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MODELLO ORGANIZZATIVO

D.LGS.231/2001

SANDRA S.P.A.



| Drafting / Approval / Check | | Date | Signature |
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| Drafted by: | External consultant: STUDIO LCE | 01/10/2020 | |
| | Stefania Aimi | | |
| Checked by: | Paolo Agati | 01/10/2020 | |
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1. PURPOSE

This document outlines the Organization, Management and Control Model implemented by SANDRA S.p.A. (hereinafter SANDRA) pursuant to Legislative Decree no. 231/2001.

The main purpose of this Model is to identify the activities at risk of crime managed by SANDRA and to prevent the commission of offences by the persons referred to in paragraph 1 of article 5 of Legislative Decree no. 231/01 through the preparation of specific prevention protocols and through the application of the principles defined by the company's Code of Ethics.

2. RESPONSABILITIES AND ADDRESSEES

The Organizational Model of SANDRA S.p.A. was drafted with the collaboration of the company's management and approved with a specific resolution by the Board of Directors (hereinafter CDA).

The recipients of this Model (defined on the basis of the applicable underlying crimes) at SANDRA are the following:

- Individuals who perform, even de facto, Management, Administration, Direction or Control functions in SANDRA;
- Employees of the Company, even if seconded abroad to carry out their activities;
- Subjects who collaborate with SANDRA by virtue of a para-subordinate work relationship, such as project collaborators, temporary workers, interim workers, etc.; and
- Subjects who, although not belonging to SANDRA, operate under a mandate or on behalf of the same, such as lawyers, consultants, etc.;
- Subjects who act in the interest of the company because they are linked to it by contractual legal relations or other agreements (e.g. partners).

All the recipients of the Model are required to punctually comply with its provisions and correctly apply the implementation procedures provided for by the specific protocols.

It is the responsibility of the Supervisory Body (OdV), a body specifically appointed by the CDA, to oversee the functioning of and compliance with the Model, and to take care of its updating as provided for in letter b, paragraph 1, art. 6 of Legislative Decree 231 and as detailed in chapter 5 of this Model.

3. ORGANISATION

SANDRA S.P.A. is a company operating in the field of paper transformation for the production of cardboard packaging.

Founded in the 1960's on the initiative of Franco Ferretti, current CEO's father, the company has gradually developed into a leading company in the field of corrugated cardboard.

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SANDRA has two production plants that employ a total of about 300 workers:

- San Polo plant (dating back to the 1980s), which has undergone several expansions and optimization interventions (construction of the building dedicated to the corrugator department, warehouses and expansion of the converting area in 1994, construction of the reel warehouse in 2000).
- Newly built Mezzani plant (2004), year in which the operational activities were started; during 2010 the production settlement was completed with the installation of the new corrugator department.

COMPANY IDENTIFICATION DATAS

| | |
|-----------------------------------|--|
| Legal and operational headquarter | Via del Lavoro n. 2, 43056 – San Polo di Torrile (Parma) |
| S. Polo plant | Via del Lavoro n. 2, 43056 – San Polo di Torrile (Parma) |
| Casale di Mezzani plant | Strada della Pace, 43055 - Casale di Mezzani (Parma) |
| Phone / Fax | 0521-317011 / 813311 commerciale 812505 amministrazione |
| Web site | www.scatsandra.com |
| Vat number – Tax code | 00928510346 |
| Company Register | Registro delle Imprese di Parma n.14045 |
| Share Capital | 3.000.000 Euro fully paid |

General characteristics - San Polo di Torrile plant

| | |
|-----------------------|-----------------------|
| Title to the property | PROPERTY |
| Occupied area | 32.808 m ² |
| Covered surface | 19.350 m ² |

General characteristics – Mezzani plant

| | |
|-----------------------|-------------------------------------|
| Title to the property | IN LEASING |
| Occupied area | 99.730 MQ |
| Covered surface | 41.670+ 240 (Area cover - discover) |

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4. GENERAL ELEMENT OF MODEL 231

4.1. DEFINITION

- **Legislative Decree 231/2001 or Decree:** Legislative Decree no. 231 of 8 June 2001 and subsequent amendments or additions.
- **Model:** Organisation, management and control model pursuant to Legislative Decree 231/2001 and subsequent amendments and additions.
- **Supervisory Body or OdV:** the body provided for by art.6 of Decree 231/2001, in charge of supervising the functioning and observance of the Model and its updating.
- **Code of Ethics:** Code adopted by SANDRA containing the general intentions and objectives that the organization intends to pursue from the point of view of ethics and social responsibility.
- **Crimes:** types of crimes to which the provisions of Legislative Decree no. 231/2001 and subsequent amendments or additions apply.
- **Sensitive activities:** SANDRA activities within the scope of which there is a risk, even potential, of committing the crimes established by Legislative Decree no. 231 of June 8, 2001 and subsequent amendments or additions.
- **Public Administration or P.A.:** in general, the public official (the person who "exercises a legislative, judicial or administrative public function" - art. 357 of the Italian Criminal Code) or the person in charge of a public service (the person who "for any reason provides a public service", meaning an activity regulated in the same forms as the public function, but characterised by the lack of powers typical of the latter - art. 358 of the Italian Criminal Code).
- **Confindustria Guidelines:** Confindustria's guideline document (approved on 7 March 2002 and updated on 31 March 2014) for the construction of organisation, management and control models pursuant to Decree 231/2001.
- **Top Management of the Companies:** Board of Directors, Chairman of the Board of Directors and General Management.
- **Apical Subjects:** persons who hold functions of representation, administration or management of SANDRA or of one of its units with financial and functional autonomy; persons who exercise, also de facto, the management or control of the Company.

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- **Subordinates:** persons subject to the management or supervision of one of the top management.
- **Employees:** persons having a subordinate or parasubordinate work contract with SANDRA.
- **CCNL:** National Collective Labor Agreement currently in force for SANDRA employees.
- **External consultants:** subjects who, due to their professional skills, provide their intellectual work in favor of or on behalf of SANDRA on the basis of a formal assignment or other professional collaboration relationship.

4.2. LEGISLATIVE DECREE 231/2001

Legislative Decree no. 231 of 8 June 2001 introduced into the Italian system the administrative liability of legal entities, companies and associations, including those without legal personality, for certain types of offences committed "in the interest or to the advantage of the entity" by persons who have special management or collaboration relationships with the entity.

The liability of entities is expressly defined as "administrative" by the Decree, although it is essentially a criminal liability; it is in addition to the criminal liability of the persons who have materially committed the offence.

The subjects that can operate to prosecute the crimes foreseen by the Decree are:

- persons who hold positions of representation, administration or management of the entity or of an organisational unit of the entity, which is financially and functionally autonomous; as well as persons who exercise, also de facto, the management and control of the entity (persons in "apical" positions)
- persons subject to the direction or supervision of one of the persons in an "apical" position; going into greater detail, this category includes employees and those persons who, although not part of the staff, have a task to perform under the direction and control of apical persons (third parties who operate, even outside the company organization, by order and on behalf of the entity).

