

netsens

**Organisation Model,
Management and Control Model of
Netsens S.r.l.**

(pursuant to Legislative Decree No. 231 of 8 June 2001)

GENERAL PART

Approved on 9 December 2025

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Definitions and abbreviations

Sensitive activities: the company activities within the scope of which the opportunities, conditions and instruments for committing offences could potentially be created.

CCNL: the National Collective Labour Agreement applicable to employees, i.e. the National Collective Labour Agreement for workers employed in the private engineering and plant installation industry.

Code of Ethics of the Diagram Group: the Code of Ethics of Diagram S.p.A. and the companies of the Diagram Group.

Co-workers and/or Consultants: persons who entertain relationships of collaboration with the Company without the obligation of subordination, which take the form of a professional service of a non-subordinate nature, whether continuous or occasional, as well as those who, by virtue of specific mandates and powers of attorney, represent the Company vis-à-vis third parties.

Board of Directors (also BoD or Management Body): the Board of Directors of Netsens S.r.l.

Consultants: individuals acting in the name and/or on behalf of Netsens S.r.l. by virtue of a mandate or other contractual relationship.

Decree or D.Lgs.231/2001: the Legislative Decree no. 231 of 8 June 2001, containing the "Regulations on the administrative responsibility of legal entities, companies and associations, including those without legal personality, pursuant to art. 11 of Law no. 300 of 29 September 2000", in its current content from time to time.

Addressees: the subjects to whom the provisions of this Model apply.

Diagram S.p.A.: Diagram S.p.A., majority shareholder of Netsens S.r.l., with registered office in via Cavicchini n. 9, 44037, Jolanda di Savoia (FE).

Suppliers: those who supply goods or services to Netsens S.r.l.

Group (or Diagram Group): the group to which the *holding company* Diagram S.p.A. belongs.

Person in charge of a public service: a person who "in any capacity whatsoever performs a public service", meaning an activity regulated in the same way as a public function, but characterised by the lack of powers typical of the latter (Art. 358 of the Italian Criminal Code).

Confindustria Guidelines: the Guidelines for the construction of the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 approved by Confindustria on 7 March 2002, as updated over time.

Organisation, Management and Control Model (also Model): this Organisation, Management and Control Model adopted pursuant to Articles 6 and 7 of Legislative Decree 231/2001.

Corporate Bodies: both the Board of Directors and the Board of Auditors of Netsens S.r.l.

Supervisory Body (also Body or SB): the Body of the Entity endowed with autonomous powers of initiative and control, with the task of supervising the functioning of and compliance with the Model, as well as reporting any need for updating to the Board of Directors.

Public Administration, PA or Public Bodies: the Public Administration, including its officials and persons in charge of a public service.

Public Official: a person who "*performs a legislative, judicial or administrative public function*" (Article 357 of the Criminal Code).

Crimes or Predicate Crimes: the types of offences to which the provisions of Legislative Decree No. 231/2001 apply, also following its subsequent amendments or additions.

Company (or Netsens): Netsens S.r.l., with registered office in via delle Cantine 97, 50041, Calenzano (FI).

Apical Subjects: persons who hold representative, administrative or management positions in the Company or in one of its units with financial and functional autonomy, as well as persons who exercise, also de facto, the management or control of the Company.

Subordinates: persons subject to the management or supervision of one of the persons referred to in the previous point.

Whistleblower: a person who makes reports of unlawful conduct relevant pursuant to Legislative Decree 231/2001, based on precise and concordant elements of fact, or of violations of the Organisation, Management and Control Model, of which he/she has become aware by reason of his/her functions.

1. Legislative Decree No. 231 of 8 June 2001

1.1 The General Principles

Legislative Decree No. 231 of 8 June 2001 (hereinafter referred to as the 'Decree' or 'L.D. 231/2001') introduced into our legal system the administrative liability of legal persons, companies and associations, including those without legal personality (hereinafter referred to as 'Entities') in the event of the commission or attempted commission of certain types of offences or administrative offences in the interest or to the advantage of the Entity by

- persons holding functions of representation, administration or management of the Entity or of one of its Organisational Units with financial and functional autonomy, as well as by natural persons who exercise, also de facto, the management and control of the same (so-called 'Senior Executives')
- persons "Subordinated" to the management or supervision of the persons referred to in the previous point.

This is a liability which, despite being defined as 'administrative' by the legislator, has some features of criminal liability because

- it follows the commission of offences;
- is ascertained by the criminal court (in the course of proceedings in which the procedural provisions relating to the defendant apply to the Entity, where compatible).

The Decree aimed to bring domestic legislation on the liability of legal persons into line with a number of international conventions to which Italy had long since acceded.

The liability of the Entity, under the Decree, is in addition to and does not replace the (criminal) liability of the perpetrator of the offence: both the natural person and the legal person will therefore be subject to criminal proceedings.

1.2 The 'catalogue' of offences and administrative offences relevant to the Decree

The liability of the Entity exists only for those offences (committed or attempted) expressly provided for by the legislator.

In particular, these are the following offences and administrative offences:

Offences against the Public Administration and its assets (Articles 24 and 25 of the Decree)

- Misappropriation of public funds (Article *316-bis* of the Criminal Code)
- Misappropriation of public funds (Article *316-ter* of the Criminal Code);
- Fraud in public procurement (Article 356 of the Criminal Code);
- Fraud to the detriment of the State or other public body or the European Communities (Article 640(2)(1) of the Criminal Code);
- Aggravated fraud to obtain public funds (Article *640-bis* of the Criminal Code);
- Computer fraud to the detriment of the State or other public body (Article *640-ter* of the Criminal Code);
- Fraud against the European Agricultural Fund (Article 2 Law 898/1986);
- Disturbing the freedom of tenders (Article 353 of the Criminal Code);

- Obstructing the freedom to choose a contractor (Article 353-bis);
- Embezzlement of public funds (Article 314 of the Criminal Code);
- Misappropriation of money or movable property (Article 314-bis of the Criminal Code);
- Embezzlement by profiting from the error of others (Article 316 of the Criminal Code);
- Extortion (Article 317 of the Criminal Code);
- Corruption for the exercise of a function (Articles 318 and 321 of the Criminal Code);
- Bribery for an act contrary to official duties (Article 319 of the Criminal Code);
- Aggravating circumstances (Article 319-bis of the Criminal Code);
- Bribery in judicial acts (Article 319-ter of the Criminal Code);
- Undue inducement to give or promise benefits (Article 319-quater of the Criminal Code);
- Bribery of a person in charge of a public service (Article 320 of the criminal code);
- Punishment of the briber (Article 321 of the Criminal Code);
- Incitement to corruption (Article 322 of the Criminal Code);
- Embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery of members of international courts or bodies of the European Communities and of international parliamentary assemblies or international organisations and of officials of the European Communities and of foreign States (Article 322-bis of the criminal code);
- Trafficking in unlawful influence (Article 346-bis of the Criminal Code).

Computer crimes and unlawful processing of data (Article 24-bis of the Decree)

- Computer documents (Article 491-bis of the Criminal Code);
- Unauthorised access to a computer or telematic system (Article 615-ter of the Criminal Code);
- Unauthorised possession, dissemination and installation of equipment, codes and other means of access to computer or telematic systems (Article 615-quater of the Criminal Code);
- Illegal interception, obstruction or interruption of computer or telematic communications (Article 617-quater of the criminal code);
- Unauthorised possession, dissemination and installation of equipment and other means of intercepting, impeding or interrupting computer or telematic communications (Article 617-quinquies of the Criminal Code);
- Damage to computer information, data and programmes (Article 635-bis of the criminal code);
- Damage to computer information, data and programmes used by the State or other public body or in any case of public utility (Article 635-ter of the Criminal Code);
- Damage to computer or telecommunications systems (Article 635-quater of the Criminal Code);
- Possession, dissemination and unlawful installation of computer equipment, devices or programmes intended to damage or disrupt a computer or telecommunications system (Article 635-quater.1 of the Criminal Code);
- Damage to computer or telecommunications systems of public interest (Article 635-quinquies of the Criminal Code);
- Computer fraud of the electronic signature certifier (Article 640-quinquies of the Criminal Code);

- Violation of the rules on the National Cyber Security Perimeter (Article 1, paragraph 11, Decree-Law No. 105 of 21 September 2019);
- Extortion (Article 629, paragraph 3, Criminal Code).

