



**ALKEMY S.P.A.
ORGANISATIONAL MODEL
PURSUANT TO ITALIAN LEGISLATIVE
DECREE NO. 231/2001**

Approved by: **Board of Directors**

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1 THE ORGANISATIONAL MODEL

1.1 The fundamental principles of the model

The organisational model, prepared in accordance with the provisions of Art. 7 of Italian Legislative Decree no. 231/01 meets the need of Alkemy S.p.A. to raise awareness amongst all those operating for and on behalf of the company or which entertain business relations with Alkemy S.p.A., so that they ensure that their work complies with correct, linear behaviour in no way risking the perpetration of the offences envisaged by Italian Legislative Decree no. 231/01.

The model that Alkemy S.p.A. considered as a "live" structure that dialogues continuously with all its corporate functions and on all levels, is formulated through an analysis process carried out in various phases, originating from the assessment of the risk of perpetration of crime with the consequent mapping of the corporate areas at risk. The whole system is, in any case, aimed at constructing a risk prevention and management system in line with the provisions of Italian Legislative Decree no. 231/01 and with the indications given in the Confindustria Guidelines.

The organisational model is therefore put forward as an organic system of provisions and procedures that can constantly assess the risk of perpetration of the offences envisaged by Italian Legislative Decree no. 231/01 within the company and prevent such from being successful by means of a suitable system of controls.

More specifically, by way of specific instruments already aimed at planning and expressing the entity's wishes, also in connection with the offences pursued by Italian Legislative Decree no. 231/01, Alkemy S.p.A. has identified:

the law and applicable Italian regulations;

- the law and applicable Italian regulations;
- the Code of Ethics;
- the rules regarding the administrative, tax, accounting, financial and reporting system;
- the corporate processes, documentation and provisions regarding the corporate hierarchical-functional and organisational structure and the management control system;
- the staff and staff training communication system currently adopted by the company;
- the disciplinary system as per the national collective bargaining agreement applied and, overall, the sanction system adopted by this model.

1.2 Purpose

As explained, the organisational model aims to offer an organised system of provisions, procedures and controls with the declared aim of implementing a system of prevention such as not to be able to be avoided, except intentionally, in complete harmony with the concept of the fraudulent avoidance of the model advocated by Art. 6 of Italian Legislative Decree no. 231.

In light of the foregoing, the main aims of the model are:

- to **make** those operating within Alkemy S.p.A. and those with whom the company collaborates in any way and on any level, **aware** of the risks of the perpetration of the offences of the type envisaged by Italian Legislative Decree no. 231/01 and of the fact that committing such offences damages the company as a whole;
- to **firmly stress** that unlawful conduct of any nature is strictly prohibited and very much condemned by Alkemy S.p.A. insofar as it is in conflict not only with the law but also with the ethical principles that Alkemy S.p.A. upholds in pursuing its mission;

- to **develop** a suitable system of preventive controls so as to exclude the possibility of anyone working within the entity potentially justifying their unlawful conduct by claiming ignorance of corporate directives and avoiding the possibility that, in normal cases, the crime may be caused by human error (also due to negligence or lack of expertise) in assessing company directives;
- to **make it possible** for the company to intervene with suitable provisions, to prevent or fight any unlawful conduct.
 - Verifiability and documentation of all significant transactions pursuant to Italian Legislative Decree no. 231/01;
 - B the compliance with the principle of the separation of functions, on which basis no one shall autonomously manage a whole process;
 - C the definition of powers of signature and authorisation in compliance with the responsibilities assigned;
 - D the communication to the SB of the events and information considered relevant by any party;
- The SB will therefore verify the function and continuous update of the model as per changes to the regulations and operations of the business.
- Finally, particularly close attention will be paid to the sensitisation and spread of awareness on all levels of the rules of conduct and procedures envisaged in the Code of Ethics as well as to the continuous training of employees and collaborators of Alkemy S.p.A.

1.3 The rules for the approval of the model and its updates

This model is adopted by resolution of the Board of Directors and comes into force immediately after approval.

All managers, employees and collaborators of all sorts with Alkemy S.p.A. are informed of the approval, as are third parties with which the company comes into contact as a result of any forms of collaborations they may entertain.

The SB has the task of ensuring the update of the model and in connection with this, has all the most extensive powers of organisation.

If it should be considered appropriate to review or update the organisational model, the SB shall propose its modification, which will then be included on the agenda of the next meeting of the Board of Directors. If not intending to proceed with the review or update suggested by the SB, the Board of Directors will duly explain its decision.

2 THE REGULATORY CONTEXT

2.1 Italian Legislative Decree no. 231/01

Italian Legislative Decree no. 231 of 08 June 2001 sets out the "Regulation of the administrative liability of legal entities, companies and associations even without legal personality" and introduced the previously unheard of concept of criminal liability for entities other than natural persons into the Italian legal system.

This liability is characterised by the existence of criminal aspects lying with the entities, which stem from the perpetration of certain types of offences, the effects of which

benefit the entities. This liability flanks the liability of the natural person who actually committed the crime.

The legislator took steps to clearly strike not only the natural person who physically committed the crime but also the entity as a whole - if the conduct was implemented in its interests or if it in some way benefited from it - through a series of measures that impact its assets and/or business, as is the case of the application of disqualifying measures.

2.2 Control of the legislative updates

The document "Mapping of Offences, Risks and Controls" is the instrument through which the legislative updates are recorded and the related internal controls prepared to reduce the risks. The SB is responsible for verifying the adequacy of the document in respect of the legislative updates and related internal controls.

