

PLUTO (ITALIA) S.p.A.
Italian Legislative Decree No. 231/2001
Organization, Management and Control Model of PLUTO (ITALIA) S.p.A.

Text approved by resolution of the
Board of Directors on 10 February 2022

Organisation, Management and
Control Model of PLUTO (ITALIA)
S.p.A. pursuant to Article 6,
paragraph 3 of Italian Legislative
Decree no. 231/2001

CONTENTS

DEFINITIONS	4
1. Italian Legislative Decree no. 231 of 8 June 2001	11
1.1. Characteristics and nature of the liability of entities	11
1.2. Crimes identified by the Decree and subsequent amendments.....	11
1.3. Criteria for attributing liability to the Entity.....	13
1.4. Indications of the Decree regarding the characteristics of the organisation, management and control model	14
1.5. Offences committed abroad	15
1.6. Sanctions.....	16
1.7. Changes to the entity.....	19
2. PLUTO (ITALIA) S.p.A.: business activities of the Company	20
2.1. The Company's <i>corporate governance</i> system.....	21
2.2. The internal control system.....	21
2.3. Activities of the <i>holding company</i> and guiding principles	22
2.4. Purpose of the Model.....	22
2.5. Sources for the Model: Guidelines of Confindustria – The Association of Italian Industries	23
2.6. Model and Code of Ethics	24
2.7. Methodology for drafting the PLUTO (ITALIA) S.p.A. Model	24
2.8. Recipients of the Model.....	26
2.9. Changes to the Model and updates	27
2.10. Crimes relevant to PLUTO (ITALIA) S.p.A.	28
2.11. The concept of acceptable risk.....	29
2.12. Management of financial resources	29
2.13. Manual and IT-based procedures.....	30
3. Supervisory Board	30
3.1. Function	30
3.2. Requirements and composition of the Supervisory Board	30
3.3. Eligibility requirements	33
3.4. Appointment, revocation, replacement, forfeiture and renunciation	33
3.5. Causes of temporary impediment	34
3.6. Activities and powers.....	35

3.7.	Information flows to the SB.....	36
3.7.1.	The rules on the protection of persons who report crimes or irregularities (so-called "whistleblowing").....	38
3.8.	Information flows from the SB	39
4.	Disciplinary system	40
4.1.	General principles	40
4.2.	Definition of "violation" for the purposes of implementing this Disciplinary System	41
4.3.	Criteria for the imposition of penalties	41
4.4.	Penalties	42
4.4.1.	Employees: disciplinary offences	42
4.4.2.	Correlation criteria.....	43
4.4.3.	Penalties applicable to middle management and employees	44
4.4.4.	Sanctions applicable to executives	44
4.4.5.	Measures against Directors, Statutory Auditors and the Supervisory Board	45
4.4.6.	Disciplinary procedure for employees	45
4.4.7.	Penalties applicable to the recipients of case reports ("Whistleblowing")	46
4.4.8.	Penalties applicable to third parties	46
4.4.9.	Register of violations	47
5.	Relationships with third parties	47
6.	Disclosure and training of company personnel.....	48

DEFINITIONS

"Sensitive activities"	Activities of the Company in the context of which there is a risk, even potential, of committing one of the offences referred to in Italian Legislative Decree no. 231/2001.
"CCNL":	The National Collective Labour Agreement currently in force and applied at PLUTO ITALIA S.p.A.
"Code of Ethics":	The code of conduct contains the fundamental principles to which PLUTO ITALIA S.p.A. is inspired and the behaviours that any employees, at all levels, and directors must adhere to in the daily performance of various activities.
"Code of Ethics of the Snaitech Group":	The code of conduct contains the fundamental principles of the Snaitech Group to which the Company is inspired and the conduct to which all employees, at all levels, and directors must adhere in the daily performance of the various activities.
"Company Controls":	The system of powers of attorney, proxies, procedures and internal controls whose purpose is to ensure adequate transparency and transparency of decision-making processes, as well as the conduct that must be maintained by Senior Management and Subordinates who operate at corporate level pursuant to Article 5 of Italian Legislative Decree no. 231/2001.
"Recipients":	Corporate Bodies, the Independent Auditor Firm, Personnel – Senior Managers and Subordinates – and Third Parties (i.e., by way of example and not limited to: consultants and suppliers of goods and services, including professionals, and anyone who carries out activities in the name and for account of the Company or under its control).
"Italian Legislative Decree no. 231/01" or "Decree":	Italian Legislative Decree 231 of 8 June 2001 as amended.

"Public service officer":	A person who, for whatever reason, performs a public service, understood as an activity governed by the public function principles, but not vested with typical public function powers and excluding the performance of simple tasks regarding the performance of merely material work, within the meaning of Article 358 of the Italian Criminal Code.
"Confindustria Guidelines":	The guidelines (approved by Confindustria, the Association of Italian Industries) on 7 March 2002 and most recently updated in June 2021 for the construction of the Organization, Management and Control Models pursuant to Italian Legislative Decree no. 231/2001.
"Model":	The Organisation, Management and Control Model compliant with Italian Legislative Decree no. 231/2001. I.e. this document, including the Special Sections (A, B, C, D, E, F, G and H) and all other related documents.
"Corporate Bodies":	The Board of Directors, the delegated bodies, the Board of Statutory Auditors, as well as any person who exercises, also in a de facto manner, powers of representation, decision-making and/or control within the Company.
"Supervisory Board" or "SB":	The Body appointed pursuant to Article 6 of Italian Legislative Decree no. 231/2001 and entrusted with the task of supervising the effectiveness and adequacy of the Model, the maintenance over time of the requirements of soundness and functionality and the dynamic updating thereof.
"P.A.":	The Public Administration and, with reference to offences against the public administration, public officials and persons in charge of a public service.
"Public Official":	Anyone who " <i>exercises a legislative, judicial or administrative public function</i> " (pursuant to Article 357 of the Italian Criminal Code).

"Predicate offences":

Specific crimes identified by the Decree which may give rise to the administrative liability of the organisation as well as, insofar as they are comparable, the specific administrative offences in relation that envisage the application of the rules contained in the Decree itself.

"Company" or "PLUTO (ITALIA) S.p.A." or "PLUTO"

PLUTO (Italia) S.p.A. is a joint-stock company under Italian law with registered office in Milan, whose capital is entirely held by Playtech Services (Cyprus) Limited, a limited liability Cypriot company. Pluto (Italia) S.p.A. holds all the equity interest of SNAITECH S.p.A. and its corporate purpose is the management of *holdings*.

"SNAITECH":

SNAITECH S.p.A., a joint-stock company wholly owned by PLUTO (ITALIA) S.p.A., is the parent company of the Snaitech Group. It is a State Licensee engaged in revenue collection activity and the management of public gaming/gambling related to horse racing and sports under the established licensing system governed by the Customs and Monopoly Agency (formerly the Autonomous Administration of State Monopolies and, subsequently, "ADM"). The company is also a licensee for the management of online legal gaming by means of amusement and entertainment devices pursuant to TULPS legislation – the Consolidated Law on Public Safety; namely Article 110, paragraph 6, point (a) (hereinafter "AWPs") and Article 110, paragraph 6, point (b) (hereinafter "VLTs"), as well as related activities and functions, by virtue of a regular licence under C.I.G. registration 4607780C55 granted by the ADM. Finally, SNAITECH carries out the activity of remote public gaming under licence number 15215 (hereinafter the "Licence for the remote operation of public gaming") according to the procedures governed by prevailing legislation.

"Disciplinary System":	The disciplinary system and the related system of penalties to be applied in case of violation of the Model.
"Senior Management Figures":	Pursuant to Article 5 of Italian Legislative Decree no. 231/01, persons who are representatives, administrators or managers of the entity or one of its organisational units with financial and functional autonomy, as well as persons who exercise, also in a de facto manner, management and control of the same.
"Subordinate Persons":	Pursuant to Article 5 of Italian Legislative Decree no. 231/01, persons subject to the management or supervision of Senior Management Figures.
"Third Parties":	All those natural or legal persons who establish a collaboration/consultancy relationship with the Company (by way of example but not limited to: consultants and suppliers of goods and services, including professional ones, and anyone who carries out activities in the name and on behalf of the Company or under its control).
Whistleblowing:	This refers to the reporting, by an employee or collaborator, of conduct of criminal relevance or management irregularities by reason of the functions performed. Pursuant to Italian Law 179/2017, <i>whistleblowing</i> legislation applies to private sector entities such as companies, groups of companies, non-governmental organisations, non-profit organisations, foundations and associations that have adopted an Organisation, Management and Control Model pursuant to Italian Legislative Decree no. 231/2001.

Structure of the document

This document is composed of a General Part, an Introduction to the Special Sections and 8 Special Sections.

The General Section illustrates the Model's functions and principles and its essential components are identified and regulated, such as the Supervisory Board, the drafting and dissemination of the Model, the Disciplinary System and the comprehensive assessment and management of the risks of offences.

The Introduction to the Special Sections indicates the general prevention protocols applicable to all operations concerning sensitive activities.

The following Special Sections also form an integral and substantial part of this Document, as well as the other documents referred to therein and/or listed below:

- **Special Section A:**
 - ✓ Subsection 1: description of the Offences committed in relations with the Public Administration (Articles 24 and 25 of Italian Legislative Decree no. 231/01);
 - ✓ Subsection 2: identification of the Company Areas and Departments at potential risk of crime, of the potential sensitive activities relating to the Offences committed in relations with the Public Administration, of the specific prevention protocols, of the information flows to the SB and of disciplinary measures.
- **Special Section B:**
 - ✓ Subsection 1: description of Corporate Offences (Article 25-ter of Italian Legislative Decree no. 231/01);
 - ✓ Subsection 2: identification of the Company Areas and Departments at potential risk of crime, of potential sensitive activities relating to Corporate Offences, of specific prevention protocols, of information flows to the SB and disciplinary sanctions.
- **Special Section C:**
 - ✓ Subsection 1: description of Market Abuse Offences (Article 25-sexies of Italian Legislative Decree no. 231/01);
 - ✓ Subsection 2: identification of the Company Areas and Departments at potential risk of crime, of potential sensitive activities relating to Market Abuse Offences, of specific prevention protocols, of information flows to the SB and disciplinary sanctions.
- **Special Section D:**
 - ✓ Subsection 1: description of the Crimes of Receiving, Laundering and Use of money, goods or benefits of illicit origin, as well as Self-laundering (article 25-octies of Italian Legislative Decree no. 231/01);
 - ✓ Subsection 2: identification of the Company Areas and Departments at potential risk of crime, of the potential sensitive activities relating to the Crimes of Receiving, Laundering and Use

of money, goods or utilities of illicit origin, as well as Self-laundering, of specific prevention protocols, of information flows to the SB and disciplinary sanctions. Appendix: crimes relating to payment instruments other than cash (Article 25-*octies*.1 of Italian Legislative Decree 231/01).

Special Section E:

- ✓ Subsection 1: description of Organised Crime Offences (Article 24-*ter* of Italian Legislative Decree no. 231/01) and of Transnational Offences (Law no. 146/2006);
- ✓ Subsection 2: identification of the Company Areas and Departments at potential risk of crime, of potential sensitive activities relating to Organised Crime and Transnational Offences, of specific prevention protocols, of information flows to the SB and disciplinary sanctions.

▪ ***Special Section F:***

- ✓ Section 1: description of the Crime of Induction not to make declarations or to make false declarations to the judicial authorities (Article 25-*decies* of Italian Legislative Decree no. 231/01);
- ✓ Subsection 2: identification of the Company Areas and Departments at potential risk of crime, of potential sensitive activities relating to Crimes of Induction not to make statements or to make false statements to the judicial authorities, of specific prevention protocols, of information flows to the SB and disciplinary sanctions.

▪ ***Special Section G:***

- ✓ Subsection 1: description of the Crimes of Terrorism or Subversion of the Democratic Order envisaged by the criminal code and special laws (Article 25-*quater* of Italian Legislative Decree 231/01);
- ✓ Subsection 2: identification of the Company Areas and Departments at potential risk of crime, of potential sensitive activities relating to Crimes of Terrorism or Subversion of the Democratic Order envisaged by the criminal code and special laws, of specific prevention protocols, of information flows to the SB and disciplinary sanctions.

