

February 27, 2024



**Organisation, Management and Control Model**  
**pursuant to Legislative Decree No. 231/01**

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**GENERAL SECTION**

Approved by the Board of Directors of Italia Trasporto Aereo S.p.A. on February 27, 2024

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Attachments:

- Code of Ethics;
- List of applicable and non-applicable 231 Offenses-presumed offenses;
- Text of Legislative Decree No. 231/2001 and list of offenses-presumed offenses;
- Summary outline of 231 sanctions;
- List of policies/guidelines/procedures;
- Foreign Offices/Branches;
- Scheme of information flows to the Supervisory Body;

## Definitions

- **Sensitive Activity:** the processes of ITA within the scope of which there is a risk, even potential, of the commission of offenses referred to in Legislative Decree No. 231/2001;
- **Instrumental Activity:** the activities/processes of the Company that are potentially instrumental to the commission of the crimes referred to in Legislative Decree No. 231/2001;
- **Supervisory Authority:** an independent institution responsible for monitoring compliance with regulations relating to a specific area of activity e.g. ENAC, CONSOB, Bank of Italy, IVASS, Personal Data Protection Authority (Privacy Guarantor), Competition and Market Authority (Antitrust), National Anti-Corruption Authority (ANAC);
- **Author of the Offense:** the person to whom the incriminating conduct referred to in the types of offenses set forth in Legislative Decree No. 231/2001 is attributable;
- **Best Practice:** behavioral models that, due to the character of repetitiveness, in practice rise to the rank of operational guidelines; in this document also referred to the best practices as to the approach and methodology of drafting the Organization, Management and Control Model provided for by Legislative Decree no. 231/2001, adopted by ITA;
- **Code of Ethics:** the document, annexed to this Model 231, containing the principles of conduct and control to be observed in order to reduce the risk of committing one or more of the crimes referred to in Legislative Decree no. 231/2001;
- **Collaborators:** individuals who have collaborative relationships with ITA in various capacities;
- **Consultants:** individuals who act in the name and/or on behalf of ITA by virtue of a contractual relationship of collaboration or mandate;
- **Competitive Selection:** the process through which, the Company selects economic operators from the Supplier Register or the market pursuant to the Regulations approved on December 27, 2021.
- **Direct Entrustment Agreement (so-called Single Sourcing):** agreement by which the Company identifies the economic operator without having to call for competitive selection upon the occurrence of certain cases provided for in the Regulations of December 27, 2021.
- **Intercompany service contract:** one or more units of the group, in return for centralized services of a managerial and/or research nature to whom it benefits on an ongoing or periodic basis, agrees to pay another company in the group providing the services a fee not necessarily related to the cost incurred by it.
- **Corporate Governance:** set of principles, institutions, and mechanisms through which the most important decisions of the enterprise are developed and necessary for its operation.
- **D. Legislative Decree No. 231/2001 or Decree 231:** Legislative Decree No. 231 of June 8, 2001, "Regulation of the administrative liability of legal persons, Companies and associations, including those without legal personality," as amended and supplemented;
- **Risk Area;** area of the Company in which a predicate offense may occur.
- **Recipients:** all those to whom the 231 Model is addressed and who are required to observe and implement it (Administrative and Control Bodies, managers, employees, consultants, collaborators, suppliers and Branch);
- **Employees:** individuals having a subordinate working relationship with ITA, including Executives;

- **Executives:** individuals who, by reason of their professional skills and hierarchical and functional powers appropriate to the nature of the position conferred on them, implement the employer's directives by organizing the work activity and supervising it;
- **Risk Assessment Document or DVR:** A document prepared by the employer containing a report on the assessment of risks to health and safety at work and the criteria for the said assessment, the indication of prevention and protection measures and personal protective equipment consequent to this assessment, the program of measures considered appropriate to ensure the improvement of safety levels over time, the identification of the procedures for the implementation of the measures to be carried out as well as the roles of the company organization that must provide for them, the indication of the name of the RSPP, the RLS and the competent doctor who participated in the risk assessment, as well as the identification of the tasks that possibly expose workers to specific risks that require recognized professional ability, specific experience, adequate education and training;
- **Entities:** entities provided with legal personality, companies and associations including those without legal personality;
- **ITA or Company:** the Company Italia Trasporto Aereo S.p.A., with registered office in Rome, Via Venti Settembre 97;
- **Model 231 or also just Model:** the Organization, Management and Control Model provided for by Legislative Decree No. 231/2001, adopted by ITA;
- **Supervisory Body:** Internal Control Body, in charge of supervising the functioning and observance of the Model as well as verifying the need for its updating;
- **Bodies of ITA:** pursuant to the Articles of Association, the Bodies of ITA are (i) the Shareholders' Meeting; (ii) the Board of Directors; (iii) the Board of Statutory Auditors.
- **Public Administration:** the State and all its articulations, territorial public entities and other non-economic public entities, as well as persons who fall under the definition of "public official" or "person in charge of a public service" pursuant to, respectively, Articles 357 and 358 of the Criminal Code, that is, those who-employees of public or private entities-exercise "a legislative or judicial public function" or even "an administrative function," insofar as it is governed by rules of public law and authoritative acts, characterized by the formation and manifestation of the will of the Public Administration, possibly by means of authoritative and certifying powers;
- **Offenses-Affected Offenses:** the offenses (felonies and misdemeanors) referred to in Articles 24 ff. of Legislative Decree No. 231/2001;
- **Administrative Liability:** that arising for the Entity from the ascertained occurrence of one or more of the offenses-presupposed offenses provided for in Legislative Decree 09/06/n. 231/2001, entailing the imposition of related sanctions;
- **Risk Assessment:** methodology for the identification and analysis of risks;
- **Third parties:** those entities not belonging to ITA with which it deals in the performance of its activities;
- **T.U. on Occupational Health and Safety:** Legislative Decree No. 81 of April 9, 2008, concerning the implementation of Article 1 of Law No. 123 of August 3, 2007, on the protection of health and safety in the workplace;

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- **T.U. on Environmental Matters:** Legislative Decree No. 152 of April 3, 2006, concerning a single text of regulations on environmental protection and waste management.
- **Whistleblower:** a person who reports to the authorities in charge of ITA unlawful or fraudulent conduct of which he/she has become aware by reason of his/her work/collaboration relationship with the company;
- **Whistleblowing:** a system for reporting unlawful conduct pursuant to Legislative Decree No. 24 of March 10, 2023.
- **Facilitator:** Legislative Decree No. 24 of March 10, 2023 defines a facilitator as a "natural person who assists a reporting person in the reporting process, operating within the same work context and whose assistance must be kept confidential."
- **Garante Privacy:** The Garante for the Protection of Personal Data is an independent administrative authority established by the so-called Privacy Act (Law No. 675 of December 31, 1996), then regulated by the Personal Data Protection Code (Legislative Decree No. 196 of June 30, 2003), as amended by Legislative Decree No. 101 of August 10, 2018. The latter confirmed that the Garante is the designated supervisory authority also for the purpose of implementing the General Data Protection Regulation (EU) 2016/679 (Art. 51);
- **Anac Guidelines:** Guidelines - Rules for the management of external reports and the exercise of ANAC's sanctioning power in implementation of Legislative Decree No. 24 of March 10, 2023, adopted by Resolution No. 301 of July 12, 2023;
- **CONFIDUSTRIA Guidelines:** Guidelines for the construction of Organization and Management Models pursuant to Legislative Decree 231/2001 issued by the Working Group on Administrative Responsibility of Legal Entities of Confindustria, an organization that brings together Italian industrialists, approved in June 2004 and last updated in June 2021.
- **Referents:** individuals to whom a given risk area refers.
- **Branch:** foreign office of the Company.

## **FOREWORD: Italia Trasporto Aereo S.p.A. and its mission**

Italia Trasporto Aereo S.p.A. (hereinafter also referred to as "ITA" or the "Company") Company incorporated on 11/11/2020 and which started operating on 15/10/2021, is the Italian national airline carrier wholly owned, as of the date of approval of this Model, by the Ministry of Economy and Finance (MEF). ITA operates under private law pursuing objectives of a commercial and industrial nature, with the aim of operating and carrying on its business in the field of air transport of passengers and cargo.

The Company's mission is to build a leading full-service carrier, operating services to and from Italy, through the adoption of environmentally and economically sustainable and customer-oriented processes and solutions, in order to exploit the full potential of the travel and tourism market.

ITA adopts a data-driven approach and a lean organisation, whose foundations are based on the analysis and understanding of data and on the value of its human capital through agile working, in order to rapidly respond to the needs of its customers, consistently committed to operating with the utmost transparency, integrity and in full compliance with the law.

In light of its organisational structure and operations, the Company has preferred to adopt a so-called "conventional system" and based its corporate governance system on certain key principles, such as the central role played by the Board of Directors, the suitable and thorough management of any conflict-of-interest situations, transparency in communicating corporate management choices and the efficiency of its internal control system. Indeed, the values of loyalty, integrity and professionalism, and the principles and rules of conduct, are set out in detail in the Company's Code of Ethics, to which reference should be made.

The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Company and, in particular, exercises strategic oversight and has the power to perform all the actions it deems appropriate for the implementation and achievement of its purpose.

The Board of Statutory Auditors is tasked with the responsibility for supervising compliance with the law and the Articles of Association, as well as of supervising the management. However, it is not responsible for conducting audits of the Company's accounts, which is the responsibility instead of a duly registered audit company.

Within the Company, the Board of Directors may appoint endoconsiliar committees, determining their number of members, rules of operation and compensation.

ITA's Internal Control System (ICS) consists of the set of rules, procedures and structures tasked with ensuring the proper functioning and good performance of the Company and guaranteeing:

- the efficiency and effectiveness of its business processes;

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- adequate control of current and prospective risks;
- the timeliness of the company's information reporting system;
- the reliability and integrity of accounting and management information;
- the safeguarding of assets, also in the medium to long term;
- compliance of the company's activities with applicable regulations, company directives and procedures.

