



**Organisation, management and control model pursuant
to of Legislative Decree 231/2001**

General Part

ORGANIZATION MODEL PURSUANT TO LEGISLATIVE DECREE 231/01

G E N E R A L P A R T

LIST OF REVISIONS

| REV. | DATE | NATURE OF THE CHANGES | APPROVAL |
|------|------------|-----------------------|--------------------|
| 1 | 10.14.2022 | Adoption | Board of Directors |
| 2 | 22.01.2025 | Update | Board of Directors |

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TERMS AND DEFINITIONS

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| Legislative Decree 231/2001 or Decree | Legislative Decree 8 June 2001 no. 231 “Discipline of the administrative liability of legal persons, companies and associations even without legal personality, pursuant to article 11 of the law of 29 September 2000, n. 300” and subsequent amendments and additions. |
| Model | Organisation, management and control model according to the requirements of Legislative Decree lgs . 231/2001. |
| OdV | Supervisory Body: internal control body, in charge of supervising the functioning of and compliance with the Model, as well as its updating. |
| Guidelines | Documents issued by trade associations or authoritative public bodies on the subject of Legislative Decree 231/2001. |
| Risk Assessments | Structured methodology of risk assessment and related controls. |
| Internal control system or ICS | Set of protocols and actions adopted by the company in order to prevent risks. |
| Employees | Individuals who perform work for the Company, employed and under the direction of the Company with a permanent or fixed-term contract. Workers with self-employment contracts, temporary workers and trainees are equivalent to Employees for what concerns the compliance of Legislative Decree 231/2001. |
| Providers | Individuals who provide goods and/or services to the Company under agreements and/or contracts. |

| | |
|---|---|
| Stakeholders or Interested bearers | Stakeholders with an interest towards the company, whether internal or external to the company's sphere. |
| Whistleblowing | The action of someone who, in a public or private company, detects a danger, a fraud (real or only potential) or any other risk capable of damaging the company itself, its employees, customers or the reputation of the entity. The whistleblower is the one who reports this risk. |

1. PREMISE

This document, accompanied by all its attachments, is the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 (hereinafter the Model), adopted by PLASTITALIA SPA (hereinafter also Plastitalia or the Company).

The task of supervising the functioning and observance of the rules and principles contained in this Model is entrusted to a Supervisory Body with independent powers of initiative and control.

Plastitalia represents the excellence of Italian industry in the world in the production of polyethylene fittings for water, gas and industrial fluids.

The Company has adopted an integrated management system of procedures and operating instructions certified to the ISO9001:2015, UNI EN ISO 14001:2015 and UNI ISO 45001:2018 standards and to the EMAS regulation.

Furthermore, the Company's products have obtained over 70 certifications which guarantee high quality standards.

2. THE REFERENCE REGULATORY CONTEXT

2.1 Legislative Decree n.231/2001 and subsequent amendments and additions

The Legislative decree 231/2001 *"Discipline of the administrative liability of legal persons, companies and associations even without legal personality"* (hereinafter also the Decree), which entered into force on 4 July 2001, has introduced in the Italian system of regulations the concept of administrative liability of legal persons, resulting from the commission by a natural person of a criminally relevant unlawful act (crime).

The administrative liability of legal persons or entities is in addition to and does not replace the personal criminal liability of the natural person who physically committed the offence.

Entities may, therefore, be held liable for some crimes committed or attempted, in their interest or advantage by:

- a) natural persons who hold top positions (representation, administration, management, even of an organizational unit of the entity with financial and functional autonomy) or who exercise, even de facto, the management and control of the entity;
- b) persons subject to the management or supervision of the aforementioned top managers.

The entity's liability is independent of that of the natural person who committed the deed in the interest or to the advantage of the entity itself. Furthermore, said liability is excluded in the event that the agent has committed the fact in his own exclusive interest or that of third parties.

The concept of **interest** is closely connected to the purpose of the crime: for it to exist, it is sufficient that the crime was committed with the intention of making the entity acquire an economic benefit, without requiring that this be actually achieved.

