



Organisation,  
Management  
and Control Model  
under Legislative Decree  
no. 231/2001

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General Part

*Document approved by the Board of Directors  
of 29/09/2023*

Edition	Date	Object
1	September 2023	First draft

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## Chapter 1 - Introduction and Definitions

### 1.1 Introduction

With Legislative Decree No. 231 of 8 June 2001 (hereinafter, '**Legislative Decree 231/01**') – issued under the Delegation Law No. 300/2000, a law ratifying, among other aspects, a series of international treaties also on the subject of combating corruption - the principle of the liability of legal persons for offences committed by certain persons in the exercise of their activity for the benefit of the legal persons to which they belong was introduced into our legal system.

This is a hybrid liability that is halfway between criminal liability in the strict sense, which is still anchored to the individual, and liability for administrative offences regulated by Law 689/1981. The same Report to Legislative Decree No. 231/2001 speaks of the *birth of a tertium genus that combines the essential features of the criminal and administrative systems, since this liability, since it follows from a crime and is linked (by the express will of the delegated law) to the guarantees of the criminal trial, diverges in quite a few points from the paradigm of administrative offence in force in our system.*

This decree therefore introduces for the first time the possibility of imposing sanctions directly on the company to which the offending natural person can be traced. The company cannot, therefore, a priori consider itself extraneous to any offences committed by its staff and collaborators.

Legislative Decree 231/01 sets out the rules for the principles that determine or exclude the liability of the company. In particular, it identifies analytically for which offences the company can also be held liable, the applicable sanctions, the impact on the company's assets, the effects of changes, and the procedure for ascertaining and imposing sanctions.

Since the focus of Legislative Decree 231/01 is not to punish, but to prevent the commission of offences, the legislator has established a system aimed at limiting and/or excluding the company's liability, even for unlawful acts committed or attempted by its employees/collaborators, if it proves, prior to the commission of the offence, that it has adopted and effectively implemented organisational and management models suitable for preventing certain offences.

This Model of Almac S.p.A. (hereafter, the '**Company**' or '**Almac**'), in compliance with Article 6, paragraph 1, letter a) of the Decree, therefore summarises the coherent set of principles, procedures and company provisions, supplementing them where necessary, that

- affect the internal functioning of the Company and the manner in which it relates to the outside world;
- regulate the management of company activities and, in particular, the control system for sensitive activities, aimed at preventing the commission or attempted commission of the so-called predicate offences, as defined below.



The adoption of the Model, in addition to representing grounds for exempting the Company from liability, with reference to the commission of certain types of offences, is an act of social responsibility towards 'stakeholders' (shareholders, *managers*, employees, customers and all other subjects whose interests are linked to the life of the Company). The presence of a control system for entrepreneurial action, together with the establishment and dissemination of ethical principles, improving the *standards of conduct* adopted by the Company, in fact, increase the trust and reputation it enjoys with third parties and, above all, perform a regulatory function in that they regulate the conduct and decisions of those who are called upon to work in favour of the Company on a daily basis, in accordance with the aforementioned ethical principles and *standards of conduct*.

## 1.2 Definitions

In order to facilitate the reading of the Model, in addition to the further definitions given from time to time in the text, the following terms indicated with a capital letter shall have the following meanings, both in the singular and plural:

<b>Authority</b>	This includes, by way of example, the Judicial Authority, the Court of Auditors, the Guardia di Finanza, the Internal Revenue Service, the Labour Inspectorate, Public Administrations, the Data Protection Authority, etc.
<b>Sensitive Activity</b>	Indicates each of the company areas and activities in the scope of which the opportunities, conditions or means for the commission of the Offences could potentially arise.
<b>Customers</b>	Indicates the parties to whom the company sells its products or provides any services.
<b>Code of Ethics</b>	It is the Code adopted by the Company that defines the values by which the Company is inspired in the performance of its activities. The Code of Ethics is an integral part of the Model.
<b>Contributors</b>	Indicates the persons who have coordinated and continuous collaboration, agency, representation, occasional work, etc. relationships with the Company without any subordination obligation.
<b>Consultants</b>	Indicates the persons appointed to assist the Company in the performance of its activities on an ongoing or occasional basis, by virtue of a mandate or other professional relationship.

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<b>Legislative Decree 231/01 o Decree</b>	Refers to Legislative Decree No. 231 of 8 June 2001, containing the 'Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000', in its current content.
<b>Recipients</b>	Indicates the persons to whom the provisions of this Model apply and, in particular: Directors, Employees, Collaborators, Consultants, Suppliers, Customers, <i>Partners</i> .
<b>Employees</b>	This refers to persons who have an employment relationship with the Company, of whatever nature.
<b>Entity</b>	This refers to each of the entities subject to the rules set out in Legislative Decree 231/2001, i.e. entities with legal personality, companies, associations, including those without legal personality, excluding the State, territorial public entities, other non-economic public entities and entities performing functions of constitutional importance.
<b>Suppliers</b>	It refers to those who supply goods or provide services in favour of the Company. This also includes subcontractors and companies used by Almac.
<b>Guidelines</b>	Indicates the Guidelines adopted by Confindustria for the preparation of organisation, management and control models pursuant to Article 6(3) of Legislative Decree No. 231/2001, as last updated in June 2021.
<b>Model or, also, MOG or Organisational Model</b>	Indicates this Organisation, Management and Control Model pursuant to Legislative Decree 231/01 of the Company with its annexes and subsequent amendments and additions, together with all the procedures, instructions, circulars, and other documents referred to therein.
<b>Supervisory Board or, also, Supervisory Board 231 or Supervisory Board</b>	Indicates the Supervisory Board, endowed with autonomous powers of initiative and control in accordance with Legislative Decree No. 231/2001, set up by the Company pursuant to Article 6(1)(b) of the Decree.



<b>Public Administration</b> or also <b>P.A.</b>	It refers to the public administration and any other public entity, such as, for example, a public holding company, a body governed by public law, a public economic entity, a public enterprise, etc.
<b>Partners</b>	Indicates the Company's contractual counterparties, including Suppliers, Collaborators, business partners and any other subject with whom the Company enters into any form of contractually regulated collaboration, where they are to cooperate with the Company in the context of Sensitive Activities.
<b>Principles of Behaviour</b>	General principles of conduct, set out in the Special Section, to which the Addressees must adhere in the performance of company activities.
<b>Procedures</b>	Indicates the organisational procedures adopted by the Company to manage activities, including Sensitive Activities, and prevent the commission of the Offences.
<b>Processes at risk</b>	Company processes or phases thereof whose performance could give rise to unlawful conduct (offences and/or administrative offences) as referred to in the Decree.
<b>Protocol</b>	Specific procedure (or set of procedures and controls) containing the operating methods and persons involved in the Risk Processes.
<b>Offence Presumed</b>	Indicates each of the offences referred to in Legislative Decree 231/2001 or in other legislation which expressly refers to that Decree.
<b>Disciplinary system</b>	Set of sanctions against Addressees who do not observe the Principles of Conduct and the operating methods of the Organisational Model and/or the Code of Ethics.
<b>Company</b>	Designates the company Almac S.p.A.
<b>Senior Persons</b>	This indicates the persons who hold positions of representation, administration or management of the Company or one of its organisational units with financial autonomy, as well as the persons who exercise, even de facto, the management or direction of the Company or one of its organisational units. For Almac, only the Managing Director has been identified.



