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# **ORGANISATION, MANAGEMENT AND CONTROL MODEL IN ACCORDANCE WITH LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001**

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## INDEX

This Model consists of a **General Part** (§§ 1 to 6) and a **Special Part** (§§ 7 to 11).

1.	LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001: GENESIS AND EVOLUTION .....	3
1.1.	THE ADDRESSEES OF THE DISCIPLINE .....	<b>Errore. Il segnalibro non è definito.</b>
1.2.	ENTERPRISE GROUPS.....	<b>Errore. Il segnalibro non è definito.</b>
2.	STRUCTURE OF THE OFFENCE ATTRIBUTABLE TO THE ENTITY .....	4
3.	THE ORGANISATIONAL MODEL: PURPOSE, REQUIREMENTS AND CONTENT, INVOLVED PARTIES, IMPLEMENTATION .....	
	<b>Errore. Il segnalibro non è definito.</b>	
3.1.	PURPOSE OF THE MODEL.....	<b>Errore. Il segnalibro non è definito.</b>
3.2.	REQUIREMENTS AND CONTENT OF THE MODEL .....	5
3.3.	THE ADDRESSEES OF THE DISCIPLINE .....	<b>Errore. Il segnalibro non è definito.</b>
3.4.	ADOPTION, IMPLEMENTATION AND UPDATING OF THE MODEL.....	6
4.	THE COMPANY: ACTIVITIES, MISSION AND ETHICAL VISION.....	6
4.1.	CORPORATE PROFILES .....	<b>Errore. Il segnalibro non è definito.</b>
4.2.	ORGANISATIONAL – MANAGEMENT PROFILES: COMPLIANCE .....	7
5.	THE CODE OF ETHICS .....	<b>Errore. Il segnalibro non è definito.</b>
6.	METHODOLOGY OF CONSTRUCTION OF THE MODEL 231 .....	8
6.1.	DRAWING UP THE MODEL: CRITERIA .....	8
7.	RISK ASSESSMENT .....	<b>Errore. Il segnalibro non è definito.</b>
7.1	ASSESSMENT METHOD .....	<b>Errore. Il segnalibro non è definito.</b>
8.	SENSITIVE PROCESSES.....	<b>Errore. Il segnalibro non è definito.</b>
8.1.	PREVENTION MEASURES .....	<b>Errore. Il segnalibro non è definito.</b>
9.	PROTOCOLS FOR DECISION-MAKING AND IMPLEMENTATION OF THE ENTITY’S DECISIONS .....	11
9.1.	PROXIES AND POWERS OF ATTORNEY SYSTEM.....	<b>Errore. Il segnalibro non è definito.</b>
9.2.	CONTACT PERSON OF THE MANAGEMENT BODY FOR THE MODEL.....	<b>Errore. Il segnalibro non è definito.</b>
	<b>definito.</b>	
9.3.	ARRANGEMENTS FOR MANAGING FINANCIAL RESOURCES .....	<b>Errore. Il segnalibro non è definito.</b>
9.4.	INFORMATION/REPORTING OBLIGATIONS .....	<b>Errore. Il segnalibro non è definito.</b>
10.	SUPERVISORY BODY .....	<b>Errore. Il segnalibro non è definito.</b>
10.1.	TASKS .....	<b>Errore. Il segnalibro non è definito.</b>
10.2.	APPOINTMENT AND REQUIREMENTS .....	<b>Errore. Il segnalibro non è definito.</b>
10.3.	THE REQUIREMENTS: SPECIFICATIONS .....	<b>Errore. Il segnalibro non è definito.</b>
10.4.	POWERS.....	13
10.5.	TERM OF OFFICE .....	<b>Errore. Il segnalibro non è definito.</b>
11.	DISCIPLINARY SYSTEM.....	<b>Errore. Il segnalibro non è definito.</b>
11.1.	PERSONS PERFORMING REPRESENTATIVE, ADMINISTRATIVE, MANAGEMENT FUNCTIONS .....	14
11.2.	EMPLOYEES.....	<b>Errore. Il segnalibro non è definito.</b>
11.3.	PARASUBORDINATE WORKERS, CONSULTANTS, ATTORNEYS AND ASSIMILATED WORKERS .....	<b>Errore. Il segnalibro non è definito.</b>
	<b>segnalibro non è definito.</b>	
11.4.	SUPPLIERS AND OTHER THIRD PARTIES .....	<b>Errore. Il segnalibro non è definito.</b>
12.	TRANSITIONAL PROVISIONS.....	<b>Errore. Il segnalibro non è definito.</b>
13.	ANNEXES .....	15

