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## **RESNOVA S.R.L.**

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## **DISCIPLINARY SYSTEM**

## **Introduction**

Legislative Decree No. 231 of 8 June 2001 prescribes, for the purposes of the effective implementation of the *Organisation, Management and Control Model*, the introduction of a Disciplinary System capable of sanctioning non-compliance with the rules, measures and procedures provided for therein. Such violations, regardless of the configuration of the criminal offences envisaged by the Model and of the institution of criminal proceedings, constitute a disciplinary offence and are punishable, pursuant to the following provisions, in compliance with the rules in force, including - where applicable - the rules envisaged by collective bargaining, with respect to which the provisions of this System are supplementary and in no way substitute.

## **TITLE I – General Provisions**

### **Art. 1 Definitions**

For the purposes of this Disciplinary System, the following definitions shall apply:

- "Decree": Legislative Decree No. 231 of 8 June 2001 on the administrative liability of entities;
- "Code of Ethics": the document adopted by RESNOVA S.R.L. as the Code of Ethics pursuant to the Decree;
- "Model": the Organisation, Management and Control Model adopted by RESNOVA S.R.L. pursuant to the Decree and including the protocols attached to it, including the Code of Ethics and this Disciplinary System;
- "Supervisory Body (shortened *SB*)": the board entrusted with the task of supervising the functioning of and compliance with the models, as well as ensuring that they are updated;
- "Measures indicated in the Model": any provision contained in the documents of the Model, including the Code of Ethics and any provision of an applicative nature (procedures, protocols, instructions, standard forms, etc.). The general list of Model documents constitutes an integral part of the Model itself;
- "Company": the Company RESNOVA S.R.L.

### **Art. 2 Purpose**

This Disciplinary System, introduced by the Model adopted by RESNOVA S.R.L., intends to sanction non-compliance behaviors with the measures indicated in the Model itself, pursuant to and for the purposes of art. 6, paragraph 2, letter e) and art. 7, paragraph 4, letter b) of the Decree.

The applicability of the specific sanctions provided for in the Whistleblowing Procedure and in the Company Regulation, which the Company has also adopted, remains unaffected.

### **Art. 3 Disclosure**

This Disciplinary System, together with the Model, can be consulted on the Company's internal IT network and posted, in a place accessible to all, at the company registered address.

In order to ensure that it is fully known by the addressees identified pursuant to Title II, this Disciplinary System is notified, together with the Model, to each manager, whether or not he/she is

linked to RESNOVA S.R.L. by a subordinate employment relationship, as well as to each director, by means suitable to certify its receipt.

#### **Art. 4 General Principles**

All measures indicated in the Model are binding and must be observed by all addressees of the Model identified pursuant to Title II.

Any violation of the measures indicated in the Model represents an offence that is punishable under this Disciplinary System, regardless of whether the behaviour constitutes a crime; the related disciplinary proceedings are also independent of any criminal proceedings initiated.

Disciplinary proceedings and the possible imposition of the relevant sanctions are carried out in full compliance with the law and regulations, including, where applicable, the provisions resulting from collective bargaining and the provisions of Law No. 300 of 20 May 1970 (the so-called Workers' Statute).

The establishment of this Disciplinary System and the application of the sanctions provided for herein do not, in any case, prevent RESNOVA S.R.L. from taking any further initiative and action, in civil or criminal proceedings, deemed appropriate for the purposes of its own protection and compensation for any damage suffered as a consequence of the verified conduct.

This Disciplinary System is designed to balance the fair and proportionate sanction to apply. Therefore, sanctions are graduated according to the seriousness of the breach and considering possible recurrences.

### **TITLE II – Addressees**

#### **Art. 5 Directors**

All members of the administrative body of RESNOVA S.R.L. are required to comply with the measures indicated in the Model.

#### **Art. 6 Non-employee managers**

All managers not linked to RESNOVA S.R.L. by a subordinate employment relationship are required to comply with the measures indicated in the Model.

#### **Art. 7 Non-employees performing functions of representation, administration, management, control**

People, not linked to RESNOVA S.R.L. by a subordinate employment relationship, who perform functions of representation or administration of the Company or one of its organisational units, or who exercise, even de facto, management and control, are required to comply with the measures set out in the Model.