Organised crime offences (Article 24-ter of the Decree)

- Criminal conspiracy (Article 416 of the Criminal Code);
- Mafia-type association, including foreigners (Article 416-bis of the Criminal Code);
- Political-mafia electoral exchange (Article 416-ter of the Criminal Code);
- Kidnapping for the purpose of extortion (Article 630 of the Criminal Code);
- Association for the purpose of illegal trafficking in narcotic or psychotropic substances (Article 74 of Presidential Decree 309/1990);
- All offences if committed by availing oneself of the conditions provided for in Article 416-bis of the Criminal Code in order to facilitate the activities of the associations provided for in the same Article (Law 203/91);
- Illegal manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or a place open to the public of weapons of war or war-like weapons or parts of them, explosives, clandestine weapons as well as more common firing weapons excluding those provided for by Article 2, paragraph 3, of Law No. 110 of 18 April 1975 (Article 407, paragraph 2, letter a], number 5], of the Criminal Code).

Offences of counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (Article 25-bis of the Decree)

- Counterfeiting of money, spending and introduction into the State, in concert, of counterfeit money (Article 453 of the Criminal Code);
- Alteration of currency (Article 454 of the Criminal Code);
- Spending and introduction into the State, without concert, of counterfeit money (Article 455 of the Criminal Code);
- Spending counterfeit money received in good faith (Article 457 of the Criminal Code);
- Counterfeiting of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps (Article 459 of the Criminal Code);
- Counterfeiting watermarked paper in use for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code);
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of money, revenue stamps or watermarked paper (Article 461 of the Criminal Code);
- Use of counterfeit or altered revenue stamps (Article 464 of the Criminal Code);
- Counterfeiting, alteration or use of trademarks or distinctive signs or of patents, models and designs (Article 473 of the criminal code);
- Introduction into the State and trade of products with false signs (Article 474 of the Criminal Code).

Crimes against industry and trade (Article 25-bis.1 of the Decree)

- Disturbing the freedom of industry or trade (Article 513 of the Criminal Code);
- Unlawful competition with threats or violence (Article 513-bis of the Criminal Code);
- Fraud against national industries (Article 514 of the criminal code);
- Fraud in the exercise of trade (Article 515 of the criminal code);

- Sale of non-genuine foodstuffs as genuine (Article 516 of the criminal code);
- Sale of industrial products with misleading signs (Article 517 of the Criminal Code);
- Manufacture and trade of goods made by usurping industrial property rights (Article *517-ter* of the Criminal Code);
- Counterfeiting of geographical indications or designations of origin of agri-food products (Article *517-quater* of the Criminal Code).

Corporate offences (Article 25-ter of the Decree)

- False corporate communications (Article 2621 of the Civil Code);
- Minor offences (Article *2621-bis* of the Civil Code);
- False corporate communications by listed companies (Article 2622 of the Civil Code);
- Obstruction of control (Article 2625(2) of the Civil Code);
- Unlawful restitution of contributions (Article 2626 of the Civil Code);
- Illegal distribution of profits and reserves (Article 2627 of the Civil Code);
- Illegal transactions involving shares or quotas of the company or the parent company (Article 2628 of the Italian Civil Code);
- Transactions to the detriment of creditors (Article 2629 of the Civil Code);
- Failure to disclose a conflict of interest (Article *2629-bis* of the Civil Code);
- Fictitious formation of share capital (Article 2632 of the Civil Code);
- Wrongful distribution of corporate assets by liquidators (Article 2633 of the Civil Code);
- Bribery among private individuals (Article 2635(3) of the Civil Code);
- Incitement to bribery among private individuals (Article *2635-bis*, paragraph 1, of the Civil Code);
- Unlawful influence on the shareholders' meeting (Article 2636 of the Civil Code);
- Agiotage (Article 2637 of the Civil Code);
- Obstructing the exercise of the functions of public supervisory authorities (Article 2638 of the Civil Code)
- False or omitted statements for the issue of the preliminary certificate (Article 54 of Legislative Decree 19/2023).

Crimes for the purpose of terrorism or subversion of the democratic order (Article 25-quater of the Decree)

- Subversive associations (Article 270 of the Criminal Code);
- Associations for the purpose of terrorism, including international terrorism or subversion of the democratic order (Article *270-bis* of the Criminal Code);
- Aggravating and mitigating circumstances (Article *270-bis.1* of the Criminal Code);
- Assistance to associates (Article *270-ter* of the Criminal Code);
- Enlisting for the purposes of terrorism, including international terrorism (Article *270-quater* of the Criminal Code);
- Organising transfers for the purposes of terrorism (Article *270-quater.1* of the Criminal Code);
- Training for the purposes of terrorism, including international terrorism (Article *270-quinquies* of the Criminal Code);
- Financing of conduct for terrorist purposes (Article *270-quinquies.1* of the Criminal Code);
- Misappropriation of seized goods or money (Article *270-quinquies.2* of the Criminal Code);

- Possession of material for terrorist purposes (Article 270-*quinquies*.3 of the Criminal Code);
- Conduct for the purposes of terrorism (Article 270-*sexies* of the Criminal Code);
- Attacks for the purposes of terrorism or subversion (Article 280 of the Criminal Code);
- Acts of terrorism with deadly or explosive devices (Article 280-*bis* of the Penal Code);
- Acts of nuclear terrorism (Article 280-*ter* of the criminal code);
- Kidnapping for the purpose of terrorism or subversion (Article 289-*bis* of the criminal code);
- Incitement to commit any of the offences provided for in Chapters 1 and 2 (Article 302 of the criminal code);
- Political conspiracy by agreement (Article 304 of the Criminal Code);
- Political conspiracy by association (Article 305 of the Criminal Code);
- Armed gangs: formation and participation (Article 306 of the Criminal Code);
- Assistance to participants in conspiracy or armed band (Article 307 of the Criminal Code);
- Possession, hijacking and destruction of an aircraft (Law No. 342/1976, Article 1);
- Damage to ground facilities (Law No. 342/1976, Article 2);
- Penalties (Law No. 422/1989, Art. 3);
- Involuntary repentance (L.L. No. 625/1979, art. 5);
- Urgent measures for the protection of democratic order and public safety (Article 1 L. 6.2.1980 no. 15);
- New York Convention of 9 December 1999 (Article 2).

Offence of female genital mutilation practices (Article 25-*quater*.1 of the Decree)

- Female genital mutilation practices (Article 583-*bis* of the Criminal Code).

Crimes against the individual (Article 25-*quinquies* of the Decree)

- Reduction to or maintenance in slavery or servitude (Article 600 of the Criminal Code);
- Child prostitution (Article 600-*bis* of the Criminal Code);
- Child pornography (Article 600-*ter* of the criminal code);
- Possession of or access to pornographic material (Article 600-*quater* of the criminal code);
- Virtual pornography (Article 600-*quater* 1 of the criminal code);
- Tourism initiatives aimed at the exploitation of child prostitution (Article 600-*quinquies* of the criminal code);
- Trafficking in persons (Article 601 of the criminal code);
- Alienation and purchase of slaves (Article 602 of the criminal code);
- Illegal intermediation and exploitation of labour (Article 603-*bis* of the criminal code);
- Solicitation of minors (Article 609-*undecies* of the criminal code).

Market abuse offences (Article 25-*sexies* of the Decree)

- Abuse or unlawful communication of inside information. Recommending or inducing others to commit insider trading (Article 184 of Legislative Decree 58/98);
- Market manipulation (Article 185 of Legislative Decree 58/98).

Other cases of market abuse (Art. 187- *quinquies* TUF)

- Prohibition of insider trading and unlawful disclosure of inside information (Art. 14 EU Reg. No. 596/2014);
- Prohibition of market manipulation (Article 15 EU Reg. No. 596/2014).

Crimes of culpable homicide and grievous or very grievous bodily harm, committed in breach of the rules protecting health and safety at work (Article 25-septies of the Decree)

- Manslaughter (Article 589 of the Criminal Code);
- Negligent personal injury committed in violation of the rules on the protection of health and safety at work (Article 590(3) of the Criminal Code).

