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ORGANIZATIONAL AND MANAGEMENT MODEL (LEGISLATIVE DECREE 231/01 AND FOLLOWING AMENDMENTS)



GENERAL PART

	HISTORY OF		
	REVISIONS		
APPROVED BY THE BOD ON	REV.	REASON	SIGNATURE OF THE LEGAL REPRESENTATIVE
26-10-2015	1	IMPLEMENTATION	
09-05-2017	2	GENERAL REVISION	
17.02.2022	3	GENERAL REVISION	

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- 3. TRAINING EVENT PARTICIPATION FORM PURSUANT TO LEGISLATIVE DECREE
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1. FOREWORD

CSI (hereinafter also the ‘Company’), a company of the IMQ Group, is a conformity assessment Body and integrated service center for various market sectors such as, for instance, *automotive*, food and construction, and is active both in Italy and abroad.

The Company carries out its activity in an institutional, economic, political, social, and cultural context in continuous and rapid evolution.

The company purpose of CSI is represented, by way of example but not limited to, by the following industrial activities and auxiliary activities to the industry:

- to carry out laboratory tests on products and materials to certify their characteristics and performances;
- to carry out inspections, assessments, checks, analyses, tests, trials and research activities in general on products, including motor vehicles, cars and vehicles in general with road tests, products intended for the construction sector as well as food and products intended for contact with food, materials, processes, services, plants and business management systems;
- to assess the conformity and certify the compliance with Italian, European and international technical standards or other technical specifications concerning products, processes, services, plants and business management systems;
- to carry out training activities;
- to prepare technical publications;
- to carry out studies and research works concerning its areas of competence;
- to participate in the standardization activity.

CSI offers certification services, products, processes and inspection and verification services, and carries out testing activities in several industries such as Construction, *Food Packaging Materials*, Isothermy, *Automotive*, through different laboratories operating in a wide range of product sectors.

In particular, CSI:

- acts as a notified body for several European Directives, including, but not limited to, construction products (CPR), pressure equipment (PED), marine equipment (MED), personal protective equipment (PPE), toys, cars;
- acts as an accredited body for voluntary certifications in the supply chain of the agri-food and forestry industries. The assessment of the conformity to the different applicable standards (in the different phases of processing, from primary production to product transformation, logistics and distribution, etc.) is addressed to all companies operating in the food supply chain and ensures that process and product management meet specific requirements and the applicable legislation. With the brand ICILA, the historical company of the IMQ Group specializing in services for the wood sector, CSI can issue the certifications of the two main owners of the FSC and PEFC forest schemes and their Chains of custody. Both the owners of the FSC and PEFC schemes aim to promote a sustainable and responsible management of the planet’s forest heritage. For the FSC scheme, the forest management certification can be supplemented by the assessment of the impacts of ecosystem services, maintained or improved by proper management, which can be translated into benefits concerning several aspects, including the restoration of the natural characteristics of forests,

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the protection of biodiversity, the regeneration and storage of carbon stocks, the maintenance and improvement of water quality and the regulation of water flow, the regeneration and improvement of soil conditions as well as the improvement of tourist and leisure areas. Through FSC COC and PEFC COC chain of custody certification, the organizations can demonstrate that their products made from forest material, wood and cellulose, but also bamboo and cork and some food such as mushrooms, berries, honey come from sources that are managed responsibly as required by the FSC and PEFC standards;

- in the field of testing and trials of motor vehicles, it is a center of excellence with an integrated platform of services, skills and facilities that cover the whole development of the new product, from validation to approval, from checks of regulatory and/or voluntary conformity to homologation services. The Laboratories are part of the restricted Network of the Euro NCAP European Association, operating for over 20 years in the active and passive safety rating of new vehicles put on the EU market and are a permanent member of its Board together with “Automobil Club Italia”, the representative of our country. The range of engineering services covers the areas of active and passive safety, vibro-acoustic, engine performance development (with particular attention to emission reduction), vehicle dynamics, verification and qualification of mechanical and mechatronic systems and components, numerical simulation, validation of system integration and related vehicle performances. CSI has experience in the management of turn-key projects, from preparing the experimental development plan to the final certification and homologation phase. CSI commitment is also aimed to participate in technical working groups whose objective is to identify safety performance requirements for future vehicles, developing test protocols for the most advanced passive safety systems (frontal and lateral crash tests in various configurations) and active safety systems (Advanced Driver Assistance Systems (ADAS)).

Among the offered services there are, in addition, training on quality, safety, environment, and technical and regulatory assistance to companies.

CSI is also accredited by ACCREDIA – Italian Accreditation Body – as a product certification body, inspection body and as a test laboratory for various testing activities.

The Company operates according to criteria of absolute independence, impartiality, and technical competence. To ensure that the conduct and documentation produced are in accordance with the requirements of national and international reference standards, also with a view to preventing situations of conflict of interest, CSI has set up the “Committee for Safeguarding Impartiality,” which shall in particular monitor the certification activities of the *Conformity Assessment* Business Unit and the *CSI Homologation* Department.

Following the merger by incorporation of the company “Prototipo Technologies S.r.l.” into CSI in 2014, the IMQ Group established the largest Italian center for the testing, trial, and certification in the *automotive* industry, among the most qualified Safety Centers able to face all the problems related to the active and passive safety of the car and to offer the widest range of services to the manufacturers of motor vehicles and related components.

In 2015 the company Icila S.r.l., already part of the IMQ Group, was acquired too, specializing in offering certification services to companies in the wood and furniture sector, with reference to the certification of Forest Management and Custody Chain according to the FSC and PEFC standards.

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Finally, in 2019 the limited liability company called IMQ CSI Deustschland GmbH based in Munich, which CSI is the sole shareholder of, was set up which is intended to provide third-party conformity assessment services, both on a voluntary basis and on a regulatory basis.

These operations have made company synergies possible which have led to the expansion of the range of offered services and support, the strengthening of the sales network and the possibility of following wide-ranging development projects.

In carrying out its activities CSI applies, complies with and encourages to comply with the ethical-behavioral principles expressed in the Code of Ethics and all the procedures provided for in the 231 Model.



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2. DEFINITIONS

In this document and in the annexes, the following expressions have the meaning below:

CSI or the Company:

CSI S.p.A. with registered office in Senago, Cascina Traversagna, 21 – 20030 Milan.