▪ ***Special Section H:***

- ✓ Subsection 1: description of the tax offences envisaged by Italian Legislative Decree 10 March 2000 no. 74 (article 25-*quinquiesdecies* of Italian Legislative Decree no. 231/2001);
- ✓ Subsection 2: identification of the Company Areas and Departments at potential risk of crime, of potential sensitive activities relating to Tax Offences pursuant to Italian Legislative Decree no. 74/2000, of specific prevention protocols, of information flows to the SB and disciplinary sanctions.

Without prejudice to the provisions of Special Sections A to H of this Document, PLUTO (ITALIA) S.p.A. has defined a specific system of proxies and powers of attorney, procedures, protocols and internal controls aimed at guaranteeing adequate transparency and knowledge of the decision-making

and financial processes, as well as the conduct that must be adopted by all Recipients of the Model operating at corporate level.

It should also be noted that the Disciplinary System and the relevant penalties to be applied in the event of Model violations form an integral and substantive part of this Model.

This Code of Ethics contains the fundamental principles to which Pluto adheres and the conduct to which all employees, at all levels, and directors must adhere in the daily performance of their various activities.

1. Italian Legislative Decree no. 231 of 8 June 2001

1.1. Characteristics and nature of the liability of entities

Italian Legislative Decree 231 of 8 June 2001, in transposing international legislation on the fight against corruption, introduces and regulates administrative liability arising from offences committed by collective entities.

The nature of this form of entity liability is "mixed" and its peculiarity lies in the fact that it combines aspects of the of criminal penalty and administrative disciplinary systems. Under the Decree, the entity is punished with an administrative sanction, as it is liable for an administrative offence, but the penalty system is based on the criminal trial: the competent authority to challenge the offence is the Public Prosecutor, and it is the criminal judge who imposes the sanction.

The administrative liability of the entity is distinct and autonomous from that of the natural person who commits the offence and exists even when the perpetrator of the offence has not been identified, or when the offence has been extinguished for a reason other than amnesty. In any case, the liability of the entity always adds to, and never replaces, that of the natural person who committed the offence.

The company can avoid this liability only if it adopts in advance and effectively implements organisational and management models that help prevent unlawful conduct and can therefore mitigate the risk of involvement at corporate level.

The company may derive benefit also if it adopts and effectively implements the Model after an offence has been charged. In particular, if the charge precedes the opening of the first court hearing, the company may obtain: i) the reduction of the monetary penalty; ii) the non-application of disqualification sanctions or their conversion into monetary penalties. If it occurs later, the company may only obtain the conversion of disqualification sanctions into monetary penalties.

In the event of failure to adopt and implement the Model, the company shall incur administrative liability arising from an offence, subject to the conditions set out in Article 5 of Italian Legislative Decree no. 231/2001. An exception applies should a person in a senior position commit an offence acting solely in his/her own interest or that of third parties: in this case, the company is not liable.

The scope of application of the Decree is very broad and covers all entities with legal personality, companies, associations, including those without legal personality, public economic entities, and private entities providing a public service. However, the legislation does not apply to State, public territorial entities, non-economic public entities, and entities performing functions of constitutional importance (such as, for example, political parties and trade unions).

1.2. Crimes identified by the Decree and subsequent amendments

The entity can be held liable only for administrative offences depending on the offences – the so-called predicate offences – indicated by the Decree or in any case by a law that entered into force before the commission of the offence.

At the date of approval of this document, the predicate offences belong to the following categories:

- i) Offences committed in relations with Public Administration bodies (Articles 24 and 25).
- ii) Computer crimes and unlawful data processing (Article 24-*bis*,
- iii) Organised crime (Article 24-*ter*):
- iv) offences relating to forgery of money, legal tender, revenue stamps and identification instruments or distinctive signs (Article 25-*bis*);
- v) Crimes against industry and commerce (Article 25-*bis*.1);
- vi) Corporate Crimes (Article 25-*ter*) including crimes of corruption between private individuals;
- vii) Crimes of terrorism or subversion of the democratic order (Article 25-*quater*);
- viii) Female genital mutilation practices (Article 25-*quater*.1);
- ix) Crimes against the Individual personality (Article 25-*quinquies*);
- x) Market abuse crimes (Article 25-*sexies*) and related administrative offences;
- xi) Crimes of manslaughter and serious or very serious personal injury, committed in violation of accident prevention regulations and the protection of hygiene and health in the workplace (Article 25-*septies*);
- xii) Receiving, Laundering and Use of money, goods or benefits of illicit origin, as well as Self-laundering (Article 25-*octies*);
- xiii) Crimes relating to payment instruments other than cash (Article 25-*octies*.1);
- xiv) Copyright infringement offences (Article 25-*novies*);
- xv) Induction to make no statements or make false statements to the judicial authorities (Article 25-*decies*).
- xvi) Environmental Crimes (Article 25-*undecies*);
- xvii) Employment of third-country nationals whose stay is illegal (Article 25-*duodecies*).
- xviii) Crimes of racism and xenophobia (Article 25-*terdecies*);
- xix) Fraud in sports competitions, abuse of gambling or betting and gambling exercised by means of prohibited devices (Article 25-*quaterdecies*);
- xx) Tax offences (25-*quinquiesdecies*);
- xxi) Smuggling offences (Article 25-*sexiesdecies*);
- xxii) Liability of entities for administrative offences resulting from a crime (Article 12. Law no. 9/2013);
- xxiii) Transnational crimes, introduced by Italian Law no. 146, of 2006, Article 10.

The applicability and significance of each offence for the Company are examined in detail in paragraph 2.12 of this General Section.

1.3. Criteria for attributing liability to the Entity

If one of the alleged offences (illustrated in paragraph 1.2) is committed, the Entity is liable only if certain conditions are met, which are defined as criteria for attributing the offence to the Entity and which are classified as "*objective*" or "*subjective*".

The **first objective condition** is that the alleged offence must have been committed by a person linked to the Entity by a qualified relationship. Article 5 of the Decree, in fact, indicates as perpetrators of an offence:

- *subjects who hold representative, administrative or management functions of the Entity or one of its organisational units with financial and functional autonomy or subjects who exercise de facto management and control of the Entity* (Senior Managers), such as, for example, the legal representative, the director, the director of an autonomous organisational unit, as well as persons who manage the entity itself, even if only in a de facto manner. These are persons who actually have autonomous power to take decisions in the name and on behalf of the entity. This category also includes all persons delegated by the directors to manage or direct the entity or its branches;
- *persons subject to the management or supervision of Senior Management Figures* (Subordinates). This category includes employees and collaborators and those individuals who, although not part of the staff, have a task to perform under the direction and control of senior management. In addition to collaborators, external stakeholders also include consultants who carry out activities on behalf of the entity. Finally, mandates or contractual relationships with non-staff members of the entity are also relevant, provided that these persons act in the name, on behalf or in the interest of the entity.

The **second objective condition** is that the unlawful conduct was carried out by the aforementioned subjects "*in the interest or to the advantage of the company*" (Article 5, paragraph 1 of the Decree):

- Such "*interest*" exists when the perpetrator of the offence has acted with the intention of favouring the entity, regardless of whether that objective was actually achieved;
- the "*advantage*" exists when the Entity has derived, or could have derived, a favourable result from the offence, not necessarily of an economic nature.

By express intent of the legislation, the Entity shall not be liable in the event that the Senior Management or Subordinates have acted "*in their own exclusive interest or in the interest of third parties*" (Article 5, paragraph 2 of the Decree).

With regard to the **subjective criteria** for attributing the offence to the Entity, they establish the conditions under which the offence is "attributable" to the Entity: in order for the offence not to be attributed to it from a subjective perspective, the Entity must demonstrate that it has done everything in its power to organise itself, manage itself and control that one of the alleged offences listed in the Decree cannot be committed in the exercise of its business activity. For this reason, the Decree foresees that the Entity's liability may be excluded if, prior to the commission of the act:

- organisational and managerial models suitable for the prevention of the commission of criminal offences envisaged by the aforementioned Decree have been drawn up;
- a body with control functions (Supervisory Board) is established, with powers of autonomous initiative, tasked with supervising the operation of the Organisation and Management Models;
- that there was no omitted or insufficient supervision by the aforementioned body.

The conditions listed above need to all be met in order for the liability of the entity to be excluded.

If offences are committed by the Senior Management Figures, the legislation establishes a presumption of guilt on the part of the Entity in view of the fact that the Senior Management Figures express, represent and implement the management policy of the Entity. The Entity's liability is excluded only if the Entity can prove that the offence was committed by fraudulently circumventing the existing Organisation, Management and Control Model (hereinafter the 'Model') and that there was insufficient control by the Supervisory Board (hereinafter also the "SB"), which is specifically charged with overseeing the proper operation of and compliance with the Model (Article 6 of the Decree)¹. In such cases, therefore, the Decree requires proof of extraneousness to the facts, since the Entity must prove malicious deception of the Model by the Senior Management.

In the case of an offence committed by a Subordinate, on the other hand, the Entity will be liable only if the offence was committed as a result of failure to comply with management and supervisory obligations: in this case, the exclusion of the Entity's liability is conditional, in substance, on the adoption of behavioural protocols appropriate, for the type of organisation and business conducted, to ensure that the latter is carried out in compliance with the law and that risk situations are rapidly discovered and eliminated (Article 7, paragraph 1 of the Decree)². Such a case effectively constitutes "*organisational negligence*", since the Entity would have indirectly consented to the commission of the offence by failing to adequately supervise the activities and persons at risk of committing an alleged offence.

1.4. Indications of the Decree regarding the characteristics of the organisation, management and control model

The Decree regulates certain general principles concerning the organisation, management and control model, without, however, providing specific characteristics. The model operates in support of non-punishability only if it is:

- effective, i.e. if it is reasonably suitable to prevent the offence(s) committed;

¹ Pursuant to Article 6, paragraph 1, of Italian Legislative Decree no. 231/01, "*If the offence has been committed by the persons indicated in Article 5, paragraph 1, point (a) [Senior Management Figures], the organisation is not liable if it can prove that: a) the governing body had adopted and effectively implemented, prior to the commission of the offence, organisational and management models capable of preventing offences of the kind committed; b) the task of supervising the operation of and compliance with the models and ensuring that they are kept up to date was entrusted to a body within the entity with autonomous powers of initiative and control; c) the persons committed the offence by fraudulently circumventing the organisational and management models; d) there was no omitted or insufficient supervision by the body referred to in point (b)*".

² Pursuant to Article 7, paragraph 1, of Italian Legislative Decree 231/01, "*In the case provided for in Article 5, paragraph 1, point (b) [Subordinate Persons], the entity is liable if the commission of the offence was made possible by failure to comply with management and supervisory obligations*".

- effectively implemented, i.e. if its content is applied within company procedures and in the internal control system.

As regards the effectiveness of the model, the Decree provides that it must have the following minimum content:

- a listing of the entity's activities within the scope of which offences may be committed are identified;
- specific protocols that cater for the planning the training and implementation of the entity's decisions, in relation to the offences to be prevented;
- methods of managing financial resources suitable for preventing offences from being committed;
- a disciplinary system to sanction non-compliance with the measures indicated in the model;
- obligations to provide information to the Supervisory Board;
- in relation to the nature and size of the organisation, as well as the type of activity carried out, appropriate measures must be implemented to ensure that the activity is carried out in compliance with the law and to promptly identify and eliminate risk situations.

The Decree establishes that the model shall be subject to periodic verification and updating, both in the event of significant violations of the provisions and if significant changes occur in the organisation or in the activity of the entity or if the reference legislation changes, in particular when new predicate offences are introduced.

1.5. Offences committed abroad

Article 4 of the Decree³ establishes that an entity may be called upon to respond in Italy for predicate offences committed abroad.