#### **Art. 8 Employed managers**

All managers bound to RESNOVA S.R.L. by a subordinate employment relationship are required to comply with the measures indicated in the Model. For these individuals, compliance with the measures indicated in the Model constitutes fulfilment of the obligations arising from the employment contract.

#### **Art. 9 Employees**

People employed by RESNOVA S.R.L. must comply with the measures indicated in the Model, regardless of their classification, job title and duties (by way of example, employees include middle managers, office workers, workers, fixed-term workers, workers with insertion contracts, etc.). For people employed by the Company, compliance with the measures indicated in the Model constitutes fulfilment of the obligations deriving from the employment contract.

#### **Art. 10 Collaborators and third parties**

This Disciplinary System sanctions non-compliance behaviors with the measures indicated in the Model by other persons, who do not fall into any of the previous categories and are nevertheless required to comply with it. This category includes, by way of example:

- a. workers with contracts of a non-subordinate nature (such as project collaborators, consultants, outsourced workers, etc.);
- b. proxies, agents and all those who act in the name and/or on behalf of RESNOVA S.R.L.;
- c. other subjects that have contractually regulated relations with RESNOVA S.R.L, if the contractual relationship expressly provides for the commitment, by the latter, to comply with the prescriptions of the Code of Ethics of their possible relevance (see art. 24).

### **TITLE III - Violations**

#### **Art. 11 Relevant conduct**

Any violation of the measures indicated in the Model constitutes an offence punishable under this Disciplinary System.

In the context of disciplinary measures, all conducts, whether of commission or omission, including culpable ones, capable of concretely or only potentially damaging the effectiveness of the Model in its function of preventing the risk of commission of the offences provided for therein, constitute violations of the Model.

By way of example, in addition to the commission of offences set out in the Model, the following conduct committed by any addressee of the Model constitutes an offence punishable under this Disciplinary System:

- a. episodic or repeated failure or incomplete compliance with the measures of the Model, such as to compromise its effectiveness, as well as failure to report these to one's superior or to the Supervisory Body;
- b. violations of obligations and prohibitions laid down by law or by the Code of Ethics, regardless of the commission of offences covered by the Model, and failure to report these to one's superior or to the Supervisory Body;
- c. any conduct, committed or omitted, liable to obstruct in any way the functions of the Supervisory Body.

Furthermore, the failure to identify, through negligence or inexperience, and the consequent failure to remove violations of the Model itself and, in the most serious cases, the perpetration of offences, constitutes a punishable offence for the Directors and any other apical person (top management), who are required to enforce the provisions of the Model and to supervise its compliance and proper implementation.

## **TITLE IV – Sanctions**

### **Section I - Sanctions applicable to employees**

#### **Art. 12 Applicable sanctions**

The disciplinary sanctions applicable to employees are those laid down in the rules of the National Collective Labour Agreement (CCNL) for Trade and Services and are specifically

- a. verbal reprimand;
- b. written reprimand;
- c. fine not exceeding the amount of four hours' normal pay;
- d. suspension from pay and service for a maximum period of ten days;
- e. disciplinary dismissal without notice and with the other consequences of reason and law.

#### **Art. 13 Conservation sanctions**

- a) Verbal reprimand: the employee who commits, through negligence or inexperience, a minor infringement of the measures indicated in the Model shall incur in the sanction of a verbal reprimand. By way of example, a verbal reprimand shall be inflicted on an employee who:
  - commits a violation of the measures indicated in the Model in their formal aspects.
- a) Written reprimand: an employee who commits a repeat offence in any of the offences referred to in point (a) above shall incur in the sanction of a written reprimand.
- c) Fine not exceeding the amount of four hours' normal pay and suspension from work and pay for a maximum of ten days: one of the sanctions referred to above applies to an employee who, by way of example:
  - fails to report to his superior or to the Supervisory Body any failure or incomplete compliance with the measures indicated in the Model in their substantive aspects, of which he has become aware in any way;
  - commits multiple violations of the measures indicated in the Model, before these are detected and challenged;
  - through negligence or recklessness, commits violations of the Model that are likely to be detrimental to the safety of installations or organisational units;
  - commits violations of the measures indicated in the Model, which are likely to cause harm to persons, including the perpetrator of the violation;
  - fails to report to his superior or to the Supervisory Body one or more breaches of obligations or prohibitions laid down by law or by the Code of Ethics of which he has become aware in any way.