The Company's ICS views the risks and controls within the framework of an integrated and synergy-based rationale founded on the precise identification of the responsibilities of the various players and, above all, on the implementation of adequate and structured risk management mechanisms in line with the objectives set by the Board of Directors.

The set-up and management of the ICS is the responsibility of the top management, which reports periodically to the Board of Directors on the status of the system and on specific issues of relevance to its activities.

The top management therefore ensures the adequacy and efficiency of the ICS, adopting, where necessary, the best measures to ensure that the various components of the Company's organisation are functional and reliable.

Moreover, the Board of Directors is supported by the relevant corporate functions, specifically:

- Legal & Compliance
- Enterprise Risk Management
- Internal Audit.

The **Legal & Compliance Function**, among other things, is responsible for monitoring and assessing the adequacy, compliance and effective implementation of internal procedures, in order to prevent and detect instances of non-compliance with the provisions applicable to the Company (non-compliance risk).

The **Enterprise Risk Management Function** contributes to the definition of the risk management system, ensuring its proper operation, and verifies the compliance, adequacy and effectiveness of the measures taken to remedy the deficiencies found in the risk management system.

The **Internal Audit Function** is the third-tier control function and is responsible for providing an independent assessment of the effectiveness and efficiency of the ICS and, therefore, of the effective functioning of the controls designed to ensure that processes run smoothly.

## ITA and Volare

Italia Trasporto Aereo S.p.A. and Volare Loyalty S.p.A. have entered into an intercompany service agreement by which the terms and conditions of the entrustment, by the latter towards the former, of the performance of



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all support and assistance services necessary for the ordinary business of the latter, falling within the scope of responsibility of the following ITA functions: Internal Audit, Finance, HR, Corporate Communication, Procurement Property & Facility Management, Legal & Compliance, Information Technology (this one in particular, for HW/SW infrastructure, TLC, evolutionary platforms, Web and other digital channels, etc.), Marketing, Commercial, Customer Service and Security. Contextually, ITA has assigned to Volare the non-exclusive and non-transferable right to use and exploit the figurative trademark Volare, owned by ITA.

The aforesaid Services may also be aimed at the acquisition and management of activities carried out and/or goods provided by third parties or the services of professionals and/or service providers. It being understood that, in such cases, (i) ITA shall be competent to negotiate the relevant contracts which, where convenient or otherwise appropriate, may also be formalized on behalf of ITA itself in the interest of Volare; and (ii) the fees paid in relation to such contracts shall be recharged to Volare.

In addition, Volare has the option to request ITA, depending on its operational needs, to provide additional services, which shall be performed in accordance with the terms and timing agreed upon from time to time between ITA and Volare. In such case, ITA undertakes to examine the request and, if necessary, consistent with the available capacity and resources, the Parties will proceed to negotiate and agree in good faith on the modalities, timing and fees related to such additional services, preparing appropriate Attachments.

## GENERAL SECTION

### Chapter 1 - The Administrative Liability of Entities and Legislative Decree 231/2001

#### 1.1 - The Administrative Responsibility of Entities

With the entry into force of Legislative Decree No. 231/2001, in execution of the delegated power referred to in the Law of September 29, 2000, the administrative liability of legal persons resulting from the commission of specific offenses-presumed crimes was introduced into our legal system, which is in addition to the criminal liability of the natural person who materially committed the crime, both of which are subject to ascertainment in the course of the same proceedings before the criminal court.

According to the provisions of Decree 231, entities-with or without legal personality-are administratively liable for the commission of crimes, analytically indicated by the Legislature in Decree 231 and its subsequent additions, if the following certain prerequisites are met:

- one of the alleged crimes provided for in the Decree has been committed;
- the crime has been committed by a senior person or by persons subject to his or her management or supervision;
- the crime has been committed in the interest or to the advantage of the entity.

It should be pointed out that although "*interest*" and "*advantage*" are alternative criteria, and the existence of even one of them would legitimize the charge against the entity, they nevertheless remain partially interdependent, in the sense that having the subject acted in the interest exclusively of his or her own or of third parties excludes the entity's liability even though the entity may have had an advantage - indirect and fortuitous - from the activity.

In particular, while interest has regard to the end in view of which the person committed the crime and pertains to an assessment prior to its commission, advantage implies the actual acquisition of a profit by the Entity and, therefore, is based on an assessment.

#### 1.2 - The predicate offenses, the perpetrators of the offense and the penalties provided for in Legislative Decree No. 231/2001

The predicate offenses relevant for the purposes of Decree 231, after the last intervening amendment of the same, can be traced to the categories summarized below according to the normative textual datum and which are, limited to those actually deemed applicable, declined in the Special Part of this Model 231.

*(List of predicate offenses incorporated into Decree 231 as of February 2024)*

- 1) Offences against the Public Administration (Articles 24 and 25);
- 2) Cybercrime and unlawful data processing (Article 24-bis);
- 3) Organised crime (Article 24-ter);
- 4) Counterfeiting money, public bonds, revenue stamps and identification instruments or signs (Article 25-bis);
- 5) Offences against industry and trade (Article 25-bis.1);
- 6) Corporate offences and bribery among private individuals (Article 25-ter);
- 7) Terrorism or subversion of the democratic order (Art. 25-quater);
- 8) Female genital mutilation practices (Art. 25-quater.1);
- 9) Offences against the individual (Art. 25-quinquies);
- 10) Insider trading and market manipulation (Article 25-sexies);
- 11) Manslaughter and grievous or very grievous bodily harm committed in violation of the occupational health and safety regulations (Article 25-septies);
- 12) Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, as well as self-laundering (Article 25-octies);
- 13) Offences relating to the use of non-cash payment instruments (Article 25-octies.1);
- 14) Copyright violations (Article 25-novies);
- 15) Inducement not to make or to make false statements to the judicial authorities (Article 25- decies);
- 16) Environmental offences (Article 25-undecies);
- 17) Employment of irregular migrants (Art. 25-duodecies);
- 18) Racism and xenophobia (Art. 25-terdecies);
- 19) Offences relating to fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (Article 25-quaterdecies);
- 20) Tax offences (Article 25-quinquesdecies);
- 21) Smuggling offences (Article 25-sexiesdecies);

- 22) Crimes against cultural heritage (Article 25-septiesdecies);
- 23) Laundering of cultural property and devastation and looting of cultural and scenic heritage (Article 25-duodevicies).

ITA's liability may also occur if the predicate crime is in the form of an attempt (pursuant to Article 26 of Legislative Decree 231/2001), i.e., when the agent performs acts unequivocally suitable for committing the crime and the action does not take place or the event does not occur.

For the Entity's liability to be determined, individual predicate offenses must be committed by:

- a) persons who hold positions of representation, administration or management of the Entity or one of its organizational units with financial and functional autonomy, as well as persons who exercise, also de facto, the management and control of the Entity (so-called "persons in apical position" or "Apical Subjects");
- b) persons subject to the management or supervision of one of the persons referred to in the previous point (so-called "persons subject to the management of others" or "Subordinates").

In this regard, it should also be noted that it is not necessary for the Subordinates to have a subordinate working relationship with the Entity, since this notion should also include *"those employees who, although not <employees> of the Entity, have a relationship with it such as to suggest the existence of an obligation of supervision by the top management of the Entity itself: think, for example, of agents, partners in joint-venture operations, the so-called parasubordinates, and the so-called "parasubordinates" who are not employees of the Entity. so-called parasubordinates in general, distributors, suppliers, consultants, collaborators."*

The distinction between the two categories of individuals (Apicals and Subordinates) is undoubtedly relevant, as it results in a different graduation of liability of the Entity involved, as well as a different provision for the burden of proof.

The Entity is also liable when the perpetrator of the crime has not been identified or cannot be charged, or if the crime is extinguished by a cause other than amnesty.

Finally, the penalties provided for by the Decree against entities as a result of the commission or attempted commission of crimes entailing their administrative liability fall into the following categories:

- 1) **Monetary Penalties**, which are always applicable, shall be commensurate on the basis of two criteria:
  - a) determination of quotas in a number not less than 100 and not more than 1000;
  - b) allocation to each individual quota of a value between a minimum of € 258 and a maximum of € 1,549.

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Please refer to the attached *List of Applicable and Non-Applicable 231 Offenses* for an indication, specifically, of the penalties provided for each individual offense.

In doing so, the Judge will take into account:

- a) the seriousness of the offense;
- b) the degree of the Entity's responsibility;
- c) the activities carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further offenses;
- d) the economic and asset conditions of the Company/Body in order to ensure the effectiveness of the sanction.

2) **The Disqualification Penalties**, with a duration of not less than three months and not more than two years, applicable when the profit made by the Entity is significant, or in case of repetition of the offenses are:

- a) disqualification from exercising the activity / commissarial management (In the case of Company/Body exercising a public service resulting from a concession or other administrative act);
- b) suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;
- c) the prohibition to contract with the public administration, except to obtain the performance of a public service;
- d) exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those already granted;
- e) prohibition from advertising goods or services.

Without prejudice to the application of pecuniary sanctions, pursuant to Article 17, disqualification sanctions shall not be applied if, prior to the declaration of the opening of the first instance hearing, the following conditions concur:

- a) the entity has fully compensated for the damage and eliminated the harmful or dangerous consequences of the crime or has otherwise effectively taken steps to do so;
- b) the entity has eliminated the organizational deficiencies that led to the crime through the adoption and implementation of a Model capable of preventing crimes of the kind that occurred;
- c) the entity has made the profit made available for confiscation.

The sanctions are aimed at the specific activity to which the Entity's offence relates, as a general rule, and, based on the same criteria identified for financial penalties, the Judge determines their type and duration.

3) **The confiscation** of the price or profit of the offense shall always be provided for in the judgment of conviction except for what may be returned to the injured party and without prejudice to the rights acquired by third parties in good faith.

**4) Publication of the judgment** shall be ordered when a disqualifying sanction is imposed.

### 1.3 - Offences committed abroad

The Entity is also liable for offences committed abroad.

