



Le Tenute del Leone Alato S.p.A.

ORGANIZATIONAL AND MANAGEMENT MODEL PURSUANT TO ITALIAN LEGISLATIVE DECREE 231/01

GENERAL PART

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Definitions

ANAC Guidelines	Guidelines - Regulation for the management of external reports and the exercise of ANAC's sanctioning power in implementation of Legislative Decree No. 24 of 10 March 2023 adopted by Resolution No. 301 of 12 July 2023.
C.C.N.L.	National Collective Bargaining Agreement (<i>Contratti Collettivi Nazionali di Lavoro</i>) executed by A.N.I.A. and by the most representative trade unions for non-executive employees of insurance companies and for executives of the same companies.
Code of Conduct	Document adopted by the Company that defines the fundamental rules of conduct to which the behavior of employees, members of the Management Body and third parties who interact with the Company must comply with. The Code is supplemented by specific internal regulations that represent a set of minimum standards of conduct, in relation to specific areas (conflicts of interest, fight against corruption, promotion of diversity and inclusion, management of participation in institutional events).
Collaborators	Independent contractors who work with the Company in various capacities (e.g. outside lawyers).
Company	Le Tenute del Leone Alato S.p.A. with registered office in Trieste (TS), Via Trento 8.
Confindustria Guidelines	Guidelines for the construction of Organizational and Management Models pursuant to Italian Legislative Decree 231/2001 issued by the Confindustria Working Group on Administrative Liability of Legal Entities, approved in June 2004 and last updated in June 2021.
Consolidated Law on Health and Safety in the Workplace	Italian Legislative Decree no. 81 of 9 April 2008, concerning the implementation of Article 1 of Italian Law no. 123 of 3 August 2007, on the protection of health and safety in the workplace, as subsequently amended and updated.
Consultants	Persons acting in the name and/or on behalf of Le Tenute del Leone Alato S.p.A. by virtue of a contractual collaboration relationship or a mandate.
Corporate bodies	The Board of Directors and the Board of Statutory Auditors of Le Tenute del Leone Alato S.p.A. and their respective members.
Corporate Governance	A set of principles, institutions and mechanisms through which the company adopts the most important decisions that are necessary for its functioning.
Data Protection Authority	The Data Protection Authority is an independent administrative authority established by the so-called privacy law (Italian Law no. 675 of 31 December 1996,) then governed by the Italian Data Protection Code (Italian Legislative Decree no. 196 of 30 June 2003), as amended by Italian Legislative Decree no. 101 of 10 August 2018. The latter confirmed that the Italian Data Protection Authority is the supervisory authority designated also for the purpose of implementing the General Regulation on the Protection of Personal Data (EU) 2016/679 (Article 51).
Employees	Individuals with a subordinate employment relationship with Le Tenute del Leone Alato S.p.A. including executives.
Entities	Organizations with legal personality, companies and associations, including those without legal personality.
Executives	Individuals, who, by virtue of professional expertise and hierarchical and functional powers adequate to the nature of their jobs, implement the employer's instructions, by organizing working activities and overseeing them.
Generali Group or Group	Assicurazioni Generali S.p.A. and its subsidiaries pursuant to Article 2359, paragraphs 1 and 2, of the Italian Civil Code.
In charge of a public service	Person who "provides a public service in any capacity", meaning an activity governed in the same forms as the public service, but characterized by lack of the powers typical of the latter (Article 358 of the Italian Criminal Code).
Independent Supervisory Authority	Italian Data Protection Authority, Italian Competition Authority (Antitrust), National Anti-Corruption Authority (ANAC), etc.
Inside information	Regulation (EU) no. 596/2014 defines inside information as " <i>information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments</i> ".
Instrumental activity	The Company's activities/processes that are potentially instrumental to committing the offenses referred to in Legislative Decree no. 231 of 8 June 2001.

Facilitator	The Legislative Decree n.24 issued on 10 th March 2023 defines the facilitator as “a natural person who assists a reporting person in the reporting process in a work-related context, and whose assistance should be confidential”.
Legislative Decree 231/2001 or Decree	Legislative Decree no. 231 of 8 June 2001, “Rules governing the administrative liability of legal persons, companies and associations, even without legal personality” as subsequently amended and supplemented.
Legislative Decree 231/2007	Legislative Decree no. 231 of 21 November 2007 concerning the prevention of the use of the financial system for anti-money laundering purposes of revenues deriving from illegal and terrorism activities, as amended by Italian Legislative Decree no. 125 of 4 October 2019.
Model	Organizational and Management Model pursuant to Italian Legislative Decree no. 231/2001.
Leone Alato	Leone Alato belongs to Generali Group. It is the parent company of the agribusiness unit of Generali Group.
Offenses	Offenses (crimes and breaches) referred to in Article 24 <i>et seq.</i> of Italian Legislative Decree no. 231/2001.
Outsourcing contract	Agreement whereby an entity (outsourcer or client) transfers to another entity (called outsourcer) some functions/activities necessary for the realization of the corporate purpose.
Partner	Contractual counterparties of Le Tenute del Leone Alato S.p.A. such as suppliers, distributors, both individuals and legal entities, with whom the Company engages in any form of contractually regulated collaboration (temporary association of companies, consortia, collaboration in general).
Posting	Mechanism whereby an employer (posting agent), in order to satisfy his own interest, temporarily places one or more workers at the disposal of another person (posted worker) for the performance of a specific employment activity.
Power of Attorney	Legal act by which the Company gives a person specific powers of representation for individual acts or categories of acts relating to the activities within its competence; this act entitles the recipient to act with respect to third parties, including the Public Administration.
Public Administration	All State administrations, including institutions and schools of all levels and educational institutions, autonomous state companies and administrations, regions, provinces, municipalities, mountain communities and their consortiums and associations, universities, autonomous institutions, public housing institutions, chambers of commerce, industry, crafts and agriculture and their associations, all non-government bodies national, regional and local economies, administrations, companies and bodies of the national health service .
Public Body	Entity: (i) with legal personality; (ii) established to specifically satisfy needs of general interest of a non-industrial or commercial nature; (iii) alternatively, mostly funded by the State, local public bodies or other bodies governed by public law, or subject to the management and control of the latter (including the appointment of more than half of the members of the Board of Directors, management or supervisory board). By way of example and not exhaustive, the following are included: <ul style="list-style-type: none"> - State Administrations: Government, Parliament, Ministries, Ordinary and Accounting Magistrates, Consulates and Embassies, Prefecture, Police Headquarters, etc.; - Local Public Authorities: Regions, Provinces, Municipalities, Local Health Authorities (ASL); - Regional Environmental Protection Agencies (ARPA); - National Labor Inspectorate; - Social Security Institutions (INPS, INAIL); - Customs and Monopolies (ADM); - Revenue Agency; - Italian Society of Authors and Publishers (SIAE); Law Enforcement (State Police, Carabinieri Corps, NAS, Fire Department, <i>Guardia di Finanza</i> , etc.).
Public Official	Someone who “exercises a public legislative, judicial or administrative function” (Article 357 of the Italian Criminal Code).
Report	The Legislative Decree n.24 issued on 10 th March 2023 defines the report as “oral or written communication of information on breaches”.

Reporting person	The Legislative Decree n.24 issued on 10 th March 2023 defines the reporting person as “a natural person who reports or publicly discloses information on breaches acquired in the context of his or her work-related activities”.
Risk Assessment	Methodology for identifying and analyzing risks.
Risk Assessment Document (c.d. “D.V.R.”)	Document (<i>Documento di Valutazione dei Rischi - DVR</i>) prepared by the employer containing a report on the assessment of risks to health and safety in the workplace and the criteria for the above-mentioned assessment, the indication of the prevention and protection measures and personal protective equipment resulting from this assessment, the program of measures considered appropriate to ensure the improvement of safety levels over time, the identification of the procedures for implementing the measures to be carried out and the roles of the company organization that must be carried out provide for the indication of the name of the Head of the Prevention and Protection Services (<i>Responsabile del Servizio Prevenzione e Protezione - RSPP</i>), of the Workers’ Health and Safety Representative (<i>Rappresentante dei lavoratori alla sicurezza – RSL</i>) and the competent doctor who participated in the risk assessment, as well as a list of the work activities that expose workers to specific risks requiring a recognized professional skill, specific expertise, and adequate training.
Sensitive activities	The activities of the Company in which there is a real or even potential risk of committing crimes referred to in Legislative Decree no. 231 of 8 June 2001.
Surveillance Body or SB	Internal control body, responsible for supervising the operation and compliance with the Model and for updating it.
Third Parties	Persons not belonging to Le Tenute del Leone Alato S.p.A. – with which the company has business relationships.

GENERAL PART

Foreword

Legislative Decree 231/2001

On 8 June 2001, in compliance with the delegation contained in Italian Law no. 300 of 29 September 2000, the Italian Parliament issued Italian Legislative Decree no. 231 (hereinafter also “Decree”) containing “rules on the administrative liability of legal persons, companies and associations, even without legal personality”, by aligning the Italian laws on corporate liability to certain international conventions.

The entrance into force of the Decree introduced in the Italian legal system the “administrative liability” for legal persons resulting from the commission of specific offenses by:

- persons having representative, administrative or executive functions within one entity or one of its business unit having financial and functional autonomy, as well as by persons who *de facto* manage and control the entity (“individuals in senior positions” or “Senior Officials”);
- persons subject to the guidance or supervision of the individuals described above (so-called “persons subject to someone else’s supervision” or “Subordinates”).

In order to consider the entity liable for an administrative offense related to the commission of a criminal offense, the Decree requires that:

- one of the “predicate offenses”, identified in the Decree, must be committed;
- the offense has been committed in the interest or for the benefit of the Entity.

A form of exemption from liability is still envisaged when the Entity demonstrates that it adopted and effectively implemented an “Organizational and Management Model”, namely a system of measures and controls, suitable for preventing the commission of the criminal offenses identified by the Decree.