The offences envisaged by the decree have been subject to subsequent additions over time; at the date of issue of this document, the offences considered for assessment are:

- Undue receipt of disbursements, fraud against the State, a public body or the European Union or to obtain public disbursements, computer fraud against the State or a public body and fraud in public supplies (Art. 24 Legislative Decree 231/2001);
- Computer crimes and unlawful processing of data (Art. 24-bis D.lgs. 231/2001);
- Crimes of organized crime (Art. 24-ter D.lgs. 231/2001);

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- Embezzlement, extortion, undue induction to give or promise benefits, corruption and abuse of office (Art. 25 D.lgs. 231/2001)
- Forgery of money, public credit cards, revenue stamps and instruments or signs of recognition (Art. 25-bis D.lgs. 231/2001);
- Crimes against industry and trade (Art. 25-bis.1. D.lgs. 231/2001);
- Corporate offences (Art. 25-ter Legislative Decree 231/2001);
- Crimes for the purpose of terrorism or subversion of the democratic order (Art. 25-quater D.lgs. 231/2001);
- Practices of mutilation of female genital organs (Art. 25-quater.1 Legislative Decree 231/2001);
- Crimes against the individual (Art. 25-quinquies D.lgs. 231/2001);
- Market abuse (Art. 25-sexies D.lgs. 231/2001);
- Manslaughter or serious or very serious injuries committed in violation of the rules on the protection of health and safety at work (Art. 25-septies D.lgs. 231/2001);
- Receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin, Self-money laundering (Art. 25-octies Legislative Decree 231/2001);
- Copyright infringement offences (Art. 25-novies Legislative Decree 231/2001);
- Inducement not to make statements or to make false statements to the judicial authorities (Art. 25-decies D.lgs. 231/2001);
- Environmental offences (Art. 25-undecies D.lgs. 231/2001);
- Employment of citizens of third countries whose stay is irregular (Art. 25-duodecies D.lgs. 231/2001);
- Racism and xenophobia (Art. 25-terdecies D.lgs. 231/2001);
- Art. 25-quaterdecies - Fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices;
- Tax offences (Art. 25-quinquiesdecies D.lgs. 231/2001);
- Smuggling (Art. 25-sexiesdecies D.lgs. 231/2001);
- Attempted crimes (Art. 26 Lgs. D. 231/2001).

The main sanctions affect the entity's assets or its freedom of action: these are pecuniary or prohibitory sanctions (e.g. suspension of the activity, exclusion from benefits, etc.); the Decree also provides for the accessory sanctions of confiscation and publication of the sentence.

The Decree exonerates from administrative responsibility (however, the confiscation of illegally obtained profits is foreseen) if it is proved that:

- the management body has adopted and effectively implemented, prior to the commission of the offence, organization and management models capable of preventing offences;
- the task of supervising the functioning of and compliance with the models and ensuring that they are kept up-to-date has been entrusted to a body endowed with autonomous powers of initiative and control (Supervisory Body);
- the persons have committed the offence by fraudulently evading the organisation and management models;

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- there has been no omitted or insufficient supervision by the appointed body.

In the hypothesis of offences committed by persons in a subordinate position, the company may instead be held liable only if it is ascertained that the commission of the offence was made possible by the failure to comply with management or supervisory obligations.

In view of the nature of SANDRA's business activities and organization, not all the offenses provided for in Legislative Decree 231/2001 and subsequent amendments and additions are equally applicable and relevant; for this purpose, the company, by means of a specific risk analysis, has identified the underlying offenses that are applicable and relevant to its business activities.

4.3. MAIN LEGISLATION RELATED TO DECREE 231/2001

The regulations related to the management of Administrative Responsibility have been extended through a series of regulatory interventions that have extended the catalog of crimes to which the regulations of Decree 231/2001 apply; the legislative elements of interest are briefly summarized below.

- Legislative Decree 231/2001 and subsequent amendments and additions;
- Law no. 409 of 23/11/2001 which introduced (art. 4) the new article 25-bis to Decree 231 concerning the counterfeiting of money, public credit cards and revenue stamps;
- Legislative Decree no. 61 of April 11, 2002, "Regulations governing criminal and administrative offences relating to commercial companies, pursuant to article 11 of Law no. 366 of October 3, 2001.
- Law no. 7 of January 14, 2003 "Ratification and implementation of the International Convention for the Suppression of the Financing of Terrorism, done in New York on December 9, 1999, and norms for the adaptation of the internal system. "(Added Art. 25-quater
- Law no. 228 of August 11, 2003 "Measures against trafficking in persons. " added Art. 25-quinquies (Art. 25-quinquies, paragraph 1, letters b) and c): as amended by Law no. 38 of February 6, 2006 "Provisions concerning the fight against the sexual exploitation of children and child pornography including through the Internet. "
- Law April 18, 2005, n. 62 added Art. 25-sexies
- Law no. 262 of December 28, 2005 "Provisions for the protection of savings and the regulation of financial markets
- Law January 9, 2006, n. 7 "Provisions concerning the prevention and prohibition of female genital mutilation practices." (Added Art. 25-quater.1)
- Law no. 123 of 03/08/2007 introduced art. 25 septies extending the field of application of the administrative responsibility to the crimes of manslaughter and serious or very serious culpable lesions following the violation of the regulations for the prevention of accidents at work and for the protection of health at work (added Art. 25-septies).
- Legislative Decree no. 231 of 21 November 2007 "Implementation of Directive 2005/60/EC on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing and of Directive 2006/70/EC laying down implementing measures. "(added Art. 25-octies).
- Law no. 48 of 18 March 2008 (added Art. 24-bis).
- Law no. 99 of 23 July 2009. (added Art. 25-novies).

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- Law no. 116 of August 3, 2009 "Ratification and implementation of the Convention of the United Nations Organization against Corruption, adopted by the UN General Assembly on October 31, 2003 with resolution no. 58/4, signed by the Italian State on December 9, 2003, as well as 'rules of internal adjustment and amendments to the Criminal Code and the Code of Criminal Procedure.
- Law n. 194 of July 15, 2009. (added Art. 24-ter).
- Legislative Decree no. 121 of July 7, 2011 (added Art. 25-undecies) Implementation of Directive 2008/99/EC on the protection of the environment through criminal law, as well as Directive 2009/123/EC amending Directive 2005/35/EC on pollution caused by ships and on the introduction of penalties for infringements, which introduces Environmental offences into Legislative Decree 231 2011.
- Law 6 November 2012, no. 190 Provisions for the prevention and repression of corruption and illegality in the public administration and between private parties.
- Law December 15, 2014 Provisions on emersion and return of capital held abroad as well as' for the strengthening of the fight against tax evasion. Provisions on self-laundering.
- Law 68/2015 Provisions on crimes against the environment (Ecoreati).
- Law 69/2015 Provisions on crimes against the public administration, mafia-type associations and false accounting.
- Law no. 199/2016 "Provisions on combating the phenomena of undeclared work, labour exploitation in agriculture and wage realignment in the agricultural sector."
- Provisions for the fulfillment of obligations arising from Italy's membership of the European Union - European Law 2017" which introduces issues against incitement and incitement, committed so that concrete danger of dissemination arises, are based in whole or in part on the denial, minimization in a serious way or apologia, of the Shoah or crimes of genocide, crimes against humanity and war crimes
- Law No. 179 of November 30, 2017. Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship (WHISTLEBLOWING).
- Law No. 3 of January 9, 2019 Measures to combat crimes against the public administration, as well as on the prescription of crime and on the transparency of political parties and movements (Sweeping Decree).
- Legislative Decree no. 124 of October 26, 2019 Urgent provisions on fiscal matters and for urgent needs.
- Legislative Decree No. 75 of 14 July 2020 Implementation of Directive (EU) 2017/1371 on the fight against fraud affecting the financial interests of the Union by means of criminal law.

