committing the offences contemplated in the Decree.

3.2. Objectives and aims of the model

3.2.1. The objectives pursued by SIRAM S.p.A. with the adoption of the Model

The purpose of adopting and updating the Model is to configure and constantly implement the Company's internal control system, respectively, by making all Recipients aware, as defined in par. 3.2, so that they follow, in carrying out their activities, correct and linear behaviour, such as to prevent the risk of commission of the possible offences.

Indeed, SIRAM S.p.A. intends to ensure conditions of correctness, transparency and honesty in the conduct of company activities, to protect its position and image, the expectations of its shareholders and the community in general and the work of its employees; it is also aware, also in consideration of the peculiarities of the business carried out, of the importance of having an internal control system suitable for preventing the commission of unlawful conduct by its directors, employees, associates, representatives and partners.

SIRAM S.p.A. does not tolerate unlawful conduct, of any type and regardless of any purpose, as such conduct (even if the Company was apparently in a position to take advantage of it) are in any case contrary to the ethical principles, which the Company intends to adhere to.

Any commission of offences is strongly condemned and considered contrary to the interests of the Company even when it could derive an advantage from it. All the Recipients of the Model, as defined below under 3.3, are informed and aware that SIRAM condemns and sanctions any behaviour in conflict with current legislation and with the provisions of the Model and the Code of Ethics, as well as any conduct implemented in order to evading its contents, even if carried out in the belief that it pursues, even in part, the interest of the Company, or with the intention of bringing it an advantage.

3.2.2. The purposes of the Model and the methodological phases for its preparation

The Model, together with the Code of Ethics, constitutes an awareness-raising tool for all Recipients, as defined infra sub 3.3, and has the aim of determining full awareness in these subjects of the seriousness in the event of the commission of a crime and of the serious consequences that derive from it, not only for themselves, but also for the company, allowing the same, in the presence of such situations, to act promptly and effectively.

By adopting and updating the Model, SIRAM S.p.A. aims to pursue the following main purposes:

- identify the activities carried out by the individual company functions which, due to their particular type, may entail a risk of crime pursuant to the Decree;
- analyse the potential risks with regard to the possible methods of implementing the crimes with respect to the internal and external operating context in which the company operates;
- evaluate the system of preventive controls and its adaptation in order to prevent the risk of commission of the predicate offences;
- define a system of rules that establishes general (Code of Ethics) and specific (organizational procedures) lines of conduct aimed at governing company activities in "sensitive" sectors;
- establish a system of authorization and signature powers to ensure a timely and transparent representation of the corporate decision making and implementation process;
- implement a control system capable of promptly reporting the existence and emergence of general and/or particular critical situations;
- train the staff on the contents of the Code of Ethics and more generally on the

authorization powers, the lines of hierarchical dependence, the principles of conduct, the procedures, the information flows and everything that contributes to giving transparency to the company activity;

- make all the "Recipients" of the Model aware (as identified in the following paragraph) of the need for strict compliance with the Model itself, violation of which results in severe disciplinary sanctions;
- provide for a system of sanctions relating to the violation of the provisions of the Code of Ethics and the procedures set out in the Model;
- inform the "Recipients" of the serious consequences that could result for the company (and therefore indirectly to all stakeholders) from the application of the pecuniary and disqualifying sanctions provided for by the Decree and of the possibility that they may also be ordered as a precautionary measure;
- appoint and assign to a Supervisory Body, having the characteristics that will be specified below, specific powers in order to control the effective functioning, adequacy and updating of the Model.

3.3. The recipients of the Model

The recipients (hereinafter the "Recipients") of the Model and undertake to respect its content:

(a) the directors and managers of the company (so-called top management subjects)

(b) the employees of the company (so-called internal subjects under the management of others),

(c) the directors, managers and employees of any other companies in the group who continuously perform a service on behalf or in the interest of the Company within the sensitive areas;

(d) associates (including interns), consultants and in general persons who carry out self-employment activities to the extent that they operate within the so-called sensitive areas of activity on behalf or in the interest of the company;

(e) suppliers and partners (also in the form of a temporary association of companies, as well as joint-ventures) that operate in a significant and/or continuous manner in the so-called sensitive areas of activity on behalf or in the interest of SIRAM S.p.A.;

(f) more generally, all those who, for whatever reason, operate in the name or on behalf or in the interest of the Company in the so-called sensitive areas on behalf and in the interest of the company.

The subjects external to the company referred to in points (d) and (e) are considered recipients of the Model even if the contractual relationship is with another company of the group, if in substance they operate in a significant and/or continuous manner within the of so-called sensitive activities on behalf or in the interest of the company.

3.4. The structure and organization of the Model (General Part and Special Part)

The Model consists of two distinct parts:

- General part - illustrates the function and principles of the Model, identifies and regulates its essential components, i.e. the Supervisory Body, the Sanctioning System, the selection and training of personnel, as well as the dissemination, application and adequacy of the Model;
- Special part - illustrates and deepens the analysis of the operational activities of the

entity for some categories of crime envisaged by the Decree where potential risk-crime profiles have been identified, following the identification of the areas at risk with indication of the proxies and/or company procedures and/or protocols) designed to contain the risk itself.

3.5. The Development of the Model

The Model was prepared by SIRAM S.p.A. taking into account, as already mentioned, the provisions of the Decree and the Guidelines drawn up on the subject by Confindustria.

The phases in which SIRAM S.p.A. has articulated the work of identifying the areas at risk and detecting the current system of safeguards and controls aimed at preventing crimes are described below.

3.5.1. Collection and analysis of all documentation

In order to plan the internal activities of identifying the areas at risk and detecting the related internal control system, SIRAM S.p.A. has collected and examined the organizational-procedural documentation present in the company (procedures, organization charts, system of proxies and powers of attorney, service orders, job descriptions and mapping of skills, any records and evidence of internal processes, plans and evidence of internal audits, etc.). Furthermore, a historical analysis was carried out of the cases that have already emerged in the past relating to criminal, civil, or administrative proceedings against the Company or its employees who have points of contact with the legislation introduced by the Decree.

The collection of the documentation of the corporate and organizational structure and the analysis of the same from both a technical-organizational and legal point of view made it possible to identify the sensitive processes/activities and a preliminary identification of the functions responsible for these processes/activities.

3.5.2. Identification of processes and activities at risk

Article 6, paragraph 2, letter a) of the Decree indicates, among the requirements of the model, the identification of the processes and activities within which the offences expressly referred to in the Decree may be committed. In other words, these are those activities and company processes and sub-processes that are commonly defined as "sensitive" (hereinafter, "sensitive activities" and "sensitive processes").

In relation to this requirement, the Company has identified the areas at potential risk of committing crimes that are relevant pursuant to the Decree and/or instrumental, meaning respectively the processes and sub-processes whose performance could involve the commission of one of the predicate offences and the areas in which, in principle, the conditions, occasions or means for committing the offences in question could arise.

3.5.3. Identification and analysis of current risk safeguards

In parallel with the identification of the areas at risk and the corresponding sensitive processes and sub-processes, the Company has identified the control measures in place in the context of the "sensitive processes" referred to above by organizing specific meetings with the main company managers, aimed at the timely identification, in the face of each sensitive sub-process, of the management methods and control tools, with particular attention to existing preventive controls to monitor risks.

3.5.4. Gap Analysis

In the context of the interviews with the company managers, with reference to each potential

risk-crime profile, the opportunities, also potential, for the commission of the crimes were also identified, as well as, with reference to each of the main methods of their realization identified:

- the control mechanisms identified within the Function/Area considered;
- the adequacy of the same or their ability to prevent or identify

  illegal behaviours;
- useful suggestions for introducing further elements of control with respect to crime risks.

In particular, on the basis of the current situation (existing controls and procedures), in relation to the sensitive processes and sub-processes and the provisions and purposes of the Decree, the actions aimed at integrating the internal control system (processes and procedures) with a view to continuous improvement of the Model and the related safeguards.

The person responsible for managing the sensitive process that is not sufficiently supervised was therefore requested to adopt suitable interventions to concretely prevent the identified risk hypotheses, also taking into account the existence of explicitly codified operating rules or not regulated, but equally respected in operational practice.

3.5.5. Definition of protocols

Following the outcome of the above activities, specific control protocols were formalized and subsequently updated, referred to below:

- PR 01 - Crimes committed through public donations;
- PR 02 - Cybercrime offences;
- PR 03 - Anti-corruption;
- PR 04 - Corporate offences;
- PR 05 - Health and Safety;
- PR 06 - Crimes of receiving stolen goods, money laundering and use of money, goods or utilities of illicit origin, self-laundering;
- PR 07 - Environmental crimes;
- PR 08 - Tax offences;
- PR 09 - Crimes of fraud in public supplies.

Protocols can be defined as a set of rules and controls originating from a careful analysis of each individual activity and for the purpose of risk prevention.

The protocols - to be read together with the Risk Analysis - are inspired by the rule of making the various stages of the decision-making process documented and verifiable, so that it is possible to trace the motivation that guided the decision.

Based on an evaluation activity of the internal control system, the protocols, with reference to the areas at risk of crime and/or instrumental cited, intend to provide the rules of conduct and the operating and control methods to which the Recipients of the Model must adapt. with reference to the performance of sensitive and/or instrumental processes and sub-processes.

In the protocols and in the Risk Analysis it is stated:

- functional segregation of operational and control activities;
- the traceability of operations at risk and of the controls put in place to prevent the commission of offences;
- the distribution and attribution of authorization and decision-making powers and

responsibilities of each structure, based on principles of transparency, clarity and verifiability of operations.