The term **advantage**, on the other hand, refers to the concrete acquisition of an economic utility by the entity, regardless of the intentions that prompted the agent to commit the crime.

The legislative Decree no. 231/2001 diversified the entity's liability system according to whether the crime was committed by a person in a senior position or by a person subject to the management/supervision of a person in a senior position.

In the cases in which the offense was committed by **persons in a senior position** (letter a), the entity's liability is presumed. The entity will therefore have to demonstrate that the crime was committed by fraudulently evading the organizational models suitable for preventing crimes of the type that occurred and that there was no omitted or insufficient control by the Supervisory Body, responsible for supervising on the correct functioning and effective observance of the Model itself.

If the offense was committed by a **subject in a subordinate position** (letter b), the burden of proof is on the judicial authority. The entity will be liable only if the commission of the crime was made possible by failure to comply with the management and supervisory obligations. Non-compliance with these obligations is in any case excluded if the entity, before committing the crime, adopted and effectively implemented an organisation, management and control model suitable for preventing crimes of the type that occurred.

The Organization Model must respond, by express legislative prescription (art. 6 Legislative Decree 231/2001) to the following requirements:

- a) identify the activities in which the crimes referred to in the Legislative Decree may be committed 231/2001;
- b) provide for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented;
- c) identify methods of managing financial resources suitable for preventing the commission of crimes;
- d) establish information obligations towards the SB, appointed to supervise the functioning and observance of the Model;
- e) introduce a Disciplinary System suitable for sanctioning failure to comply with the measures indicated in the Model.

2.2 Predicate offenses and sanctions

The legislator initially focused its attention solely on crimes against the public administration and subsequently intervened on several occasions to strengthen national legislation and bring it into line with international conventions.

The entity's liability does not arise from the perpetration of all the types of offenses envisaged by the penal code or special laws by the subjects highlighted above, but is limited to the hypotheses of the so-called predicate crimes specifically envisaged by Legislative Decree no. 231/2001.

In particular, the types of crime referred to by the Decree, organized by category, are the followings:

| Type of crime | Normative reference |
|--|----------------------|
| Crimes against the assets of the Public Administration (Scam) | Art.24 |
| Computer crimes and unlawful data processing | Article 24 bis |
| Organized crime offences | Article 24 ter |
| Crimes against the assets of the Public Administration (Corruption) | Article 25 |
| Offences against the public trust (false currency) | Article 25 bis |
| Crimes against industry and commerce | Article 25 bis.1 |
| Corporate crimes | Article 25 ter |
| Crimes for the purpose of terrorism | Article 25 quater |
| Female genital mutilation practices | Article 25 quater 1 |
| Crimes against the individual personality | Article 25 quinquies |
| Market abuse crimes | Article 25 sexies |
| Crimes of culpable injury and manslaughter committed in violation of the rules on the protection of health and safety in the workplace | Article 25 septies |
| Crimes of receiving, laundering and using money, goods or utilities of illicit origin, as well as self-laundering | Article 25- octies |
| Offences relating to non-cash payment instruments | Article 25- octies 1 |
| Copyright crimes | Article 25 novies |
| Inducement not to make statements or to make false statements to the Judicial Authority | Article 25 decies |
| Environmental crimes | Article 25- undecies |
| Crimes involving the employment of illegally staying third-country nationals | Article 25 duodecies |
| Racism and xenophobia | Article 25 terdecies |

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| Fraud in sporting competitions, abusive gaming or betting and games of chance performed using prohibited devices | Article 25-quaterdecies |
| Tax crimes | Article 25-quinquiesdecies |
| Smuggling | Article 25-sexiesdecies |
| Crimes against cultural heritage | Article 25- septiesdecies |
| Recycling of cultural goods and devastation and plundering of cultural and landscape goods | Article 25- duodecies |
| Liability of entities for administrative offences deriving from a crime [They constitute a prerequisite for entities operating in the virgin olive oil supply chain] | Art 12 L. n.9/2013 |
| Transnational crimes | Law 146/2006 |

Article 9, paragraph 1, of the Decree identifies **the sanctions** that can be imposed on the entity in the event that it is recognized as responsible for one of the administrative offenses resulting from a crime, namely:

- 1) the financial penalty;
- 2) disqualification sanctions;
- 3) confiscation;
- 4) the publication of the sentence.