In particular, based on the provisions of Article 4 of Decree 231, the Italian-based Entity may be held liable, in relation to offences committed abroad, if the following circumstances occur:

- a) the offence must be committed abroad by a person who is functionally associated with the Entity (Article 5(1) of Decree 231);
- b) the Entity must have its head office in Italy;
- c) the Entity may be liable only in the cases and under the conditions provided for in Articles 7 (Offences committed abroad), 8 (Political offence committed abroad), 9 (Common offence committed by an Italian citizen abroad) and 10 (Common offence committed by a foreign citizen abroad) of the Criminal Code.

This provision of the Decree operates only if against the Entity the State of the place where the act was committed is not proceeding. In the event that the request of the Minister of Justice is provided for the punishment of the offender, proceedings are taken against the Entity only if the request is also made against the latter.

The Model also performs its exempting function toward ITA's Foreign Branches, which are required to observe the Model in its entirety.

In addition, according to the provisions of Article 10 of Law 146 of 2006, the Entity's liability is provided for certain crimes having a transnational character (such as, for example, the crime of conspiracy, including mafia-type conspiracy, the crime of conspiracy for the purpose of drug trafficking, and the crime of migrant trafficking). In such cases, the regulations set forth in Article 4, Legislative Decree 231/2001, are waived by Law 246/2006, as special legislation defining the characteristic of transnationality. In fact, a crime can be considered transnational if it is punished by imprisonment of not less than a maximum of four years, and, alternatively, if the conduct is:

- committed in more than one country; or
- committed in one country but has substantial effects in another; or
- committed in one country, although a substantial part of its preparation or planning or direction and control takes place in another; or

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- committed in one country, but with the involvement of an organised criminal group engaging in criminal activities in more than one country.

At this time, the organization of the Company has some of its own offices in foreign states as shown in the *Annex Offices/Branches Abroad*.

#### 1.4 - Adoption and effective implementation of the Model as a condition exempting Administrative Responsibility

The entity shall not be liable for the alleged crime committed by the Senior Persons if it proves that, prior to the commission of the crime:

- it has adopted a 231 Model, which is adequate and effectively implemented;
- it has established a Supervisory Board with the task of supervising its compliance and verifying its adequacy and effectiveness;
- the individual has committed the offense by fraudulently evading it.

Otherwise, in the case of Subordinates, he or she will be held liable for the administrative offense only in the event of culpable deficiency in the obligations of management and supervision.

In addition, in order to prevent predicate offenses (Article 6 of Decree 231), Model 231 must:

- *"identify the activities within the scope of which crimes may be committed."*
- *"provide specific protocols aimed at planning the formation and implementation of the entity's decisions, in relation to the crimes to be prevented"; and*
- *"identify ways of managing financial resources suitable for preventing the commission of crimes"; and*
- *"provide for information obligations towards the body in charge of supervising the functioning and observance of the models"; and*
- *"introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model."*

Legislative Decree 231/01 assigns a discriminatory value to organizational, management and control models where they are suitable for preventing the offenses set forth in Legislative Decree 231/01 and, at the same time, are adopted and effectively implemented by the management body. In particular, in order to effectively implement the Model, the Decree requires:

- periodic checks on the actual implementation of and compliance with the Model;

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- the possible modification of the Model when significant changes emerge in the organizational structure of the Entity or in the ways of carrying out operational activities, if violations of the prescriptions result, or when regulatory changes occur.

## Chapter 2 - The Organization, Management and Control Model pursuant to Legislative Decree No. 231/2001 of ITA

### 2.1 - Governance and organizational structure of ITA

ITA, according to the Articles of Association, has adopted the so-called traditional system of administration and control, with the presence of the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors.

As of the date of approval of this model, the Board of Directors consists of 3 members, including the Chairman, as listed below.

#### **Board of Directors**

**Chairman:** Antonino Turicchi

**Board members:** Barbara Luisi and Francesco Spada.

As of the date of approval of this model, the Board of Statutory Auditors consists of 3 regular members, including the Chairman, and two alternate auditors. The members of the Board are appointed by the shareholders' meeting.

The members of the Board are appointed by the Board of Directors of ITA.

#### **Board of Statutory Auditors**

**Chairman:** Marina Scandurra

**Standing auditors:** Paola Maria Ciabattoni and Giovanni Naccarato.

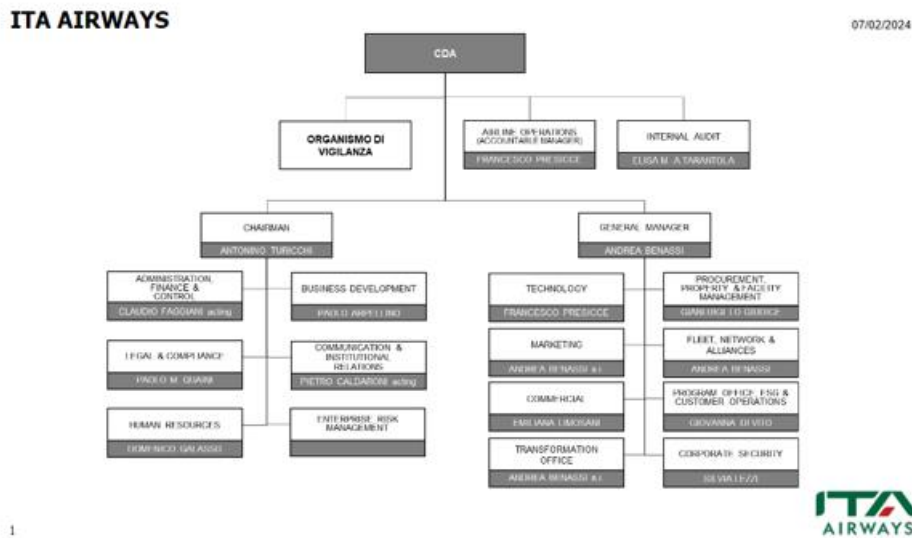
**Alternate auditors:** Gianfranco Buschini and Serena Gatteschi.



The General Manager, in implementation of the directives of the Company's Board of Directors, oversees the management performance of ITA, according to the responsibilities and proxies specifically assigned.

**General Manager:** Andrea Benassi

### Organizational Structure



## 2.2 - Recipients of the scheme

The Recipients (hereinafter referred to as "Recipients") of the Organisation, Management and Control Model, issued pursuant to Legislative Decree 231/01 by Italia Trasporto Aereo S.p.A., are listed below and undertake to comply with the contents thereof:

- the directors, corporate bodies and executives/managers of the Company (so-called senior management officers);
- the employees of the Company (so-called subordinate personnel);
- the freelance collaborators, consultants and, in general, self-employed persons, to the extent that they operate in the areas where sensitive activities are carried out, on behalf or in the interest of the Company;
- suppliers and partners (including any temporary groupings of undertakings and joint ventures) operating in a significant and/or continuous manner within the areas where so-called "sensitive activities" are carried out on behalf or in the interest of the Company and, more generally, all those parties having commercial and/or financial relations of any kind with the Company.

Recipients are required to comply punctually with all the provisions of Model 231, including in fulfillment of the duties of fairness and diligence arising from the legal relationships established with ITA.

## 2.3 - Structure, Model Components and Annexes

In compliance with the provisions of Decree 231, ITA, on June 9, 2023, adopted its own Model 231, subsequently updating it, from time to time, at the indication of the Supervisory Board pro tempore, as a result of organizational changes or legislative innovations that have affected Legislative Decree No. 231/2001 and, most recently, on February 27, 2024, of which this document constitutes the formal and substantial consecration to meet the following specific requirements for the guardianship of the risk in question.

The Model 231 described in this document is, therefore, composed of:

### 2.3.1. General Section

The General Section, in addition to illustrating the rationale and principles of Decree 231, ITA's structure and governance, outlines the elements constituting the components of Model 231, including the role of ITA's Supervisory Body charged with overseeing its operation and compliance as well as overseeing (rectius: promote its updating at the competent functions and offices of ITA, as well as the consequences of its possible violation (in terms of the assessment of behavior potentially contrary to the principles of Model 231, for the consequent disciplinary assessments pertaining exclusively to ITA which is responsible, again exclusively, for the related sanctioning power).

### 2.3.2. Special Section

The Special Part is divided into different sections for each category of offenses-crimes included within Decree 231, considered potentially relevant for ITA. The crimes envisaged as a source of the entity's liability and considered potentially relevant for the Company have been identified, according to best practices, on the basis of specific Risk Assessment activities, taking into consideration the sector of operations, the company organization and the sensitive activities that characterize ITA - including abroad - in which they are illustrated, with reference to each category of offence relevant under the Decree, criteria and/or general principles of conduct to which the company organization conforms, as well as the specific control principles adopted by ITA, in order to mitigate, as far as possible, the risk of commission of an offence considered relevant for the purposes of the Model.

To this purpose, each section of the Special Part contains:

- the normative analysis of the individual **offenses-prescribed** by Decree 231;

- the identification of the **risk area** and the **Recipients** (the so-called Active Parties) involved in the processes covered;
- the identification of the **sensitive activities** within the scope of which the alleged offenses deemed abstractly applicable to these activities could be committed, as well as some examples of the relative ways in which they are committed;
- the **general principles of conduct** by which the Recipients of the Model must be guided;
- the **specific control measures** associated with the Recipients involved for each of the sensitive activities and any additional control measures applicable in order to contribute to the prevention in the commission of the identified crimes.

