

## ROMARS SRL

Head Office in ROME, Via Urbino,31, 00182- ROMA Numero REA- RM-1618391, P.IVA e C.F.15852311008

### ORGANISATION, MANAGEMENT AND CONTROL MODEL

in accordance with Legislative Decree No. 231 of 8 June 2001 on "Administrative Liability of Companies"

#### GENERAL PART

*This Organisation, Management and Control Model (MOGC or Model) of ROMARS S.R.L. has been drafted in compliance with Articles 6 and 7 of Legislative Decree 8.06.2001 no. 231.*

*The adoption of the Model was first approved by the Company's Board of Directors with a deliberation on the 3rd February 2025 and is implemented through its progressive implementation by the same Board of Directors and the Supervisory Board.*

*The Model constitutes the management reference for the purpose of preventing the criminal offences provided in the aforementioned Legislative Decree no. 231/2001.*

#### **Adoption on 03/02/2025**

Version	Reason for changes	Date
1.0	First adoption of the Organisational Model by the Board of Directors.	03/02/2025

Attachments:

**Attachment A** – Catalogue of Predicate Offenses

**Attachment B** – Sanctions System

**Attachment C** – Statute of the Supervisory Body

#### DEFINITIONS

Areas at risk	The areas of activity of ROMARS S.R.L in the scope of which it appears to be looming, in more concrete terms, the risk of commission of any of the so-called Presumed Offenses provided for by Legislative Decree No. 231/2001.
Board of Directors or Administrative Body	The Board of Directors of ROMARS S.R.L. and its members.
CCNL	National Collective Labor Agreement applied by ROMARS S.R.L
Code of Ethics	The Code of Ethics ROMARS S.R.L expresses the ethical-behavioural principles that inspire the crime prevention system. For the purposes of this Organisation, Management and Control Model, any reference to the Code of Ethics is intended to be limited exclusively to those rules of conduct and behaviour provided for therein, the non-observance of which may lead (or is instrumental) to the commission of any of the so-called Supposed Crimes.
Company	This refers to ROMARS S.R.L with registered office in ROME, Via Urbino,31, 00182- Rome, registered with the Chamber of Commerce of Rome.
Consultants	Persons acting in the name and/or on behalf of ROMARS S.R.L. by virtue of a specific mandate or any other contractual relationship of professional collaboration.

Contributors	Any person having with ROMARS S.R.L. collaboration relationships - also with powers but without subordination - agency, representation and/or other professional relationships not of subordinate nature.
CSWA	The Consolidated Safety at Work Act, referred to by the Legislative Decree no. 81 of 9.04.2008 and subsequent amendments and additions.
Decree or D. No. 231/2001 or Decree 231	Legislative Decree No. 231 of 8.06.2001, as subsequently amended and supplemented.
Employees	All individuals who have a subordinate or parasubordinate working relationship with ROMARS S.R.L. including Executives.
Entity	In accordance with the Legislative Decree No. 231/2001, the legal person is liable under the Decree.
General Part	The section of the Model containing, among other things, a description of the functions of the Model and the Supervisory Body, as well as a description of the organisation and corporate structure of ROMARS S.R.L.
Guidelines	The ' <i>Guidelines for the construction of organisational, management and control models in accordance with the Legislative Decree 231/2001</i> ' prepared by Confindustria and last updated in June 2021.
Internal Control System	The set of procedures, processes and application practices adopted by ROMARS S.R.L and aimed at governing and controlling all company activities.
Model or Organisational Model or MOGC	The Organisation, Management and Control Model adopted by ROMARS S.r.l. in accordance with Articles 6 and 7 of Decree 231. The Model consists as a whole of the General Section, Special Section and Annexes.
Partner	Any contractual counterparty (including customers) with whom ROMARS S.R.L. has established a contractually regulated relationship.
Person in charge of public service	According to Article 358 of the penal code, a person who, in any capacity, performs a public service.
Presumed Offences or Crimes	The types of offences to which the provisions of Decree 231 apply. The Organisational Model of ROMARS S.R.L includes the list of the predicate offences provided for by the Decree, updated to the date of publication of the Model.
Suppliers	Suppliers of goods or services of ROMARS S.R.L. that do not fall under the definition of Partner.
Public Administration or P.A.	The set of public bodies and entities (State, Ministries, Regions, Provinces, Municipalities, Universities, Agencies, etc.) and sometimes bodies governed by public law (concessionaires, contracting authorities, joint-stock companies, etc.) and all other figures that perform a public function in some way in the interest of the community and thus in the public interest.
Public Official	In accordance with the Article 357 of the penal code, whoever exercises a legislative, judicial, administrative or controlling public function.

Recipients	All those persons required to comply with the provisions of this Model pursuant to Decree 231, such as - by way of example but not limited to - the Corporate Bodies, Directors, Employees, Consultants, Agents, Collaborators and Partners, as well as all those who work on behalf of the Company and who - directly or indirectly, permanently or temporarily - establish, for any reason whatsoever, including de facto, relations or relations of negotiation or collaboration with it, operating in the interest of the Company.
ROMARS S.R.L.	ROMARS S.R.L with registered office in ROME, Via Urbino,31, 00182- Rome, registered with the Chamber of Commerce of Rome.
Senior Individuals	The individuals with autonomous power to make decisions in the name and on behalf of ROMARS S.R.L., albeit in the exercise and within the limits set by their respective delegated powers. In accordance with Article 5, paragraph 1 letter a) of the Decree 231, these are those who hold representative, administrative or management positions in the Company or in one of its organisational units with financial and functional autonomy, as well as those who exercise, even de facto, the management and control of the same.
Social Bodies	The Board of Directors and its members.
Special Part or Special Parts	The sections of the Model expressly dedicated to the so-called Supposed Crimes identified as relevant to the activity of ROMARS S.R.L., in which are described the specificities of the Crimes themselves, the Offence Risk Areas and Activities, the main features of the control and prevention system of the same, adopted by the Company, as well as the control and monitoring activities implemented by the S.b. of ROMARS S.R.L.
Subjects under the Management	The individuals subject to the management and supervision of the Senior Individuals, as identified in Articles 5(1)(b) and 7 of Decree 231.
Supervisory Body or S.b.	The Body provided for by art. 6 of Legislative Decree no. 231/2001 is in charge of supervising the operation of and compliance with the Model in ROMARS S.R.L., as well as its updates.
Violation	The implementation of actions or behaviours that do not comply with the law and the prescriptions contained in the Model itself and in the relevant Protocols, leading to the commission of one of the offences provided for by the Legislative Decree no. 231/2001; as well as the omission of actions or behaviours prescribed in the Model and in the relevant Protocols, or required by the law, exposing ROMARS S.R.L. even to a situation of mere risk of commission of one of the offences provided for by the Legislative Decree no. 231/2001.
Workplace Health and Safety Management System ('WHSMS')	The set of rules, procedures and organisational tools developed and adopted pursuant to Legislative Decree No. 81/2008 and aimed at defining and implementing a company health and safety policy suitable - pursuant to Article 6(1)(a) of Decree No. 231 - to prevent the offences referred to in Articles 589 and 590(3) of the Criminal Code committed in violation of the rules on accident prevention and on the protection of health and safety at work.