In particular, the **disqualification sanctions** envisaged are:

- disqualification from exercising the activity;
- the suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- the ban on contracting with the Public Administration, except to obtain the performance of a public service;
- the exclusion from facilitations, loans, contributions or subsidies and the possible revocation of those already granted;
- the ban on advertising goods or services;
- the commissioner.

2.3 Representation in court and appointment of a trusted counsel of the Company

With regard to the representation of the Entity in any legal proceedings against it, also keeping in mind the case law of legitimacy on the point, the Company undertakes to adopt suitable safeguards aimed at avoiding

the occurrence of situations of incompatibility that could lead to, for example, decisions of inadmissibility or nullity of procedural documents.

And in fact, a situation of incompatibility would be created between the position of the legal representative and that of the entity represented by the same if the former were investigated or accused for the crime on which the administrative offence attributed to the entity depends; from this incompatibility derives a general and absolute prohibition of representation by the legal representative investigated or accused who, for the effect, could not indefeasibly appoint the trusted counsel of the entity investigated or accused.

The reason for this can be found in the possible occurrence of a conflict of interests between the strategic choices of the defense of the Entity that could collide with the defense strategies of the legal representative investigated/accused.

In light of the above, the legal representative of the Company investigated or accused of the underlying crime cannot provide for the representation of the Company, nor, as a result, for the appointment of the Company's trusted counsel.

Therefore, it is expected that, if the Company finds itself in the situation of incompatibility provided for by art. 39 of Legislative Decree 231/2001, an extraordinary meeting of the Board of Directors may be promptly convened, which will appoint a legal representative with limited powers and limited to participation in the proceedings (attorney ad litem) and, therefore, to the appointment of the trusted counsel

The Guidelines

By virtue of what is expressly established in the decree (art. 6 Legislative Decree 231/2001 third paragraph), the models can be adopted on the basis of codes of conduct or guidelines drawn up by the representative and category associations, and communicated to the Ministry of Justice.

The Guidelines explain the phases in which the entity should set up an effective system for preventing the risk of committing the offenses envisaged by the decree. The stages are as follows:

1. **Identification of potential risks:** identification of the risk areas, sector or company process in which it is possible to commit the offenses referred to in the decree, by
 - *the inventory of corporate areas of activity* (map of corporate areas at risk and relevant crimes);
 - *the analysis of potential risks* (documented map of the potential implementation methods of offenses in areas at risk).

2. **Design of the control system** (so-called "**protocols**" for planning the formation and implementation of the entity's decisions): preparation of a suitable control system, capable of preventing risks through the adoption of specific protocols, through
 - *the assessment/construction/adjustment of the preventive control system* (documented description of the activated preventive control system and any necessary adjustments).

The components of a preventive control system that must be implemented in the Model are:

- Ethical code
- Clear and formalized organizational system
- Authorization system with definition of authorization and signature powers
- Operating procedures (manual or IT)
- Staff communication and training
- Monitoring and reporting system

The control principles that the institution must respect in the construction of the entire architecture system are:

- "Every operation, transaction, action must be: verifiable, documented, consistent and congruous".
 - "Nobody can independently manage an entire process".
 - "Controls must be documented".
3. **Identification of a Supervisory Body**, endowed with autonomous powers of initiative and control, which is entrusted with the task of supervising the functioning and observance of the Model and taking care of its updating.
 4. **Disciplinary System**, suitable for sanctioning failure to comply with the measures indicated in the Model.

This Model is drawn up in compliance with the Guidelines of Confindustria, in their latest version.