The Special Sections indicated below represent the types of offences referred to in the Decree which, at the outcome of the updating activities of the latest risk assessment, were considered **most relevant** due to the sector of operations, organisation and processes that characterise the Company:

- **Special Section A**, addressing the "Offences against the Public Administration under Articles 24 and 25 of Legislative Decree 231/01 and the Inducement not to make or to make false statements to the judicial authorities under Article 25-decies of Legislative Decree 231/01";
- **Special Section B**, addressing "Cybercrime and unlawful data processing under Article 24-bis of Legislative Decree 231/01";
- **Special Section C**, addressing "Organised crime under Article 24-ter of Legislative Decree 231/01 and Terrorism or subversion of the democratic order under Art. 25-quater Legislative Decree 231/01 and Transnational offences under Article 10 of Law 146/06";
- **Special Section D**, addressing "Corporate offences and bribery among private individuals under Article 25-ter of Legislative Decree 231/01";
- **Special Section E**, addressing "Bribery among private individuals and instigation of bribery among private individuals under Article 25-ter letter s-bis of Legislative Decree 231/01";
- **Special Section F**, addressing "Manslaughter and grievous or very grievous bodily harm committed in violation of the occupational health and safety regulations under Article 25-septies of Legislative Decree 231/01";
- **Special Section G**, addressing "Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, as well as self-laundering under Article 25-octies D.Lgs. 231/01 and Offences relating to the use of non-cash payment instruments under Article 25-octies.1 Legislative Decree 231/01";
- **Special Section H**, addressing "Environmental offences under Article 25-undecies of Legislative Decree 231/01";

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- **Special Section I**, addressing "Tax offences under Art. 25-quinquiesdecies of Legislative Decree 231/01";
- **Special Section K**, addressing "Smuggling offences under Art. 25-sexiesdecies of Legislative Decree 231/01".

To the individual types of offences listed above apply the general control principles described in the General Section, the Code of Ethics, and the general principles of conduct and specific control principles described in each Special Section.

The risk assessment activities have identified the following types of predicate offences which, although important, are nevertheless considered to be of **lesser significance**, in view of the specific nature of the business and business processes of ITA, namely:

- a) Counterfeiting money, public bonds, revenue stamps and identification instruments or signs under Article 25 bis of Legislative Decree 231/2001;
- b) Offences against industry and trade under Article 25 bis 1 of Legislative Decree 231/2001;
- c) Offences against the individual under Article 25- quinquies of Legislative Decree 231/2001;
- d) Copyright infringement crimes under Article 25-novies of Legislative Decree 231/2001;
- e) Employment of irregular immigrants under Article 25 duodecies of Legislative Decree 231/2001;
- f) Racism and xenophobia under Article 25 terdecies of Legislative Decree 231/2001.

To these types of offences apply the general control principles described in the General Section, the Code of Ethics, and the general principles of conduct and control principles described in **Special Section L**.

Finally, the overall analysis of the Company's operations has led to the conclusion that it was **reasonably remote**:

- 1) possibility of commission of the offences of female genital mutilation referred to in Article 25 quater 1 of Legislative Decree 231/01;
- 2) market abuse referred to in Article 25 sexies of Legislative Decree 231/01;
- 3) fraud in sporting competitions, unlawful gaming or betting and gambling referred to in Article 25 quaterdecies of Legislative Decree 231/01;
- 4) crimes against cultural heritage Art. 25-septiesdecies of Legislative Decree 231/01;
- 5) crimes of laundering of cultural property and devastation and looting of cultural and scenic heritage Art. 25-duodecies of Legislative Decree 231/01.

### 2.3.3 The Code of Ethics

In addition to this General Section and to the Special Sections illustrated above, the Company's **Code of Ethics** is an integral part of the ICS implemented by ITA. It has been updated in its current version, approved by the Board of Directors of ITA on February 27, 2024.

The Code of Ethics is intended to promote and disseminate the Company's vision and mission, adopting a system of ethical values and rules of conduct that aims to foster the commitment to a morally proper conduct and compliance with the applicable laws and regulations by the senior management officers, the employees and all the third-party stakeholders involved in the Company's operations in any way. In particular, the Code of Ethics sets out:

- the vision, mission, ethical values and principles underpinning the corporate culture and management philosophy;
- the rules of conduct to be adopted in the performance of one's duties, as well as with internal and external stakeholders;
- the duties incumbent on each person, whether belonging to the senior management or in a non-management position, also with regard to whistleblowing, for which reference should be made to paragraph "3.5 – *Management of Reports and Whistleblowing*";
- reference to the sanctions applied in the event of violation of the rules set out in the Code of Ethics.

The values and ethical principles contained in the Code also aim to contribute to tackling the current social challenges, such as the achievement of the Sustainable Development Goals, inspired by the Guiding Principles on Business and Human Rights defined by the United Nations. To this end, ITA promotes constant attention to environmental, social and governance policies and issues, with the aim of ensuring the eco-sustainable development of the Company.

## 2.4 - Methodology for drafting and updating the Model

Consistent with its commitment to the creation and maintenance of a governance system adhering to high ethical standards and, at the same time, guaranteeing the efficient management of the company's business as well as the compliance of the company's activities with the regulations in force, ITA has adopted its Model in compliance with the provisions of Decree 231.

With a view to the constant improvement of the Model, as well as in the light of the evolution of the organizational structure and the consolidation of operational activities, the Company proceeds, from time to time, to update the same, according to the indications provided by the control functions in charge thereof.

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For this activity, the Company, as a reference best practice, takes into account the "Guidelines for the construction of Organization, Management and Control Models", drawn up by Confindustria, in the version updated to June 2021, in particular in the definition of the structure of this General Section and in the enhancement of the necessary autonomy of the Supervisory Board from any form of interference and/or conditioning by any component of ITA (and in particular the management body). It should be considered with regard to the substantive effectiveness of the alignment to said Guidelines that by established interpretative approach, they constitute a reliable guideline and may provide the recipient entities with a reasonable reliance on the fact that the same represent the consolidation of the best practices in the sector where they are not superseded by a subsequent regulatory framework or are widely refuted by a contrary jurisprudential orientation. Thus, they are not binding on the judge but certainly constitute an authoritative source of reliance for the recipients of the discipline that can be disregarded only in the presence of a clear inadequacy of the caution with respect to the case at hand or its refutation by higher-ranking sources or by subsequent technical standards.

Therefore, for the purpose of preparing this version of Model 231, we proceeded:

- 1) the definition (and updating, time by time) of the Model 231, General Part and Special Part, articulated in all its components according to the provisions of Decree 231 and the main indications contained in the Guidelines prepared by the Trade Association as they are applicable and relevant to the sector in which ITA operates and the full mapping of risks and sensitive activities in which it is abstractly possible that the offences-prescribed in Decree 231 are committed with evidence (and updating time by time) of the control measures, following the assessment as to their adequacy/ability of the system to meet the requirements imposed by the reference regulations and/or possible need for integration with additional control points, functional to mitigate the risk of commission of offenses-purposed crimes;
- 2) to the Sharing and validation of the documentation by the Referents of ITA;
- 3) to the issuance, where appropriate, of a Gap Analysis, containing the list of control measures to be updated, implemented, adopted from scratch, with an indication of the reference owners and the timing of the execution of the related work, previously shared with the ITA Referents. This is in order to strengthen the effectiveness in terms of prevention from the commission of offenses as well as to highlight suggestions related to the drafting and implementation of any corporate procedures, necessary for the purposes of mitigating the risk of commission of offenses-presumed offenses.

In the final analysis, the Board of Directors oversees the updating and adjustment of the Model, except for delegating to the management body (i.e.: corporate function responsible for the subject matter) the approval of amendments of a merely formal nature that do not affect the contents of the risk analysis or matters of a

substantial nature relating to the institutions referred to in the index of the General Section or the Code of Ethics.

## 2.5 - Dissemination and communication of the Model

In order to effectively implement Model 231 (and its annexes), it is necessary to ensure proper knowledge and dissemination of the rules of conduct contained therein to all Recipients.

The Model 231 (and the Code of Ethics) is communicated in the following ways:

- to the internal staff (employees, new recruits, etc.): the Model 231 (General Section and Special Sections) and the Code of Ethics are published on the company intranet. All personnel are, therefore, adequately informed of the publication (and/or updating) of the said documents by means of a special notice sent to their email inbox;
- to the external parties (suppliers, freelance collaborators, consultants, etc.): the General Section of the Model and the Code of Ethics are published on the company website or made available to such parties by other means deemed appropriate. Moreover, the contracts entered into by the Company with third parties contain specific clauses providing for a commitment to comply with the ITA Code of Ethics and with the Model 231, under penalty of termination of the contract (express termination clause pursuant to Article 1456 of the Civil Code).

## 2.6 - Periodic staff training

In particular, the Company in accordance with the provisions of Model 231, provides, after consultation with the Supervisory Body, for the periodic conduct of personnel training activities, differentiated on the basis of the analysis of skills and training needs and dedicated to specific categories of Recipients, through periodic "classroom" meetings and possibly through distance learning systems ("e-learning") for all employees and those who have with ITA a subordinate or collaborative working relationship within the scope of the functions referred to in Model 231.

The Company guarantees the scheduling and delivery of training programmes, ensuring and monitoring their frequency, according to the position and role of the trainees, as follows:

- management personnel and personnel responsible for representing the entity: initial general classroom training will be provided and, subsequently, specific training, also for newly recruited staff members, as well as periodic updates in the event of significant amendments to the Model 231, or in the event of the introduction of further predicate offences, the training courses should include:
  - a) an introduction to the Confindustria regulations and Guidelines, which inspire ITA's Model 231;

- b) an in-depth study of the principles contained in the Code of Ethics and the General Section of the Model 231;
  - c) a detailed description of the structure and contents of the Special Section of the Model 231;
  - d) a description of the role played by the Supervisory Body;
  - e) a description of the sanctions system.
- non-management staff involved in sensitive activities: a training course will be organised, the contents of which are similar in nature and extent to those described above.
  - non-management staff not involved in sensitive activities: an internal memo will be distributed to all current employees and any new recruits.
  - external parties: information activities regarding Model 231 should also target external parties involved with the Company in any way. To this end, the Company shall endeavour to make sure that all its partners, in any capacity, are made aware by way of the most appropriate means (e.g.: memos, ad hoc clauses in contracts) of the Code of Ethics and the principles and rules contained in the Model 231, as well as the applicable Company Procedures, knowledge of which by the Partners is deemed necessary.

Participation in the above training programmes is mandatory, and the HR and Legal & Compliance Functions are responsible for monitoring actual attendance. The latter will be responsible for informing the Supervisory Body of the outcome of these activities



## Chapter 3 - The Supervisory Body

### 3.1 - Appointment, composition and term

In compliance with the provisions of Article 6, paragraph 1, letter b) of the Decree, ITA identifies the Supervisory Board preferably in a collegial body, which may coincide, where established by the Board of Directors, with the Board of Statutory Auditors, in view of the organizational complexity and the actual scope of risk mapping considered in Model 231.