2.3 Sanctions

Italian Legislative Decree no. 231/01 envisaged a sanction mechanism based on financial penalties and disqualifying measures.

The financial penalties are structured into a system of quotas that vary both in number and amount. As a guarantee of payment of the quotas, the court can also order the attachment of the entity's assets.

The disqualifying measures, which can also be applied on an interim basis, may consist of prohibiting the exercise of business for a given period of time or even definitively (this latter case, for example, is envisaged by way of sanction against organised crime), of the suspension or revocation of the authorisations/licences or concessions functional to the perpetration of the offence, of the ban on stipulating contracts with the Public Administration, on exclusion from loans, public grants, benefits and subsidies and the revocation of any that may already have been awarded, or of the ban on publicising goods or services.

Sanctions are also envisaged consisting of the confiscation of the profit the company earned through the perpetration of the crime and the publication of the conviction judgement, which may be ordered by the court if a judgement is given ordering disqualifying measures.

The application of disqualifying measures is partly moderated by the provision of Art. 13 of Italian Legislative Decree no. 231/01, which rules that in any case, disqualifying measures shall apply where one of the following conditions is met:

- the entity has gained significantly from the offence and the crime was committed by senior subjects, or the crime was committed thanks, at least partly, to serious organisational shortcomings,

or

- if the offences are committed repeatedly.

2.4 The perpetrator of the crime: senior subjects and subjects under third party management

Art. 5 of Italian Legislative Decree no. 231/01 establishes that the entity is liable for the offences committed in its interests or to its benefit by:

- persons who are representatives, directors or managers of the entity or one of its organisational units with financial and functional autonomy and persons who exercise, even on a *de facto* basis, management and control thereof ("senior subjects")
- or
- persons subject to the management or supervision of any of the subjects pursuant to the point above.

A different approach is taken where there are factors that exempt from liability in the case of an offence being committed by a senior subject or a party operating under their responsibility. If a crime is committed by a senior subject, Art. 6 of Italian Legislative Decree no. 231/01 establishes that the entity may be exonerated from liability if it can prove that:

- the management body has adopted and effectively implemented, before the offence is committed, organisation and management models that are able to prevent such types of offences as that which has been committed;
- the task of monitoring the function and observance of the models and ensuring their update has been entrusted to an entity organisation with autonomous powers of initiative and control;
- the persons committed the crime through the fraudulent avoidance of the organisational and management models;
- there has been no or insufficient supervision by the above body.

Instead the regulation is less strict in the event that the crime has been committed by subjects under third party management, for which the entity may be called to answer if the perpetration of the crime was made possible by failure to observe obligations of management and supervision. Such non-observance is in any case excluded if the entity has adopted and effectively implemented, before the crime was committed, an organisation, management and control model able to prevent crimes of this type.

2.5 The interest or advantage for the company

An essential aspect for the declaration of liability on the part of the legal entity is that the unlawful conduct must have been perpetrated in its interests or to its benefit. Starting from this principle, sanctioned by Art. 5 of Italian Legislative Decree no. 231/01, it is deduced that the conduct of the individual becomes a harbinger of criminal effects for the legal entity not only when the entity has drawn tangible advantage from such but also when the action was implemented in the pursuit of a no better defined "interest", of a nature or content that need not necessarily be financial.

The provision should be interpreted together with the provisions of paragraph 2, on which basis the entity is not held liable if the persons indicated under paragraph 1 acted exclusively in their own interests or those of third parties, and with the provision of Art. 12 1, letter a) of the same provision, which rules an attenuation of the financial penalty if the perpetrator of the crime committed the offence mainly in its own interests or those of third parties and the entity did not in any way gain from it or only minimally.

As regards the contents and distinction drawn between the concepts of interest and benefit, reference can be made to the governance report explaining the provision, on which basis the concept of "interest" is assigned a subjective meaning, referring, that is, to the intention of the perpetrator taking a teleological approach, whilst the concept of benefit, or advantage, is attributed a purely objective value, consequently hinged on the concrete action, even if carried out without an "interest".

2.6 Exoneration from liability

Italian Legislative Decree no. 231/01, in respect of the contents of the organisational model, envisages, at the very least, that they should - as concerns the extension of powers delegated and the risk of perpetration of the crimes - meet the needs to:

- identify the activities under the scope of which the crimes may be committed;
- envisage specific protocols aimed at planning training and implementing company decisions in connection with the crimes to be prevented;
- identify the methods by which to manage the financial resources such as to prevent the commitment of the crimes;
- prescribe obligations to inform the body in charge of supervising the function and observance of the organisational model;
- introduce a disciplinary system that can sanction failure to respect the measures set out in the organisational model.

3 IDENTIFICATION OF RISKS AND PROTOCOLS

The organisational and control model is based on the following activities:

- a) the **identification of risks**: i.e. a business context analysis by which to highlight where (which area/segment of business) and how damaging events may occur in respect of the objectives set out in the Decree.

Under the scope of the verification of the processes/functions at risk, the analysis regarded the possible methods of implementation of the crimes in the various company areas. The analysis, which takes place before the correct planning of the preventive measures, aims to fully show how the potential crimes could be committed with respect to the business context. Having completed the analysis, the assessment of potential risks was summarised in the form of a complete mapping of the business context and potential ways in which the crimes could be committed in the areas at risk.