Sensitive areas and activities:

Areas and activities sensitive to the risk of perpetrating offences of the kind that this organizational model aims to prevent, as detected further to the mapping activity analysis carried out by the Company.

Code of Ethics

it is the set of ethical-behavioral principles that inspire the whole activity of CSI. It must therefore be known by all managerial and subordinate business functions and by all those who, in any way, have non-occasional dealings with CSI (by way of example but not limited to consultants, suppliers, business procurers Public Administrations).

Collaborators:

individuals acting in the name and/or on behalf of CSI under a contract of professional cooperation to carry out assessment activities and, in particular, verification and analysis activities at the Client Companies.

Consultants:

individuals acting in the name and/or on behalf of CSI under a contract of mandate or other contractual relationship of professional cooperation.

Legislative Decree 231/01 or Decree:

Legislative Decree dated 8 June 2001, no. 231, laying down the “*Rules governing the administrative liability of legal persons, companies and associations, whether or not having legal status, pursuant to Art. 11 of the law dated 29 September 2000, no. 300*”, published in the Official Gazette No. 140 of 19 June 2001 and following amendments and additions.

Recipients:

individuals whom this organizational model is addressed to, and more precisely:

- the Directors, Auditors, and the External Audit Company;
- the members of the Supervisory Body;
- the individuals who occupy a top position (directors, managers) within the company organization;
- the individuals who occupy a subordinate position (employees and similar personnel) within the company organization;
- Collaborators and Consultants;
- Partners;
- Customers and Suppliers;
- Business procurers

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Employees:

individuals having an employer-employee relationship with CSI, including managers.

Corporate Officers:

Directors, managers, and employees of CSI.

Suppliers:

CSI suppliers of goods and services, whether professional or not, which are not included in the definition of Partner.

Guidelines:

the Guidelines to create organizational, management, and control models pursuant to Legislative Decree 231/01 issued by Confindustria, which have been taken into consideration to prepare and adopt this organizational model.

231 Model or Model

organizational, management, and control model suitable to prevent offences, as provided for by articles 6 and 7 of the Decree.

Corporate Bodies:

the Board of Directors, the Board of Auditors, and their members.

Control Bodies:

the Board of Statutory Auditors and the External Audit Company.

Supervisory Board (from now on SB):

it is the body appointed by the entity having autonomous powers of initiative and control, which is entrusted with the supervision of the Model and with taking care of its update.

Partner:

the contractual counterparts which CSI has contractually regulated business relations with (temporary association of companies, *joint ventures*, consortia, licenses, agencies, collaboration in general), if expected to cooperate with CSI within the Sensitive Areas and Activities.

Prevention Protocol or Protocols:

the organizational, physical and/or logical measure provided for by the 231 Model to prevent the risk of perpetrating the predicate offences.

Public Administration (P.A.):

authorities, bodies, and agents entrusted by the law to care for the public interests. They are:

- the Government (or State Government);
- the national, community, and international public institutions intended as organized structures with the task of pursuing the interests of the community with juridical tools; this civil service also qualifies the activity carried out by the members of the Commission of the European Communities, the European Parliaments the Court of Justice and the Court of Auditors of the European Communities;



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- the public officers, those individuals who perform a public legislative role (drawing of legislative rules), a judicial role (exercise of judicial power), an administrative role (characterized by the formation or manifestation of the P.A. will or by its implementation through authority and certification powers) (art. 357 of the Penal Code.);
- officials charged with a public service, those individuals who carry out an activity regulated as a civil service but without its typical powers (art. 358 of the Penal Code).

Predicate Offence or Offences:

the set of offences or the single offence referred to in the Legislative Decree 231/01 (as eventually amended and supplemented in the future).

Disciplinary System:

the sanctions imposed in case of non-compliance with the 231 Model.

Third Parties:

all those who, at any title, have occasional relations with CSI and /or relations which don't influence the company performance and who are different from the Recipients.

Whistleblowing:

it is the tool which allows Employees, Consultants, Collaborators, and all those who have direct relations with the Company to report irregularities they came to know while carrying out their activity within the Company or in other circumstances and to submit detailed reports, to safeguard the Company integrity, of illicit conducts relevant under Legislative Decree 231/01 or breaches of the Model which they came to know further to their role.



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3. LEGAL BASIS OF THE ORGANIZATIONAL AND MANAGEMENT MODEL: THE LEGISLATIVE DECREE 231/01

By virtue of Legislative Decree 231/01, after a long international preparation, regulations of great topicality and importance become effective and for the first time introduce the “administrative” liability of entities, companies, and associations, even without legal status, into the Italian legal system.

A) Which is the basis of such liability?

The company is responsible for the offences perpetrated “in its interest” or “to its benefit”:

- 1) by persons having legal representation, directors, company managers or if there are several seats, the managers of the organizational unit having financial and functional autonomy or however by those who carry out its management and control (top managers);
- 2) by persons subject to the management and supervision of one of the subjects mentioned under point 1) (subordinates).

On the contrary, such liability is excluded when the offence has been perpetrated in the sole interest of the agent or a third party.

Any time the Public Prosecutor obtains the information of an offence and enters a person in the roll of suspects, for instance the administrator of a company has paid a bribe to guarantee a tender in the interest of the Company, at the same time he enters also the “investigated” company in another (specific) register and proceeds simultaneously with the verification of the offences (penal and administrative ones) charged to both the subjects under investigation (natural and juridical person).

Both the “natural person” and the “juridical person” shall appoint a defense attorney, they will be guaranteed the same rights and faculties and the standard penal procedural rules will be applied during the preliminary investigation, the trial-hearing, the court hearing and, if need be, the appeal procedure.

The entity has therefore an autonomous liability even if it needs a predicate offence perpetrated by individuals having an organic or subordinate relation with it.

How can a company be exonerated from “administrative” liability for an offence perpetrated by top managers or employees?

The entity (in the interest of or to the advantage of which the offence has been perpetrated) which has **not** adopted its own “organizational and management model” as prescribed by the Decree **before the offence has been perpetrated** can never be exonerated by that liability. In these cases, there is a presumption of guilt “iuris et de iure,” that is complete.

The entity may, at most, reduce its liability (and can be admitted to plea-bargaining) only adopting a suitable organizational and management model aimed to prevent offences of the kind of the one perpetrated before the proceedings, completely indemnifying the damage caused by the offence and making the profit realized from the offence available (for seizure).