The Supervisory Board must meet the requirements specified below:

- autonomy and independence, as:
  - the activities carried out by the Supervisory Body. are free from any form of interference or conditioning by any component of ITA and, in particular, the Bodies of ITA;
  - the Supervisory Body is recognized to "report" to the organs of ITA, i.e. the Board of Directors, as well as the allocation of an annual budget to support the technical verification activities necessary to carry out the tasks entrusted to it by the Legislator and the Model;
  - no operational tasks are assigned to the Supervisory Body;
  - honorability and absence of conflicts of interest, as in the case of the members of the Supervisory Body, the absence of causes of ineligibility and/or incompatibility has been found and is monitored over time;
- professionalism, inasmuch as it is essential that the selection of the members of the Supervisory Board takes place by verifying the possession of specific professional skills in inspection, consulting, or knowledge of specific techniques, suitable for ensuring the effectiveness of the powers of control and the power of proposal entrusted to it;
- continuity of action, in that this Body must continuously exercise the powers of control, including meeting to carry out the task assigned to it.

The Supervisory Body is formally appointed by a resolution of the Company's Board of Directors, which must preliminarily assess the existence of the aforementioned requirements, as well as the subjective requirements for the member's eligibility; the resolution also defines the relevant remuneration. The appointment is communicated by a special letter of appointment signed by the Chairman of the Board of Directors, or by the

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person specifically delegated by the Board of Directors itself, to be returned countersigned for acceptance within 30 days of receipt.

The term of the appointment is, unless otherwise resolved by the Board of Directors, three years and is renewable. After the expiration of the term of office and pending reappointment, the Supervisory Body continues its term in prorogatio until reappointment.

The appointment must make explicit the criteria adopted in the identification, structure and composition - collegial or monocratic - of the body or function vested with the role of Supervisory Board, as well as the reasons for making that choice.

The following shall be considered grounds for ineligibility:

- directly or indirectly holding an interest in the Company large enough to exercise control of or a significant influence over the Company;
- being closely related to any Company executives or to persons in the circumstances referred to in the preceding points;
- being disqualified, incapacitated or bankrupt;
- having been subject to criminal proceedings for any of the offences referred to in Legislative Decree 231/01;
- having requested the application of and consented to a sentence, by agreement of the parties, pursuant to Article 444 of the Code of Criminal Procedure for any of the offences referred to in Legislative Decree 231/01;
- having been convicted with a final judgment pursuant to Article 648 of the Code of Criminal Procedure:
  - for offences related to the performance of their duties;
  - for offences significantly impairing their professional integrity;
  - for offences leading to disqualification from public office, from management positions in companies and legal persons, from a profession or an craft, as well as being barred from entering into contracts with the Public Administration;
  - and, in any case, for having committed one of the offences referred to in Legislative Decree 231/01;
- in any case, in order to safeguard the key requirements of the Supervisory Body, from the moment in which a member is notified of the commencement of criminal proceedings pursuant to Articles 405 and 415 bis of the Code of Criminal Procedure and until a judgement of acquittal is passed pursuant to Article 425 of the Code of Criminal Procedure or, if prosecuted, until acquittal pursuant to Articles 529 and 530 of the Code of Criminal Procedure; this cause of ineligibility applies exclusively to criminal proceedings for the offences referred to in the preceding point.

### 3.2 - Functions and powers

In the performance of its duties, the Supervisory Body, in compliance with the specific procedures applicable from time to time, acts, as already indicated, autonomously and independently of the Bodies of ITA, and the activities carried out by the same cannot be syndicated by any other Body or structure of the Company.

In addition, the Supervisory Body has free access to all ITA structures and offices - without the need for any prior consent - in order to obtain any information or data deemed necessary for the performance of its duties under Decree 231. To this end, the Supervisory Body may also, where necessary, arrange for the hearing of resources who can provide useful indications or information regarding the performance of ITA's activities or any dysfunctions or violations of Model 231.

With reference to supervisory and control powers, the Supervisory Board may:

- a) freely dispose, without any interference, of its initial and period budget, expressly authorized - eventually adjusted as necessary, by the Board of Directors upon request of the Supervisory Body itself, according to the supervisory activities as represented- in order to meet any need necessary for the proper performance of the tasks, of which, however, it must present a detailed account on the occasion of the periodic report to the Board of Directors;
- b) if deemed necessary, avail himself - under his direct supervision and responsibility - of the assistance of all the structures of the Company;
- c) likewise may, in full decision-making autonomy, if specific skills are needed and in any case to professionally fulfill its tasks, avail itself of the operational support of some of the Company's operating units or even of the collaboration of particular professionals found outside the Company, using for the purpose its own budget for the period. In these cases, individuals outside the Supervisory Board operate as mere technical-specialist support of advisory significance;
- d) having made the appropriate investigations and assessments and heard the author of the violation, report the event in accordance with the discipline provided for in the Sanctions System adopted pursuant to Legislative Decree 231/01, it being understood that the process of formal dispute and the imposition of the sanction is carried out by the employer;
- e) verify the effective adoption and proper application of the control protocols provided for in Model 231. It should be noted, however, that control activities are delegated first and foremost to the responsibility of the company personnel assigned to carry out first-level controls, and are considered an integral part of every company process;

- f) to carry out, if necessary also by resorting to the operational support of specific corporate functions and/or external professionals, periodic monitoring checks, within the scope of sensitive activities, the results of which are summarized in a special report, set out as part of communications to corporate bodies, as described below
- g) collect, process and store relevant information regarding compliance with Model 231;
- h) monitor initiatives to disseminate knowledge and understanding of Model 231;
- i) supervise the suitability of the disciplinary system in light of Decree 231 as well as its application;
- j) supervise about compliance with the methods and procedures provided for in the Model, noting any behavioral deviations also based on the analysis of information flows and reports received;
- k) receive and manage reports from company representatives, employees of the Company or third parties in relation to any critical aspects of the 231 Model, violations thereof and/or any situation that may expose ITA to the risk of crime and this in accordance with the 231 Model itself including the Whistleblowing procedures adopted by the Company;
- l) monitor the application of and compliance with the Code of Ethics, as well as supervise its dissemination, understanding and implementation, and propose to the Board of Directors any need to update the Code of Ethics;

In addition, the Supervisory Board must:

- m) report violations of the requirements of the adopted Model 231;
- n) identify significant changes in the internal structure of the Company, or in the way the Company's activities are carried out;
- o) monitor regulatory changes or developments;
- p) supervise the information and training activities of Recipients;
- q) evaluate the advisability of proposing changes to the 231 Model to the Board of Directors, should they become necessary.

Finally, the Supervisory Board has powers of self-regulation and definition of internal operating, supervisory and control procedures, highlighted in the internal rules of operation of the Board itself, referred to in Section 3.4 below.

### 3.3 - Causes of termination and revocation

The member of the Supervisory Board ceases his or her role due to resignation, supervening incapacity, death or revocation.

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The member of the Supervisory Board can be revoked, as a rule, only for just cause and such should be understood, by way of example, as the following cases:

- a) the case in which the member is involved in a criminal trial involving the commission of a crime that may affect the requirements of honorability;
- b) serious negligence in the performance of the duties related to the position;
- c) the possible involvement of the Company in a proceeding, criminal or civil, that is related to an omitted or insufficient supervision, including negligence, by the O.d.V;
- d) in case of intervening imposition, against the Company, of disqualification sanctions, due to the inactivity of the member of the Body itself;
- e) being in any of the conditions of ineligibility or disqualification provided for in Article 2382 of the Civil Code;
- f) when violations of Model 231 are found by the Recipients and there is a failure to report such violations and to verify the suitability and effective implementation of the Model in order to propose any changes.

Should a cause of disqualification or ineligibility arise during the term of office, the member of the Supervisory Board must immediately inform the Board of Directors.

Revocation is resolved by the Board of Directors, subject to the non-binding opinion of the Board of Auditors, if it does not coincide with the Supervisory Board itself. In this case it is left to the Board of Directors whether and in what terms to acquire a qualified external opinion.

In the event of resignation, supervening incapacity, death or revocation of the member of the Supervisory Board, the Board of Directors will make the appropriate decisions without delay.

### 3.4 - Regulations of the Supervisory Body

The Supervisory Body adopts its own internal regulations governing the main aspects and methods of the exercise of its action. In particular, thus, it regulates, merely by way of example and not exhaustively, the main profiles not directly regulated by this Model 231, such as: *(i)* its functioning and internal organization; *(ii)* the planning and carrying out of supervisory activities; *(iii)* the procedures for convening and operational conduct of meetings.

Regarding, specifically, the scheduling of meetings, the Regulations must provide that the Supervisory Body meets, at least quarterly and, in any case, whenever it is deemed appropriate and/or the concrete needs related to the performance of its activities require it.

### 3.5 - Management of Reports and Whistleblowing

All Recipients of the Model must, in accordance with Article 6 of Legislative Decree 231/01 as amended by Legislative Decree 24/2023, promptly report to the Whistleblowing Manager (a role currently held by the Head of Prevention of Corruption and Transparency) the following events of which they become directly or indirectly aware in the context of their work:

- the commission, alleged commission or reasonable danger of commission of crimes or offenses under Legislative Decree 231/01, even if they involve the violation of European Union law;
- violations or alleged violations of the requirements of the Model or the Code of Conduct;
- any other fact/behavior/situation with critical profiles and which could expose the Company to the sanctions set forth in Legislative Decree 231/01. In accordance with the above, the Company has adopted a specific "Procedure on the Whistleblowing Reporting System," aimed at regulating the organizational and procedural aspects of the reporting of wrongdoing and indicating the protections in favor of ITA's employee who, having become aware of it, by reason of his or her employment relationship, reports to the Company itself, to ANAC or to the Judicial Authority unlawful or irregular facts and conduct to the detriment of the Company's integrity or public interest.