Offences of receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and selflaundering (Article 25-octies of the Decree)

- Receiving stolen goods (Article 648 of the Criminal Code);
- Money laundering (Article 648-bis of the Criminal Code);
- Use of money, goods or benefits of unlawful origin (Article 648-ter of the Criminal Code);
- Self-laundering (Article 648-ter.1 of the Criminal Code).

Offences relating to non-cash means of payment (Article 25-octies I) and fraudulent transfer of values

- Misuse and counterfeiting of non-cash payment instruments (Article 493-ter of the Criminal Code);
- Possession and dissemination of computer equipment, devices or programmes aimed at committing offences involving non-cash payment instruments (Article 493-quater of the Criminal Code)
- Computer fraud aggravated by the carrying out of a transfer of money, monetary value or virtual currency (Article 640-ter)
- Fraudulent transfer of valuables (Article 512-bis)
- Other offences relating to non-cash means of payment (Article 25-octies.1(2))

Offences relating to violations of copyright (Article 25-novies of the Decree)

- Making available to the public, in a system of telematic networks, through connections of any kind, a protected intellectual work, or part thereof (Article 171, paragraph 1, lett. a]-bis, L. 633/1941);
- Offences referred to in the previous point committed on other people's works not intended for publication if their honour or reputation is offended (Article 171, paragraph 3, L. 633/1941);
- Unauthorised duplication, for profit, of computer programmes; import, distribution, sale or possession for commercial or entrepreneurial purposes or rental of programmes contained in media not marked by the SIAE; preparation of means to remove or circumvent the protection devices of computer programmes (Article 171-bis L. no. 633/1941 paragraph 1);
- Reproducing, transferring to another medium, distributing, communicating, presenting or demonstrating in public, the contents of a database; extracting or reusing the database; distributing, selling or leasing databases (Article 171-bis L. No. 633/1941 paragraph 2);
- Unauthorised duplication, reproduction, transmission or dissemination in public by any process, in whole or in part, of intellectual works intended for television, cinema, sale or rental of records, tapes or similar supports or any other support containing phonograms or videograms of musical, cinematographic or audiovisual works assimilated or sequences of moving images; literary, dramatic, scientific or didactic, musical or dramatic-musical, multimedia works, even if included in collective or composite works or databases; reproduction, duplication, transmission or unauthorised dissemination, sale or trade, transfer for any reason or unauthorised importation of more than fifty copies or specimens of works

protected by copyright and related rights; entering into a system of telematic networks, through connections of any kind, of an intellectual work protected by copyright, or part of it (Article 171-ter L. no. 633/1941);

- Failure to notify the SIAE of the identification data of the media not subject to the mark or false declaration (Article 171-septies L. no. 633/1941);
- Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment for the decoding of audiovisual transmissions with conditional access made over the air, via satellite, via cable, in both analogue and digital form (Article 171-octies of Law No. 633/1941).

Offence of inducement not to make statements or to make false statements to the judicial authorities (Article 25-decies of the Decree)

- Inducement not to make statements or to make false statements to the judicial authorities (Article 377-bis of the Criminal Code).

Environmental offences (Article 25-undecies of the Decree)

- Environmental pollution (Article 452-bis of the Criminal Code);
- Environmental disaster (Article 452-quater of the Criminal Code);
- Culpable offences against the environment (Article 452-quinquies of the Criminal Code);
- Trafficking and abandonment of highly radioactive material (Article 452-sexies of the Criminal Code);
- Aggravating circumstances (Article 452-octies of the criminal code);
- Killing, destruction, capture, taking or possession of specimens of protected wild animal or plant species (Article 727-bis of the Criminal Code);
- Destruction or deterioration of habitats within a protected site (Article 733-bis of the Criminal Code).
- Import, export, possession use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (L. no. 150/1992, art. 1, art. 2, art. 3-bis and art. 6);
- Discharges of industrial waste water containing hazardous substances; discharges into the soil, subsoil and groundwater; discharges into the sea by ships or aircraft (Lgs.D. 152/2006, Art. 137);
- Unauthorised waste management activities (Legislative Decree 152/2006, Article 256);
- Pollution of soil, subsoil, surface water or groundwater (Lgs.D. 152/2006, Art. 257);
- Illegal shipment of waste (Legislative Decree No. 152/2006, Art. 259);
- Breach of reporting obligations, keeping of compulsory registers and forms (Lgs.D. 152/2006, art. 258, paragraph 4, second sentence);
- Illegal trafficking of waste (Lgs.D. 152/2006, Art. 259, paragraph 1);
- Organised activities for the illegal trafficking of waste (Art. 452 quaterdecies of the Criminal Code);
- False information on the nature, composition and chemical/physical characteristics of waste in the preparation of a waste analysis certificate; inclusion in SISTRI of a false waste analysis certificate; omission or fraudulent alteration of the hard copy of the SISTRI - handling area form in the transport of waste (Lgs.D. 152/2006, Art. 260-bis);
- Sanctions (Article 279, Legislative Decree no. 152/2006);
- Malicious pollution caused by ships (L.D. 202/2007, art. 8);

- Unintentional pollution caused by ships (L.D. 202/2007, art. 9);
- Cessation and reduction of the use of harmful substances (L. no. 549/1993, art. 3);
- Abandonment of waste in special cases (L.D. no. 152/2006, art. 255-*bis*);
- Abandonment of hazardous waste (Lgs.D. no.152/2006, art. 255-*ter*);
- Illegal burning of waste (Legislative Decree no.152/2006, Art. 256-*bis*);
- Aggravating business activity (Legislative Decree no.152/2006, Article 259-*bis*);
- Obstruction of control (Article 452-*septies* of the Criminal Code);
- Failure to clean up (Article 452-*terdecies* of the Criminal Code).

Crime of employment of third-country nationals whose stay is irregular (Article 25-*duodecies* of the Decree)

- Provisions against illegal immigration (Article 12(3), (3-*bis*), (3-*ter*) and (5) of Legislative Decree No. 286/1998);
- Employment of third-country nationals whose stay is irregular (Article 22, paragraph 12-*bis*, Legislative Decree no. 286/1998).

Crimes of racism and xenophobia (Article 25-*terdecies* of the Decree)

- Propaganda and incitement to commit racial, ethnic and religious discrimination (Article 604-*bis* of the Criminal Code).

Liability of entities for administrative offences as a result of a criminal offence [This is a prerequisite for entities operating in the virgin olive oil sector] (Article 12, Law No. 9/2013)

- Adulteration and counterfeiting of foodstuffs (Article 440 of the Criminal Code)
- Trade in counterfeit or adulterated food substances (Article 442 of the Criminal Code);
- Trade in harmful food substances (Article 444 of the Criminal Code);
- Counterfeiting, alteration or use of distinctive signs of original works or industrial products (Article 473 of the criminal code);
- Introduction into the State and trade of products with false signs (Article 474 of the Criminal Code);
- Fraud in the exercise of trade (Article 515 of the criminal code);
- Sale of non-genuine foodstuffs as genuine (Article 516 of the criminal code);
- Sale of industrial products with misleading signs (Article 517 of the criminal code);
- Counterfeiting of geographical indications designations of origin of agri-food products (Article 517-*quater* of the criminal code).

Fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (Article 25-*quaterdecies* of the Decree)

- Fraud in sporting competitions (Article 1, Law No. 401/1989);
- Unlawful gaming or betting activities (Article 4, L. 401/1989).

Tax offences (Article 25-*quinquiesdecies* of the Decree)

- Fraudulent declaration using invoices or other documents for non-existent transactions (Article 2, Legislative Decree 74/2000);
- Fraudulent declaration by means of other devices (Article 3, Legislative Decree 74/2000);

- False declaration (Article 4, Legislative Decree 74/2000) ;¹
- Omitted declaration (Article 5, Legislative Decree 74/2000)² ;
- Issuance of invoices or other documents for non-existent transactions (Article 8, Legislative Decree 74/2000, paragraphs 1 and 2-bis);
- Concealment or destruction of accounting documents (Article 10, Legislative Decree 74/2000);
- Undue compensation (Article 10-*quater*, Legislative Decree 74/2000) ;³
- Fraudulent evasion of taxes (Article 11, Legislative Decree 74/2000).