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Pursuant to art. 6, subparagraph 1 of the Decree if the offence is perpetrated by the individuals indicated in article 5, subparagraph 1, letter a) of the Legislative Decree 231/01, that is top managers, the company is not liable if it proves that:

- a) the managing body has adopted and efficaciously implemented, before perpetrating the offence, organizational and management models suitable to prevent offences of the kind of the one perpetrated;
- b) the task to supervise the functioning and compliance of the models and implement their update has been entrusted to a body of the entity having autonomous powers of initiative and control, in general the SB;
- c) there has been no omitted or insufficient supervision by the body as per letter b) above;
- d) the top managers as per art. 5 subparagraph 1, letter A) have perpetrated the offence fraudulently eluding the organizational and management models.

If the offence is perpetrated by subordinates as per art. 5, subparagraph 1, letter b), the entity is not liable if:

- a) before perpetrating the offence, it has adopted and efficaciously implemented an organizational, management and control model suitable to prevent offences of the kind of the one perpetrated as, in such a case, the obligations of direction and supervision cannot be considered violated.

In the case of changes occurring in the company (transformation, merger, breakup, and transfer), with reference to the offences perpetrated in a period prior to such changes, the Decree envisages the transfer of liability from the original entity to the one resulting from the above stated changes.

B) Organizational and management models

The Legislative Decree 231/01 does not specifically define how the organizational and management model shall be made up, but establishes that it must meet the following requirements:

- to identify the activities where offences may be perpetrated;
- to provide for specific protocols aimed at planning how the decisions of the entity are taken and implemented in relation to the offences to be prevented;
- to identify the procedure to manage financial resources suitable to prevent the perpetration of the offences;
- to include information obligations with regard to the Supervisory Body;
- to introduce a suitable disciplinary system to sanction the non-compliance with the measures set in the model, the individuals who breach the measures to safeguard the whistleblower as well as those who make reports which turn out to be groundless with malice or gross negligence;
- to provide for one or more channels that, safeguarding the integrity of the entity, allow to make detailed reports of misconducts which are significant for the purpose of the Decree and are based on precise and consistent elements of fact or of breaches of the organizational and management model they came to know while performing their functions, ensuring confidentiality on the whistleblower identity during the management of the reports;
- provide for at least one alternative reporting channel suitable to guarantee confidentiality on the whistleblower identity through computerized means;

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- provide for the prohibition of retaliation or discriminatory acts, direct or indirect, towards the whistleblower for reasons directly or indirectly connected with the report.

The lack of specific rules and regulations may only enhance the role (of substitution) of the Jurisprudence, whose cases cannot be ignored even more so considering that the model suitability examination is referred to it.

The so-called “231 decalogue” has been drawn exactly from the Jurisprudence and includes the reasons why a model is considered unsuitable, thus offering a list of criteria according to which a model can be considered suitable, that is:

1. it shall be adopted starting from a specific and exhaustive mapping of the offence risks, that is not merely repetitive of the legislation;
2. it shall envisage that the SB members possess specific skills regarding inspection and consultancy activity;
3. it shall envisage that a judgement of guilt or a plea-bargain, even if not irrevocable, are to be considered as grounds for ineligibility as member of the SB;
4. it shall make a difference between activity addressed to the employees in general, to the employees working in specific risk areas, to the SB and to the person responsible for internal control
5. it shall provide for the contents of training courses, their frequency, obligation of participation and controls of attendance;
6. it shall expressly provide for the imposition of disciplinary sanctions;
7. it shall establish systematic procedures to search and identify risks when special circumstances occur;
8. it shall establish routine and unexpected controls – however periodical – as regards sensitive corporate activities;
9. it shall provide for and regulate an obligation for employees, managers, company directors to report to the SB relevant information concerning the life of the entity, breaches of the model or the perpetration of offences. In particular it shall supply clear indications on how the individuals who come to know about misconducts may report to the SB;
10. it shall contain specific and practical protocols and procedures.

C) Sanctions

The sanctions for the company further to administrative offences resulting from a crime (art. 9 subparagraph 1 of Legislative Decree 231/01) are divided into:

- a) fines (art. 10 and following of the Decree) that are always applied in case of administrative offence resulting from a crime and are calculated according to quotas each having unit value ranging from 258.23 € and 1,549.37 € and imposable in a minimum and maximum quantity ranging from 100 to 1000 (therefore a fine from 25,823.00 € to 1,549,370.00 €);
- b) bans (art. 9, subparagraph 2, let. a), b), c), d) e) and art. 13 and following of Legislative Decree 231/01) which are applied only in relation to the crimes for which they are expressly envisaged in the Legislative

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Decree. 231/01, if at least one of the conditions as per art. 13, subparagraph 1 of the Decree occurs, and are the following:

- ban from conducting the company's business,
- suspension or revocation of authorizations, licenses, or concessions functional to the perpetration of the offence;
- the ban to negotiate with the Public Administration (P.A.), except that to obtain public services;
- the exclusion from benefits, financings, contributions, subsidies and the possible revocation of those already granted;
- the prohibition to advertise goods or services;

the above sanctions, should the necessary conditions be met, may also be applied as precautionary measures that is both before the proceedings and during the proceedings, are generally temporary but can also be applied definitively if the conditions as per art. 16 of Legislative Decree 231/01 occur;

c) seizure (art. 19 of the Decree) of the crime prize or profit which, with the judgement of guilt (and however to reach a plea-bargain) is always required by the Judge except for the part that can be returned to the victim, without prejudice to the rights of third parties acquired in good faith (to the P.A. for instance that brings civil action against the natural person and the entity);

d) publication of the judgement of guilt (art. 18 of Legislative Decree. 231/01) that the Judge may require once a ban has been applied. Such a measure, even if doesn't imply a significant financial outlay, is certainly the premise of a considerable damage to reputation.

It is important to underline that bans and /or the court-ordered compulsory administration, which is applied if the ban implies a stop in the entity activity that can cause serious damage to the community, can be avoided only if the entity, before the proceedings opening statement, has:

- 1) completely paid the damage and eliminated the dangerous or harmful consequences of the offence or has however made every effort in this respect;
- 2) eliminated the organizational lacks that determined the crime and has therefore adopted and implemented its organizational and management model suitable to prevent offences like the one perpetrated;
- 3) made the profit obtained from the offence available for the purposes of seizure.