The definition of the protocols is completed and integrated with the formalized safeguards (written procedures) and/or non-formalized safeguards (practices) implemented by the Company in order to regulate the sensitive processes and sub-processes identified in the Risk Analysis, with the established rules of the Code of Ethics, which the Company adopts together with this Model, as well as with the behavioural principles referred to in the Special Part of the Model, which represent a fundamental tool for expressing those principles of corporate ethics that the company recognizes as its own and on which it bases a sound, transparent and correct management of the activities related to it.

3.6. The principles of control

The components of the Organizational Models described above must be integrated into a system architecture that respects a series of control principles, including:

"Every operation, transaction, action must be: verifiable, documented, consistent or congruous".

For each operation there must be adequate documentary support on which checks can be carried out at any time that certify the characteristics and reasons for the operation and identify who authorized, carried out, registered, verified the operation itself.

“No one can independently manage an entire process”.

The system must guarantee the application of the principle of separation of functions, whereby the authorization to carry out a transaction must be under the responsibility of a person other than the person who accounts, carries out operations or controls the transaction.

Furthermore, it is necessary that:

- no one is given unlimited powers;
- the powers and responsibilities are clearly defined and known within the organization;
- the authorization and signature powers are consistent with the organizational responsibilities assigned.

"Documentation of controls".

The control system must document (possibly through the drafting of minutes, audit reports) the carrying out of conformity and compliance checks with the provisions of the law, any regulations in force, the rules and internal provisions established by the company itself.

3.7. The System of Responsibilities

The System of Responsibilities of SIRAM S.p.A. is based on:

- a system of proxies/delegations attributed to the various company levels;
- a description of the tasks and duties for the main professional figures;
- a system of practices, procedures and instructions that regulate company processes and activities;
- a business organization based on the principle of separation of duties.

The System of Responsibilities identified is updated and verified by the Chief Executive Officer, who always operates in compliance with the law, the Code of Ethics and the Model and, in any case, communicating to all personnel - as well as, where necessary, to the other Recipients, external to the Company - the changes in the system itself.

The powers of attorney or powers conferred by the Board of Directors and/or by the top

management (Chairman or CEO) to certain individuals to operate as "top executives" of the company, regardless of the legal title for which they perform this task, are verified and updated by Director of the Human Resources Area and the Director of the Legal Area.

The essential requirements of the system for the attribution of proxies, for the purposes of effective prevention of the crimes envisaged by the Decree are the following:

- the proxies must combine each management power with the related responsibility and an adequate position in the organization chart and be updated as a result of organizational changes;
- each proxy must specifically define: i) the powers of the delegate, and ii) the person to whom the delegate reports;
- the delegate must have adequate spending powers for the functions assigned to him;
- the delegation of specialist tasks must only be made in favour of qualified individuals with adequate technical-professional skills;
- the conferral of functions must meet the criteria of effectiveness and integrity; the delegated functions must be carried out without interference by the delegating party with the warning that the duty of control by the delegating party must never be considered an interference activity.

"Delegation" means any internal act of attribution of functions and tasks, reflected in the organizational communications system.

"Power of attorney" means the unilateral legal transaction, with which the Company assigns powers of representation towards third parties.

4. THE SUPERVISORY BODY

4.1. Structure and composition of the Supervisory Body

The exemption from administrative liability as governed by Article 6 paragraph 1 of the Decree provides, in addition to the adoption of the Model, also the establishment of a Control and Supervision Body (hereinafter CSB) within the entity, with autonomous powers of initiative and supervision.

The Company is aware of the fundamental role played by the CSB, in charge of verifying and adapting the model in the company.

In relation to the identification of the control body and the need to effectively implement the Model, the appointment of the members of the CSB, as well as the possible revocation, are the responsibility of the Board of Directors. The administrative body carries out these operations in full compliance with the provisions of the law and always ensuring that the CSB is characterized by the following requirements:

Integrity

The members of the CSB must guarantee the integrity, maximum reliability and the absence of any position of conflict (by way of example: kinship relations with corporate bodies or with the top management, conflicts of interest). Please refer to the following paragraph "Causes of Ineligibility" for further information in this regard.

Autonomy and independence

The requirements of autonomy and independence are essential so that the CSB is not directly involved in the operational/management activities that are the object of its control activity. The CSB is fully independent from any form of influence or interference with respect to other company representatives. These requirements are obtained by guaranteeing the highest possible

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hierarchical dependence to the internal members of the CSB, as well as by resorting to professionals or staff external to the Company and independent, as well as by providing for a reporting activity to the Top Management, or to the Board of Directors.

In order to give full autonomy to the Supervisory Body, the latter has free access to all Company departments to all documentation without the need for any prior consent.

The activities carried out by the CSB cannot be syndicated by any other corporate body, it being understood, however, that the Board of Directors is called upon to supervise its intervention as it is responsible for the functioning and effectiveness of the Model.

Professionalism

The CSB must possess, internally, technical-professional skills appropriate to the functions it is called upon to perform. In particular, it must possess specific skills in the field of inspection and business and consultancy activities (for example: statistical sampling, analysis techniques, fraud detection methodologies), as well as legal skills. These characteristics, combined with independence, guarantee objectivity of judgement.

Furthermore, in order to fulfil its multidisciplinary functions, the CSB may avail itself of the collaboration of particular professionals, to be found also outside the company, who will be able to provide useful technical and specialist support for this purpose.

Continuity of action

The CSB must:

- constantly work on the supervision of the Model with the necessary investigative powers;
- be an "internal" structure, even if made up of subjects independent with respect to the administrative body of the company SIRAM S.p.A., in order to guarantee the continuity of the supervisory activity;
- oversee the implementation of the Model and ensure its constant updating;
- not to carry out purely operational tasks that may affect the overall vision of the company activities that is required of it.

4.2. Appointment of members of the Supervisory Body

In relation to the identification of the Supervisory Body and the need to effectively implement its Organizational Model, SIRAM S.p.A. has decided, in compliance with the principles described above, on the indications provided by the Guidelines of the Trade Associations and the orientations of the jurisprudence, to appoint a Supervisory Body with a mixed multi-subject composition, with a number of members varying from a minimum of 3 (three) to a maximum of 5 (five) members, as established by the Board of Directors at the time of appointment. The appointment resolution further identifies the term of office and remuneration of the members of the Body, as well as the assignment of a suitable budget for the performance of the activities of the Body itself.

This solution was considered the most suitable, on the basis of the characteristics of its organizational structure, to guarantee the effectiveness of the controls which the CSB is institutionally responsible for.

The appointed members of the CSB undertake to sign a specific declaration, in which they certify the absence of any impediment to the appointment.

The Board of Directors is free to revoke the appointment conferred on the members of the CSB at any time, provided that there is a just cause for revocation, as identified in the following paragraph.

Without prejudice to the foregoing, each member of the CSB has the right to communicate to the Board of Directors their intention to renounce the appointment, by means of a communication containing the reasons for the renouncement of the appointment.

In the event of termination, for any reason, from the office of member of the Supervisory Body, the Board of Directors will immediately replace him/her with a specific resolution. The outgoing CSB member will, in any case, be required to exercise all the functions provided by law or by the Model up to the entry of the person who will be appointed by the Board of Directors to replace him/er, unless otherwise agreed by the Board itself. The members of the Supervisory Body appointed to replace them remain in office for the time, for which the subjects they replaced should have remained in office.

It is understood that revocation for just cause entails the ineligibility of the revoked member of the CSB.

The CSB provides in full autonomy to establish its own operating statute, taking into account all the indications of the law, the Guidelines, the Code of Ethics and the Model.

In the event that there are members of the CSB who have an employment relationship with the Company or with a Group company, and/or, in any case, legal relationships between the Company and any internal member appointed, this constitutes just cause for revokes the termination of the contractual relationship with the Company.

4.3. Causes of ineligibility, forfeiture and suspension of the members of the Supervisory Body

Ineligibility

The members of the Supervisory Body must be in possession of integrity requirements pursuant to Article 109 of Legislative Decree 385 of 1 September 1993: in particular, those who find themselves in the conditions envisaged by Article 2399 of the Italian Civil Code

Furthermore, those who have been convicted with a following sentences (even if not definitive or conditionally suspended, without prejudice to the effects of rehabilitation) cannot be appointed to the office of members of the Supervisory Body:

1. imprisonment for a period of not less than one year for one of the crimes provided for by the Royal Decree of 16 March 1942, no. 267;
2. a prison sentence for a period of not less than one year for one of the crimes provided for by the rules governing banking, financial, securities, insurance and by the rules on markets and securities, payment instruments;
3. imprisonment for a period of not less than one year for a crime against the public administration, against public faith, against property, against the public economy, for a crime in tax matters;
4. for any non-culpable crime to the penalty of imprisonment for a period of not less than two years;
5. for one of the offences provided for by title XI of book V of the Italian Civil Code as reformulated by Legislative Decree 61/02;
6. for an offence that involves and has imported the sentence to a penalty resulting in the interdiction, even temporary, from public offices, or the temporary interdiction from the management offices of legal persons and companies;
7. for one or more crimes among those strictly provided for by the Decree, even if with sentences of less than those indicated in the previous points;
8. those who have held the position of member of the Supervisory Body within a company,

against which the sanctions provided for by Article 9 of the Decree have been imposed;

9. those against whom one of the preventive measures provided for by Article 10, paragraph 3, of the law of 31 May 1965, no. 57, as replaced by article 3 of law of 19 March 1990 no. 55 and subsequent amendments has been imposed;

10. those against whom the ancillary administrative sanctions provided for by Article 187 quater of the Legislative Decree no. 58/1998 have been imposed.