**Subjects Subjected**

Indicates Employees acting under the authority of Senior Persons.

### 1.3 Document Structure

The Organisational Model consists of a:

- **General Part** - illustrating the reference regulatory context, the objectives and description of the Company, the Regulatory Body and the disciplinary system for violations of the Model;
- **Special Section** - concerning the families of alleged offences applicable to the company and the related risks and safeguards;
- **Attachments** - Code of Ethics, Data Base containing predicate offences and the Processes/Crimes crossover matrix with *Risk Assessment* conducted on Sensitive Activities.

This structure was chosen in order to ensure a more effective and streamlined updating of the Model.

## **Chapter 2 - Administrative Responsibility of Legal Entities under Legislative Decree 231/01**

### **2.1 Foreword**

Legislative Decree No. 231/2001 introduced into the Italian legal system the regulation of the liability of Entities for alleged offences committed by a subject, subordinate or apical, in the interest or to the advantage of the Entities themselves.

This is a new and more extensive form of liability, in addition to that of the material author of the criminal offence, which affects the Entity for offences committed in its interest or to its advantage by persons functionally linked to it.

The Decree provides that Entities may be held liable, and consequently penalised, exclusively in connection with the commission of specific Offences pertaining thereto, which are exhaustively listed in the aforementioned legislation. The list of offences, however, is subject to changes and additions by the Legislator.

The liability provided for by the Decree also arises (in the cases and under the conditions laid down in Articles 7, 8, 9 and 10 of the Criminal Code) in relation to the Offences Committed abroad by the Entity, provided that the State of the place where the offence was committed does not prosecute for them.

The Entity's administrative liability also arises in the event that one of the Presumed Offences is committed only in the form of an attempt (Article 56 of the Criminal Code and Article 26 of Legislative Decree No. 231/2001).

### **2.2 Presumption of 'criminal' liability of Entities**

The 'criminal' liability of the Entity arises in the presence of specific subjective and objective attribution criteria and when an offence is committed in the course of the business activity.

#### **2.2.1 Perpetrators**

The first fundamental criterion of imputation is the identification of the perpetrators of the offence, from whom administrative liability may arise for the Entity.

With Articles 6 and 7 of Legislative Decree 231/2001, the legislator considered that it was not sufficient for the offence to be merely objectively attributable to the activity of the Entity, but that some form of liability of the Entity itself was also required. These forms were identified in the fact that the offence was committed as an expression of company policy and, therefore, was attributable to persons in a top management position, or that the offence stemmed from 'organisational fault', and was therefore attributable to the absence of suitable prevention mechanisms. In particular, the Entity is liable if the Offence has been committed in the his interest or to his advantage by one of the following persons:

- a) persons in positions of representation, administration or management of the Entity or of one of its organisational units with financial and functional autonomy (so-called senior persons');
- b) persons subject to the direction or supervision of one of the persons referred to in subparagraph a) above (so-called "subordinates").



The Decree regulates the burden of proof differently depending on whether the offence was committed by a Senior Person or a Subordinate Person. In particular, the Decree divides the burden of proof on the basis of 'the position occupied in the company hierarchy by the person to whom the predicate offence is charged'.

If the Offence has been committed by an Apical Person within the Entity, the law assumes that the commission of the offence is an expression of the Entity's business policy and, therefore, presupposes its liability, unless proven otherwise. In such a case, it is the Entity, and not the public prosecutor, that is burdened with the burden of proving the so-called impeding facts to the liability of the Entity. These impeding facts are: the existence of a suitable organisation and management model, the operation of controls by the Supervisory Board, and the fraudulent evasion of the organisation and management models by the persons who committed the Offence.

In other words, the Entity's exoneration works if it can be proved that the Apical Person acted by fraudulently circumventing the control and prevention mechanisms put in place by the Entity and, therefore, that he or she acted with the sole purpose of deriving personal profit, without, therefore, embodying an unlawful business policy.

In other words, for Senior Persons:

In order to exclude the liability of the Entity, it must be proved

- the effective adoption of an organisational and management model suitable for prevent the offence itself
- the adoption of an internal control body with autonomy
- fraudulent circumvention of the model by the perpetrator of the predicate offence
- the proper performance by the supervisory body of the tasks of control

In order to be suitable to exclude the liability of the Entity, the Organisational Model must contain

- identification of company activities exposed to the risk of the offence being committed
- the provision of specific protocols, establishing the training and the implementation of the Entity's decisions
- the identification of management methods for financial resources
- the provision of information obligations vis-à-vis the supervisory body
- the introduction of a disciplinary system for non-compliance with the procedures

If, on the other hand, the Offence is committed by a Subordinate Person, there is no reversal of the burden of proof, so that the burden of proof of failure to adopt or ineffective implementation of the prescribed organisational models rests on the public prosecution. Moreover, no provision is made for the confiscation of the profit derived by the collective from the offence in the event that the collective is not at fault. Contrary to what has been examined in relation to the Apical Subjects, the adoption of the organisational model in itself integrates a presumption of conformity in favour of the Entity, since the burden of proof as to the unsuitability of the model lies, instead, with the prosecution.

In other words, for Subordinates:

In order to exclude the liability of the Entity, it must be proved

-the effective adoption of an organisational and management model suitable for prevent the offence itself

To exclude liability, the Organisational Model must provide for

- appropriate measures for carrying out the activity in compliance with the law
- appropriate measures to detect and eliminate risk situations
- periodic checks and structural modifications in the event of violation or in the case of changes in the company organisation
- a disciplinary system for non-compliance with procedures

If more than one person contributes to the commission of the Presupposed Offence (pursuant to Article 110 of the Criminal Code), it is not necessary for the "qualified" person to directly commit the offence, but it is sufficient that he makes a conscious causal contribution to the commission of the offence. It should be noted that the Entity is liable under Legislative Decree No. 231/2001 even if the perpetrator of the Offence has not been identified or cannot be charged, and even if the Offence is extinguished for reasons other than amnesty.

### **2.2.2 Interest or advantage of the Entity**

The second fundamental criterion of imputation consists in the fact that the Offence must have been committed by one of the above-mentioned persons in the interest of or to the advantage of the Entity: liability arises if the offence is committed to favour the Entity, without it being necessary to actually and concretely achieve the objective.

The criterion in question lays down two alternative conditions for the attribution of liability, unified by the common importance of the benefit that the Entity could have obtained or has actually obtained. The first condition relates to the purposes ~~that~~ the perpetrator of the offence intended with its commission, i.e. the possible profit of the Entity (interest); the second condition relates to the actual profit achieved by the Entity (advantage). Interest must be understood as the finalistic projection of the action, and must be assessed ex ante.