Smuggling offences (Article 25-*sexiesdecies* of the Decree)

- Customs and border duties (Article 27 of the Decree);
- Smuggling by false declaration (Art. 79. L.D.141/2024);
- Smuggling in the movement of goods by sea, air and border lakes (Art. 80. L.D.141/2024);
- Smuggling for undue use of imported goods with total or partial reduction of duties (Art. 81. L.D.141/2024);
- Smuggling in the export of goods eligible for duty drawback (Art. 82 L.D.141/2024);
- Smuggling of manufactured tobacco (Art. 84 L.D.141/2024);
- Aggravating circumstances of the offence of smuggling of manufactured tobacco (Art. 85 L.D.141/2024);
- Criminal association for the purpose of smuggling manufactured tobacco (Art. 86 L.D.141/2024);
- Aggravating circumstances of smuggling (Article 88 L.D.141/2024);
- Capital security measures - Confiscation (Article 94 L.D.141/2024);
- Subtraction from assessment or payment of excise duty on energy products (Article 40 L.D.504/1995)
- Subtraction from assessment or payment of excise duty on manufactured tobacco (Article 40-*bis* L.D.504/1995);
- Aggravating circumstances of the offence of evasion of the assessment or payment of excise duty on tobacco products (Article 40-*ter* of Legislative Decree No. 504/1995);
- Extenuating circumstances (Article 40-*quater* of Legislative Decree No. 504/1995);
- Sale of tobacco products without authorisation or purchase by persons not authorised to sell (Article 40- *quinquies* Lgs.D.504/1995);
- Clandestine manufacture of alcoholic beverages (Article 41 L.D.504/1995);
- Association for the purpose of the clandestine manufacture of alcohol and alcoholic beverages (Article 42 L.D.504/1995);

¹ The crime of misrepresentation, punished by Article 4, of Legislative Decree 74/2000 and introduced among the predicate offences referred to in Article 25-*quinquiesdecies* of Legislative Decree 231/2001 by Legislative Decree 14 July 2020 no. 75, bearing the "Implementation of Directive (EU) 2017/1371 on the fight against fraud affecting the financial interests of the Union by means of criminal law" (so-called "PIF Directive"), may entail the administrative liability of the Entity if committed in the context of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount of no less than ten million Euro.

² The crime of omitted declaration, punished by Article 5, of Legislative Decree 74/2000 and introduced among the predicate offences referred to in Article 25- *quinquiesdecies* of Legislative Decree 231/2001 by Legislative Decree 14 July 2020 no. 75, bearing the "Implementation of Directive (EU) 2017/1371 on the fight against fraud affecting the financial interests of the Union by means of criminal law" (the so-called "PIF Directive"), may entail the administrative liability of the Entity if committed in the context of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount of no less than ten million Euro.

³ The offence of undue compensation, punished by Article 4, of Legislative Decree 74/2000 and introduced among the predicate offences referred to in Article 25- *quinquiesdecies* of Legislative Decree 231/2001 by Legislative Decree 14 July 2020 no. 75, bearing the "Implementation of Directive (EU) 2017/1371 on the fight against fraud affecting the financial interests of the Union by means of criminal law" (so-called "PIF Directive"), may entail the administrative liability of the Entity if committed in the context of cross-border fraudulent schemes and for the purpose of evading value added tax for a total amount of no less than ten million Euro.

- Evasion of the assessment and payment of excise duty on alcohol and alcoholic beverages (Article 43 L.D.504/1995);
- Aggravating circumstances (Article 45 L.D.504/1995);
- Alteration of devices, imprints and marks (Article 46 L.D.504/1995);
- Deficiencies and surpluses in the storage and movement of excisable products (Article 47 L.D.504/1995);
- Irregularities in the circulation (Article 49 L.D.504/1995);
- General provisions (Article 61 L.D.504/1995).

Crimes against the cultural heritage (Article 25-septiesdecies)

- Theft of cultural property (Article 518-bis of the Criminal Code);
- Misappropriation of cultural goods (Article 518-ter of the Criminal Code);
- Receiving stolen cultural goods (Article 518-quater of the Criminal Code);
- Forgery in private contracts relating to cultural goods (Article 518-octies of the criminal code);
- Violations relating to the alienation of cultural goods (Article 518-novies of the Criminal Code);
- Illegal importation of cultural goods (Article 518-decies of the Criminal Code);
- Unlawful removal or export of cultural goods (Article 518-undecies of the Criminal Code);
- Destruction, dispersion, deterioration, defacement, defacement and unlawful use of cultural or landscape assets (Article 518-duodecies of the Criminal Code);
- Counterfeiting of works of art (Article 518-quaterdecies of the criminal code).

Laundering of cultural goods and devastation and looting of cultural and landscape heritage (Article 25-duodicies)

- Laundering of cultural goods (Article 518-sexies of the Criminal Code);
- Devastation and looting of cultural and landscape assets (Article 518-terdecies of the Criminal Code).

Crimes against animals (Article 25-undevicies)

- Killing animals (Article 544-bis of the Criminal Code);
- Ill-treatment of animals (Article 544-ter of the criminal code)
- Prohibited shows or demonstrations (Article 544-quater of the criminal code)
- Prohibition of animal fighting (Article 544-quinquies of the Criminal Code)
- Killing or damaging other people's animals (Article 638 of the Criminal Code)

Transnational offences (Article 10 - Law 146/2006)

The following offences, if committed transnationally, constitute grounds for the administrative liability of entities:

- Criminal association (Article 416 of the Criminal Code);
- Mafia-type association, including transnational (Article 416-bis of the Criminal Code);
- Criminal association for the purpose of smuggling foreign processed tobacco (Article 291-quater of the Consolidated Text of Presidential Decree No. 43 of 23 January 1973);
- Association for the purpose of illegal trafficking in narcotic or psychotropic substances (Article 74 of the Consolidated Text referred to in Presidential Decree No 309 of 9 October 1990);

- Provisions against clandestine immigration (Article 12(3), (3-bis), (3-ter) and (5) of the Consolidated Text referred to in Legislative Decree 286/1998);
- Inducement not to make statements or to make false statements to the judicial authorities (Article 377-*bis* of the Criminal Code);
- Aiding and abetting (Article 378 of the Criminal Code).

The offences and administrative offences referred to above may entail the Entity's administrative liability if they are committed abroad, even though their head office is located in Italy.

1.3 The penalty system provided for by the Decree

The sanctions provided for by the Decree against Entities are: i) pecuniary sanctions, ii) disqualification sanctions, iii) confiscation of the price or profit of the offence, iv) publication of the conviction.

Monetary sanctions apply whenever the liability of the legal person is ascertained and are determined by the criminal court through a system based on 'quotas'. In commensurating the pecuniary sanction, the judge determines the number of quotas, taking into account the seriousness of the offence, the degree of the Entity's liability and the activity carried out to eliminate or mitigate the consequences of the offence and to prevent the commission of further offences; the amount of the quota is instead set on the basis of the Entity's economic and asset conditions.

Disqualification penalties may be applied in addition to financial penalties, but only if expressly provided for in respect of the offence for which proceedings are being prosecuted and only where at least one of the following conditions is met

- the Entity has derived a relevant profit from the offence and the offence was committed by a senior or subordinate person, but only where the commission of the offence was made possible by serious organisational deficiencies
- in the event of repetition of the offence.

They take the form of a ban on exercising company activities; the suspension and revocation of authorisations, licences or concessions functional to the commission of the offence; a ban on contracting with the public administration (except to obtain the performance of a public service); exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those granted; a ban on advertising goods or services.

Disqualification sanctions shall not be applied (or shall be revoked, if already applied as a precautionary measure) if the Entity, before the declaration of the opening of the first instance hearing, has:

- compensated the damage or repaired it
- eliminated the harmful or dangerous consequences of the offence (or, at least, took steps to do so)
- made the profit from the offence available to the judicial authorities for confiscation;

- eliminated the organisational deficiencies that led to the offence, adopting organisational models capable of preventing the commission of new offences.