3. THE MANAGEMENT, ORGANIZATION AND CONTROL MODEL ADOPTED BY PLASTITALIA SPA

3.1 Purpose of the Model

With the adoption of the Model, Plastitalia sets itself the objective of equipping itself with an internal control system that responds to the purposes and requirements of Legislative Decree 231/2001 .

In particular, the Model aims to:

- promote and enhance an even greater ethical culture within the Company, with a view to correctness and transparency in the conduct of business;
- spread the necessary awareness in all those who work in the name and on behalf of the Company of being able to incur, in the event of violation of the provisions contained in the Model, an offense punishable, on a criminal and administrative level, not only against themselves, but also against towards the Company;
- underline that these forms of unlawful behavior are systematically condemned by the Company, as they are contrary to the ethical-social principles to which it adheres, as well as the provisions of the law;
- inform all interested parties that the violation of the provisions contained in the management, organization and control model will lead to the application of sanctions, or the termination of the contractual relationship;
- introduce a mechanism that allows for the establishment of a permanent process of analysis of company activities, aimed to identify the areas in which the crimes indicated by the Decree could theoretically take place;
- introduce the control principles with which the organizational system must comply so as to be able to concretely prevent the risk of committing the offenses indicated by the Decree in the specific activities that emerged following the analysis of sensitive areas;
- appoint the SB (Supervisory Body) with the task of supervising the correct functioning and observance of the Model and taking care of its updating.

3.2 Recipients

The Model applies to all those who perform, even de facto, management, administration, direction or control functions in Plastitalia , to employees, as well as consultants, collaborators and, in general, to all third parties who act on behalf of the Company in the scope of activities considered at risk (hereinafter the "Recipients" of the Model).

The subjects to whom the Model is addressed are therefore required to punctually comply with all its provisions, also in fulfillment of the duties of loyalty, correctness and diligence that arise from the legal relationships of a labour law nature established with the Company.

The Company supervises on the compliance with the provisions contained in the Model, ensuring the transparency of the corrective actions implemented in the event of violation of the same. Plastitalia undertakes to disseminate, within its own organization and externally, the contents of the Model and subsequent updates in a complete, accurate and continuous manner.

3.3 Methodology and activities for building the Model

For the purpose of preparing the Model, the following steps were taken:

- 1) identify and map sensitive processes: the objective of this phase was the analysis of the company context, in order to identify in which area/sector of activity and according to which methods any crimes can be committed. It was obtained a representation of the areas at risk and of the sensitive processes, of the already existing controls and of any critical issues;
- 2) evaluate the risks and the preventive control system: on the basis of the existing situation as ascertained above, the risks were assessed and subsequently the necessary initiatives were identified for the purpose of adapting the internal control system to the purposes pursued by the Decree and the essential organizational requirements indicated by the reference Guidelines;
- 3) define the procedures and protocols, an integral part of the control system capable of preventing risks: Plastitalia has approved and implemented within its organization a structured system of procedures and operating instructions aimed at overseeing company processes and preventing the commission of crimes envisaged by the decree;
- 4) design and implement the Organisation, Management and Control Model: in this phase it was intended to define an internal regulatory system aimed to plan the formation and implementation of the Company's decisions in relation to the risks/crimes to be prevented; this system is made up of the Code of Ethics which establishes the general guidelines and principles which the Company's operations are constantly inspired by; an organization and management model, specifically aimed at preventing the offenses envisaged by the Decree.

Essential, for the purposes of the concrete application and compliance with the Model, is the awareness-raising activity of all corporate structures and levels on compliance with the rules and procedures envisaged by the same; the establishment of a SB with the task of supervising the functioning and observance of the Model and proposing its update.

3.4 Structure of the Model

Plastitalia's Model is composed of the following documents:

- Code of Ethics as a charter of the Company's inspiring principles.
- Disciplinary System as a sanctioning tool for any violations of the Model.
- General Part containing the fundamental elements of Legislative Decree 231/01, the structure of the Model and its main elements.
- Special Part, divided into sections, each referring to a category of crime, which describes:
 - the types of crime referred to in Legislative Decree 231/01 and the conduct that the Company has decided to take into consideration based on the characteristics of its business;

- the sensitive processes/activities and related controls.