# GENERAL PART

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## 1. LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001: GENESIS AND EVOLUTION

Legislative Decree No. 231 of 8 June 2001, moving from Article 11 of Law No. 300 of 29 September 2000, introduced in Italy a liability for collective entities. This legislation is based on Italy's obligation to comply with the commitments arising from international regulatory sources, such as the Convention on the Protection of the European Communities' Financial Interests (Brussels, 26 July 1995), the first Protocol referred to in the aforementioned Convention (Dublin, 27 September 1996), the subsequent Protocol concerning the interpretation of the same Convention by way of preliminary rulings by the Court of Justice of the European Communities (Brussels, 29 November 1996), the Convention on the fight against corruption involving public officials of the European Communities or officials of Member States of the European Union (Brussels, 26 May 1997) and the OECD Convention on combating bribery of foreign public officials in international business transactions (Paris, 17 December 1997).

This liability of the collective entities has been qualified by the Italian legislator as administrative. However, it is more accurate to refer to liability arising from a criminal offence, since **the entity in whose sphere a manager or a subordinate person has committed an offence in the interest or to the advantage of that entity is directly liable.**

The Italian legislator, taking into account the novelty of the matter and the disruptive effect it would have on the business and judicial system, considered at first to limit the number of offences for which such liability could be incurred, which were originally only those of fraud to obtain public funds, concussion and bribery. Over the years, the types of offences constituting preconditions for administrative liability arising from crimes have been extended, also due to the need to implement international regulatory instruments, with the inclusion of many other offences, such as, by way of example but not limited to, corporate offences; crimes of receiving, laundering and using money, goods or benefits of unlawful origin; IT and unlawful data processing offences; organised crime offences; crimes against industry and trade; offences relating to safety at work, environmental offences and tax crimes.

### 1.1. THE ADDRESSEES OF THE DISCIPLINE

Legislative Decree No. 231 of 8 June 2001 applies to entities with legal personality, companies and associations, including those without legal personality.

### 1.2. ENTERPRISE GROUPS

The issue of the administrative liability of entities belonging to enterprise groups was ignored by the Legislator in 2001 and this gap in the legislation immediately created several problems of interpretation, for example with regard to identifying who is called to be held liable for offences committed in the lead company but also in the interest of the subsidiary, or for crimes committed by the directors of the holding company as *de facto* directors of the subsidiaries, or for offences committed by a person of the subsidiary exclusively in favour of the head company.

Legal literature and case-law have expressed themselves on this issue, although, even today, there is no approach that can be said to be consolidated. Interesting, in order to understand this sensitive topic, is

what is proposed by Confindustria in Chapter V of the '*Guidelines for the construction of organisation, management and control models*' updated in June 2021 <sup>1</sup>.

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## 2. STRUCTURE OF THE OFFENCE ATTRIBUTABLE TO THE ENTITY

The administrative offence, for which the entity may be held liable, is a complex case, consisting first and foremost of the offence itself (among those expressly provided for in Legislative Decree No. 231/2001) committed by managers or by a person subordinate to them:

- **managers** are defined as people who hold positions of representation, administration or management of the entity or of one of its organisational units with financial and functional autonomy, as well as people who exercise, also *de facto*, the management and control of the entity;
- **subordinates** are people subject to the direction or supervision of managers.

In addition to the crime or offence committed by the natural person, which is the indispensable prerequisite for the possible assertion of the administrative liability of the entity, two other elements are required for determining the corporate offence, one objective and the other subjective:

- with regard to the **objective element**, it is necessary that the fact constituting the offence (e.g. fraud, money laundering, bribery, etc.) is committed in the interest or to the advantage of the company, so that if the individual acts unlawfully in his /her own interest or in the interest of a third party, the company to which he/she belongs will not be held liable;
- with regard to the **subjective element**, the liability of the entity is anchored to the lack of organisation, i.e. to the entity's failure to adopt an organisational, management and control model capable of preventing the risk of offence.