4.4. ORGANIZATION, MANAGEMENT AND CONTROL MODEL

Pursuant to the provisions of art. 6, paragraph 1, letter a) of Legislative Decree 231/2001, SANDRA S.p.A. has developed a process for mapping the risks, the activities carried out, the existing controls and the corporate context in which it operates in order to identify the underlying crimes that can potentially be verified among those provided for by the reference legislation. In order to prevent or mitigate the risk of committing these crimes, SANDRA has formulated general principles of conduct and general prevention protocols applicable to all sensitive activities and specific prevention protocols for each of the identified risk activities.

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The general control principles underlying SANDRA's Organizational Model and applied to all activities are as follows:

- Code of Ethics: guiding principles for the performance of company activities
- Disciplinary and Sanctions Code: rules of conduct to be observed in the workplace
- Authorization and signatory powers: organizational and managerial responsibilities assigned and clearly defined (proxy system).
- Segregation of activities: separation of activities between those who authorize, those who execute and those who control in such a way that no one can independently manage the entire performance of a process.
- Crime Prevention Protocols: company provisions and formalised procedures suitable for providing principles of conduct, operating procedures for carrying out sensitive activities, as well as procedures for filing the relevant documentation.
- Traceability: backward verifiability of the process of decision-making, authorization and performance of the sensitive activity.
- Control system: controls carried out directly within the management of each process and preventive, contextual and final controls carried out by the functions in charge or by internal independent or external subjects of SANDRA.

4.5 DIFFUSION OF THE ORGANIZATIONAL MODEL

The Organizational Model is an integral part of the system of company regulations and must therefore be known and respected by all SANDRA personnel; in addition to the Model, it is also important to comply with the Code of Ethics, the applicable regulations and the system of internal procedures.

The Human Resources function guarantees, in close collaboration with the Supervisory Body, a correct knowledge of the principles and protocols of prevention both to the resources already present in SANDRA and to future ones, with different degrees of in-depth analysis in relation to the different level of involvement in the operational processes considered sensitive and relevant.

The dissemination of the Organizational Model and the related Code of Ethics is entrusted to SANDRA's Human Resources function, through communication and training activities as explained below.

- **Communication:**

- o At the time of hiring, Human Resources promotes knowledge of the Organizational Model and the Code of Ethics; in particular, new hires are given an information sheet with reference to the application of the regulations set forth in Legislative Decree 231/2001 within SANDRA.

- o Direct access from the company intranet is foreseen to a specifically dedicated section where all the reference documentation on the subject of 231/2001 is available and constantly updated.

- o In the event of a revision of the Organizational Model, the Human Resources function takes care of and promotes adequate dissemination initiatives in agreement with the Supervisory Body.

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o The SANDRA management system has also prepared a specific system instruction IQ AF 11-01 to regulate and clarify the management of ethical communication and social responsibility activities, also in view of the changes introduced by Law 179/2017 on Whistleblowing, which requires the adoption of appropriate measures to protect workers who report wrongdoing.

- **Training:** SANDRA implements and formalizes specific training plans, with the aim of guaranteeing the effective knowledge of the Decree, the Code of Ethics and the Model on the part of all company functions; the provision of training must be differentiated according to whether it is addressed to employees in general, to employees who operate in specific risk areas, to the Supervisory Body, to directors, etc., on the basis of the analysis of skills and training needs drawn up by the Human Resources function.

Staff training for the purposes of implementing the Model is mandatory for all recipients. The training activities are developed in accordance with SANDRA's internal procedures, which provide for the registration of the participants, the evaluation of their learning level (in order to develop new training initiatives and improve those planned) and the control by the Supervisory Body.

- **Privacy** SANDRA protects the privacy and confidentiality of information and data relating to employees, external collaborators, customers, suppliers, and business partners, collected by reason of or during the performance of work activities. Each Recipient is required to comply with this principle and with the regulations in force. The privacy of employees and collaborators is protected, adopting standards that specify the information that the Company requires from collaborators and the relative methods of processing and storage suitable for ensuring maximum transparency to those directly concerned and inaccessibility to third parties, except for justified and exclusive work-related reasons. It is also prohibited, except in the cases provided for by law.

4.6 EXTERNAL COLLABORATORS

All external collaborators are required to guarantee a behaviour in compliance with Decree 231/2001 and subsequent amendments and integrations. The contents of the Model are therefore shared with external collaborators when the assignment is completed.

The provision of goods or services that may relate to sensitive activities, are regulated in the form of a written contract in which the following aspects are contemplated:

- commitment for the entire duration of the contract, to respect the fundamental principles of the SANDRA Code of Conduct, as well as the provisions of Legislative Decree 231/2001.
- obligation to certify the truthfulness and completeness of the documentation produced and the information communicated related to the various legal obligations;
- obligation to comply with any requests for information, data or news from the Supervisory Body.

Failure to comply with any of the above conditions must be justified and communicated in writing to the Supervisory Board.

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4.7 UPDATING THE ORGANISATIONAL MODEL

Considering that the company context and the applicable regulations are constantly evolving, and that the exposure to the offences envisaged by Legislative Decree 231/2001, as amended, may vary over time, the adequacy of the company's Organizational Model must be periodically verified and updated.

SANDRA's Board of Directors is the party responsible for deliberating on the updating of the Organizational Model and/or its adjustment in relation to any changes and/or additions that may become necessary.

The need to update the Organisational Model may arise due to the following elements

- violations of the Model's prescriptions
- changes to the internal system of organisation
- changes to the Company's internal structure and/or the way in which activities are carried out;
- identification of new sensitive activities, or changes to those previously identified, including those possibly related to the start-up of new business activities;
- commission of crimes (and administrative offences) relevant for the purposes of the administrative liability of entities by the recipients of the provisions of the Model or, more generally, of significant violations of the Model;
- changes in management and control procedures;
- changes to the delegation and proxy systems;
- new rules and regulations with reference to the discipline of administrative responsibility;
- outcome of internal audits and control activities carried out by the Supervisory Body.

In any case, the SANDRA Organizational Model is subjected to a periodic revision procedure at least every three years, based on a specific resolution of the Board of Directors.

Once the modifications to the company's Organizational Model have been approved, their immediate application is communicated to the Supervisory Body.

5. SUPERVISORY BODY

5.1 APPOINTMENT OF THE SUPERVISORY BODY

SANDRA provides for the establishment of a Supervisory Body (SB), a body endowed with autonomous powers of initiative and control, with the purpose of supervising the operation of and compliance with the

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company's Organizational Model as well as its updating, in compliance with the provisions of art. 6, paragraph 1, letter b) of Legislative Decree 231/01.

The Supervisory Body is appointed in SANDRA with a specific resolution of the Board of Directors; the appointment of the Supervisory Body, as well as the framework of its duties and powers, must be promptly communicated within the company organization.

The SB, in turn, periodically informs the organization of the outcome of its supervisory activities, formulating any observations and proposals concerning the organization and the control system to the company structures.