- d) Suspension from work and pay for a period not exceeding ten days of actual work: this penalty shall be imposed on any worker who commits a repeat offence in relation to any of the infringements referred to in point (c) above.

The aforementioned measures will be applied by the employer based on the entity of the misconduct and the surrounding circumstances.

#### **Art. 14 Disciplinary dismissal**

Without prejudice to any other legal action, the Company may proceed with dismissal without notice or compensation against an employee who, by way of example:

- a) commits a repeat offence, more than the third time in the same calendar year, in any of the offences giving rise to suspension from service and pay under Article 13 above;
- b) commits violations of the Model, even if not aimed at committing offences, which have in fact led to or facilitated their commission;
- c) commits one or more of the offences covered by the Model, even in the attempted form.

### **Section II - Sanctions applicable to employed managers**

#### **Art. 15 Applicable sanctions**

The sanctions applicable to managers who may be employed under subordinate contracts (so-called employed managers) are those provided for by the relevant CCNL, namely:

- a. verbal reprimand;
- b. written reprimand;
- c. fine not exceeding the amount of four hours' normal pay;
- d. suspension from pay and service for a maximum period of ten days;
- e. disciplinary dismissal.

The aforementioned sanctions are identified and applied in accordance with the principles of proportionality and appropriateness of the sanctions regarding the alleged violations.

The employment contracts stipulated with the managers of RESNOVA S.R.L. or in a specific supplementary letter signed for acceptance expressly specify the sanctions that may be adopted and the conduct sanctioned under this Disciplinary System and include a specific clause contractually committing the manager to comply with the measures indicated in the Model, expressly stating that the breach of the Model is likely to damage the trust bond based on the managerial relationship.

### **Section III - Sanctions applicable to Directors and other non-employees referred to in Articles 6 and 7**

#### **Art. 16 Applicable sanctions**

The sanctions that may be adopted against directors and other non-employees, including managers not linked to RESNOVA S.R.L. by a subordinate employment relationship, are as follows:

- a. formal written warning alleging the violation of the model;
- b. suspension from any office and from remuneration for a period of between one month and six months, for particularly serious or repeated or multiple violations;
- c. revocation of the appointment in the event of exceptionally serious violations or the commission of offences covered by the model.

The aforementioned sanctions are identified and applied in accordance with the principles of proportionality and appropriateness of the measures with respect to the alleged violations.

If the Director who has violated any of the measures set out in the Model is linked to the company by a subordinate employment relationship, the sanctions provided for employed managers shall be applied; in this case, if the sanction applied is that of dismissal, whether with or without notice, the Director must also be removed from his office.

RESNOVA S.R.L. inserts, in the deeds and/or legal transactions that constitute and/or regulate relations with the Directors and the other subjects referred to in articles 6 and 7, an express provision of the obligation placed on them to observe and enforce compliance with the measures set out in the Model, as well as the penalties that may be adopted in the event of violation of the aforesaid prescriptions.

## **TITLE V – Procedures**

### **Section I – Common Rules**

#### **Art. 17 Cross examination**

The Company may not adopt any sanction without first having disputed the complaint against the person who has committed the violation of the Model and without having heard his defense.

In order to guarantee the right of defense, disciplinary proceedings under this System will be carried out in full compliance with the principles of specificity and immutability of the charges.

#### **Art. 18 Timeliness and immediacy**

Any disciplinary sanction must be taken promptly and in compliance, where applicable, with the deadlines set out in the collective rules. Every breach must be disputed immediately.

The need to comply with the requirements of timeliness and immediacy prevents any delay in the notification of the complaint and in the possible application of the sanction, even in the case of any proceedings filed before a criminal court, without prejudice to the principle according to which the disciplinary proceedings ordered by the Company pursuant to this System are autonomous and independent of the latter, and may be adopted regardless of whether or not any criminal offence has been committed.

#### **Art. 19 Supervisory Body**

The Supervisory Body has no disciplinary power and is only empowered to initiate the appropriate action by reporting violations of the Model, whenever it detects them, in writing to the specifically competent company bodies.

The Supervisory Body must be kept informed of any consequent disciplinary action taken by the specifically competent company bodies.