Confiscation consists in the acquisition of the price or profit of the offence by the State or in the acquisition of sums of money, goods or other utilities with a value equivalent to the price or profit of the offence: it does not, however, cover that part of the price or profit of the offence which can be returned to the injured party. Confiscation is always ordered with the conviction.

Publication of the judgment may be imposed when a disqualification sanction is applied to the Entity. It is effected by means of posting in the municipality where the Entity has its head office and by publication on the Ministry of Justice's website.

1.4 The Organisation, Management and Control Model as an exemption from liability under the Decree

The Decree provides that the company shall not be liable to a penalty if it proves that it has adopted and effectively implemented **Organisation, Management and Control Models suitable for preventing the commission of the offences** committed, without prejudice to the personal liability of the person who committed the **offence**.

The legislator, therefore, has attributed an exempting value to the company's organisation, management and control models if they are suitable for preventing the risk, and if they have been adopted and effectively implemented. The decree also specifies the requirements that the models must meet.

In particular:

- identify the activities within the scope of which the offences provided for in the Decree may be committed
- envisage specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the offences to be prevented; and
- identify methods of managing financial resources suitable to prevent the commission of such offences;
- provide for obligations to inform the Body responsible for supervising the operation of and compliance with the Models;
- introduce a disciplinary system capable of sanctioning non-compliance with the measures indicated in the Model;
- foresee, in relation to the nature and size of the organisation, as well as the type of activity carried out, appropriate measures to ensure that the activity is carried out in compliance with the law and to promptly discover and eliminate risk situations.

If the offence is committed by persons holding positions of representation, administration or management of the Entity or of one of its organisational units with financial and functional autonomy,

as well as by persons exercising, also de facto, the management and control thereof, the Entity shall not be liable if it proves that

- the management body has adopted and effectively implemented, before the offence was committed, a Model capable of preventing offences of the kind committed;
- the task of supervising the operation of and compliance with the Model and ensuring that it is updated has been entrusted to a Body of the Entity endowed with autonomous powers of initiative and control
- the persons have committed the offence by fraudulently circumventing the Model
- there has been no omission or insufficient supervision by the Control Body with regard to the Model.

If, on the other hand, the offence is committed by persons subject to the direction or supervision of one of the above-mentioned persons, the legal person is liable if the commission of the offence was made possible by the failure to comply with the obligations of direction and supervision. Such non-compliance is, in any case, excluded if the Entity, before the offence was committed, adopted and effectively implemented a Model capable of preventing offences of the kind committed.

1.5 Appointment of the Entity 's lawyer

In the event of proceedings *pursuant to* Legislative Decree No. 231/2001 against the Company, the legal representative shall appoint the Company's defence counsel.

If the person under investigation is the legal representative, the appointment of the Company's lawyer is made by the Board of Directors. If it is not possible to proceed through the Board of Directors, this appointment shall be delegated to a specially designated attorney, chosen from among persons with no conflict of interest, in compliance with the procedures established by this Model. In this case, information shall be provided at the first meeting of the Board of Directors.

The Supervisory Board shall be informed of the appointment.

2. Netsens S.r.l.

Netsens S.r.l., one of the first companies in the world to create *wireless* systems for digital agriculture, is today the *leader* in Italy in the field of IoT systems for sustainable crop management. Founded in 2004, the company develops and produces advanced solutions for monitoring in agriculture, meteorology, environment and infomobility. All *Netsens* products are designed and manufactured in Italy and are the result of constant investment in research, development and technological innovation.

Over time, *Netsens* has built a comprehensive portfolio of solutions that includes professional weather stations (*MeteoSense*), IoT systems for wireless sensors (*AgriSense*, *VineSense*), irrigation automation systems (*WiSense*) and cloud platforms (*LiveData*) with advanced decision-making models and user interfaces for real-time monitoring and management of agricultural and environmental data.

The Company holds the following system certifications:

- ISO 9001:2015 - Quality Management System;
- ISO 14001:2015 - Environmental Management System.

In 2024, *Netsens* became part of the *Diagram Group*, a reality born from the transformation of *IBF Servizi*, a leading group in precision agriculture solutions. Thanks to this integration, *Netsens* has expanded its offering, combining IoT technology with management platforms, monitoring systems and advanced services for the agritech world.

2.1 The internal control system

In constructing the Model of *Netsens S.r.l.*, account was taken of the governance tools of the Company's organisation that guarantee its functioning, namely

- **By-laws** - which contain various provisions on corporate governance aimed at ensuring the proper performance of management activities also in compliance with the regulations applicable to listed companies;
- **Organisational System** - made up of the organisational structures/positions and areas of responsibility and which constitutes an integral part of this Model;
- **Group Code of Ethics** - consisting of a set of rules of conduct and principles of a general nature that all internal and external subjects, who directly or indirectly have a relationship with *Netsens*, must comply with and whose violation entails the application of specific sanctioning measures
- **Procedural system** - consisting of procedures, regulations, manuals, operating instructions and internal communications aimed at regulating the relevant processes in a clear and effective manner and at providing operating methods and control measures for the performance of corporate activities.

3. The Organisation, Management and Control Model of Netsens S.r.l.

The Company adopted the current version of the Model on 9 December 2025 and ensures that it is updated over time.

Amendments and additions to this Organisational Model are made by the Management Body, also on the information of the Supervisory Body, which takes care of updating it.

The Management Body takes decisions concerning the implementation of the Model, by assessing and approving the actions necessary to implement its constituent elements.

3.1 The objectives and goals pursued with the adoption and consequent updating of the Organisation, Management and Control Model

With the adoption of the Organisation, Management and Control Model and its subsequent updating, the Company aims to

- make all those who work in the name and on behalf of the Company aware, with particular reference to those who operate in the so-called 'sensitive areas', that they may incur, in the event of violations of the provisions set out in the Model, in the commission of offences liable to criminal sanctions against them and 'administrative' sanctions that may be imposed on the Company
- make such persons aware that unlawful conduct is strongly condemned by the Company, since the same is always and in any case contrary to the provisions of the law, the corporate culture and the ethical principles adopted as its own guidelines in business activities
- enable the Company to intervene promptly to prevent or counteract the commission of offences or at least to significantly reduce the damage caused by them;
- improve corporate governance and the Company's image.

The preparation of this Model is inspired by the Guidelines issued by Confindustria as updated over time.

3.2 The "Recipients" of the Organisational Model of Netsens S.r.l.

The principles and provisions of this document must be complied with by

- all those who perform, even de facto, management, administration, direction or control functions in the Company;
- Members of the Board of Directors and the Board of Auditors;
- Independent Auditors;
- Consultants, collaborators, suppliers and any third parties to the extent that they may be involved in the performance of activities in which it is conceivable that one of the predicate offences under the Decree may be committed;
- those who act under the direction or supervision of top management within the scope of their assigned tasks and functions.

The persons thus identified are hereinafter referred to as 'Addressees'.

3.3 The construction and consequent updating of the Organisational Model of Netsens S.r.l.

The work activity aimed at preparing the Model took the form of

- in the identification of sensitive sectors/activities/areas, with reference to the offences referred to in the Decree through the analysis of the most relevant company documents (by way of example: articles of association, chamber of commerce view, minutes of company bodies, etc.)
- in the analytical examination of the sensitive areas, with prefiguration of the methods and instruments through which it would be possible to commit the offences listed in the Decree by the company, its administrative bodies, employees and, in general, by the figures referred to in Article 5 of the Decree (also through meetings and interviews with the persons concerned)
- in the identification of existing internal rules and protocols - whether formalised or not - with reference only to the areas identified as at risk of offences
- in the definition of *standards of conduct* and control or for the activities which, in agreement with the Company, it was deemed appropriate to regulate;
- in regulating the methods of managing financial resources suitable to prevent the commission of offences;
- in the identification of the person(s) in charge of supervising the concrete application of this Model (hereinafter referred to as the "Supervisory Body" or SB) with the simultaneous preparation of the reporting system to and from the Supervisory Body itself
- the provision of an appropriate disciplinary system to sanction non-compliance with the measures indicated in the Model.

3.4 The map of "sensitive" activities of Netsens S.r.l.

In compliance with the provisions of the Decree and in the manner outlined above, the Company's 'sensitive' activities have been identified, taking into account Netsens' current operations and existing organisational structure.