5.2 REQUIREMENTS OF THE SUPERVISORY BODY

According to the provisions of Legislative Decree 231/2001 and the indications taken from the Confindustria Guidelines, the Supervisory Body is structured to meet the following requirements:

- Autonomy and independence with respect to the assigned activities;
- Professionalism understood as the set of tools and techniques necessary to carry out the assigned control activities;
- Continuity of action in order to guarantee the effective and constant application of the Organizational Model.

The following are also essential requirements necessary for the appointment of the Supervisory Body:

- Absence of kinship with top management;
- Absence of conflicts of interest with SANDRA's business activity;
- Honorability.

If the previous requirements are not met, the appointment as a member of the Supervisory Body will be revoked.

5.3 TASKS AND POWERS OF THE SUPERVISORY BODY

Based on the provisions of Legislative Decree 231/2001 and the SANDRA Board of Directors, the Supervisory Body is assigned the following powers and duties:

- Supervise the observance and application of the Organizational Model, i.e., verify the consistency between the model's rules and the behaviors concretely implemented in the corporate context;
- Verifying the adequacy and effectiveness of the Organizational Model, i.e., verifying the ability of the rules contained therein to prevent the unlawful conduct that is intended to be avoided;
- Verify the maintenance over time of the effectiveness and adequacy of the Organizational Model;
- Promote the knowledge, understanding and dissemination of the Organizational Model within SANDRA by providing instructions, clarifications and encouraging specific training/information courses;

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- Suggest updates to the Organizational Model in order to adapt it to the applicable law, internal organizational changes and changes in the activities carried out.
- Supervise compliance with and application of the Organizational Model by suggesting possible sanctions pursuant to applicable law and in accordance with labor contracts;
- Identify and adequately monitor the risks specified in Legislative Decree 231 with respect to company processes, requesting updates to the detection and mapping of risks
- Plan and carry out periodic visits to SANDRA aimed at assessing the proper application of the Organizational Model; also develop extraordinary audits or targeted investigations in the event that Model dysfunctions occur, crimes are committed, or prevention procedures are disregarded;
- Collaborate in the definition of the codes of conduct applicable in SANDRA;
- Access all the activities carried out by SANDRA in relation to the application of the Organizational Model, as well as the related documentation;
- Access all the activities carried out by third parties for SANDRA that may be relevant from the point of view of offences;

In carrying out its tasks, the Body can avail itself of the collaboration of qualified external subjects with skills and professionalism useful for the development of the supervisory and control activities.

With the aim of defining and regulating the activities of the Supervisory Body within the company's activities, SANDRA makes use of a specific regulation that governs the composition, functioning and activities connected with the management of the body (IQ 14-02 Supervisory_Body).

5.4 COMMUNICATIONS FLOWS OF THE SUPERVISORY BODY

The Supervisory Body must be promptly informed by Directors, Statutory Auditors, Senior Personnel, internal staff or third parties about acts, behaviors or events that may determine a violation of the Model and that could generate liability for SANDRA pursuant to Legislative Decree no. 231/2001, as amended.

Communications to the Supervisory Body are classified in SANDRA as "information flows" and "reports".

- **Information flows:** information, data and news that are provided by company personnel to the Supervisory Body at the times and in the ways indicated by the body itself and that allow for adequate monitoring and control of the company's Organizational Model.
- **Reports:** any other information, also coming from third parties, and pertaining to the implementation of the Model; reports to the SB are made in accordance with a specific system instruction IQ AF 11-01 aimed at regulating and clarifying the management of ethical reporting activities and responsibilities in accordance with the indications introduced with Law 179/2017 on Whistleblowing.

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However, the SB is also required to ensure the confidentiality of the identity of the reporter (without prejudice to legal obligations) and the protection of the rights of those involved is also expressly prohibited.

SANDRA with the application of its model, in accordance with the reference legislation:

- Places a prohibition on retaliatory or discriminatory acts, direct or indirect, against the reporting party for reasons related, directly or indirectly, to the reporting;
- Recognizes the nullity of retaliatory or discriminatory dismissal of the reporting person, the nullity of the change of duties pursuant to article 2103 of the Civil Code, as well as any other retaliatory or discriminatory measure taken against the reporting person.

In order to guarantee adequate supervision of the Organizational Model, under the management of the company contact person in charge of coordinating work with the OdV, the following must in any case be reported by SANDRA:

- operations "at risk" of crime;
- measures and/or news coming from judicial police bodies, or from any other public authority, from which it can be inferred that investigations are being carried out for the crimes set forth in Decree 231/2001 and subsequent amendments and integrations;
- requests for legal assistance forwarded by employees in the event of the start of legal proceedings for offences provided for in the Decree;
- summary prospectuses and copies of minutes or deeds (including preparatory ones) relating to extraordinary corporate transactions;
- disciplinary proceedings instituted and any sanctions issued or measures for dismissal of proceedings with the relative reasons;
- reports from stakeholders directly connected with the application of the 231 Model;
- any other information that is relevant for the purposes of correct and complete supervision and updating of the Model.

6 MAPPING OF THE OFFENCES REFERRED TO IN LEGISLATIVE DECREE 231

6.1 GENERAL PREMISE

The commission of a relevant offence determines the arising of the administrative liability of SANDRA S.p.A., which is in addition to that of the individual who committed the offence; the following paragraph is aimed at describing the predicate offences of Decree 231/2001 and subsequent amendments and integrations that are considered relevant for the SANDRA organization.

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In order to determine which corporate bodies and areas of activity are most exposed to the risk of committing offences, SANDRA has created and kept updated a map of offences, considering SECTION III, Chapter I of Legislative Decree 231/2001 as references. Consideration was given to the company activities potentially involved and the relative department heads exposed to the commission of offences (all the underlying offences of Legislative Decree 231 s.m.i. are mapped within the risk analysis document MODP231-01-01).

On the basis of the mapping of the main processes at risk, SANDRA has carried out an assessment in order to identify the predicate offences that are relevant from the point of view of managing the company's Organisational Model.

It is important to point out that the list of Relevant Crimes contained in Legislative Decree 231/2001 currently in force may be further extended by the legislator in the future, also in consideration of Delegated Law no. 300 of 29/09/2000, which constitutes the prerequisite for the issuing of the decree itself.

6.2 APPLICABLE OFFENCES

The main applicable offences identified following a targeted risk analysis and managed at SANDRA with this Model are listed below.

6.2.1 UNDUE RECEIPTS OF FUNDS, FRAUD AGAINST THE STATE OR A PUBLIC BODY OR FOR OBTAINING PUBLIC FUNDS AND COMPUTER FRAUD AGAINST THE STATE OR A PUBLIC BODY (ART.24).

- **Misappropriation to the detriment of the State** Receipt by the State or other public bodies or the European Union of contributions, financing or subsidies intended to favour the carrying out of works or activities in the public interest that are not intended for such activities (ref. Art. 316 bis Penal Code).
- **Undue receipt of payments to the detriment of the State.** Receipt by the State or other public bodies or the European Union of contributions, financing or subsidies intended to favour the carrying out of works or activities in the public interest that are not intended for such activities (ref. Art. 316 bis Penal Code).
- **Aggravated fraud to obtain public funds.** Receipt by the State or other public bodies or the European Union of contributions, funding or subsidies intended to facilitate the implementation of works or activities in the public interest not intended for such activities (Ref. Art.640-bis Penal Code).