The reporting obligation is part of the broader duty of diligence and loyalty of the employee; the proper fulfillment of this obligation by the employee may not give rise to the application of disciplinary sanctions, except in the case where the reporter makes with malice or gross negligence reports that turn out to be unfounded or in the case of ascertained criminal liability for the crimes of defamation or slander.

As for the mode of transmission, it should be noted that "Whistleblowers" can send their "Reports" through the channels made available by the Company and published on the intranet or directly to the Reporting Manager. In fact, the internal reporting channels are:

- *e-mail*: [whistleblowing@ita-airways.com](mailto:whistleblowing@ita-airways.com);
- WB IT platform, accessible by all Whistleblowers (Employees, Third Parties, etc.) at the following link: <https://itaairways.integrityline.com>;
- registered mail marked "confidential": (00187) Rome (Rm) Via Venti Settembre 97, to the attention of the Reporting Manager.

It is also specified that, in this context, anyone who becomes aware of the same facts indicated above, will be entitled to report them to the Company, as well as to the Supervisory Board, in compliance with the provisions of the regulations in force and with the same guarantees provided for the reporter, for the persons/entities

related to him/her or supporting him/her in the reporting process (so-called facilitators) as well as in the person involved and the other persons in any case mentioned in the report, pursuant to the provisions of the aforementioned Decree. It should be noted that it is preferable for the report to be as detailed as possible in order to enable the Company to handle it; in particular, reports should clarify:

- the circumstances of time and place in which the fact that is the subject of the report occurred;
- the description of the fact;
- the generalities or other elements that enable the identification of the person to whom the reported facts can be attributed.

Any reports of suspected violations of the 231 Model, the Company's Code of Ethics or any fact/behavior/situation with profiles of criticality and which could expose the Company to the sanctions set forth in Legislative Decree 231/2001, received outside the channels just illustrated must be promptly (maximum 7 days from the time of receipt of the report) forwarded to the Reporting Manager. The Supervisory Board and the Committee are required to evaluate the reports received by carrying out, where necessary, the appropriate investigations in relation to the phenomena represented and to scrutinize the truthfulness and relevance of what is reported in the report.

The analysis of the Reporting Manager is carried out on the basis of the following elements:

- Presence of sufficiently circumstantiated information based on precise and concordant facts provided with the report;
- Valence of the reported facts with respect to the relevant regulatory framework;
- verification of the presence of previous reports/analyses having the same subject and already examined;
- verification of the presence of facts or situations, with respect to which in-depth internal investigations or investigations by public authorities (ordinary or special judicial authorities, administrative bodies and independent authorities invested with supervisory and control functions) are already underway.

Upon completion of the verification activities, the Reporting Manager transmits the findings to the relevant structures of ITA or external bodies/institutions.

With reference to the procedures for the transmission of reports by apical individuals or individuals subject to the direction of others, it is emphasized that the obligation to inform the employer of any conduct contrary to the 231 Model adopted falls within the broader duty of diligence and duty of loyalty of the employee. Consequently, in accordance with the aforementioned Procedure, the proper fulfillment of the duty to inform by the employee may not give rise to the application of disciplinary sanctions. On the other hand, any improper disclosure, whether in terms of content or form determined by slanderous intent, will be subject to appropriate

disciplinary sanctions. With respect to the whistleblower, therefore, no form of retaliation or discriminatory measure, whether direct or indirect, affecting working conditions for reasons directly or indirectly related to his or her reporting is permitted or tolerated.

The protection finds application when the conduct of the employee who makes the report does not constitute the offense of slander or defamation, being in good faith in any case. It does not, on the other hand, find application when the report contains false information and if it is made with malice or gross negligence. In the latter hypotheses, the conditions of protection cease only in the presence of a judgment, even of first instance, unfavorable to the reporter, for cases of liability on the grounds of slander or defamation or for the same title under Article 2043 of the Civil Code.

In particular, the following requirements apply:

- information and reports from anyone received, including those pertaining to any violation or suspected violation of the 231 Model, its general principles and the principles enshrined in the Code of Ethics, may be made in writing (including anonymously) or orally (e.g. through telephone lines);
- information and reports must be sent by the person concerned directly to the Reporting Manager;
- the latter evaluates the reports received; all Recipients of information obligations are required to cooperate with the Reporting Manager in order to enable the collection of all further information deemed necessary for a correct and complete evaluation of the report.

The Company, as provided for by Legislative Decree 24/2023, is also committed to ensuring the protection of the Reporting Subject from the application - for reasons related to the report - of discriminatory or retaliatory measures (e.g., sanctions, demotion, dismissal, transfer or other organizational measures that have a negative effect on working conditions) through the application of appropriate disciplinary sanctions by the competent internal structures.

### 3.6. - Relations with the Board of Statutory Auditors and other control functions

In addition to what will be said with reference to compulsory flows and other specifically regulated relationships, the Supervisory Board, where it does not coincide with the Board of Statutory Auditors, liaises periodically with that body for control areas of common interest. While respecting mutual autonomy, the Supervisory Board informs the Board of Statutory Auditors, at its request, regarding compliance with and updating of the 231 Model, in order to pursue the primary value in ITA of strict compliance with applicable regulations, for the protection of personal data processed.



## Chapter 4 - Information flows

### 4.1 - Flows to the Supervisory Body

Pursuant to Article 6 of Decree 231, the Company's Model 231 provides for the establishment of specific information obligations towards the Supervisory Body by its offices/functions, including foreign ones, aimed at enabling the Supervisory Body itself to carry out its supervisory and verification activities.

The obligations to provide information to the Supervisory Board ensure the orderly performance of supervisory and control activities on the effectiveness of the 231 Model and concern, on a periodic and event-driven basis, as further indicated below, the information, data and news specified *in the Schedule of Information Flows to the Supervisory Board*, or further identified by the Supervisory Board and/or requested by it from the individual functions of the Company.

The Information Flows to the Supervisory Body, are defined by the Body itself in the Annex referred to above, to be updated periodically (by way of example, in the event of organizational changes or updating of the 231 Model) and transmitted to the Recipients of the 231 Model by the Company, and are related to specific issues, having a correlation with the provisions of D. Lgs. no. 231/01 (and, specifically, with the offenses-231 therein provided for) and with what is included in the 231 Model, in relation to the so-called "sensitive" activities inherent in the processes pertaining to the corporate functions included in the mapping of risks of the 231 Model itself.

In particular:

- **periodic Flows**, having specific periodicity, must be promptly sent by the owner directly to the Supervisory Body at the end of the reporting period;
- **event-based Flows** must be sent to the Supervisory Body without delay at the time when the event that is the subject of the Flow itself occurs and, conversely, if such an event does not occur, the owner of the relevant Flow must send, on a periodic basis, consistent with the periodicity of the meetings of the Supervisory Body, or requested by the latter, a negative statement, provided to confirm to the Supervisory Body the absence of events of the kind of those deemed relevant.

The information obligations towards the Supervisory Board also concern, on an occasional basis, any other information, of any kind, pertaining to the implementation of the 231 Model in the areas of sensitive activities, as well as compliance with the provisions of Legislative Decree 231, which may be useful for the performance of its duties and in particular, on a mandatory basis, where not specifically provided for or included in the detailed outline of the Information Flows attached to the 231 Model:

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- a) news about the effective implementation, at all levels of the company, of the 231 Model, with evidence of any sanctions imposed, or measures to dismiss sanction proceedings, with reasons for them;
- b) the emergence of new risks in the areas directed by the various managers;
- c) any reports or reports prepared by the various managers as part of their control activities, from which facts, acts or omissions with critical profiles may emerge with respect to compliance with the provisions of Decree 231 or the prescriptions of Model 231
- d) anomalies, atypicalities found or findings by the corporate functions of the control activities carried out to implement Model 231;
- e) measures and/or news from judicial police bodies, or any other public authority, from which it can be inferred that investigative activities have been carried out for the crimes set forth in Decree 231, also initiated against unknown persons;
- f) (f) internal reports from which responsibility for the alleged crimes emerges;
- g) reports or requests for legal assistance forwarded to the Company by senior persons or persons subject to the direction of others in the event of the initiation of legal proceedings against them for any of the offenses set forth in Legislative Decree 231/01;
- h) reports by apical persons or persons subject to the direction of others of alleged cases of violations and non-compliance with specific behavioral precepts, or of any suspicious attitude with reference to the crimes presupposed by Legislative Decree 231/01;
- i) reports from collaborators, agents and representatives, consultants and, in general, individuals who carry out self-employment activities, from suppliers and business partners (including in the form of a temporary association of companies, as well as joint ventures), and more generally, from all those who, in any capacity, operate within the so-called sensitive areas of activity on behalf of or in the interest of the Company.

Without prejudice to the foregoing, it must necessarily be considered that the violation of the obligations to provide information to the Supervisory Board, constitutes "omissive behavior," assessable (by the Supervisory Board) in the same way as a formal violation of the 231 Model and, as such, constitutes a prerequisite for the application of the Disciplinary System, which in turn is an integral part of the 231 Model itself.

Both Information Flows and reports are kept by the Supervisory Board in a special database of a computerized nature (i.e. corresponding, in case, to the same e-mail box expressly dedicated to the Board) and/or on paper. The data and information stored in the database are made available to external parties who expressly request them, to the Supervisory Board upon authorization of the Board itself, unless access is mandatory under the terms of the law. The latter defines with a specific internal provision - summarizable, in case, in its own operating regulations - criteria and conditions for access to the database, as well as for the preservation and protection of data and information, in compliance with current legislation.

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For a detailed examination of the Information *Flows* to the Supervisory Board, see the *attached Outline of Information Flows to the Supervisory Body* of the Model.

#### 4.2 - Information flows/reporting from the Supervisory Body to the Bodies of ITA.

It is necessary for the Supervisory Body to constantly report to the Board of Directors:

- as necessary, regarding the formulation of proposals for any updates and adjustments to the adopted Model 231;
- immediately, with regard to ascertained violations of the adopted Model 231, in cases where such violations may result in the emergence of liability on the part of the Company, so that appropriate measures may be taken, or, where it is necessary to take appropriate measures against the directors, the Supervisory Board is required to notify the Board of Directors and the other corporate bodies;
- periodically, by means of an informative report, at least twice a year regarding the verification and control activities carried out and their outcome, as well as in relation to any critical issues that have emerged in terms of conduct or events that may have an effect on the adequacy or effectiveness of the 231 Model itself.