The main activities and business processes that may constitute an opportunity or a method for the commission of the offences referred to in the Decree are:

- *Management of commercial activities (calls for tenders and sales);*
- *Management of relations with the Public Administration and related inspections;*
- *Management of litigation and relations with the Judicial Authority;*
- *Management of public financing and contributions for training;*
- *Management of purchases of goods and services (including consultancy);*
- *Management of information systems;*
- *Administration, Accounting, Financial Statements and Tax compliance management;*
- *Management of shareholders' meetings and capital operations;*
- *Production and quality management;*
- *Personnel selection and management;*

- *Management of relations with Certification Bodies;*
- *Management of financial flows, credit and intercompany relations;*
- *Management of expense and entertainment expenses;*
- *Management of health and safety aspects;*
- *Management of activities with an environmental impact.*

3.5 The structure of the Organisational Model of Netsens S.r.l.

This document is structured in two parts, a General Section and several Special Sections.

The **General Part** includes an examination of the regulations contained in Legislative Decree 231/01 (hereinafter also the "Decree") and describes:

- Netsens' organisational structure, its *Corporate Governance* and internal control system;
- The recipients of the Model;
- The process of adoption of the Model by Netsens;
- The sensitive activities and offences relevant to the Company;
- The Supervisory Body (hereinafter also "SB");
- The training and information obligations;
- *The whistleblowing channels;*
- The system of sanctions to protect against violations of the Model and the Group's Code of Ethics.

The **Special Sections** identify the sensitive activities relevant to the Company pursuant to the Decree, the principles of conduct and the relevant control measures for the aforementioned activities, which are designed to prevent or mitigate offences and which are set out, operationally, within the procedures and operating rules adopted by the Company.

They are annexed to the Organisation, Management and Control Model:

- **Annex 1** - Containing a summary of the main offences that trigger the administrative liability of Entities with regard to the Offence Families considered applicable.

3.6 Offences relevant to Netsens S.r.l.

Following the performance of *risk assessment* activities, both at the time of initial adoption and subsequent updating, the following families of "231" offences were identified as potentially relevant on the basis of the organisational structure, context and operations carried out by the Company:

- **Offences against the Public Administration and its assets** (Articles 24 and 25 of the Decree);
- **Computer crimes and unlawful processing of data** (Article 24-bis of the Decree);
- **Organised crime offences** (Article 24-ter of the Decree);
- **Offences of embezzlement, extortion, undue induction to give or promise benefits and corruption** (Article 25 of the Decree)
- **Crimes against industry and trade** (Article 25-bis.1 of the Decree);
- **Corporate offences** (Article 25-ter of the Decree);
- **Crimes against the individual** (Article 25-quinquies of the Decree);

- **Crimes of culpable homicide and grievous or very grievous bodily harm, committed in violation of the rules protecting health and safety at work** (Article 25-septies of the Decree);
- **Offences of receiving stolen goods, money laundering, use of money, goods and benefits of unlawful origin and selflaundering** (Article 25-octies of the Decree);
- **Crimes relating to non-cash payment instruments and fraudulent transfer of values** (Article 25-octies.1 of the Decree);
- **Crimes relating to violation of copyright** (Article 25-novies of the Decree);
- **Offence of inducement not to make statements or to make false statements to the Judicial Authorities** (Article 25-decies of the Decree);
- **Environmental offences** (Article 25-undecies of the Decree);
- **Offences of employment of third country nationals whose stay is irregular** (Article 25-duodecies of the Decree);
- **Tax offences** (Article 25-quinquiesdecies of the Decree).

The risk profiles inherent in the offences of counterfeiting money, public credit cards, revenue stamps and identification instruments or signs, offences for the purposes of terrorism or subversion of the democratic order, offences of female genital mutilation practices, market abuse, racist and xenophobic offences, smuggling offences, and fraud in sporting competitions, the unauthorised exercise of gaming or betting and gambling by means of prohibited devices, transnational offences, offences against cultural heritage, offences of money laundering and the devastation and looting of cultural and landscape assets, and offences against animals are considered to be comprehensively covered by the provisions of this Model and the Group's Code of Ethics.

4. The Supervisory Board of Netsens S.r.l.

The Company has assigned the task of supervising the operation of and compliance with the Model to the Supervisory Board (also 'SB'), which has the requisites indicated below and is aimed at ensuring its effective and efficient implementation.

4.1 The requirements of the Supervisory Body of Netsens S.r.l.

The members of the Supervisory Board must meet the requirements laid down in the Confindustria Guidelines. In particular:

AUTONOMY AND INDEPENDENCE: the Supervisory Board must remain free from any form of interference and pressure from top management and must not be in any way involved in the exercise of operational activities and management decisions. The Supervisory Board must not find itself in a situation of conflict of interest and no operational tasks that could undermine its autonomy must be assigned to the Board as a whole, but also to its individual members.

The requirement of autonomy and independence must also be understood as the absence of parental ties and hierarchical dependency ties with the top management of the Company or with persons holding operational powers within the same.

The Supervisory Board must report to the top operational management of the company and must be able to dialogue with it "on an equal footing".

PROFESSIONALISM: i.e. possession of the necessary tools and techniques for the concrete and effective performance of the assigned activity. The professionalism and authority of the Body are then connected to its professional experience. In this sense, the Company considers of particular importance the careful examination of the *curricula* of the possible candidates and their previous experience, favouring profiles that have matured specific professionalism in the field.

CONTINUITY OF ACTION: the Supervisory Body continuously carries out the activities necessary for supervising the Model with adequate commitment and with the necessary powers of investigation, meeting at least once a quarter.

HONOURABILITY: in relation to the provision of causes of ineligibility, revocation, suspension or forfeiture of the Supervisory Body function as specified below.

The requirements described above must be verified at the time of appointment by the Board of Directors.

4.2 Causes of ineligibility, revocation, suspension and disqualification

In appointing the members of the Supervisory Board, the Company's Board of Directors expressly established the following causes of **ineligibility** for the members of the Supervisory Board.

Therefore, the following cannot be elected

- those who have been convicted with a sentence, even if not final, or with a sentence of application of the penalty on request (so-called 'plea bargaining') and even if with a conditionally suspended penalty, except for the effects of rehabilitation

1. to imprisonment for a term of not less than one year for one of the offences set forth in R. D. 267/ 1942 and Legislative Decree 14/2019;
 2. to imprisonment for a term of not less than one year for one of the offences provided for by the rules governing banking, financial, securities and insurance activities and by the rules governing markets and securities, and payment instruments;
 3. to imprisonment for a term of not less than one year for a crime against the Public Administration, against public faith, against property, against the public economy, for a crime relating to tax matters
 4. for any non-culpable offence to imprisonment for a term of not less than two years;
 5. for one of the offences provided for in Title XI of Book V of the Civil Code;
 6. for an offence which results and has resulted in a conviction to a penalty from which derives disqualification, including temporary disqualification, from public offices, or temporary disqualification from the management offices of legal persons and companies
 7. for one or more offences among those listed exhaustively in the Decree, even if sentenced to a penalty lower than those indicated in the previous points;
- those against whom one of the prevention measures provided for by Law 575/1965, as amended, and by Title I of Legislative Decree 159/2011 have been definitively applied;
 - those against whom the accessory administrative sanctions provided for in Article *187-quater* of Legislative Decree 58/1998 have been applied.

The members of the Supervisory Board must self-certify, by means of a declaration in lieu of affidavit, that they are not in any of the above-mentioned conditions, expressly undertaking to notify any changes to the content of such declarations.

Any revocation of the members of the Body must be resolved upon by the Board of Directors of the Company and may be ordered exclusively for reasons connected to serious breaches of the mandate undertaken, including breaches of the confidentiality obligations indicated below, as well as for the causes of forfeiture set out below.

The members of the Supervisory Board shall also forfeit their office if, after their appointment

- they are convicted by final judgment or plea bargaining for one of the offences indicated in numbers 1, 2, 3, 4, 5, 6 and 7 of the conditions of ineligibility indicated above
- if they have breached the confidentiality obligations strictly related to the performance of their duties.