**Ultimately, therefore, there are three elements that make up the entity's liability according to Leg. Decree No. 231/2001: the offence, the interest or advantage for the entity, and the lack of an organisational model.**

The verification of the entity's liability usually takes place in accordance with the rules of criminal proceedings and at the same time as the verification of the offences committed by the managers or subordinates (*simultaneous process*).

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## 3. THE ORGANISATIONAL MODEL: PURPOSE, REQUIREMENTS AND CONTENT, INVOLVED PARTIES, IMPLEMENTATION

### 3.1. PURPOSE OF THE MODEL

The main purpose of the organisational, management and control model (hereinafter, 'the Model') is to set up a system to prevent and reduce the risk of offences being committed in order to exclude the liability of the entity and thus the imposition of penalties against the entity pursuant to Legislative Decree 231/2001. Employees and people connected to the company should therefore be encouraged to behave correctly and transparently.

The Model set up in 2001 and designed along the lines of the *US compliance programs*, represents - looking at the structure of the offence analysed above - the condition for exemption from liability. In fact, the organisational model has exonerating effect and allows the entity to obtain an acquittal in the event of

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<sup>1</sup> <https://www.confindustria.it/documenti/le-nuove-linee-guida-231-di-confindustria-per-la-costruzione-dei-modelli-di-organizzazione-gestione-e-controllo/#confindustria-related-tabs-686cfc6b32001|1>

criminal proceedings, as long as the other conditions required by law are met, i.e. the appointment of a Supervisory Body, the compliance with the model, and the supervision by the supervisory body.

Drawing up and implementing the organisational model therefore means equipping the entity with a tool aimed at reducing the risk of the commission of predicate offences and, if the offence is committed, avoiding for the entity the criminal conviction and the application of precautionary sanctions (interdiction, financial penalties, confiscation) - preventive model - or reducing the same sanctions - remedial model -.

### **3.2.REQUIREMENTS AND CONTENT OF THE MODEL**

To be effective, the organisational model must be characterised by the following specific minimum requirements:

- identifying the individual areas of activity in which the offences listed in Legislative Decree 231/2001 may actually be committed ('mapping' of activities at risk – risk assessment);
- defining suitable decision-making and executive processes to prevent the commission of these offences;
- establishing rules concerning financial management suitable for preventing the commission of the same offences;
- providing for the appointment of a Supervisory Body, which has the characteristics required by the Leg. Decree 231/2001;
- establishing information obligations to the board responsible for supervising on the compliance and effectiveness of the organisational model ('information flows' to and from the supervisory body);
- introducing an appropriate disciplinary system for non-compliance with the rules of the organisational model;
- providing for protocols aimed at scheduling training on the contents and purposes of the organisational model and the reference legislation, with different modalities depending on the people involved in the training activity (managers, rather than subordinates);
- providing for a periodical check followed, if necessary, by an adaptation of the model (updating), for instance in the following cases:
  - major breaches of the rules;
  - changes in the organisation or fields of activity of the company;
  - changes in relevant legislation or jurisprudence that require adaptation.

### **3.3.THE ADDRESSEES OF THE DISCIPLINE**

The main purpose of the Model is to define company rules aimed at guiding conduct in areas identified as sensitive, integrating or updating procedures and other documents of the company management system in an integrated perspective, specifically in order to:

- make all internal collaborators aware that any unlawful conduct may result in criminal penalties for the individual and administrative penalties for the Company;
- ensure the correct conduct of RESNOVA S.R.L.'s collaborators (internal and external) and all those who operate in the name or on behalf of the Company;
- strengthen the internal control system in order to prevent and combat the commission of offences;
- demonstrate internally the choices made in terms of ethics, transparency and respect for the law, which have always distinguished the work of RESNOVA S.R.L.

This Model is firstly addressed to all directors, members of supervisory bodies, as well as employees and collaborators of the Company. The provisions contained in this Model are therefore addressed to both managers and their subordinates, who are appropriately trained and informed about the contents of the model itself, as far as they are concerned.

The Model is binding:

- a. for persons who hold functions of representation, administration or management of the entity or one of its organisational units with financial and functional autonomy, as well as persons who exercise, also *de facto*, the management and control of the entity – **managers**;
- b. for persons subject to the direction or supervision of one of the persons referred to in (a) above – **subordinates**;
- c. for external parties or third parties (natural persons and legal entities) with whom the Company intends to collect a commitment to comply with the principles and rules established in this Model when they carry out activities on behalf of the Company. The obligation to comply with the Model will therefore be reflected in specific contractual clauses.