1 The Organizational and Management Model of Le Tenute del Leone Alato S.p.A.

Le Tenute del Leone Alato S.p.A. (hereinafter also referred to as the "Company") is an agricultural company established in 2022 and currently controlled by Leone Alato S.p.A., the agri-food holding company of the Generali Group, born from a reorganisation project in Country Italy aimed at rationalising and making efficient the industrial and commercial structure of the agricultural sector.

The Company is involved in the cultivation and production of grapes to be used in the processing, transformation and production of products in the wine sector, the production of oil as well as any other activity related to these processes.

At present, these activities are carried out on the Olivola, Costa Arente, Tenuta Sant'Anna, Poggiobello and Telizze estates, located in Italy and covering an area of approximately 780 hectares.

In this context, the Company develops and promotes the activities of the estates by enhancing their history and the quality of production while respecting the traditions of the territory.

1.1 The Governance Model

Given the special nature of its organizational structure and of its business activities, Le Tenute del Leone Alato adopted the so-called "traditional system", basing its corporate governance system on few key principles such as the central role assigned to the Board of Directors, the proper management of conflicts of interest, transparency in the disclosure of company management decisions and the efficiency of its internal control system.

As per Company's Articles of Association, the Company translated those principles into the activity performed by the following main Corporate Bodies:

- Shareholders' Meeting;
- Board of Directors;
- Board of Statutory Auditors.

The **Shareholders' Meeting**, duly attended, is the Corporate Body whose resolutions constitute and express the shareholders' intents, on areas within its competence.

The **Board of Directors** (hereinafter also the "Management Body") has the broadest management powers to achieve the corporate purpose. It elects the President from among its members and has the power to delegate its powers to one or more of its members, determining the limits of the delegation. The Board of Directors, by a special resolution, appointed a **Chief Executive Officer** and identified his powers.

The **Board of Statutory Auditors** supervises compliance with the law, the Articles of Association and the principles of proper administration, organization and financial reporting and on their application.

The statutory audit function is entrusted to an **auditing company**, registered in the appropriate register, which is appointed by the Assembly.

1.2 The Internal Control System

In line with Group Guidelines, the Company has adopted a framework that aims to ensure a solid Governance System and a coherent internal control and risk management framework that is well integrated into the organisational structure and decision-making processes.

The Board of Directors, together with the Board of Statutory Auditors, plays a primary role within the system.

The System of Governance is based on the establishment of three lines of defense:

- operational functions ("**Risk Owner**"), which represent the first line of defense and have the ultimate responsibility for risks related to their area of expertise;
- the **Country Chief Risk Officer**, which represents, together with the **Country Compliance function**, as part of its steering, coordination and control role the second line of defense;
- the **Internal Audit** function, which represents the third line of defense.

The key elements of the internal control system can be represented by the combination of the following aspects that pervade every level of organization and business functions:

- internal control environment;
- internal control activities;
- awareness;
- monitoring and reporting.

The Board of Directors ensures that, at all times, the internal control and risk management system is in line with applicable laws, regulations, Group Guidelines and Policies and, to this end, performs a consistency assessment with them, at least on an annual basis.

The Board of Directors is responsible for ensuring compliance with applicable laws, regulations and other standards.

In addition, for the purposes of this Model, the following qualifying elements are also particularly important:

- management and financial flow control system;
- accounting control system;
- IT systems;
- outsourcing contracts;

The CEO avails himself of specific Management Teams (e.g. Management Team Meeting, Wine Business Progress, Agrifood Business Progress, Property Team Meeting) that meet periodically in order to develop and share the initiatives of the agrifood companies of the Generali Group, define market strategies for new products, supervise and monitor risk assessment, and define possible action plans.

1.3 The Construction of the Model

Le Tenute del Leone Alato S.p.A. adopted, by resolution of the Board of Directors on 27th March 2023, the Organizational and Management Model (hereinafter "Model"), in accordance with Article 6 of Legislative Decree no. 231 of 8 June 2001.

Subsequently, in October 2023, the Model was updated to the provisions of Legislative Decree 24/2023 on the "protection of persons who report violations of Union law and provisions concerning the protection of persons who report violations of national laws" (Whistleblowing) and the organizational changes occurred since the last update.

From a methodological point of view, for the updating of the Model, reference was made to the Guidelines issued by Confindustria on the best practices in the field of administrative liability of entities (corporate criminal liability) and the main doctrinal and jurisprudential guidelines available. Account was also taken of the new types of offenses which were progressively introduced in Decree 231/2001.

The results of the Risk Self-Assessment activities carried out and the organizational changes that have occurred over time were also considered. The corporate and sectoral context in which the Company operates, the system of corporate governance in force and the internal documentation available were therefore examined: the Code of Conduct, the legislation defined within the "Generali Internal Regulations System" framework, the operating instructions and / or internal manuals.

The methodological approach adopted is based on simplicity and integration with the existing control system, aimed at making it as easy to read and understand as possible, ensuring a high degree of customization with respect to the specific business of the Company.

For the purposes of updating this Model, steps were taken in relation to:

- the identification, in compliance with the Group Value Chain Insurance of the company processes, of the sensitive activities in which it is possible to conceive that the predicate offenses indicated in the Decree may be committed. To this extent, interviews with the Heads of the Corporate Functions, the internal organization charts, the system of division of responsibilities (so-called Roles & Mandates), as well as the internal processes and procedures referable to such sensitive activities, were analyzed;
- the self-assessment of the risks of committing a crime (so-called Risk Self-Assessment) by the various risk owners;
- the identification and evaluation of the control measures necessary for the prevention of the offenses referred to in the Decree deemed applicable to the Company.

A Risk Self-Assessment matrix has been developed aimed at continuously updating the mapping of sensitive and / or instrumental activities with respect to each business process deemed critical in accordance with Decree 231. This matrix is divided into different Sections, which can be summarized as follows:

- 1) sensitive / instrumental activities, connected to the processes of the reference Group Value Chain;
- 2) indication of the functions that manage the sensitive / instrumental activity subject to analysis and reference to any outsourcers;
- 3) indication of the categories of predicate offenses, including examples of possible offenses and potential unlawful conduct related to them for each sensitive activity;
- 4) indication of the assessment of the inherent risk, divided into the components of the likelihood of occurrence and its potential impact;
- 5) indication of the main control measures to mitigate the inherent risk, the assessment of the internal control system and the assessment of the residual risk.

The Model constitutes the internal regulation of the Company and is binding on the Company.

The Addressees of this Model are required to comply with the provisions contained therein even if the sensitive activities identified in the Special Part are carried out and / or provided for the service of other companies of the Generali Group, by virtue of specific contractual clauses included in the outsourcing contracts.

1.4 The Structure of the Model

The Organizational and Management Model pursuant to Legislative Decree 231/2001 (hereafter the “Model”) which is described herein is composed of a General Part and a Special Part, divided in different Sections.

In compliance with the provisions of the Decree, there is also a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model itself (see Chapter 4).

General Part

The General Part, in addition to explaining the rationale and the principles of the Decree, the Governance Model and principles of the Internal Control and Risk Management System of the Company (System of Governance), outlines the building blocks of the Model, including the role of the Surveillance Body (hereinafter, also “SB”), which supervises the functioning of the Model, the compliance with it and its updating needs.

The Model of Le Tenute del Leone Alato S.p.A. has to be considered together with the following components of the internal control system which contribute to reinforce the most extensive control system pursuant to the Decree:

- Code of Conduct and relevant internal regulation (Chapter 2, paragraph 2.1);
- Organizational system (Chapter 2, paragraph 2.2);
- Power of attorney system (Chapter 2, paragraph 2.5);
- Internal System of Rules (Chapter 2, paragraph 2.6)
- Management control and financial flows control (Chapter 2, paragraph 2.7);
- Control measures in compliance with Legislative Decree 231/01 (Chapter 2, paragraph 2.8);
- Communication of the Model and training (Chapter 2, paragraph 2.9).

Special Part

The Special Part is divided into various several Sections each one representing a group of offenses considered relevant for the Company. The offenses as identified by the Decree and potentially applicable to the Company were identified through a Risk Self-Assessment activity taking also into consideration the operating sector, the Company structure and its processes.

To this end, each Section of the Special Part includes:

- the analysis of each of the offenses of the Decree from a legislative perspective;
- the identification of the sensitive activities whereby the offenses could be committed, as well as some examples of the relevant modalities regarding their commission;
- the general standards of behavior to which the Model addressees should be guided;
- the specific control measures (so-called “preventive control”), associated with the corporate functions involved in each of the sensitive activities and possible other control measures applicable to contribute to the prevention of the commission of the identified offenses;

In detail, the Special Part Sections are the following:

- Section **A**, referring to offenses against the Public Administration (Articles 24 and 25 of the Decree) and corruption between individuals (Articles 24 and 25 of the Decree);
- Section **B**, referring to IT criminal offenses (Article 24-bis of the Decree) as well as offences relating to non-cash means of payment (Article 25-octies.1 of the Decree);
- Section **C**, referring to organized crime offenses (Article 24-ter of the Decree) and transnational crimes (Article 10 of the Law no. 146 of 16 March 2006);
- Section **D**, referring to crimes regarding counterfeiting: currency, bonds, revenue stamp and instruments or signs of recognition (Article 25-bis of the Decree);
- Section **E**, referring to offences against industry and trade (Article 25-bis of the Decree);
- Section **F**, referring to corporate offenses (Article 25-ter of the Decree);
- Section **G**, referring to market abuses (Article 25-sexies of the Decree);
- Section **H**, referring to the crimes of manslaughter and serious or very serious injuries committed violating the laws on the protection of health and safety in the workplace (Article 25-septies of the Decree);
- Section **I**, referring to crimes such as: handling stolen goods, money laundering and its use as well as self-money laundering and use of goods or benefits deriving from illegal activities (Article 25-octies of the Decree) and crimes of terrorism or subversion of the democratic order (Article 25-quater of the Decree);
- Section **J**, referring to offenses related to copyright violations (Article 25-novies of the Decree);
- Section **K**, referring to inducement not to issue statements or to issue false statements to judicial authorities (Article 25-decies of the Decree);
- Section **L**, referring to environmental crimes (Article 25-undecies of the Decree);
- Section **M**, referring to crimes of employing third-country citizens with irregular work permits (Article 25-duodecies of the Decree), as well as crimes against individuals, included the crimes described in Article 603-bis of the Italian

Criminal Code: “unlawful intermediation and exploitation of labor” (Article 25-quinquies of the Decree);

- Section **N**, relating to “tax offenses” (Article 25-quinquiesdecies of the Decree);

In relation to the types of criminal offenses listed above, the general control measures are applied. These principles are those described in the General Part, as well as those described in the Special Part and referred to as general standard of behavior and preventive control measures.