The members of the Supervisory Board are also **suspended** from exercising their functions in the following cases

- conviction with a non-definitive sentence for one of the offences indicated in numbers 1 to 7 of the conditions of ineligibility above
- application at the request of the parties of one of the punishments indicated in numbers 1 to 7 of the conditions of ineligibility indicated above;
- application of a personal precautionary measure;
- provisional application of one of the prevention measures provided for by Article 10, paragraph 3, of Law 575/1965, as replaced by Article 3 of Law 55/1990 and subsequent amendments, and by Title I of Legislative Decree 159/2011.

The Supervisory Board remains in office for three years, lapses on the date of approval of the financial statements for the third year and may be re-elected. The remuneration of the Supervisory Board is determined by the Board of Directors upon appointment for the entire term of office.

4.3 The tasks of the Supervisory Board of Netsens S.r.l.

For the performance of its tasks, the Board of Directors allocates an annual expense *budget* to the Supervisory Board. However, the Supervisory Board may autonomously commit resources in excess of its spending powers, in compliance with corporate procedures, if the use of such resources is necessary to deal with exceptional and urgent situations. In such cases, the Supervisory Board must inform the Board of Directors without delay.

In order to perform the tasks assigned to it, the Supervisory Board makes use of all the corporate functions.

The Supervisory Board performs the following activities

- supervision of the effectiveness of the Model, checking in particular the consistency between the Model itself and the concrete rules adopted in the areas at risk
- periodic verification that the Model is complied with by all the individual company units/areas at risk, in order to ascertain that the rules defined and the safeguards put in place are followed as faithfully as possible and are actually suitable for preventing the risks of the commission of the offences highlighted
- ensuring that the Group's Code of Ethics and all the provisions contained therein are complied with by all persons operating in any capacity in the Company;
- notifying the Board of Directors of any updates and adjustments to the Model in accordance with developments in the law and jurisprudence, as well as as a result of changes to the Company's organisation;
- supervises the proper functioning of the control activities for each area at risk, promptly reporting anomalies and dysfunctions of the Model, after discussion with the areas/functions concerned;

- assesses and proposes the imposition of any disciplinary sanctions, after the necessary coordination with the heads of the competent company functions/areas.

4.4 The reporting activity of the Supervisory Board

In order to ensure its full autonomy and independence in the performance of its functions, the Supervisory Board reports directly to the Company's Board of Directors and reports on the implementation of the Model and the emergence of any critical issues through two *reporting* lines

- i. the first on an **ongoing basis**
- ii. the second on an **annual basis**, to the Board of Directors and the Board of Statutory Auditors, by means of a written report that must promptly indicate the activities carried out during the year, both in terms of the controls carried out and the results obtained, and any need to update the Model.

The Supervisory Board must also prepare annually a plan of activities planned for the following year, in which it identifies the activities to be performed and the areas that will be subject to checks, as well as the timing and priority of the interventions.

The Surveillance Body may, however, carry out, within the scope of sensitive corporate activities and where it deems it necessary for the performance of its functions, checks not envisaged in the intervention plan (so-called 'surprise checks').

The Supervisory Body may ask to be heard by the Board of Directors or, in general, by the Administrative Body whenever it deems it appropriate to speak with said body; likewise, the Supervisory Body has the right to request clarifications and information from the Board of Directors.

On the other hand, the Supervisory Board may be convened at any time by the Board of Directors to report on particular events or situations concerning the operation and compliance with the Model.

The aforementioned meetings must be minuted and a copy of the minutes must be kept by the Supervisory Board (as well as by the bodies involved from time to time).

4.5 Reporting obligations towards the Supervisory Body

The SB is the recipient of any information, documentation and/or communication, also from third parties, pertaining to compliance with the Model.

All the Recipients of this Model are obliged to inform the Supervisory Board. The obligation to provide information must concern the following types of flows

- a) ***event-based***: information flows occurring upon the occurrence of a specific event that must be reported to the Supervisory Board;
- b) **periodic**: information flows on a periodic basis.

The Supervisory Board establishes in its control activities the documentation that must be submitted to it on a periodic basis.

It is mandatory for the Supervisory Board to receive:

- measures and/or news coming from judicial police bodies or any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons for the offences provided for in the Decree, concerning the Company
- visits, inspections and assessments undertaken by the competent bodies (regions, regional bodies and local authorities) and, upon their conclusion, any findings and sanctions imposed
- requests for legal assistance made by persons within the Company, in the event of initiation of legal proceedings for one of the offences provided for in the Decree;
- reports prepared by corporate structures as part of their control activities, from which critical elements emerge with respect to the rules of the Decree;
- on a periodic basis, news concerning the actual implementation of the Model in all areas/corporate functions at risk;
- on a periodic basis, news concerning the actual compliance with the Group's Code of Ethics at all company levels;
- information on the development of activities relating to areas at risk;
- the system of delegated and proxy powers adopted by the Company.

The information flows must reach the Body, by means of the e-mail address:

odv@netsens.it

Through this channel it is also possible to communicate with the Supervisory Board in the event of doubts or questions concerning this Organisation, Management and Control Model.

The Supervisory Board ensures the utmost confidentiality with regard to any news and information received, under penalty of revocation of the mandate, except for the requirements inherent to the performance of the task and, in any case, in line with the reference regulatory provisions.

5. Whistleblowing - protection of employees and/or collaborators who report offences - Article 6, paragraph 2-bis of Legislative Decree 231/2001

Article 6, paragraph 2-bis of Legislative Decree No. 231/2001 provides that the Organisation, Management and Control Model adopted by the Company must provide for internal reporting channels pursuant to Legislative Decree No. 24/2023 implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law.

Pursuant to Legislative Decree 24/2023, the violations that are the subject of reports concern conduct, acts or omissions that harm the interest or integrity of the Company and consist of:

- administrative, accounting, civil or criminal offences;
- unlawful conduct relevant pursuant to Legislative Decree 231/2001 or violations of the Organisation, Management and Control Models adopted pursuant to Legislative Decree 231/2001;
- offences falling within the scope of European Union acts relating to, but not limited to, the following areas: public procurement; services, products and financial markets and prevention of money laundering and financing of terrorism; product safety and compliance; environmental protection;
- acts or omissions affecting the financial interests of the European Union and/or concerning the internal market.

Reports will be handled in accordance with the "*Whistleblowing Instruction*" (see below) adopted by the Company in order to allow reports to be made about violations of which the whistleblower has become aware in the context of his or her work and/or professional activities.

Reports can be made through the integrityline.com web application.

Netsens has adopted a document called the "*Whistleblowing Instruction*" in order to regulate the process of managing whistleblowing reports in compliance with the relevant regulatory provisions; in particular, Article 6, paragraph 2-bis, of Legislative Decree 231/2001 stipulates that the Model must provide for internal reporting channels pursuant to Legislative Decree 24/2023.

The reporting channels guarantee, also through the use of encryption tools, the confidentiality of the identity of the reporter, as well as of the content of the report and of the relevant documentation.

The Company guarantees the protection of the reporter against any form of retaliation and/or discrimination.

The protection against acts of retaliation is extended to all persons connected in a broad sense to the reporting party's organisation and/or person as defined in Article 3 of Legislative Decree 24/2023.

It is recalled that reporting organisations or persons may not suffer any retaliation under Article 17 of Legislative Decree 24/2023.

The whistleblower protection measures apply in accordance with the provisions of Chapter III of Legislative Decree 24/2023.

With respect to reports made by persons who have declared their personal details and who are in bad faith and/or who are proven to have slanderous/defamatory content, the measures provided for in



Section 7 below "*The disciplinary system*" shall be activated, and appropriate legal protection actions shall be assessed. Except in cases of liability for slander or defamation, the submission of a report under this procedure does not constitute a breach of employment obligations.

6. Training and information

6.1 General provisions

The Company intends to ensure correct and complete knowledge of the Model, the contents of the Decree and the obligations arising therefrom among those working for the Company.

6.2 Initial communication

This Model is communicated to all company resources through the use of the Company's tools, including information tools.

Any new employees shall be given an information set containing the Model and the Group's Code of Ethics, with which they are assured of the knowledge considered of primary importance.

All subsequent changes and information concerning the Model shall be communicated to corporate resources through official information channels.