Candidates for the position of members of the Supervisory Body must self-certify with a substitutive declaration in lieu of affidavit that they are not in any of the conditions indicated by number 1 to number 10, expressly undertaking to communicate any changes with respect to the content of such declarations.

Expiration

The appointment of members of the Supervisory Body expires when after their appointment they found themselves:

- in one of the situations contemplated in Article 2399 of the Italian Civil Code;
- are convicted with a final sentence (meaning also the sentence pronounced pursuant to Article 444 of C.P.P.) for any of the crimes indicated in numbers 1, 2, 3, 4, 5, 6 and 7 of the conditions of ineligibility indicated above;
- in the situation in which, after the appointment, it is ascertained that they have held the position of member of the Supervisory Body within a company, to which the sanctions provided for by Article 9 of the Legislative Decree 231/2001 have been applied, due to serious deficiencies in the exercise of their functions, pursuant to Article 6 of the Decree, in relation to administrative offences committed during their mandate.

Suspension

Causes for suspension from the function of member of the Supervisory Body are:

- the conviction with a non-definitive sentence for one of the offences of numbers 1 to 7 of the conditions of ineligibility indicated above;
- the application at the request of the parties of one of the penalties referred to in numbers 1 to 7 of the conditions of ineligibility indicated above;
- the application of a precautionary measure;
- the provisional application of one of the preventive measures provided for by Article 10 paragraph 3, of the Act of 31 May 1965 no. 575, as replaced by article 3 of law of 19 March 1990 no. 55 and subsequent amendments and additions.

4.4. Definition of duties and powers of the Supervisory Body

The tasks of the CSB are expressly defined by the Decree in its Article 6, paragraph 1, letter b) as follows:

- supervise the functioning and observance of the model;
- updating it, proposing the related changes to the Board of Directors.

For the performance of such tasks, the CSB will directly carry out the following tasks, in the exercise of its powers and in perfect autonomy:

- prepare the annual plan of checks on the adequacy and functioning of the Model;
- regulate the verification activity of Managers of the individual Operational and

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Functional Areas and its coordination with the activities of the CSB;

- prepare suitable measures in order to keep updated the mapping of areas at risk and the traceability of information and decision-making flows, according to the methods and principles followed in the adoption of this Model and also identified by the Managers of the individual operational and functional areas;
- regulate the methods of communication on the evolution of activities in the areas at risk by the persons responsible for these areas;
- collect, process and store information relevant to compliance with the Model, also taking care of its updating and the effectiveness of the transmission of the information requested.

4.5. Reporting by the Supervisory Body

Three reporting lines are assigned to the Supervisory Body of SIRAM S.p.A.:

- the first, on an ongoing basis, directly to the Chief Executive Officer of the Company;
- the second, on a periodic basis, at least every six months, to the Board of Directors, the Board of Statutory Auditors, as well as, where necessary, the Ethics Committee of VEOLIA;
- the third, in the presence of reports received of particular gravity, to all the previous subjects.

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

The Supervisory Body of SIRAM S.p.A. may be convened at any time by the aforementioned bodies or may in turn submit a request to that effect, to report on the functioning of the Model or on specific situations.

The written report that the Supervisory Body of SIRAM S.p.A. transmits every six months to the Board of Directors, the Board of Statutory Auditors, and, if necessary, to the Ethics Committee of VEOLIA relates to:

- the activity carried out by the Supervisory Body;
- the analysis of any reports received and the actions taken by the Supervisory Body in this regard;
- any proposals for updating and revising the Model;
- any critical issues that emerge both in terms of individual behaviour or internal events within SIRAM S.p.A. and in terms of the effectiveness of the Model;
- the business plan for the following semester.

The meetings will be recorded and copies of the minutes will be kept by the Supervisory Body. Any supervisory bodies of the subsidiaries coordinate with the Supervisory Body of SIRAM.

4.6. Information flows and reports to the Supervisory Body - Whistleblowing

Information flows

Among the needs that the Model must satisfy, the Decree also states the establishment of disclosure obligations towards the Supervisory Body.

The information flows concern all the information and documents that must be brought to the

attention of the CSB, in accordance with the provisions of the document "Information flows to the Supervisory Body", as well as the protocols and each party that contributes to model.

The CSB establishes an internal communication channel that guarantees the confidentiality of what has been reported, if the nature of the report so requires, also in order to avoid retaliatory attitudes on the part of top management towards the whistleblower.

The list of flows to the Supervisory Body, including whistleblowing reports, is summarized in the document “Information Flows to the Supervisory Body”, to which reference should be made for more details.

Information to the Supervisory Body by the Recipients of the Model - Reporting procedures and safeguards (whistleblowing)

The correct and efficient performance of its functions by the Supervisory Body is based on the availability, for the same, of all information relating to the areas at risk of crime, as well as all data concerning conduct potentially functional to the commission of a crime. .

For this reason, it is necessary that the CSB has access to all data and information of the Company, that it is the recipient of all reports and that it is informed of every act coming from the judicial authority.

With specific reference to the Recipients, it is appropriate to take into consideration that the obligation to report to the Supervisory Body constitutes a important specification of the principles of the Code of Ethics, in addition to reflecting the general duties of loyalty, correctness and good faith in carrying out the employment relationship and/or the service.

Notifications of a general nature by the Recipients

The Recipients must promptly inform the Supervisory Body of any offences, which they consider highly likely to have occurred and which are relevant for the purposes of the Decree or in relation to violations of the Model, which they have become aware of due to or in the exercise of their functions, according to the procedures set out in this Model.

Reporting methods (whistleblowing)

The reports in question must be made in compliance with the procedure described below.

It is expected that in most cases the Function Manager will be able to solve the problem informally. To this end, the Department Managers must consider all concerns raised seriously and completely and, where necessary, ask the Supervisory Body for opinions.

If the whistleblower does not deem it appropriate to submit the report to the Department Manager, the whistleblower can send a report through one of the channels indicated below.

For the purposes of this paragraph, the aforementioned report must have the following characteristics:

- description of the matter with all relevant details (for example the incident, the type of behaviour, the date and place of the incident and the parties involved);
- indication that you confirm whether the fact has happened, is happening or is likely to happen;
- indication of how the whistleblower became aware of the fact/situation;
- additional information deemed relevant by the reporting party;
- whether the whistleblower has already raised the issue with someone else and, if so, with what function or manager;

- the specific function or area within which the suspicious behaviour occurred.

Where possible and not contraindicated, the whistleblower will provide his name and contact information. The non-anonymous reporting procedure should be preferred, where possible, by virtue of the greater ease of ascertaining the violation.

In any case, anonymous reporters are invited to provide all the above information and, in any case, sufficient to allow an adequate investigation.

Without prejudice to the foregoing, the hypothesis in which the whistleblower detects, through the methods provided for in this paragraph, the aforementioned information and/or news in order to protect the integrity of the Company as well as to prevent and suppress possible illegal conduct constitutes just cause for the disclosure of the information and/or news covered[2] by business, professional, scientific and industrial secrecy.

Reports of conduct that do not comply with the Model can also be made through a dedicated communication channel, which allows the Supervisory Body to collect information relevant to the commission or risk of commission of crimes.

In this sense, the top management and/or the subordinate who becomes aware of a violation or alleged violation of the Model or the Code of Ethics may:

- refer to the specific reporting channel of the Veolia Group https://veolia.whispli.com/ethique;
- send an e-mail to the e-mail address of the CSB organismo-vigilanza.it-siram@veolia.com;
- or send a letter addressed to the Supervisory Body of the Company at its registered office in Milan, Via Anna Maria Mozzoni 12.

Protection of the whistleblower

The reporting protection system is considered a fundamental tool for the effective application of the crime risk prevention system.

Therefore, anyone who directly and/or indirectly intervenes in the reporting process is required to comply with the following measures to protect the whistleblower:

- has the duty to act by taking all necessary precautions in order to hold the whistleblowers harmless from any and all forms of retaliation, discrimination and/or penalization, direct or indirect, for reasons connected, directly or indirectly, to the report made;
- has the obligation to ensure the absolute confidentiality of the identity of the reporting person;
- has the obligation to guarantee the confidentiality and secrecy of the information and documents acquired, without prejudice, in the event of ascertaining the validity of the report, the communication obligations in favour of the competent functions to initiate any disciplinary procedures.

Furthermore, whoever reports a violation of the Decree or the Model, even if not constituting a crime, must not be in any way at a disadvantage for this action, regardless of whether his report is later found to be well founded or not. Acts of retaliation or discrimination, direct or indirect, against the whistleblower for reasons connected, directly or indirectly, to the report made are prohibited. Anyone who, in his or her capacity as whistleblower, deems to have been subjected to acts of retaliation or discriminatory, direct or indirect, for reasons connected, directly or indirectly, to the report made, must report the abuse to the Supervisory Body.

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[2] Reference is made in particular to the obligations established by Article 326, 622 and 623 of the Italian Criminal Code and by Article 2105 of the Italian Civil Code.

The violation of the provisions of this paragraph entails, depending on the case, the imposition of disciplinary sanctions and/or the application of the other measures provided for in paragraph 6 of the General part of this Model.

In any case, whoever makes a report that turns out to be unfounded with wilful misconduct or gross negligence will not be entitled to the protections offered by the system described here and will be subject, as the case may be, to disciplinary sanctions and/or other measures provided for in paragraph 6 of the General Part of the Model.