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# 1 LEGISLATIVE DECREE 8.06.2001 NO. 231 AND THE ADMINISTRATIVE LIABILITY OF LEGAL PERSONS, COMPANIES AND ASSOCIATIONS, INCLUDING THOSE WITHOUT LEGAL PERSONALITY

## 1.1 The administrative liability of legal entities

Legislative Decree 8.06.2001 no. 231 - enacted in implementation of Delegated Law 29.09.2000 no. 300 - introduced for the first time in Italy the '*Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality*', thereby definitively revolutionising the traditional principle according to which *societas delinquere non potest*, a novelty due to a broad legislative process of adapting national legislation to certain fundamental international conventions previously signed by our country. The reference is, in particular, to the Brussels Convention of 26.07.1995 on the 'protection of the financial interests of the European Communities', the Brussels Convention of 26.05.1997 on the 'fight against corruption involving officials of the European Communities or officials of the Member States of the European Union' and the OECD Convention of 17.12.1997 on the 'fight against bribery of foreign public officials in international economic transactions'.

The Decree (with all its subsequent amendments and additions), in fact, establishes and regulates a system of liability of legal persons - formally defined as administrative, but substantially criminal - which is in addition to the liability of the natural person who is the material author of one of the so-called Predicate Offences and which aims to involve the Entities and their assets in the punishment of the same.

The basis of such a form of liability lies in the concept of 'organisational fault', in the sense that the Entity is held liable for the offence if and to the extent that it has failed to equip itself with an internal organisation capable of effectively preventing the commission of the offence (or, in any case, of appreciably reducing such a possibility), or if it has omitted to equip itself with a control system and adequate operating procedures for the performance of the corporate activities at greater risk of the commission of any of the aforesaid Offences provided for in Decree 231, it is precisely in this absence that the Entity may be held liable for the criminal offence.

This new type of liability, however, exists only under certain conditions:

- (a) only in relation to offences for which such a charging regime is expressly provided for in Decree 231 and only if
- (b) these offences were committed by specific categories of individuals,
- (c) in the interest or to the advantage of the Company.

## 1.2 So-called Predicate Offences

It should be pointed out from the outset that Legislative Decree no. 231/2001 does not introduce new offences with respect to those already existing and provided for by law for natural persons, but extends liability - for the hypotheses exhaustively indicated (so-called Presupposed Offences) and in accordance with the rules laid down therein - also to the Entities to which natural persons are functionally referable.

Decree 231 expressly identifies the offences (crimes and misdemeanours) that may give rise to the liability of the Company if they are committed in its interest or to its advantage by one of the persons indicated in Article 5.

The list is constantly updated and expanded by the Legislator. It is therefore necessary to constantly verify the adequacy of the system of rules that constitutes the Model, with respect to the possible introduction into the corpus of the Decree of further offences from the commission of which the liability of the Entity may abstractly derive.

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Annex A of this Model sets out, in detail, all the offences covered by the legislation, broken down by category.

### **1.3 Individuals subject to the regulation of the Decree**

The individuals to whose criminal action Decree 231 associates the occurrence of liability on the part of the Entity must be linked to the Company by a functional relationship of dependence and/or by a contractual relationship arising from an assignment received from the Company itself.

In particular, Article 5 of Legislative Decree No. 231/2001 identifies:

- in subsection 1, a) the so-called Senior Persons, i.e. those 'who hold functions of representation, administration or management of the Entity or of one of its organisational units with functional financial autonomy' and
- in subsection 1, b) all other persons subject to the direction or supervision of one of the aforementioned Senior Individuals.

With reference to those *'who hold functions of representation, administration or management of the Entity'*, the legislator has also given specific importance to *'de facto'* situations, i.e. those situations in which the powers necessary to act autonomously do not derive from the role held within the organisational structure or from the official documents of the Company (e.g. delegations or powers of attorney), or are not immediately deducible from them.

In any case, given that the Entity's liability is in addition to (and does not replace) that of the material author of the alleged offence and is entirely independent of it, the Entity may be called to answer for the offence even if the author of the alleged offence has not been identified or cannot be charged, and also in the event that the offence is extinguished for a reason other than amnesty (see Article 8 of Legislative Decree no. 231/2001).

### **1.4 Interest and advantage**

Finally, in order for the Entity's administrative liability to be triggered, it is necessary for the so-called Supposed Offence to have been committed in the interest or to the advantage of the Entity.

"Interest" refers to the purpose of the offence, which must have been carried out for the purpose of bringing a benefit to the Company, irrespective, however, of the actual achievement of that benefit. The concept of "advantage", on the other hand, necessarily requires the attainment of some benefit by the Entity, regardless of the purpose pursued by the offender.

The two requirements are certainly cumulative, but the existence of only one of them is sufficient to delineate the 231 liability of the Entity.

It is important, however, to emphasise that - pursuant to Article 5(2) of Decree 231 - the company is not liable for the so-called predicate offence if the persons indicated in section 1 have acted solely in their own interest or in the interest of third parties. If, however, an interest of the Entity - however partial or marginal - is nevertheless discernible, then the offence is also committed, even if no concrete advantage accrues to the Entity (which may at most benefit from a reduction in the fine).

Lastly, it should be noted that with regard to negligent offences (murder and injury) committed in breach of accident prevention legislation - in order not to empty of content the regulatory provision that has included them among those abstractly capable of giving rise to a liability of the Entity (see Article 25 septies of the Decree) - the interest and advantage must necessarily be assessed with regard to the entire offence and not with regard to the event, given that the death or injury of the worker is unlikely to be the cause of the offence. 25 septies of the Decree) - the interest and advantage must necessarily be assessed

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with regard to the entire offence and not with regard to the event, given that the death or injury of the worker can hardly express the interest of the Entity or translate into an advantage for it. On the contrary, if one refers to the conduct in disregard of the precautionary rules, it then seems clear that the interest or advantage of the Company could well be seen in the saving of safety costs, in the increase in the speed of execution of certain services, or in the increase in productivity resulting from the omission of the necessary accident prevention measures<sup>5</sup>.

## **2 THE SANCTIONS AGAINST THE ENTITY PROVIDED FOR IN THE DECREE**

The sanctions provided for in Decree 231 for administrative offences are as follows:

- (i) financial penalty,
- (ii) prohibitory sanctions,
- (iii) confiscation and
- (iv) publication of the judgment.

### **2.1 The financial penalty**

The pecuniary sanction is governed by Articles 10 et seq. of the Decree, applies in all cases where the Entity's liability is recognised and is quantified by the Judge on the basis of a system of "quotas".

For each offence, in fact, the Decree determines in abstract a minimum and maximum number of quotas - not less than one hundred, but not more than one thousand - the amount of which may range from a minimum of Euro 258.23 to a maximum of Euro 1,549.37. On the basis of these coordinates, the Judge, having ascertained the liability of the Entity, determines the pecuniary sanction applicable in the specific case, establishing the number of quotas - based on the seriousness of the offence, the degree of liability of the Entity and the activity carried out to eliminate or mitigate the consequences of the offence and to prevent the commission of further offences - as well as their amount, *«on the basis of the economic and asset conditions of the entity in order to ensure the effectiveness of the sanction»* (Articles 10 and 11(2) of Legislative Decree No. 231/01).