Advantage, on the other hand, constitutes the potential utility, also non-pecuniary, objectively ascertainable, and must be assessed *ex post*. Since the two conditions are alternative, the attainment of an advantage for the Entity, even where the perpetrator of the offence did not specifically intend to act for the benefit of the Entity itself, nevertheless entails the attribution of liability.

In culpable offences, the interest or advantage should be read, in the Entity's asset perspective, as a saving of economic resources resulting from the failure to take safety measures, or as an economic increase resulting from increased productivity, unhindered by compliance with the legislation (e.g.: offences relating to health and safety in the workplace).

On the other hand, the Entity is not liable if the offence was committed by an Apical Subject or a Subordinate in its own exclusive interest or that of a third party. If, therefore, the perpetrator of the Offence had a purpose other than the profit of the Entity, the connection between the Offence and the Entity itself and, therefore, the prosecution of the latter, is lost. However, if the perpetrator of the Offence has acted even partly in the interest of the Entity, the latter remains liable for the Offence.

### 2.2.3 Predicate offences

The third fundamental criterion consists in the fact that not every offence gives rise to the liability in question, but only those specifically set out in Legislative Decree 231/2001, referred to as Predicate Offences. The offences for which the administrative liability of Entities may arise are exhaustively set out in Legislative Decree 231/2001, as supplemented and amended over time.

In particular, the offences for which the Entity may be held liable under Legislative Decree No. 231/2001, at the date of approval of the Model - if committed in its interest or to its advantage by apical subjects or subordinates - can be grouped as follows:

1	Indebtedness of disbursements, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public supplies	Art. 24, Legislative Decree No. 231/2001	Article amended by Law No. 161/2017 and Legislative Decree No. 75/2020 and Legislative Decree No. 13/2022
2	Computer crimes and unlawful processing of data	Art. 24-bis, Legislative Decree n. 231/2001	Article added by Law No. 48/2008; amended by L.D. No. 7 and 8/2016, L.D. No. 105/2019 and L. 238/2021
3	Organised crime offences	Art. 24-ter, Legislative Decree n. 231/2001	Article added by Law No. 94/2009; amended by Law 69/2015

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4	Embezzlement, extortion, undue inducement to give or promise benefits, bribery and abuse ex officio	Art. 25 Legislative Decree No. 231/2001	amended by Law No. 190/2012, Law No. 3/2019 and Legislative Decree No. 75/2020
5	Forgery of money, public credit cards, revenue stamps and instruments or identifying marks	Art. 25-bis, Legislative Decree n. 231/2001	Article added by Decree-Law No 350/2001, converted with amendments by Law No 409/2001; amended by Law No. 99/2009; amended by Legislative Decree 125/2016
6	Crimes against industry and trade	Art.25-bis.1, Legislative Decree no . 231/2001	Article added by Law No 99/2009
7	Corporate offences	Art. 25-ter, Legislative Decree n. 231/2001	Article added by Legislative Decree n. 61/2002, amended by Law No. 190/2012, by L. 69/2015 and by Legislative Decree No. 38/2017 and L. 3/2019
8	Crimes for the purpose of terrorism or subversion of democratic order provided for in the Code criminal and special laws	Art. 25-quater, Legislative Decree. n. 231/2001	Article added by Law No 7/2003
9	Mutilation practices of female genital organs	Art. 25- quater.1, Legislative Decree No. 231/2001	Article added by Law No 7/2006
10	Delicts against individual personality	Art. 25- quinquies, Legislative Decree no. 231/01	Article added by Law No 228/2003; amended by Law No 199/2016
11	Market abuse offences	Art. 25-sexies, Legislative Decree n. 231/2001	Article added by L. No 62/2005; amended by D-Law No 107/2018 and L. 238/2021

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12	Other market abuse cases	Art. 187- <i>quinquies</i> TUF	article as amended by Legislative Decree No. 107/2018
13	Offences of culpable homicide and grievous bodily harm or grievous bodily harm, committed in breach of accident-prevention regulations and the protection of hygiene and health at work	Art. 25- <i>septies</i> , Legislative Decree n. 231/2001	Article added by L. No 123/2007; amended L. No 3/2018
14	Receiving, laundering and using money, goods or benefits of unlawful origin, and self-money laundering	Art. 25- <i>octies</i> , Legislative Decree n. 231/2001	article added by Legislative Decree No. 231/2007; amended by Law No. 186/2014 and Legislative Decree 195/2021
15	Crimes relating to non-cash payment instruments	Art. 25- <i>octies</i> .1., Legislative Decree No. 231/2001	Article added by Legislative Decree No. 184/2021
16	Violation offences of copyright	Art. 25- <i>novies</i> , Legislative Decree n. 231/2001	Article added by Law No 99/2009
17	Inducement not to make statements or to make mendacious statements to judicial authorities	Art. 25- <i>decies</i> , Legislative Decree n. 231/2001	Article added by Law No 116/2009
18	Environmental offences	Art. 25- <i>undecies</i> , Legislative Decree No. 231/2001	Article added by Legislative Decree No. 121/2011; amended by Law No. 68/2015 and Legislative Decree No. 21/2018
19	Employment of illegally staying third-country nationals	Art. 25- <i>duodecies</i> , Legislative Decree n. 231/2001	Article added by Legislative Decree No. 109/2012, as amended by Law No. 161 of 17 October 2017
20	Racism and xenophobia	Art. 25- <i>terdecies</i> , Legislative Decree n.	Article added by Law no. 167 of 20 November 2017; amended by Legislative Decree no.

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		231/2001	21/2018
21	Fraud in sporting competitions, unlawful gaming or betting and gambling with prohibited devices	Art. 25- <i>quaterdecies</i> , Legislative Decree n. 231/2001	Article added by Law No 39/2019
22	Tax Offences	Art. 25- <i>quinquesdecies</i> , Legislative Decree n. 231/2001	Article added by Law No 157/2019 and Legislative Decree No 75/2020 and Legislative Decree No 156/2022
23	Smuggling	Art. 25- <i>sexiesdecies</i> , Legislative Decree n. 231/2001	Article added by Legislative Decree No 75/2020
24	Liability of entities for administrative offences	Art. 12, L. No 9/2013	The following are prerequisites for entities operating in the virgin olive oil sector
25	Transnational offences	Law No. 146/2006	Certain offences constitute grounds for the administrative liability of entities if they are committed in transnational mode
26	Crimes against cultural heritage	Art.25- <i>septiesdecies</i> and art.25- <i>duodevicies</i> Legislative Decree no.231/01	Articles inserted by Law No. 22/2022

### 2.3 Sanctions under the Decree

The Decree provides for the applicability of the following sanctions:

Financial penalties



They are applied for quotas of not less than 100 and not more than 1.000. The value of each unit is set at a minimum of € 258 and a maximum of € 1,549.

In calculating the fine, the court shall determine:

- the number of quotas, taking into account:
  - the gravity of the offence, the degree of the company's liability and
  - of 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 individual share, on the basis of the company's economic and asset conditions.