Obligations of the CSB in the face of reports

In the event that the Supervisory Body receives a report within the terms described in the previous paragraphs, the CSB must:

- carefully examine the report received, acquiring the documentation and information necessary for the investigation - also through the involvement of other top management or subordinates;
- inform any subjects involved in the investigation about the confidentiality of the report, admonishing them about the prohibition of disclosing information about the investigation to third parties;
- draw up a specific report, both in the event that the report is unfounded, and in the event that the report is founded;
- ensure the filing of the file, which will contain the documents acquired and the minutes drawn up.

Direct reporting. Confidentiality.

- All personnel involved in any capacity in the system of *whistleblowing* (reporting of offences) is required to maintain high standards of professionalism and confidentiality.
- Any document created in connection with a report of *whistleblowing* (reporting of offences) must be kept strictly confidential.
- In the course of any communication and/or meeting, it is necessary to pay attention and avoid statements with possible harmful effects for the protection of the confidentiality of the identity of the persons involved, and to ensure that, in general, the investigations do not cause damage.
- All investigations must be carried out in a way that avoids excessive attention and/or speculation on the part of those who are not to be involved.
- Communications should only be addressed to people who need to be informed.
- Any employee questioned in connection with an investigation should be aware that the matter will be treated confidentially and refrain from discussing it with third parties.

Other reports by company representatives or by third parties

Within the company, any information of any kind, including from third parties and pertaining to the implementation of the Model in the areas at risk, must be brought to the attention of the Supervisory Body.

In this regard, the following regulations apply:

- any reports relating to the violation of the Model or in any case consequent to conduct not in line with the rules of conduct adopted by the Company must be collected;
- the Supervisory Body will evaluate the reports received and any consequent initiatives

at its reasonable discretion and responsibility, possibly listening to the author of the report and/or the person responsible for the alleged violation and giving reasons in writing for any refusals to proceed with an internal investigation;

- the reports, in line with the provisions of the Siram Code of Ethics, must be in writing and refer to any violation or suspected violation of the Model. They may be communicated through the appropriate channels indicated in the previous paragraph "Reporting methods (whistleblowing)";
- the Supervisory Body and the Ethics Committee of Veolia, within their competence, will act in such a way as to hold the whistleblowers harmless from any form of retaliation, discrimination or penalization, also ensuring the confidentiality of the whistleblower's identity, without prejudice to legal obligations and the protection of the rights of the company or of persons accused erroneously and/or in bad faith;
- each department manager is required to inform the Supervisory Body of any anomaly, atypical aspects or violation of the Model that may be found in the context of the checks carried out on the area/function, for which he/she is responsible;
- all information, documentation and reports collected in the performance of institutional tasks must be filed and kept by the Supervisory Body, taking care to keep the documents and information acquired confidential, also in compliance with the privacy regulations;
- access to the archive must be allowed only by the members of the Supervisory Body;
- if applicable, a copy of the reports received will also be sent to the VEOLIA Ethics Committee within five days of receipt.

Cordination between the supervisory bodies

The supervisory bodies indicated in the Group Anti-Corruption Code of Conduct and/or in other Group documents (with particular reference to the VEOLIA Ethics Committee) and the CSB will exchange on an ongoing basis with reference to any information, notifications and reports they may receive or acquire.

In particular, by way of a non-limiting example, the control bodies indicated in the Group's Anti-Corruption Code of Conduct and/or in other Group documents and the CSB will promptly report and/or communicate to each other:

- any violation of the Model or the Code of Ethics, of which they have become aware;
- any organizational or procedural deficiencies that may determine the risk of committing violations of the Model and/or the Code of Ethics;
- any other information relevant to the proper performance of their functions.

The control bodies indicated in the Group Anti-Corruption Code of Conduct and/or in other Group documents and the CSB will consult each other in order to verify, case by case, which of the two bodies has the competence to intervene in the individual issues reported to them or about which we have acquired information.

In the event that the single problem falls within the sphere of competence of both bodies, they will coordinate their respective activities in order to promote joint action, without this representing a limit or constraint on mutual autonomy and independence.

5. THE CODE OF ETHICS

5.1. Preamble

Believing that the adoption of ethical principles relevant for the prevention of crimes that may result in the liability of the entity and, more generally, for the purpose of spreading a culture of legality in the company, constitutes an essential element of the preventive control system,

SIRAM S.p.A. has specifically defined and approved, since 2005, its own Code of Ethics, which formalizes the values and principles that inspire the work of company resources.

5.2. The relationship between the Code of Ethics and the Model

The principles and rules of conduct contained in this Model are integrated with what is expressed in the Code of Ethics adopted, while presenting the Model, for the purposes it intends to pursue a different scope than the Code itself in implementing the provisions of the Decree.

From this point of view, in fact, it should be specified that:

- the Code of Ethics represents a tool adopted autonomously and susceptible of application on a general level by the company in order to express a series of principles of corporate ethics that the company recognizes as its own, and on which it intends to recall the observance of all those who act on behalf of the Company;
- the Model, on the other hand, responds to specific provisions contained in the Decree, aimed at preventing the commission of particular types of crimes for acts which, committed in the interest or to the advantage of the company, may involve administrative liability based on the provisions of the Decree.

However, in consideration of the fact that the Code of Ethics refers to principles of conduct that are also suitable for preventing the unlawful conduct referred to in the Decree, it acquires relevance for the purposes of the Model.

6. THE PENALTY SYSTEM

6.1. Preamble

Article 6, paragraph 1, letter e), of the Decree, in tracing the exemption from liability of the Entity to the adoption and effective implementation of an Organization, Management and Control Model adequate to prevent the perpetration of criminal offences relevant to for the purposes of this legislation, envisaged the introduction of "a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model".

The definition of an "appropriate disciplinary system" therefore constitutes one of the essential requirements of the Model for the purposes of the exemption from the liability of the Entity.

The application of the disciplinary system, which presupposes the violation of provisions of the Model, must take place regardless of the conduct and outcome of any criminal proceedings initiated by the Judicial Authority (in the event that the conduct to be censured also includes a specific crime) .

6.2. Violations of the Model

The violation of provisions contained in the Model, as well as of all procedures, company policies and operating rules, even if not formalized, aimed at preventing the risk of offences, including penalties, and of conduct contrary to the principles that the Company has adopted, constitutes a breach to the primary obligations of the employment relationship or disciplinary offence, with all legal consequences, also with regard to the preservation of the employment or cooperation relationship[3].

Failure to comply with the aforementioned provisions by the Recipients of the Model entails different sanctions depending on the role played by the author of the violation, in addition to compensation for any damage (material or moral) deriving from such non-compliance.

Among the subjects potentially recipients of disciplinary measures, those indicated in Articles

[3] In compliance with Article 2103, 2106 and 2184 of the Italian Civil Code, Article 7 of Law no. 300/1970 (Workers' Statute), Law 604/1966 on individual dismissals as well as Collective Labour Agreements. The violation can also lead to dismissal for just cause pursuant to Article 2119 of the Italian Civil Code.

2094 and 2095 of the Italian Civil Code, such as "subordinate workers" and, where mandatory legal provisions do not preclude, all "stakeholders" of the Company.

6.3. Sanctions

The imposition of sanctions must be graduated according to the seriousness of the violation committed.

The sanction severity may extend from verbal reprimand, for minor offences and first commission, up to dismissal, for particularly serious and/or repeated behaviour.

The sanctions will also be imposed in relation to:

- the intentionality of the behaviour or the degree of negligence, imprudence or inexperience (taking into account the predictability of the event);
- the behaviour of the author of the violation in the past, with particular regard to the existence or otherwise of previous disciplinary measures;
- the role and duties of the infringer;
- any other relevant circumstances for the purpose of evaluating the behaviour (including the functional position of the other persons possibly involved).

The application of disciplinary sanctions is the responsibility of the Human Resources Director. The disciplinary system must be constantly monitored by the Supervisory Body in coordination with the CEO and the President of SIRAM S.p.A.

Measures against Directors

In case of violation of the Code of Ethics and of the Model as a whole, as well as of all company procedures and policies by one or more members of the Board of Directors, the Supervisory Body informs the Assembly, through the Board of Statutory Auditors , which will take the appropriate initiatives envisaged by current legislation.

The possible sanction applicable to the directors is the dismissal from office for just cause by the Shareholders' Meeting.

The same sanction is also applied where, due to inexperience or negligence, the directors: *(i)* have prevented or not facilitated the discovery of violations of the Model or of the Code of Ethics, as well as of company procedures and policies or, in the most serious cases, the commission of crimes relevant for the purposes of the Decree; *(ii)* have failed to monitor compliance by company personnel with the law, this Model and the Code of Ethics, in particular with reference to any delegated powers; and finally, *(iii)* have violated the measures put in place for the protection of the whistleblower referred to in par. 4.6 above and/or in the event that whistleblowing reports were made, with wilful misconduct or gross negligence.

Mmeasures towards employees

The violation by Employees subject to the CCNL of individual rules of conduct referred to in this Model and the Code of Ethics (including the provisions on reporting pursuant to par. 4.6 above), as well as all company procedures and policies, constitutes a disciplinary offence.

In particular for:

- Executives: in case of violation, the CEO will inform the Board of Directors and the Board of Statutory Auditors. In this case, the most suitable measures will be applied to those responsible in accordance with the provisions of the CCNL.