### **3.4.ADOPTION, IMPLEMENTATION AND UPDATING OF THE MODEL**

The adoption and implementation of the Model is the task of the Managing Body. Implementing the Model means:

1. making the Model available to all those who are bound to comply with its prescriptions; a copy of the Model, its attachments and updates shall therefore be filed at the company's registered address to allow consultation by each person bound to comply with them;
2. ensuring that the communication of the requirements of the Model related to the specific activity or function to those who are required to comply with them takes place in an appropriate and traceable manner;
3. scheduling Model-related training for personnel in risk areas, which should be tailored to the levels of the addressees.

The Model is updated, also at the request of the Supervisory Body, when it is necessary to adjust it, for instance in the following cases:

- major violation of the rules and protocols laid down in the Model, which makes it necessary or appropriate to revise the reference policies;
- changes in the organisation or fields of activity of the company;
- changes in relevant legislation or case law.

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## **4. THE COMPANY: ACTIVITIES, MISSION AND ETHICAL VISION**

RESNOVA S.R.L. (hereinafter also referred to as the 'Company') is specialised in the distribution of high quality chemical and industrial solutions<sup>2</sup>. Its activities are managed from its operational headquarters in Mairano (BS), Via IV Novembre 28E.

The Company's core business consists of the commercialisation, in Italy and abroad, of AdBlue® by BASF (a high-purity urea solution - 32.5% - designed to reduce emissions in diesel engines) both in bulk and in urea prills. With regard to this product, RESNOVA S.R.L. is currently the exclusive distributor for Italy and is also one of the main distributors for other countries.

The Company is considering launching, in the last quarter of 2025 at the same operational site in Mairano (BS), also a production and storage activity for vehicle fluids, specifically brake fluid, antifreeze, windscreen washer fluid and engine oil. With the exception of motor oil, these fluids will be mixed and bottled at the Mairano (BS) plant. Motor oil, on the other hand, will be produced in Saudi Arabia and then imported and stored in a special warehouse in Italy.

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<sup>2</sup> <https://www.piublue.it/it>

In carrying out its activities, the Company aims to operate in compliance with the law, industry regulations and the ethical principles contained in its code of conduct. It strives to create value by generating well-being for the community and all stakeholders. Transparency, efficiency and professionalism are some of the principles that inspire the Company to best meet the expectations and needs of its customers, employees, collaborators and, last but not least, its shareholders.

#### **4.1. COMPANY PROFILES**

RESNOVA S.R.L. has its registered office in Brescia (BS), Via Corsica no. 143, and its operational headquarters in Mairano (BS), Via IV Novembre 28E. It was established on 23 November 2000 and registered with the Brescia Companies Register on 13 December 2000 under no. 03589640170, tax code and VAT no. and REA BS-423508.

The current share capital is €99,000.00 and is fully authorised, subscribed and paid up by the sole shareholder Autotec s.p.a.

To date, the Company is not part of an enterprise group.

The Company is managed by a Board of Directors, currently composed of two members: Claudio Mascialino (chairman and managing director) and Gianpietro Mascialino (director).

RESNOVA S.R.L. has appointed the auditing firm Brixia Revisione s.r.l.

With regard to its **internal organisation**, RESNOVA S.R.L., also with the support of external consultants, has embarked on a process of optimising its structure with the aim of improving the efficiency of individual processes and better tracking and documenting the activities of the company departments involved. As part of this process, RESNOVA S.R.L. has obtained ISO 9001 certification for its quality management system and, with this Model, aims to further improve its organisation.

With specific regard to the **decision-making process**, the following should be noted. Powers and proxies are defined by the articles of association and/or by the deliberations of the board of directors, made known to the company functions involved and, when necessary, to third parties. The various stages of the decision-making process are documented and verifiable. During the development of this Model, the suitability of the current corporate management system of RESNOVA S.R.L. to prevent any unlawful conduct was verified. With specific regard to the formation and implementation of the decision-making process, control is ensured by:

- behavioural methods that favour information sharing and teamwork;
- internal checks and controls provided for in the procedures that the company has adopted over time;
- accounting controls carried out by the auditing firm.