#### Disqualification sanctions

The prohibitory sanctions are as follows:

- disqualification;
- suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- prohibition to contract with the public administration (in this regard, Article 80 of Legislative Decree No. 50 of 18 April 2016 provides for the exclusion from the tender of persons on whom a sanction has been imposed pursuant to Legislative Decree 231/2001);
- exclusion from benefits, financing, contributions or subsidies and possible revocation of those already granted;
- ban on advertising goods or services.

Disqualification sanctions have a minimum duration of three months and a maximum duration of two years.

#### Other Sanctions

Confiscation of the price or profit of the offence.

Publication of the conviction in the media.

With regard to the pecuniary sanction, it is compulsorily applied, pursuant to Article 10(1) of the Decree, in all cases of administrative liability for the Offence, whereas the other sanctions are accessory to the pecuniary sanction and may be applied depending on the Offence actually committed or attempted.

There are two types of criteria for the commensuration of fines:

- a) objective ones, linked to the seriousness of the fact and the degree of the Entity's liability, as well as to the activities put in place to eliminate or limit the harmful consequences of the fact and prevent the commission of further offences, which affect the determination of the number of quotas applied;



b) subjective ones, linked to the economic and patrimonial conditions of the Entity, which affect

on the definition of the pecuniary value of the share, to ensure the effectiveness of the sanction.

The pecuniary penalty is, moreover, subject to a regime of reduction, from one third to one half, by virtue of certain facts, which could be defined as mitigating, of an objective nature.

Disqualification sanctions apply, on the other hand, upon the occurrence of one of the following conditions:

- the Entity made a significant profit;
- the Offence was committed by a senior person or a subordinate person provided that, in the latter case, the commission of the offence was facilitated by serious organisational deficiencies;
- repetition of offences.

The law provides for the possibility that, in case of the sanction of disqualification, the judge may order the continuation of the activity by means of a judicial commissioner, specifically appointed for the purpose of avoiding serious harm to the community or significant repercussions for employment. In that case, the profit resulting from the continuation of the activity is confiscated.

Article 17 of the Decree provides for the exclusion of the application of disqualification sanctions where, before the opening of the first instance hearing, the organisational deficiencies that caused the offence are eliminated, through the adoption of suitable organisational models, and provided that the damage has been compensated and the profit made available for confiscation.

## Chapter 3 - Almac's organisational structure

### 3.1 Company Description

Almac S.p.A. is a limited liability company, with registered office in Guastalla (RE), Viale Ruggeri 6/A, enrolled in the Reggio Emilia Register of Companies with VAT no. 02559800350 (hereinafter "**Almac**" or the "**Company**"). Present on the market since 2013, Almac has quickly become one of the leading companies in the design and sale of aerial platforms and tracked forklifts with reduced dimensions. These machines are able to guarantee high performance and simplify the lives of the professionals who use them on a daily basis.

### 3.2 Corporate Governance Model

Almac's corporate governance is oriented towards transparency and shareholder involvement in relevant decision-making processes and is structured as follows:

- **Shareholders' Meeting:** authorized to decide on matters reserved to it by law and by the Articles of Association;
- **Board of Statutory Auditors:** the Board of Statutory Auditors has the task of monitoring the company's management, and in particular of supervising: a) compliance with the Law and the Memorandum of Association, as well as observance of the principles of proper administration; and b) the adequacy of the company's organisational structure, the internal control system and the administrative and accounting system, also with regard to the latter's reliability in correctly representing management events. The Board of Statutory Auditors consists of three regular members and two alternates.
- **Auditing Company:** the task of auditing the Company's accounts is entrusted to an auditing company registered in the special 'Register of Auditors' at the Ministry of Economy and Finance.

### 3.3 Governance and Organisational Structure

Almac's Model is based, among others, on the Company's governance tools that guarantee its functioning, and in particular:

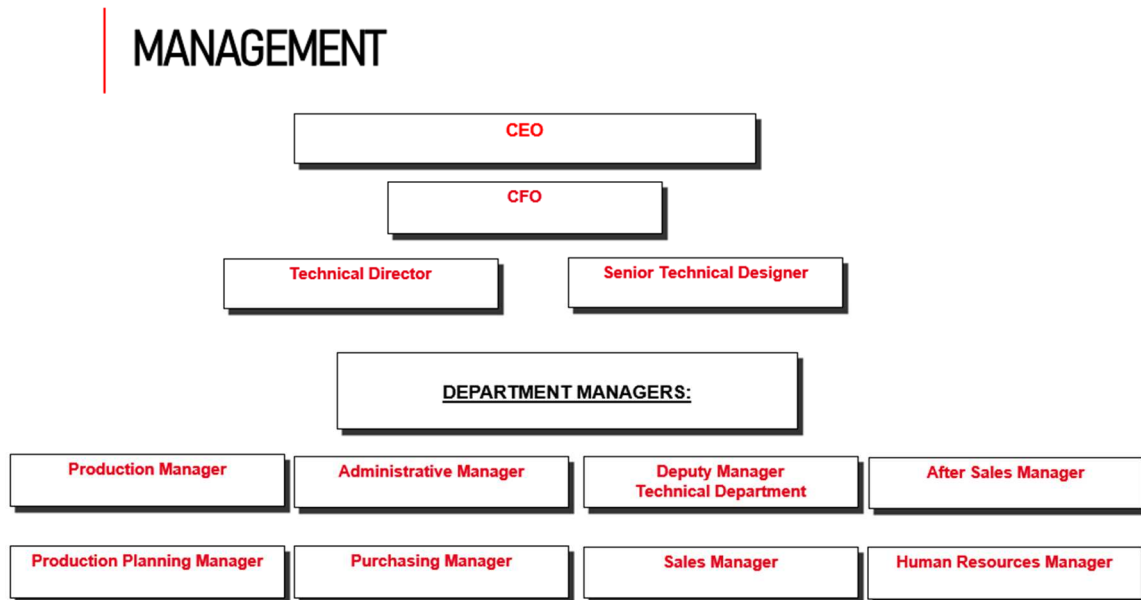
- The **Articles of Association:** which cover the various corporate governance provisions aimed at ensuring the proper conduct of management activities;
- The **Code of Ethics:** constitutes an integral part of the Model and expresses the ethical principles and fundamental values of the Company;
- The **internal organisational system:** consisting of the organisational structures/positions and areas of responsibility represented in the organisational chart;
- The **system of delegated and proxy powers;**
- The **administrative-accounting system:** aimed at guaranteeing the timely recording of all company records and events with an economic, equity and financial impact on the company, ensuring the traceability of transactions and inviolability of the data collected



therein, currently managed through the ARCA EVOLUTION application.

- The **management control system**: divided into the stages of budget preparation, analysis of final balances and preparation of forecasts;
- The **ICT infrastructure**: which makes it possible to guarantee the efficient and effective management of processes, ensuring the traceability of operations and approval processes as well as the keeping, recording and archiving of data and company documents, also through outsourcing contracts;
- The **disciplinary system**: provided for by the CCNL and this Organisation, Management and Control Model.