With regard to practices of female genital mutilation (Article 25-*quater* 1), racism and crimes of xenophobia (Article 25-*terdecies*), offences of fraud in sporting competitions (Art. 25 *quaterdecies*), smuggling offenses (Article 25-*sexiesdecies*), the measures to combat the financing of companies producing anti-personnel mines, cluster munitions and submunitions (Law 220/2021) and offenses against cultural heritage (Article 25-*septiesdecies* and 25-*duodevices* of the Decree), it was considered that, in the light of the company’s business, its socio-economic context and its usual legal and economic relationships with third parties, there are no reasons to believe the Company could currently face the risk of committing these crimes in its interest or benefit. In this regard, however, steps have been taken to guard against the risks related to the aforementioned offenses by including appropriate principles of conduct in the Code of Conduct, which in any case bind the addressees to respect essential values such as solidarity, human dignity, morality, fairness and legality.

1.5 Addressees of the Model

The addressees of the Model (hereinafter “Addressees”), meaning those who undertake to comply with its contents, are:

- those who perform – including *de facto* – functions of representation, management, administration, executive or control of the Company or its units;
- Company employees and contractors at any level and with any type of contractual relationship, even if abroad or in other companies of the Generali Group;

The Addressees are required to fully comply with all the provisions of the Model (General and Special Part) and the Code of Conduct as well as fulfilling the obligations of fairness and diligence deriving from legal relationships with the Company.

In addition, the fundamental principles of the Model or some of its parts for its aspects falling within its competence, bind Third Parties through specific contract terms (e.g. service providers, business partners, consulting firms), even if they are not part of the company but because they work on its behalf or interest.

1.6 Adoption of the Model in the Generali Group

Within corporate groups, the principles of the autonomy and liability of each company remain valid.

Consequently, each Company belonging to the Generali Group is required to adopt its own Model and identify its own Surveillance Body. However, it is possible that, within the Group, substantially unique forms of behavior may be adopted, while respecting the specific nature of the various business sectors to which individual entities belong to.

In line with this approach, the subsidiaries controlled directly or indirectly – by Assicurazioni Generali S.p.A. - subject to the Decree, have adopted their own Organization and Management Model in line with the provisions of such Decree.

Each Group Company, through the support provided by the 231 Corporate Criminal Liability Unit of Generali Italia S.p.A., ensures the adoption and periodic updating of the Organizational and Management Model.

2 Components of the Organizational and Management Model

2.1 Code of Conduct

The Code of Conduct defines the fundamental rules of conduct to which the behavior of all employees, members of the Management Body and third parties who interact with the Company must comply.

In particular, the Code of Conduct governs relations between colleagues, customers, competitors, suppliers and other stakeholders: it defines the rules to be followed for social fairness and responsibility in the business management activities, the protection of the working environment and the promotion of diversity and inclusion, the protection of company assets, the management of conflicts of interest, the fight against corruption and extortion, customer relations, management of relations with competing companies, the selection of suppliers, financial reporting, the prevention of money laundering and the financing of terrorism, as better detailed in the specific internal rules.

The provisions of the Code of Conduct supplement the Model and any breach of them must be promptly reported in accordance with the requirements of the Model (see below) and may be subject to the application of the sanctions indicated in this General Part.

All addressees of the Code of Conduct are responsible for being aware and complying with it and other relevant rules pertaining to the activity carried out.

Furthermore, third parties who act on behalf of the Company (consultants, suppliers, etc.) shall also comply with the standards contained in the Code of Conduct.

Despite the different function performed by the Model with respect to the Code of Conduct, they are drawn up according to common principles and rules, in order to create a set of coherent and effective internal rules.

2.2 Organizational System

The organizational system of Le Tenute del Leone Alato is characterized by a precise definition of competences and tasks of each business area, hierarchical relationships and related liabilities.

The documentation that the Company uses to represent its organizational system and to govern its operating mechanisms, also in connection with 'sensitive' activities in accordance with the Organizational and Management Model, includes the following:

- organizational charts;
- documents describing key roles and responsibilities of the involved company structures;
- outsourcing contracts with third parties, including intra-group, through which the company outsources external structures, entire or parts of its processes;
- delegations and powers of attorney granted to managerial, middle management and clerical staff.

For a complete and organic overview of the Company's organizational system, please refer to the information published on the intranet of the Company.

2.3 System of remuneration and incentives

An important component of the Company's organizational system is the remuneration and incentive system for all the Company's employees and for those who, though not employed by it, work under a mandate from or in the interest of the Company.

The Company's system of remuneration and incentives is designed, first of all, to remunerate the role held, taking into account the responsibilities assigned and the skills and capabilities demonstrated. Secondly, the system is aimed at rewarding the results obtained consistently to the behaviors shown in order to achieve them, which must constantly comply with the applicable laws, regulations, Code of Conduct, Model and existing procedures, as well as towards an accurate risk assessment and a re-setting of the related actions based on a long time period, in order to achieve results in the short and in the medium-long term.

In other words, the Company has adopted a system which provides for reasonable goals, enhancing the qualitative and behavioral elements of employees' performances and aimed at rewarding not only quantitative results but also the ability to express organizational skills through behaviors based on the values expressed in the Code of Conduct.

These principles are also addressed, to the extent applicable, to individuals acting on behalf or in the interest of the Company.

2.4 Outsourced Processes

In relation to outsourced activities, the Company has implemented various control processes to monitor and ensure adequate supervision of the same, according to a risk-based approach. In particular, companies may enter into outsourcing agreements, but it is understood that, where outsourcing is implemented, it does not in any case exempt the company bodies and top management from their respective responsibilities.

With regard to the administrative liability of entities and in order to define the perimeter of the liability itself, it is also envisaged that through said contracts the parties mutually acknowledge that they have each adopted their own Organisational and Management Model pursuant to the Decree and subsequent additions and amendments, and that they regularly monitor and update their respective models, taking into account the relevant regulatory and organisational developments, for the purpose of the broadest protection of their respective companies.

With specific reference to activities managed through outsourcing contracts, the parties undertake to each other:

- to the strictest compliance with their own Models adopted pursuant to the Decree;
- to refrain, in the performance of the activities covered by the contractual relationship, from conduct and behaviour that, individually or jointly with others, may constitute any of the offences covered by the Decree;
- to inform each other of any violations, which may occur and which may have a bearing on the contract and/or its performance and to inform each other of the results of the verification activities carried out on fully and partially outsourced processes.

With reference to these contractual relationships, an "Outsourcing Contact Person" (or Outsourcing Business Referent) is appointed for each outsourcing agreement. This person is responsible for ensuring that the outsourcing process is managed in accordance with the minimum requirements defined, for monitoring the correct execution of the activities carried out by the supplier on the basis of the SLAs defined and for maintaining appropriate internal competences to evaluate the outsourced functions/activities.

To this end, the Company has articulated the internal system of conferring the relevant powers through the assignment of specific proxies and powers of attorney, consistent with the assigned organisational responsibilities.

2.5 System of powers

The Company's internal control system is also based on a formalized architecture of powers, which is an integral and substantial part of this Model and, as such, is appropriately communicated within the Company.

The powers are strictly connected and consistent with the organizational and managerial responsibilities assigned and limited to specific value limits.

In accordance with the provisions of the Articles of Association, with reference to the system of attribution of proxies and authorising powers, the administrative body, when appointing the Company's CEO, establishes his attributions, in accordance with the Articles of Association, assigning specific powers and functional faculties for the performance of the proxies entrusted to him. The Chief Executive Officer exercises the right to sub-delegate, predetermining the methods and relative limits, in compliance with the so-called "cascade delegation" mechanism, on the basis of which the Chief Executive Officer delegates powers and responsibilities to each of his direct reports for the performance of the entrusted role, with the right to delegate part of these powers and responsibilities to those who hold positions directly subordinate to them, in compliance with the aforementioned cascade system.

For some regulatory areas, such as Occupational Health and Safety, ad hoc powers of attorney are provided for the persons in charge of overseeing these regulations.

2.6 Internal Regulatory System

The Company has implemented the contents of the "Generali Internal Regulations System" GIRS framework through the adoption of the "Generali Internal Regulations System Gruppo Leone Alato process" Management Procedure.

The regulations envisaged by the Internal Regulations System consist of:

- Management Procedures that describe the process in its phases and identify the relative responsibilities;
- Operating Procedures that describe the individual process activities;
- any other relevant regulations adopted by the Company.

Overall, therefore, the Internal Regulatory System adopted by the Company is also aimed at regulating the management of sensitive activities in line with the provisions of the Model, constituting the set of rules to be followed in the performance of corporate activities.

2.7 Control of management and financial flows

Financial flows are managed in compliance with the principles of traceability of transactions and of consistency with the assigned powers and responsibilities.

The management control system of the Company includes mechanisms for checking the management of resources that must ensure the verifiability and traceability of expenses, the efficiency and cost-effectiveness of the Company's activities. In detail:

- the resources – financial and non-financial – are clearly, systematically and recognizably indicated that are available to the single functions and organizational units and the scope within which those resources may be employed by scheduling and drawing up the budget;
- any deviations from the planning content are detected, their causes are analyzed and the results of the assessments to the appropriate hierarchical levels for the required adjustments are reported, by preparing the final balance statements;
- any process anomalies are promptly detected, through monitoring activities, in order to conduct the appropriate analyses and take any appropriate corrective actions.