The Decree, however, makes this possibility subject to the following conditions, which are clearly additional to those already highlighted:

³ Article 4 of Italian Legislative Decree no. 231/2001, "*Crimes committed abroad*", which states that "*In the cases and under the conditions laid down in Articles 7, 8, 9 and 10 of the Criminal Code, entities having their head office in the territory of the State shall also be liable for offences committed abroad, provided that the State where the offence was committed does not take action against them. In cases where the law provides that the guilty be punished at the request of the Minister of Justice, proceedings are brought against the company/body only if the request is also raised against this entity.*"

- applicability of the general conditions for prosecution prescribed in Articles 7⁴, 8⁵, 9⁶ and 10⁷ of the Italian Criminal Code that enable prosecution in Italy for an offence committed abroad;
- the entity must have its registered office in the territory of the Italian state;
- the offence must be committed abroad by an individual functionally connected to the Company;
- the State of the place where the offence was committed does not prosecute the entity.

1.6. Sanctions

The sanctions imposed by Italian Legislative Decree no. 231/01 for administrative offences deriving from a crime are the following:

- *administrative fines;*
- *disqualifications;*
- *seizure;*
- *publication of the judgment.*

⁴ Article 7 of the Italian Criminal Code, "Offences committed abroad", states: "An Italian citizen [Criminal Code, Article 4] or a foreign citizen who commits any of the following offences on foreign soil shall be punished under Italian law: 1. offences against the personality of the Italian State; 2. offences of counterfeiting the State seal and of using that seal for counterfeiting; 3. Crimes committed by public officials in the service of the State, abusing their powers or violating the duties inherent in their functions; 5. any other offence for which special legal provisions or international conventions establish the applicability of Italian criminal law".

⁵ Article 8 of the Italian Criminal Code, "Political offence committed abroad", states: "A citizen or foreigner who commits a political offence on foreign soil that is not included among those indicated in point 1 of the previous Article shall be punished according to Italian law, at the request of the Minister of Justice. If the offence is punishable on complaint by the offended person, a request further to the complaint is also required. For the purposes of criminal law, a political offence is any offence which offends a political interest of the State or a political right of the citizen. A common offence determined, in whole or in part, by political motives shall also be considered a political offence".

⁶ Article 9 of the Italian Criminal Code, "Common crime of the citizen abroad", states: "A citizen who, outside the cases indicated in the two previous articles, commits in a foreign country a crime for which Italian law establishes the death penalty or life imprisonment, or imprisonment for a minimum of three years, shall be punished in accordance with that law, provided that said citizen is in the territory of the State. In the case of a crime for which a restrictive punishment is imposed on personal freedom of minor duration, the offender shall be punished at the request of the Minister of Justice or at the request of the offended person. In cases envisaged by the foregoing provisions, in the case of a crime committed against the European Communities or foreigners, the perpetrator is punished at the request of the Minister of Justice, provided that the related extradition has not been granted or has not been accepted by the Government of the State in which the crime was committed".

⁷ Article 10 of the Italian Criminal Code, "Common crime committed by a foreigner abroad", states: "A foreigner who, apart from the cases indicated in Articles 7 and 8, commits on foreign soil, to the detriment of the State or of a citizen, a crime for which Italian law establishes the death penalty or life imprisonment, or imprisonment for a minimum of not less than one year, shall be punished in accordance with the same law, provided the offender is on State territory, and there is a request from the Minister of Justice, or a petition or complaint from the offended person. If the offence is committed to the detriment of the European Communities, foreigners or foreigners, the perpetrator shall be punished according to Italian law at the request of the Minister of Justice, provided that: 1. he is in the territory of the State; 2. it is a crime for which the punishment of the life imprisonment is imposed, that is, of imprisonment not less than the minimum of three years; 3. the extradition of him has not been granted or has not been accepted by the Government of the State in which he committed the offence, or by the State to which the offender belongs".

A **monetary administrative fine** is always applied if the judge holds the company liable. It is governed by Articles 10 et seq. of the Decree and constitutes the "*basic*" sanction which must be applied, and for the payment of which the Entity is liable with its assets or its contingency reserve.

The legislature has adopted an innovative criteria for the determination of the penalty, attributing to the judge the obligation to proceed to two different and successive appraisals. This entails a greater adjustment of the penalty to the gravity of the fact and the financial situation of the Entity.

The first appraisal requires the court to determine the liability quota (in any event not less than one hundred and not more than one thousand) taking into account:

- the seriousness of the offence;
- the degree of Entity responsibility;
- the activity carried out by the Entity to eliminate or mitigate the consequences of the offence and prevent the commission of further offences;

During the second appraisal, the Judge determines, within the minimum and maximum values predetermined in relation to the offences sanctioned, the value of each liability quota, from a minimum of €258.00 to a maximum of €1,549.00. This amount is set "*on the basis of the financial situation and assets of the entity in order to ensure the effectiveness of the penalty*" (Articles 10 and 11, paragraph 2, Italian Legislative Decree no. 231/01).

Article 12 of Italian Legislative Decree no. 231/0⁸ envisages a series of cases in which the monetary fine may be reduced.

The Decree prescribes the following **disqualification penalties** and applies them, in addition to the monetary fines, only in relation to the crimes for which they are expressly foreseen in this legislation:

- disqualification from conducting a business;
- suspension or revocation of permits, licences or concessions related to the offence;
- disqualification from signing contracts with Public Administration bodies, save for the obtaining of a public service;
- exclusion from facilitations, financing, contributions and subsidies, and/or revocation of those previously granted;

⁸ Article 12 of Italian Legislative Decree no. 231/2001, "*Cases of reduction of the monetary penalty*", states: "*1. The monetary penalty is reduced by half and cannot, in any case, exceed €103,291.00 if: a) the offender committed the offence mainly in their own interest or in the interest of third parties and the entity did not gain an advantage or gained a minimum advantage; b) the financial damage caused is particularly small; 2. The sanction is reduced by between a third and a half if, before the declaration of the opening of the first-degree hearing: a) the entity has fully compensated for the damage and has eliminated the harmful or dangerous consequences of the offence or has in any case effectively done so; b) an organisational model suitable for preventing offences of the type committed has been adopted and made operational. 3. If both the conditions provided for in the letters of the previous paragraph are met, the sanction is reduced by half to two thirds. 4. In any case, the monetary penalty cannot be less than €10,329.00*".

- disqualification from the advertising of goods or services.

In order for them to be imposed, it is also necessary that at least one of the conditions referred to in Article 13, Legislative Decree no. 231/01 shall apply, namely:

- *"the entity has gained a considerable profit from the offence and the offence was committed by persons in senior positions or by persons subject to the management of others when, in this case, the offence committed was determined or facilitated by severe organisational shortcomings"*; or
- *"in the event of repeated offences"*⁹.

In any case, disqualification sanctions are not applied when the offence has been committed in the prevailing interest of the perpetrator or of third parties and the Entity has obtained a minimal or no advantage from it or the financial damage caused is particularly minor.

Exceptionally applicable with definitive effects, disqualification sanctions are temporary, with a duration ranging from three months to two years, and concern the specific activity of the entity to which the offence refers. They may also be applied as a precautionary measure, prior to the conviction, at the request of the Public Prosecutor, if there are serious indications of the liability of the entity and well-founded and specific elements which point to a concrete danger of further commission of offences of the same kind as the one being prosecuted;

The application of disqualification sanctions is also excluded by the fact that the Entity has put in place the remedial actions prescribed by Article 17 of Italian Legislative Decree no. 231/01 and, more precisely, when the following conditions are met:

- *"the entity has fully compensated for the damage and eliminated the harmful or dangerous consequences of the offence, or has in any case made effective efforts to do so"*;
- *"the entity has eliminated the organisational shortcomings that led to the offence by adopting and implementing suitable organisation models to prevent offences of the type that occurred"*;
- *"the entity has made available the profit obtained for the purposes of confiscation"*.

The legislature then took care to specify that the activity disqualification is of a residual nature in relation to the other interdictory sanctions.

With reference to disqualification sanctions, express mention should be made of the amendments made to Italian Law no. 3 of 9 January 2019, which introduces a regime of exceptionality with regard to certain offences against the Public Administration: as currently provided for in Article 25, par. 5 of Italian Legislative Decree 231/2001, in the event of conviction for one of the offences indicated in paragraphs 2 and 3 of Article 25, the disqualification penalties referred to in Article 9 par. 2 are applied, for a period of not less than four years and not more than seven years, if the offence was committed by the persons indicated in Article 5 par. 1 point (a) – i.e. by those who hold positions of representation, administration or management of the entity or its organisational unit with financial and functional autonomy – and for a period of not less than two years and not more than four years,

⁹ Pursuant to Article 20 of Italian Legislative Decree no. 231/01, *"a recurrence occurs when an entity, already definitively convicted at least once of an offence, commits another offence within five years of the final conviction"*.

if the offence was committed by the persons indicated in Article 5 par. 1 point (b) – i.e. by those who hold subordinate positions, i.e. managed or supervised by persons indicated in point (b).

However, the 2019 amendment also introduced paragraph *5-bis*, which lays down that disqualification sanctions are imposed for the common duration specified in Article 13 par. 2 (not less than three months and not more than two years) if, prior to the first instance judgment, the entity has taken effective action:

- a) to avoid that the criminal activity may lead to further consequences;
- b) to ensure manifest proof of offences having been committed;
- c) to identify the persons responsible;
- d) to ensure the seizure of sums or other exchanged benefits;

that is,

- e) it will have eliminated the organisational deficiencies that made it possible to verify the crime by adopting organisational models capable of preventing crimes of the type that occurred.

Pursuant to Article 19 of Italian Legislative Decree no. 231/01, conviction always entails the *seizure* – also for equivalent amounts – of the price (money or other economic benefit given or promised to induce or force another person to commit the offence) or profit (immediate economic benefit obtained) of the offence, except for the part that can be returned to the damaged party and without prejudice to the rights acquired by third parties in good faith.

When a disqualification sanction is applied, the Judge may order the *publication of the sentence* in one or more newspapers, in excerpt form or in full, together with public posting in the municipality where the Entity has its head office. Publication is carried out by the Clerk of the competent court at the expense of the Institution.

Although applied by the criminal court, all penalties are of an administrative nature. The framework of sanctions established by the Decree is very severe, both because of the high amount of the monetary penalties, and because disqualifying sanctions can severely limit the exercise of normal business activities, precluding a number of business activities.

The final sentence against the entity's is entered in the National Register of Administrative Penalties for offences.

1.7. Changes to the entity

The Decree governs the liability regime of the entity in the event of transformation, merger, demerger and transfer of a company.

The fundamental principle establishes that it is only the entity which is liable, with its assets or with its contingency reserve, for the obligation to pay the monetary penalty. The rule therefore excludes, regardless of the legal nature of the collective entity, that the shareholders or associates are directly responsible with their assets.

As a general rule, the principles of civil law on the liability of the reformed entity for the debts of the original entity are applied to the financial penalties imposed on the entity. On the other hand, disqualification sanctions are imposed on the entity which retains, or which has acquired by merger, the business branch in which the offence was committed.

In the event of the transformation of the entity, liability for offences committed prior to the date on which the transformation took effect remains unaffected. The new entity will therefore be subject to the sanctions applicable to the original entity, for acts committed prior to the transformation.

In the event of a merger, the entity resulting from the merger, including by incorporation, shall be liable for the offences for which the entities that took part in the merger were liable. If the merger took place before the conclusion of the proceedings to ascertain the liability of the entity, the judge shall take into account the economic conditions of the original entity and not those of the merged entity.

In the event of a demerger, the liability of the demerged entity for offences committed prior to the date on which the demerger took effect remains unaffected and the entities benefiting from the demerger are jointly and severally liable to pay the financial penalties imposed on the demerged entity within the limits of the value of the net assets transferred to each individual entity, unless it is an entity to which the branch of activity within which the offence was committed was transferred, even in part; disqualifying sanctions apply to the entity (or entities) into which the branch of activity within which the offence was committed has remained or merged. If the demerger took place before the conclusion of the proceedings to ascertain the liability of the entity, the court shall take into account the economic conditions of the original entity and not those of the merged entity.