Almac's organisational structure is currently as follows:



### 3.4 Methods of managing financial resources

The Company adopts financial resource management methods aimed at ensuring the control of expenditure and the traceability of decision-making processes.

The management of financial resources is based on two cornerstones:

- the authorisation of expenses and payments is formalised and established by the Board of Directors. At present, it is reserved for specifically identified resources (two Directors and three Managers) who have been assigned the necessary powers and proxies by the Board of Directors. The exercise of powers and proxies is subject to verification by the Board of Directors and the Board of Auditors.
- the formalisation of expenditure processes, regulating and automating the phases of: request - budget verification and authorisation - RDA authorisation - verification of the good/service - payment. This formalisation enables the reconstruction of the decision-making process and the full transparency of operations.

### 3.5 Code of Ethics

Almac has adopted a Code of Ethics (*Annex 2*) that defines the values by which the Company is inspired in the performance of its activities. The Code of Ethics contains the ethical principles and rules of conduct that the Top Management, employees, consultants, collaborators and all those who work in the name of or on behalf of the Company are required to respect and/or share. The provisions of the Organisational Model are inspired by the ethical principles and rules of conduct contained in the Code of Ethics and are integrated and compatible with it.

The Code of Ethics is an integral part of the Company's Model 231.

## **Chapter 4 - Organisation, Management and Control Model**

### **4.1 Foreword**

The Model is aimed at avoiding and preventing the commission of the Offences referred to in the Decree by Senior Management, Subordinates and, more generally, Recipients.

The term 'Model' is not to be understood as meaning only what is contained in this document and its annexes, which are necessarily non-exhaustive in their representation of all the procedures, rules and controls that, as a whole, constitute a mechanism for preventing unlawful conduct.

The Model is therefore to be broadly understood as the set of policies, procedures, systems of delegation of powers and management, first-level controls and other control mechanisms that, taken together, in addition to directing the orderly operations of the company, define the ways in which resources must act, ways that by definition exclude conduct in violation of internal or external rules. In particular, this document recalls the aforementioned organisational and control measures, both those of a 'transversal' nature (Code of Ethics, control functions, etc.) and those specific to the Offences.

A prerequisite for exemption from liability to derive from the adoption of the Model is that, in preparing it, the Entity has:

- identified the activities/processes within the scope of which offences may be committed (see *Risk Assessment* - Annex 1);
- entrusted the task of supervising the operation of and compliance with the Model to an independent body, endowed with autonomous powers of initiative and control, which also has the task of updating it;
- adopted specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offences to be prevented, by which is meant that set of organisational choices governing the conduct of internal resources and partners/collaborators;
- put in place an appropriate system of sanctions to punish non-compliance with the measures provided for in the Model;

In order to be exempted, the Entity will also have to prove that the offence was committed by fraudulently circumventing its own Model and that the Supervisory Board diligently performed its duties.

## 4.2 Almac's aims in adopting the Model

The Organisation and Management Model provided for by Legislative Decree 231/01 expresses the set of rights, duties and responsibilities of the Company and its collaborators. It contains principles and rules of conduct that enrich the decision-making processes and guide the conduct of the Recipients.

More specifically, the Model aims to

- a) set up a *structured and organic system of prevention and control*, aimed at reducing the risk of commission of offences related to the company's activities and preventing/counteracting any unlawful conduct;
- b) determine, in all those who work in the name of and/or on behalf of the Company, especially in the 'areas of activity at risk', the *awareness that they may incur*, in the event of violation of the provisions set out therein, *in an offence liable to penal sanctions*, including criminal sanctions, and which may also entail sanctions against the Company itself;
- c) inform the Recipients that violation of the provisions contained in the Model with which they are required to comply will result in *the application of appropriate sanctions and, in the most serious cases, termination of the contractual relationship*;
- d) reiterate that *the Company does not tolerate unlawful conduct* of any kind and for any purpose whatsoever, since such conduct (even if the Company were apparently in a position to take advantage of it) is in any case contrary to the ethical principles to which the Company intends to adhere.

The Organisational Model is aimed at defining a preventive control system, aimed primarily at planning the formation and implementation of the Company's decisions in relation to the risks/offences to be prevented, and is composed in particular of

- the Code of Ethics, which identifies the primary values with which the Company intends to comply and establishes therefore the general lines of orientation for social activity;
- an up-to-date, formalised and clear organisational system that guarantees an organic allocation of tasks and an adequate level of segregation of duties;
- a clear allocation of authorisation and signature powers, consistent with organisational and management responsibilities;
- control measures, relating, first and foremost, to the potential commission of 'predicate offences', capable of providing timely warning of the existence and emergence of general and/or particular critical situations.

## 4.3 Adoption of the Model and Guidelines

Legislative Decree 231/01 provides that organisational and management models may be adopted on the basis of codes of conduct drawn up by the associations representing the entities, subject to control by the Ministry of Justice.

Starting from this assumption, Almac was inspired, within the limits of the indications useful for the concrete case, by the Guidelines indicated by Confindustria (last edition June 2021) and the 'Consolidated Principles for the drafting of organisational models and the activity of the supervisory body and prospects for the revision of Legislative Decree no. 231 of 8 June

2001' edited by ABI, Confindustria, Consiglio Nazionale Forense and Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili - CNDCEC .

The Guidelines define the essential features of the process of constructing the organisational model as a typical process of risk management and assessment (*risk assesment*). The obligation set forth in Article 6, second paragraph, letters a) and b) of Legislative Decree No. 231/2001, in fact, includes "the analysis of the corporate context to highlight where (in which area/sector of activity) and in what manner the offences that the organisational model must prevent may occur" and "the assessment of the existing system within the entity and its possible adaptation, in terms of its capacity to effectively counteract, i.e. reduce to an acceptable level, the identified risks".

In this context, the definition of 'acceptable risk' becomes crucial. In this regard, the Guidelines expressly state that 'the economic logic of costs (according to which a risk is deemed acceptable when the additional controls are more costly than the asset to be protected) cannot be an exclusively usable reference'. Thus, the economic cost of the system is in itself secondary to the asset being protected. Conversely, the 'acceptable risk' is identified in a 'prevention system such that it cannot be circumvented except fraudulently', in line with the regulatory provision that provides for fraudulent evasion of the organisational model as an objective criterion for attributing liability. Accordingly, the risk threshold must be such as to rule out the possibility that the person acting in the name and on behalf of the company is unaware of the company directives/procedures and that the offence may be committed as a result of an error in assessing them.