As stated in Section 5.1 of the Report to the Decree, *«As to the manner of ascertaining the economic and asset conditions of the entity, the court may make use of the balance sheets or other records that are in any event capable of illustrating such conditions. In certain cases, the evidence may also be obtained by taking into consideration the size of the entity and its position on the market. (...) The judge will not be able to do without entering, with the aid of consultants, into the reality of the company, where he will also be able to draw information relating to the state of economic, financial and patrimonial solidity of the entity»*.

Article 12 of Legislative Decree No. 231/2001 also provides for a number of cases in which the financial penalty is reduced.

### **2.2 Disqualification sanctions**

The prohibitory sanctions provided for in the Decree apply only in relation to the most serious offences, for the identification of which please refer to the Decree itself.

Specifically, the prohibitory sanctions are:

- disqualification from carrying out business activities;
- suspension or revocation of authorisations, licences or concessions instrumental to the commission of the offence;

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- a prohibition on contracting with the Public Administration, except to obtain the performance of a public service;
  - the exclusion from benefits, financing, contributions and subsidies and/or the revocation of those already granted;
  - a ban on advertising goods or services.

For prohibitory sanctions to be imposed, at least one of the conditions set out in Article 13 of the Decree must also be met:

- a) *“the entity has derived a significant profit from the offence and the offence was committed by persons in a senior position or by persons subject to the direction of others when, in this case, the commission of the offence was determined or facilitated by serious organisational deficiencies”* or
- b) *“in the event of repeated offences”*.

In any case, prohibitory sanctions shall not be applied when the offence was committed in the predominant interest of the perpetrator or of third parties and the Entity obtained little or no advantage from it, or when the financial damage caused is of particular tenuousness.

The application of prohibitory sanctions is also excluded if the Entity has carried out the remedial conduct provided for in Article 17 of the Decree and, more specifically, when the following conditions are met:

- a) *“the entity has fully compensated the damage and eliminated the harmful or dangerous consequences of the offence or has in any case effectively done so”*;
- b) *“the entity has eliminated the organisational deficiencies that led to the offence through the adoption and implementation of organisational models capable of preventing offences of the kind committed”*;
- c) *“the entity has made available the profit obtained for the purposes of confiscation”*.

Disqualification sanctions have a duration of no less than three months and no more than two years, and the choice of the measure to be applied and its duration is made by the Judge on the basis of the criteria previously indicated for the commensuration of the pecuniary sanction, ‘taking into account the suitability of the individual sanctions to prevent offences of the type committed’ (Article 14 of the Decree).

However, the legislature has taken care to specify that the activity ban is of a residual nature in relation to the other prohibitory sanctions.

Lastly, it should be noted that, pursuant to Article 45, where there are serious indications that the Entity is liable for an administrative offence resulting from a criminal offence and there are well-founded and specific elements suggesting that there is a concrete danger that offences of the same nature as the offence in question may be committed, the Judge, at the request of the Public Prosecutor, may issue an order for the precautionary application of one of the above-mentioned prohibitory sanctions.

### **2.3 Confiscation**

According to Article 19 of the Decree, the conviction shall always order the confiscation, also for equivalent value, of the price (money or other economic benefit given or promised to induce or determine another person to commit the offence) or profit (any immediate economic benefit derived) of the offence, except for the part that can be returned to the injured party and without prejudice to the rights acquired by third parties in good faith. The judge may also order:

- the preventive seizure of the things allowed to be confiscated, in accordance with Article 53 of the Decree,
- the precautionary seizure of the movable and immovable property of the Entity where there is a well-founded reason to believe that the guarantees for the payment of the pecuniary penalty, the

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costs of the proceedings or other sums due to the State Treasury are lacking or are dispersed, as provided for in Article 54 of the Decree.

#### **2.4 The publication of the conviction**

The publication of the conviction in one or more newspapers, in excerpt or in full, may be ordered by the Judge together with the posting in the municipality where the Entity has its head office, when a disqualification sanction is applied. Publication is carried out by the clerk of the competent Judge and at the expense of the Entity.

#### **2.5 Penalties for attempted offences**

The scope of application of the system of penalties laid down in Legislative Decree no. 231/2001 also applies in the event that the commission of the so-called Supposed Offence remains at the level of attempt (Article 26 of the Decree), i.e. when the agent performs acts suitable and unequivocally directed to commit the offence, but the action is not carried out or the event does not occur owing to facts beyond his control (Article 56 of the Criminal Code).

In this case, the pecuniary and disqualification penalties are reduced by between one third and one half. Furthermore, the Entity is not liable for the offence when it voluntarily prevents the performance of the action or the realisation of the event.

#### **2.6 Extraordinary transactions**

The system of penalties laid down by Legislative Decree No. 231/2001 also applies in the event of extraordinary operations, such as the transformation, merger, demerger, transfer or contribution of a company or business branch, on the basis of the rule of inherent and permanent nature of any disqualification sanction with the branch of activity in the context of which the offence was committed.

With regard to the financial penalty, in the event of extraordinary operations such as demergers, transfers and transfers of business branches, the entities benefiting from the (total or partial) demerger, the transferee and the transferee are jointly and severally liable to pay the penalty to the extent of the actual value of the demerged net assets or of the transferred/transferred business, except in the case of the demerger of a business branch where the offence was committed, which determines the exclusive liability of the specific demerged business branch.

For other cases of extraordinary operations, such as transformations and mergers (proper and by incorporation), the patrimonial liability remains with the body resulting (or incorporating) from the extraordinary operation.

### **3 CONDUCT EXEMPTING ADMINISTRATIVE LIABILITY**

#### **3.1 Organisation, Management and Control Models**

Articles 6 and 7 of Legislative Decree No. 231/2001 provide for specific forms of exoneration of the Entity's liability, depending on whether the offences committed in its interest or to its advantage were committed by the so-called Senior Persons or by persons subject to their direction/supervision.

In particular, if the offence has been committed by one of the Apical Subjects - that is, by those who hold, even if only de facto, functions of representation, administration or management of the Entity or of one of its organisational units with financial and functional autonomy - the Entity shall not be liable for the offence if it proves that:

- a) the Management Body has adopted and effectively implemented, prior to the commission of the offence, an Organisation, Management and Control Model (hereinafter also

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referred to as the Model) capable of preventing offences of the same kind as the one actually committed;

- b) the task of supervising the operation of and compliance with the Model, as well as proposing its updating, has been entrusted to a 'body' (the so-called Supervisory Board or S.b.) with autonomous powers of initiative and control;
- c) the individuals who committed the offence acted by fraudulently circumventing the Model;
- d) there has been no omission or insufficient supervision by the Supervisory Board of the Entity.

If, on the other hand, the offence was committed by one of the persons subject to the supervision or control of others, the Entity will be held liable if the commission of the offence was made possible by the failure to comply with the aforementioned obligations. These, however, are presumed to have been fulfilled if the Entity, before the offence was committed, adopted and effectively implemented a Model capable of preventing offences of the kind committed.

This means - as a first approximation - that the Entity's liability is presumed if the alleged offence was committed by a person in a senior or responsible position within the Company (who shall then bear the burden of proving that he/she was not involved in the offence, by proving that the conduct of the Key Person was completely unrelated to the corporate policies).