In the event of the transfer or assignment of the company within which the offence was committed, except for the benefit of prior enforcement of the assigning entity, the transferee is jointly and severally obliged to pay the monetary penalty together with the assigning entity, within the limits of the value of the transferred company and within the limits of the monetary penalties resulting from the compulsory accounting books or due for offences of which the transferee was in any case aware. In any case, the disqualification sanctions are applied to entities that have retained or acquired by merger, even in part, the business branch in which the crime was committed.

2. PLUTO (ITALIA) S.p.A.: business activities of the Company

PLUTO (ITALIA) S.p.A. (hereinafter, also "PLUTO" or "the Company") is a joint-stock company under Italian law with registered office in Milan, whose capital is entirely held by Playtech Services (Cyprus) Limited, a Cypriot limited liability company with registered office in Cyprus, at 146-148 Strovolos, Petousis House, registration number in the Cyprus Companies Register HE224317 ("Playtech Services").

The Company is mainly engaged in *holding* activities and holds all the shareholdings of SNAITECH S.p.A. (hereinafter "SNAITECH") one of the main operators in the domestic public and lawful gaming markets. The Group's offer in the Italian gaming landscape includes: (I) gaming machines (AWPs and VLTs), (II) sports betting, horse racing and virtual events, both in the retail and online channels and (III) remote skill games (skill games, casino games and bingo).

The Group's other activities include: (I) supplying specialised betting services to independent licensees, (II) offering commercial services (such as phone top-ups and payment of public administration bills), (III) managing the Milan racecourses (harness racing and flat racing) and the Montecatini racecourse (harness racing), (IV) television and radio *broadcasting* and (V) the direct management of gaming shops.

2.1. The Company's corporate governance system

▪ Board of Directors

The Company is currently managed by a Board of Directors composed of four members, composed of a Chairman, a Managing Director and two directors, appointed by the Shareholders' Meeting. The term of office is limited in time and is determined by the Shareholders' Meeting. Pursuant to the Articles of Association (Article 15), the Board is vested with the widest powers for the ordinary and extraordinary management of the Company and is empowered to perform all acts, including provisions, that it deems appropriate for the implementation and achievement of the corporate purposes, with the sole exception of what is expressly reserved by law to the Shareholders' Meeting by law.

The Model is part and parcel of the more articulated system of procedures and controls that represents the Company's overall Corporate Governance organisation.

▪ The Shareholder's Meeting

The Shareholders' Meeting is empowered to pass resolutions, in ordinary and extraordinary session, on matters reserved to it by law or by the Articles of Association.

The Shareholders' Meeting, legally convened and regularly constituted, represents all the Shareholders and its resolutions, taken in compliance with the Law and the Articles of Association, are binding on all the Shareholders even if absent or dissenting.

▪ The Independent Auditor Firm

The PLUTO Shareholders' Meeting has entrusted the auditing and accounting control of the Company's accounts to an Auditing Firm that is enrolled in the Special Register.

2.2. The internal control system

The internal control system comprises the set of rules, procedures and organizational structures aimed at allowing, through an adequate process of identification, measurement, management and monitoring of the main risks, a sound business management, correct and consistent with the objectives set. Each person who is part of PLUTO's organisation is an integral part of its internal control system and has the duty to contribute, within the scope of his/her functions and activities, to its proper functioning.

The *Board of Statutory Auditors* has the task of verifying:

- ✓ *compliance with the law and the articles of association;*
- ✓ *compliance with the principles of correct administration;*

- ✓ *the adequacy of the organisational structure of the Company, its internal control system and its accounting management system, also with respect to the reliability of the latter in accurately representing its operations.*

Internal and external system checks

These controls are inspired by the following principles:

- ✓ ***Separation of duties.*** The assignment of tasks and the consequent authorization levels must be aimed at keeping the authorisation, execution and control functions distinct and in any case at avoiding their concentration in a single subject.
- ✓ ***Formalisation of signature and authorisation powers.*** The conferral of such powers must be consistent and commensurate with the tasks assigned and formalised by means of a system of delegated and proxy powers that identifies their scope and consequent assumption of responsibility.
- ✓ ***Compliance with the rules of conduct contained in the Code of Ethics.*** All company procedures must comply with the principles dictated by the Code of Ethics.
- ✓ ***Formalisation of control.*** Sensitive business processes must be traceable (by document or IT means, with a clear preference for the latter) and provide for specific line controls.
- ✓ ***Coding of Processes.*** Business processes are governed by procedures aimed at defining their timing and manner of execution, as well as objective criteria governing decision-making processes and anomaly indicators.

2.3. Activities of the *holding company* and guiding principles

To prevent the commission of predicate offences, the Company's actions are based on proper corporate and business management, which is sought by balancing the interests involved and implemented through compliance with the following principles:

- PLUTO requires all recipients of the Model to adopt rules of conduct in accordance with the law, the provisions contained in this Model, the principles contained in the Code of Ethics in order to prevent the possible commission of offences under the Decree;
- general prevention protocols (as described in detail in paragraph 2 of the Introduction to the Special Sections of this Model);

2.4. Purpose of the Model

Article 6 of Italian Legislative Decree no. 231/2001 prescribes that, if the offence was committed by one of the subjects indicated by the Decree, the entity shall not be liable if it can prove that:

- a) the management body has adopted and effectively implemented, prior to the commission of the offence, organisational and management models suitable for preventing offences of the type that occurred;
- b) the task of supervising the functioning and observance of the models and their updating has been entrusted to an entity board with independent powers of initiative and control;
- c) the persons who committed the offence did so by fraudulently circumventing the organisation and management models;
- d) there has been no omission or insufficient supervision by the organisation as referenced in point (b).

By adopting the Model, the Company intends to punctually comply with the Decree and to improve and make the already existing internal control and *corporate governance* system as efficient as possible.

The primary objective of the Model is to create an organic and structured system of control principles and procedures, aimed at preventing, where possible and concretely feasible, the commission of the offences provided for in the Decree. The Model will constitute the foundation of the Company's governance system and will implement the process of spreading a business culture based on fairness, transparency and legality. The Model also has the following aims to:

- disseminate a business culture based on legality, in that the Company condemns any conduct that does not comply with the law or with internal provisions, and in particular with the provisions contained in its own Model;
- disseminate a culture of control and *risk management*;
- implement an effective and efficient organisation of the business activity, with particular emphasis on the formation of decisions and their transparency and traceability, on the accountability of the resources dedicated to the taking of such decisions and their implementation, on the provision of preventive and subsequent controls, as well as on the management of internal and external information;
- rapidly implement all the necessary measures to reduce the risk of criminal acts as much as possible;
- provide adequate training (differentiated in content and delivery methods, depending on the qualification of the recipients, the level of risk in which they operate, whether or not they have functions of representation of the Company) and information to employees, to those who act on behalf of the Company, or are linked to the Company itself by relationships relevant for the purposes of the Decree, with reference to the activities that entail the risk of commission of offences.

2.5. Sources for the Model: Guidelines of Confindustria – The Association of Italian Industries

The Model was inspired by the Guidelines approved by Confindustria on 7 March 2007 and most recently updated in June 2021.

The process indicated by the Guidelines for the development of the Model can be outlined according to the following basic points:

- a) identification of **sensitive activities**;
- b) setting up a control system capable of reducing risks through the adoption of specific protocols. This is supported by the coordinated set of organisational structures, activities and operating rules applied – on the instructions of the top management – by the *management* in order to provide reasonable certainty as to the achievement of the objectives of a sound internal control system.

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

- the Code of Ethics;
- An Organisation System;
- Manual and IT-based procedures;
- Powers of authorisation and signature;
- Control and management systems;
- Staff communication and training.

The control system must also comply with the following principles:

- verifiability, traceability, consistency and congruence of each operation;
- separation of functions (no single person can manage an entire process independently);
- documentation of controls;
- introduction of an appropriate Disciplinary System to apply penalties for violation of the rules and procedures prescribed by the Model;

2.6. Model and Code of Ethics

This Code of Ethics contains the fundamental principles to which PLUTO (ITALIA) S.p.A. adheres and the conduct to which all employees, at all levels, and directors must adhere in the daily performance of their various activities.

The Model requires compliance with the provisions of the Code of Ethics, forming with it a *body* of internal rules aimed at disseminating a culture based on honesty, fairness, integrity, transparency, impartiality, confidentiality, protection of physical integrity and human dignity as well as workplace health and safety and environmental protection.

2.7. Methodology for drafting the PLUTO (ITALIA) S.p.A. Model

The Model for PLUTO has been drawn up taking into account the activity concretely carried out by the Company, its structure and the nature and size of its organisation. It is also understood that the Model will be subject to any updates that may be necessary, based on the future evolution of the

Company and the context in which it operates.

PLUTO has carried out the mapping of sensitive activities as required by the Decree, through the identification and assessment of risks related to the types of crimes covered by the legislation and the related internal control system, as well as the definition of the first draft and subsequent updates of the Model.

The Model was drawn up and updated according to the following phases:

- a) preliminary examination of the corporate context by holding meetings with the Company's chief managers in order to carry out an analysis of the organisation and the activities performed by the various organisational departments, as well as to identify the corporate processes into which such activities are divided and their concrete and effective implementation;
- b) identification of the areas of activity and business processes exposed to "risk" of offences being committed. This was achieved by examining the company context as set out in point (a) above and identifying the possible ways in which offences could be committed;
- c) analysis, through meetings with the managers of the sensitive activities identified, of the main risk factors connected with the offences referenced in the Decree, as well as detection, analysis and assessment of the adequacy of existing Company Controls;
- d) identification of points for improvement in the internal control system and definition of a specific plan for implementing the improvement points identified.

Upon completion of the above-mentioned activities, a list of Sensitive Activities was drawn up/updated, i.e. those sectors of the Company and/or corporate processes in respect of which, in the light of the activities carried out, the risk of commission of offences, among those indicated in the Decree, and which may in abstract terms be associated with the type of activity carried out by the Company, was deemed to exist.

PLUTO then surveyed and analysed the Company Controls – verifying the Organisational System, the system of attribution of powers and proxies, the Management Control System, as well as the existing procedures considered relevant to the analysis.

Areas were also identified in which financial instruments and/or substitute means are managed that may support the commission of offences in Sensitive Activities.

Together with the *risk assessment* activity and the identification of the existing control points, PLUTO carried out a thorough review of the remaining fundamental components of the Model, namely:

- the Code of Ethics;
- The Disciplinary System;
- the rules of the SB;
- flows of information to and from the SB;

To maintain the Model, the Company periodically undertakes a *desk review*.

2.8. Recipients of the Model

The Model addresses all those who work with the Company, who are required to know and comply with its provisions.

In particular, the Recipients of the Model comprise:

- i. the Corporate Bodies (the Board of Directors, the delegated bodies, the Board of Statutory Auditors, as well as any person who exercises, also in a de facto capacity, powers of representation, decision-making and/or control within the Company) and the Independent Auditor Firm;
- ii. the Company's Staff (i.e. employees, para-subordinate workers and coordinated and continuous collaborators, etc.) (it should be noted that, at present, the Company does not employ any staff);
- iii. Third parties, i.e. subjects with whom the Company may come into contact and who carry out activities in the name and on behalf of the Company or under its control.

▪ *Corporate Bodies and Personnel*

All the Directors, Statutory Auditors, the Independent Auditor Firm and the Personnel of PLUTO are Recipients of the Model and must comply with its provisions.

With regard to the determination of the Entity's liability, Senior Management Figures shall be considered to comprise the Company's directors, auditors, managers and Personnel who perform management activities, also in a de facto manner albeit without having management roles, whereas non-managerial employees of the Company shall be considered Subordinate Persons.

▪ *Third Parties*

In particular, these comprise all those persons who do not hold a "senior management" position in the terms specified in the previous paragraphs but who are nevertheless required to comply with the Model by virtue of their function in relation to the Company's corporate and organisational structure, for example because they are functionally subject to the direction or supervision of a Senior Management Figure, or because they work, directly or indirectly, for PLUTO.