Attached to this Model 231, as an integral part thereof, are the Company's Chamber of Commerce Certificate updated on 28 April 2025 but still current (**Annex 1**), as well as the Organisational chart (**Annex 2**).

#### **4.2. ORGANISATIONAL-MANAGEMENT PROFILES: COMPLIANCE**

RESNOVA S.R.L. attaches particular and significant importance to the proper and efficient organisation and management of its compliance structure. The Company has always been aware of its social responsibility towards customers, employees, investors and also towards public opinion, so much so that the Company itself undertakes to comply with and, first and foremost, to be familiar with the regulations in force, as well as to apply the ethical values set out in the Code of Ethics.

For these reasons, RESNOVA S.R.L. has chosen to document **the procedures and operating practices** developed over the years and aimed at effectively reducing the risk of committing the offences provided for by Legislative Decree 231/2001. The administrative body has also decided, in line with company policy, to define and subsequently implement this Model, undertaking to keep it updated over time. This decision responds to the following main requirements:

- ensuring fairness and transparency in relations with its customers and suppliers;
- guaranteeing the same fairness and transparency in the management of internal activities;
- protecting shareholders and stakeholders in general from the risk of losses resulting from the application of the sanctions provided for by Regulation 231;
- also protecting the work of its employees and the company's reputation.

As mentioned in point 4.1 above, the Model is fully integrated into the RESNOVA S.R.L. company management system, including the ISO 9001 certified quality management system, which includes:

- the formalisation of specific roles, responsibilities and delegated powers;
- a set of regulations, procedures and other reference documents aimed at precisely defining the performance of operational, managerial and executive activities;
- a system for controlling and monitoring activities, with the involvement also of third parties independent of the Company, aimed at identifying and preventing legal, operational and managerial risks.

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## 5. THE CODE OF ETHICS

RESNOVA S.R.L. has finalised its own Code of Ethics (**Annex 3**).

The Code of Ethics contains principles and rules of conduct, which enrich the company's decision-making processes and guide the conduct of the addressees, also with reference to the prevention of offences for which they are responsible under Legislative Decree 231/2001.

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## 6. METHODOLOGY OF CONSTRUCTION OF THE MODEL 231

The starting point for the drawing up of this Model is the realisation that RESNOVA S.R.L. presents itself as a company that is already partially structured from the point of view of adapting its activities to the standards of legality required by law, since it operates on the basis of procedures that have been prepared for its organisational structure. These procedures, known and applied, even if not all translated into a written document, are suitable for preventing many of the cases relevant to the occurrence of administrative liability arising from offences pursuant to Legislative Decree 231/2001. This has led the Company to devise and implement the Risk Management Model as a tool for integrating and optimising the existing internal systems, acting as their natural glue, as well as an opportunity for their improvement in terms of efficiency, thanks to the configuration of the Supervisory Body and the provision of a disciplinary system aimed at sanctioning violations of the Model's provisions. This Model is therefore intended to complement the organisational choices made so far by RESNOVA S.R.L.

### 6.1. DRAWING UP THE MODEL: CRITERIA

This Organisational Model was drawn up taking into account a number of elements such as the activity carried out by the Company, its structure, and the nature and size of its organisation.

With the support of consultants, the Company proceeded to analyse the areas of activity that present potential risk profiles, in relation to the commission of the offences indicated by Legislative Decree No. 231/2001 and summarised in the List of predicate offence (**Annex 4**). Complementary to this activity was



the analysis of the entity's history, the corporate context, the sector to which it belongs, the company's organisational structure, the system of powers of attorney and proxies, the existing legal relations with third parties, and the practices and procedures formalised and disseminated within the company for the correct performance of business activities.

According to the regulatory dictate (Art. 6, paragraph 2, of Legislative Decree no. 231/2001) and with the Confindustria Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree No. 231/2001, updated in June 2021 and originally approved by the Ministry of Justice on 21.07.2014 in compliance with Art. 6, paragraph 3, of Legislative Decree No. 231/2001, RESNOVA S.R.L., with the assistance of consultants with the necessary knowledge and expertise in the field, has therefore proceeded to following specific activities:

- identification of the processes, sub-processes or corporate activities in the scope of which the predicate offences indicated in the Decree may be committed, by means of the submission of specific check-lists to the heads of the corporate functions involved; the external consultants responsible for developing this Model have met the above-mentioned heads of the corporate functions;
- self-assessment of the risks of commission of offences, with the assistance and guidance of the external consultants in charge of developing this Model;
- identification of adequate control measures, either already in place or to be implemented in the company's operating procedures and practices, necessary for the prevention or mitigation of the risk of commission of the offences referred to in the Decree;
- attribution to persons involved in the deliberation and management processes of powers consistent with their assigned organisational responsibilities;
- analysis of its system of powers of attorney and proxies and the allocation of responsibilities.