On the contrary, if the alleged offence has been committed by a person who does not hold top management positions, the onus will be on the Public Prosecutor to prove the existence (within the Entity's organisational and/or supervisory system) of deficiencies that may have facilitated the commission of the offence and which may therefore justify the assertion of joint liability with respect to the Entity itself.

The adoption of the Model is optional and not compulsory; its absence is not in itself subject to any sanction, but - as mentioned - exposes the Entity to the sanctioning consequences provided for by Decree 231 for the so-called administrative liability arising from offences committed in its interest or to its advantage by Senior or Subordinate Persons.

The possibility for the Entity to be exempt from any charges is not, however, dependent on the mere adoption of the Model. In fact, the Model is not to be understood as a static instrument, but must be considered, on the contrary, as a dynamic apparatus that allows the Entity - through its correct and targeted implementation over time - to eliminate any shortcomings that, at the time of its adoption, it was not possible to identify.

In fact, according to to this, with specific reference to the characteristics that the Model must have in order to perform its typical function, the Decree expressly provides that it must meet the following requirements:

- a) identification of activities within the scope of which there is a possibility of offences being committed;
- b) provision of specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the offences to be prevented;
- c) identification of the methods of managing financial resources suitable to prevent the commission of such offences;
- d) provision of information obligations to the internal Supervisory Body, responsible for monitoring the effectiveness and actual compliance with the Model;
- e) introduction of an appropriate disciplinary system to sanction non-compliance with the measures

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indicated in the Model;

- f) provision - with reference to the size, structures and activities of the Entity - of appropriate procedures to ensure the performance of activities in compliance with the law and to detect and eliminate risk situations in a timely manner;
- g) provision for periodic audits, as well as the amendment of the Model, if significant violations of the prescriptions therein are discovered, or when changes occur in the organisation or activity of the Entity;
- h) provide for two or more channels, of which at least one is computerised, enabling the Addressees to submit, for the protection of the entity's integrity, detailed reports of unlawful conduct or violations of the Model of which they have become aware by reason of their duties. These channels must guarantee the confidentiality of the identity of the reporter in the management of the report.

The Model, in other words, must be:

- effective, i.e. effectively able to put in place decision-making and control mechanisms to eliminate - or at least significantly reduce - the risks of commission of the Offences;
- specific, i.e., constructed on the basis of and in function of the characteristics of the Entity, its size, the type of activity carried out and its areas of risk, as well as its history;
- current, i.e., constantly updated, adapted and amended whenever possible violations are identified or significant changes occur in the Entity's activity or organisational structure or in the regulatory framework.

### **3.2 The Confindustria Guidelines**

According to the indications provided by the delegated legislator, Models can be adopted on the basis of codes of conduct drawn up by representative trade associations.

The preparation of this Model is inspired by the Confindustria Guidelines, which indicate a path for its elaboration that can be schematised according to the following points:

- identification of risk areas, aimed at verifying in which company areas/sectors offences may be committed;
- establishment of a control system capable of reducing risks through the adoption of appropriate protocols.

This is supported by the coordinated set of organisational structures, activities and operational rules applied - on the instructions of top management - by the management and staff of the company, aimed at providing reasonable certainty as to the achievement of the purposes of a good internal control system.

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

- preparation of a code of ethics setting out general lines of conduct;
- definition of an organisational system to ensure a clear and organic allocation of tasks as well as to verify the correctness of behaviour;
- identification and documentation of potential risks and adoption of relevant tools to mitigate them;
- adoption of manual and computerised procedures;
- articulation of a system of authorisation and signature powers, consistent with the responsibilities assigned and aimed at ensuring a clear and transparent representation of the corporate decision-

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making and implementation process;

- articulation of an adequate control and management system;
- articulation of an adequate control and management system;
- application of disciplinary sanctions in the event of conduct in breach of the rules of conduct established by the Company.

The control system must also be informed by the following principles:

- verifiability, documentability, consistency and congruence of each operation;
- separation of functions (no one can independently manage all stages of a process);
- documentation of controls;
- introduction of an adequate system of sanctions for violations of the rules and procedures laid down in the model;
- identification of a Supervisory Board whose main requirements are:
  - (i) autonomy and independence;
  - (ii) professionalism;
  - (iii) continuity of action;
  - (iv) honourability.
- obligation on the part of the corporate functions, and in particular those identified as being most 'at risk of offence', to provide information to the Supervisory Board, both on a structured basis (periodic reporting in implementation of the Model), and to report anomalies or atypicalities found within the information available.

### **3.2.1 The concept of acceptable risk**

In preparing a Model, the concept of 'acceptable risk' cannot be overlooked. In fact, for the purposes of compliance with the provisions introduced by Legislative Decree No. 231/2001, it is essential to establish a threshold that makes it possible to limit the quantity and quality of the prevention tools that must be adopted in order to prevent the commission of the offence.

With specific reference to the sanction mechanism introduced by the Decree, the threshold of acceptability is represented by the effective implementation of an adequate preventive system that is such that it cannot be circumvented unless intentionally. In other words, in order to exclude the Entity's administrative liability, the persons having committed the offence must have acted by fraudulently circumventing the Model and the controls adopted by the Company.

Notwithstanding the above, and taking into account what is set forth in the Confindustria Guidelines, the assessment of the nature of acceptable risk must also be based on the comparative analysis of costs and relative benefits.

## **4 THE SUPERVISORY BOARD**

### **4.1 Composition and characteristics of the Supervisory Board**

In order to concretely implement the Model, the task of supervising its operation and compliance, as well as that of ensuring that it is updated, must be entrusted to a «body of the entity endowed with

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autonomous powers of initiative and control».

Decree 231, however, says nothing about the necessary composition of this Supervisory Board (O.d.V.), so that any decision in this regard is left to the discretion of the individual Entities that intend to comply with the provisions of the Decree.

In any case, as a general rule, according to the provisions of the Decree (Articles 6 and 7) and the indications contained in the accompanying Report, the characteristics of the Supervisory Board, such as to ensure effective and efficient implementation of the Model, must be:

- a) **Autonomy and independence.** It is necessary that the Supervisory Board is not directly involved in the management activities that constitute the object of its control activity and, therefore, is not subject to any conditioning or interference by the Management Body. For the purposes of independence, it is also indispensable that the Supervisory Board is not assigned operational tasks that would compromise its objectivity of judgement with reference to checks on the conduct and effectiveness of the Model.
- b) **Professionalism.** The Supervisory Board must possess technical and professional skills appropriate to the functions it is called upon to perform. These characteristics, together with independence, guarantee objectivity of assessment.
- c) **Continuity of action.** The S.b. must continuously perform the activities necessary for the supervision of the Model with adequate commitment and with the necessary powers of investigation, and be a structure referable to the Company so as to guarantee due continuity in the supervisory activity.
- d) **Honourability.** The members of the Supervisory Board must meet the following requirements:
  - not being in a state of temporary disqualification or suspension from the executive offices of legal persons and companies;
  - not being in one of the conditions of ineligibility or disqualification provided for in Article 2382 of the Civil Code.;
  - not having been subjected to preventive measures;
  - has not been convicted (even if the sentence has been conditionally suspended and without prejudice to the effects of rehabilitation) of any of the offences envisaged by Royal Decree no. 267 of 16 March 1942 (Bankruptcy Law); of any of the offences envisaged by Title XI of Book V of the Civil Code ('Criminal provisions concerning companies and consortia'); of any offence against the Public Administration, public faith, property or the public economy.