- all those who have a non-subordinate employment relationship with PLUTO (e.g. coordinated and continuous collaborators, consultants);
- collaborators of any kind;
- all those who act in the name and/or on behalf of the Company;

- persons who are assigned, or who in any case perform, specific functions and tasks relating to health and safety at work (e.g. Company Physicians and, if external to the company, Health and Safety Officers and Assigned Persons);

Third parties defined as such must also include those who, although they have a contractual relationship with another Group company, essentially operate within the sensitive areas of activity on behalf or in the interest of PLUTO.

PLUTO believes that the adoption of the Model, together with the adoption of this Code of Ethics, supplemented and updated to this version, is, besides the requirements of the law, an additional valuable tool to raise awareness of all employees and those who collaborate with the Company in various ways. In the performance of its activities, It enables the Company to adopt correct and transparent conduct in line with the ethical and social values that inspire the Company in the pursuit of its corporate purpose, and prevent the risk of commission of offences envisaged by the Law.

In relation to Third Parties, PLUTO, through specific contractual clauses, requires their commitment to the actual application of the principles contained in the Model, under penalty of termination of the relationship (express termination clauses).

PLUTO, being sensitive to the need to disseminate and consolidate the culture of transparency and integrity, and aware of the importance of ensuring conditions of fairness in the conduct of business and corporate activities to protect its position and image and the expectations of shareholders, voluntarily adopts the Organisation and Management Model required by the Decree, setting out its reference principles.

2.9. Changes to the Model and updates

In order to ensure conditions of legality, fairness and transparency in the conduct of its business, PLUTO has decided to implement and periodically update its Organisation, Management and Control Model in accordance with the Decree. PLUTO has also set up the Supervisory Board in charge of supervising the functioning and observance of the Model, in compliance with the provisions of the Decree.

The Model was approved, in compliance with the provisions of Article 6, paragraph 1, point (a) of the Decree, by resolution of the Board of Directors on 10 February 2022.

The adoption and effective implementation of the Model are, by express legislative provision, the responsibility of the Board of Directors.

Therefore, the power to update the Model – an expression of effective implementation of the same – rests with the Board of Directors, which exercises it directly by resolution and with the procedures envisaged for the adoption of the Model itself.

Updating activity, intended both as additions and changes, is aimed at ensuring the adequacy and suitability of the Model, with respect to the purpose of preventing the offences established by Italian Legislative Decree 231/01.

In any case, the Supervisory Board may propose amendments to the Model on the occurrence of any facts that highlight the need to modify and/or update the Model itself.

The Supervisory Board is required to immediately report to the Board of Directors only in case of real urgency. In this case, the Chairman of the Board of Directors shall call on the Board of Directors to adopt the resolutions within its competence.

If the company procedures implementing the Model prove to be ineffective in preventing offences, applicable amendments are proposed and implemented by the competent Company Departments, having consulted the Supervisory Board, which may issue an opinion.

The Model must always be promptly amended or supplemented by the Board of Directors when:

- significant changes have occurred in the regulatory framework, in the organisation or in the Company's business activities;
- violations or evasion of the Model's provisions have occurred, demonstrating their ineffectiveness for the prevention of offences;
- in all other cases in which modification of the model is necessary or useful.

2.10. Crimes relevant to PLUTO (ITALIA) S.p.A.

In light of the analysis carried out by the Company for the to prepare and subsequently update this Model, the following categories of offence, as envisaged by Italian Legislative Decree no. 231/01, have emerged as potentially entailing the Company's liability:

- Offences committed in relations with Public Administration bodies (Articles 24 and 25 of Italian Legislative Decree no. 231/01);
- Organised crime offences (Article 24-*ter* of Italian Legislative Decree no. 231/01);
- Corporate crimes (Article 25-*ter* of Italian Legislative Decree no. 231/01) including crimes of corruption between private individuals;
- Crimes of terrorism or subversion of the democratic order envisaged by the criminal code and special laws (Article 25-*quater* of Italian Legislative Decree no. 231/2001);
- Market abuse crimes (Article 25-*sexies* of Italian Legislative Decree no. 231/01) and related administrative offences (Articles 184 et seq. of the TUF – the Italian Consolidated Finance Act);
- Crimes of Receiving, Laundering and Use of money, goods or benefits of illicit origin, as well as Self-laundering (article 25-*octies* of Italian Legislative Decree no. 231/01);
- Inducement not to make declarations or to make false declarations to the judicial authorities (Article 25-*decies* of Italian Legislative Decree no. 231/01);
- Tax offences (Article 25-*quinquiesdecies* of Italian Legislative Decree no. 231/2001);
- Transnational crimes (Italian Law 146/2006).

With regard to the remaining offence categories, it was considered that, in the light of the main activity carried out by the Company, the socio-economic context in which it operates and the legal and economic relations it establishes with third parties, there are no risk profiles with reasonably well-

founded risk of crimes being committed in the interest or to the advantage of the Company. In this respect, the risks were in any case monitored according to the principles of conduct enshrined in the Code of Ethics, which in any case require the Recipients to respect essential values such as impartiality, fairness, transparency, respect for the human person, correctness and legality, as well as through the procedural system aimed at regulating, in a clear and effective manner, the relevant processes of the Company.

The Company undertakes to constantly assess the relevance for the purposes of this Model of any further crimes, as currently envisaged by Italian Legislative Decree no. 231/01 or introduced by subsequent additions to the same.

For each of the categories of crime considered relevant for PLUTO, the so-called "risk areas" are identified in the subsequent Special Sections, i.e. those activities in the performance of which it is abstractly possible that a crime may be committed, the relative methods of commission and the existing Corporate Controls.

2.11. The concept of acceptable risk

In preparing the Model, the concept of "acceptable" risk cannot be overlooked.

It is therefore important that for the application of the rules of the Decree, an effective threshold shall be defined that sets a limit to the quantity or quality of the prevention measures to be introduced in order to avoid the crimes considered being committed.

In the absence of a determination of the "acceptable" risk, the quantity/quality of preventive controls that can be established is in fact virtually infinite, with the foreseeable consequences in terms of business operations.

With regard to the preventive control system to be constructed in relation to the risk of committing the types of crime contemplated by the Decree, the conceptual threshold of acceptability, is represented by a prevention system that cannot be bypassed if not in a fraudulent manner.

This solution is in line with the logic of the "fraudulent circumvention" of the Model as an exemption for the purposes of the exclusion of the Entity's administrative liability (Article 6, paragraph 1, point c, "*the persons committed the offence by fraudulently circumventing the organisation and management models*"), as clarified by the most recent update of the Confindustria Guidelines.

With specific reference to the penalty mechanism introduced by the Decree, the threshold of acceptability is therefore represented by the effective implementation of an adequate preventive system which cannot be circumvented unless intentionally, i.e., for the purposes of the exclusion of the Entity's administrative liability, the persons who committed the offence must act by fraudulently circumventing the Model and the controls implemented by the Company.

2.12. Management of financial resources

Bearing in mind that, pursuant to Article 6, point (c) of Italian Legislative Decree no. 231/01, one of the requirements of the Model is the identification of the methods of managing financial resources

capable of preventing the commission of offences, the Company adopts specific protocols and/or procedures containing the principles and conduct to be followed in managing such resources.

2.13. Manual and IT-based procedures

As part of its organisational system, PLUTO complies with the procedures that regulate the performance of corporate activities defined by SNAITECH S.p.A.

This is an organised system of procedures, both manual and computerised, which defines the rules to be followed within the company processes concerned, including the controls to be carried out in order to ensure the correctness, effectiveness and efficiency of company activities.

The procedures are disseminated, published, collected and made available to all company stakeholders through internal communication by the Human Resources and Organisation Department and are always accessible and viewable on the company intranet.

3. Supervisory Board

3.1. Function

In compliance with the Decree, the Company has set up a Supervisory Board, which is autonomous, independent and dedicated to controlling the risks related to the specific activity carried out by the Company itself and to the relevant legal profiles.

The Supervisory Body is tasked with continuously checking that:

- the Model is observed by its recipients, as identified in the previous paragraph;
- the Model is effective in preventing the commission of the offences referenced in the Decree;
- the Model's provisions are implemented in the performance of the Company's activities;
- the Model is updated, should its adaptation be rendered necessary by changes that may have occurred in the corporate structure and organisation, activities conducted by the Company or the reference regulatory framework.

The Supervisory Body approves and adopts Specific Operating Rules and submits them to the Board of Directors.

3.2. Requirements and composition of the Supervisory Board

According to the provisions of Italian Legislative Decree no. 231/01 (Articles 6 and 7), the expressed legislative indications, together with the relevant consolidated legal doctrine and case law, require that the Supervisory Body must ensure effective and efficient implementation of the Model by observing the principles of:

- a) autonomy and independence;*
- b) professionalism;*

c) continuity of action;

d) good repute.

a) Autonomy and independence

The autonomy and independence of the SB, as well as of its members, are key elements for the effectiveness of the control activity.

The concepts of autonomy and independence are not defined in an absolute sense, rather, they are declined and framed according to the operational scenario in which they are to be applied. Since the Supervisory Board has the task of verifying compliance with the protocols applied in the company's operations, its position within the entity must guarantee its autonomy from any form of interference and conditioning by any member of the entity and, in particular, by senior management. This aspect carries special significance because the SB's purpose also includes the supervision of the actions of senior management figures themselves. Therefore, the SB is configured at the highest possible hierarchical level in the Corporate Structure and is subordinate only to the Board of Directors in the exercise of its function.

Furthermore, to further guarantee its autonomy, the Board of Directors provides the SB with company resources, in number and skills commensurate with the tasks entrusted to it, and allocates adequate funding within the corporate budget, as proposed by the SB itself, which the latter may use for any requirement necessary for the proper performance of its tasks (e.g. specialist consultancy, travel, etc.).

The autonomy and independence of the individual members of the Supervisory Board shall be determined on the basis of their assigned functions and tasks, identifying from whom and from what they shall act autonomously and independently to ensure the performance of said tasks. Consequently, each member must not hold decision-making, operational and management roles that would compromise the autonomy and independence of the entire SB. In any case, the autonomy and independence prerequisites demand that members must not be in a position, even potentially, of personal conflict of interest with the Company.

b) Professionalism

The Supervisory Board must possess adequate technical-professional skills for the functions it is called upon to perform. These characteristics, together with independence, ensure objectivity of judgment.

It is therefore necessary for the Supervisory Board to include persons with adequate professional expertise in legal matters and in the control and management of corporate risks. In addition, the SB may also engage external professionals as resources with competence in the business processes that are at risk, in abstract terms, of one of the predicate offences being committed. Finally, the Supervisory Body must have knowledge of the principles and techniques of *compliance* and *internal audit* work.

c) *Continuity of action*

The SB shall:

- continuously perform the activities necessary for the supervision of the Model with due diligence and the necessary powers of investigation;
- act as an entity referable to the Company, so as to ensure the required continuity in its supervisory activities;
- ensure that the Model is implemented and constantly updated;
- not engage in operational tasks that may condition and affect its required comprehensive view of the Company's activities.

d) *Good repute*

The members of the Supervisory Board must conform to the following requirements:

- they shall not be in a state of temporary disqualification or suspension from participating in the management of legal entities and companies;
- they shall not be in one of the conditions of ineligibility or forfeiture envisaged by Article 2382 of the Italian Civil Code with regard to company directors and considered applicable, for the purposes of the Model, also to the individual members of the SB;
- they shall not have been subjected to preventive measures pursuant to Italian Law no. 1423 ("*Prevention measures against persons who threaten safety and public morality*") or Italian Law no. 575 of 31 May 1965, ("*Provisions against the Mafia*") as amended, without prejudice to the effects of rehabilitation;
- they shall not have been sentenced, even if with a conditionally suspended sentence, without prejudice to the effects of rehabilitation:
 - ✓ for one of the crimes envisaged by Royal Decree no. 267 of 16 March 1942 (the Bankruptcy Law);
 - ✓ for one of the crimes envisaged in Title XI of Book V of the Italian Civil Code ("*Criminal provisions relating to companies and consortia*");
 - ✓ for a non-culpable crime, for a period of not less than one year;
 - ✓ for a crime against the Public Administration, against public faith, against property or against the public economy.