The violation of the individual rules of conduct of the Code of Ethics, of the Model, of company procedures and policies, as well as of the provisions on reporting pursuant to par. 4.6 above, by managers whose employment relationship is governed by the applicable National Collective

Labour Agreement determines the application of the most suitable sanctions, including, in the most serious cases, dismissal, in compliance with the procedures provided for by Article 7 of Law 300/1970, and without prejudice to the right to request compensation for damages occurring as a result of such behaviours, including damages caused by the application by the judge of the measures provided for by the Decree.

The concrete extent of the sanction will be determined taking into account the nature and intensity of the violation, the possible repetition of the violation itself, as well as the reliability, validity and inherence of the justifications presented by the interested party.

The same sanctions are also applied where the manager, due to inexperience or negligence, has prevented or not facilitated the discovery of violations of the Model, of the Code of Ethics, as well as of all company procedures and policies or, in the most serious cases, the commission of crimes. relevant for the purposes of the Decree, as well as if he has failed to supervise, by reason of the professional skills and hierarchical and functional powers corresponding to the nature of his assignment, on the compliance by the staff employed by him with the legal provisions of this Model and the Code of Ethics, as well as all company procedures and policies.

- Employees (Blue collars, White collars and Managers): the disciplinary measures that can be imposed, in compliance with the procedures provided for by article 7 of Law of 20 May 1970 no. 300 (Workers' Statute) and any applicable special regulations, are those provided for by the sanctioning apparatus referred to in the CCNL applied by SIRAM S.p.A. and precisely:
  - verbal warning;
  - written warning;
  - pecuniary sanctions or fine;
  - suspension from work and pay for up to a maximum of three days;
  - dismissal.

  Without prejudice to all the provisions of the relevant National Collective Labour Agreement, including:
  - the obligation - in relation to the application of any disciplinary measure - of prior notification of the charge to the employee and of listening to the latter with regard to his/her defence;
  - the obligation - except for the verbal warning - that the complaint be made in writing and that the measure be not imposed before five days have elapsed from the receipt of the complaint of the charge (during which the employee can present his justifications);
  - the obligation to notify the employee and communicate in writing the imposition of the measure, giving reasons.

As regards the ascertainment of infringements, disciplinary measures and the imposition of sanctions, the powers already conferred to the company management, within the limits of the respective competence, remain unchanged.

Without prejudice to the obligations for the company arising from the Workers' Statute and the relevant national collective bargaining agreement, the sanctioned behaviours that constitute a violation of this Model are as follows:

- violation by the employee of the provisions of the Code of Ethics or the Model, as well as internal procedures, company policies and operating rules (for example non-compliance with the prescribed procedures, failure to communicate to the Supervisory Body regarding prescribed information, etc.), or adoption, in carrying out activities related to Sensitive Areas, of behaviours that do not comply with the aforementioned

provisions;

- violation of internal procedures provided for by this Model or the Code of Ethics or the adoption, in carrying out activities related to areas at risk, of conduct that does not comply with the provisions of this Model or the Code of Ethics that expose the company to an objective risk situation of commission of one or more predicate offences;
- adoption, in carrying out activities related to areas at risk, of conduct that does not comply with the provisions of this Model or the Code of Ethics and unequivocally aimed at the commission of one or more predicate offences;
- adoption, in carrying out activities related to areas at risk, of behaviour clearly in violation of the provisions of this Model or of the Code of Ethics, such as to determine the actual application by the company of the sanctions provided for by the Decree;
- Making unfounded whistleblowing reports with wilful misconduct or gross negligence;
- violation of measures protecting the whistleblower referred to in par. 4.6 above.

The disciplinary system is subject to constant verification and evaluation by the Supervisory Body and the Director of Human Resources, the latter remaining responsible for the actual application of the disciplinary measures outlined here upon possible notification from the Supervisory Body and after consulting the hierarchical superior of the perpetrator of the censored conduct.

This is without prejudice to any request for compensation for damages, if moral or material damage to the Company derives from such behaviour (as in the case of application to the same, by the Judge, of the administrative sanctions or precautionary measures provided for by the Decree).

Measures against external associates and partners

Any behaviour put in place by external associates or Partners in contrast with the lines of conduct indicated in this Model, including the making of unfounded whistleblowing reports with wilful misconduct or gross negligence and the violation of the measures put in place to protect the whistleblower referred to in par. 4.6 above, is such as to involve the risk of committing a crime sanctioned by the Decree and the consequent liability of the Company.

The Legal Department takes care of the elaboration, updating and insertion in the letters of appointment or in the contractual agreements with third parties of these specific clauses which will provide for the protection of the Company and which, in a graduated manner, may provide for, for example, the termination of the relationship, a penalty clause.

The CEO is responsible for the concrete application of the aforementioned measure, having consulted the corporate function that handled the relations in relation to the context in which the contested conduct took place.

This is without prejudice to any request for compensation for damages, if moral or material damage to the Company derives from such behaviour (as in the case of application to the same, by the Judge, of the administrative sanctions or precautionary measures provided for by the Decree).

Measures against the CSB

By virtue of the provisions of paragraph 2 bis, of Article 6 of the Decree, in the event that the protective measures provided for in paragraph 4.6 of this Model and/or in the event that unfounded reports are made, with wilful misconduct or gross negligence, by the members of the Supervisory Body, the measures provided for in paragraph 4.3 will be applied.

7. INFORMATION AND STAFF TRAINING

SIRAM S.p.A. promotes knowledge and compliance with the Model, the Code of Ethics and the Protocols among employees and directors. All will therefore be provided with specific information on the principles, policies and procedures that SIRAM S.p.A. has adopted on the basis of this Model.

The methods of communication of the Model, the Code of Ethics and the Protocols must be such as to guarantee full publicity, in order to ensure that the Recipients are aware of the procedures that must be followed for the correct fulfilment of their duties.

According to the Confindustria guidelines, information must be complete, timely, accurate, accessible and continuous.

To this end, the Model, the Code of Ethics and the Protocols are inserted on the local network, giving appropriate notice to the staff.

To ensure effective knowledge of the Model and of the procedures that must be followed to correctly fulfil their duties, specific training activities are also provided for personnel, according to the activities managed and the related risk profiles.

Particular attention is paid to the training of new hires. These resources will be required to sign a specific declaration of acknowledgement of the Organizational Model and the Code of Ethics.

8. DISSEMINATION OF THE MODEL AND INFORMATION TO THIRD PARTIES

SIRAM S.p.A. promotes knowledge and compliance with the Model also among commercial and financial partners, consultants, associates in any capacity, even occasional, trainees, interns, agents, customers and suppliers, and, in general, anyone who has professional or contractual relationships with the Company.

For this purpose, the CSB, in close cooperation with the Company and any interested functions, will define specific information and ensure the dissemination of the contents of the Model to third parties, given that they too are required to behave in compliance with legislation and such as not to involve or lead to a violation of the Model or of the Company's Code of Ethics.

The Company, upon proposal of the CSB, may also:

a) provide third parties with adequate information on the policies and procedures indicated in the Model;

b) insert contractual clauses in contracts with third parties aimed at ensuring compliance with the Model also on their part and which envisage suitable sanctions in the event of a serious violation of the Model.

In particular, in this latter regard, the Company may be expressly provided with the right to terminate the contract in the event of conduct by third parties which induces the Company to violate the provisions of the Model.

8.1. Information to the Supervisory Body by third parties

Third parties are required to immediately inform the Supervisory Body in the event that they receive, directly or indirectly, a request in violation of the Model and/or the Decree.

The reports must preferably be in writing and refer to any violation or suspected violation of the Model and/or the Decree. They may be communicated to the "Supervisory Body of SIRAM S.p.A. - Via Anna Maria Mozzoni, no. 12, 20152 Milan ", to a specific e-mail address: organismo-vigilanza.it-siram@veolia.com.

The Company guarantees to Third Parties that they will not suffer any consequences due to their possible reporting activity (except in the case of reports markedly spurious, false or made in bad faith) and that this will not affect the continuation of the existing contractual relationship in any

way.

9. MODEL UPDATE

This Model has been prepared and adopted by SIRAM S.p.A. on the basis of the rules contained in the Decree as well as the Guidelines issued by Confindustria, also incorporating the most recent jurisprudential guidelines and best practice in the field.

Therefore, the Model, an instrument aimed at preventing the commission of the predicate offences, must be qualified not only for its concrete and specific effectiveness, but also for its dynamism, that is, for the ability to follow and at the same time guide the organizational changes of the Company.

This dynamism is an essential result inherent in the concreteness of the Model and determines the need to proceed with constant updating of the same, by virtue of the continuous evolution of the company reality, of the reference context and, above all, of the change in the structure of the risk of commission of offences.

The executive body, represented by the Board of Directors, is, by express provision of the Decree, the entity permanently responsible for the adoption and effective implementation of the Model. It is therefore up to the same, also on the basis of the impulse and suggestions formulated periodically by the CSB, to perform any assessment of the actual implementation of updating, integration or, in general, modification of the Model.

In any case, this updating activity will be aimed at continuously guaranteeing the adequacy and suitability of the Model, assessed with respect to the preventive function of committing the offences indicated by the Decree.

In accordance with the Decree, the task of "taking care" of the updating of the Model remains with the Supervisory Body, proposing to the Board of Directors any intervention deemed useful for the above purposes, where the same CSB finds the needs of adaptation and/or integration of the same in relation to changed corporate and/or regulatory conditions, as well as as a result of the ascertainment of violations.