6.3 Training

The purpose of training activities is to promote and disseminate knowledge of the regulations set out in the Decree, to provide an exhaustive picture of the same, of the practical implications arising therefrom, and of the contents and principles on which the organisational Model and the Group's Code of Ethics are based, among all possible employees who, therefore, are required to know, observe and respect them, contributing to their implementation.

The training shall take into account, in the contents and methods of delivery of the relevant courses, the qualification of the Recipients, the risk level of the area in which they operate and whether or not they have been assigned representative functions.

The Supervisory Board ensures that training programmes are qualitatively adequate and effectively implemented.

6.4 Information to "Third parties Recipients"

The Company imposes knowledge of and compliance with the Model and the Group's Code of Ethics among so-called "Third Party Recipients", such as consultants, collaborators, suppliers and other external parties operating on behalf of the Company.

The information is ensured through the circulation of an official communication or with the explicit reference in contracts to the existence of the Model and the Group's Code of Ethics.

Netsens provides for the inclusion in contracts with third parties with whom it does business of specific clauses providing for the termination of negotiation obligations in the event of non-compliance with the established ethical principles.

7. The Disciplinary System

The provision of an appropriate disciplinary system to sanction non-compliance with the rules set out in the Model is a condition required by Legislative Decree 231/2001 for the exemption from administrative liability of Entities and to ensure the effectiveness of the Model itself. This system also complies with the dictates of Legislative Decree 24/2023.

The system itself is aimed at penalising non-compliance with the principles and obligations of conduct set out in this Organisational Model as well as violations of the obligations set out in Legislative Decree 24/2023.

With reference to the dictates of Legislative Decree 24/2023, it should be noted that the Company, and its representatives, are prohibited from retaliating or discriminating, directly or indirectly, against the whistleblower for reasons directly or indirectly connected to the report. In this respect, it is clarified that disciplinary sanctions are provided for:

- in the event of failure to comply with the measures and principles set out in the Model;
- when it is established that retaliation has taken place or that the reporting has been obstructed or an attempt has been made to obstruct it or that the reporting party's obligation of confidentiality has been breached;
- when reporting channels have not been set up, procedures for making and handling reports have not been adopted, or the adoption of such procedures does not comply with those set out in Articles 4 and 5 of Legislative Decree no. 24/2023, and when it is ascertained that no verification and analysis of the reports received has been carried out;
- against those who make, with malice or gross negligence, reports that turn out to be unfounded.

The adoption of discriminatory measures against persons making such reports may be reported to the National Labour Inspectorate, for measures within its competence, not only by the person making the report, but also by the trade union organisation.

It is clarified, in accordance with the provisions in force, that retaliatory or discriminatory dismissal of the reporting person is null and void.

Also null and void are changes of job and any other retaliatory or discriminatory measures taken against the whistleblower. In the event of disputes relating to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or subjecting the whistleblower to other organisational measures having a direct or indirect negative impact on working conditions, following the submission of the report, the employer has the burden of proving that such measures are based on reasons extraneous to the report itself.

The imposition of disciplinary sanctions for violation of the principles and rules of conduct set out in the Organisational Model is irrespective of whether or not criminal proceedings are instituted and of the outcome of the consequent judgement for the commission of any of the unlawful conduct set out in the Decree.

Netsens S.r.l., through the bodies specifically appointed for this purpose, provides for the imposition, with consistency, impartiality and uniformity, of sanctions proportionate to the respective violations of the Model and in compliance with the provisions in force concerning the regulation of labour relations; the sanctioning measures for the different professional figures are indicated below.

7.1 Sanctions against employees

The conduct of employees that leads to

- violation of the individual rules of conduct set out in this Model, in the Group Code of Ethics, in the corporate rules and protocols adopted by the Company
- violation of the measures put in place to protect *whistleblowers*;
- the submission of unfounded reports with wilful misconduct or gross negligence;

constitute disciplinary offences.

The sanctions that can be imposed on employees are adopted in compliance with the procedures laid down in the applicable legislation.

Reference is expressly made to the categories of sanctionable facts provided for by the existing sanctioning apparatus, i.e. the provisions of the **National Collective Labour Agreement for workers employed in the private metalworking and plant installation industry** (hereinafter CCNL).

In particular, in accordance with the reference CCNL, in application of the principle of proportionality, depending on the seriousness of the infraction committed, the following disciplinary sanctions are envisaged

Verbal reprimand: applies in the case of the most minor non-compliance with the principles and rules of conduct laid down in this Model, or in violation of internal procedures and rules;

Written reprimand: shall be applied in the event of recurrence of the infringements referred to in the preceding point.

Fine: in an amount not exceeding the amount of the normal salary, as governed by the relevant CCNL; it is applied in the event of failure to comply with the principles and rules of conduct laid down in this Model and/or in the Group's Code of Ethics or in the event of violation of internal procedures and rules, to an extent that may be considered, even if not minor, not serious, correlating such conduct to a negligent failure to comply with the rules and/or procedures and/or directives and instructions issued by management or superiors.

Suspension from pay or service (for a maximum of the days defined by the specific CCNL of reference): this applies in the event of non-compliance with the principles and rules of conduct set out in this Model, with respect to conduct that does **not comply with or is inadequate to** the requirements of the Model to an extent such as to be considered serious, even if dependent on recidivism.

Disciplinary dismissal without notice and with the other consequences of reason and law: this applies in the event of the adoption of a **conscious conduct in contrast with the provisions of this Model** which, **even if it is only liable to constitute one of the offences sanctioned** by the Decree, **damages the element of trust** that characterises the employment relationship or is so serious as not to allow its continuation, even temporarily. The violations liable to the aforementioned sanction include the following intentional conduct

- drafting of incomplete or untrue documentation (e.g. documents addressed to the Public Administration, accounting documents, etc.);

- failure to draw up the documents required by the Model
- violation of the measures protecting the confidentiality of the reporter or *reports, made with malice or gross negligence, of unlawful conduct or violations of the Model or of the Code of Ethics of Group* that turn out to be unfounded, where the conduct is so serious as not to allow the continuation of the collaboration;
- violation or circumvention of the control system provided for by the Model in any way carried out, including the removal, destruction or alteration of documentation relating to the procedure, hindering controls, preventing access to information and documentation by the persons in charge of controls or decisions.

7.2 Sanctions against members of the Board of Directors and Auditors

Against Directors who have:

- committed a breach of this Model;
- violated the measures put in place to protect *whistleblowers*;
- made, with wilful misconduct or gross negligence, unfounded reports;

the Board of Directors, promptly informed together with the Board of Statutory Auditors by the Supervisory Board, may apply any suitable measure permitted by law, including the following sanctions, determined according to the seriousness of the fact and guilt, as well as the consequences thereof

- formal written reprimand
- financial penalty, taking into account the seriousness of the fact, equal to the amount of two to five times the emoluments calculated on a monthly basis;
- total or partial revocation of any powers of attorney.

The Board of Directors, in the event of violations such as to constitute just cause for revocation, proposes to the Shareholders' Meeting the adoption of the measures within its competence and takes the further steps required by law.

In the event of a breach by the Board of Statutory Auditors, the Supervisory Board shall immediately inform the Chairman of the Board of Directors, by means of a written report. The Chairman of the Board of Directors, in the event of violations such as to constitute just cause for revocation, shall convene the Shareholders' Meeting, forwarding the report of the Supervisory Board to the shareholders in advance. The adoption of the measure resulting from the aforesaid breach shall in any case be the responsibility of the Shareholders' Meeting.

7.3 Sanctions against "Third Party Recipients "

Conduct in breach of this Model, of the measures for the protection of *whistleblowers*, the commission of one or more of the offences referred to in Article 21 of Legislative Decree no. 24 March 2023 or the submission of unfounded reports with wilful misconduct or gross negligence by consultants, collaborators, suppliers and business *partners* by those who are from time to time included among



the 'Recipients' of the same, shall be sanctioned by the competent bodies on the basis of the internal company rules, in accordance with the provisions of the contractual clauses included in the relevant contracts, and in any case with the application of conventional penalties, which may also include the automatic termination of the contract (pursuant to art. 1456 of the Civil Code), without prejudice, of course, to the further reservation of compensation if such conduct causes damage to the Company, as in the case of the application by the Judicial Authority of the penalties provided for by the Decree.