6.2.2 COMPUTER CRIMES AND UNLAWFUL DATA PROCESSING (ART. 24-BIS.)

- **Unauthorized access to a computer or telematic system.** Crime related to the conduct of those who illegally enter, that is, by eluding any form, even minimal, of barriers preventing the entry into a computer or telematic system protected by security measures, or who remain there against the will of those who have the right to exclude them (ref. Art. 615-ter of the Italian Penal Code).

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- **Illegal possession and dissemination of access codes to computer or telematic system.** Crime constituted by the conduct of a person who illegally obtains, reproduces, disseminates, communicates or delivers codes, keywords or other suitable means of access to a computer or telematic system protected by security measures, or in any case provides indications or instructions in this sense, in order to procure a profit for himself/herself or others, or to cause an expected damage to others (ref. Art. 615-quater of the Penal Code).
- **Forgery of a computer document.** Deletion or alteration of information of evidential value present on one's own systems, in order to eliminate evidence of another crime.

6.2.3 EXTORTION, UNDUE INDUCTION TO GIVE OR PROMISE BENEFITS AND CORRUPTION (ART. 25)

- **Incitement to corruption.** Offence constituted by the conduct of a person who offers or promises money or other benefits not due to a public official or a person in charge of a public service who is a public employee, in order to induce him/her to perform an act of his/her office, if the offer or promise is not accepted (ref. Art. 322 of the Italian Penal Code).
- **Undue induction to give or promise benefits.** Tale reato è applicato al pubblico ufficiale o l'incaricato di pubblico servizio che, abusando della sua qualità o dei suoi poteri, induce taluno a dare o a promettere indebitamente, a lui o a un terzo, denaro o altra utilità; nella commissione di tale reato, chi dà o promette denaro o altra utilità è punito con la reclusione fino a tre anni. (rif. Art. 319-quater Codice Penale).
- **Punishment for the corruptor (rif. Art. 321 Penal Code).** in the case of Corruption for the exercise of function (ref. Art. 318 Penal Code), Corruption for an act contrary to official duties (ref. Art. 319 Penal Code), Aggravating circumstances (ref. Art. 319-bis of the Penal Code), Corruption in judicial proceedings (ref. Art. 319-ter of the Penal Code), the established penalties also apply to those who give or promise to give money or other benefits to the public official or the person in charge of a public service.
- **Art 346-bis –Traffincking in unlawful influence.** In the case of complicity in the offences referred to in articles 318, 319, 319 ter(2) and in the corruption offences referred to in article 322 bis, exploiting or boasting of existing or alleged relationships with a public official or a person in charge of a public service or one of the other persons referred to in article 322 bis unduly causes to give or promise, to himself/herself or to others, money or other benefits, as the price of his/her illicit mediation towards a public official or a person in charge of a public service or one of the other persons set forth in article 322 bis, or to remunerate him/her in relation to the exercise of his/her functions or powers.

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6.2.4 CRIMES AGAINST INDUSTRY AND TRADE (ART. 25-BIS.1.)

In relation to the provisions of art.25-bis.1 of Decree 231/2001, the following offenses are attributable to SANDRA:

- **Fraud in the exercise of trade.** Crime committed by anyone who, in the exercise of a commercial activity, or in a store open to the public, delivers to the purchaser a movable item for another, or a movable item, by origin, source, quality or quantity, different from that stated or agreed upon. (ref. Art. 515 of the Penal Code).
- **Sale of industrial products with misleading signs.** Offence committed by anyone who offers for sale or otherwise puts into circulation original works or industrial products, with names, trademarks or distinctive national or foreign signs, designed to mislead the buyer on the origin, source or quality of the work or product (see Art. 515 of the Penal Code).
- **Manufacture and trade of goods made by usurping industrial property rights.** Without prejudice to the application of articles 473 and 474, a crime committed by anyone who, being able to know of the existence of the industrial property title, manufactures or industrially uses objects or other goods made by usurping an industrial property title or in violation of the same (ref. Art. 5517-ter of the Penal Code).
- **Unlawful competition with threats or violence** an offence committed by anyone who, in the exercise of a commercial, industrial or in any case productive activity, carries out acts of competition with violence or threats (ref. Art. 513-bis of the Penal Code).
- **Fraud against national industries.** Offence committed by anyone who, by selling or otherwise putting into circulation, on domestic or foreign markets, industrial products with counterfeit or altered names, brands or distinctive signs, causes damage to national industry (ref. Art. 514 of the Penal Code).
- **Counterfeiting, alteration or use of trademarks or distinctive signs or of patents, models and designs,** a crime connected with the conduct of anyone who, being in a position to know of the existence of the industrial property title, counterfeits or alters trademarks or distinctive signs, national or foreign, of industrial products or, without being involved in the counterfeiting or alteration, makes use of such counterfeited or altered trademarks or signs, or counterfeits or alters patents, designs or industrial models, national or foreign or, without being involved in the counterfeiting or alteration, makes use of such counterfeited or altered patents, designs or models (ref. Art. 473 of the Penal Code).

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6.2.5 CORPORATE OFFENCES (ART. 25-TER)

In relation to corporate offenses provided for by the Civil Code, if committed in the interest of the company, by directors, general managers or liquidators or by persons subject to their supervision, the following offenses are potentially configured for SANDRA:

- **False corporate communications** constituted by the conduct of directors, general managers, managers in charge of drafting corporate accounting documents, auditors and liquidators who, with the intention of deceiving the shareholders or the public and in order to obtain an unjust profit for themselves or others, in financial statements, reports or other corporate communications provided for by law, aimed at the shareholders or the public, present material facts that do not correspond to the truth, even though they are the subject of evaluations, or omit information whose disclosure is required by law on the economic, equity or financial situation of the company or the group to which it belongs, altering it in a way that is appreciable and capable of misleading the recipients on the aforementioned situation. Punishment is also extended to cases where the information concerns assets owned or administered by the company on behalf of third parties. The penalty is different and more serious if the above conduct has caused financial damage to the company, the shareholders or the creditors (ref. Art. 2621 of the Civil Code).
- **False corporate communications to the detriment of the company**, shareholders or creditors, constituted by the conduct of directors, general managers, managers in charge of drawing up the corporate accounting documents, auditors and liquidators who, with the intention of deceiving the shareholders or the public and in order to obtain for themselves or for others an unjust profit, in the financial statements, reports or other corporate communications provided for by law aimed at the shareholders or the public, by stating material facts that are not true, even though they are subject to assessment, or by omitting information whose disclosure is required by law on the economic, equity or financial situation of the company or the group to which it belongs, altering it in a way that is appreciable and capable of misleading the recipients on the aforesaid situation, cause financial damage to the company, the shareholders or the creditors (ref. Art. 2621 Civil Code).
- **Obstruction of control**, an offence constituted by the conduct of directors who, by concealing documents or with other suitable devices, prevent or in any case obstruct the performance of control activities legally attributed to shareholders or other corporate bodies (ref. Art. 2625 Civil Code).
- **Transactions to the detriment of creditors**, consisting of the conduct of directors who, in violation of the provisions of law protecting creditors, carry out reductions in share capital or mergers with other companies or demergers, causing damage to creditors (ref. Art. 2629 of the Civil Code).
- **Unlawful influence on the shareholders' meeting**, crime constituted by the conduct of those who, with simulated or fraudulent acts, determine the majority in the shareholders' meeting, in order to obtain for themselves or others an unfair profit (ref. Art. 2636 of the Civil Code).
- **Crime of bribery among private individuals** reato costituito dalla condotta di amministratori, i direttori generali, i dirigenti preposti alla redazione dei documenti contabili societari, i sindaci e i liquidatori, che, a seguito della dazione o della promessa di denaro o altre utilità, per sé o per altri,