In order to achieve these goals, the duly formalized planning process ensures:

- the participation of a number of authorized individuals in the determination of the available resources and areas of expenditure, with the objective of ensuring the constant presence of cross checks and audits for a given process/activity, as well as adequate segregation of the functions and constant monitoring of any deviations;
- the adoption of appropriate and homogeneous procedures for the economic enhancement of initiatives in order to be able to compare the economic values of various corporate organizational units;
- the adoption of plans to identify the best corrective strategies.

The activities connected with management control ensure constant verification of the consistency of revenues with actual expenses and of the commitments undertaken in the planning phase.

If the analyses and/or the requests for authorization show deviations from the budget or abnormal, unjustified expenses, the organizational unit responsible for management controls is required to inform the senior management and – if considered significant under the Decree – the Surveillance Body.

For a timely examination of the control measures put in place by the Company on financial reporting, please refer to specific sections in the Special Part.

2.8 Control measures as per Legislative Decree 231/01

The company's objective is to implement an effective system of preventive controls that can only be circumvented intentionally, also to exempt itself from any administrative liability.

That said, this Section illustrates the criteria for selecting the control measures that can prevent the risk of crimes indicated in the Decree. There are **three levels** of measures:

General control measures that, irrespective of the degree of significance of the individual types of crime or the degree of risk underlying each area "at risk", form the basis of the choices to be made while designing the internal control system:

- **Segregation of activities:** there must be segregation of activities between those who execute, those who control, and those who authorize the transactions¹;
- **Existence of formalized norms and rules:** there must exist company directives that can provide at least general reference principles for regulating activities, responsibilities and controls;
- **Existence of delegations and powers of attorney:** there must exist formalized rules for exercising delegations and powers of attorney, as provided for by paragraph 5 of this chapter;
- **Traceability:** the individuals, functions/organizational units concerned and/or the reporting systems used must ensure the identification and reconstruction of sources, informative elements, and controls that support the formulation and implementation of Company decisions and the procedures for managing financial resources;
- **Filing/storing of the documents:** the documents regarding the Company activities must always be stored and kept by its responsible facilities to prevent subsequent amendments not specifically highlighted and to allow the access only to competent authorities according to internal norms and supervisory bodies.
- **Confidentiality:** the access to already stored documents, mentioned in the previous point, is permitted to the person in charge of the function and to its power of attorney. It is permitted to the supervisory body in charge too, such body could be the audit board, the audit firm, members of the Surveillance Body, etc.

General standards of behavior, that contain special provisions governing the way decisions are taken and implemented within each of the categories of criminal offenses considered significant;

Specific control measures, aimed at preventing crimes from being committed in each of the "sensitive activities" for each of the areas "at risk" mapped and indicated in the Special Part of this Model.

The infringement of the instructions, included in the regulations as referred by the Model, may be sanctioned pursuant to the provisions set out in Chapter 4 (Disciplinary System) below.

2.9 Communication and training plan of the Model

In order to effectively implement its Model, Le Tenute del Leone Alato ensures proper dissemination of its content and principles within and outside its organization.

In particular, the Company's goal is to extend the dissemination of the contents and principles of the Model not only to its employees but also to individuals who, although not having the formal qualification of employee, work, even occasionally, to achieve the objectives of the Company by virtue of contracts and over whom the Company can exercise its guidance and supervision.

The Model is formally provided:

- to the Directors and Statutory Auditors by making it available to them also during the meetings to approve the Model itself;
- to the Company's personnel through its publication on the corporate Intranet;
- to third parties, following a case-by-case modality according to the type of counterparty.

In particular, it is the duty of the Surveillance Body to promote the dissemination of the Model and monitor all the information activities of the Addressees, including through the promotion of specific initiatives and specific information plans aimed at encouraging adequate knowledge and awareness of the Model and procedures connected to it.

In addition to activities related to the information of the Addressees, the Surveillance Body has the task of defining and promoting the periodic and constant training of personnel, monitoring the implementation of the proposed initiatives. The

¹ The following qualification is attributed to the principle: segregation exists in the presence of codified, complex and structured systems where the individual phases are coherently identified and regulated in the management, thereby limiting discretionary application, as well as traced in the decisions taken.

same has the right to request periodic checks on the level of knowledge of Employees in relation to the Model.

The principles of the Model, and in particular those of the Code of Conduct that is part of it, are represented to company resources through specific training activities, which are required to participate and whose execution methods are submitted for approval to the Surveillance Body through preparation of specific plans implemented by the Company.

Furthermore, in order to facilitate the understanding of the Model, the Company organizes various training paths based on the analysis of skills and training needs, also dedicated to specific categories of recipients: to employees in general, to employees who work in specific sensitive activities, to the Surveillance Body, to the directors, etc. The training activities can be provided through e-learning courses and / or courses to be held in the classroom. To complete the training activities, it will be necessary to complete questionnaires to verify their learning. Classroom/webinar training is provided by experts in the subjects covered by the Decree.

Training for the implementation of the Model is mandatory for all addressees as identified in chapter 1, para. 5 "Addressees of the Model".

3 Surveillance Body

3.1 Appointment and Composition

Legislative Decree 231/01 provides for the establishment of a Surveillance Body within the Entity (hereinafter also the "SB"), vested with autonomous investigation and control powers, which is specifically assigned the task of supervising the functioning of and compliance with the Organizational and Management Model and ensuring that it is updated.

In compliance with the provisions of Article 6, paragraph 1, lett. b) of the Decree and the guidelines drafted by Confindustria, the Company identifies the Surveillance Body as a joint body, appointed by virtue of Board of Directors' resolutions and composed of 3 (three) members and precisely:

- one external professional with suitable competence and proven experience in matters pertaining to the tasks assigned to the Surveillance Body, who shall be appointed as Chairman of the SB.
- two Heads or representatives of a Control Function of Country Italy.

The above composition is also deemed suitable by the Company because it satisfies the following requirements:

- autonomy and independence, because:

- the members of the SB are not directly or indirectly involved in the taking and implementation of the Company's decisions;
- the activities performed by the SB are not subject to any form of interference involved in the management activities;
- the external member is chosen from among authoritative professionals of proven experience, with no operational duties and interests that might conflict with their office, by influencing their independence of opinion and evaluation;

- professionalism, because:

- the internal representatives of the Company were selected for their specific expertise regarding the Internal Control System, as well as for his/her familiarity with the Company's organization and operations;
- the external member was selected because of his/her specific professional skills in the fields of law, economics and finance;

The continuity of action, ensured by the inclusion within the SB of two internal members of the Company's organization which, operating on a permanent basis at the same and by meeting together in accordance with the Regulation, are able to ensure due continuity in supervisory activities.

Moreover, the same modalities and timeframes for the performance of duties set out in the aforementioned Regulation are based on the requirement of continuity of action.

In order to guarantee absolute independence and autonomy in the performance of its duties, the SB is also provided with adequate financial resources necessary for the proper performance of its activities and is vested with its own internal rules of procedure (hereinafter also the "Regulation") aimed at regulating the aspects and modalities of the performance of the tasks assigned to it.

It is also provided that the opinions expressed in good faith by the members of the Surveillance Body in the performance of its duties are indisputable and that its members may in no way be subjected either to negative consequences of any kind or to disciplinary sanctions in relation thereto.

In the performance of its duties, the Surveillance Board decides by majority vote, subject to the provisions of its rules of procedure, and is validly constituted in accordance with its internal rules of procedure.

The SB is appointed by the Company Board of Directors, which preliminary evaluates and attests:

- the requisites of independence, autonomy and continuity of action, which must characterize the work for the Body;
- the subsistence of subjective eligibility requirements for each member (see below).

All the members of the SB, whether internal or external to the Company, receive notification concerning the resolution for the appointment and the determination of their remuneration.

The SB acts autonomously and independently with respect to the Board of Directors and to the others Surveillance Bodies of the Group Companies (including Parent Company and/or principal company for outsourcing services). It promotes cooperation forms and takes part to the meetings, always respecting the limits listed in the following paragraphs. It must also maintain an equal relationship to exclude any interference form with their respective activities and competences.

Subjective eligibility requirements of the members of the Surveillance Body:

The reasons for the ineligibility and/or incompatibility of SB members are as follows:

- being or becoming a member of the Board of Directors;
- being owner, whether or not directly, of company shares that will allow their owner to exercise a high control or influence, resulting in a threat to independence;
- working or having worked over the last three years for the statutory auditing firm of the Company or of another company of the Group taking part, as a statutory auditor or with management and supervisory functions, in the audit of the financial statements of the Company or of other Group companies;
- existence of relations of consanguinity, marriage or kinship within the fourth degree with members of the Board of Directors or the Board of Statutory Auditors of the Company, as well as with the same members of the parent companies and/or subsidiaries;
- engaging in direct or indirect economic relations, excluding permanent employment, economic and/or contractual relationships, with or without remuneration, with the Company, its subsidiaries and/or with their respective directors of such significance as may undermine their independence;
- having of conflicts of interest, even potential ones, with the Company, after stating them specifically upon his/her appointment;
- having performed, at least in the three years preceding the appointment, administrative, management or control functions in companies under bankruptcy, administrative compulsory liquidation or equivalent procedures or in companies operating in the credit, financial, securities or insurance sectors under extraordinary administration;
- having been indicted for one of the underlying crimes mentioned in the Decree or, however, of the same nature;
- having been sentenced, including with a non-irrevocable sentence, for crimes other than those set forth in the Decree, except for rehabilitation purposes or in the event of extinguishment of the offense;
- being legally incapacitated, under care, bankrupt or sentenced to a punishment equivalent to disqualification, even temporary, from holding public offices or incapacity to hold managerial offices;
- hold offices in management, surveillance, control and executive bodies of rival companies or groups;
- being temporarily banned or suspended from legal persons or entities executive offices;
- having an unelectable or rescinding condition as per Article 2382 of the Italian Civil Code;
- having been subject to preventive measures as per Italian Law no.1423 of 27 December 1956 or Italian Law no. 575 of 31 May 1965 and their subsequent amendments and additions, with the exception of rehabilitation;
- having been convicted or plea bargaining even if without a final judgement or with the sentence conditionally suspended. The exceptions, due to the rehabilitation or resolution of the offense, are listed below:
 - for one of the crimes envisaged for by Italian Royal Decree no. 267 of 16 March 1942 (insolvency law);
 - for one of the crimes listed on the Title XI of Book V of the Italian Civil Code (companies and consortia);
 - for one of the crimes against: the public authority, the heritage, the public economy or for tax offenses (;
 - for one of the crimes envisaged by the norms applicable to the following sectors: bank, finance, insurance and securities market and payment tools;
 - for any other voluntary crime for a time period shorter than a year.