## **Section II – Proceedings**

### **Art. 20 Procedure for employees**

Except in the case of a verbal reprimand, the dispute of the complaint shall be made in writing and the subsequent possible adoption of the disciplinary measure shall be communicated to the employee, by registered letter with acknowledgement of receipt or other suitable means to certify the date of receipt, within fifteen days from the expiry of the time limit given to the employee to submit his counter-arguments, which in turn may not be less than five days.

For reasons arising from difficulties in assessing counter-arguments and/or deciding on the matter, the time limit for the application of the sanction may be extended by thirty days, but only provided that the employee concerned is given timely written notice thereof.

The employee may be assisted by a representative of the trade unions to which he/she belongs or by the RSU (unitary trade union representation).

Two years after their application, no account will be taken of disciplinary measures.

### **Art. 21 Procedure for employed managers**

The sanction proceedings against managers linked to RESNOVA S.R.L. by a subordinate employment relationship are subject to the guarantees provided for by art. 7 of law no. 300 of 20 May 1970.

Except in the case of a verbal reprimand, the dispute of the complaint shall be made in writing and the subsequent possible adoption of the disciplinary measure shall be communicated to the employee, by registered letter with acknowledgement of receipt or other suitable means to certify the date of receipt, within fifteen days from the expiry of the time limit given to the employee to submit his counter-arguments, which in turn may not be less than five days.

Two years after their application, no account will be taken of disciplinary measures.

### **Art. 22 Procedure for Directors and other non-employees in Articles 6 and 7**

The Supervisory Body makes a written report to the Administrative Body, at the same time forwarding a copy of the report to the Board of Statutory Auditors (if appointed), whenever it finds a violation of the Model by a Director or other non-employee, including managers not linked to RESNOVA S.R.L. by subordinate employment relationship.



The report, to which the SB attaches a copy of any documentation concerning the violation in its possession, must contain a specific indication of the measures set out in the Model that have been violated.

Within five days from the acquisition of the report, the Chairman of the Board of Directors or, in his absence, the Vice Chairman, if any, or the Managing Director or the Sole Director shall convene in writing the infringer of the Model, as indicated by the Supervisory Body or by anyone else who has made the report, for a meeting of the administrative body to be held no earlier than five days from receipt of the aforesaid convocation (audio-videocall meetings are allowed) and no later than thirty days from the acquisition of the report. The convocation must contain a description of the reported conduct, the measures that have been violated, a warning of the possible sanctioning consequences and the right to submit any written justifications, as well as the right to be heard in one's own defense at the meeting to which the infringer of the Model is summoned and which he is in any case required to attend.

At the meeting of the administrative body, at which the Supervisory Body is also invited to attend, the infringer shall be heard and any written defense submitted by the latter shall be obtained. The administrative body is entitled to order the acquisition of further elements, updating the meeting to no later than thirty days.

Based on the elements acquired, the administrative body decides on a reasoned proposal to impose the sanction. If the sanction consists in a formal written warning, the administrative body shall notify the person concerned and the Supervisory Body of its imposition. If the sanction consists in suspension from office and remuneration for a period of between one month and six months, or in removal from office, the administrative body shall convene the Shareholders' Meeting for the relevant resolutions. A copy of the resolution shall be forwarded to the Supervisory Body.

If the report concerns the Sole Director, the report shall be forwarded, by the Supervisory Body, to the Director himself and to the Board of Statutory Auditors (if any), so that the former and, in the event of his inactivity, the latter may convene the shareholders' meeting for the adoption of any consequent measure.

## **TITLE VI – Special Rules**

### **Art. 23 Transfer**

The violation of any measure set out in the Model, which may lead to technical-organizational problems, may also justify the transfer of the employee to another department or production unit pursuant to Article 2103 of the Italian Civil Code.

### **Art. 24 Contractual clauses for collaborators and third parties**

In order to promote the effective implementation of the Model and its full compliance, special clauses are included in contracts drawn up by RESNOVA S.R.L. with collaborators in any capacity, agents, consultants and assimilated persons, or other third parties with whom there are contractually regulated relationships, such as partners and suppliers, or in a specific letter supplementing the contractual discipline, signed for acceptance, which provide for the commitment by the latter to comply with the rules of the Model which may be relevant to them, and in this case

expressly indicated, as well as the automatic termination of the relationship in the event of non-compliance with the above-mentioned rules.

The aforementioned clauses must be included in the contracts signed with the outsourcing or secondment companies, for any breach by outsourced or seconded workers.