The above 3 conditions must occur at the same time!

D) Which are the predicate crimes?

From 2001, when the Decree came into force, to today several additional legal measures have widened the list of predicate Crimes, from which the administrative offence originates, and therefore the administrative liability of the entity which includes only those exhaustively mentioned in the Legislative Decree 231/01.

They are listed in detail in the Special Part of this 231 Model.



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4. STRUCTURE AND COMPOSITION OF THIS MODEL

4.1. METHODOLOGICAL APPROACH

For the purposes of the drawing and implementation of the 231 Model and its following updates, the suitable methodological approach involves:

- examination and study of the corporate organizational structure through the acquisition of the reference documentation (organizational charts, company registration reports, delegations, proxies, organizational provisions, etc.);
- examination and study of the proceduralization of the activities, through the acquisition of the reference documentation, as regards internal procedures in particular.

In drawing up the 231 Model for CSI, the following was taken into account:

- ✓ 231 Models adopted by the other Group Companies (IMQ Group S.r.l. and IMQ S.p.A.);
- ✓ Guidelines issued for drawing up the organizational, management and control models pursuant to Legislative Decree 231/01, in the last version approved in June 2021 and declared suitable by the Ministry of Justice to reach the purpose set in art. 6, subparagraph 3 of the same Decree;
- ✓ Established principles to draw up organizational models and the activity of the Supervisory Body and prospects of revision of the Legislative Decree dated 8 June 2001, no. 231, document edited by the Multidisciplinary Work Group on the regulations relevant to the Supervisory Body, in the version of February 2019.

This 231 Model is made up of a General Part and a Special Part.

The General Part is made up of a foreword, regarding the legal basis of the Model, the structure and composition of the 231 Model, the Code of Ethics (annex to this 231 Model) the rules for training and information with reference to the documentation pursuant to Legislative Decree 231/01, the SB operation regulations, the disciplinary system, and the forms.

The Special Part is made up of:

- *Table of Special Part*, containing the mapping of the risks to perpetrate the offences predicated by the Decree and the indication of the prevention protocols to apply; for to each identified predicate offence of the administrative liability of the entities the following is evaluated:
 - the risk level (absent, low, medium, or high) according to the seriousness of the fact and the probability that it can be perpetrated;
 - the company areas and the relevant corporate processes within which the predicate offence may be perpetrated (or part of it or its prodromal conduct);
 - the prevention protocols (so-called Procedures) to apply to reduce the risk to the acceptable level;

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- *Regulatory Annex to the Special Part*, where all the predicate offences pursuant to Legislative Decree 231/01 are listed, detailing the regulatory particular cases and illustrating typical conducts, in order to facilitate the understanding of the legal precept;
- *Prevention Protocols (so-called Procedures)* aimed to prevent the cases of offences predicated by the Legislative Decree. 231/2001 which can potentially be perpetrated in the company.

The General Part, the Special Part and the relevant annexes are an integral part of this 231 Model.

CSI has also adopted additional management documentation which is an integral part of this 231 Model and is referred to for the relevant parts; reference is made in particular to ISO 14001, ISO 45001, FSC (*Forest Stewardship Council*) and PEFC (*Program for Endorsement of Forest Certification schemes*).

4.2. ORGANIZATIONAL GOVERNANCE SYSTEM

The drawing up of this 231Model therefore starts from the analysis of the organizational, administrative, and accounting structure (*organizational governance*) of the Company, made up of the system of internal delegations, proxies, operational procedures and instructions as well as the control protocols already existing and operating.

In particular, pursuant to art. 2381, 5th subparagraph of the Civil Code, the Board of Directors (hereinafter “**BoD**”) or the delegated bodies, within the limits of the conferred powers, is competent for taking care of the suitability of the organizational/accounting structure in relation to the nature and size of the company, while the Board of Auditors is competent for the assessment of its suitability and right operation pursuant to art. 2403 of the Civil Code.

The BoD fulfills its duty/power to take care of the organizational suitability, according to the company mission, through the definition and control of the operational organization, the missions, roles, and responsibilities assigned through a system of internal or external proxies and delegations able to guarantee the company efficacy while complying with the reference laws.

The Board of Auditors, besides monitoring the compliance with the laws, by-laws, and principles of correct administration through the adoption of specific programs to assess the conformity to rules, regulations, and procedures, supervises the organizational suitability and its operation keeping into account the indicators of efficacy, the management and budget control, the management of operational risks and the cyber security.

4.3. SYSTEM OF POWERS, DELEGATIONS, AND PROXIES

The Company has adopted an articulated system of powers, delegations, and proxies.

Such a system has been implemented to create:

- a suitable organization to carry out the company activities having external or internal relevance necessary to achieve the corporate goals and consistent with the responsibilities assigned to each subject;
- a prevention factor (by the definition of the limits and the qualification of the powers assigned to each subject) from the abuse of the assigned powers linked to the role;

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- an element of indisputable traceability of company activities having external or internal relevance to the natural persons who have carried them out.

BOD

The **BoD** has the widest powers for the management of the Company, with faculty to carry out, without limitations, all the ordinary and extraordinary administration acts it deems appropriate to achieve the company purpose, notwithstanding what the law and the By-laws reserve to the Shareholders' Meeting.

CHAIRMAN OF THE BOD

Trough special minutes the BoD assigned the following powers to the **Chairman of the BoD** (as better detailed in the specific minutes):

- general powers and of representation of the company;
- management of the active cycle;
- management of the passive cycle;
- fiscal management;
- financial management;
- bank management;
- management of the legal and regulatory affairs;
- management of intellectual property;
- management of real estate;
- hiring powers and management of human resources.

VICE CHAIRMAN OF THE BOD

Trough special minutes the BoD assigned the following powers to the Vice Chairman of the BoD (as better detailed in the specific minutes):

- general powers and of representation of the company;
- management of the active cycle;
- management of the passive cycle;
- fiscal management;
- financial management;
- bank management;
- management of the legal and regulatory affairs;
- management of intellectual property;
- management of real estate;

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- hiring powers and management of human resources.

Such powers, without prejudice to the full autonomy and independence of the Company and the compliance with the principles of correct corporate and entrepreneurial management of it, also include all acts necessary to abide by instructions, directives and procedures issued by the parent company for the purposes of an effective activity of direction and coordination.