Attachments to the Model:

- List of predicate crimes (Annex 1)
- Risk Assessment (Annex 2)
- Information Flows to the Supervisory Body (Annex 3)
- Whistleblowing Procedure (Annex 4)
- Governance System (Annex 5)

3.5 Approval, modification and implementation of the Model

The Model is approved and adopted by resolution of the Board of Directors. The Board of Directors has the task, also on the basis of the indications provided by the Supervisory Body, of updating or integrating the Model, following to:

- regulatory updates;
- significant changes in the organization;
- changes in company processes and activities or business areas;
- occurrence of extraordinary events (serious violations, disputes, sanctions, etc.).

Any changes or additions to the Model, also upon proposal of the SB , and to the Model documents are the exclusive responsibility of the Board of Directors, to whom is also assigned the task of determining the appropriate budget endowment for the Supervisory Body for the proper performance of its duties.

The changes and additions to the operating procedures or documents of a dynamic nature referred to or attachments of the Model will be approved by the Management / CEO. These documents constitute control principals for sensitive activities, and their substantial changes should also be communicated to the SB.

In any case, the Model must be reviewed on an annual basis in order to verify its adequacy and the need for updating in order to maintain its effectiveness over time.

3.6 Elements of the Model

This Model is based on the following elements, integrated with each other:

1. Ethical code;
2. Organizational system;
3. Powers of authorization and signature;
4. Actors of control (governance);
5. Procedure system;
6. Mapping of risk areas and controls;
7. Disciplinary System ;
8. Training and information regarding the Model and the decree.

1. Code of Ethics

Plastitalia has adopted its own Code of Ethics (Attachment n.1), which forms an integral part of the Model, in order to guarantee compliance with certain shared ethical values and specific rules of conduct with the aim of preventing the crimes envisaged by the Legislative Decree . n.231/2001.

The recipients of the Code of Ethics are employees, directors, statutory auditors, consultants, suppliers and in general all subjects who can carry out activities on behalf of Plastitalia. The Code of Ethics is therefore also applicable to third parties with respect to which compliance with the principles contained in the Code of Ethics is imposed through contractual agreements.

2. Organizational System

Plastitalia's organizational structure is formalized in a company organizational chart which identifies the roles and responsibilities of each organizational function.

This document is referred to in this Model, for the purpose of representing the organizational structure adopted by the Company.

3. Powers of authorization and signature

The authorization system and signatory powers are assigned in line with organizational and management responsibilities.

4. Actors of control (governance)

Plastitalia adopts a traditional scheme governance with the presence of:

- Shareholders' Meeting
- Board of Directors
- Board of Statutory Auditors
- Auditing company

5. Procedure system

Plastitalia has approved and implemented within its organization a system of procedures aimed at overseeing company processes and preventing the commission of the offenses envisaged by the decree. The Procedures are fundamental parts of the integrated company management system.

6. Mapping of risk areas and controls

The Mapping of sensitive processes and activities constitutes the premise of the Model adopted by Plastitalia.

The document drawn up in compliance with the Guidelines of Confindustria are identified the processes and activities in which the risk of committing crimes may occur and indicates the existing prevention protocols.

The activity of updating the Mapping is the responsibility of the BoD. The SB has the task of verifying its adequacy and proposing any additions and updates.

7. Disciplinary System

The effective implementation of the Model is guaranteed by an adequate Disciplinary System which sanctions non-compliance of the rules contained in the Model and all its constituent elements.

Plastitalia has adopted a Disciplinary System which forms an integral part of the Model with the aim of sanctioning non-compliant behavior in a disciplinary manner regardless of the possible initiation of a proceeding or criminal trial.

The Disciplinary System is autonomous and does not replace the legislation governing labor relations such as the Workers' Statute, the Company and National Collective Labor Agreement applied to Company employees.