#### **4.4 Steps for Constructing the Model**

The adoption of this Model followed a specific mapping of activities at risk of offences. In particular, the central points in the construction of the Model, which were also indispensable in the subsequent updating phases, were the following:

1. census of predicate offences;
2. identification of the corporate processes/activities in the scope of which the predicate offences may be committed by cross-referencing them with the processes;
3. collection and analysis of company documentation in the area of governance, organisation and control;
4. Sharing of a Data Base for *Risk Assessment* and the related risk assessment methodology: Gross Risk - Effectiveness of Safeguards - Residual Risk;
5. detailed feeding of the Data Base by analysing the individual cases of risk. The objective of this phase was to trace the risk back to the 'owner' Organisational Unit, analysing the sensitive activities and the inherent risk and relating them to the safeguards in place (regulations and controls). The *Risk Assessment* is subject to constant periodic updates according to the evolution of the external context (new offences) and company operations;
6. identification of the disciplinary system suitable for penalising violations of the provisions contained in the Model;
7. preparation of the Model (General Part and Special Part).



**4.5 Model Structure**

The Model consists of the following parts:

- **General Part** - illustrating the reference regulatory context, the objectives and description of the Company, the Supervisory Board and the disciplinary system for violations of the Model;
- **Special Part** - containing the Protocols relating to the alleged offences.

The Special Section consists of the following Titles, referring to the categories of offences theoretically applicable:

Title	Offences	D. Legislative Decree 231/2001
<b>A</b>	<b>offences against the public administration</b> and inducement not to make statements or to make false statements to the judicial authorities	Articles 24, 25, <i>25-ter</i> and <i>25i</i>
<b>B</b>	<b>corporate offences</b> , including 'corruption between private individuals' and 'incitement to corruption between private individuals', tax <b>offences</b>	Article <i>25-ter</i> Article <i>25-quinquiesdecies</i>
<b>C</b>	<b>computer crimes</b> and <b>unlawful data processing; offences against industry and trade and forgery of identification instruments or signs; offences relating to copyright infringement</b>	Article <i>24-bis</i> Articles <i>25-bis</i> and <i>25-bis.1</i> Article <i>25-novies</i>
<b>D</b>	<b>offences of organised crime, receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin as well as self-laundering</b>	Article <i>25-octies</i> Article <i>24-ter</i>
<b>E</b>	<b>safety at work offences</b>	Article <i>25-septies</i>
<b>F</b>	<b>offences concerning the employment of third-country nationals</b> , including illegal immigration	Article <i>25-duodecies</i>
<b>G</b>	<b>environmental crimes</b>	Article <i>25-undecies</i>
<b>H</b>	<b>offences against the individual personality</b>	Article <i>25-quinquies</i>

On the other hand, the analysis carried out has excluded or identified as insignificant certain Predicate Offences whose conduct and the legal assets protected do not directly interfere with the purposes of the organisation and the company's activities.

This concerns, in particular, offences regulated by:

D. Legislative Decree 231/01	Offences
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Article 25-bis	forgery of money, public credit notes and revenue stamps
Article 25-quater 1	female genital mutilation practices
Article 25-sexies	market abuse
Article 25g.1	offences relating to non-cash payment instruments
Article 25-terdecies	crimes of racism and xenophobia
Article 25-quaterdecies	fraud in sporting competitions, abusive gaming or betting and gambling
Article 25-sexiesdecies	smuggling
Art. 25-septiesdecies and Art. 25-duodicies	offences against the cultural heritage

for which it was considered neither concrete nor abstractly conceivable that the offence might be committed in the context of the Company's activities.

#### **4.6 Amendments and additions to the Model**

This Model was approved, in its first draft, by the Board of Directors on 29 September 2023. Subsequent amendments and additions of a substantial nature are and will be referred to the aforementioned body, also on the proposal of the Supervisory Board 231.

To this end, the Supervisory Board 231 is called upon to give appropriate impetus to the activity of *risk analysis*, prodromal to the adoption of an organisational model in step with the legislator's interventions.

#### **4.7 Addressees of the Model**

The Model is addressed to all those who work to achieve the Company's purpose and objectives. This Model therefore applies to all those who perform, even de facto, functions of management, administration, direction or control of the Company, as well as to all Employees and Collaborators of the Company (see definition at the beginning of this document).

## **Chapter 5 - Communication, Dissemination and Training**

### **5.1 Communication and dissemination**

The constant/periodic information of personnel and adequate training on the principles and prescriptions contained in the Organisational Model represent factors of great importance for the correct and effective implementation of the company's prevention system.

The Addressees are required to be fully aware of the objectives of fairness and transparency that the Organisational Model is intended to pursue and of the ways in which the Company intends to pursue them, by setting up an adequate system of procedures and controls.

The adoption of this Organisational Model shall be communicated to the Addressees by means of delivery of a copy of the same (in hard copy and/or electronic format), which must be accompanied by a signature of receipt. Furthermore, the Company shall publish the Model on the company intranet and, limited to the General Section, on the company website.

New employees are informed of the adoption of the Organisational Model by delivery of a copy thereof and of the Code of Ethics (in hard copy and/or electronic format).

Any amendment to the Organisational Model must be communicated to the Addressees, with an illustration of the amendments themselves, by means of mechanisms - including computerised ones - designed to prove the effective and conscious receipt of the communication.

### **5.2 Training**

The training activity aimed at disseminating knowledge of the regulations set out in the Decree is differentiated, in terms of content and delivery methods, according to the Recipients' qualification, the risk level of the area in which they operate and whether or not they have functions of representation of the Company.

In particular, the level of training and information of the Company's personnel will be more thorough with regard to those who work in areas of activity at risk.

In addition to specific courses, training also includes the use of dissemination tools, such as occasional update e-mails or internal information notes.

The training programme may be carried out in such a way as to, inter alia, bring all Addressees up to date on new developments and additions to the legislation and the Organisational Model.

For new recruits working in areas of activity at risk, specific training sessions will be provided, subject to agreement with the relevant line manager.

Compulsory participation in the training sessions will be formalised by requesting, also electronically if necessary, an attendance signature.

Within the scope of its powers, the Supervisory Board 231 may provide for specific controls aimed at verifying the quality of the content of training programmes and the actual effectiveness of the training provided.

Failure to participate without a justified reason may be assessed by the Company as a violation of the Organisational Model.

Almac also promotes knowledge of and compliance with the Organisational Model among its employees and partners.

In particular, the corporate functions, from time to time involved, provide Third Parties with appropriate information in relation to the Company's adoption of the Model. The Company also invites Third Parties to examine the contents of the Code of Ethics and of the General Part of the Model on its website.

The contractual texts include specific clauses aimed at informing Third Parties of the adoption of the Model and the Code of Ethics by the Company, of which they declare that they have read and are familiar with its contents (in the version available on the Company's website) and that they are aware of the consequences of non-compliance with the precepts contained in the General Part of the Model and in the Code of Ethics, and that they undertake not to commit and to ensure that their top management and subordinates refrain from committing any of the Offences.

## Chapter 6 - Supervisory Board

### 6.1 Requirements of the Supervisory Board

The establishment of an effective Supervisory Board pursuant to Article 6 of Legislative Decree 231/01 is an indispensable requirement, together with the adoption of a valid Model, as an exemption from the Entity's administrative liability.