If while holding the role, a cause for revocation occurs to a member of the SB, he/she must immediately inform the other SB members and the Board of Directors.

Term of office and causes of termination

The term in office for members of the SB is three years and is renewable, with a limit, only applicable to the external professionals, of three mandates.

The Board of Directors must promptly appoint the new Body within three months of the expiry of the term of office. Pending the new appointments, the outgoing members must fulfil their mandate.

Regarding to the causes of termination from office, there are differences between those regarding the entire SB and those regarding its individual members.

In particular, the entire SB may be removed from office for one of the following causes:

- expired term of office;
- withdrawal of all members, as notified with a written communication sent to the Board of Directors;
- revocation of the SB by the Board of Directors.

In order to ensure the absolute independence of the SB, the revocation can be done if the Management Body finds:

- a serious negligence in the performance of duties, including violation of the obligation of confidentiality obligations;
- the possible involvement of the Company in a criminal or civil legal action, related to an omitted or inadequate supervisory activity, even if unintentionally committed;

the Board of Directors can order the resolution for just cause of SB, after consulting the Board of Statutory Auditors.

In the event of any expired term, revocation or withdrawal, the Board of Directors must appoint a new SB without delay.

On the other hand, single members may be removed from office only for reasons of just cause and may take place::

- due to their termination from office or from the positions held within the Company;
- following their withdrawal, as notified by a written communication sent to the Board of Directors;
- in the case of the occurrence of forfeiture and/or incompatibility causes, specified in the above paragraph "Subjective eligibility requirements of the members of the Surveillance Body";
- following their revocation by the Board of Directors.

The revocation of the SB or of one of its members, may also have one of the following causes:

- serving as director in a Group company;
- holding, either directly or indirectly, of company's shares through which the control or a considerable influence is wielded or which undermine his/her independence;
- unjustified absence from two consecutive SB meetings within the corporate year;
- in relation to the external member, to grant functions and operational responsibilities, present internally in the Company that does not match with the autonomy, independence and continuity of action requisites of the SB.

Again, the revocation is ordered through a Board of Directors' resolution, after consulting with the Board of Statutory Auditors.

In the event of withdrawal, revocation, lapse of office or incompatibility of one of the Heads of the Internal Audit and Compliance functions, without the simultaneous cessation from holding the role or office, the Board of Directors shall again decide on the composition of the Surveillance Body in order to allow for a new member to be appointed.

In case a member of the Surveillance Body ceases to hold office, he/she shall remain in office until he/she is replaced, to which the Board of Directors proceeds without delay.

In both cases, the new nominated member expires together with the other members of the SB.

The resources of the Surveillance Body

Every year the Board of Directors, upon the SB's proposal, resolves on the assignment of the economic and financial resources considered necessary to perform its assigned duties (budget).

The SB may ask the Chairman of the Board of Directors, through a written reasoned statement, to allocate additional resources, should the need arise in the course of its activities.

The Surveillance Body, while performing its assigned supervisory duties, mainly collaborates with the Country Internal Audit and Compliance functions, availing itself of their expertise and professionalism. By doing so, the SB guarantees a high level of professionalism and continuity of action.

The SB also avails itself of the support of Generali Italia's 231 Corporate Criminal Liability Unit for the updating of the Model, for supervising its implementation, as well as for the technical activities. This Unit facilitates coordination between the various company functions and the Surveillance Body also in relation to the monitoring of periodic flows.

The SB may also seek the collaboration of other organizational units of the Company or of the Generali Group for supervisory activities requiring specific professional expertise.

While performing the activities required by the SB, all the human resources involved, although continuing to report to their hierarchical superiors, will report functionally to the SB and will respond to it for their activities assigned to them.

In addition to the resources specified above, the SB, under its direct oversight and responsibility, may use the services of external consultants and professionals, whose remuneration will be paid using the financial resources allocated in the budget.

The internal Regulation of the Surveillance Body

The SB has its own internal regulation that governs the main aspects and procedures for performing its duties. More specifically, this internal regulation governs the following aspects:

- the functioning and internal organization of the SB;
- the supervisory activities of the SB;
- the management of reports and violations;
- the allocation of financial resources to the SB.

As regards specifically the scheduling of meetings, the Regulation provides that the SB should meet indicatively at least every two months, and, however, whenever it is deemed appropriate by the SB's Chairman or whenever the actual needs of its activities require for it to do so.

3.2 Duties and Powers of the Surveillance Body

In the pursuit of the objectives set forth in the Decree, the following tasks have been assigned to the Surveillance Body:

- overseeing the functioning of and compliance with the Model;
- checking whether the Model is actually suitable for preventing the criminal offenses specified in the Decree;
- confirming that the solidity and functionality required of the Model persist over time;
- promoting constant updates of the Model and of the system overseeing its implementation, in collaboration with the organizational units involved, suggesting to the Board of Directors any necessary corrections and adjustments;
- constantly be in touch with the statutory auditing firm;
- maintain relations with and ensure information flows to the Board of Directors and the Board of Statutory Auditors;
- provide information to the Board of Directors and to the Board of Statutory Auditors on issues of common concern, even in a formal hearing, if so required;
- ensure that the individuals concerned duly perform all the reporting activities prescribed in the Model;
- oversee the constant updating of the system for the identification, mapping and classification of the areas “at risk” for the purposes of the SB’s supervisory activities;
- develop a supervisory program which is consistent with the principles contained in the Model in the various sectors areas of activity;
- ensure the implementation of the supervisory program, also by scheduling the activities and by conducting unplanned, non-programmable interventions;
- ensure the preparation of reports on the results of the interventions undertaken;
- where considered appropriate and with reference to Generali Group companies wholly or partially outsourced processes, encourage the examination of the whole sensitive process:
 - communicating in advance to the outsourcer’s SB the examination activities to be carried out to reach a common planning for the surveillance activities;
 - acknowledging the results of the verification activities conducted by the outsourcer’s Surveillance Body;
- without prejudice to the provisions of paragraph 9 of Chapter 2, initiatives must be defined and undertaken which are aimed at promoting the dissemination and understanding of the Model, as well as training of the personnel and raising their awareness about the compliance with the principles contained with the support of the right company’s structures;
- provide explanations on the meaning and application of the provisions of the Model, with the support of the relevant functions;
- ensure an effective implementation of the internal communication system to allow reports for the purposes of the Decree to be transmitted and collected, guaranteeing the protection and privacy of their authors;
- examine and evaluate the information and/or reports received concerning the effectiveness of and related to the compliance with the Model, the internal rules, as well as in relation to any potential unlawful conduct;
- ensure - where necessary and giving impetus thereto - the initiation of investigation activities, also with the support of the competent internal structures, aimed at ascertaining possible violations of the Model, of the internal rules, in the light of any reports received and whenever it deems it necessary on the basis of the information acquired in the course of its surveillance activities;
- ensure that, upon the outcome of such investigation activities, the internal structures and/or competent bodies initiate the consequent measures against the persons deemed responsible for the violations ascertained, in accordance with the provisions of the Model’s disciplinary system;
- verify the suitability and proper implementation of the disciplinary and penalty system adopted by the Company with this Model (para 4 below);
- provide the necessary information support to the inspection bodies or to the authorities requiring them.

In order to fulfil its duties, the SB shall have all the powers needed to oversee accurately and effectively the functioning of and compliance with the Model.

In performing its assigned duties, the SB may without any notice or prior authorization, for example:

- conduct audits and inspections, in order to discover any violations of the Model or such as are deemed advisable for the proper performance of its duties;
- monitor corporate conducts, also through random checks of deeds and operating processes;
- hear the human resources, where necessary, so that they can provide useful indications or information regarding the corporate activity or any malfunctions or violations of the Model;
- acquire information and access documentation of any type to and from any level and sector of the Company and require of any employee, Director or Statutory Auditor of the Company to promptly provide information, data or intelligence to identify aspects of the various corporate activities that may be significant for the Model and to verify its actual implementation by the Company’s organizational structures;
- have access to the financial resources necessary to accurately perform its tasks.

Also in compliance with the provisions of the Confindustria Guidelines, the various bodies of the companies of the Generali Group, in full respect of their autonomy and independence, can activate forms of collaboration mainly related to the following aspects:

- cross processes between companies of the Group - intragroup outsourcing;
- specific requests in relation to the surveillance activity;
- annual meeting between the various Surveillance Bodies of companies belonging to the Generali Group.

In the case of outsourced activities within the Group, the Companies' SBs could activate some cooperation forms to increase the efficacy of the surveillance activities of each body on the processes or transversal activities.

In detail, the SBs of the principal companies can inform the SBs of the outsourcer companies of the Group, regarding the necessity to intervene on potential processes/activities partially managed by the outsourcer company. The outsourcer companies SBs autonomously evaluate the possibility to answer to these requests intervening with specific verification activities on the process phases directly managed.