The recipients of the Disciplinary System are employees, directors, statutory auditors, consultants, suppliers with different modalities.

8. Training and information regarding the Model and the Decree

For the purposes of the effective implementation of the Model, Plastitalia promotes the communication, training and information activities of the Model.

The Company, in collaboration with the SB , promotes the creation of a specific communication and training plan structured by type of recipient, with the aim of ensuring the dissemination of the contents of the Model and the Decree.

The Model is communicated to the Statutory Auditors and the Supervisory Body who receive an authorized copy.

To Company employees, it is illustrated by:

- information meetings on the purposes and contents of the model (expressly envisaged for top management);
- posting of the General Part of the Model, the Code of Ethics and the Disciplinary System on the company bulletin board;
- consignment to new hires of an extract of the documentation to be attached to the "information set" usually provided to the employee.

Plastitalia also promotes full publicity of the Model also externally towards third parties through:

- publication on the corporate website of the General Part of the Model, the Code of Ethics and the Disciplinary System;
- information to third parties (customers, suppliers, consultants, etc.).

The training plan provides for the activation of two different types of training:

- general training, addressed to all levels of the organization;
- specific training, which instead concerns top managers or in any case personnel involved in activities at risk of crime.

General training must provide basic knowledge relating to the Decree, the contents and purposes of the Model and the tasks and powers of the SB .

- The specific training must provide knowledge and awareness with the regard of the risks associated with company activities, to the control principals to be activated and to the to the techniques of evaluation of the risks, in order to provide concrete elements for the identification of any anomalies or non-compliance.

The requirements that Plastitalia's training plan must meet are as follows:

- The participation in training courses is mandatory,
- the relator must be a competent subject;
- attendance must be functional to corporate action;
- the training activity must be recorded and verified.

Training, as established in the guidelines of the professional associations, is provided in the presence and/or with the support of IT platforms for individual and distance learning (so-called e-learning).

4. SUPERVISORY BODY

The leg. Decree n. 231/2001, according to the provisions of article 6, paragraph 1 provides among the indispensable elements for the exemption from the administrative responsibility of the entities, the establishment of an internal body within the entity (Supervisory Body) with independent powers of initiative and control with the task of supervising the functioning of the Model and taking care of its updating.

Plastitalia, in implementation of the regulatory provisions and in order to complete its Organization and Control Model, appoints the aforementioned control body in collegial composition.

The functioning of the SB is governed by a specific Regulation of the SB adopted by the same once it has been set up.

The requirements, tasks and information flows to and from the SB are regulated below.

4.1. Requirements of the Supervisory Body

The SB, in compliance with the Decree and the Guidelines of the trade associations, must meet the following requirements:

- **autonomy:** it must be ensured to the SB the complete autonomy, understood as freedom and the ability to decide, to self-determination and action. This autonomy must be exercised above all with respect to the top management, in the sense that the body will have to remain extraneous to any form of interference and pressure from the top management themselves.
- **Independence:** the position of the supervisory body must be that of a third-party body hierarchically placed at the top of the command line, free from subservience to the top management. It must not be assigned to the SB operational tasks that could have repercussions on the strategic, operational and financial aspects of the Company.
- **Professionalism:** the requirement of professionalism refers to the specialist technical skills with which the SB must be equipped . In particular, the Supervisory Body must be made up of individuals with specific knowledge of legal matters, control methods and activities, risk assessment and management, business organisation, finance, auditing techniques, etc. as well as specific skills in relation to inspection activity , consultancy and analysis of control systems.
- **Continuity of action:** continuity of action must be understood in terms of the effectiveness of the supervisory and control activity and in terms of the temporal constancy of the performance of the functions of the SB .
- **Honourability:** the members of the supervisory body, given the role they are called to cover, must necessarily present an ethical profile of indisputable value.