The risk is considered acceptable when the additional controls "cost" more than the resource to be protected. Therefore, the conceptual threshold of acceptability consists of a system of prevention such as to be unable to be avoided, except deliberately. This approach is in line with the logic of the "fraudulent avoidance" of the organisational model by way of exemption envisaged by the legislative decree in order to exclude the administrative liability of the entity (Art. 6, paragraph 1, letter c), "the persons committed the crime through the fraudulent avoidance of the organisational and management models");

- b) the **design of the control system** ("protocols" for planning training and implementing the entity's decision): namely the assessment of the existing system in the Company and its potential adjustment, in terms of the capacity to effectively combat, i.e. reduce to an acceptable level, the risks identified. In conceptual terms, reducing a risk means intervening (together or separately) on two key factors:

- i) the probability of the event occurring and
- jj) the impact of said event.

The system of preventive control protocols has been prepared to be able to:

- exclude the possibility of any subject operating within the entity being able to justify their conduct by claiming ignorance of company directives;

- prevent, in normal cases, the offence potentially being caused by human error (also due to negligence or lack of expertise) in assessing company directives.

4 THE SUPERVISORY BODY

4.1 Appointment and members of the Supervisory Body

- The Supervisory Body is a mixed board numbering three members, of whom two external and one internal. The Chairman is appointed from the two external members.
- The Board of Directors appoints the Supervisory Body and its Chairman with the task of fulfilling the formalities relative to the convening, establishing the agenda of items for discussion and regulating the conduct of the meetings.
- The appointment of the Supervisory Body by the Board of Directors must be disclosed to each member appointed and formally accepted by them. The conferral of the appointment is therefore disclosed on all corporate levels.
- in going about its duties, the Supervisory Body shall pursue principles of autonomy and independence and have no operative duties.

4.2 Requirements of professionalism and integrity

No member of the Supervisory Body shall have a professional and personal profile that may prejudice the impartiality of judgement, the authoritativeness and ethics of conduct.

The Supervisory Body has the following:

a) Competences:

- knowledge of the organisation and main business processes typical of the industry in which Alkemy S.p.A. operates;
- legal knowledge such as to allow for the identification of events that can constitute hypotheses of crimes;
- capacity to identify and assess the impacts, arising from the reference regulatory system, on the business context;
- knowledge of the principles and techniques adopted in internal auditing.

b) Persona characteristics:

- an ethical profile of indisputable value;
- professional skills on Italian Legislative Decree no. 231/2001.

4.3 Causes for ineligibility and incompatibility

- The members of the Supervisory Body must be in no way related to the company's senior management nor have any financial ties with Alkemy S.p.A. (e.g. shareholdings) nor involved in any situation that may generate conflict of interests, without prejudice to payment of the price by Alkemy S.p.A.
- No member of the Supervisory Body can be in any of the situations envisaged by Art. 2382 of the Italian Civil Code "Causes of ineligibility and forfeiture".

- In addition, no one can be appointed to the Supervisory Body, who has been convicted, even if not definitively or with a conditional suspended sentence or judgement issued in accordance with Articles 444 *et seq.* of the Italian Code of Criminal Procedure "Plea bargaining" for any of the offences envisaged by Italian Legislative Decree no. 231/01, save the effects of rehabilitation.
- If the Chairman or a member of the Supervisory Body should run into any of the causes of ineligibility and/or incompatibility as specified above, the Board of Directors, after checking appropriately and consulting with the party concerned, establishes terms of at least 30 days within which the situation of ineligibility and/or incompatibility must be removed. Once this deadline has passed, if said situation has not been resolved, the Board of Directors shall resolve to revoke the mandate.

4.4 Term of office

Members of the Supervisory Body shall remain in office for three corporate years and may be re-elected.

4.5 Cessation of office

- a) The Supervisory Body shall cease office at reaching the deadline, as at the date of the shareholders' meeting convened to approve the financial statements relative to the last of the three financial years, but shall continue to go about its duties as per the *prorogatio* system, until appointment of the new members.
- b) Each member of the Supervisory Body may only be revoked for just cause by means of specific resolution passed by the Board of Directors and with the approval of the Board of Auditors.
- c) To this end, the term "just cause" for revocation refers to:
 - prohibition or disqualification or a serious illness that makes it impossible for the member of the Supervisory Body to carry out their supervisory duties, or an illness that, in any case, entails his absence for more than six months;
 - the attribution to the Supervisory Body of duties and operative responsibilities or the onset of events that are incompatible with the requirements of autonomy of initiative and control, independence and continuity of action, which are necessary for the Supervisory Body;
 - as regards the member of the Supervisory Body who is internal to the company, the termination, for any reason, of the contract of employment in place or a change in duties that results in the assignment to corporate departments incompatible with the exercise of the duties of member of the Body;
 - loss of the requirements of integrity pursuant to paragraph 3.2;
 - serious breach of duties of the Supervisory Body;
 - a conviction of Alkemy S.p.A. in accordance with Italian Legislative Decree no. 231/2001, even if not final, or criminal proceedings concluded by means of "plea-bargaining", where the deeds show "failure or insufficient supervision" by the Supervisory Body, in accordance with the provisions of Art. 6 of Italian Legislative Decree no. 231/2001;
 - a conviction, even if not final, of members of the Supervisory Body: for having committed any of the offences envisaged by Italian Legislative Decree no. 231/2001;
 - a conviction that has become final judgement, against a member of the Supervisory Body for a penalty that involves even temporary prohibition

from public offices or the temporary ban from management offices of legal entities and companies.