Members of the SB must meet the requirements prescribed in the Interdepartmental Decree of the Ministry of Economy and Finance of 28 June 2011, no. 1845/Strategie/UD, which implements Article 1, paragraph 78, point a-5, of Italian Law no. 220 of 13 December 2010 as amended.

Each member of the SB shall sign a specific declaration certifying the existence of the personal requisites requested.

If the specified requirements are no longer met, the member of the Supervisory Board shall cease to be a member, as stated in Paragraph 3.3 below.

3.3. Eligibility requirements

Persons selected as members of the SB are technical experts or persons with expertise in legal practice and/or internal control systems.

The following constitute grounds for ineligibility and/or expiry as members of the Supervisory Body:

- a) the lack or absence of the "good repute" requirements referenced in the previous paragraph;
- b) relationships of kinship, marriage or affinity up to the fourth degree with members of the Board of Directors, the Board of Statutory Auditors or the external Independent Auditing Firm;
- c) having been subject to preventive measures ordered pursuant to Italian Legislative Decree no. 159 of 6 September 2011 ("Code of anti-mafia laws and preventive measures, as well as new provisions on anti-mafia documentation, pursuant to Articles 1 and 2 of Italian Law No. 136 of 13 August 2010");
- d) having been convicted, even with a sentence that is not yet final or issued *pursuant* to Article 444 et seq. of the Italian Code of Criminal Procedure, even if the sentence has been conditionally suspended, without prejudice to the effects of rehabilitation: i) for one or more of the offences listed exhaustively in Italian Legislative Decree 231/2001; ii) for any non-culpable crime;
- e) being disqualified, incapacitated, bankrupt or having been sentenced, even with a non-final judgment, to a punishment entailing disqualification, even temporary, from public office or the inability to exercise executive offices;
- f) having been subject to the accessory administrative sanctions referred to in Article 187-*quater* of Italian Legislative Decree no. 58 of 24 February 1998;
- g) with exclusive reference to external members of the Supervisory Board, the existence of relationships of a financial nature between the member and the Company, such as to compromise the independence of that member.

If, during the term of office, a cause of disqualification should arise, the member of the SB shall immediately inform the Board of Directors, which shall promptly appoint a new member of the SB, while the outgoing member shall refrain from taking any decision, with the consequence that the Supervisory Board shall operate with a reduced membership.

3.4. Appointment, revocation, replacement, forfeiture and renunciation

The SB remains in office for the duration indicated in the deed of appointment and can be renewed.

Termination of the SB's appointment can occur for one of the following reasons:

- expiry of assignment term;
- mandate revocation for just cause by the Board of Directors;

- withdrawal by the member of the SB, expressly confirmed in writing to the Board of Directors;
- occurrence of one of the causes of forfeiture.

The revocation of the Supervisory Board may only be ordered for just cause, and this includes, by way of example, the following cases:

- if the member is involved in a criminal trial concerning the commission of an offence under Italian Legislative Decree no. 231/01, from which the Company may incur liability;
- violation of the confidentiality obligations imposed on the Supervisory Board;
- gross negligence in fulfilling the duties related to the appointment;
- possible involvement of the Company in a criminal or civil proceeding which is connected to an omitted or insufficient supervision of the SB, even if culpable;
- the assignment of operational functions and responsibilities within the company organisation that are incompatible with the SB's requirements of "autonomy and independence" and "continuity of action". In any case, any provision of an organisational nature, which concerns a member of the SB (for example, in the case of termination of employment, transfer to another position, dismissal, disciplinary measures, appointment of a new manager) must be brought to the attention of the Board of Directors through the Chairman of the SB;
- unjustified absence at two or more regularly convened consecutive SB meetings;
- having been convicted of one of the offences envisaged in Italian Legislative Decree no. 231/01, even if the sentence has not become final;
- impediment of a member of the Supervisory Board lasting more than six months, with the cause falling within those referenced in Paragraph 3.5 below.

The revocation is ordered by resolution of the Board of Directors, subject to the non-binding opinion of the Board of Statutory Auditors. Each member of the SB may withdraw from the appointment at any time, in the manner to be established in the Regulations of the Board itself.

In the event of expiry, revocation or renunciation, the Board of Directors shall appoint replacement SB members without delay, while the outgoing members shall remain in office until they are replaced.

3.5. Causes of temporary impediment

Should circumstances arise that temporarily prevent members of the SB from carrying out their duties or performing them with the necessary autonomy and independence of judgement for a period of six months, they must declare the existence of the legitimate impediment and – if it is due to a potential conflict of interest – its originating cause. Such members subject to legitimate impediment shall abstain from participating in SB meetings or in the specific resolution to which the conflict refers, as long as the impediment persists or is removed.

In the event of temporary impediment or in any other circumstance which makes it impossible for one or more members to attend the meeting, the Supervisory Board shall operate with reduced membership.

3.6. Activities and powers

In compliance with the indications prescribed by the Decree and the Guidelines, the operation of the appointed SB in general comprises:

- supervision of the actual implementation of the Model, i.e. overseeing that the conduct implemented within the Company corresponds to the Model prepared and that the Recipients of the same act in compliance with the provisions contained in the Model itself;
- verification of the effectiveness and adequacy of the Model, i.e. verification that it is suitable for preventing the occurrence of the offences referenced in the Decree;
- ensuring that the Model is constantly updated, proposing to the Board of Directors any necessary amendments, in order to adapt it to organisational and regulatory changes and to changes in the corporate structure;
- checking that the updating and amendment proposals submitted by the Board of Directors have actually been implemented in the Model.

As part of the function described above, the SB is responsible for the following tasks:

- periodically verifying the adequacy of Corporate Controls in the context of Sensitive Activities. For this purpose, the Recipients of the Model must report to the Supervisory Body any situations that could expose the Company to risk of crime. All notification must be drawn up in writing and sent to the appropriate email address designated by the SB;
- periodically conducting, on the basis of the SB's pre-established activity plan, targeted checks and inspections on specific operations or acts carried out in the context of Sensitive Activities;
- collecting, processing and storing information (including the reports referenced in Paragraph 3.8 below) relevant to compliance with the Model, as well as updating the list of information that must be compulsorily transmitted to the Supervisory Body;
- conducting internal investigations to ascertain alleged violations of the prescriptions of this Model, brought to the attention of the SB by specific reports or which have emerged during the supervisory activity of the SB;
- verifying that the Company Controls prescribed in the Model for the different types of offences are actually adopted and implemented and that they meet the requirements of compliance with Italian Legislative Decree no. 231/01, and if not, proposing corrective actions and updates of the same;
- promoting, within the competent company bodies and/or functions, appropriate initiatives aimed at disseminating knowledge and understanding of the Model.

For the performance of the functions and tasks indicated above, the SB is vested with the following powers:

- broad and extensive access to the various corporate documents and, in particular, those concerning contractual and non-contractual relations established by the Company with third parties;

- the SNB may avail itself of the support and cooperation of the various corporate structures and bodies that may be interested, or in any case involved, in control activities;
- the SB shall draw up an annual plan of checks on the Models' adequacy and functionality;
- the SB shall check that the mapping of Sensitive Activities is constantly updated, proposing any proposals for amending it, in accordance with the methods and principles followed in adopting/updating this Model;
- the SB may award specific consultancy and assistance contracts to professionals who are experts in the field. For this purpose, the resolution of the Board of Directors that appoints the SB shall also allocate specific spending powers (budget).

3.7. Information flows to the SB

Article 6, paragraph 2, point (d) of the Decree establishes that the Model must provide for information obligations vis-à-vis the Supervisory Board, particularly with regard to any violations of the Model, the procedures or the Code of Ethics.

The Supervisory Board must be promptly informed by all subjects, as well as by third parties required to comply with the provisions of the Model, of any news concerning the existence of possible violations thereof.

The disclosure obligation is also addressed to all the corporate functions and structures considered to be at risk of commission of offences referred to in the Mapping of Areas at Risk of Crime contained in the Model.

In particular, the information flows to the SB can be classified into:

- 1) specific periodic or occasional information flows that may derive from corporate staff working in the Areas at Risk of Crime;
- 2) reports of cases or incidents.

It should be noted that, at present, the Company does not directly employ any staff.

- **Specific periodic and occasional information flows:**

- ✓ Proceedings and/or news originating from criminal investigation departments, or from any other authority, from which can be deduced the carrying out of investigative activity for the criminal offences covered by the Decree that could involve the Company, also activated in regard to unknown persons;
- ✓ Copies of notices, requests for information or orders to produce documents to/from any public authority directly or indirectly related to circumstances that may give rise to liability under the Decree;
- ✓ Requests for legal assistance made by managers and employees in the event of legal proceedings being instituted for offences under the Decree;

- ✓ Any omissions, negligence or falsifications in the keeping of accounts or in the preservation of the documents on which the accounting records are based.
 - ✓ Any updates to the system of powers and proxies;
 - ✓ Any notifications from the external auditing firm concerning possible shortcomings in the system of internal controls;
 - ✓ Statements summarising public tenders or tenders of public relevance at national/local level in which the Company has participated in order to obtain public licences;
 - ✓ Decisions relating to the application for, disbursement and use of any public financing;
 - ✓ Annual financial statements, accompanied by the explanatory notes, as well as the half-yearly statement of financial position;
 - ✓ Tasks assigned to the auditing firm;
 - ✓ Notifications by the Board of Statutory Auditors and the independent auditors regarding any critical issues that have emerged, even if resolved;
 - ✓ Any alleged or ascertained violation of the principles contained in the Model, of the Code of Ethics, of corporate procedures, and any other aspect potentially relevant to the application of the Decree;
 - ✓ Results of any internal audits conducted on Offence Risk Areas and reporting of any non-compliance found;
 - ✓ Reports of disciplinary proceedings activated by the Company in relation to violations of the Model, of the Code of Ethics, of the corporate procedures and of the sanctions applied at the end of the proceedings, specifying the reasons for which they were imposed, as well as any decisions to dismiss disciplinary proceedings or not to apply sanctions with the relevant reasons;
 - ✓ Any releases, amendments and additions to the Company's operating procedures and organisational system relevant to the Model;
 - ✓ Any report concerning the functionality and updating of the Model and the Code of Ethics;
 - ✓ Reports on planned corporate training activities;
 - ✓ Any report by the auditing firm concerning possible shortcomings in the internal control system, reprehensible facts, observations on the Company's financial statements.
- **Reports:** information from all sources, anonymous or otherwise, concerning the possible commission of crimes or in any case of violations of the PLUTO Model.

In all cases, the heads of the departments concerned by the activities at risk shall notify the SB of all useful information that may facilitate the performance of checks on the proper implementation of the

Model. In particular they must inform the SB of any anomaly or non-typical circumstance found in the activities carried out and the relevant information available.

Reports to the SB must be made in writing and sent to the specially established certified email address – odvplutoitalia@legalmail.it – also in anonymous form and sent in writing to the Board.

The SB shall act in such a way as to guarantee whistleblowers against any kind of retaliation, understood as an act that may give rise to even the mere suspicion of being a form of discrimination or penalisation.

The SB guarantees adequate confidentiality to those who report information or make reports, without prejudice to legal obligations and the protection of the rights of the Organisation. With this in mind, PLUTO has equipped itself, among other measures, with a reporting channel that it manages through a certified email address, guaranteeing the confidentiality of the content of the report and of the whistleblower.

3.7.1. The rules on the protection of persons who report crimes or irregularities (so-called "whistleblowing")

As of 29 December 2017, Italian Law No. 179 of 30 November 2017 entered into force, laying down provisions for the protection of the authors of reports of offences or irregularities of which they became aware in the context of a public or private employment relationship. The new law, in addition to innovating the regulations already in force for public employees (including public economic entities and private law entities under public control), extends for the first time the protection of the reporting party to the private sector by intervening directly on Italian Legislative Decree 231/01 through the introduction of three new paragraphs in Article 6 (pars. 2-bis, 2-ter 2-quater) that impose a series of obligations on companies that have equipped themselves with an Organisation, Management and Control Model.