The Supervisory Board must meet the following requirements:

#### Autonomy

It must have decision-making autonomy, qualifying as indispensable freedom of self-determination and action, with total exercise of technical discretion in the performance of its duties.

As indicated in the Guidelines adopted by Confindustria, this requirement is to be understood in the sense that the position of the Supervisory Board within the Entity must guarantee the autonomy of the control initiative from any form of interference or conditioning by any component of the Entity and, in particular, by the management body; this is also because the management body is one of the subjects controlled by the Supervisory Board.

Case law has added the requirement of independence to the requirement of autonomy. The first requirement, in fact, would be emptied of meaning if the members of the Supervisory Board were financially and personally conditioned or were in situations of conflict of interest, even potential.

#### Independence from Society

This requirement reinforces and completes that of autonomy. Specifically, the SB must be free from any conditionings due to subservience to top management and must be a third body, placed in a position of independence, including hierarchical independence, capable of adopting autonomous measures and initiatives. In particular, from the standpoint of independence, the members of the SB must not be in conflict of interest with the company: they must therefore be independent of the company itself and its management (see Articles 2398 and 2399 of the Civil Code).

Autonomy and independence are satisfied:

- placing the Supervisory Board in as high a hierarchical position as possible possible;
- providing that the Supervisory Board reports exclusively to the Board of Directors of the Company;
- excluding operational and management tasks from the Supervisory Board.

#### Professionalism

The members must be professionally capable and reliable. It must have, as a body, the necessary technical knowledge and professionalism to best fulfil the functions entrusted to it.

#### Continuity of action

In addition to these requirements, the Supervisory Board must also ensure continuity of action, i.e. constantly monitor, albeit not continuously, the consistency between the conduct

envisaged by the model and the activities actually carried out by the Addressees.

## **6.2 Composition of the Supervisory Board**

With regard to the composition of the Supervisory Board, the Decree does not impose standards, whereas over time the Guidelines issued by the various institutions have indicated the multi-subjective composition and/or the presence of 'external' members as essential factors for the effectiveness and independence of the Body.

In consideration of the limited size of the company, Almac has chosen the 'monocratic' composition of the Supervisory Board and in line with these guidelines has entrusted its responsibility to an external professional, already a member of numerous Bodies and an expert in internal controls. At the same time, it identified the CFO as the internal contact person for the Supervisory Board in order to guarantee appropriate information flows and continuity of action.

The Body, as set up above, is equipped, as required by the Decree, with autonomous powers of initiative and control and operates in a position of independence and autonomy.

The requirement of autonomy and independence is guaranteed by organisational positioning and the availability of a budget.

The Supervisory Board may make use of the specific professional skills of both the heads of the various corporate functions and of external consultants for the performance of the technical operations necessary for the performance of its functions.

Continuity of action is ensured by the fact that the Supervisory Board is primarily dedicated to supervisory activities and has no operational powers in the Company.

About term of office, the members of the Supervisory Board remain in office for three years, renewable, unless otherwise provided for in the appointment. The first term will expire upon approval of the 2023/2024 and 2025 budgets.

## **6.3 Requirements and disqualification of the Supervisory Board**

No person may hold the position of member of the Supervisory Board (and if appointed, shall be disqualified) who has:

- relationships of kinship, marriage (or de facto cohabitation situations comparable to marriage) or affinity within the fourth degree with members of the Shareholders' Meeting, statutory auditors and auditors appointed by the auditing firm, as well as senior persons of the Company;
- conflicts of interest, even potential ones, with the Company such as to undermine the independence required by the role and duties of the Supervisory Board, as well as coincidences of interest with the Company itself beyond the ordinary ones based on the possible relationship of employment or intellectual work;
- direct or indirect ownership of corporate shareholdings of such a size as to enable exercise a dominant or significant influence over the Company, according to Article 2359 of the Italian Civil Code;
- administrative functions with executive powers at the Company;
- public employment relationship with central or local administrations in the two years

prior to appointment as member/exponent of the Supervisory Board;

- a conviction against him, or the application of the penalty on request (pursuant to Article 444 of the Code of Criminal Procedure), even if not final, or a decision establishing his liability, in Italy or abroad, for the offences referred to in the Decree or similar offences;
- a conviction against him, or the application of the penalty upon request (pursuant to Article 444 of the Code of Criminal Procedure), with a sentence, even if not final, or a measure which in any event ascertains his liability, to a penalty involving disqualification, even temporary, from public offices, or temporary disqualification from the management offices of legal persons and companies.

Should any of the above-mentioned grounds of ineligibility arise against a member of the Body, he/she shall immediately notify the same and shall automatically fall from office.

In addition to the reasons mentioned above, the assignment may also be revoked by the Company for any of the following reasons:

- serious and established grounds of incompatibility that would frustrate their independence and autonomy;
- gross negligence in the performance of the duties connected with the assignment;
- breach of the confidentiality obligations imposed on the Supervisory Board.

The revocation/removal of the Supervisory Board is the responsibility of the Board of Directors, which, at the meeting at which it resolves on the revocation of a member of the Supervisory Board, shall also provide for his/her replacement.

#### **6.4 Functions and supervisory powers of the Supervisory Board**

The Supervisory Board must be endowed with all the powers necessary to ensure timely and efficient supervision of the operation of and compliance with the Model adopted by the Company, in accordance with Article 6 of the Decree, and specifically to perform the following tasks:

- Verify the adequacy of the Model both concerning preventing the commission of the offences referred to in Legislative Decree 231/2001 and regarding its capacity to bring to light the occurrence of any unlawful conduct;
- verifying the efficiency and effectiveness of the Model also in terms of the correspondence between the operating methods adopted in practice and the procedures formally provided for by the Model;
- verify the persistence of the Model's requirements of efficiency and effectiveness over time;
- take care of, develop and promote the constant updating of the Model, formulating, where necessary, proposals to the management body for any updates and adjustments to be made through amendments and/or additions that may be necessary.

To this end, the SB is specifically entrusted with the operational tasks of:

- carry out systematic checks on specific operations or acts carried out within the sensitive areas;

- collect and process information relevant to the Model;
- request information from the heads of the individual company departments and, where necessary, also from the management body as well as from collaborators, external consultants, etc;
- conduct internal investigations, and carry out inspections to ascertain alleged violations of the provisions of the Model;
- promote initiatives for the dissemination of knowledge and understanding of the principles of the Model.

In the performance of its activities, the Supervisory Board may avail itself, under its direct supervision and responsibility, of the cooperation of all the functions and structures of the Company or of external consultants, making use of their respective skills and professionalism.

In order to perform its functions to the best of its ability, the Supervisory Board must have free access, without limits and conditions, to the persons and to all company documentation and the possibility of acquiring relevant data and information from the persons in charge, also setting up 'information channels' where necessary. All the Directors, Managers and Employees of the Company must guarantee full cooperation to the Supervisory Board, in compliance with the provisions of the corporate protocols and the requests made.

## **6.5 General operating principles of the Supervisory Board 231**

The Supervisory Board prepares and approves its own 'Rules of Procedure of the Supervisory Board 231'.