#### **4.2 Functions, tasks and powers of the Supervisory Board**

In accordance with the provisions of the Decree and the Confindustria Guidelines, the S.B. has, by way of example and not limitation, the task of:

- a) supervise the effective application of the Model;
- b) verify the effectiveness of the Model, i.e. its suitability to prevent the commission of one of the offences indicated in the Special Sections;
- c) identifying and proposing to the Administrative Body updates and amendments to the Model in relation to changing legislation and/or changing company needs or conditions;
- d) verify that the update and modification proposals formulated by the Administrative Body have been effectively implemented in the Model.

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Within the scope of the functions described above, the Supervisory Board is entrusted with the following tasks:

- a) periodically check the map of the Offence Risk Areas and the adequacy of the control points in order to propose changes in relation to changes in the activity and/or the company structure. For this purpose, the Recipients of the Model, as better described in the special parts of the same, must report to the Supervisory Body any situation that may expose ROMARS S.R.L. to the risk of offence. All communications must be in writing and transmitted to the specific e-mail address activated by the S.B.;
- b) periodically carry out, on the basis of the pre-established S.B. activity plan, targeted audits and inspections of specific operations or acts carried out within the Offence Risk Areas;
- c) collecting, processing and storing information (including the reports referred to in the following paragraph) relevant to compliance with the Model, as well as updating the list of information that must be compulsorily transmitted to the S.B. itself.;
- d) conduct internal investigations to ascertain alleged violations of the provisions of this Model brought to the attention of the S.B. by specific reports or arising in the course of its supervisory activities;
- e) verify that the elements provided for in the Model for the different types of offences (standard clauses, procedures and related controls, system of delegated powers, etc.) are effectively adopted and implemented and meet the requirements of compliance with the Decree, failing which it will propose corrective actions and updates;
- f) provide periodic reporting to the Administrative Body or, in case of necessity and urgency, immediate reporting to the Administrative Body.

In order to perform the above-mentioned functions and tasks, the Supervisory Board is vested with the following powers:

- a) broad and extensive access to the various corporate documents and, in particular, to those concerning relations of a contractual and non-contractual nature established by the Company with third parties;
- b) avail itself of the support and cooperation of the various corporate structures and corporate bodies that may be interested, or otherwise involved, in control activities;
- c) conferring specific consulting and assistance mandates on experts in the matters requested from time to time. For this purpose, the S.B. is granted specific spending powers; these spending powers will be assigned to the S.B. by means of a specific resolution of the Administrative Body.

#### **4.3 Cases of ineligibility and disqualification**

The members of the S.B. are chosen from among persons, internal or external to the Company, qualified and experienced in the field of law and/or internal control systems and/or auditing.

The following constitute grounds for ineligibility and/or disqualification of the members of the Supervisory Board:

- a) lack of one of the requirements of good repute set out in paragraph 6.1;
- b) disqualification, incapacitation, bankruptcy or, in any event, conviction, which has the force of res judicata, to the penalty of disqualification, even temporary, from public office or the inability to exercise executive office;
- c) the existence of kinship, marriage or affinity relationships up to the fourth degree with members of the Administrative Body.

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If, in the course of their term of office, a cause for disqualification should arise, the members of the Supervisory Board must immediately inform the Administrative Body.

#### **4.4 Term of office and grounds for termination**

The O.d.V. remains in office for the term indicated in the deed of appointment and may be renewed. The modalities for the renewal of the appointment are regulated in a specific contract.

The termination of a member of the S.B. may occur for one of the following reasons:

- a) expiry of assignment;
- b) revocation of the S.B. by the Administrative Body. The revocation can only be ordered for 'just cause' according to Article 2383, paragraph 3 of the Civil Code;
- c) occurrence of one of the grounds for disqualification set out in paragraph 6.3 below.

#### **4.5 Resources of the Supervisory Board**

The Supervisory Board proposes the annual expenditure budget to the Board of Directors for approval.

The budget allocated must be sufficient to guarantee the performance of the activities of control, verification and updating of the Model, including, if necessary, the acquisition of consultancy services. For expenses exceeding the defined budget and for extraordinary expenses, the Body shall, from time to time, request in writing the authorisation of expenditure from the Board of Directors. The Board of Directors undertakes to grant, upon reasoned request of the Supervisory Board, the financial means necessary to best perform its function.

## **5 ROMARS S.R.L**

The Company ROMARS S.R.L. (henceforth also the 'Company' or, more simply, 'ROMARS'), established as a spin-off of the University of Rome Tor Vergata in September 2020, is led by three founders, all expert university professors, with over twenty years of experience in the international field of design, development and validation of state-of-the-art network technologies, interfaces with both private and public entities. The company was established on 21/9/2020 and has its registered office in Rome, via Urbino 31.

The primary goal of ROMARS is to create a dynamic, market-oriented information technology and telecommunications company. The mission is to improve the efficiency of existing systems and define new services and applications through innovative approaches, in response to the growing needs of the ICT market.

ROMARS is an ideal partner for companies looking to innovate their offerings. The company offers products designed and developed in-house, leveraging the expertise gained from the fusion of frontier research activities and practical experience from industrial projects.

ROMARS provides advanced consulting to companies for the development of customised solutions in the field of information and communication technologies. Its focused and market-specific approach makes it a reliable and competent partner in the ever-changing landscape of digital technologies.

ROMARS develops and proposes advanced, research-based solutions in line with market dynamics by investing in innovative technologies. Applied research allows the company to be a forerunner and offers a solid and innovative basis for the launch of new services and applications in the telecommunications sector. The company coordinates and supports both project management and technical management through the conception and implementation of proposals for projects at European (ESA and EU), national

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and regional levels, translating scientific knowledge into practical solutions and successfully guiding the implementation of ambitious projects at different levels, from space to local.

## **5.1 Organisational structure and company management**

The company management mechanisms adopted by the Company allow, inter alia, the organisational structure to be compliant with the provisions contained in the Decree and are suitable to supervise the different risk areas as well as to prevent unlawful behaviour. The management mechanisms of the company of ROMARS SRL are based on the fundamental principles of unity of command and strategies, simplification and clarification of the areas of responsibility and control, which are allocated as follows.

The organisational structure and management mechanisms of the company have been defined according to logics aimed at best presiding over certain key factors in the different areas:

- achievement of business objectives;
- compliance with legal regulations;
- monitoring and management of different risk areas.

The Company has opted for a traditional type of administration and control system as provided for in Articles 2380 et seq. of the Civil Code and, therefore, a Board of Directors has been appointed.

### **5.1.1 Members' Assembly**

The members' assembly is governed by the provisions of the Civil Code supplemented by the Articles of Association.

### **5.1.2 Board of Directors**

The Board of Directors is entrusted with the management of the Company, and carries out the operations necessary for the implementation of the corporate purpose.

In accordance with the Articles of Association, the Board of Directors may appoint one or more Managing Directors and determine their powers and remuneration.

The Board of Directors may grant operating powers for the operational management of the Company.

### **5.1.3 Legality and accountant**

As at the date of adoption of the Organisational Model, ROMARS SRL does not exceed the legal limits for the control of legality and legal control of accounts.