In this context, the Company, with the support of external specialists, also conducted a specific assessment regarding the management of compliance measures to prevent the risk of environmental offences, therefore also focusing on issues relating to the correct management of waste and emissions.

The risk analysis was conducted with the active involvement of the external RSPP (Prevention and Protection Service Manager) and the internal representative for the Quality Management System.

The initial analysis, as well as the construction and finalisation of this Model, was carried out by external consultants appointed by RESNOVA S.R.L., with the constant presence of the Company's administrative manager and a constant flow of information also to the managing director.

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# SPECIAL PART

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## 7. RISK ASSESSMENT

Risk mapping through an examination of the company activities exposed to the risk of offences being committed (see § 7.2 below) is an essential operation for the company that intends to equip itself with an effective crime risk prevention system.

The Company has carried out an analytical **risk assessment activity** that has been summarised in a specific chart, which is an integral part of this Model (**Annex 5**). In particular, the assessment activity was carried out taking into consideration the aspects that characterise the entity involved, and more specifically:

- activity carried out,
- organisational structure,
- system of powers of attorney and proxies,
- adoption of protocols, procedures and operating instructions,
- internal control system.

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## 8. SENSITIVE PROCESSES

Sensitive processes are defined as those processes within the scope of which there are company activities exposed to the risk of an offence being committed, in view of the general principles of conduct adopted by the Company and the prevention measures in place to protect these activities, which are considered suitable for preventing or minimising the risk of an offence being committed.

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### 8.1. PREVENTION MEASURES

In order to reduce the risk of the predicate offences being committed, the Company has adopted procedures and operating instructions, referred to in the risk matrix, as set out in Annex 5 to this Model.

Below are some mandatory rules of conduct, which must be complied with, together with the above mentioned procedures, by all subjects operating in the company as managers or subordinates, by those who act with powers of representation of the company, as well as by external collaborators, consultants and partners, in the exercise of the activities directly reporting to RESNOVA S.R.L., it being understood that compliance with the rules listed below does not exempt, of course, the above-mentioned subjects from complying also with all applicable laws and regulations:

- ✓ it is forbidden to commit or attempt to commit or take part in the commission of any act or omission capable of directly or indirectly giving rise to the so-called predicate offences, also listed in Annexes 4, 5 and 6, entailing the entity's administrative liability;

- ✓ it is mandatory to strictly observe the laws and regulations that regulate the company's activities;
- ✓ the persons representing the company must receive an explicit letter of engagement from the company, whether this is identified with the system of powers of attorney currently in force at the aforesaid company, or whether it is conferred by means of sub-delegations, within the limits of the powers attributed to the individual person called upon to represent the company; this is in order to ensure a unified management of relations with third parties;
- ✓ it is mandatory to behave correctly and transparently, ensuring full compliance with the system of internal procedures, in the performance of all activities aimed at drawing up the financial statements, periodic accounting situations and other corporate communications;
- ✓ the directors and auditors (if appointed) must perform the duties imposed on them by law and the company's bylaw with the utmost diligence and, if they become aware of facts prejudicial to the company, they must take action to remove or mitigate the harmful consequences for the company, partners and creditors;
- ✓ the directors and all employees and collaborators of the company are required to provide extensive cooperation to the Supervisory Body through a constant and documented flow of information;
- ✓ it is forbidden to prevent or obstruct in any way the performance of the supervisory activities of the person in charge of the corporate area or function considered "at risk", as summarised above, as well as of the Supervisory Body;
- ✓ it is mandatory to ensure the proper functioning of the company and its corporate bodies, guaranteeing and facilitating all forms of internal control over the company's management provided for by law, as well as the free and correct shaping of the shareholders' decisions;
- ✓ it is compulsory to keep all documentation relating to the company's activities "at risk" areas on file, under the supervision of the respective managers and in the manner required by privacy rules;
- ✓ no payments may be made in cash or in kind, except for small current expenses of the company (couriers, small stationery or other);
- ✓ all employees, managers, directors or external consultants, in the context of the so-called "at risk" areas for the commission of the predicate offences, are obliged to report, by means of written reports sent to the person in charge of the "at risk" area and to the Supervisory Body, any violations of the applicable legislation and procedures, as well as to communicate any difficulties in the application of the aforementioned procedures and protocols or doubts as to their correct application;
- ✓ declarations made to national or EU public bodies, for whatever purpose, must contain only absolutely truthful elements and the activity must be duly documented with accounts.
- ✓ the directors and all employees and collaborators of the company are required to ensure specific and continuous information flows between the corporate functions involved in individual processes, for the purpose of mutual verification and coordination;
- ✓ directors and all employees and collaborators of the company are required to document, file and keep track of every single activity carried out on behalf of or in the interest of the company;
- ✓ when selecting business partners and external professionals, objective and documentable criteria must be taken into account (e.g. experience, subjective requirements of professionalism and honourableness, qualifying references, etc.).