- d) In the cases described above, the Board of Directors will simultaneously revoke or in any case without delay appoint the new member of the Supervisory Body to replace the one whose mandate has been revoked. If, on the other hand, revocation is exercised, again for just cause, against all members of the Supervisory Body, the Board of Directors will simultaneously appoint a new Supervisory Body in order to assure its continuity of action.
- e) If a conviction has been issued, while awaiting a final judgement, the Board of Auditors may also - after consulting with the Board of Auditors - rule on the suspension of powers of the Supervisory Body: or any of its members and the appointment of a Supervisory Body *ad interim*.
- f) Renunciation by the members of the Supervisory Body can be exercised at any time (providing at least one month's notice) after notifying the Board of Directors in writing, with a copy also sent to the other members of the Supervisory Body and the Board of Auditors, for their information.
- g) In the event of renunciation, onset incapacity, death, revocation or forfeiture of a member of the Supervisory Body, the Board of Directors will resolve the appointment of a replacement, without delay.
- h) In the event of renunciation, onset incapacity, death, revocation or forfeiture of the Chairman, the most elderly member shall take over, remaining in office until the date on which the board of Directors resolves the appointment of the new Chairman of the Supervisory Body.

4.6 Obligations of diligence and confidentiality

- The members of the Supervisory Body must go about their duties with the utmost professional diligence.
- Members of the Supervisory Body assure the confidentiality of all information of which they may come into possession, with specific reference to reports they may receive in regard to alleged breaches of the Model and its elements. In any case, all information in the possession of the members of the Supervisory Body shall be processed in compliance with current applicable legislation and, in particular, in compliance with the Consolidated Personal Data Protection Text and market abuse legislation.

4.7 Duties of the Supervisory Body

The Supervisory Body is called to:

- a) verify the efficiency and effectiveness of the Organisation and Control Model, also in terms of matching the operating procedures actually used, the standards of conduct and the Protocols formally envisaged by the Model;
- b) ensure the constant update of the Organisation and Control Model, where necessary making the proposals to the management body for any updates and adjustments to be made through the amendments and/or supplements that may become necessary following:
- c) significant breaches of the provisions of the Organisation and Control Model;

- ii) significant changes to the internal structure of Alkemy and/or the manner by which the business is pursued;
- iii) legislative changes;
- d) verify and promote the periodic update of the system used to identify, map and classify sensitive activities;
- e) detect any behavioural differences as may emerge from the analysis of information flows and reports required from the managers of the various functions, as well as the verification of the sensitive processes;
- f) promptly report to the management body, for due action, any breaches ascertained of the Organisation and Control Model, which may entail the onset of liability for Alkemy;
- g) promote and define the initiatives for the spread of awareness and understanding of the contents of Italian Legislative Decree no. 231/2001, the Organisation and Control Model and for staff training and awareness-raising in respect of compliance with the principles set out in said Model;
- h) prepare an effective system of internal communication to allow for the transmission of information relevant for the purpose of Italian Legislative Decree no. 231/2001, guaranteeing the protection and confidentiality of the whistleblower;
- i) report back periodically to the Board of Directors, Chief Executive Officer and Board of Auditors on the state of implementation and application of the Organisation and Control Model.

4.8 Powers of the Supervisory Body

For the purpose of carrying out the tasks described in the paragraph above, the Supervisory Body is assigned the powers specified hereto:

- a) free access to all information, documentation and/or data considered necessary to fulfil the tasks envisaged by Italian Legislative Decree no. 231/2001, at whichever department or unit of the Company such may be held, with no need for any prior consent;
- b) promote the activation of any disciplinary procedures and propose any sanctions pursuant to the disciplinary and sanction system envisaged by the Alkemy Code of Ethics after communication to the Chief Executive Officer and head of the Department to which the person concerned belongs;
- c) seek the advice of external consultants of proven professionalism if necessary to carry out the checks and controls or update the Organisation and Control Model. The SB shall use their services up to the budget limits set, by prior notification of the Chief Executive Officer. Consultants are asked to respect the obligations of diligence and confidentiality envisaged for members of the Supervisory Body.

4.9 Financial resources of the Supervisory Body

The Supervisory Body shall be assigned suitable funds, on the basis of a grounded budget prepared by the Supervisory Body, which must be used for any costs it may incur in going about its duties and the legal obligations set for fulfilling the appointment.

4.10 Convening, voting and resolutions of the Supervisory Body

As soon as it is established, the Supervisory Body shall equip itself with an internal regulation governing the procedures and assumptions for the validity of its resolutions.

In any case, the Body shall meet at least four times a year.

Any member of the Supervisory Body who, in going about a given activity, should find themselves in a situation of conflict of interests such as to concretely result in a difference between the interests of Alkemy and his own personal interests, must duly notify the other members, abstaining from attending meetings and the related resolutions, at risk of invalidating the resolution passed (save for the obligation to tender his resignation from office if any of the causes described in the paragraph on "INELIGIBILITY OR INCOMPATIBILITY" should arise.

4.11 Register of activities and Archives of the Supervisory Body

All information, signals, reports or declarations made as envisaged in the Organisation and Control Model or these Articles of Association shall be kept for 5 years in the specific Archives (computerised or paper), kept at the company's registered offices in a place that is not accessible to anyone other than the members of the SB.

The Register of Minutes of the meetings is also kept in the Archives of the Supervisory Body.