4.2 Causes of ineligibility and incompatibility

The following are considered causes of ineligibility:

- the presence of one of the circumstances referred to in article 2382 of the civil code in relation to the single member of the SB ;
- the initiation of investigations against the individual member of the SB for crimes sanctioned by Legislative Decree no. 231/2001;
- a sentence, which has become final, of the single member of the SB, for having committed one of the crimes sanctioned by Legislative Decree no. 231/2001, of the individual member of the SB;

The member of the SB, with the acceptance of the appointment, certifies the non-existence of said reasons for ineligibility. The rules described above will also be applied in the event of the subsequent appointment of a member of the SB to replace another member of the body itself.

In cases in which a conviction has been issued, the Board of Directors , pending the final judgment of the sentence, may order, having consulted the Board of Statutory Auditors, the suspension of the powers of the member of the Supervisory Body.

In order to guarantee greater autonomy and independence to the members of the SB , they must not have family ties with the top management nor must they be linked to the Company by significant economic interests or by any situation that could generate a conflict of interest.

4.3 Appointment, composition and duration of the Supervisory Body

The Supervisory Body is appointed by the Board of Directors, which also determines the remuneration paid to each of the members.

The number and qualification of the members of the SB are decided by the Board of Directors: in the case of Plastitalia the SB is a collegial body.

The Chairman has the task of providing for the completion of all the formalities, such as convocations, definition of the agenda of the meetings. It is possible to envisage the establishment a Secretary of a Supervisory Body to support the coordination of activities and the management of the archive.

The appointment to Supervisory Body must be communicated to each appointed member and formally accepted by them. Subsequently, the BoD communicates to all levels of the organization the appointment and composition of the SB with evidence of the responsibilities, powers and supervisory duties.

The term of office is set by the BoD at the time of appointment and is renewable by resolution of the BoD . In any case, each member remains in office until the appointment of a successor.

4.4 Revocation of assignment

The revocation of the office of member of the SB (even limited to a single member of it) is the exclusive responsibility of the Board of Directors , having heard the opinion of the Board of Statutory Auditors.

Each member of the Supervisory Body cannot be revoked except for just cause.

By way of example and without limitation, just cause for revocation means:

- the loss of the subjective requirements highlighted above;
- the occurrence of one of the reasons for incompatibility highlighted above;
- serious negligence in the performance of the SB 's duties ;

Each member of the SB can withdraw from the office at any time, providing the motivation to the BoD , with at least 30 days' notice.

4.5 Powers and Functions of the Supervisory Body

The Supervisory Body supervises the effective implementation and updating of the Model.

The tasks entrusted to the SB are:

- Verify the adequacy and effectiveness of the Model:
 - verify the suitability of the Model to prevent the occurrence of unlawful conduct, as well as to highlight its possible implementation;
 - verify the effectiveness of the Model, i.e. the correspondence between concrete behaviors and those formally envisaged by the model itself;
 - verify compliance with the principles of conduct and procedures set out in the Model and detect any deviations.
- Taking care of updating the Model:
 - take care of the updating of the model, proposing, if necessary, to the Board of Directors the adaptation of the same, in order to improve its adequacy and effectiveness (in consideration of any regulatory interventions, changes in the organizational structure, violations of the model) .
- Promote communication, information and training on the Model and the Decree:
 - promote and monitor initiatives aimed to promote communication, information and training of the Model among all recipients;
- Responding with the appropriate timeliness, requests for clarification from corporate functions or resources or from the Board of Directors and the Board of Statutory Auditors, if connected or linked to the Model;
- Periodically report to the BoD / Board of Statutory Auditors on the implementation status and operation of the Model.

4.6 Reporting by the Supervisory Body to the corporate bodies and top management

The Supervisory Body must report the results of its activity periodically to the Board of Directors and to the Board of Statutory Auditors.

The SB must feed a line of reporting towards the entire Board of Directors and the Board of Statutory Auditors.

To this end, the SB prepares a summary report on its work and an activity plan for the subsequent reference period at the pre-established deadlines.

The SB can be convened at any time by the top management and by the aforementioned bodies and can, in turn, make a request to do so in order to report on the functioning of the Model or on specific situations relating to the implementation of the Model.