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compiono od omettono atti, in violazione degli obblighi inerenti al loro ufficio o degli obblighi di fedeltà, cagionando nocumento alla società (rif. Art. 2635 del codice Civile)

6.2.6 CULPABLE HOMICIDE OR SERIOUS OR VERY SERIOUS INJURIES COMMITTED IN VIOLATION OF THE REGULATIONS ON THE PROTECTION OF HEALTH AND SAFETY AT WORK

The regulatory changes introduced by Law 123 of 3 August 2007 and by Legislative Decree 81 of 9 April 2008, have led to the extension in Legislative Decree 231/2001 of the Administrative Liability of legal entities, companies and associations (including those without legal personality) in relation to offences connected with the violation of accident prevention and safety regulations.

In relation to the potentially applicable underlying offences, the offences envisaged by ART. 25-SEPTIES are considered particularly relevant for SANDRA in terms of

- **Manslaughter**, a crime connected with the death of a person caused by the violation of the regulations for the prevention of accidents at work (ref. Art. 589 of the Penal Code).
- **Involuntary personal injury**, crime related to personal injury, serious or very serious, caused by violation of the rules for the prevention of accidents at work (ref. Art. 590 of the Criminal Code). Going into greater detail, it is specified that "injury" means the set of pathological effects constituting illness, i.e. those organic and functional alterations resulting from the occurrence of violent conduct; the injury may be:
 - serious if the disease has endangered the life of the victim, has resulted in a convalescence period of more than forty day or has resulted in the permanent weakening of the functional potential of a sense.
 - very serious if the conduct has caused a probably incurable disease (with permanent effects that cannot be cured) or has caused the total loss of a sense, a limb, the ability to speak correctly or to procreate, the loss of the use of an organ or has deformed or scarred the face of the victim.

In relation to the crimes foreseen by ART. 25-SEPTIES, it is specified that the harmful event, whether it is represented by serious or very serious injury or death, can be perpetrated through active behaviour or through an omissive attitude (lack of intervention aimed at preventing the harmful event).

With regard to the active subjects who can commit the types of offence, the following are identified:

- the worker who, through his/her actions and/or omissions, can jeopardise his/her own and others' health and safety;
- the manager and the person in charge, who may be responsible, among others, for coordinating and supervising activities, training and information;
- the Employer as the main actor in the context of prevention and protection activities in the workplace.

With regard to the omissive attitude, a person is liable for his/her own culpable omissive conduct, damaging the life or physical safety of a person, only if he/she holds a position of guarantee towards the

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victim. The regulations in force identify the Employer as the guarantor "of the physical integrity and moral personality of the employees", this position of guarantee is however transferable, in other subjects, provided that the relative delegation is sufficiently specific, prepared by means of a written deed and suitable for transferring all the powers of and decision-making necessary to protect the safety of the subordinate workers.

6.2.7 RECEIVING STOLEN GOODS, MONEY LAUNDERING AND USE OF MONEY, GOODS OR UTILITIES OF ILLEGAL ORIGIN, SELF LAUNDERING (ART. 25-OCTIES)

- **Use of money, goods or utilities of illicit origin**, crime constituted by the conduct of those who, except for the cases of complicity in the crime and the cases provided for by Articles 648 and 648-bis, use in economic or financial activities money, goods or other utilities from crime (ref. Art. 648-Ter of the Italian Penal Code)
- **Self-laundering** (Art. 648-ter. 1) this crime applies to anyone who, having committed or helped to commit a non-culpable offence, uses, replaces, transfers, in economic, financial, entrepreneurial or speculative activities, the money, goods or other utilities deriving from the commission of that offence, in such a way as to concretely hinder the identification of their criminal origin.

6.2.8 ENVIRONMENTAL OFFENCES (ART. 25-UNDECIES)

Environmental offences are covered by Legislative Decree 152/2006 and Legislative Decree 121/2011, which extended to legal persons the liability for a series of violations committed by directors and employees to the benefit or interest of the legal person. On the basis of the analyses carried out, the following offences are considered relevant and applicable to the Company:

- **Environmental pollution offences envisaged by articolo 452-bis of the Penal Code** whoever illegally causes significant and measurable impairment or deterioration of:
 - of water or air, or of extensive or significant portions of the soil or subsoil;
 - of an ecosystem, biodiversity, including agricultural biodiversity, flora or fauna.
- **Environmental disaster offences envisaged by articolo 452-quater of the Penal Code** anyone who illegally causes:
 - the irreversible alteration of the balance of an ecosystem;
 - the alteration of the balance of an ecosystem whose elimination is particularly onerous and achievable only with exceptional measures;
 - the offence to the public safety because of the importance of the fact for the extension of the impairment or of its damaging effects or for the number of people offended or exposed to danger.
- **Culpable offences envisaged by articolo 452-quater of the Penal Code** Offences under Articles 452-bis and 452-quater committed through negligence and not through wilful misconduct.

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- **Water discharges offences envisaged by Art.137 of Legislative Decree 152/2006 (criminal sanctions),**

- o Offence committed by anyone who opens or in any case carries out new industrial waste water discharges without authorisation, or continues to carry out or maintain such discharges after the authorisation has been suspended or revoked;

- o Discharging industrial wastewater in excess of the limits established by current regulations or more restrictive limits set by the competent authority.

Unauthorized waste management activities Art.256 of Legislative Decree 152/2006 in relation to offences committed by the owners of companies and managers of bodies that abandon or deposit waste in an uncontrolled way, or carry out unauthorized waste mixing activities.

- **Site remediation Art.257 of Leg.Decree 152/2006**, in relation to offences committed by those who cause soil, subsoil, surface water or underground water pollution by exceeding threshold concentration.
- **Violation of the obligation of communication**, keeping of obligatory registers and forms provided for by art. 258, paragraph 4 of Leg. Decree 152/2006, which takes place in the event that the waste transport activity is carried out without the form or if incomplete or inaccurate data are indicated on the form, failure to keep or partial compilation of the loading and unloading register, adherence to the obligations of the waste traceability control system (SISTRI).
- **Illegal trafficking in wastes** and activities organized for this purpose pursuant to art. 259 paragraph 1 and art. 260 paragraph 1 and 2 of Legislative Decree 152/2006.
- **Failure to comply with the use of the computerised waste traceability system SISTRI**, art. 260bis Legislative Decree 152/2006.
- **Atmospheric emissions envisaged by Art.279 of Legislative Decree 152/2006 (criminal sanctions)**, violation of the limits of emissions into the atmosphere and/or non-compliance with the requirements of the Emissions Authorization.
- **Use of ozone-depleting substances**, (ref. Art 3 com 6 L.549 DEL 1993)

6.2.9 EMPLOYMENT OF CITIZENS OF THIRD COUNTRIES WHOSE STAY IS IRREGULAR (ART. 25-DUODECIS)

- **Fixed-terms and indefinite subordinates employment** Art. 22, com.12-bis, of Legislative Decree no. 286 of 25 July 1998, the possibility of employing workers who do not have a regular residence permit or whose residence permit has expired.