4.12 Regulation of the information flows from the Supervisory Body to the corporate bodies

- d) The Supervisory Body reports back to the Board of Directors and Board of Auditors once a year, in a written report on its supervision, maintenance and update of the Management Model.
- e) In addition to the annual written report, the Supervisory Body also liaises on a regular basis with the Chief Executive Officer, the Board of Auditors and the Party appointed to Audit the Accounts, in regard of all activities carried out and to be carried out under the scope of its supervisory and control duties each time a request may be made to this end.
- f) In any case, the Supervisory Body reports to the Chief Executive Officer, the Board of Directors and the Board of Auditors immediately on any events or actions that show serious critical issues with the management model.
- g) In the case of reports made on alleged violations of the Model by the Chief Executive Officer, the Supervisory Body can contact the Board of Directors directly.
- h) The Supervisory Body can incur expenses over the budget obtained in connection with the relevant matters for Italian Legislative Decree no. 231/2001, after approval by the Chief Executive Officer. If the Chief Executive Officer does not approve an expense and the Supervisory Body believes this refusal to be unjustified, the latter may ask the Board of Directors to approve the expense.

4.13 Information flows to the Supervisory Body

- a) The information flows and reports to the Supervisory Body may regard:
 - b) breaches, of the Organisation and Control Model;
 - c) events and/or conduct relevant to the implementation and effectiveness of the Organisation and Control Model.
- d) Reports on breaches or alleged breaches of the Order must be addressed in writing to the Supervisory Body by all

subjects (directors, auditors, employees, collaborators, etc.) who, in going about their activities, become aware of such breaches.

- e) Each report must be sufficiently detailed and must contain the information necessary and sufficient to identify the terms of the breach, so as to allow the Supervisory Body to take timely, effective action in its investigations.
- f) Each report must contain at least the following information:
- the “sensitive” activity in which the breach, even if only suspected, has been committed;
 - the type of breach reported;
 - the company, the corporate structures involved and the relevant staff;
 - any external parties or entities involved;
 - a brief description of the breach with the production of any documented evidence (paper-based or electronic).
- g) Reports may be sent to the Supervisory Body both in paper form (to the address that the Supervisory Body will provide and duly publish) and in electronic form (to this end, all managers, employees, collaborators and consultants have been informed of the private e-mail address set up to this end organismodivigilanza@alkemy.com, which has also been published on the Company's website, only accessed by the members of the Supervisory Body).
- h) The Supervisory Body shall promptly assess reports received and take all steps as may be necessary. Any decision not to follow up with internal investigations must be explained, documented and archived on the Body's records.
- i) Merely by way of example, events and/or conduct relevant to the implementation and effectiveness of the Organisation and Control Model, and which must, therefore, be disclosed to the SB, include:
- any changes to the corporate structure (mergers, acquisitions, sales, opening of new branches, etc.);
 - changes to the organisational chart, system of delegations, authorisation and signature powers;
 - site and general inspections and/or assessments (even if not yet concluded or concluded positively) by assessment bodies or legal authorities (financial police, employment inspectorate, legal police, etc.);
 - start of legal proceedings (administrative, civil, criminal) involving employees, collaborators or directors of the company, of which it has become aware;
 - any other event or act that could abstractly be able to impact the company's organisational structure.
- j) Once established, under the scope of its verification and control, the Supervisory Body may introduce new obligations of information for employees and/or collaborators of Alkemy or regulate details of the information flows addressed to it, taking care to ensure that any such obligations are duly publicised.

5 CODE OF ETHICS

Alkemy S.p.A. has adopted the Code of Ethics, comprising a set of principles and rules, observance of which by the Recipients is essential to the proper operation, reliability and reputation of Alkemy S.p.A., essential to the business success.

The Code of Ethics seeks to characterise all operations, conduct, working methods and relations, with within Alkemy S.p.A. and in regard to external subjects, with correctness, loyalty, integrity and transparency.

The recipients of the rules set out in the Code of Ethics are all Employees of Alkemy S.p.A., all members of the Board of Directors and Board of Auditors of Alkemy S.p.A. or its subsidiaries in accordance with Article 2359 of the Italian Civil Code, external collaborators and all those operating to achieve the objectives of Alkemy S.p.A.

Recipients shall always comply with the principles - guidelines given, acting in compliance with the Law and Regulations, competing fairly on the market, not offering or accepting money or goods in kind to promote or foster a decision. Avoid or declare in advance any conflicts of interest with Alkemy, protect the company's intellectual and physical property, protect the confidentiality of the information about Alkemy, the employees and customers, be truthful and accurate in communication, treat all individuals correctly and impartially, without prejudice, protect mutual health and safety and minimise the potentially harmful effects of the business on the environment.

The Code of Ethics specifically prohibits the possibility of making payments to third parties to influence an official act, unlawful favours, promises or solicitations of advantages or personal gain, active or passive corruption or collusive behaviour of all types and in all ways.

Exploitation of child labour is strictly prohibited, as is any form of discrimination based on gender, race, language, personal and social conditions, political or religious beliefs.

No improper use of goods, resources or confidential information of Alkemy S.p.A. is permitted, nor may others be allowed to do so.

No declarations must be given or any information supplied to anyone in relation to Alkemy S.p.A., its customers or suppliers, unless appointed to this end or duly authorised or required to do so by the law.

Breach of the rules of the Code of Ethics may constitute breach of the obligations set out in the contract of employment or professional collaboration, with all the consequent legal or contractual effects.