Therefore, in light of these considerations, the updating of the Model is to be considered necessary in the cases of:

- intervention of changes or interpretations of the rules on administrative liability of entities, which involve the identification of new areas at risk or of new processes and/or sensitive sub-processes;
- changes in the internal structure of the Company and/or in the methods of carrying out business activities that involve the identification of new sensitive activities (or changes to those previously identified);
- ascertaining that significant violations of the Model have been committed by the Recipients of the same, possibly even if they do not constitute one of the predicate offences;
- finding of significant and serious shortcomings and/or gaps in the provisions of the Model following checks on the effectiveness of the same;
- formulations of observations by the Ministry of Justice on the Guidelines pursuant to Article 6 of the Decree and Article 5 and the following of the M.D. of 26 June 2003 no. 201 containing Regulations concerning regulatory provisions relating to the procedure for ascertaining the administrative offence of legal persons, companies and associations, including those without legal personality, pursuant to Article 85 of the Decree.

On the occasion of the presentation of the periodic summary report, the CSB submits to the Board of Directors an information note of any changes to be made to the Model in order to make it the subject of a resolution by the Board of Directors.

Lastly, once the amendments to the Model have been approved by the Company's Board of Directors, the CSB verifies the correct communication of the related contents inside and outside the Company.

ANNEX 1

1. Crimes against the Public Administration and the assets of the State, public bodies and the European Union (Articles 24 and 25):

    - Embezzlement (Article 314, paragraph 1 of the Italian Criminal Code), when the fact offends the financial interests of the European Union;
    - Embezzlement through the profit of the error of others (Article 316 of the Italian Criminal Code), when the fact offends the financial interests of the European Union;
    - Embezzlement to the detriment of the State (Article 316 bis of the Italian Criminal Code);
    - Undue receipt of funds to the detriment of the State (Article 316 ter of the Italian Criminal Code);
    - Fraud to the detriment of the State or other public body or of the European Communities (Article 640, paragraph 2, no. 1, of the Italian Criminal Code);
    - Aggravated fraud to obtain public funds (Article 640 bis of the Italian Criminal Code);
    - Computer fraud to the detriment of the State or other public body (Article 640 ter of the Italian Criminal Code);
    - Extortion (Article 317 of the Italian Criminal Code);
    - Corruption in the exercise of the function (Article 318 of the Italian Criminal Code);
    - Corruption in an act contrary to official duties (Article 319 of the Italian Criminal Code);
    - Corruption in judicial acts (Article 319 ter of the Italian Criminal Code);
    - Undue inducement to give or promise benefits (Article 319 quater of the Italian Criminal Code);
    - Corruption of a person in charge of a public service (Article 320 of the Italian Criminal Code);
    - Penalties for the briber (Article 321 of the Italian Criminal Code);
    - Incitement to corruption (Article 322 of the Italian Criminal Code);
    - Embezzlement, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities or of international parliamentary assemblies or international organizations and officials of the European Communities and foreign states (Article 322 bis of the Italian Criminal Code);
    - Abuse of office (Article 323 of the Italian Criminal Code), when the fact offends

the financial interests of the European Union;

- Trafficking of illicit influences (Article 346 bis of the Italian Criminal Code);
- Fraud in public supplies (Article 356 of the Italian Italian Criminal Code);
- Fraud in agriculture (Article 2 L. 898/1986).

2. Cybercrime offences and unlawful data processing introduced in the Decree by Law 48/2008 (Article 24 bis*):*
    - Falsehood in a public IT document or document with probative value (Article 491 bis of the Italian Criminal Code);
    - Unauthorized access to an IT or telematic system (Article 615 ter of the Italian Criminal Code);
    - Unauthorized possession and dissemination of access codes to IT or telematic systems (Article 615 quater of the Italian Criminal Code);
    - Dissemination of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system (Article 615 quinquies of the Italian Criminal Code);
    - Illicit interception, impediment or interruption of computer or telematic communications (Article 617 quater of the Italian Criminal Code);
    - Installation of equipment designed to intercept, prevent or interrupt computer or telematic communications (Article 617 quinquies of the Italian Criminal Code);
    - Damage to information, data and computer programs (Article 635 bis of the Italian Criminal Code);
    - Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (Article 635 ter of the Italian Criminal Code);
    - Damage to IT or telematic systems (Article 635 quater of the Italian Criminal Code);
    - Damage to IT or telematic systems of public utility (Article 635 quinquies of the Italian Criminal Code);
    - Computer fraud by the electronic signature certifier (Article 640 quinquies of the Italian Criminal Code);
    - Violation of the rules on the perimeter of national cyber security (Article 1, paragraph 11, Legislative Decree of 21 September 2019, no. 105).

3. Organized crime offences introduced in the Decree by Law 94/2009 (Article 24 ter*).*
    - Criminal association (Article 416 of the Italian Criminal Code);
    - Mafia-type associations, including foreign ones (Article 416 bis of the Italian Criminal Code);
    - Political-mafia electoral exchange (Article 416 ter of the Italian Criminal Code);
    - Kidnapping for the purpose of robbery or extortion (Article 630 of the Italian Criminal Code);
    - Crimes of illegal manufacture, introduction into the State, sale, transfer, possession and carrying in a public place or place open to the public of war or

war-like weapons or parts thereof, explosives, clandestine weapons and more common firearms , excluding those provided for by article 2, third paragraph, of law of 18 April 1975 no. 110 (Article 407, paragraph 2, letter a), number 5) of the CPP).

- Association aimed at the illicit trafficking of narcotic or psychotropic substances (art.74, Presidential Decree of 9 April 1990, no. 309);

4. Crimes relating to forgery of money, public credit cards, revenue stamps and identification instruments or signs, introduced in the Decree by Law 409/2001 and amended by Law 99/2009 (Article 25 bis*):*

    - Counterfeiting of money, spending and introduction into the State, after agreement, of counterfeit money (Article 453 of the Italian Criminal Code);
    - Alteration of money (Article 454 of the Italian Criminal Code);
    - Spending and introduction into the State, without agreement, of counterfeit money (Article 455 of the Italian Criminal Code);
    - Spending of counterfeit money received in good faith (Article 457 of the Italian Criminal Code);
    - Forgery of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps (Article 459 of the Italian Criminal Code);
    - Counterfeiting of watermarked paper used for the manufacture of public credit cards or revenue stamps (Article 460 of the Italian Criminal Code);
    - Manufacture or possession of watermarks or instruments intended for counterfeiting money, revenue stamps, or watermarked paper (Article 461 of the Italian Criminal Code);
    - Use of counterfeit or altered revenue stamps (Article 464, paragraphs 1 and 2, of the Italian Criminal Code);
    - Counterfeiting, alteration, use of trademarks or distinctive signs or patents, models and designs (473 of the Italian Criminal Code);
    - Introduction into the State and trade of industrial products with false signs (474 of the Italian Criminal Code).

5. Crimes against industry and commerce, introduced in the Decree by Law 99/2009 (Article 25-bis 1):

    - Disturbed freedom of industry or trade (Article 513 of the Italian Criminal Code);
    - Unlawful competition with threats or violence (Article 513 bis of the Italian Criminal Code);
    - Fraud against national industries (Article 514 of the Italian Criminal Code);
    - Fraud in the exercise of commerce (Article 515 of the Italian Criminal Code);
    - Sale of non-genuine food substances as genuine (Article 516 of the Italian Criminal Code);
    - Sale of industrial products with misleading signs (Article 517 of the Italian Criminal Code);
    - Manufacture and trade of goods made by usurping industrial property rights

(Article 517 ter of the Italian Criminal Code);

- Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517 quater of the Italian Criminal Code).

6. Corporate offences, introduced by Legislative Decree 61/2002 and amended by Law 262/2005 (Article 25 ter)[4]:
    - False corporate communications (Article 2621 of the Italian Civil Code);
    - Minor events (Article 2621 bis of the Italian Civil Code);
    - False corporate communications from listed companies (Article 2622 of the Italian Civil Code);
    - Prevention of control (Article 2625 of the Italian Civil Code);
    - Undue restitution of contributions (Article 2626 of the Italian Civil Code);
    - Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code);
    - Unlawful operations on shares or quotas of the company or of the parent company (Article 2628 of the Italian Civil Code);
    - Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code);
    - Failure to communicate a conflict of interest (Article 2629 bis of the Italian Civil Code);
    - Fictitious capital formation (Article 2632 of the Italian Civil Code);
    - Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code);
    - Corruption between private individuals (Article 2635 of the Italian Civil Code);
    - Incitement to corruption between private individuals (Article 2635 bis of the Italian Civil Code);
    - Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code);
    - Stock manipulation (Article 2637 of the Italian Civil Code);
    - Obstacle to the exercise of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2, of the Italian Civil Code).

7. Crimes with the purpose of terrorism or subversion of the democratic order, introduced in the Decree by Law 7/2003 (Article 25 quater):
    - Subversive associations (Article 270 of the Italian Criminal Code);
    - Associations for the purpose of terrorism, including international ones, or subversion of the democratic order (Article 270 bis of the Italian Criminal Code);

[4] The Article 2623 of the Italian Civil Code, although it is still formally included in the list pursuant to Article 25-ter of the Decree, is repealed by Article 34 of Law no. 262/2005 and the corresponding criminal offence was transferred to Article 173-bis TUF; however not being referred to in Article 25-ter of the Decree, is considered inapplicable (see Confindustria Guidelines, June 2021, p. 24).
Also Article 2624 of the Italian Civil Code, although it is still formally included in the list pursuant to Article 25-ter of the Decree, is repealed by Article 37, par. 34, Legislative Decree no. 39/2010 and the corresponding type of crime was transferred to Article 27 of the aforementioned decree; however, not being referred to in Article 25-ter of the Decree, is considered inapplicable (see Confindustria Guidelines, June 2021, p. 24).