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- **Conditions of illegality of the foreigner Legislative Decree no. 286 of July 25, 1998**, there is the possibility, with the aim of obtaining unfair profit, of employing directly or through contracting companies labor that is not legalized or does not have regular residence documents

6.2.10. TAX CRIMES (ART. 25-QUINQUIESDECIES).

- **fraudulent misrepresentation by means of invoices or other documents for non-existent transactions Legislative Decree 74/2000** annual mendacious declarations related to taxes, deriving from non-existent transactions, in which fictitious passive elements are declared.
- **fraudulent declaration by means of other artifices Legislative Decree 74/2000** fraudulent declaration by means of the use of invoices or other documents for non-existent transactions.
- **crime of issuing invoices or other documents for non-existent transactions Legislative Decree 74/2000;**
- **the crime of concealment or destruction of accounting documents Legislative Decree 74/2000;**
- **the crime of fraudulent evasion of tax payments under Legislative Decree 74/2000.**

7 ANALYSIS OF SENSITIVE PROCESSES - RISK ASSESSMENT

7.1 GENERAL PREMISE

On the basis of the description of the relevant Offences given in Chapter 6, this section assesses the activities at risk of commission of such offences, divided into macro-categories.

Below are the general indications connected with the assessment of the risks of offences and the identification of the relative sensitive processes on which to focus attention in order to define the appropriate prevention measures: Prevention Protocols. Before proceeding, however, it is important to state that the Model aims in particular to prevent the following from being committed in SANDRA:

- Offences to the detriment of the Public Administration;
- Computer crimes and unlawful processing of data;
- Extortion, undue induction to give or promise benefits and corruption;
- Crimes against industry and trade;
- Corporate offences;
- Offences resulting from the violation of Prevention and Safety regulations;
- Receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin; Self laundering;
- Environmental Offences;
- Employment of third-country nationals whose stay is irregular;
- Tax offences.

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7.2 SENSITIVE ACTIVITIES - RESOURCES

SANDRA's Organizational Model is based on a specific risk analysis, which is an integral part of the Model itself; the analysis has made it possible to identify the sensitive activities and resources that could potentially lead to the development of offences under Legislative Decree 231/2001, as amended.

7.2.1 OFFENCES OF MISAPPROPRIATION OF FUNDS, FRAUD AGAINST THE STATE

The activities that could lead to the development of crimes of misappropriation of funds, fraud to the detriment of the state related to the SANDRA reality to which greater attention should be paid concern:

- Activities of acquisition and management of contributions, subsidies, loans or guarantees granted by public bodies related to investments in plant or equipment.

Following an analysis of the history of company cases, there are no cases of subsidies for training activities financed by public administrations or direct sales of products to public administrations.

In view of the SANDRA organizational chart, the risk areas on which it is necessary to focus attention are:

- Board of Directors - Chief Executive Officer;
- Administration and Personnel;
- Production Management;
- Finance Area;
- External consultancy.

7.2.2 COMPUTER OFFENCES

The activities that could lead to the development of computer offences on which greater attention should be paid concern:

- Management of Software and Hardware systems (including key management and management of documentation in digital format, management of access to the corporate network, Accounts and profiles, intranet, website management).
- Management of regulatory obligations relating to the subject of Privacy (ref. EU Regulation 2016/679 on the protection of personal data - GDPR i General data protection regulation).

In consideration of the SANDRA Organigram, the risk areas on which it is necessary to focus attention are:

- Board of Directors - Chief Executive Officer;
- Information Systems Area
- External consultants
- Finance and Personnel Administration

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7.2.3 CORRUPTION OFFENCES

The activities which could lead to the development of offences against the Public Administration in terms of corruption and on which it is necessary to pay greater attention concern:

- Obtaining Concessions and licences, managing requests/obtainments/changes/renewals and authorisations to Public Administration bodies.
- Management of corporate and regulatory obligations (updating of powers of attorney, tax substitute declarations, social security treatments, etc.).
- Personnel management (selection and recruitment of personnel, management of remuneration, incentive and benefits policies, management of reimbursement of travel and entertainment expenses).
- Management of inspections, assessments and sanction proceedings by public bodies or supervisory authorities (e.g. ASL, INPS, GdF).
- Management of taxation and litigation.
- Management of promotional events, sponsorships and gifts to the PA.

In consideration of the SANDRA organizational chart, the risk areas on which it is necessary to focus attention are:

- Board of Directors - Chief Executive Officer;
- Administration and Personnel;
- Management Control;
- Production Management;
- Finance area;
- External consultancy;

7.2.4 OFFENCES AGAINST INDUSTRY AND TRADE

The activities that could lead to the development of offences against industry and trade on which greater attention should be paid concern the following activities:

- affixing of signs logos, trademarks, product claims.
- management of patents and models in the manufacture of goods.

In consideration of the SANDRA Organigram, the risk areas on which it is necessary to focus attention are:

- Board of Directors - Chief Executive Officer;
- Industry and Fruit and Vegetables Sales Area;
- Marketing Commission;
- Technical Office;

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7.2.5 CORPORATE OFFENCES

The activities that could lead to the development of corporate offences and on which more attention should be paid concern:

- Development of financial statement valuations and estimates.
- Preparation of financial statements, interim financial statements and reports.
- Management of relations/influence with shareholders and the Board of Statutory Auditors.
- Preparation of documents for the purposes of shareholders' and board resolutions.
- Relationships with public bodies performing regulatory and supervisory activities.
- Management of share capital.
- Performance of extraordinary operations

In consideration of the SANDRA organizational chart, the risk areas on which it is necessary to focus attention are:

- Board of Directors - Chief Executive Officer;
- Administration and Personnel;
- Finance area.

7.2.6 VIOLATION OF WORKPLACE PREVENTION AND SAFETY REGULATIONS

The activities that may give rise to accidents or occupational diseases are defined in the Risk Assessment Document (hereinafter "DVR") prepared pursuant to the Consolidated Safety Act D. Lgs. 81/2008 and subsequent amendments and integrations. Legislative Decree 81/2008 and subsequent amendments and integrations. In particular, SANDRA has identified the risks to the health and safety of workers and the protective measures for their elimination or containment. The DVR is constantly updated, in relation to new and possible prevention requirements, according to the procedures provided for in the Model.

The main activities developed in a partial or ineffective manner that may lead to SANDRA's liability in the event of an event of manslaughter or serious or very serious injury are as follows:

- assessment and updating of all risks (including interference risks);
- identification of protection measures and resources necessary for the elimination/containment of risks to workers' health and safety;
- definition of responsibilities related to the management of risks to workers' health and safety;
- Maintenance of the requirements for the figures involved in safety management;
- Health surveillance for each category of workers employed at SANDRA;
- Staff training on worker health and safety issues;
- contracting of work to external parties and analysis of interference risks;

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- purchase and maintenance of equipment, machinery and facilities;
- management of working environments;
- emergency management - emergency and evacuation plans;
- procedures and/or work instructions related to the management of safety risks;
- collective and/or individual protection measures for the containment or elimination of risks;

The sensitive activities are periodically updated, in relation to new and possible prevention requirements and in relation to the Risk Assessment (DVR); in view of the SANDRA Organigram, the risk areas on which it is necessary to focus attention are:

- Board of Directors - Chief Executive Officer;
- RSPP - Prevention and Protection Service Manager;
- Production sites management;
- Safety and Environmental Document Management;
- Technical Area;
- Purchasing and Supplier Management;
- Management Control.