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## 9. PROTOCOLS FOR DECISION – MAKING AND IMPLEMENTATION OF THE ENTITY'S DECISIONS

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## **10. SUPERVISORY BODY**

### **10.1. TASKS**

The Supervisory Body (hereinafter “SB”) has the task of supervising the proper functioning of and compliance with the Model and of promoting its updating.

The individual tasks of the Supervisory Body are those laid down by law and further detailed in the Regulation prepared by the Supervisory Body once it has been appointed.

### **10.2. APPOINTMENT AND REQUIREMENTS**

The Supervisory Body is a body of RESNOVA S.R.L. endowed with autonomous powers of initiative and control, established by resolution of the administrative body in order to fulfil the above-mentioned tasks.

Typical of the SB are the requirements of honor, autonomy and independence, professionalism, and continuity of action. RESNOVA S.R.L. guarantees that the member (single-member composition) or the members (multi-member composition) of the Supervisory Body have these requirements. Each member of the SB must certify their possession (of honor, autonomy and independence, professionalism) at the time of appointment with a specific written declaration.

The Supervisory Body may have a single-member composition or a multi-member composition (in this case the SB will be composed of two or three members) and is appointed by the administrative body of RESNOVA S.R.L. The members of the Supervisory Body are chosen from qualified individuals and experts who have the characteristics illustrated below.

Any deviation from what was declared at the time of appointment must be reported to the Administrative Body without delay.

### **10.3. THE REQUIREMENTS: SPECIFICATIONS**

#### **Honour**

The following elements represent reasons for ineligibility to be a member of the Supervisory Body and for removal from the Board if these elements have arisen after the appointment:

1. conviction or plea-bargaining sentence, even if not final, for one of the predicate offences referred to in Legislative Decree no. 231 of 2001;
2. conviction, even if not final, to the accessory penalty of disqualification, even temporary, from public office or from the executive offices of legal persons and companies;
3. pending criminal proceedings for the offences referred to in points 1 and 2.

#### **Autonomy and independence**

The following conditions guarantee the autonomy and independence of the Supervisory Body:

- a. the inclusion of the Supervisory Body in the organisational chart as a staff unit of the administrative body, to which it reports;
- b. the functions of the Supervisory Body cannot be performed by the administrative body of the Company, given the actual autonomy and independence with which the Supervisory Body must be endowed;

- c. the Supervisory Body may not have operational tasks, since participation in decisions and work activities would spoil, from the point of view of objectivity, its judgement during checks on compliance with the Model;
- d. directors of the company who can influence the decision-making autonomy of the company, or those who directly or indirectly hold shares in the share capital, are not compatible with the office of member of the Supervisory Body;
- e. persons who have conflicts of interest and/or family relationships with the corporate bodies are also incompatible with the office of member of the Supervisory Body;
- f. in the event that the role of member of the Supervisory Body is carried out by an internal person of the entity, the latter may not have operational functions either within the entity to which he/she belongs or in the controlling and/or controlled entity;
- g. external professionals cannot be members of the Supervisory Body if they are incompatible with the office by reason of other tasks assigned to them by the company or other entities that have relations with it.