The Supervisory Board prepares its own annual programme of planned activities and checks, called the 'Operational Plan'. The Operational Plan is sent to the Board of Auditors for information.

The Supervisory Board meets periodically, normally every quarter, except in cases of urgency. The Supervisory Board may be convened at any time by the corporate bodies to report on significant circumstances concerning compliance with and the preventive suitability of the Model.

Further specifications on the operation of the Supervisory Board are contained in the specific Regulations approved by it.

The Supervisory Board has full financial autonomy to perform its tasks; to this end, an annual expenditure budget is allocated to the Supervisory Board 231.

## **6.6 Reports to the Supervisory Board**

The Addressees are required to report, in writing, any hypothesis of violation of the Model and the Code of Ethics to the Supervisory Board, which will ensure the confidentiality of the reporter's identity, in compliance with the relevant legislation in force, as well as the protection of the reporter's reputation, without prejudice to the legal obligations and rights of the company or the persons involved.

Each recipient is obliged to report to the Supervisory Board news concerning the



commission of offences within the Company, as well as conduct inconsistent with the principles and procedures laid down in the Organisational Model.

Reports to the Supervisory Board can be made by registered letter by e-mail to the Supervisory Board itself to be sent to: segnalazioni.odv@almac-italia.com.

Almac undertakes not to put in place any practice or act of sanctioning, demotion, dismissal, transfer or any other organisational measure that could negatively affect the career of the whistleblower employee, as well as to respect the protection of the whistleblower's identity in any proceedings against the same company for the report revealed by the employee.

The Company establishes appropriate reporting channels by formalising the operating procedures in the Whistleblowing Procedure, to which reference should be made.

## **6.7 Reporting by the Supervisory Board to the Corporate Bodies**

The Supervisory Board promptly reports to the Board of Directors and the Board of Statutory Auditors on the implementation of the Model and on the emergence of any critical issues, in particular "at close quarters" in the case of reports concerning a well-founded suspicion of a breach of the Model for the commission of a predicate offence.

In any case, reporting is always concerned:

- the activities carried out by the Supervisory Board;
- any critical issues (and, where appropriate, suggestions for improvement) that have emerged both in terms of conduct or events within the Company and in terms of the effectiveness of the Model.

Original copies of the communications sent to the Bodies must be kept in the SB's archive. Meetings with the Bodies to which the SB reports must be minuted, and copies of the minutes must be kept by the SB.

On an annual basis, the Supervisory Board prepares its own report, which it submits to the Board of Directors and the Board of Auditors within the first quarter of the following business year. The report shall contain:

- the activity carried out by the Supervisory Board during the current year;
- the summary of the checks carried out;
- any critical issues that emerged;
- proposals for improvement;
- the state of updating of the Model and proposals for adaptation to current legislation;
- the programme of activities for the following year.

## **Chapter 7 - Disciplinary System**

### **7.1 Function of the disciplinary system**

Articles 6(2)(e) and 7(4)(b) of Decree No. 231/2001 provide that the Organisation, Management and Control Model can only be considered effectively implemented if it provides for a disciplinary system capable of sanctioning non-compliance with the measures indicated therein. In fact, the disciplinary system is intended to make the adoption of the Model itself and the action of the Supervisory Board effective and efficient, pursuant to the provisions of Article 6 of the Decree.

The sanctions provided for by the disciplinary system are applied to each breach of the provisions contained in the Model, regardless of the course and outcome of any criminal proceedings initiated by the judicial authorities if the conduct to be censured constitutes a relevant offence under the Decree. Under the provisions on whistleblowing, the disciplinary system also provides for the possibility of sanctioning those who make unfounded reports of violations with wilful misconduct or gross negligence, as well as, under Article 21 of Legislative Decree No. 24 of 10 March 2023, against those who implement discriminatory measures against the persons making the reports or violate the confidentiality of the relevant information.

The addressees of the disciplinary system correspond to the addressees of this Model. The procedure for the imposition of sanctions takes into account the particularities arising from the legal status of the person against whom proceedings are brought. The Supervisory Board is involved in the procedure for the imposition of sanctions.

Violation of the measures set out in Model 231 constitutes a breach of contract reprehensible from a disciplinary point of view pursuant to Article 7 of the Workers' Statute (Law No. 300 of 20 May 1970) and determines the application of the sanctions set out in the current National Collective Labour Agreement and the Company Disciplinary Regulations.

Failure to comply with the measures laid down in the 231 Model is assessed from a disciplinary point of view in different ways depending on whether it concerns "persons subject to management or supervision" (Article 5(1)(b)) or "senior persons" (Article 5(1)(a)).

In individual cases, the type and extent of specific sanctions are applied in proportion to the seriousness of the misconduct and, in any case, in consideration of the elements listed below:

- subjective element of the conduct, depending on malice or guilt;
- relevance of the breached obligations;
- level of hierarchical and/or technical responsibility;
- presence of aggravating or mitigating circumstances with particular regard to professionalism, previous work experience, the circumstances in which the act was committed and any recidivism;
- possible sharing of responsibility with other parties who contributed to the failure;
- conduct that might compromise, even potentially, the effectiveness of the Model.

## **7.2 Employee**

The sanctions system introduced pursuant to Article 6(2) of the Decree is based on the principles of the immediacy and timeliness of the notification of the violation, the granting of time limits for the exercise of the right of defence before the sanction is imposed, and the proportionality of the sanction applied in relation to the seriousness of the violation committed and the degree of intentionality of the action or omission.

In particular, the sanctions that can be imposed on employees are, as per collective bargaining rules, those already provided for in the disciplinary regulations.

## **7.3 Managers**

Almac provides for the insertion of a specific clause in the individual letters-contract that provides for the sanctionability of conduct in conflict with the provisions of Legislative Decree No. 231 and the corporate Model 231.

In particular, in the event of violation of the internal procedures of the rules and principles laid down in the 231 Model or of the adoption, in the performance of activities in areas at risk, of a conduct that does not comply with the prescriptions of the model itself, the most appropriate measures will be applied against those responsible, in accordance with the provisions of the CCNL for managers.

## **7.4 Collaborators, consultants and third parties**

Failure by Third Parties to comply with contractual clauses aimed at avoiding conduct or behaviour that may lead to the application of sanctions under the Decree, shall be sanctioned with appropriate contractual remedies, including termination of the relationship itself, without prejudice in any case to compensation for any damage suffered by the Company or that the Company may be called upon to pay, and without prejudice to the exercise by the Company of all further prerogatives under the law.

To this end, the Company has foreseen the insertion of specific contractual clauses - where permitted by the applicable legislation - which provide for: (a) the disclosure to third parties of the adoption of the Model and the Code of Ethics by the Company, (b) the possible right for the Company to terminate the contractual relationship in the event of conduct in contrast with the provisions of the Decree, without prejudice to any compensation for any damage suffered by the Company or that the Company may be called upon to pay, and without prejudice to the exercise by the Company of all further prerogatives of law.