CHIEF EXECUTIVE OFFICER – EMPLOYER PURSUANT TO LEGISLATIVE DECREE 81/08 – ENVIRONMENTAL MANAGER

Trough special minutes the BoD appointed a **CEO** assigning him the following powers (as better detailed in the specific minutes):

- general powers and of representation of the company;
- management of the active and passive cycle;
- fiscal management;
- financial management;
- bank management;
- management of the legal and regulatory affairs;
- management of intellectual property;
- management of real estate;
- hiring powers and management of human resources.

The CEO has also been identified as:

- **Employer pursuant to Legislative Decree 81/08**, as better detailed in the suitable minutes of the BoD;
- **Environmental manager**, as better detailed in the suitable minutes of the BoD.

EXECUTIVE OFFICER – EMPLOYER DELEGATE PURSUANT TO ART. 16 OF LEGISLATIVE DECREE 81/08 – ENVIRONMENTAL DELEGATE (Bollate, Senago, Pastrengo)

Through special minutes the Executive Officer has been assigned **Delegation to manage the health and safety of workers pursuant to art. 16 of Legislative Decree 81/2008** transferring all powers to him (including spending autonomy necessary to carry out the delegated functions, only with reporting obligations) and all duties except those that cannot be delegated, as well as the **Environmental Delegation**.

The description of the operational powers is summarized in the company organizational provisions which are referred to.

EXECUTIVE OFFICER – EMPLOYER DELEGATE PURSUANT TO ART. 16 OF LEGISLATIVE DECREE 81/08 – ENVIRONMENTAL DELEGATE (Trofarello, Torino, Balocco, Maranello)

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Through special minutes the Executive Officer has been assigned **Delegation to manage the health and safety of workers pursuant to art. 16 of Legislative Decree 81/2008** transferring all powers to him (including spending autonomy necessary to carry out the delegated functions, only with reporting obligations) and all duties except those that cannot be delegated, as well as the **Environmental Delegation**.

The description of the operational powers is summarized in the company organizational provisions which are referred to.



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5. TRAINING AND INFORMATION PURSUANT TO LEGISLATIVE DECREE 231/01 AND 231 MODEL

5.1. TRAINING AND INFORMATION

The Recipients shall be informed about the Legislative Decree 231/01 and the adopted 231 Model.

The Company takes care of and organizes training and information courses for the Employees of the Company.

The training and information level is established on the degree of deepening in relation to the different level of Employee involvement in the Company processes.

To this end, several ways to give the courses can be identified, differentiated according to the role of the Employees. Some example forms are annexed to this 231 Model. **(1.2. and 1.3 forms.)**.

The training courses may be given via e-learning or classroom training. Signatures proof of attendance must be gathered, and all the supporting material must be placed in archive as evidence.

5.2. DISSEMINATION OF THE DOCUMENTS PURSUANT TO LEGISLATIVE DECREE 231/01 AND 231 MODEL

Dissemination to Employees

All the Employees are given the following documents (hard or soft copy):

- Code of Ethics;
- Disciplinary System included in the General Part of this 231 Model;
- The procedure to Manage relations with the SB (proc. 1);
- The procedure to Manage Health and Safety at Work (proc. 8);
- The procedure to Manage IT Activities (proc. 9),

as well as the specific procedures of the 231 Model concerning their roles.

The delivery of the above documents and its acknowledgment and acceptance are attested by the signature on the Acceptance Form **(1.1 form)**.

Dissemination to the Board of Auditors

Each member of the Board of Auditors is given the following documents (in hard and soft copy):

- Code of Ethics;
- Disciplinary System included in the General Part of this 231 Model;

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- The procedure to Manage Relations with the SB (proc. 1);
- The procedure of accounting, fiscal, and business management (proc. 4).

The delivery of the above documents and its acknowledgment and acceptance are attested by the signature on the Acceptance Form **(1.1 form)**.

Dissemination to the External Audit Company

The External Audit Company is given the following documents (in hard and soft copy):

- Code of Ethics;
- Disciplinary System included in the General Part of this 231 Model;
- The procedure to Manage relations with the SB (proc. 1);
- The procedure of accounting, fiscal, and business management (proc. 4).
- The procedure to manage relations with consultants (proc. 10).

The delivery of the above documents and its acknowledgment and acceptance are attested by the signature on the Acceptance Form **(1.1 form)**.

Dissemination the Supervisory Body

Each member of the Supervisory Body is given the following documents (in hard and soft copy):

- Code of Ethics;
- The Disciplinary System included in the General Part of this 231 Model;
- The procedure to Manage relations with the SB (proc. 1);

The delivery of the above documents and its acknowledgment and acceptance are attested by the signature on the Acceptance Form **(1.1 form)**.

Dissemination to External Consultants

Each external consultant is given the following documents (in hard and soft copy):

- Code of Ethics;
- The Disciplinary System included in the General Part of this 231 Model;
- The procedure to Manage relations with the SB (proc. 1);
- The procedure to manage relations with consultants (proc. 10).

The delivery of the above documents and its acknowledgment and acceptance are attested by the signature on the Acceptance Form **(1.1 form)**.

All documents relating to the organizational and management model pursuant to Legislative Decree 231/01 represent strictly confidential and proprietary information of CSI S.p.A. not to be used for purposes other than those for which it was defined.



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Dissemination to Customers, Suppliers, Partners, and Business Procurers

The principles and contents of the Code of Ethics and the 231 Model are made known to all those who CSI has contractual relations with. The commitment to comply with the Decree and the reference principles of the Code of Ethics and the 231 Model (General Part) by the individuals having contractual relations with CSI is included in a specific clause of the relevant contract and is accepted by the third contractual party.



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6. DISCIPLINARY SYSTEM

6.1. GENERAL REGULATIONS

Art. 1 – Purpose and principles

Pursuant to art. 7, subparagraph 4 of Legislative Decree. 231/2001 “*the effective implementation of the 231 Model requires a suitable disciplinary system to sanction the non-compliance with the measures indicated in the 231 Model*”.

To this end the Company implements this disciplinary System complying with the principles set forth in the Civil Code, the Workers’ Statute, and the National Collective Labor Agreement for the category.

Art. 2 – Addressees

This disciplinary System is organized differently according to the addressees.