- Assistance to associates (Article 270 ter of the Italian Criminal Code);
- Recruitment for terrorist purposes, including international ones (Article 270 quarter of the Italian Criminal Code);
- Organization of transfers for terrorist purposes (Article 270 quater 1 of the Italian Criminal Code);
- Training in terrorist activities, including international ones (Article 270 quinquies of the Italian Criminal Code);
- Financing of conducts for terrorism purposes (Article 270 quinquies 1 of the Italian Criminal Code);
- Theft of assets or money subject to seizure (Article 270 quinquies 2 of the Italian Criminal Code);
- Conduct for terrorist purposes (Article 270 sexies of the Italian Criminal Code);
- Attack for terrorist or subversion purposes (Article 280 of the Italian Criminal Code);
- Act of terrorism with deadly or explosive devices (Article 280 bis of the Italian Criminal Code);
- Acts of nuclear terrorism (Article 280 ter. Criminal code);
- Kidnapping for the purpose of terrorism or subversion (Article 289 bis of the Italian Criminal Code);
- Incitement to commit any of the crimes envisaged by the first and second chapters (Article 302 of the Italian Criminal Code);
- Political conspiracy by agreement (Article 304 of the Italian Criminal Code);
- Political conspiracy through association (Article 305 of the Italian Criminal Code);
- Armed band training and participation (Article 306 of the Italian Criminal Code);
- Assistance to participants in conspiracy or armed gangs (Article 307 of the Italian Criminal Code);
- Possession, hijacking and destruction of an aircraft (Article 1, L. no. 342/1976);
- Damage to ground installations (Article 2, Law no. 342/1976);
- Provisions relating to crimes directed against the safety of maritime navigation and the safety of fixed installations on the intercontinental platform (Article 3, Law no. 422/1989);
- Urgent measures for the protection of democratic order and public security (Article 1 of Legislative Decree 625/1979 - mod. in Law 15/1980);
- International Convention for the Suppression of the Financing of Terrorism New York 9 December 1999 (Article 2 of the New York Conv. of 9/12/1999).

8. Female genital mutilation practices, introduced in the Decree by Law 7/2006 (Article 25 quater 1):
    - Practices of mutilation of female genital organs (Article 583 bis of the Italian Criminal Code)

9. Crimes against the individual personality, introduced in the Decree by Law 228/2003 and modified with Law 38/2006 (Article 25 quinquies):

- Reduction or maintenance in slavery or servitude (Article 600 of the Italian Criminal Code);
- Child prostitution (Article 600 bis of the Italian Criminal Code);
- Child pornography (Article 600 ter of the Italian Criminal Code);
- Possession of pornographic material (Article 600 quater of the Italian Criminal Code);
- Virtual pornography (Article 600 quater 1 of the Italian Criminal Code);
- Tourist initiatives aimed at the exploitation of child prostitution (Article 600 quinquies of the Italian Criminal Code);
- Trafficking in persons (Article 601 of the Italian Criminal Code);
- Purchase and sale of slaves (Article 602 of the Italian Criminal Code);
- Illicit intermediation and exploitation of labour (Article 603 bis of the Italian Criminal Code);
- Solicitation of minors (Article 609 undecies of the Italian Criminal Code).

10. Market abuse, introduced in the Decree by Law 62/2005 and modified by Law 262/2005 (Article 25 sexies):
    - Crime of abuse of privileged information (Article 184 of Legislative Decree 58/1998);
    - Market Manipulation offence (Article 185 of Legislative Decree 58/1998);
    - Administrative offence of Abuse and unlawful communication of privileged information (Article 187-bis of Legislative Decree 58/1998)
    - Administrative offence of market manipulation (Article 187-ter of Legislative Decree 58/1998)

11. Transnational crimes, provided for by Law 146/2006 (art.10):
    - Mafia-type associations, including foreign ones (Article 416 bis of the Italian Criminal Code);
    - Criminal association aimed at smuggling foreign manufactured tobacco (Presidential Decree 43/1973, Article 291 quater);
    - Association aimed at the illicit trafficking of narcotic or psychotropic substances (Article 74 of Presidential Decree 309/1990);
    - Provisions against illegal immigration (Article 12 of Legislative Decree 286/1998);
    - Inducement not to make statements or to make false statements to a judicial authority (Article 377 bis of the Italian Criminal Code);
    - Personal aiding and abetting (Article 378 of the Italian Criminal Code).

12. Negligent offences committed in violation of accident prevention regulations and the protection of workplace health and safety, introduced in the Decree by Law 123/2007 (Article 25 septies):
    - Manslaughter (Article 589 of the Italian Criminal Code);
    - Negligent, serious or very serious personal injury (Article 590 of the Italian

Criminal Code).

13. Money laundering offences, introduced in the Decree by Legislative Decree 231/2007 (Article 25 octies):
    - Receiving stolen goods (Article 648 of the Italian Criminal Code);
    - Money laundering (Article 648 bis of the Italian Criminal Code);
    - Use of money, goods or benefits of illicit origin (Article 648 ter of the Italian Criminal Code);
    - Self-laundering (Article 648 ter.1 of the Italian Criminal Code).

14. offences relating to payment instruments other than cash, introduced in the Decree by Legislative Decree 184/2021 (Article 25 octies.1):
    - Undue use and forgery of credit and payment cards (Article 493 ter of the Italian Criminal Code);
    - Possession and dissemination of equipment, devices or computer programs aimed at committing crimes concerning payment instruments other than cash (Article 493 quater of the Italian Criminal Code);
    - Computer fraud (Article 640 ter of the Italian Criminal Code)
    - Any other crime against public faith, against assets or which in any case offends the assets provided for by the criminal code, when it concerns payment instruments other than cash.

15. offences relating to copyright infringement, introduced in the Decree by Law 99/2009 (Article 25 novies*):*
    - Placing on telematic network systems available to the public, through connections of any kind, of a protected intellectual work or part of it (Article 171, first paragraph, letter a-bis), Law 633/41);
    - offences referred to in the previous point committed in relation to a work of others not intended for publication, or with usurpation of the authorship of the work, or with deformation, mutilation or other modification of the work itself, if it is an offence to the honour or reputation of the author (Article 171, third paragraph, Law 633/41);
    - Illegal duplication, for profit, of computer programs; import, distribution, sale, possession for commercial or business purposes or leasing of programs contained in media not marked by the SIAE; provision of means intended solely to allow or facilitate the arbitrary removal or functional avoidance of devices applied to protect a computer program (Article 171-bis, first paragraph, Law 633/41);
    - Reproduction, transfer to another medium, distribution, communication, presentation or public demonstration of the content of a database in violation of the provisions of articles 64-quinquies and 64-sexies of Law 633/41, in order to profit and on media not marked SIAE; extraction or reuse of the data bank in violation of the provisions of articles 102-bis and 102-ter of Law 633/41; distribution, sale and leasing of the data bank (Article 171-bis, second paragraph, Law 633/41);
    - Unauthorized duplication, reproduction, transmission or dissemination in public by

any procedure, in whole or in part, of an intellectual work intended for the television, cinema, sale or rental circuit, discs, tapes or similar supports or any other medium containing phonograms or videograms of similar musical, cinematographic or audiovisual works or sequences of moving images; unauthorized reproduction, transmission or dissemination in public, by any procedure, of works, or parts of works, literary, dramatic, scientific or didactic, musical or dramatic-musical, multimedia, even if included in collective or composite works or databases; introduction into the territory of the State, despite not having participated in duplication or reproduction, possession for sale or distribution, distribution, marketing, rental or transfer for any reason, public screening, broadcast by television with any procedure, broadcast by radio, broadcast for listening to the public, of the abusive reproductions mentioned in this point; possession for sale or distribution, distribution, marketing, rental or transfer for any reason, public screening, broadcast by television by any procedure, broadcast by radio, public listening to duplications or reproductions abusive mentioned; possession for sale or distribution, marketing, sale, rental, transfer for any reason, transmission by radio or television by any procedure, of video cassettes, cassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisuals or sequences of moving images, or other media for which it is required, pursuant to Law 633/41, the affixing of the SIAE mark, without the mark itself or with a counterfeit or altered mark; retransmission or dissemination by any means, in the absence of agreement with the legitimate distributor, of an encrypted service received by means of equipment or parts of equipment suitable for decoding conditional access transmissions; introduction into the territory of the State, possession for sale or distribution, distribution, sale, rental concession, assignment for any reason, commercial promotion, installation of special decoding devices or elements that allow access to an encrypted service without payment of the fee due; manufacture, import, distribution, sale, rental, assignment for any reason, advertising for the sale or rental, or possession for commercial purposes, of equipment, products or components, or the provision of services that have the main purpose or commercial use to evade effective technological measures referred to in Article 102-quater of Law 633/41 or are mainly designed, produced, adapted or implemented with the aim of making it possible or facilitating the avoidance of the aforementioned measures; unauthorized removal or alteration of electronic information referred to in article 102-quinquies, or distribution, import for the purpose of distribution, broadcast by radio or television, communication or making available to the public of works or other protected materials from which they have been removed or altered the electronic information itself (Article 171-ter, paragraph 1 of Law 633/41);

- Reproduction, duplication, transmission or illegal dissemination, sale or marketing, transfer for any reason or illegal import of more than fifty copies or specimens of works protected by copyright and related rights; communication to the public, for profit, by placing it in a system of telematic networks, through connections of any kind, of an intellectual work protected by copyright, or part of it; commission of one of the crimes referred to in the previous point by exercising in an entrepreneurial form the activities of reproduction, distribution, sale or marketing, importation of works protected by copyright and related rights; promotion or organization of the illegal activities referred to in the previous point (Article 171-ter, paragraph 2 of Law 633/41);
- Failure to notify the SIAE, by producers or importers of the supports not subject to the mark referred to in Article 181-bis of Law 633/41, within thirty days of the date of placing on the market on the national territory or of importation, of the

identification of the supports not subject to the marking or false declaration of said data (Article 171-septies of Law 633/41);

- Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment suitable for decoding conditional access audiovisual broadcasts made over the air, via satellite, via cable, in both analogue and digital form (Article 171-octies of Law 633/41).