The collected information, after the previously mentioned verifications, could be transmitted following confidentiality and secrecy principles to the SBs of the principal companies requesting it.

In addition to what was previously mentioned, each SB of a Group could under certain circumstances request to another SB of the Group to conduct precise activities, among its competence sphere, important for principal and to be informed about the results or in case of important events.

In the end, to guarantee an efficient coordination between the SBs of Generali Group, it was instituted a meeting that at least once a year would allow to share:

- “common interest Marco-thematic” regarding the Organizational and Management Modes elaboration (e.g. Risk assessment execution modality, definition of common settings, regarding operational approaches, best practice sharing, modality and definition of training plans);
- models update following legislative updates and jurisprudence;
- the methodology for the execution of the verification activities;
- general issues, derived from surveillance activities that suggest the need to reinforce safeguards on sensitive activities of common interest.

Information flows from and to the Surveillance Body

Article 6 of Legislative Decree 231/2001 provides for the obligation to send specific information flows to the Surveillance Body as a prerequisite for an effective and constant supervisory activity in relation to the adequacy of and compliance with the provisions contained in the Organizational and Management Model.

The SB shall be appropriately informed by all corporate officials, as well as by third parties required to comply with the Model, about any news that may concern its supervision of the effectiveness, efficiency and updating of the Model, including any information regarding the existence of possible violations thereof.

The information flows to the SB are regulated through the procedure on “Management of information flows to the Surveillance Body (L.D. 231/2001)”, that summarizes all the information flows and describes the related transmission processes.

The information flows to the SB are organized in:

- information flows defined by the Model: divided in:
 - event-driven information flows consisting of particularly relevant and significant information with respect to the Organization and Management Model, which, precisely because of their nature, must be sent promptly to the SB;
 - periodic information flows, relating to sensitive activities and the processes referable to them, which must be sent to the SB by the corporate functions in accordance with the terms established by the latter;
- information flows upon request of the Surveillance Body, or, any information specifically requested from the SB, because considered important to the extent of its surveillance upon: efficiency, effectiveness and updates of the Company's Model.

The Heads of the Company Functions are then required to periodically fill in an “Evidence Card”, to be sent to the Surveillance Body, containing the periodic declaration of compliance with the Model for the reference area as well as further specific information in relation to the activities risk managed by the Function. The information flows are then also fed through the direct hearing of the Managers.

The 231 Corporate Criminal Liability Unit supports the Surveillance Body and the Functions involved in the management and collection of the information flows provided.

Reporting System – Whistleblowing

In addition to the reporting obligations described above, all the Addressees of the Model must, pursuant to Article 6 of Legislative Decree 231/01 as amended by Legislative Decree 24/2023, promptly report to the Surveillance Body the following events of which they become directly or indirectly aware in the context of their work:

- the commission, alleged commission or reasonable danger of commission of criminal offenses or offenses provided for by Legislative Decree 231/01, even if they involve the violation of European Union law;
- violations or alleged violations of the provisions of the Model or of the Code of Conduct;
- any fact/behavior/situation with critical profiles that could expose the Company to the penalties set forth in Legislative Decree 231/01.

The reporting obligation is part of the broader duty of diligence and loyalty of the employee; the correct fulfilment of this obligation by the employee may not give rise to the application of disciplinary sanctions, except in the event that the reporting party makes reports with malice or gross negligence that turn out to be unfounded or in the event of proven criminal liability for the offences of defamation or slander.

Reports must be made in accordance with the relevant internal rule "Reporting Concerns and Anti-Retaliation Guideline".

It should also be noted that, in this context, any person who becomes aware of the same facts stated above shall be entitled to report them to the Company, as well as to the Surveillance Body, in compliance with the provisions of the legislation in force and with the same guarantees provided for the reporting party, for the persons/entities connected to him/her or supporting him/her in the reporting process (so-called facilitators) as well as for the person involved and the other persons mentioned in the report, pursuant to the provisions of the aforementioned Decree.

All persons (Addressees and other persons identified by the legislation in force) wishing to make a 'Report' ('Whistleblowers') may choose whether to do so anonymously or personally, provided that the latter mode would facilitate the investigation activity that follows the report.

It should be noted that it is preferable for reports to be as detailed as possible in order to enable the Company to handle them; in particular, reports should clarify:

- the circumstances of time and place in which the reported event occurred;
- the description of the event;
- the particulars or other elements enabling the identification of the person to whom the reported facts can be attributed.

It is also useful to attach documents that may provide evidence of the facts being reported, as well as to indicate other persons potentially aware of the facts.

With regards to the transmission methods, it should be noted that "Whistleblowers" may send their "Report" through the channels made available by the Company and published on the intranet or directly to the Surveillance Body. It should be noted that, in compliance with the regulations introduced by Legislative Decree 24/2023, the Company, in order to send written and oral reports, has adopted an IT tool available at <https://generali.whispli.com/speakup>, which provides for the completion of a webform generated by the WHISPLI application.

It should be noted that this tool, which meets all the security and confidentiality requirements laid down by the aforementioned Decree, is to be considered the preferred method for submitting written reports.

The Whistleblower may also make the report orally through:

- a dedicated telephone channel, the "Generali Whistleblowing Helpline" (which guarantees the confidentiality of the Whistleblower's identity);
- requesting a direct meeting with the Whistleblowing Officer (Country Compliance Officer).

The Generali Whistleblowing Helpline, set up by the Company and the Generali Group, is managed by the Compliance Officer (in his capacity as Whistleblowing Officer) and guarantees the handling of whistleblowing reports in compliance with the applicable regulations and in particular the confidentiality of the identity of the Whistleblower, the person involved and the person mentioned in the report, as well as the content of the report and the relevant documentation.

This is without prejudice to any further means of direct communication (e-mail) to the Whistleblower indicated in the internal rules.

For reports of violations, "Whistleblowers", in addition to the channels illustrated above, may send them directly to the Surveillance Body through the following communication channels, also indicated on the intranet:

- a dedicated e-mail box: OdV231@Itla.net;
- an address to which a written report can be sent: Mons. P.L. Zovatto, 71, 30020 Loncon d'Annone Veneto (TV), for the attention of the Chairman of the Surveillance Body.

All reports received according to the procedures described in this paragraph shall be handled and processed in compliance with the timeframes, guarantees and protections provided for by the laws in force.

Reports of offences or unlawful conduct pursuant to Legislative Decree no. 231/01 or of a breach or suspected breach of the Organisation and Management Model or of a breach of European Union law or of the Company's Code of Conduct, in any case received through the channels illustrated above, if they also involve a breach or suspected breach of Legislative Decree no. 231/01, shall be promptly forwarded to the Surveillance Body, so that, also with the operational support of dedicated internal structures, they may be adequately assessed and managed.

The Reporting Manager, as well as the Surveillance Body in the cases described above, are required to assess all the reports received, carrying out, where necessary, the consequent investigations in relation to the phenomena represented and to assess the grounds and relevance of the information contained in the report. In carrying out the verification activities, the same Manager or the Surveillance Body may act with the operational support of the internal structures of the Generali Group companies dedicated to the management of reports, in accordance with the procedures described in the internal rules.

The Company provides for the application of appropriate disciplinary sanctions (see paragraph 4.1) in the event of breach of the obligation of confidentiality as outlined above.

The Company, as provided for by Legislative Decree 24/2023, also undertakes to ensure the protection of the reporting party from the application - for reasons connected with the report - of discriminatory or retaliatory measures (e.g. sanctions, demotion, dismissal, transfer or other organisational measures having a negative effect on working conditions) through the application of suitable disciplinary sanctions as described in paragraph 4.1.

Moreover, in accordance also with the provisions of the current disciplinary system (see paragraph 4), the whistleblower shall be subject to the application of an appropriate sanction, among those identified therein, in compliance with the guarantees provided for by the applicable legislation, in the event of ascertainment with a judgment - even not final at first instance - of criminal liability for the offences of slander or defamation or in any case for the same offences connected with the whistleblowing, or of civil liability, for having reported false information intentionally with malice or negligence.

In any case, for the application of disciplinary sanctions, the Whistleblower and the Surveillance Body shall involve the competent internal structures of the Company for the management of the consequent actions, in accordance with the applicable legislation.

Reporting activity of the Surveillance Body

The Surveillance Body must conduct adequate reporting activities, either periodic or ad hoc, to the Board of Directors or the Board of Statutory Auditors.

With particular regard to the periodic information flows, the Surveillance Body is required to:

- prepare, at least biannually, a written report to the Board of Directors and the Board of Statutory Auditors, regarding any reports received, any proposals for adjustments or updates to the Model, any established violations of the Model and proposals for sanctions, the verification plan for the following year and the status of implementation of the Model, with reference to the results of the verification activity carried out;
- meet, at least once a year, the Board of Statutory Auditors for the discussion of the issues of common interest of the two bodies;
- meet, when the bodies involved request it, the Board of Statutory Auditors and the auditing firm for the discussion of specific matters that are relevant for compliance with the Model.

Finally, the Chairman of the Surveillance Body meets, at least annually, the top management of the Company to report on matters of importance that have emerged in the performance of the activities assigned to the Body.

Implementing and activating the so-called ad hoc information flows, the Surveillance Body, independently from the periodic flows, is required to immediately submit to the Board of Directors a communication regarding the occurrence of extraordinary situations or requiring urgent action (for example violations of significant aspects of the Model, etc.) or to request to be heard by the Board of Directors or the Board of Statutory Auditors.

Any information, warning, report and relation provided for in the Model is kept by the Surveillance Body in a special archive, whether paper and / or computerized, with restricted access.

4 Disciplinary System

4.1 Functions of the Disciplinary System

Article 6, para. 2e) and Article 7, para. 4b) of the Decree require, as a condition for effectively implementing the Organizational and Management Model, the introduction of a disciplinary system that will sanction any breaches of the measures indicated in the Model. Therefore, the creation of an effective disciplinary system is an essential prerequisite for the extenuating value of the Model with reference to the administrative liability of entities.