Indeed, **paragraph 2-bis of the new Article 6 of Italian Legislative Decree 231/01** states that the organisation, management and control model must comprise:

- one or more channels – suitable for guaranteeing the confidentiality of the identity of the person making the report – which enables persons in top positions (persons with roles of representation, administration or management of the entity) or persons subject to the direction or supervision of the latter, to submit detailed reports based on precise and concordant facts concerning unlawful conduct relevant under Italian Legislative Decree 231/2001 or reports on violations of the provisions of the Model, of which they have become aware by virtue of the functions performed;
- at least one alternative reporting channel capable of guaranteeing, by computerised means, the confidentiality of the identity of the reporting person.

The same paragraph also lays down:

- the prohibition of direct or indirect retaliatory or discriminatory acts against whistleblowers for reasons directly or indirectly linked to their reports;
- that the disciplinary system adopted pursuant to Article 6, par.2, point (e) of Italian Legislative Decree no. 231/2001 provides for sanctions against anyone who breaches the measures for the protection of whistleblowers, as well as against anyone who maliciously or negligently makes reports which prove to be unfounded (see *above* Par. 4.7).

Article 6, *par. 2-ter* provides for the protection of the whistleblower, also from a labour law point of view: the adoption of discriminatory measures against the whistleblower may be reported to the National Labour Inspectorate not only by the whistleblower but also, in his/her place, by the trade union organisation indicated by the whistleblower, so that the Inspectorate may take the measures within its competence.

Finally, *par. 2-quater* provides for the nullity of retaliatory or discriminatory dismissal of the whistleblower, as well as the nullity of any change of duties pursuant to Article 2103 of the Italian Civil Code, and of any other retaliatory or discriminatory measure taken against the whistleblower. In the event of a dispute on these issues, the burden of proving that the measure taken against the employee is based on reasons unrelated to the whistleblowing falls on the employer.

The entity shall therefore act in such a way as to guarantee whistleblowers against any form of retaliation, discrimination or penalisation, also ensuring the confidentiality of the whistleblower's identity, without prejudice to legal obligations and the protection of the rights of the entity itself or of the persons involved, as well as the reputation of the whistleblower(s).

3.8. Information flows from the SB

Given that the responsibility for adopting and effectively implementing the Model remains with the Board of Directors of the Company, the SB reports on the implementation of the Model and the occurrence of any critical issues.

The SB is obliged to report:

- promptly, for specific needs, including urgent ones, to the Board of Directors any problems related to the activities, where relevant;
- on a periodic basis, to the Board of Directors and the Board of Statutory Auditors. In particular, the SB must:
 - ✓ notify, at the beginning of each financial year and as part of its annual report, the plan of activities it intends to carry out during the year in order to fulfil its assigned tasks;
 - ✓ draw up two half-yearly reports, the second of which summarises the activities carried out during the year and identifies the activities to be carried out during the first six months of the following year.

The Board of Directors and the Board of Statutory Auditors may request a meeting with the SB at any time. Similarly, the Supervisory Board may consult these bodies to report on the operation of the Model or on specific situations.

Minutes must be kept of meetings with the corporate bodies to which the Supervisory Board reports. A copy of these minutes is kept by the SB and by the bodies involved from time to time.

Assessing the individual circumstances, the SB may also disclose:

- (a) the results of its assessments to the heads of the functions and/or processes, should the activities result in aspects likely to improve. In this case, it will be necessary for the SB to share a plan of improvement actions with the process managers, with relative timing, as well as the result of such implementation.

(b) Report to the Board of Directors and the Board of Statutory Auditors behaviours/actions not in line with the Model in order to:

- acquire from the Board of Directors all the elements needed to issue any notifications to the structures in charge of assessing and applying disciplinary sanctions;
- give indications for the removal of the shortcomings in order to avoid the recurrence of the event.

The SB is obliged to immediately inform the Board of Statutory Auditors if the violation concerns the Board of Directors.

Finally, as part of the Snaitech Group's activities, the Company's SB coordinates with the other SBs of the Group.

4. Disciplinary system

4.1. General principles

The Company acknowledges and declares that the provision of an adequate System of Penalties for the violation of the rules and measures contained in the Model and in the relevant Company Controls is an essential condition for ensuring the effectiveness of the Model itself.

In this regard, in fact, Articles 6 par.2 (e) and 7 par. 4 (b) of the Decree prescribe that the Organisation and Management Models must *"introduce a disciplinary system capable of sanctioning failure to comply with the measures indicated in the model"*, for Senior Management Figures and Subordinates respectively. Pursuant to Article 2106 of the Italian Civil Code, with reference to employment relationships, this Disciplinary System supplements the National Collective Labour Agreements applied to employees for all matters not expressly provided for and limited to the cases contemplated therein.

The Disciplinary System is divided into sections, according to the classification category of the recipients pursuant to Article 2095 of the Italian Civil Code.

Violation of the rules of conduct and the measures laid down in the Model by employees and/or managers of the Company constitutes a breach of the obligations arising from the employment relationship, pursuant to Articles 2104 and 2106 of the Italian Civil Code.

The application of the penalties described in the Disciplinary System is independent of the outcome of any criminal proceedings, since the rules of conduct imposed by the Model and the relevant Company Controls are adopted by the Company in full autonomy and independently of the type of offences referenced in the Decree.

More precisely, failure to comply with the rules and provisions contained in the Model and in the relevant Company Controls damages, in itself, the relationship of trust existing with the Company and entails actions of a sanctioning nature, irrespective of the possible establishment or outcome of a criminal trial, in cases where the violation constitutes a crime. This also complies with the principles

of promptness and immediacy of the notification (including of a disciplinary nature) and of the imposition of sanctions in compliance with the applicable legislation.

For the purposes of assessing the effectiveness and suitability of the Model to prevent the offences indicated in Italian Legislative Decree no. 231/01, the Model must identify and penalise conduct which may favour the commission of offences.

The concept of the Disciplinary System suggests that the Company should proceed to a graduation of the applicable sanctions, in relation to the different degree of dangerousness that the conduct may present with respect to the commission of offences.

A system of Penalties has therefore been drawn up which, first and foremost, penalises all breaches of the Model, from the most minor to the most serious, by means of a system of *gradual* penalties and, secondly, respects the principle of *proportionality* between the breach detected and the penalty imposed.

Regardless of the nature of the Disciplinary System required by Legislative Decree no. 231/01, there remains the basic characteristic of the disciplinary power vested in the Employer, which, pursuant to Article 2106 of the Italian Civil Code, applies to all categories of workers and is exercised independently of the collective bargaining provisions.

4.2. Definition of "violation" for the purposes of implementing this Disciplinary System

By way of general and purely illustrative example, the following constitute a "violation" of this Model and the related Company Controls:

- a) actions or behaviours that do not comply with the law and with the prescriptions contained in the Model itself and in the relevant Company Controls, leading to the commission of one of the offences provided for by the Decree;
- b) actions or the omission of actions or behaviours prescribed in the Model and in the relevant Company Controls, which entail a situation of mere risk of committing one of the offences covered by the Decree;
- c) the omission of actions or behaviours prescribed in the Model and in the relevant Company Controls that do not entail a risk of committing one of the offences covered by the Decree;
- d) actions or behaviours that do not comply with the provisions of the *Whistleblowing Regulations* pursuant to Italian Law 179/2017 as amended.

4.3. Criteria for the imposition of penalties

The type and extent of the specific penalties will be applied in proportion to the seriousness of the violation and, in any case, based on the following general criteria:

- subjective element of the conduct (wilful misconduct, negligence);
- relevance of the violated obligations;
- potential of the damage caused to the Company and the possible application of the penalties provided for in the Decree as amended;

- level of hierarchical or technical responsibility of the person concerned;
- presence of aggravating or extenuating circumstances, with particular regard to the previous work performed by the person to whom the Model applies and to his/her disciplinary record;
- any sharing of responsibility with other employees or third parties in general who have contributed to the violation.

If several offences, punished with different penalties, have been committed in a single act, only the most serious penalty shall be applied.

The principles of timeliness and immediacy of the charges impose the imposition of the penalty (including and above all disciplinary penalties) regardless of the possible initiation and/or outcome of a criminal trial.

In any case, disciplinary penalties against employees shall be imposed in compliance with Article 7 of Law 300/70 (hereinafter also referred to as the "Workers' Charter") and all other relevant legislative and contractual provisions.

4.4. Penalties

4.4.1. Employees: disciplinary offences

PLUTO does not currently employ any personnel. If this condition should change in the future, the following should be taken into account for the application of sanctions to personnel.

Disciplinary offences are defined as the behaviour of employees, including managers, in violation of the rules and principles of conduct set out in the Model. The type and extent of the sanctions applicable to individual cases may vary in relation to the seriousness of the misconduct and on the basis of the following criteria:

- conduct (wilful misconduct or negligence);
- the employee's duties, qualification and level;
- relevance of the violated obligations;
- potential damage to PLUTO;
- recurrence of the offences.

If several violations, punishable by different penalties, are committed, the most serious penalty shall apply. Violation of the provisions may constitute a breach of contractual obligations, in accordance with Articles 2104, 2106 and 2118 of the Italian Civil Code, the Workers' Charter, as well as Italian Law 604/66 (as amended by Italian Law no. 92/2012), and the applicable National Collective Labour Agreement in force, with the applicability, in the most serious cases, of Article 2119 of the Italian Civil Code.

4.4.2. Correlation criteria

In order to clarify in advance the criteria of correlation between the failures of workers and the disciplinary measures taken, the Board of Directors classifies the actions of directors, employees and third parties as follows:

- behaviour such as failure to execute the orders given by PLUTO, both in written and verbal form, in the performance of activities at risk of crime, such as, for example: violation of procedures, regulations, written internal instructions, minutes or the Code of Ethics, which integrate the extremes of minor negligence (minor violation);
- conduct such as to constitute a serious breach of discipline and/or diligence at work such as the adoption, in the performance of activities at risk of offence, of the conduct referred to in the preceding point, committed with wilful misconduct or gross negligence (serious breach);
- conduct that causes serious moral or material damage to the Company, such as not allowing the continuation of the relationship, even temporarily, such as the adoption of behaviours that integrate the extremes of one or more alleged crimes or otherwise unequivocally directed to the commission of such crimes (serious violation and to the detriment of PLUTO).

Specifically, a failure to comply with the Model arises in the case of violations that:

- are committed within the scope of the "sensitive" activities identified in the Model's Summary Document (Special Parts A, B, C, D, E, F, G, H);
- merely supplement the fact (objective element) of one of the offences provided for in the Decree;
- are aimed at committing one of the offences provided for in the Decree, or in any case present a danger that the Company may be held liable under the Decree.

A violation of the Model also constitutes a breach of the confidentiality obligations on the identity of the whistleblower provided for by the *Whistleblowing Regulations* pursuant to Italian Law 179/2017 as amended to protect the employee or collaborator who reports offences, as well as the fulfilment of acts of retaliation or discrimination against the author of the report.

Where applicable – taking into account PLUTO's current corporate structure - violations concerning health and safety at work shall be considered relevant, and they shall be considered in an increasing order of severity.

Moreover, with reference to the violations on occupational health and safety, a failure to comply with the Model occurs when the violation leads to

- a situation of concrete danger for the physical integrity of one or more persons, including the author of the violation;
- injury to the physical integrity of one or more persons, including the perpetrator of the violation;
 - an injury, classifiable as "severe" pursuant to Article 583(1) of the Italian Criminal Code, to the physical integrity of one or more persons, including the person responsible for of the violation;

- an injury to the physical integrity of one or more persons, including the person responsible for of the violation;
- an injury to physical integrity, qualifying as 'very serious' pursuant to Article 583, paragraph 2, of the Italian Criminal Code;
- the death of one or more persons, including the person responsible for of the violation.

4.4.3. Penalties applicable to middle management and employees

In accordance with the provisions of the disciplinary procedure of the Workers' Charter, the applicable National Collective Labour Agreement, as well as of all other relevant legislative and regulatory provisions, any worker who is responsible for actions or omissions that conflict with the provisions of the Model, as well as of the *Whistleblowing Regulations*, also taking into account the seriousness and/or recurrence of the conduct, shall be subject to the following disciplinary penalties:

- verbal reprimand (minor violations);
- written reprimand (minor violations);
- a fine not exceeding three hours' pay calculated on the basis of the minimum wage (serious infringements);
- suspension from pay and service for up to three days (serious violations);
- summary dismissal (serious violations and with prejudice to PLUTO).