Art. 3 – Punishable conducts

In general, according to this disciplinary System, by way of example but not limited to:

- The breach of the offence prevention protocols as per the Special Part of this 231 Model;
- The breach of the obligations of reporting, communication, and information towards the SB;
- Making reports, with malice or gross negligence, that turn out to be clearly groundless;
- The breach of the whistleblower protection measures;
- Carrying out retrieval or discriminatory acts, direct or indirect, towards the whistleblower for reasons directly or indirectly connected to the report;
- Any other behavior which violates the regulations contained in the 231 Model, the procedures referred to in it and the Code of Ethics

are punishable.

6.2. LEVEL I: EMPLOYEES

Art. 4 – Sources of liability

The Company punishes the breaches of the 231 Model and the Code of Ethics committed by the employee pursuant to what set forth in articles 2104 and 2106 of the Civil Code, article 7 of the Law 300/1970 (“Workers’ Statute”), and the applicable National Collective Labor Agreement (“CCNL”).

Art. 5 – Punishable conducts

Any breach of the 231 Model and/or the Code of Ethics is ascribable to behaviors considered punishable by articles 2104 and 2106 of the Civil Code and those set forth in the National Collective Labor Agreement for the category.

The assessment of the seriousness of the breach and the following sanction are referred to the competent company function.

Art. 6 – Sanctions

Given the principle of uniqueness which characterizes the disciplinary matter, reference is made to the sanctions mentioned in article 7 of the Workers’ Statute and those set forth in the reference National Collective Labor Agreement for the category.

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The Employer is competent to decide on the choice and extent of the above sanctions according to the indications expressly set forth in the relevant National Collective Labor Agreement.

Anyway, in case of perpetrated offences (breaches and/or crimes) reference must be made to art. 21 of this disciplinary System.

6.3. LEVEL II: EXECUTIVES

Art. 7 – Sources of liability

The Company punishes the breaches of the 231 Model and the Code of Ethics committed by the executives pursuant to what set forth in articles 2104 and 2106 of the Civil Code and in the reference National Collective Labor Agreement.

Art. 8 – Punishable conducts

Any breach of the 231 Model and/or the Code of Ethics is ascribable to behaviors considered punishable by articles 2104 and 2106 of the Civil Code and those set forth in the reference National Collective Labor Agreement.

The assessment of the seriousness of the breach and the following sanction are referred to the competent company function.

Art. 9 Sanctions

Following a breach of the 231 Model and/or the Code of Ethics by the executives, according to the reference National Collective Labor Agreement and the principles of proportionality and consistency, the Company may apply:

- the written reprimand;
- the justified dismissal (if it is considered, in view of the Supreme Court Jurisprudence, that the breach implies inadequacy of the executive to the company);
- the dismissal based on just cause (which does not allow for the continuation of the work relationship even within the limits of the dismissal notice).

Anyway, in case of perpetrated offence (breaches and/or crimes) reference must be made to art. 21 of this disciplinary System.

6.4. LEVEL III: COLLABORATORS WITH A CONTRACT DIFFERENT FROM THAT OF SUBORDINATES AND CONSULTANTS

Art. 10 – Sources of liability

CSI demands compliance with the 231 Model and the Code of Ethics by (a) the Collaborators with contract different from that of subordinates and (b) the Consultants.

Compliance with the provisions of 231 Model and the Code of Ethics is acknowledged as ancillary service in the relationship between the Collaborator or Consultant and the Company, that the Collaborator or Consultant undertakes to render. Evidence of this must be given by signing a special statement within the written contract or an *ad hoc* statement (**1.1 form**).

Art. 11 – Punishable conducts and sanctions

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Any breach of the 231 Model and/or the Code of Ethics may involve, according to circumstances, the *termination or revocation of the mandate for just cause* of the contract and the application of any penalty provided for by the contract, notwithstanding the compensation for damages if real damages to the Company originate from such breach, as for instance if the Judge applies the measures set forth in Legislative Decree 231/01 to the Company.

The assessment of the seriousness of the breach (and the following sanction) are referred to the competent company function.

6.5. LEVEL IV: CUSTOMERS, SUPPLIERS OF SERVICES, PARTNERS, BUSINESS PROCURERS

Art. 12 – Sources of liability

CSI demands compliance with the 231 Model and the Code of Ethics by its Customers, Suppliers, Partners, and Business Procurers.

Compliance with the provisions of 231 Model and the Code of Ethics is acknowledged as ancillary service in the relationship between Customers, Suppliers, Partners, Business Procurators and the Company, that they undertake to render.

Evidence of this must be given by signing a special statement within the written contract or an *ad hoc* statement (**1.1 form**).

Art. 13 – Punishable conducts and sanctions

Any breach of the 231 Model and/or the Code of Ethics may involve the *termination for just cause* of the contract and the application of any penalty provided for by the contract, notwithstanding the compensation for damages if real damages to the Company originate from such breach, as for instance if the Judge applies the measures set forth in Legislative Decree 231/01 to the Company.

The assessment of the seriousness of the breach (and the following sanction) is referred to the competent company function.

6.6. LEVEL V: MEMBERS OF THE BOARD OF DIRECTORS

Art. 14 – Sources of liability

The Company demands compliance with the 231 Model and the Code of Ethics by the members of the BoD. Evidence of this must be given by signing a special statement within the appointment minutes or an *ad hoc* statement (**1.1 form**).

Art. 15 – Punishable conducts for the members of the Board of Directors

Any breach of the 231 Model and/or the Code of Ethics is a punishable conduct for the members of the Board of Directors.

The members of the BoD, being bound to comply with the 231 Model and to control the compliance with the 231 Model by the other recipients, are also responsible for the breaches of the 231 Model committed by their subordinates, as such breaches wouldn't have occurred if they had duly performed their hierarchical operative and/or control powers.

Art. 16 – Procedure and sanctions

All documents relating to the organizational and management model pursuant to Legislative Decree 231/01 represent strictly confidential and proprietary information of CSI S.p.A. not to be used for purposes other than those for which it was defined.



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Any breach of the 231 Model by the members of the BoD shall be made known to the other members of the BoD and the Shareholders' Meeting; the Shareholders' Meeting, based on the seriousness and repetition of the breach, takes a decision (which may consist, if deemed appropriate, in the revocation for just cause and the exercise of the liability action).