### **Professionality**

The members of the Supervisory Body must ensure that they possess specific skills:

- a. specialised skills in organisation, management and control systems, primarily including knowledge and experience of techniques for analysing and assessing risk and devising measures to mitigate it;
- b. legal expertise, particularly in the field of criminal law, since knowledge of the structure of relevant offences and the individual ways in which they are committed is indispensable.

With regard to matters concerning the protection of workers' health and safety, the Supervisory Body may make use of all the resources provided for by sector legislation (e.g.: RSPP - Prevention and Protection Service Manager; RLS - Workers' Safety Representative; MC - competent doctor).

### **Continuity of action**

The SB must ensure the continuity of its supervisory action and take care of updating the Model: consequently, it must operate without interruptions and in a manner that may be calibrated according to the different composition of the Board (single-subject or multi-subject, with the inclusion of external professionals or not). The scheduling of activities, the recording of meetings, and the regulation of information flows are aspects left to the self-regulatory power of the Supervisory Body.

## **10.4. POWERS**

The activities of the SB are not reviewable by any other body, except by the administrative body, which, being directly responsible for the functioning and effectiveness of the Model, is called upon to assess the adequacy of the SB's activities.

The Supervisory Body has free access to any company function, and without the need for prior consent in order to obtain any information or element deemed necessary for the performance of its duties under Legislative Decree No. 231 of 2001.

The Supervisory Body may make use of the contribution of all company structures and also of external consultants.

It is the Supervisory Body that - through the preparation of a special internal regulation - regulates its own internal functioning (timing of audits, identification of supervisory criteria, etc.).

For its functioning, the SB is provided with adequate financial resources, the amount of which is proposed by the SB itself and approved by the administrative body. These resources must be used whenever they are necessary for the Supervisory Body to correctly perform its duties (e.g. specialist consultancy, business trips, etc.).

## **10.5. TERM OF OFFICE**

The members of the Supervisory Body hold office for three years and may be appointed again.

The Administrative Body, by resolution and after hearing the opinion of the Board of Statutory Auditors, where appointed, may only dismiss the members of the Supervisory Body for just cause. Just cause includes, but is not limited to:

- serious negligence in the performance of duties connected with the assignment,
- the possible involvement of RESNOVA S.R.L. in criminal or civil proceedings that are connected with an omitted or insufficient supervision, including negligence, by the Supervisory Body.

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## **11. DISCIPLINARY SYSTEM**

The Model contains a specific disciplinary system in **Annex 7**.

The disciplinary system is an integral part of the Model and specifies the applicable disciplinary sanctions and the relevant procedure.

### **11.1. PERSONS PERFORMING REPRESENTATIVE, ADMINISTRATIVE, MANAGEMENT FUNCTIONS**

According to the reference disciplinary system, sanctions which may go as far as the withdrawal from office, may be applied to those who perform functions of representation, administration (of the company or of one of its organisational units) or take care of its management - also de facto - and control, who are not linked to RESNOVA S.R.L. by a subordinate employment contract.

### **11.2. EMPLOYEES**

With regard to employees, the disciplinary system is compliant with the applicable provisions of the law and of national and sector bargaining agreements. More serious cases of violation of the Model's provisions are punished with dismissal without notice.

### **11.3. PARASUBORDINATE WORKERS, CONSULTANTS, ATTORNEYS AND ASSIMILATED WORKERS**

For the collaboration contracts that RESNOVA S.R.L. stipulates with para-employed workers, consultants and assimilated workers, the disciplinary system provides for the inclusion in the contract of a termination clause for non-compliance with the provisions of the Model.

### **11.4. SUPPLIERS AND OTHER THIRD PARTIES**

Contract termination is the sanction to which suppliers and other subjects having contractual relations with RESNOVA S.R.L. are subject in the event of violation by them of the prescriptions of the Model, which constitute contractual obligations.

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## **12. TRANSITIONAL PROVISIONS**

The obligations set out in the Model are deemed effective from the date of its approval by the Company's administrative body.

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### **13. ANNEXES**

- 1) Company's Chamber of Commerce certificate
- 2) Organisational chart
- 3) Code of Ethics
- 4) List of predicate offences
- 5) Risk assessment chart
- 6) Procedures and Guidelines to corporate processes
- 7) Disciplinary System
- 8) Whistleblowing Procedure