

CRE DI VERZENI SRL

Legislative Decree No. 231 of 8 June 2001

Pursuant to the Italian regulations on the “*ad-ministrative liability of legal entities deriving from offences*” contained in Legislative Decree No. 231 of 8 June 2001 (hereinafter “**Legisla-tive Decree No. 231 of 2001**”), legal entities

- including limited companies – may be held liable, and consequently subject to financial penalties and/or interdiction, for any crimes committed or any attempts to commit crimes
- in Italy or abroad – in the interest or to the advantage of the companies themselves:
 - by individuals who are representatives, directors or managers of the company or of one of its organisational units that has financial and functional independence, or by individuals who are responsible for managing or controlling the company (in- dividuals in top positions or “senior man- agement”);
 - by individuals who are managed or supervised by an individual in a top position (individuals managed by others).

However, companies may adopt organisational, management and control models designed to prevent these crimes; the principles of these models can be based on the guidelines drawn up by Confindustria (Italian Manufacturing Companies Association).

In this regard, at the meeting of march 2020 CRE has adopted the Organisation, Management and Control Model pursuant to Legislative Decree No. 231 of 2001.

The adoption of the updates to CRE DI VERZENI’s Organisational, Management and Control Model pursuant to Legislative Decree No. 231 of 2001 (“**Model 231**”) – the structure of which is described below – is the result of the following project activities:

- The CRE DI VERZENI Code of Ethics; the Code represents, among other things, a mandatory general principle of Model 231;
- Risk-analysis methodology;
Tasks of the Watch Structure, with the appointment and assignment of functions and powers, as well as the determination of how information flows from and to the structure;
- Addressees of Model 231 and extension thereof, with identification of the parties to whom Model 231 applies, definition of the rules for the extension of Model 231 to subsidiaries, and of the principles adopted for communication to personnel and to the market, includ- ing the adoption of contractual clauses in dealings with third parties, as well as for personnel training;
- Disciplinary system structure, with the definition of sanctions commensurate with the violation and applicable in case of violation of Model 231;
- Control tools;
- Rules for updating Model 231, setting out the innovation implementation programme in the

event of legislative changes, significant changes in the organisational structure or business sectors of the Company, significant violations of Model 231, and/or outcomes of checks on the Model's effectiveness or of experience within the public domain in the sector concerned.

- The corporate provisions instrumental to the implementation of Model 231 are issued by the competent corporate functions. These provisions contain control mechanisms in compliance with Model 231.