## **5.2 Organisational Structure of ROMARS SRL**

At the date of adoption of the Organisational Model, the company has 9 employees and 3 directors.

At the head of the organisation of ROMARS SRL is the Board of Directors to which the various functions report.

In order to make the roles and responsibilities within the decision-making process immediately clear ROMARS SRL has adopted a concise organisational chart in which the entire organisational structure is schematically outlined, specifying:

- the areas into which the company's activities are divided;
  - the hierarchical reporting lines within the company;
  - the individuals operating in the respective areas and their organisational role.
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The organisational chart is constantly and punctually updated according to changes in the organisational structure and the summary documents are officially communicated to all personnel concerned.

The organisation chart of ROMARS SRL in force from time to time, to which reference is made for further details, is an integral part of this Model.

The operational, commercial, development and general management functions are managed directly from the Company's Rome office, as are the administration, personnel management, legal and corporate affairs and information systems activities.

Below are the functional responsibilities related to the company's activities:

Personnel Manager
Responsible for Work Safety
Deputy Head of Work Safety
Research and Development Manager
Administrative, financial and contractual manager
Privacy officer
Commercial, marketing and pre-contractual sales manager
Communication manager
Responsible for managing the disciplinary system and sanctions
IT security manager
Technical and production manager

### 5.3 Code of Ethics

An essential element of the preventive control system is represented by the adoption and implementation of ethical principles that are also relevant for the prevention of the offences provided for by the Decree, explicitly set out in the Code of Ethics, adopted by ROMARS SRL that, although distinct and autonomous from the Model, is intended to be referred to by the Model by virtue of the purpose pursued by ROMARS SRL to operate both internally and externally in full compliance with the principles of legality and fairness. The Code of Ethics illustrates the fundamental ethical principles for the Company and the relevant rules of conduct that guarantee their implementation, regulate in concrete terms the behavioural principles to be observed in the performance of the Company's activities in order to ensure the proper functioning, reliability and good reputation of the Company and constitute an effective tool for the prevention of unlawful behaviour by all those who act in the name and on behalf of the Company.

### 5.4 The Internal Control and Risk Management System

The internal control system is the set of rules, procedures and organisational structures aimed at allowing, through an adequate process of identification, measurement, management and monitoring of the main risks, a sound, correct and coherent management of the company in accordance with its objectives.

Responsibilities are defined and duly distributed with the aim of avoiding functional overlaps or operational allocations that concentrate critical activities on a single person.

No significant operation (in qualitative-quantitative terms), within each area, may be originated/activated without authorisation.

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Powers of representation are conferred according to areas of exercise and limits of amount strictly related to the tasks assigned and the organisational structure.

With reference to the risks related to the management of information systems and software product development, it is acknowledged that the internal control system and the procedures adopted provide for:

- a) the use of code review cloud services protected by password access;
- b) internal development server (Intranet) password-protected and accessible only from the internal network or externally via VPN;
- c) network testbeds and simulators installed in the internal development server accessible from the internal network and protected by firewalls;
- d) data control and data security as per internal protocol in compliance with current legislation (GDPR).

Without prejudice to what is regulated in the relevant Sections of the Special Part of the Model, the procedures are set up in compliance with the following control elements:

- **traceability** - for each operation there is an adequate documentary support on which controls can be carried out at any time, attesting to the characteristics and motivations of the operation and identifying who authorised, carried out, recorded and verified the operation;
- **separation of duties** - there is no subjective identity between those who make or implement decisions, those who must give accounting evidence of the operations decided upon, and those who are required to carry out the controls on the same as required by law and by the procedures laid down in the internal control system.

Furthermore:

- no one is granted unlimited powers;
- powers and responsibilities are clearly defined and known within the organisation;
- the powers of authorisation and signature are consistent with the organisational responsibilities assigned and appropriately documented so as to ensure that they can be easily reconstructed ex post if necessary;
- signature and authorisation powers comply with formalised rules for the exercise of internal signature and authorisation powers;
- the filing of documents relating to the activity must be archived and stored, by the competent function, in such a way that they cannot be altered at a later date, except with appropriate evidence.

## 6 THE ORGANISATION, MANAGEMENT AND CONTROL MODEL OF ROMARS SRL

The Company, in order to always guarantee conditions of fairness and transparency from an ethical and regulatory point of view, has deemed it appropriate to adopt an Organisation, Management and Control Model capable of preventing the commission of the offences provided for in Decree 231.

Considering the reference regulatory context in which ROMARS S.R.L operates, as well as the system of controls to which it is subject, in defining this Model the Company has adopted a design approach that

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allows it to use and integrate in the Model itself the rules that currently exist, so as to form, together with the Code of Ethics, an organic body of internal rules and principles aimed at spreading a culture of ethics, fairness and legality.

Such an approach, in fact

- makes the most of the company's existing assets in terms of business practices, policies, rules and internal regulations that guide and govern risk management and the performance of controls;
- makes it possible to quickly integrate the regulatory and methodological framework to be disseminated within the corporate structure (without prejudice to the constant improvement and updating necessary);
- allows all company operating rules, including those relating to 'sensitive areas', to be managed in a unified manner".

### **6.1 Recipients of the Model**

The Model of ROMARS S.R.L. constitutes an awareness-raising tool for all those who work in the name and on behalf of the Company, so that they maintain - in the performance of their activities and in the pursuit of their interests - correct and straightforward behaviour on the basis of defined procedures, in order to prevent the risk of commission of the offences contemplated in the Decree.

The following are addressees (hereinafter referred to as the 'Addressees') of this Model and undertake to comply with its contents:

- those who perform, also de facto, administrative, management or control functions in the Company or in one of its organisational units with financial or functional autonomy;
- those who collaborate with the Company by virtue of a subordinate or para-subordinate, permanent, temporary or interim employment relationship (employees, project collaborators, agents, representatives, etc.);
- those who, although not belonging to the Company, act on its behalf or by mandate (consultants, experts, etc.);
- suppliers, service providers and third parties working with the Company in the so-called 'sensitive' areas of activity";
- external professionals acting in the name and on behalf of the Company in execution of specific professional mandates.

All Recipients of the Model are required to comply with the provisions contained in the Model and its implementation procedures with the utmost diligence.

Contracts regulating relations with third parties (suppliers and consultants), include specific clauses indicating clear responsibilities in the event of non-compliance with the Company's business policies and the principles of the Decree. These clauses also provide for the possibility for the Company to terminate these contractual relationships in the event of violations by third parties of the aforementioned obligations.

In relation to the contracts already in place, a special letter of commitment will be sent with which the counterparties of ROMARS SRL undertake to comply with the above principles.

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## 6.2 The aims of the Model

The Organisational Model of ROMARS S.R.L, on the basis of the identification of the areas of possible risk in the business activity within which the possibility of crimes being committed is considered higher, aims at:

- set up a structured and organic system of procedures and control activities aimed at reducing the risk of offences being committed by identifying sensitive processes and their consequent proceduralisation;
- create, in all those who work with, on behalf of and in the interest of the Company in the areas of activity at risk, the awareness that they may incur - in the event of conduct that does not comply with the provisions of the Organisational Model and other company rules and procedures, as well as with the law - an offence liable to penal and administrative sanctions, which may be imposed not only on themselves, but also on the Company;
- censure all forms of unlawful conduct insofar as they are contrary not only to the provisions of the law, but also to the ethical principles adopted by the Company, through the constant activity of the Supervisory Board on the performance of the Model Addressees with respect to sensitive processes and the imposition of disciplinary or contractual sanctions;
- guarantee to the Company, by means of an action of control of corporate activities in the areas of activity at risk, the concrete and effective possibility of timely intervention to prevent the commission of offences.