The Supervisory Board may be convened at any time by the Board of Directors, or may in turn make such a request, to report on the operation of Model 231 or specific situations.

In addition, the Supervisory Board liaises periodically with the Board of Statutory Auditors, where it does not coincide with the latter, for areas of control of common interest. While respecting their mutual autonomy, the Oversight Board, where it does not coincide with the latter, informs the Board of Statutory Auditors, at the latter's request, about compliance with and updates to the 231 Model.

Finally, the Supervisory Board, unless specific conflicts of interest are identified, in order for its supervisory activities to be effectively integrated into the Company's overall internal control system, periodically shares (upon release) the results of its work, including with Internal Audit and Compliance, transmitting to them, where not directly engaged for such activities, and by way of example only: copies of any audit-reports commissioned; of the periodic reports to the Board of Directors; as well as any useful evidence that may arise from the analysis of information flows, to the extent also of interest to said internal functions.

## Chapter 5 - The Sanctionative System

### 5.1 - General principles and function

The Organisation, Management and Control Model may be effectively implemented only if accompanied by an adequate disciplinary/sanctionative system, which plays a key role in the architecture of Legislative Decree 231/01. This decree, in fact, constitutes the safeguard for internal procedures (pursuant to Article 6, paragraph 2, letter e) and Article 7, paragraph 4, letter b) of Legislative Decree 231/01).

Indeed, in order for the organisation, management and control model to have a so-called “exemption effect” for the Company, it must provide, as referred to in Article 6(2) above, for a disciplinary system capable of sanctioning any non-compliance with the measures envisaged by the Model.

The disciplinary system adopted by the Company is based on the following fundamental principles:

- **legality:** art. 6, paragraph 2, letter e), of Decree 231 requires that the Model 231 adopted must introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model itself; for this reason, the Company has taken steps to: i) prepare in advance a set of rules of conduct and procedures included in the special part of the Model 231; ii) sufficiently specify the disciplinary cases and the related sanctions;
- **complementarity:** the Disciplinary System envisaged by Model 231 is complementary, and not alternative, to the disciplinary system established by the CCNL in force and applicable to the different categories of employees in service at the Company;
- **publicity:** the Company will give maximum and adequate knowledge of the Disciplinary System, first and foremost through publication in a place accessible to all workers (as required by Article 7, paragraph 1, Law 300/1970, so-called Workers' Statute), as well as by delivery to individual workers;
- **cross-examination:** the guarantee of cross-examination is fulfilled, in addition to the prior publicity of the 231 Model, with the prior written notification in a specific, immediate and immutable manner of any charges (cf. art. 7, paragraph 2, St. Lav.);
- **effectiveness and sanctionability** of the attempted violation: in order to make the Disciplinary System suitable and therefore effective, the sanctionability of even the mere conduct that jeopardizes the rules, prohibitions and procedures set forth in Model 231 or even only the preliminary acts aimed at their violation will be evaluated (art. 6, paragraph 2, letter e), Decree 231).

The requirements to be met by the Sanctionative System, if the Decree fails to provide, shall be based on the existing legal doctrine and case law, as follows:

- **specificity and autonomy:** the principle of “specificity” is implemented through the introduction by the Company of a specific sanctionative system providing for the sanctions to be applied in the event of any breaches of the Model, regardless of whether or not this entails the commission of an offence, while the principle of “autonomy” is implemented through ensuring that the disciplinary system put into place by the Company is adequate, compared to the external systems (e.g. the criminal trial system). Basically, this means that the Company should be able to sanction any breaches regardless of the initiation and progress of criminal proceedings, in relation to the type of violation of the protocols and/or procedures provided in the Model;
- **compatibility:** the procedure for establishing a breach and applying the relative sanction, and the sanction itself, shall not conflict with the legal and contractual rules governing the employment relationship entered into with the Company;
- **suitability:** the sanctionative system must be efficient and effective for the purpose of preventing the commission of offences;
- **proportionality:** the applicable or applied sanction must be proportionate to the violation found;
- **circulation in writing and adequate dissemination:** the sanctionative system must be circulated in writing and be promptly and adequately disseminated, through information and training programmes for the Recipients (therefore, simply posting it in a public place shall not be sufficient).

Notwithstanding the above, the commission of offences clearly undermines the bond of trust between the Parties, legitimising the application of the sanctions by the Company.

The substantive prerequisite that underlies the Company's power to apply disciplinary measures is the attribution of the breach to the employee (whether a subordinate staff member, a senior management officer or a collaborator), regardless of whether the employee's conduct constitutes a violation warranting criminal prosecution.

As mentioned above, the fundamental requirement for sanctions is their proportionality to the breach, which must be assessed according to two criteria:

- a) the seriousness of the breach;
- b) the type of employment relationship established with the employee (subordinate, so-called “para-subordinate”, management, etc.), taking into account the specific legislative and contractual framework.

Establishing the type and extent of the sanctions applied, in connection with the commission of an offence, including the significant offences referred to in Legislative Decree No. 231/01, shall be based on compliance with and the assessment of the following:

- whether or not the breach was intentional;

- whether the perpetrator, in committing the breach, acted with negligence, recklessness and inexperience, especially with regard to the foreseeability of the event;
- the relevance and possible consequences of the breach or offence;
- the position occupied by the perpetrator within the company organisation, especially in view of the responsibilities associated with his/her duties;
- any aggravating and/or extenuating circumstances in relation to the conduct of the Recipient, including, by way of example, the application of disciplinary sanctions against the same person in the two years preceding the breach or offence;
- the participation in the breach or the commission of the offence of two or more Recipients, acting in agreement with each other.

The process for challenging the offence and the application of the relevant sanction are differentiated on the basis of the employment category of the perpetrator, but it is always provided for the necessary involvement of the Supervisory Board in the procedure of imposing sanctions for violation of Model 231, in the sense that a disciplinary sanction for violation of Model 231 cannot be imposed without prior notification to the Supervisory Board.

## 5.2 - Violations

The Recipients are required to comply with the provisions and rules of conduct set forth in the Model, which can be analytically inferred with regard to the incriminating cases in the special section, in addition to the general rules of conduct enshrined therein - and in the annexes to Model 231 - as well as the fundamental obligations of diligence of the employee with regard to the particular instructions given by hierarchical superiors.

Failure to comply with these rules and provisions in any case constitutes a disciplinary offence. ITA's relevant internal regulations cited within the Model are communicated to all employees through the dissemination and training tools provided in the Model and are binding on all ITA employees. As punctually described above, upon each report of violation of the Model, an investigation is promoted by the Supervisory Body aimed at ascertaining the responsibility for the violation itself. In particular, in the investigation phase, the employee is first notified - by the persons in charge according to the system of company proxies - of the charge and is, moreover, guaranteed a reasonable period of time to present his or her defenses and justifications to the charge (ex art. 7 L. no. 300/1970, so-called "Workers' Statute"). Once this responsibility has been established, a disciplinary sanction proportionate to the seriousness of the violation committed is imposed on the perpetrator upon assessment by the competent corporate structure.

## 5.3 - The Sanctions

### 5.3.1. Sanctions against employees

The sanctions that may be applied to subordinate employees are provided for in the Company's disciplinary system and/or the sanctionative system provided by the National Collective Labour Agreement for Air Transport Workers applied within the Company, in accordance with the procedures provided in Article 7 of the Workers' Statute and any other applicable special regulations.

In particular, the Disciplinary System describes the conduct warranting sanctions, depending on the importance of the individual cases considered and the sanctions concretely provided for the commission of the facts themselves based on their seriousness.

The Company considers that the sanctions provided for in the CCNL apply, in accordance with the procedures set out below and in consideration of the general principles and criteria identified previously, in relation to the infringements defined above.

In particular, the following sanctions apply to employees in accordance with the CCNL for Air Transport Workers, namely:

- a) verbal warning;
- b) written warning;
- c) a fine not exceeding four hours' pay;
- d) suspension from work without pay, for a maximum of ten days;
- e) dismissal with or without notice.

**(a) Verbal warning for minor offences, or (b) Written warning, representing a formal caution.**

An employee may be issued with a verbal or written warning, in accordance with the CCNL, in the following cases, as a result of:

- a first or fairly minor infringement;
- a minor breach of the obligations of confidentiality on the identity of the whistleblower provided for by Legislative Decree 24/2023 for the protection of employees or collaborators who report any wrongdoing, or the performance of weak acts of retaliation or discrimination against the whistleblower;
- the negligent breach of the obligations to provide information to the Supervisory Body under the Model 231;
- generally speaking, any minor non-compliance with the duties established by the internal procedures set out in the Model 231 or the adoption of conduct that does not comply with the requirements of the

Model 231, with regard to the performance of an activity in an area at risk, or with the instructions issued by a superior, or any minor breach of the provisions relating to the protection of employees or collaborators who report offences (whistleblowers) pursuant to Legislative Decree 24/2023.

**(c) Fine not exceeding four hours' pay.**

Employees may be issued a fine (not exceeding the amount of four hours of normal pay), in accordance with the CCNL, in the following cases:

- if the verbal or written warning proves ineffective, i.e. in cases where the nature of the breach is such that the warning is deemed inappropriate;
- a first major infringement, also in relation to the duties performed;
- first major infringement with regard to the obligations of confidentiality on the identity of the whistleblower provided by Legislative Decree 24/2023 for the protection of employees or collaborators who report any wrongdoing, or the performance of modest acts of retaliation or discrimination against the whistleblower;
- generally speaking, the repeated or serious non-compliance with the duties established by the internal procedures set out in the Model 231 or the adoption of conduct that does not comply with the requirements of the Model 231, with regard to the performance of an activity in an area at risk, or with the instructions issued by a superior, or any breach of the provisions relating to the protection of employees or collaborators who report offences (whistleblowers) pursuant to Legislative Decree 24/2023.