Awareness of the Code of Ethics shall be spread in all means possible.

The Code of Ethics is a point of reference of the Organisational Model

6 CORPORATE BUSINESS, ORGANISATIONAL STRUCTURE AND PROCESSES

Alkemy assists companies through the rapid transformations brought about by the digital era, with the aim of making a significant contribution towards the growth of their business, redefining strategies, products and services, communication and sales tools, consistently with the evolution of digital technologies and new consumer conduct, increasingly integrating digital into traditional processes.

The company aggregates businesses of excellence into the main areas of digital, thanks to a

Management Team that combines traditional marketing skills, communication, strategy and transformation processes with the specific know-how of the digital world.

Alkemy operates in the following business areas:

- Business Model Transformation
- Business Accelerator
- Brand Experience
- Customer Value Management
- Application and Development Management

Alkemy S.p.A. operates a control system based on risk analysis. The System has suitable organisational tools (processes and procedures, organisational charts, organisational communications) hinged on general principles of:

- clear descriptions and reporting lines;
- disclosure, transparency and publicity of the powers attributed (within the company and in regard to third parties concerned);
- clear, formal outlining of roles, with a complete description of the duties of each department, the related powers and responsibilities.

The Alkemy S.p.A. Management System reflects and is integrated into the area of what the Confindustria Guidelines have defined as "control principles", including:

- I. All operations, transactions and actions must be: verifiable, documented, consistent and fair.** For each operation, suitable documented support must be provided, on which controls can be carried out at any time, attesting to the characteristics and reasons behind the operation and identifying who authorised it, carried it out, registered it and verified it ("traceability");
- II. No one can autonomously manage a whole process:** there is and must be a clear distinction drawn within each process between the subject making the decision (drive to decision-making), the subject making said decision, the subject booking it and the subject in charge of controlling the process (this is termed "segregation of duties"). It is also essential that (i) no one be assigned unlimited powers, (ii) the powers and responsibilities are clearly defined and known within the organisation (see next paragraph) and (iii) the powers of authorisation and signature are consistent with the organisational responsibilities assigned;
- III. Documentation of controls.** The control system must document (potentially through the preparation of reports), the controls, including supervision.

The company organisational chart, the areas and responsibilities of the corporate departments, are defined clearly and precisely by means of specific service orders or organisational communications, made available to all employees.

The policies and operative procedures are also defined relative to the selection and qualification processes of corporate suppliers, to the processes of the award of assignments on the basis of pre-constituted valuation criteria, to the processes for managing first contact and commercial activities in regard to public customers, those for managing tenders called by the company, management of institutional or occasional relations with the PA.

The activities for selecting suppliers in the broadest sense are divided up into phases and split between multiple departments, as are the use of goods and services, verification of compliance with the active and passive contractual conditions at the time of preparing/receiving invoices, managing entertainment expenses and gifts and all other activities identified as being at risk of the perpetration of crimes.

Clear, precise definitions are given of the roles and tasks of the managers responsible for each risk area, to whom powers of management, drive and coordination of the departments below them, are assigned.

7 THE SYSTEM OF DELEGATIONS AND POWERS OF ATTORNEY

The Alkemy S.p.A. system of delegations and powers of attorney is characterised by elements of "certainty", essential to the prevention of crimes and structured in such a way as to guarantee the due attention and, at the same time, the effective pursuit of the company business.

A "**delegation**" is the internal deed attributing tasks and duties, reflected in the system of organisational communications.

A "**power of attorney**" is the unilateral legal deed whereby Alkemy S.p.A. confers upon a subject the power to act for and on its behalf.

The principles for a suitable development of the system of delegations and powers of attorney are:

- all those entertaining relations with the PA on behalf of the company **must have a formal delegation** to this end;
- each power of attorney that entails the power of representation must coincide with an internal delegation that describes the related management power;
- delegations must match each power to the related responsibility and an adequate position in the organisational chart;
- each delegation must specifically and unambiguously define the powers of the delegated party, clarifying the relevant limits and the subject (body or individual) to whom the delegated party reports hierarchically;
- the delegated party must have recognised spending powers that are adequate to the duties conferred;
- the power of attorney must specifically state cases where the powers conferred are forfeited (revocation, transfer to different duties that are incompatible with those for which the power of attorney had been conferred, dismissal, etc.)
- the delegations and powers of attorney must be promptly updated.

The SB periodically checks the system of delegations and powers of attorney, with the support of the Legal department, and assesses their consistency with the whole system of organisational communications, recommending any changes if the management power and/or qualification does not coincide with the powers of representation conferred on the delegated party or there are any other anomalies.

8 COMMUNICATION, TRAINING AND INFORMATION

Alkemy S.p.A. believes that a continuous dialogue with staff and collaborators as well as an adequate programme for training staff are essential to ensure the correct function of the model. Communication must concern not only the contents and precepts of the Code of Ethics but also all other tools such as powers of authorisation, hierarchical lines, procedures, information flows and all else that helps ensure the transparency of the day-to-day operations.

Communication must be capillary, effective and authoritative; it must come from a suitable level, it must be clear, complete and detailed and updated from time to time. It must take place through computerised tools and the delivery of an operating manual or other such documentation designed to this end.

Alkemy S.p.A. also undertakes to adopt a suitable training programme for all staff and with particular regard to staff working in the risk areas, suitably calibrated according to the level of recipients, which explains the reasons in terms of opportunity as well as the law, inspiring the rules and their concrete scope.