The sanctions contained in the disciplinary system will be applied to any violation of the Model, regardless of the course or of the outcome of the criminal proceeding that the judicial authority may have initiated as long as the conduct to be reprimanded constitutes a type of crime which is relevant for the purposes of the Decree.

The disciplinary system must be based on the principle of proportionality between violation and sanction, according to a criterion of graduated nature of the sanction in relation to the different level of dangerousness that the conduct may present with respect to the commission of offenses.

The functioning and effectiveness of the sanctioning system is monitored by the Surveillance Body, which in this context supervises the activities relating to the ascertainment of infringements, disciplinary proceedings and the imposition of sanctions.

4.2 Disciplinary offenses and sanctions

Measures against non-executive employees

By complying with the provisions and rules of conduct set forth in the Model, the employees of Le Tenute del Leone Alato meet their obligations pursuant to Article 2104, para. 2 of the Italian Civil Code; the contents of the Model are a substantial

and integral part of those obligations.

Any violation of the individual provisions and rules of conduct set forth in the Model and in the “Disciplinary Rules” by Company employees who are subject to the following National Collective Bargaining Agreement shall always constitute a disciplinary offense:

- National Collective Bargaining Agreement for Agricultural Managers;
- National Collective Bargaining Agreement for agricultural cadres and clerks;
- National Collective Bargaining Agreement for agricultural and floricultural workers.

The procedures explicitly described in the Model, whose non-compliance ought to be sanctioned, are made available to all employees through the dissemination and training instruments described in chapter 2 paragraph 9 and are binding for all Company employees.

Each report of a violation of the Model written by the Surveillance Body may trigger a disciplinary action designed to determine any liability for the violation.

In particular, in the enquiry stage, the employee is previously charged with the offense and is given sufficient time to present his/her defense and justification for the claim. Once the liability has been confirmed, a disciplinary sanction is imposed upon the offender, which is proportional to the seriousness of the violation committed.

The sanctions that can be imposed on Company employees, pursuant to the applicable CCNL and Article 7 of Italian Law no. 300 of 30 May 1970 (the so- called “Workers’ Statute”) and any applicable special laws, are those prescribed by law as well as by the sanction mechanism of Employment Contracts, and more specifically for aspects that are also significant for the purposes of the Decree:

- verbal reprimand: occurs when the workers who violate one of the internal procedures set forth in the Model^[2] or that, in performing their duties within sensitive areas, engage in a conduct that is not compliant with the Model’s requirements. Those conducts constitute failures to comply with the Company’s instructions;
- written reprimand: occurs when the workers that repeatedly violate the procedures set forth in the Model or that, in performing their duties within sensitive areas, engage in a conduct that is not compliant with the Model’s requirements. Those conducts constitute a repeated failure to comply with the Company’s instructions;
- fine for an amount that does not exceed eight hours’ normal pay;
- suspension from service and retribution (for a period not exceeding 10 (ten) days): occurs when the workers who, while violating the internal procedures set forth in the Model, or through their non-compliant conducts, while working within sensitive areas, cause damages or create situations of potential hazard to the Company, or workers who repeatedly violate the procedures set forth in the Model or who, within sensitive areas, engage in conducts that do not comply with the Model’s requirements. Those conducts, which result from their failure to comply with the instructions issued by the Company, cause a damage, albeit potential, to the assets of the Company and/or constitute acts contrary to the interests of the Company or expose it to potential administrative or interdictory sanctions;
- termination of employment for justified subjective reasons: occurs when workers who, in performing their duties within sensitive areas, engage in conducts that do not comply with the Model’s requirements and constitute a significant breach thereof, aimed unequivocally at perpetrating a crime sanctioned by the Decree or that determine the actual application of the relevant measures against the Company. Those conducts constitute cases of significant non-observance of the instructions issued by the Company and/or serious violations of the workers’ obligation to cooperate for the prosperity of the Company;
- termination of employment for just cause: occurs when the workers who, in performing their duties within sensitive areas, engage in conducts that do not comply with Model requirements and constitute significant breaches thereof, aimed unequivocally at committing a crime sanctioned by the Decree or that determine the actual application of the relevant measures against the Company, or who repeatedly violated the internal procedures described in the Model or who, while performing their duties within sensitive areas, engage in conducts that do not comply with the Model’s requirements, cause damages or create situations of potential hazard for the Company, shall be punished with the “termination of employment for just cause”. Those conducts dramatically undermine the Company’s trust in those workers, severely and adversely affecting it.

Obviously, all the instructions and guarantees provided for by the law and by the employment contracts have been fulfilled with regard to disciplinary actions, specifically:

- the obligation - in relations to the application of any disciplinary measure – to previously notify the charge to the employee and to hear his/her defense;
- the obligation - except for verbal reprimands – to make a written notification and to issue the provision not until the proper amount of days for each sanction, specified in the employment contract, have been elapsed starting from the moment of the notification of the charge.

As regards the inspection of the violations, the disciplinary measures and the sanctions allocation, it is established that the already conferred powers to the Company management remain valid within the limits of the corresponding mandates and responsibilities.

The type and extent of each of the above sanctions shall be applied also considering:

- the intentional behavior or the degree of negligence, recklessness or unskillfulness, also with regard to the

^[2] For example, if it doesn’t comply with company procedures, fails to provide the Surveillance Body with the required information, fails to carry out checks, etc.

- predictability of the event;
- the overall conduct of the worker in question, with particular regard to the existence of disciplinary antecedents, within the limits permitted by the law;
- the worker's tasks;
- the functional position and level of responsibility and autonomy of those involved in the facts constituting the breach;
- other special circumstances surrounding the disciplinary offense;

It is also envisaged that any retaliation or discriminatory measure adopted against the reporting party will be proportionally sanctioned. The penalties are also applied in the case of violation of measures to protect the privacy of the reporting party, and in the event of a report made with willful misconduct or gross negligence, as well as in the event of ascertained criminal liability of the Whistleblower.

Retaliatory measures within the meaning of Legislative Decree 24/2023 are deemed to be "any conduct, act or omission, even if only attempted or threatened, put in place as a result of the report, the complaint to the judicial or accounting authorities or public disclosure, and which causes or may cause the reporting person or the person making the complaint, directly or indirectly, unjust damage".

Measures against Senior Officials

If Senior Officials of Le Tenute del Leone Alato violate the rules contained in the Model and/or in the procedures referred to therein, the most suitable measures shall be adopted against them according to the provisions of the National Collective Bargaining Agreement (CCNL) for the executives and managers.

In the case in which the senior official violates the Model and/or the company's internal set of regulations till the point to invalidating its mutual trust, the maximum sanctions for him/her could be "dismissal with just cause".

It is also envisaged that any retaliation or discriminatory measure adopted against the reporting party will be proportionally sanctioned. The penalties are also applied in the case of violation of measures to protect the privacy of the reporting party, and in the event of a report made with willful misconduct or gross negligence, as well as in the event of ascertained criminal liability of the Whistleblower.

Those who carry out with willful misconduct or gross negligence reports that prove to be unfounded are also sanctioned.

Measures against Directors

Upon notification of the violation of the provisions and rules of conduct of the Model by members of the Board of Directors, the Surveillance Body must promptly inform the entire Board of Directors and the Board of Statutory Auditors of the incident.

As set forth in the Articles of Association, the recipients of the information of the Surveillance Body may take appropriate measures including, for example, the convening of the Shareholders' Meeting, in order to adopt the most suitable measures provided for by law and / or the revocation of any powers conferred and / or the revocation of the office or positions held by them.

Measures against Auditors

After being informed of any violation of the provisions and rules of conduct of the Model by members of the Board of Directors, the Surveillance Body must promptly inform the entire Board of Directors and the Board of Statutory Auditors.

As set forth in the Articles of Association, the recipients of the Surveillance Body reports may take the appropriate measures, including, for instance, convening a Shareholders' Meeting in order to adopt the most suitable measures pursuant to the law and/or revoking any delegations and/or the offices or positions held by them.

Measures against other Addressees

Every violation by the third parties with whom the Company has contract relationships (such as suppliers, consultants / contractors, trade partners, intermediaries, etc.) of the provisions and rules of behavior contained in the Model and applicable to them, or the possible perpetration of the crimes covered by the Decree by them, is sanctioned, as far as possible, according to the relevant contract clauses. Those clauses may include, for example, the right to terminate the contract and/or impose the payment of penalties. The imposition of sanctions may also imply a prohibition of new contract relationships with those concerned.

5 Model update and adaptation

It is the responsibility of the Board of Directors to oversee the updating and adaptation of the Model, if the circumstances make it necessary and, in any case, whenever there are requests from the SB in this regard.

The same entrusts the 231 Corporate Criminal Liability Unit of Generali Italia S.p.A. with the responsibility of overseeing, in conjunction with the other competent structures, the updating of the Model, as well as the drafting and updating of the relevant legislation in relation to it.

In order to keep the Model effective and efficient over time, it needs to be updated and revised “substantially”, should one or more of the following events occur:

- legislative amendments with reference to the laws on the liability of entities for administrative torts connected with crimes;
- any interpretation of new case law and of the relevant prevailing legal doctrine;
- confirmed shortcomings and/or gaps and/or significant violations of the Model emerging from assessments of its effectiveness;
- significant changes in the organizational structure or in the lines of business of the Company;
- considerations resulting from the application of the Model, including experiences gained in the criminal litigations in which the Company has been involved.

Substantial amendments or additions to this Model shall be the responsibility of the Board of Directors of Le Tenute del Leone Alato, also at the direction of the Surveillance Body, which, therefore, retains the duties and powers detailed in paragraph 2 of chapter 3 concerning the promotion and monitoring of the constant updating of the Model.