4.7 Information flows from and to the Supervisory Body

The information flows from and to the SB , moreover envisaged by art. 6 of Legislative Decree n.231/2001 which expressly speaks of "disclosure obligations", are one of the tools available to the SB to supervise the efficacy and effectiveness of the Model.

Information flows can be of different types:

- event flows: which occur upon the occurrence of a certain event or situation to be reported to the SB ;
- periodic flows: defined on a periodic basis and agreed with the corporate functions;

The Company shall set up a specific OdV e-mail address to facilitate the transmission of information Flows.

4.9 Confidentiality

The SB has the obligation not to divulge the news and information acquired in the exercise of its duties, ensuring absolute confidentiality and refraining from using the information for purposes other than those inherent in its role as Supervisory Body.

All the information that comes into the possession of the SB is treated in compliance with current legislation on privacy (Legislative Decree no. 196/2003 and subsequent amendments and European Regulation no. 679/2016).

5. REGULATIONS ON WHISTLEBLOWING

From 15 July 2023, the provisions of Legislative Decree no. 24 of 10 March 2023, which implemented the Directive of the European Parliament and of the Council, no. 1937 of 23 October 2019, concerning the protection of persons reporting violations of Union law and containing provisions concerning the protection of persons reporting violations of national regulatory provisions, which led to an important change in the institution of whistleblowing for companies that adopt the Organizational Models pursuant to Legislative Decree 231/001, will come into effect.

Legislative Decree 24/2023 has in fact repealed Article 6, paragraphs 2-ter and 2-quater, of Legislative Decree 8 June 2001, no. 231 and amends Article 6, paragraph 2.bis, replaced by the following: “The Models referred to in paragraph 1, letter a) provide, pursuant to the legislative decree implementing EU Directive 2019/1937 of the European Parliament and of the Council of 23 October 2019, the internal reporting channels, the prohibition of retaliation and the disciplinary system, adopted pursuant to paragraph 2, letter e).”

The Company, in line with the reference best practices, has identified a specific external entity capable of receiving and managing the reports. The Company has also prepared a specific procedure, attached to the Model, made known to all interested parties, both internal and external to the Company.

Reports must be detailed and may concern, by way of example and not limited to:

- any violation, even potential, of the Code of Ethics and the Model or of internal regulations, procedures or other company provisions;
- actions or omissions, committed or attempted, that may cause harm to employees who carry out their activities at the Company;

- news relating to proceedings or investigations into alleged crimes pursuant to Legislative Decree 231/01 and the results of internal investigations from which violations of the Model have emerged;
- information from any source, concerning the possible commission of crimes or in any case violations of the Model;
- other violations of national or EU regulatory provisions that harm the public interest or the integrity of the Company of which the reporting person has become aware in the work context pursuant to Legislative Decree 24/23.

Reports must contain the following elements:

- a clear and complete description of the facts;
- if known, the circumstances of time and place in which the facts were committed;
- personal details that allow the identification of the person(s) who committed the reported facts;
- indications of any other persons who can report on the facts being reported;
- any other information that can provide useful feedback or any documents that can confirm the existence of the reported facts.

The Company guarantees the confidentiality of the identity of the whistleblower. The whistleblowers are also protected against any form of discrimination, penalization or retaliation for reasons connected, directly or indirectly, to the report. At the same time, the protection of the reported person is guaranteed.

It is the duty of the aforementioned person to proceed with the necessary investigations in the shortest possible time and, if necessary, to proceed with further checks, in accordance with the procedure adopted by the Company.

Where the investigations carried out reveal situations of serious violations of the Model and/or the Code of Ethics or the person responsible for managing the reports has developed a well-founded suspicion of the commission of a relevant crime pursuant to Legislative Decree 231/01, the same proceeds without

delay to communicate the report to the Supervisory Body and its assessments to the Board of Directors and the Board of Statutory Auditors.

Furthermore, all information is processed in accordance with the legislation in force on privacy (Legislative Decree no. 196/2003 and subsequent amendments and European Regulation no. 679/2016).