6.7.LEVEL VI: AUDITORS, EXTERNAL AUDIT COMPANY AND SB

Art. 17 – Sources of liability

The Company demands compliance with the 231 Model and the Code of Ethics by the Auditors and the external Audit Company and/or the SB. Evidence of this must be given by signing a special statement within the appointment minutes or in the acceptance of the appointment deed.

Art. 18 – Punishable conducts for the Auditors, the external Audit Company, and the SB

The breach of the applicable parts of the 231 Model and the Code of Ethics by one or more Auditors and/or the external Audit Company and/or one or more members of the SB is a punishable conduct.

Art. 19 – Procedure and sanctions

In case of breach of the applicable parts of the 231 Model and/or the Code of Ethics by one or more Auditors or by the external Audit Company, the SB informs the whole Board of Auditors and the Board of Directors which will take the appropriate measures among which, for instance, the call of the Shareholders' Meeting to adopt the most suitable measures provided for by the law.

In case of breach of the applicable parts of the 231 Model and/or the Code of Ethics by one or more members of the SB, the other members of the SB or any Auditor or Director informs the Board of Auditors and the Board of Directors which will take the appropriate measures among which, for instance, the revocation of the assignment for the members of the SB who infringed the 231 Model and the following appointment of new members to replace them or the revocation of the assignment to the whole SB and the following appointment of a new SB.

6.8. FINAL PROVISIONS

Art. 20 – Omissions to this disciplinary system

The breach of and/or non-compliance with this disciplinary System, integral part of the 231 Model, is a serious breach of the 231 Model punishable according to this disciplinary System.

Art. 21 – Perpetration of offences predicated by the Legislative Decree 231/01

The perpetration of offences predicated by the Legislative Decree 231/01 is a breach of the 231 Model followed by the application of the suitable measures according to the indications of the National Collective Labor Agreement for the category.

The assessment of the seriousness of the breach and/or non-compliance can be referred to the responsible body.

The judgement of guilt which has become final towards an individual functionally linked to the Company for a maliciously perpetrated offence predicated by the Legislative Decree 231/01 mandatorily implies the activation of the disciplinary system and the most serious measure expected.



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The judgement of guilt which has become final towards an individual functionally linked to the Company for a negligently perpetrated offence predicated by the Legislative Decree 231/01 mandatorily implies the activation of the disciplinary system; the identification of the sanction is referred to the assessment of the company function competent to impose disciplinary sanctions.

The activation of the disciplinary system following the perpetration of offences different from those mentioned in the two above paragraphs by individuals functionally linked to the Company is referred to the assessment of the company function competent to impose disciplinary sanctions.

Art. 22 – Publicity of this disciplinary system

The Company ensures the correct publicity and dissemination of this disciplinary System to all Recipients in application of what set forth in this General Part concerning communication, training, and information.



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ANNEX 1

BY-LAWS OF THE SUPERVISORY BODY

SECTION I – DESIGNATION AND COMPOSITION

Art. 1 - Designation

The SB, set up pursuant to art. 6 let. b) of the Legislative Decree 231/01, is designated by the BoD under the assent of the Board of Auditors.

Art. 2 - Composition

The SB is made up of three members (two external members and one internal member) having documented specific and suitable professionalism, expertise, and skills.

Art. 3 – Grounds for ineligibility or forfeiture of the appointment

- Interdicted and banned persons;
- Disqualified persons;
- Bankrupt persons;
- condemned persons (even with judgement of the Court of First Instance and pursuant to art. 444 Code of Penal Procedure) even if under conditional discharge, without prejudice to the effects of rehabilitation:
 - for an offence among those predicated and punished by Legislative Decree 231/01 and following amendments or for an offence perpetrated to conceal or perpetrate an offence among those predicated and punished by Legislative Decree 231/01 and following amendments or to obtain for himself or others the product, profit or price or the immunity from an offence that is predicated and punished by Legislative Decree 231/01 and following amendments;
 - for one of the crimes set forth in the Royal decree dated 16 March 1942 no. 267;
 - for one of the offences predicated by title XI of book V of the Civil Code, as reformulated by the Legislative Decree 61/2002;
 - for a crime against the public administration, the public faith, the patrimony, the public economy, for a fiscal crime with a judgement of not less than 6 months;
 - for any offence committed with criminal intent with judgement of imprisonment for not less than one year;
 - for any offence sentenced to a penalty entailing a ban, even temporary, from public office or

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- disqualification from being a director;
- for one of more crimes set forth in title II, chapter I and II of the Penal Code;
 - persons against whom one of the preventive measures provided for in art. 10, subparagraph 3, l. 31st May 1965 no. 575, as replaced by art. 3 l. 19 March 1990 no. 55 and following amendments has been applied and has become final;
 - for the offence as per art. 493-ter Penal Code.;
- persons undergoing preventive measures ordered by the courts, without prejudice to the effects of rehabilitation;
 - the spouse, relatives, and relatives in law of directors up to the fourth degree;
 - persons linked to the company (or the companies it controls) by other property relations which threaten their independence;
 - persons who, directly or indirectly, have relations that may create a conflict of interest with CSI, to the extent of influencing their autonomy of judgement;
 - persons who have been members of Supervisory Bodies within companies subject to the sanctions provided for in art. 9 of the Legislative Decree 231/2001 and the judgement reasons have highlighted the omitted supervision by the SB;
 - persons who, during the three years preceding their appointment, performed administrative, directive or control functions in companies undergoing bankruptcy, compulsory winding up or similar procedures

cannot be appointed as members of the SB and, if appointed, forfeit their office.

The forfeiture is also determined by the nonattendance of the member to one or more consecutive periodical meetings without justified reasons.

The member of the SB must provide self-certification, using the appropriate statement (**1.4 form**), of not being under any of the above-mentioned conditions of ineligibility, incompatibility, or forfeiture, undertaking to timely inform the BoD of any changes in the content of such statement.

Art. 4 – Term of office

The member of the SB remains in office for a period equal to that of the BoD and this term expires on the date of the Meeting convened for the approval of the financial statements.

The members of the SB remain in office as a provisional extension until the appointment of the new members.

Art. 5 – Removal

A member of the SB can be removed only for just cause by the BoD after assent of the Board of Auditors. At the same time the new member is appointed pursuant to art. 1.

Art. 6 – Termination of office and replacement

The member of the SB may terminate his office by notice to the BoD.

Once the BoD has received the resignation from the member of the SB it timely appoints a new member pursuant to art. 1. The previous member of the SB remains in office until the appointment of the new member and however not beyond thirty days from his resignation.