Employees, when hired, and Managers, members of the Board of Directors and Board of Auditors, when appointed, will be notified of the adoption of the Model and asked to adhere to the principles of the Code of Ethics and to commit to complying with the procedures adopted in implementation of the principles adopted to prepare the Model.

Alkemy S.p.A. notifies its suppliers and external collaborators of the adoption of the Model and Code of Ethics by means of a specific disclosure.

9 THE DISCIPLINARY SYSTEM

In order to ensure an effective implementation of the Model, it is essential to introduce an adequate, specific disciplinary system, aiming to sanction failure to comply with the provisions of the Model and protocols and that can act as a suitable deterrent. This disciplinary system applies to both employees and collaborators and third parties operating on behalf of or within Alkemy and envisages suitable disciplinary sanctions on the one hand, and contractual/business sanctions (e.g. termination of contract, removal from the list of suppliers, etc.), on the other.

With reference to employees, this disciplinary system must be considered suitably in accordance with the Decree, in terms of the employment law aspects defined by current codes, special legislation and national and company collective bargaining agreements.

The disciplinary system shall be constantly verified and assessed by the Supervisory Body with the support of the competent corporate departments, also in regard to the disclosure of the disciplinary system and the adoption of suitable means of publication thereof in respect of all subjects called to apply the provisions set out therein. The Supervisory Body notifies the management body, for due action, of any breach ascertained of the Model of which it may become aware.

For the dispute and assessment of infractions of the Model and the application of the correlated sanctions, the powers already conferred on company management remain valid, within the limits of the respective delegations and competences; the managers must in any case keep the Supervisory Body informed as to any disciplinary action taken and the relevant outcome.

Any sanctions applied must be adopted in respect of the principle of the proportionality of the sanction.

As each violation takes concrete form in specific, often unrepeatable ways, it has considered it appropriate to identify - in line with the provisions pursuant to Art. 133 of the Italian Criminal Code - certain parameters that can objectively guide the application of the sanction, in respect of the specified principle of proportionality, in the event of breach of the Model.

In choosing the sanction to be applied, due consideration must therefore be given to the following parameters:

- i. existence and relevance - including externally - of the negative consequences on Alkemy S.p.A. of breach of the Model;
- ii. whether or not the behaviour was deliberate and the degree of negligence, lack of prudence or lack of expertise, also in regard to the extent to which the event was predictable;
- iii. nature, kind, means, object, time, place and all other action methods (e.g. being activated to neutralise the negative developments of the conduct);
- iv. severity of the damage or danger caused to Alkemy S.p.A.;
- v. multiple violations and repetition thereof by a person who has already been sanctioned;
- vi. type of relations established with the person committing the breach (collaboration, consultancy, workforce, employment, subordinate managerial role, etc.);
- vii. duties of the worker and/or functional position in Alkemy S.p.A. of the party breaching the Model;
- viii. other particular circumstances that accompany the disciplinary offence.

The severity of the worker's conduct and the capacity of such to impact the trust that binds him to Alkemy S.p.A. may and must be considered separately from any potential criminal relevance of the conduct.

In view of the foregoing and the limits set out above, the disciplinary system applicable to those collaborating with Alkemy S.p.A. as employees - managers and otherwise -

directors, members of any supervisory or control bodies, collaborators, consultants and third parties operating for or under the scope of the Company, shall be in line with the guidelines described over the next few paragraphs.

9.1 Sanctions for subordinate workers (not managers).

Any conduct of employed workers that is not compliant with the rules of conduct envisaged by the Model, the attached protocols and the Code of Ethics shall constitute disciplinary offences and, as such, are sanctioned.

With regards to employees, the disciplinary system, which is an integral part of the Model, shall be applied in respect of and within the limits laid down by the law and/or contractual provisions applicable and, in particular, Art. 7 of Italian Law no. 300 of 1970 (the "Workers' Statute") and the industry and company collective bargaining agreement; this applies both in regard to the nature of the sanctions that can be brought and the method by which disciplinary power can be used.

In this respect, it should be considered that Alkemy S.p.A. applies the National Collective Bargaining Agreement of Companies in the Third Sector to its employees, which envisages the application of the following sanctions.

Breach of the Model, protocols or Code of Ethics by employees can, therefore, give rise to the adoption, depending on severity, of any of the following disciplinary measures:

- A. Verbal warning: a verbal warning will be given to any employee who, in going about the company's business with no particular risk profile in terms of and pursuant to the Decree, negligently commits a minor infraction, which has no relevance outside Alkemy S.p.A. and which is such as not to in any case constitute a crime.
- B. Written warning: a written warning will be given to any employee who, in going about the company's business with no particular risk profile in terms of and pursuant to the Decree, repeats one of the infractions as per the point above.
- C. Fine: a fine will be charged, in an amount that shall not exceed the equivalent of four hours at normal salary, to any employee who on more than two occasions repeats an infraction already sanctioned by verbal warning or written warning, or to any employee who, in going about the company's business potentially at risk of committing crimes relevant in accordance with and pursuant to the Decree, negligently commits a minor infraction, which has no relevance outside Alkemy S.p.A. and which is such as not to in any case constitute a crime.