On the other hand, as regards the modifications or additions to the Model, of a non-substantial nature (e.g. amendment of the existing internal regulations when the same does not involve significant changes in the control system, formal changes to the organizational / functional structure) they are delegated to the 231 Corporate Criminal Liability Unit of Generali Italia S.p.A. which is required to inform the Board of Directors.

Lastly, it is specified that the relevant internal regulations (e.g. GIRS Internal Regulations System) and other internal procedures (e.g. operating instructions, internal manuals), which contain the control measures that make up the prevention system adopted by the Company to the purposes referred to in Legislative Decree 231/01, are an integral part of the Company’s Organizational and Management Model.

For an exhaustive and constantly updated list of relevant internal regulations and the applicable internal procedures, reference should be made to the Company’s intranet.

SPECIAL PART

Foreword

The Special Part is an integral part of the Model that Le Tenute del Leone Alato adopted in order to meet the preventive needs referred to in Legislative Decree 231/01 (hereinafter, also the “Decree”).

Pursuant to the provisions of Article 6, paragraph 1a) of the Decree, the Company, through a process of mapping the risks, evaluating the activities, the existing controls and the company context in which it operates (so-called Risk Self-Assessment), has identified the sensitive activities, within which crimes among those provided for by the Decree can potentially be committed.

In order to prevent or mitigate the risk of committing such crimes, the Company has therefore formulated general principles of conduct and specific control measures applicable to all “sensitive” activities and additional control measures for each of the activities to risk identified.

This Special Part is intended to regulate the conduct of the Addressees of this Model as indicated in the General Part of the same and, specifically, has the purpose of:

- **highlight** the control measures that are essential to the prevention or mitigation of offenses, implemented in the operating procedures and company practices, so as to make them suitable for preventing the commission of the offenses referred to in the Decree;
- **provide** the Surveillance Body and the managers of the other corporate functions that cooperate with it with the operational tools to exercise control, monitoring and verification activities.

Reading guide for the Special Part

The Special Part is divided into different Sections for each type of offenses considered relevant for the Company. The crimes envisaged by the Decree and considered potentially relevant for the Company have been identified on the basis of the Risk Self-Assessment activity, also taking into consideration the sector of operations, the company organization and the processes that characterize the Company.

To this end, each Section of the Special Part contains:

- the regulatory analysis of the individual crimes referred to in the Decree;
- identification of the sensitive activities within the scope of which the crimes covered in the section could be committed, as well as some examples of the relative ways in which they could be committed;
- the general standards of behavior to which the Addressees of the Model must be guided;
- the specific control measures (so-called “preventive controls”) associated with the corporate functions involved for each of the sensitive activities and any additional control measures applicable in order to help prevent the commission of the offenses identified.

In detail, the Sections of the Special Part are:

- Section **A**, relating to crimes against the Public Administration and corruption between individuals (Articles 24, 25 and 25-*ter* of the Decree);
- Section **B**, concerning IT crimes (Article 24-*bis* of the Decree) and offenses relating to non-monetary means of payment (Article 25-*octies 1* of the Decree);
- Section **C**, relating to organized criminal offenses (Article 24-*ter* of the Decree) and to transnational crimes (Article 10 of Law no. 146 of 16 March 2006);
- Section **D**, relating to the crimes of counterfeiting in coins, public credit cards, stamps and instruments or signs of recognition (art. 25-*bis* of the Decree);
- Section **E**, referring to offences against industry and trade (Article 25-*bis* of the Decree);
- Section **F**, relating to corporate crimes (Article 25-*ter* of the Decree);
- Section **G**, relating to market abuse (Article 25-*sexies* of the Decree);
- Section **H**, relating to the crimes of manslaughter or serious or very serious injuries committed in violation of the rules on the protection of health and safety in the workplace (Article 25-*septies* of the Decree);
- Section **I**, relating to the crimes of receiving stolen goods, laundering and use of money, assets or benefits of illegal origin, as well as self-laundering (Article 25-*octies* of the Decree) and crimes with purpose of terrorism and subversion of the democratic order (Article 25-*quater* of the Decree);

- Section **J**, concerning crimes related to copyright infringement (Article 25-*novies* of the Decree);
- Section **K**, relating to the crimes of induction not to make declarations or to make false statements to the judicial authority (Article 25-*decies* of the Decree);
- Section **L**, relating to environmental crimes (Article 25-*undecies* of the Decree);
- Section **M**, concerning the employment of third-country citizens whose stay is irregular (Article 25-*duodecies* of the Decree), as well as crimes against the individual, including the offense referred to in Article 603-bis of the Italian Criminal Code: “Illegal intermediation and exploitation of labor” (Article 25-*quinquies* of the Decree);
- Section **N**, concerning tax criminal offenses (Article 25-*quindiesdecies* of the Decree).

The Sections have a homogeneous structure, which is divided into 5 paragraphs that alternate descriptive parts and summary tables:

- I. Relevant offenses for the Company;
- II. Identification of sensitive activities;
- III. General standards of behavior;
- IV. Specific control measures;
- V. Further control measures.

Paragraph **I. Relevant offenses for the Company** reports and describes the crimes considered applicable to the Company on the basis of the results of the Risk Self-Assessment activity, with reference to the various categories of predicate offense indicated by the Decree.

Paragraph **II. Identification of sensitive activities** analyzes the sensitive activities which, following the Risk Self-Assessment activity carried out, have been considered potentially at risk of committing the offenses referred to in paragraph I. In particular, the areas, company processes and structures are indicated companies considered “at risk” in relation to the offenses in question. The reader will then be able to consult a table containing some fundamental information with reference to the aforementioned activities. Here are some indications to better read and interpret the above table:

Below are some guidelines for reading and interpreting the aforementioned table:

ID	Descrizione attività sensibile	Funzioni aziendali coinvolte (CEO-1)	RIC - Reati rilevanti	RIC - Esempi di potenziali comportamenti illeciti
11	Controllo e gestione dei rapporti e delle operazioni infragruppo (ad es. attività di monitoraggio e controllo sull'esecuzione dei contratti infragruppo, gestione dei rapporti e delle transazioni infragruppo)	Chief Financial Officer (CFO)	1) Art. 648-bis c.p. Riciclaggio 2) Art. 648-ter c.p. Impiego di denaro, beni o utilità di provenienza illecita 3) Art. 648-ter 1 c.p. Autoriciclaggio	1) Incassare somme di denaro provenienti da un reato e versare ad una Società del Gruppo, quale corrispettivo per un servizio reso, il denaro di provenienza illecita, al fine di occultare tale provenienza, con modalità tali da occultarne la provenienza illecita (es. mediante pagamenti non tracciati, o attestandone la falsa causale a fronte di prestazioni/forniture inesistenti). Utilizzare fatture Intercompany per riciclare denaro proveniente da illeciti.

ESEMPIO

Descrizione dell'attività sensibile a rischio

Numero che identifica univocamente l'attività sensibile in tutte le sezioni della Parte Speciale

Funzioni aziendali coinvolte nello svolgimento dell'attività sensibile in oggetto. Il lettore può servirsene per individuare le attività della sua funzione presenti nella sezione che sta consultando

Reati la cui commissione è stata valutata ipoteticamente possibile nello svolgimento delle attività sensibili in oggetto

Esempi di commissione dei reati, ipotizzati al fine di rappresentare alcune possibili condotte illecite che il destinatario deve astenersi dal porre in essere

Paragraph **III. General standards of behavior** is aimed at illustrating the obligations and prohibitions that - in general and without prejudice to what is indicated in the Group's Code of Conduct and in the operating procedures - the Addressees of the Model are required to comply with the sensitive activities of the Special Part under consultation.

Paragraph **IV. Specific control measures for sensitive activities** Addressees can consult a further table, which lists the specific control measures (e.g. internal regulations, GIRS, other internal procedures) for each of the aforementioned activities. Sensitive activities that are entirely outsourced are not shown in this table, as each outsourcer has internally defined its own relevant internal regulations and other procedures.

ID	Descrizione attività sensibile	Funzioni aziendali coinvolte (CEO-1)	Normativa Primaria - dettaglio	Altra normativa interna (i.e. istruzioni operative, manuali, etc.) - Dettaglio
11	Controllo e gestione dei rapporti e delle operazioni infragruppo (ad es. attività di monitoraggio e controllo sull'esecuzione dei contratti infragruppo, gestione dei rapporti e delle transazioni infragruppo)	Chief Financial Officer (CFO)	<ul style="list-style-type: none"> - Gestione delle segnalazioni interne (Whistleblowing) - Gestione flussi informativi verso ODV - Flussi informativi di Gruppo in materia di Operazioni Locali significative 	<ul style="list-style-type: none"> - PG Politica sul sistema di controllo interno del Dirigente Preposto - PG Pianificazione del Sistema di Gestione Aziendale - PG Sviluppo del Sistema di Gestione Aziendale - PG Gestione dei rischi operativi - PG Politica di Tesoreria

ESEMPIO

Descrizione dei presidi specifici di controllo: il lettore può servirsi di queste colonne per individuare la normativa interna e le altre procedure interne a cui si deve attenere nello svolgimento delle attività sensibili

Paragraph V. **Further control measures** illustrates further control measures that the addressees of the Model must comply with in carrying out sensitive activities (e.g. operating practices not formalized in documents, system blocks, reports of the Internal Audit function).

Finally, it should be noted that in some Sections the Addressees may encounter paragraphs, further than those listed above, related to the specificities of the individual families of crimes. For example, Section A (crimes against the Public Administration and corruption between individuals) is introduced by a brief illustration of some key concepts regarding the Public Administration (definition of public service, public official etc.), while Section H (crimes of manslaughter or serious or very serious injuries committed in violation of the rules on the protection of health and safety in the workplace) shows a different approach from that used to regulate the other forms of crime risk: this diversity is imposed by the fact that the sector in question is characterized by the presence of a dense network of regulatory provisions, which encompass both the mechanisms for identifying guarantee positions and the type and contents of the precautionary measures.

The special nature of the regulatory context has made the construction of a specific structure necessary, which will not be the subject of this guide.