**(d) Suspension from work without pay, for a maximum of ten days.**

Suspension from work without pay (for a period not exceeding ten days), in accordance with the CCNL, is applicable to employees in the following cases:

- repeat offenders;
- a first serious infringement, also in relation to the duties performed;
- generally speaking, the repeated or very serious non-compliance with the duties established by the internal procedures set out in the Model 231 or the adoption of conduct that does not comply with the requirements of the Model 231, with regard to the performance of an activity in an area at risk, or with the instructions issued by a superior, or any serious breach of the provisions relating to the protection of employees or collaborators who report offences (whistleblowers) pursuant to Legislative Decree 24/2023;



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- the intentional or negligent breach of the whistleblowing requirements pursuant to Legislative Decree 24/2023 by the employee, failing to comply with the obligations of confidentiality on the identity of the whistleblower, or performing acts of retaliation or discrimination against the whistleblower.

**(e) Dismissal with or without notice.**

An employee who, in the performance of activities in one of the areas at risk, adopts a conduct that does not comply with the provisions of the Model 231 and is unequivocally aimed at committing any of the offences sanctioned by Legislative Decree no. 231/01, shall incur the disciplinary sanction of dismissal in accordance with the CCNL.

In particular, the sanction applies:

- in cases where an employee has intentionally or negligently (in the latter case, only for offences relating to occupational health and safety) committed an offence so serious as to constitute, even in purely abstract terms, an offence under Legislative Decree 231/01;
- in the most serious cases of intentional or negligent breach of the whistleblowing requirements pursuant to Legislative Decree 24/2023 by the employee, very seriously breaching the obligations of confidentiality on the identity of the whistleblower or performing very serious acts of retaliation or discrimination against the whistleblower.

With regard to investigations into the said breaches and infringements, the relevant disciplinary procedure and the application of sanctions, the powers of the employer, possibly granted on specifically designated persons, remain unchanged.

Employees will receive prompt and in-depth information about the introduction of any new provisions through an in-house circular letter explaining the reasons and summarising their content thereof.

### 5.3.2 Sanctions against lower management staff members

The relationship between the Company and its management staff is of a specifically fiduciary nature. In fact, a manager's behaviour is reflected not only within the Company but outside as well, for example in terms of the Company's image and reputation in the marketplace and, generally speaking, with respect to the various stakeholders.

Therefore, compliance by the Company's managers with the provisions of this Model 231 and the obligation to enforce it are considered a key factor of the managers' working relationship, since it represents an incentive and example for all their subordinates.

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Any infringements committed by the managers (to be understood as direct breaches of both the Organisation, Management and Control Model and of Legislative Decree no. 231/2001 and related laws, by virtue of the relationship existing between them and the Company and the lack of a relevant disciplinary system, shall be sanctioned with the disciplinary measures deemed most appropriate on a case-by-case basis, in accordance with the general principles previously identified in the paragraph "General Principles relating to Sanctions", with the provisions of the law and the contractual provisions, and in consideration of the fact that the relevant violations, in any case, constitute breaches of the obligations arising from the employment relationship.

The same disciplinary measures are envisaged in cases in which a manager allows any subordinate employees – either expressly or as a result of the failure to properly perform oversight duties – to engage in any conduct such as not comply with and/or breach the Model 231, which may be classified of infringements or breaches of the Law for the protection of employees or collaborators who report unlawful conduct, within the meaning of Legislative Decree 231/2001, or violations of the Model 231 of which they have become aware by reason of their duties (whistleblowers).

Should breaches of the Model 231, or of Legislative Decree 231/2001 and related laws, including Law 179/2017 on whistleblowing, by management staff constitute a criminal offence, the Company may, at its sole discretion, apply the following alternative measures against the perpetrator(s) and pending criminal proceedings:

- the precautionary suspension of the manager from his or her position, with the right, however, to receive full remuneration;
- assignment to a different position within the Company.

If the ensuing criminal trial confirms the breach of the Model 231 by the manager concerned and he or she is therefore convicted for any of the offences provided therein, he or she shall incur the disciplinary measure reserved for more serious offences.

On the other hand, dismissal for a justified reason applies in the case of infringements that may lead to the application against the Company of the precautionary sanctions provided for in Legislative Decree no. 231/01, such as to constitute a serious breach of the fiduciary component of the employment relationship and therefore forbid the continuation, even provisionally, of the employment relationship, which is fundamentally grounded on the principle of *intuitu personae*.

Provision is made for the necessary involvement of the Supervisory Body in the procedure for applying sanctions to managers for breach of the Model 231, in the sense that no sanction may be applied to a manager without the prior involvement of the Supervisory Body.

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Such involvement is presumed when the proposal for the application of the sanction comes from the Supervisory Body.

### 5.3.3. Measures against directors (Art. 5, paragraph 1, lett. a) of Legislative Decree 231/01)

The Company views with great severity any breaches of this Model 231 committed by its senior management officers, who share responsibility for the public image of the Company vis-à-vis its employees, shareholders, customers, creditors, the Oversight Authorities and the general public. The persons tasked with setting the Company's policies and taking decision should wholeheartedly embrace the values of fairness and transparency, so as to set an example and stimulate all its stakeholders and those who work for it, at all levels.

Violations of the principles and measures provided for in the Model 231 adopted by the Company, by members of the Board of Directors must be promptly reported by the Supervisory Body to the entire Board of Directors.

The directors' liability to the Company is, to all intents and purposes, governed by Article 2392 of the Civil Code<sup>1</sup>.

The Board of Directors is responsible for examining the breach and for taking the most appropriate measures against the director(s) who committed them. In its examination, the Board of Directors is assisted by the Supervisory Body and decides by an absolute majority of those attending, excluding the director(s) who committed the breaches.

The sanctions applicable to directors are the withdrawal of delegated authority or removal from office and, if the director is linked to the Company by an employment relationship, his or her dismissal from the Company.

Pursuant to Article 2406 of the Civil Code, the Board of Directors is competent, in accordance with the applicable legal provisions, to call General Meeting, if deemed necessary. Calling a general Meeting, however, is mandatory for the purpose of passing resolutions on the removal from office or bringing an action for liability against any directors (it should be noted that actions for liability against directors are aimed at obtaining compensation and therefore cannot technically be considered a sanction).

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<sup>1</sup> Article 2392 of the Civil Code Liability to the company.

1. The directors must fulfil the duties imposed upon them by law and by the articles of association with the diligence of an agent, and are jointly and severally liable to the company for damages arising from non-observance of such duties, except in the case of functions which fall within the jurisdiction of the executive committee or of one particular or several directors. 2. In all cases, the directors are jointly and severally liable if they fail to supervise the general trend of the administration of the company or if, being aware of any facts which may bring harm to the company, they nevertheless fail to do everything in their power to prevent those occurrences or to remove or reduce the harmful consequences. 3. The liability for acts or omissions of the directors does not extend to a particular director who, while not being guilty of negligence, causes his or her dissent to be entered in the minutes book of the meetings and of the resolutions of the board of directors, giving immediate written notice thereof to the chairperson of the board of auditors.

#### 5.3.4 Measures against auditors

In the event of a breach of the provisions and rules of conduct set forth in this Organisation, Management and Control Model, by one or more auditors<sup>2</sup>, the Supervisory Body shall promptly inform the entire Board of Auditors and the Board of Directors, by means of a written report.

In the event of violations constituting just cause for removal, the Board of Directors shall propose the adoption of measures within its purview and take any further steps that may be required by law.

#### 5.3.5 Measures against members of the Supervisory Body

Violations of this Organisation, Management and Control Model, by any members of the Supervisory Body must be promptly reported, by any of the auditors or directors, to the entire Board of Auditors and the Board of Directors. These bodies, after having notified the breach and granted the appropriate means of defence, shall adopt the appropriate measures such as, by way of example, removal from office.

#### 5.3.6 Measures against External Parties

Any conduct engaged in by external parties (meaning freelance collaborators, agents and representatives, consultants and, generally speaking, self-employed persons, as well as suppliers and partners, also in the form of a temporary grouping of undertakings or a joint venture) that conflicts with the guidelines set out in the Model 231, and such as to entail the risk of the commission of any of the offences referred to in Legislative Decree 231/01, may determine, in accordance with the terms and conditions provided in the letters of appointment or stipulated in the relevant contracts, the termination of the contract or the right to withdraw from it, without prejudice to any claims for further compensation if such conduct harms the Company, such as, by way of example only, in the event of the application, even as a precautionary measure, of the sanctions provided in the Decree against the Company.

The Supervisory Body, coordinating with the Compliance Function, shall make sure that specific procedures are put into place for the purpose of transmitting to the external parties the principles and guidelines set out in this Model 231 and in the Code of Ethics, and shall verify that the latter have been informed of the consequences that may arise from any breaches thereof.

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<sup>2</sup>Although the statutory auditors cannot be considered - in principle - as persons in an apical position, it is nevertheless abstractly conceivable that they may be involved, even indirectly, in the commission of the offences referred to in the Decree (possibly as accomplices of persons in an apical position).

### 5.3.7. Measures against the personnel of the Branches

Violation of the provisions set forth in the Model and/or the procedures referred to therein by personnel working at the Company's Foreign Branches is punishable according to the provisions of any applicable local regulations and in accordance with internal rules. Below, without any exhaustive intent, some Foreign Branches are indicated. For further details, the appropriate *Annex - Foreign Branches* is referred to. For each of these, it should be noted that:

- a. any violations are handled in accordance with the labor contract according to the laws applicable from time to time;
- b. personnel are subject to disciplinary actions and sanctions in accordance with local regulations as applicable, as well as additional relevant regulations.

### 5.3.8. Sanctions in the area of Whistleblowing

Recalling par. 3.5., it should be noted that, according to the legislation introduced by Legislative Decree 24/2023 and the ANAC Guidelines, it is provided that any violation of the obligations of confidentiality on the identity of the whistleblower or in acts of retaliation or discrimination against the whistleblower, for entities and legal entities with more than 50 employees, it will be the Agency itself to determine and adopt the sanction measure.

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