The Model also aims to:

- raise awareness and spread at all company levels of the rules of conduct and protocols for planning the formation and implementation of the Company's decisions, in order to manage and consequently avoid the risk of offences being committed;
- identify in advance the areas of activity at risk pertaining to the Company's activities, i.e. the company areas affected by possible cases of offences according to the Decree;
- provide the Supervisory Board with specific tasks and adequate powers in order to effectively supervise the actual implementation and constant functioning of the Model, as well as to assess the maintenance over time of the Model's soundness and functionality requirements;
- correctly record all the Company's operations in the context of the activities identified as being at risk of commission of offences relevant according to the Decree, in order to make it possible to verify the decision-making and authorisation processes and their performance within the Company, so as to ensure their prior identification and traceability in all their relevant components;
- ensure effective compliance with the principle of the separation of corporate functions, and delineate and delimit responsibilities in the formation and implementation of the Company's decisions;
- establish authorisation powers assigned consistently with and in accordance with the organisational and management responsibilities assigned, disclosing the delegations of power, responsibilities and tasks within the Company, ensuring that the acts granting powers, delegations and autonomy are compatible with the principles of preventive control;
- assessing the activities of all persons interacting with the Company, within the areas at risk of offences being committed, as well as the operation of the Model, taking care of its necessary

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periodic updating in a dynamic sense in the event that the analyses and assessments made make it necessary to make corrections and adjustments.

### **6.3 The structure of the Model**

The Organisational Model of ROMARS S.R.L. consists of:

- a General Part that includes a brief examination of the essential components of the Model, including the identification of the categories of offences relevant to the Company, the identification of the recipients of the Model, the main features, functions and powers of the Supervisory Board, the system of sanctions for violations of the provisions contained in the Model, and the Model's training and communication system;
- a series of Special Sections aimed at identifying the activities found to be sensitive to the commission of the alleged offences, as well as the principles and rules of organisation, management and control (general and specific) designed to prevent the risks of commission of the categories of offence concerned.

The 'Catalogue of predicate offences' (Annex A) and the 'Statute of the Supervisory Board' (Annex C) are also an integral part of this document, as are all the provisions, internal measures, deeds and operational procedures that implement this document.

### **6.4 The construction of the Model and its adoption**

The drafting of this Model consisted of the following steps:

- a) identification of predicate offences theoretically relevant to the Company;
- b) Identification of Offence Risk Areas;
- c) conducting interviews with informed persons within the corporate structure, in order to define the organisation and activities carried out by the various corporate functions, as well as the corporate processes in which the activities are articulated and their concrete and effective implementation;
- d) identification, for each area through which the company organisation operates, of the main risk factors, as well as the detection, analysis and assessment of the adequacy of existing company protocols and controls;
- e) progressive adaptation of the internal control system in order to reduce the identified risks to an acceptable level.

The adoption of the Model is delegated by the Decree itself to the competence of the Administrative Body, which is also entrusted with the task of supplementing and updating this Model with additional Special Sections relating to the other types of offences expressly provided for within the scope of Legislative Decree No. 231/2001.

## **7 THE SUPERVISORY BOARD OF ROMARS SRL**

The Board of Directors of ROMARS SRL, having carefully evaluated the provision of Article 14, paragraph 12 of Law 12.11.2011 no. 183, has opted to adopt a single-subject Supervisory Body, composed of an external professional with specific experience in the sector and whose Bylaws are attached to this Model (Annex C).

Said choice responds, among others, to the need to protect the Company through the co-presence of distinct and independent control bodies that guarantee, through specific technical skills and mutual control, the most correct and transparent pursuit of their respective objectives and responsibilities.

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The aforementioned choice represents the best enhancement of the requirement of independence of the Supervisory Board in terms of the distinction between controlling and controlled entities, especially for the effective and efficient prevention of Offences.

#### **7.1 The information obligations of the S.B.**

Two *reporting* lines are assigned to the Supervisory Board of ROMARS S.R.L.:

- a) the first, whenever the need arises, directly and immediately with the Chairman of the B.o.A.;
- b) the second, to the Administrative Body, to which, annually from the date of appointment, it shall submit a written report containing
  - its observations on the effectiveness and efficacy of the Model, with an indication of any additions and/or amendments deemed necessary;
  - any recommendation to update the Model following legislative changes, or as a consequence of any changes in the corporate and organisational structure that have occurred in the meantime;
  - a summary of the findings and corrective/preventive actions to be implemented.

The O.d.V. may be convened at any time by the Board of Directors of ROMARS SRL and its President, or may, in turn, submit a request to that effect to report on the operation of the Model or specific situations.

#### **7.2 Reporting obligations to the Supervisory Body.**

Article 6(2)(d) of Legislative Decree No. 231/2001 expressly refers to specific information obligations on the part of all the Recipients of the Model for the benefit of the S.B., as a means of facilitating the supervisory activity on the effectiveness of the Model itself. The information must reach the S.B. by means of systematic information flows or specific reports of significant facts or situations, and must concern management facts and anomalies encountered in the course of their work.

To this end, all Addressees are required to bring to the attention of the Supervisory Board all informations and reports, of any kind, also from third parties, concerning the implementation of the Model and all the principles of conduct and procedures referred to therein.

The Supervisory Board, in the exercise of its function, always has the power to request data and information from the Addressees concerning the company's activities, the application of and compliance with the rules of conduct and company procedures as contemplated in the Model, and to check any document required for this purpose, both on a sample basis and on a systematic basis. The Addressees shall be required to cooperate with the Supervisory Board and provide any data and information it may request from them.

Failure to comply with the obligation to provide information must be considered a specific disciplinary offence. Therefore, Addressees who do not correctly fulfil their obligation to inform the Supervisory Board in the terms and manner outlined herein may be subject to the application of disciplinary sanctions, where applicable.

The Supervisory Board must also be provided with the following information by the Corporate Bodies and/or departmental heads:

- a) news of organisational changes (including but not limited to changes in the company's organisational chart, revisions of existing procedures or adoption of new procedures or policies, etc.);
- b) updates and changes to the system of delegations and powers;
- c) significant and/or atypical transactions affecting the areas at risk of commission of offences identified in the preparatory analyses for the purposes of adopting the Model;
- d) changes in risk or potentially risk situations;

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- e) a copy of the minutes of the meetings of the Board of Directors;
  - f) a copy of any communications made to the Supervisory Authorities (Competition and Market Authority, Data Protection Authority, etc.);
  - g) copies of periodic environmental and occupational health and safety reports.

Information and reports to the Supervisory Board must be made to the e-mail address reserved for the Board ([odv@romars.tech](mailto:odv@romars.tech)) or, by mail, to the Supervisory Board at the Company's head office, or to the address of Lawyer Maria Grazia Ricci, based at Via Archimede n.72 - Rome, indicating on the envelope the words "PERSONAL AND STRICTLY CONFIDENTIAL".