16. <u>Crime of induction not to make statements or to make false statements to the judicial authority (Article 377 bis of the Italian Criminal Code), introduced in the Decree by Law 116/2009 (Article 25 decies):</u>

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

17. <u>Environmental crimes,</u> introduced by Legislative Decree 121/2011 (Article 25 undecies):

    - Environmental pollution (Article 452-bis of the Italian Criminal Code);
    - Environmental disaster (Article 452-quater of the Italian Criminal Code);
    - Negligent crimes against the environment (Article 452-quinquies of the Italian Criminal Code);
    - Traffic and abandonment of highly radioactive material (Article 452-sexies of the Italian Criminal Code);
    - Aggravating circumstances (Article 452-octies of the Italian Criminal Code);
    - Killing, destruction, capture, taking, possession of specimens of protected wild animal or plant species (Article 727-bis of the Italian Criminal Code);
    - Destruction or deterioration of habitats within a protected site (Article 733-bis of the Italian Criminal Code);
    - Discharges of industrial waste water containing dangerous substances, in the absence of authorization or after the same has been suspended or revoked and discharge into sea waters, by ships or aircraft, of substances or materials for which there is an absolute prohibition of spillage (Article 137 paragraphs 2, 3, 5, 11 and 13 of Legislative Decree 152/2006);
    - Unauthorized waste management activities (Article 256 paragraphs 1, 3, 4, 5 and 6 first sentence of Legislative Decree 152/2006);
    - Failure to reclaim the sites in accordance with the project approved by the competent authority (Article 257 paragraphs 1 and 2 of Legislative Decree 152/2006);
    - Violation of the obligations of communication, keeping of mandatory registers and forms (Article 258 paragraph 4 second period of Legislative Decree 152/2006);
    - Illicit trafficking of waste (Article 259 paragraph 1 of Legislative Decree 152/2006);
    - Organized activities for the illegal trafficking of waste (Article 260 of Legislative Decree 152/2006, provision now repealed and replaced by Article 452-quaterdecies of the Italian Criminal Code);
    - Exceeding of emission limit values that determine the exceeding of air quality limit values (Article 279 paragraph 5 of Legislative Decree 152/2006);
    - Import, export, re-export of specimens belonging to the protected species referred to in Annexes A, B and C of EC Regulation no. 338/97 of the Council of 9

December 1996 and subsequent amendments; failure to comply with the provisions aimed at the safety of specimens belonging to protected species; use of the aforementioned specimens in a way that differs from the requirements contained in the authorization or certification measures; transport and transit of specimens in the absence of the required certificate or license; trade in artificially reproduced plants in contrast with the provisions of Article 7 par. 1 letter b) EC Regulation no. 338/97 of the Council of 9 December 1996 and subsequent amendments; possession, use for profit, purchase, sale, display or possession for sale or for commercial purposes, offer for sale or transfer of specimens without the required documentation (articles 1 and 2 of Law no. 150/1992);

- Falsification or alteration of certificates, licenses, import notifications, declarations, communications of information required by Article 16, par. 1, letter a), c), d), e), and l), of EC Regulation no. 338/97 of the Council of 9 December 1996 and subsequent amendments (Article 3 of Legislative Decree no. 150/1992);
- Detention of live specimens of mammals and reptiles of wild species and live specimens of mammals and reptiles from captive reproductions that constitute a danger to health and public safety (Article 6 Law no. 150/1992);
- Termination and reduction of the use of harmful substances (Article 3 of Law no. 549/1993);
- Intentional pollution of ships flying any flag (Article 8 of Legislative Decree No. 202/2007);
- Negligent pollution of a ship flying any flag (Article 9 of Legislative Decree No. 202/2007).

18. Employment of illegally staying third-country nationals (Article 25 duodecies*),* modified by Law no. 167/2017:
    - Employment of illegally staying third-country nationals (Article 22, paragraph 12 bis, Legislative Decree 25 July 1998, no. 286).
    - Favouring illegal entry of foreigners (Article 12, paragraph 3, 3 bis, 3 ter and paragraph 5, Legislative Decree 25 July 1998, no. 286).

19. Racism and xenophobia (Article 25 terdecies*),* introduced by Law no. 167/2017 and amended by Legislative Decree no. 21/2018:
    - Propaganda and incitement to crime for reasons of racial, ethnic and religious discrimination (Article 604 bis of the Italian Criminal Code, which replaced Article 3, paragraph 3-bis, L. 654/1975).

20. Fraud in sports competitions, abusive gambling or betting and gambling carried out by means of prohibited devices (Article 25 quaterdecies*):*
    - Fraud in sports competitions (Article 1 of Law no. 401/1989);
    - Unauthorized exercise of gambling or betting activities (Article 4 of Law no. 401/1989).

21. Tax offences (Article 25 quinquiesdecies*):*
    - Fraudulent declaration through the use of invoices or other documents for non-existent operations (Article 2, Legislative Decree 74/2000);

- Fraudulent declaration through other devices (Article 3, Legislative Decree 74/2000);
- Unfaithful declaration committed in the context of cross-border fraudulent systems and in order to evade VAT for a total amount of not less than €10 million (Article 4 of Legislative Decree 74/2000);
- Failure to declare committed in the context of cross-border fraudulent systems and in order to evade VAT for a total amount of not less than €10 million (Article 5 of Legislative Decree 74/2000);
- Issue of invoices or other documents for non-existent transactions (Article 8, Legislative Decree 74/2000);
- Concealment or destruction of accounting documents (Article 10, Legislative Decree 74/2000);
- Undue compensation committed in the context of cross-border fraudulent systems and in order to evade VAT for a total amount of not less than €10 million (Article 10-quater of Legislative Decree 74/2000);
- Fraudulent evasion of the payment of taxes (Article 11 of Legislative Decree 74/2000).

22. Smuggling (Article 25 sexiesdecies), article added by Legislative Decree 75/2020, in implementation of the EU directive 1371/2017:
    - Smuggling in the movement of goods across land borders and customs spaces (Article 282 of Presidential Decree 43/1973);
    - Smuggling in the movement of goods in the border lakes (Article 283 DPR 43/1973);
    - Smuggling in the maritime movement of goods (Article 284 of Presidential Decree 43/1973);
    - Smuggling in the movement of goods by air (Article 285 of Presidential Decree 43/1973);
    - Smuggling in non-customs areas (Article 286 of Presidential Decree 43/1973);
    - Smuggling for improper use of imported goods with customs facilities (Article 287 of Presidential Decree 43/1973);
    - Smuggling in customs warehouses (Article 288 of Presidential Decree 43/1973);
    - Smuggling in cabotage and traffic (Article 289 DPR 43/1973);
    - Smuggling in the export of goods eligible for the restitution of rights (Article 290 of Presidential Decree 43/1973);
    - Contraband in temporary import or export (Article 291 DPR 43/1973);
    - Smuggling of foreign manufactured tobaccos, also aggravated (articles 291-bis and 291-ter of Presidential Decree 43/1973);
    - Criminal association aimed at smuggling foreign manufactured tobaccos (Article 291-quater of Presidential Decree 43/1973);
    - Other cases of smuggling (Article 292 DPR 43/1973);
    - Penalty for smuggling in the event of failure or incomplete ascertainment of the object of the crime (Article 294 of the Presidential Decree 43/1973);

- Differences between the load and the manifest (Article 302 DPR 43/1973);
- Differences from the declaration for export of goods with restitution of rights (Article 304 DPR 43/1973);
- Failure to discharge the deposit bill. Differences in quantity (Article 305 of Presidential Decree 43/1973);
- Differences in quality with respect to the deposit bill (Article 306 DPR 43/1973);
- Differences in goods deposited in private bonded warehouses (Article 308 of Presidential Decree 43/1973);
- Differences with respect to the declaration of goods intended for temporary import or export (Article 310 of Presidential Decree 43/1973);
- Differences in quality in re-exportation for temporary importation (Article 311 of Presidential Decree 43/1973);
- Differences in quality in re-importation for temporary exportation (Article 312 DPR 43/1973);
- Differences in quantity with respect to the declaration for re-export and re-import (Article 313 DPR 43/1973);
- Failure to comply with the obligations imposed on captains (Article 316 of Presidential Decree 43/1973);
- Non-compliance with customs regulations by aircraft captains (Article 317 Presidential Decree 43/1973);
- Omission or delay in submitting the customs declaration (Article 318 of Presidential Decree 43/1973);
- Non-compliance with customs formalities (Article 319 of Presidential Decree 43/1973);
- Penalties for violations of rules on deposits in the surveillance areas (art.320 DPR 43/1973);
- Penalties for violations of regulations imposed on navigation in the surveillance areas (Article 321 DPR 43/1973).