The BoD acts in the same manner in case of death or forfeiture of the SB.

Art. 7 – Remuneration

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When the member of the SB is appointed, his remuneration is decided after consulting the Board of Auditors pursuant to art.1 of these By-laws.

Art. 8 – Resources

When appointing the SB, the BoD resolves on the annual budget at its disposal for any consultancy assignment it may need to entrust to perform its activity.

SECTION II – DUTIES AND POWERS OF THE SB

Art. 9 – Duties

The SB must:

- supervise on the operation of and compliance with the 231 Model;
- look after the update of the 231 Model pursuant to art. 16 of these By-laws;
- supervise the dissemination activity and the training and information activities relevant to the 231 Model;
- report to the competent functions (according to what set forth in the Disciplinary System) the non-compliance with the measures of the 231 Model, for disciplinary assessments;
- receive and process the periodical, specific and generic information flows, and the reports relevant to breaches of the 231 Model.

The SB performs the above duties through meetings to be held at least four times a year and however any time it is deemed appropriate.

The results of the assessments must be registered into suitable minutes to be kept by the company.

The SB performs the above duties in full autonomy, unquestionableness, and independence.

Art. 10 – Powers

The SB has the faculty to access, require and acquire all the information and documents regarding the activity of the Company and its employees, useful to perform its duties and according to the procedure of the 231 Model.

The SB has the faculty to yearly plan its activity based on the risk levels determined by the 231 Model in relation to the sensitive offences; such planning must be recorded, as all the activities of the SB, in suitable minutes, without prejudice to the SB faculty to deviate from the planned activity when circumstances arise that - at the sole discretion of the SB – require the performance of a different activity than the programmed one.

Furthermore, the SB has the faculty to issue its internal regulations to govern its activities as well as the avail itself of external consultants to support its activities, having an annual budget at its disposal (see art. 7).

SECTION III – ACTIVITIES OF THE SB

Art. 11 – Information flow – Reports

Information flows

The SB receives the information flows set forth in the 231 Model from the Recipients, which concern all the information and news relevant for the purposes of prevention of the predicate offences pursuant to Legislative Decree 231/01, the suitability, updating and compliance with the 231 Model, as well as any other information deemed useful for the purposes of improving the 231 Model.

All documents relating to the organizational and management model pursuant to Legislative Decree 231/01 represent strictly confidential and proprietary information of CSI S.p.A. not to be used for purposes other than those for which it was defined.



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The SB receives the information flow through the tools provided for this purpose in the 231 Model.

Reports

The SB receives reports of alleged breaches of the 231 Model which the Recipients came to know due to their functions.

The SB receives the above reports via the channels provided for this purpose in the 231 Model.

Art. 12 – Alleged breaches of the 231 Model

Once the information about the alleged breach of the 231 Model has been acquired and/or received, the SB:

- checks its relevance pursuant to Legislative Decree 231/01;
- checks its non-evident groundlessness.

If the information is relevant pursuant to Legislative Decree 231/01 and is not evidently groundless or in case the report is evidently groundless and made with malice or gross negligence by the whistleblower, the SB sends the relevant minutes to the competent company authorities for them to perform all the necessary activities and to apply the following disciplinary sanctions and the corrective and improvement actions.

If required, the SB can supply the competent company authorities with any explanation concerning the activity it has carried out.

Art. 13 – Activities following the breach of the 231 Model

The SB supervises the compliance with the Disciplinary System of the 231 Model and the assessment and adoption of the consequent corrective and improvement actions.

It also looks after any updates of the 231 Model following its breach (pursuant to art. 17 of these By-laws).

Moreover, it supervises the compliance with the 231 Model with reference to retaliation or discriminatory acts, direct or indirect, towards the whistleblower for reasons directly or indirectly connected with the report.

IV SECTION – FINAL PROVISIONS

Art. 14 – Exchange of information

The SB exchanges information with the Board of Auditors, the other bodies specifically identified in each procedure of the 231 Model and the SBs appointed by the other companies of the IMQ Group, based on what set forth in each procedure of the 231 Model and in relation to what stated therein.

Art. 15 – Minutes of the SB

The minutes of the SB activities contain:

- date of the performed activity;
- place of the performed activity;
- carried out operations;
- signature of the SB.

The minutes cannot be changed, with the only exception of the correction of clerical mistakes that must be authorized and signed by the SB.

The minutes are sent to the BoD only when, due to the results of the SB activity, its involvement is necessary.

All documents relating to the organizational and management model pursuant to Legislative Decree 231/01 represent strictly confidential and proprietary information of CSI S.p.A. not to be used for purposes other than those for which it was defined.



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The minutes are kept in conformity with the provisions of the (EU) Regulations 2016/679 and the Legislative Decree 196/03 and following amendments and additions.

Art. 16 – Report to the BoD

At least once a year the SB reports the results of the carried-out activity to the BoD, by briefing or written report, notwithstanding what provided for in the preceding article.

Art. 17 – Updates of the 231 Model

Periodically and however whenever a breach of the 231 Model or the Code of Ethics is observed which changes the company structure or when new laws on the matter come into force, the SB takes care of the revision and update of this 231 Model.

To this end, the SB proposes the necessary interventions to the BoD which avails itself of the support of the 231 Model author, if necessary

The changes of each Preventive Protocol (procedures, behavioral codes, regulations etc.), and the introduction of new ones can be approved by the President/CEO and/or by the authorized subjects and functions, based on the system of powers in force. Reference is made to the actions necessary to the transposition of regulatory and organizational updates.

In any case, the updated documents must then be presented to the first BoD, if necessary convened for that purpose, for the assessment of the Directors. The BoD will be free to acknowledge the modification, approving them, or alternatively can approve them with changes or annul the measures.

The BoD must take actions for the implementation of the 231 Model through the assessment and approval of the necessary actions to the implementation of its crucial elements. To determine such actions, it avails itself of the support and reports of the SB.

Art. 18 – Obligation to confidentiality

The SB and any collaborators and/or consultants supporting it are required to ensure professional confidentiality as regards the information obtained while performing their mandate, even when it ceases.

All documents relating to the organizational and management model pursuant to Legislative Decree 231/01 represent strictly confidential and proprietary information of CSI S.p.A. not to be used for purposes other than those for which it was defined.