Notwithstanding the above, reports addressed to the O.d.V. or otherwise brought to its attention will also be examined, provided they are sufficiently precise and circumstantiated.

The electronic mailbox of the Supervisory Board is accessible only to the Board. In this regard, the Supervisory Board is bound by the obligation of confidentiality in relation to the information and reports it should receive in the course of its activity. The Supervisory Board acts in such a way as to guarantee the authors of the information and reports against any form of retaliation, discrimination, penalization or any consequence arising from them, ensuring their confidentiality and anonymity regarding their identity. However, this is without prejudice to legal obligations and the protection of the rights of the Company or persons wrongly accused and/or in bad faith.

ROMARS S.R.L, owner of the processing of personal data in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27.04.2016 (hereinafter also "GDPR") as well as D. Lgs. n. 196/2003, as amended by D. Lgs. n. 101/2108 (hereinafter also "Privacy Code") will process personal data acquired through information flows for purposes related to compliance with the obligations arising from Decree 231 and the Organizational Model. The person in charge of data processing is Prof. Francesco Zampognaro. Data may be processed both in paper form and through the use of electronic tools. Data subjects, as identified in Article 4 no. 1) of the GDPR, may exercise the rights granted to them under Articles 15 - 22 of the GDPR by contacting the data controller by sending a special request via e-mail or by registered mail to the Company's registered office.

## **8 INFORMATION, TRAINING AND UPDATING**

### **8.1 Diffusion of the Model and staff training**

The regime of administrative responsibility provided for by the Decree and the Company's adoption of the Model form a system that must find a coherent and effective response in the operational behavior of personnel.

In this sense, a communication and training activity aimed at fostering the dissemination of what is established by the Decree and the Model adopted in its various components (the prerequisite instruments of the Model, its purposes, its structure and fundamental elements, the system of powers and proxies, the identification of the Supervisory Board, information flows to the latter, etc.) is fundamental. This is so that knowledge of the subject and respect for the rules that derive from it constitute an integral part of the professional culture of each corporate body, corporate representative, employee and internal staff of the Company.

ROMARS S.R.L, aware of the importance of the training and information aspects as a protocol of primary importance, operates in order to ensure that the Recipients of the Model are aware of both the content of the Decree and the obligations deriving from it, and the Model itself.

In fact, it is the Company's objective to ensure, both for its existing and future resources, proper knowledge of the rules of conduct contained therein, with different degrees of depth in relation to the different level of involvement of those resources in sensitive processes. It is with this in mind that the Company-with the effective and concrete support of the O.d.V. and in coordination with the various competent functions-devises a training and communication plan in order to achieve a correct and

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widespread correct knowledge and implementation of the Code of Ethics, the Model and related procedures.

The Model, with its annexes, is formally communicated to all corporate bodies and present resources through an internal information note. New employees will be adequately informed and receive training on the Decree, the related Model and the Code of Ethics.

Information and training activities are planned and carried out at the time of hiring or at the beginning of the relationship and on the occasion of changes to the Model or additional factual or legal circumstances that determine the need for them in order to ensure the correct application of the provisions set forth in the Decree.

In order to ensure effective dissemination of the Model and information of personnel with reference to the contents of the Decree and the obligations arising from its implementation, a specific area of the company's computer network dedicated to the subject must also be prepared (in which, in addition to the documents that make up the previously described information set, the forms and tools for reporting to the Supervisory Board and any other relevant documentation are also present and available).

All training programs have a common minimum content that consists of illustrating

- of the principles of Legislative Decree No. 231/2001,
- of the constituent elements of the Model,
- of the individual offenses under the Decree,
- Of the behaviors considered sensitive in relation to the commission of the offenses provided for therein,
- of the Code of Ethics,
- but also of authorizing powers, lines of hierarchical dependence, procedures, information flows, and anything else that helps to give transparency to the company's activities.

In addition, each training program may be modulated in order to provide its users with the necessary tools for full compliance with the dictate of the Decree in relation to the scope of operations and the tasks of the recipients of the program.

Participation in the training programs described above is mandatory. Failure to participate - unjustified in the above training programs by Employees will result in the imposition of a disciplinary sanction that will be imposed according to the rules indicated in the specific chapter of this Model.

The information, training and awareness-raising activities towards the personnel (with regard to the activities potentially at risk of crime and with regard to the behavior to be observed, the consequences resulting from a failure to comply with them) are managed by the competent corporate function in close coordination with the Supervisory Board, which is also responsible for supervising the content and effectiveness of the aforementioned training activities.

## **8.2 Disclosure to external collaborators and third parties**

The Collaborators, Suppliers, Consultants and Partners of the Company, with particular reference to those involved in the provision of activities, supplies or services that affect the Activities at Risk, are informed of the adoption by ROMARS S.R.L. of this Model and the Code of Ethics, as well as of the Company's requirement that their behavior conform to the principles of conduct established therein.

Such Recipients, in particular Suppliers and Consultants, are provided by the corporate functions having institutional contacts with them, with appropriate information on the policies and procedures adopted by the Company on the basis of the Model, as well as on the consequences that conduct contrary to the provisions of the Model and the Code of Ethics, or to the regulations in force may have with regard to contractual relationships.

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Wherever possible, specific clauses aimed at regulating such consequences are included in the contractual texts, such as express termination clauses and/or withdrawal rights in the event of conduct contrary to the provisions of the Model. On the other hand, in relation to contracts already in place, a special letter of commitment will be sent by which the Counterparties of ROMARS SRL undertake to comply with the aforementioned principles.

### **8.3 The update of the Model**

The Decree expressly provides for the need to update the Model in order to adapt it to the specific needs of the Company and its concrete operations. Such adjustment and/or updating of the Model must therefore be carried out on the occasion of:

- normative innovations;
- violations of the Model and/or findings made during audits of its effectiveness;
- changes in the organizational structure of the Company.

Significantly, the updating of the Model and, therefore, its integration and/or modification, is the responsibility of the same Management Body to which the legislator has delegated the burden of adopting the Model itself. In this context, the Supervisory Board, coordinating with the heads of the functions concerned from time to time, must carry out:

- periodic reviews of the effectiveness and implementation of procedures and protocols;
- checks on the level of knowledge of the Model, including through the analysis of requests for clarification or reports received;
- reporting to the Administrative Body of the need for updating, where the above conditions are met.

## **9 THE SANCTIONS SYSTEM**

### **9.1 The Sanctions System**

Necessary conditions to ensure the effectiveness of the Model is the definition of a system of sanctions commensurate with the violation of procedural protocols and/or additional rules of the Model. Indeed, such a system constitutes, pursuant to Article 6, paragraph 2, letter e) of Decree 231, an essential requirement for the purposes of exemption from the Company's liability. The sanctions system must provide for sanctions for each Recipient, in consideration of the different type of relationship. In fact, the system, as well as the Model, is aimed both at individuals with apical positions, as well as at all Employees, Collaborators as well as third parties who work on behalf of the Company, providing for adequate sanctions of a disciplinary nature in some cases and of a contractual/negotiated nature in others.

Because of the above, ROMARS SRL has prepared the "Sanctions System" (Attachment B).

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