4.4.4. Sanctions applicable to executives

Although the disciplinary procedure under Article 7 of Italian Law No. 300/70 is not applicable to executives, the procedural guarantee provided for in the Workers' Charter should also apply to them.

In the event of any infringements – (understood not only as direct violations of the Model but also of the related laws, including the *Whistleblowing Regulations*, as well as of the principles, rules and internal procedures laid down in this Model or of its adoption) committed by executives in the performance of duties falling within the sensitive areas, the Company shall apply the penalties indicated below to the persons responsible, also taking into account the seriousness of the violation(s) and any recurrence thereof.

Also in view of the special relationship of trust, the position of guarantee and supervision of compliance with the rules laid down in the Model that characterises the relationship between the Company and the executive, in accordance with the provisions of the law in force and the National Collective Labour Agreement for executives applicable to the Company, in cases of maximum seriousness, dismissal with notice or dismissal for just cause shall be applied.

Considering that such measures entail the termination of the employment relationship, the Company, in implementation of the principle of proportionality of the penalty, reserves the right, for less serious violations, to apply the measure of written reprimand or suspension from service and from remuneration up to a maximum of ten days.

This is without prejudice to the right to compensation for any damage caused to the Company by the executive.

4.4.5. Measures against Directors, Statutory Auditors and the Supervisory Board

▪ Measures against Directors

If the Supervisory Board, the Board of Statutory Auditors or the BoD, in the performance of their duties, should discover any violation of the Model by one or more directors, the aforementioned bodies shall immediately inform the Board of Directors so that the latter may take the appropriate measures including, for example, calling a Shareholders' Meeting in order to adopt the most appropriate measures provided for by law and/or revoking any powers conferred on the director in accordance with the provisions of Articles 2476 et seq. of the Italian Civil Code.

▪ Measures against Statutory Auditors

If the Supervisory Board, the Board of Statutory Auditors or the BoD, in the performance of their duties, should discover any violation of this Model by one or more Statutory Auditors, the said bodies shall immediately inform the Board of Directors so that the latter may take the appropriate measures including, for example, convening the Shareholders' Meeting in order to adopt the most appropriate measures provided for by law.

▪ Measures against the members of the Supervisory Board

If the Supervisory Board, the Board of Statutory Auditors or the Board of Directors, in the performance of their duties, should discover any violation of this Model by one or more members of the Supervisory Board (where the latter has been constituted as a panel), the aforementioned bodies shall immediately inform the Board of Directors so that the latter may take the appropriate measures including, for example, the revocation of the appointment of the members of the Supervisory Board and the consequent appointment of new members.

4.4.6. Disciplinary procedure for employees

The Company adopts a standard company procedure for the notification of disciplinary charges against its employees and for the imposition of the relevant sanctions, which complies with the forms, methods and timeframes laid down in Article 7 of the Workers' Charter, in the applicable National Collective Labour Agreement and in all other relevant legislative and regulatory provisions.

Following the occurrence of a possible violation of this Model and of the relevant procedures, pursuant to point 4.2 above, by an employee, a prompt report shall be made to the Board of Directors which, with the support of the competent functions, shall assess the seriousness of the reported behaviour in order to establish whether it is necessary to issue a disciplinary notice against the employee concerned.

If it is considered appropriate to impose a disciplinary sanction more serious than a verbal reprimand, the Board of Directors, possibly through the intermediary of a person expressly delegated for this purpose and with the support of the competent functions, shall formally challenge, by means of a

specific written Disciplinary Notice, the disciplinary conduct of the employee concerned and shall invite him/her to communicate any justifications within 5 days of receipt of the said Notice.

The written Disciplinary Notice and any justifications by the employee concerned shall be promptly forwarded for information to the Supervisory Board, which may express a reasoned opinion on the seriousness of the breach and the sanctions to be applied.

After at least five days from the issue of the Disciplinary Notice, the Board of Directors, possibly through a person expressly delegated for this purpose and with the support of the competent departments, taking into account the reasoned opinion – in any case not binding – of the SB, as well as any justifications of the employee, decides whether to impose a sanction among those provided for (written warning, suspension from work and from pay up to 6 working days, and dismissal), depending on the seriousness of the violation or the charge. Any penalties imposed must be promptly notified to the Supervisory Board.

The operation and correct application of the Protocols for the notification and sanctioning of disciplinary offences is constantly monitored by the Board of Directors and the SB.

4.4.7. Penalties applicable to the recipients of case reports ("Whistleblowing")

In the event of violation of *whistleblowing regulations*, in order to protect the identity of the whistleblower and the whistleblower from any acts of retaliation or discrimination, the Company may apply the following penalties in relation to the recipient of a case report:

- ***Supervisory Board***

If one of the members of the Supervisory Board violates the confidentiality of the identity of the whistleblower, the other members shall immediately inform the Board of Directors, so that the latter can proceed to revoke the appointment of the defaulting member and appoint his/her replacement.

If, on the other hand, it is ascertained that the confidentiality of the identity of the whistleblower has been breached by the Supervisory Board as a whole, the Board of Directors shall withdraw the appointment and consequently re-appoint the entire Supervisory Board, in addition to taking further legal provisions as applicable.

4.4.8. Penalties applicable to third parties

In the event of violation of the Model, the Company may

- notify the Recipient of the breach, with the simultaneous request for fulfilment of the obligations contractually undertaken and provided for by the Model, company procedures and the Code of Ethics, if necessary granting a time limit for the purpose or demanding immediate fulfilment;
- request compensation for damages equal to the amount received for the activity carried out in the period from the date of ascertainment of the violation of the recommendation to the actual fulfilment;
- immediately and automatically terminate the existing contract for serious breach, pursuant to Articles 1453 and 1455 of the Italian Civil Code.

4.4.9. Register of violations

The Company shall prepare a specific register of the breaches referenced in Paragraph 4.2 above, containing the names of the persons responsible for them and the sanctions adopted against them.

The register, kept in the interest of PLUTO by the human resources department of SNAITECH S.p.A., shall be constantly updated and available at any time to the Supervisory Body, the Board of Directors and the Board of Statutory Auditors.

In relations with third parties, the registration in this register implies the prohibition to establish new contractual relations with the parties concerned, unless otherwise decided by the Board of Directors.

5. Relationships with third parties

Contracts in writing for collaboration, purchase of goods and/or provision of works or services by third parties must contain the clauses summarised below:

- Reciprocal clause (Italian Legislative Decree no. 231/2001), whereby the party
 - declares that it has received and taken note of the Organisation, Management and Control Model and the Code of Ethics of the other party,
 - undertakes to operate in compliance with the Model of Organisation, Management and Control and the Code of Ethics of the other party to the extent that these reproduce obligations or prohibitions imposed by law and each of the parties undertakes not to engage in behaviours that constitute the commission, even attempted, of the offences envisaged by Italian Legislative Decree no. 231/2001 and
 - undertakes not to behave in such a way as to constitute the commission, even attempted, of the offences referred to in Italian Legislative Decree no. 231/2001.
- Intellectual property clause, by which the parties agree that
 - the intellectual property rights belonging to each party at the time of entering into the agreement shall remain the exclusive property of the original owner, and they expressly agree that, by entering into the agreement, it is not intended to transfer any such rights to the other party;
 - each party is and remains the sole owner of all intellectual property rights related to inventions, patents, trademarks, trade secrets and know-how relating to its computer systems, software and documentation and/or manuals pertaining thereto pursuant to the relevant provisions of law, even if developed and/or supplemented by the supplying party itself,
 - the supplying party agrees not to challenge any of the intellectual property rights that are and shall remain exclusively reserved to the other party and assigns to the latter any wider right of economic exploitation of the work created under the agreement, and
 - the supplying party acknowledges and accepts that any unauthorised use of the computer systems and/or software owned by the other party – or of the algorithms, protocols or

interfaces pertaining thereto – will be prosecuted as a violation of the copyright of the said party and may result in the application of civil and criminal penalties.

6. Disclosure and training of company personnel

The Model must be disclosed in the fullest possible manner in order to ensure that the Recipients are made aware of the procedures and controls that they must follow to properly perform their duties or contractual obligations entered into with the Company.

PLUTO's goal is to inform about the contents and principles of the Model the Recipients of the same and the Third Parties, who operate to achieve the objectives of the Company by virtue of contractual relationships.

To this end, the Model and the Code of Ethics are accessible on the corporate website by all Senior Management Figures, Subordinates and third parties.

As regards Third Parties, the Company requires them to read the text of this Model and thereby comply with the provisions laid down in Italian Legislative Decree no. 231/2001 and the ethical principles adopted by the Company.

Disclosure and training activities are supervised by the SB, using the relevant structures which are assigned, among others, the tasks of

- promoting initiatives for the dissemination of knowledge and understanding of the Model, of the contents of Italian Legislative Decree 231/01 and of the impact of the legislation on PLUTO's business;
- promoting staff training and awareness of the principles contained in the Model;
- promoting and coordinating initiatives aimed at facilitating the knowledge and understanding of the Model by the Recipients.

The training activity is aimed at promoting knowledge of the regulations referenced in Italian Legislative Decree 231/01 as well as the whistleblowing regulations, also with a view to developing a sound corporate culture. This knowledge implies that an exhaustive overview of the legislation itself is provided, including the practical implications arising therefrom and the contents and principles on which the Model itself is based. All Senior Management Figures and Subordinates are therefore required to know, observe and comply with these contents and principles, contributing to their implementation.

To ensure the effective knowledge of the Model, of the Ethical Code and of the Company's Controls to be adopted for a proper performance of activities, specific mandatory training activities are therefore planned for PLUTO's Senior Management and Subordinates; it shall be delivered in different ways, depending on the Recipients and in line with the methods of delivery of training plans in use at the Company.

In order to ensure a widespread dissemination and effective knowledge of this Model and of the Code of Ethics, the Company has the duty to carry out a thorough communication and training activity

towards all Recipients, in order to make them aware of the requirements they must comply with and of the possible consequences that may result in the occurrence of unlawful conduct.

With regard to new recruits, training shall be promptly in a timely manner, providing them with a set of information (e.g. Code of Ethics, Model, Decree, etc.), in order to ensure that they are provided with the primary knowledge considered essential to operate within the Company.

The contents and principles contained in the General Section of the Model and the Code of Ethics shall also be communicated to third parties, who operate – even occasionally – for the achievement of the Company's objectives by virtue of contractual relations.

It is the Company's task to implement and formalise specific training plans, with the aim of ensuring that all recipients of the Decree, the Code of Ethics and the Model are aware of the Decree.

Training for the purposes of implementing the Model is mandatory for all Addressees and is operationally entrusted to SNAITECH's Human Resources and Organisation Department. The Supervisory Board is, on the other hand, entrusted with the task of ensuring that training programmes are effectively delivered by the aforementioned Department to all Company employees.

Training activities are differentiated, in terms of content and delivery methods, according to the qualification of the recipients, the risk level of the area in which they operate and whether they have representative roles in the Company.

All the training programmes shall have a common minimum content consisting in the illustration of the principles of Italian Legislative Decree 231/2001, the constituent elements of the Model, the individual offences envisaged by Italian Legislative Decree 231/2001 and of the conduct considered sensitive in relation to the commission of the aforementioned offences.

Participation in the training programmes described above is compulsory and the Company guarantees the provision of means and methods that always ensure the traceability of training initiatives and the formalisation of participants' attendance, the possibility of assessing their learning level and the evaluation of their level of satisfaction with the course, in order to develop new training initiatives and improve those under way, also through comments and suggestions on content, material, teachers, etc. Unjustified non-participation in training programmes will result in a disciplinary action.

The training, which may also take place remotely or through the use of computer systems, and whose contents are assessed by the Supervisory Board, shall be given by experts in the disciplines dictated by the Decree and the contents of the training material are updated in relation to changes in legislation (e.g. introduction of new cases of predicate offences) and in the content of the Model (e.g. adoption of new special sections).