More specifically, a fine will be charged to anyone who:

- negligently or culpably violates the protocols;
 - negligently or culpably violates the rules of conduct laid down by the Code of Ethics;
 - negligently fails to inform the Supervisory Body of any managerial or behavioural anomalies implemented by himself or others, which may determine the onset of criminal risks relevant in accordance with the Decree;
 - fails to observe the provisions on powers of signature or acts in conflict with the system of delegations;
 - fails to monitor the behaviour of staff operating within his sphere of responsibility or fails to verify the application of protocols in going about sensitive activities in respect of the risk of the perpetration of crime relevant in accordance with and pursuant to the Decree.
- D. Suspension from pay and service: the sanction of suspension from pay and service, for up to ten days, will be applied to any employee who

repeats, on two or more occasions, an infraction of the Model, protocols or Code of Ethics already sanctioned by fine or any employee who in going about any of the company's activities potentially at risk of perpetration of crime relevant in accordance with and pursuant to the Decree:

- negligibly commits an infraction of the Model, protocols or Code of Ethics that is also relevant externally to Alkemy S.p.A. and that is such as not in any case to constitute a crime;
- wilfully commits an infraction of the Model, protocols or Code of Ethics that is also that is such as not in any case to constitute a crime;
- wilfully fails to inform the Supervisory Body of any managerial or behavioural anomalies implemented by himself or others, which may determine the onset of criminal risks relevant in accordance with the Decree.

E. Disciplinary dismissal without notice: the sanction of disciplinary dismissal without notice shall be applied to any employee who repeats, on two or more occasions, an infraction of the Model, protocols or Code of Ethics that has already been sanctioned with suspension, or any employee who:

- acts in conflict with the provisions of the Model, the protocols and the Code of Ethics, in a manner that is clearly intended to commit one of the crimes for which the company should be held liable pursuant to Italian Legislative Decree no. 231/2001;
- acts in conflict with the provisions of the Model, the protocols and the Code of Ethics, committing one of the crimes for which the company should be held liable pursuant to Italian Legislative Decree no. 231/2001;
- acts in conflict with the provisions of the Model, the protocols and the Code of Ethics, in such a way as to cause the concrete application to Alkemy S.p.A. - including in an interim manner - of the sanctions envisaged by the Decree;
- wilfully fails to inform the Supervisory Body of conduct implemented by himself or others that constitutes any of the hypothesised offences in accordance with the Decree.

9.2 Sanctions for managers.

The managers of Alkemy S.p.A. are obliged to respect and have their collaborators respect the provisions of the Model.

In the event of the violation of the Model, protocols and Code of Ethics of Alkemy S.p.A., the disciplinary power in regard to managers must be exercised in compliance with the provisions pursuant to Art. 7 of the Workers' Statute.

Where not in conflict with the national collective bargaining agreement for managers of third sector companies applied by Alkemy S.p.A., or with that envisaged in the letter of employment or in the supplement to the original letter-contract, the same sanctions may be applied to managers as envisaged for other employees on the basis of the criteria set out above.

In deciding on the most appropriate initiatives to take, the specific circumstances, conditions and manner by which the conduct took place shall be considered; if, following such deliberation, the trust between Alkemy S.p.A. and the manager has been irremediably damaged, dismissal shall apply.

More specifically, any manager committing any of the violations pursuant to § X.1. letter E), shall be sanctioned with dismissal.

9.3 Sanctions for directors.

Upon learning of a serious breach by a director, of the provisions of the Model, protocols or Code of Ethics, the Supervisory Body shall promptly inform the whole of the Board of Directors and Board of Auditors so as to allow for the most appropriate initiatives to be taken.

Serious breach includes the conduct described under § X.1 letter E), where personally carried out by the director, or failure to notify the Supervisory Body of similar violations by other subjects, of which the directors have become aware.

The Board of Directors shall proceed to verify as necessary and, in accordance with the law and articles of association, after having consulted with the Board of Auditors, take all suitable measures, such as, for example, calling the Shareholders' Meeting to revoke the mandate and/or corporate liability claim in accordance with Art. 2393 of the Italian Civil Code.

This is in any case without prejudice to the right of Alkemy S.p.A. to act to claim compensation for any greater damages suffered as a result of the director's conduct, without prejudice to the exercise of any other legal prerogative.

9.4 Sanctions for external parties entertaining contractual relations with Alkemy S.p.A.

Failure by consultants, external collaborators or other subjects entertaining business relations with Alkemy S.p.A. to observe contractual clauses aimed at avoiding any conduct or behaviour that may determine the application of sanctions in accordance with the Decree, will be sanctioned as envisaged in the specific contractual clauses to be included in the relevant contracts and may - where permitted by applicable legislation - result in the termination of the contract, without prejudice in any case to compensation for any damages suffered by Alkemy S.p.A. or that Alkemy S.p.A. may be called to compensate and without prejudice to the right of Alkemy S.p.A. to exercise all other legal prerogatives.

More specifically, the automatic termination of the contract pursuant to Art. 1456 of the Italian Civil Code may be declared by Alkemy S.p.A. if the third parties have:

- acted intentionally to commit an offence relevant in accordance with the Decree;
- breached and/or avoided the Alkemy S.p.A. control system, including through the removal, destruction or alteration of the documentation relating to the appointment or prevented the subjects appointed and the Supervisory Body from controlling and/or accessing the information required and the documentation;
- failed to provide Alkemy S.p.A. and/or its supervisory bodies with documentation attesting to the work carried out or supplied such incomplete or untruthful, thereby preventing its transparency or verification.

10 LIST OF ANNEXES

- Annex 1 - Code of Ethics
- Annex 2 - Mapping of crimes, risks and controls
- Annex 3 - List of protocols