7.2.7 MONEY LAUNDERING, RECEIVING STOLEN GOODS, USE OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN, SELFLAUNDERING

The activities that could lead to the development of offences of money laundering, receiving stolen goods, use of money, goods or utilities of unlawful origin and on which it is necessary to pay greater attention concern:

- Commercial activities - Preliminary assessment and verification of customers;
- Qualification and selection of suppliers - Purchases;
- Management of financial resources and treasury (Administration);
- Management of extraordinary operations, mergers and acquisitions;
- Management of cash payments by clients (Activity developed in exceptional cases by agreement with Management).
- Payment of taxes
- Payment of wages and salaries

In view of the SANDRA organizational chart, the risk areas on which it is necessary to focus attention are:

- Board of Directors - Chief Executive Officer
- Administration and Personnel
- Purchasing and Supplier Management
- Finance Area
- External consultants related to the calculation of direct taxes and payroll calculation

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7.2.8 ENVIRONMENTAL OFFENCES

The activities that could lead to the development of environmental offences and on which greater attention must be paid concern:

- Operational management of special waste
- Delivery of waste for transport to authorised disposal/recovery centres
- Administrative management/registrations and communications relating to the production of special waste
- Discharge of industrial waste
- Atmospheric emissions
- Management and storage of hazardous substances
- Management and maintenance of plant/equipment
- Non-compliance with the use of the computerised waste traceability system SISTRI;
- Management and use of ozone-depleting substances.

In consideration of the SANDRA Organigram, the risk areas on which it is necessary to focus attention are:

- Board of Directors - Chief Executive Officer
- EMS Management Representative
- RSGA - Environmental Management System Manager
- Production sites management
- Technical Area
- Management Control

In order to prevent the commission of Environmental Crimes, SANDRA has adopted a certified Environmental Management System in accordance with UNI EN ISO 14001:2004, which provides for the adoption of a set of procedures and operating instructions aimed at ensuring the proper management of environmental aspects associated with the activities carried out by the organization as well as the continuous improvement of the environmental performance of the organization.

7.2.9 EMPLOYMENT OF ILLEGALLY STAYING THIRD-COUNTRY NATIONALS

The activities that could lead to the development of offences involving the employment of illegally staying third-country nationals to which greater attention needs to be paid concern:

- Selection and management of personnel (direct or temporary)
- Outsourcing of work to external companies

In consideration of the SANDRA Organigram, the risk areas on which it is necessary to focus attention are:

- Administration and Personnel

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- Purchasing and Supplier Management
- Temporary agencies (external suppliers/consultants)

7.2.10 TAX OFFENCES

The corporate activities that could lead to the development of tax offences to which greater attention must be paid concern:

- Preparation and management of tax returns (e.g. IRES, VAT, IRAP, etc.)
- Payment of taxes
- Withholding taxes relating to personnel
- Accounting management
- Keeping and safekeeping of compulsory documentation and accounting records
- Issuing and accounting for invoices/credit notes
- Expense reports (deduction of expenses that were not or not fully incurred in order to record fictitious liabilities and evade income tax)
- Managing the purchase of goods and services
- Sales management of goods and services
- Property management
- Inventory management
- Sale and disposal of assets
- Strategic planning and non-routine activities

In view of the SANDRA Organigram, the risk areas on which it is necessary to focus attention are:

- Board of Directors/Managing Director process
- Administration and Finance
- Information systems
- Purchasing
- Commercial
- External consultancy

7.2.11 ATTEMPTED OFFENCES

Company activities exposed to sensitive processes.

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8 PREVENTION MEASURES

SANDRA, in accordance with the provisions of Article 6 of Legislative Decree 231/2001, has defined and uses specific prevention protocols (detailed in the SPECIAL SECTION - CRIME PREVENTION PROTOCOLS) aimed at preventing or mitigating the risk of committing these offences.

8.1 GENERAL PREVENTION MEASURES

In the context of operations relating to SANDRA's sensitive activities, the general control protocols are based on the following principles:

- All sensitive operations carried out within the individual Risk Areas must be performed in compliance with applicable laws, the Code of Ethics, SANDRA's values and policies, and the laws contained in this Organizational Model;
- the formation and implementation of SANDRA's decisions must comply with the principles and prescriptions contained in the provisions of the law and the Code of Ethics
- the management, coordination and control responsibilities within SANDRA are formalized at the level of the organization chart and company job description;
- the authorization levels of the acts of the Company are always documented and traceable;
- the assignment and exercise of powers within a decision-making process is consistent with the positions of responsibility and with the importance and/or criticality of the related economic operations;
- the levels of hierarchical dependence and the various tasks within SANDRA are formalized in the company's job description;
- the system of proxies and powers of signature towards the outside is consistent with the responsibilities assigned to each director, and the knowledge of these powers by external parties is guaranteed by appropriate communication tools;
- persons who have been previously identified for this purpose are authorised to deal with the public administration;
- there is no subjective identity between those who take or implement decisions, those who must give evidence of them in the accounts and those who are required to carry out the controls on them provided for by law and by the procedures provided for by the internal control system; it is therefore ensured
- the remuneration systems rewarding employees and collaborators respond to objectives that are realistic and consistent with the tasks, activities carried out and responsibilities entrusted;
- the Company's financial flows, both incoming and outgoing, are constantly monitored and always traceable;
- levels of control and traceability of accounting and tax data are defined.
- for all risk operations concerning sensitive activities, prevention procedures are implemented and enforced and an internal manager is identified for the implementation of

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the operation (unless otherwise indicated, the internal manager coincides with the function responsible for the management of the risk operation in question).

- The internal manager may request information and clarifications from all the corporate functions involved in the risk operations; he/she shall promptly inform the Supervisory Board of any criticality or conflict of interest. The Head may call on the Supervisory Board in all cases of ineffectiveness, inadequacy or difficulty in implementing the prevention protocols or the operational procedures for implementing them, or in order to obtain clarification of the objectives and prevention methods laid down in the Model.
- documents concerning the formation of decisions and their implementation are filed and kept by the competent function;
- Access to archived documents is allowed only to persons authorised under company operating procedures, as well as to the Board of Statutory Auditors, the auditing firm and the Supervisory Board;
- the Supervisory Board checks that the company operating procedures governing activities at risk are implemented and updated in accordance with the company Organisational Model.

8.2 SYSTEM OF PROXIES AND POWERS OF ATTORNEY

Within the framework of the Organisational Model, SANDRA has set up a system of powers of attorney and proxies aimed at preventing the offences provided for in Legislative Decree No. 231/2001 and enabling efficient management of the company's activities.

In relation to the Organisational Model, the following is meant:

- **Delegation**, internal act of attribution of functions and tasks at company organisational level.
- **Power of attorney**, an unilateral legal transaction in which SANDRA grants an individual powers of representation in relation to third parties.

If the holders of corporate functions need powers of representation in order to perform their duties, they may be granted a General Functional Power of Attorney, while management powers may be granted by proxy. In general, the system of powers of attorney and proxies is characterised by security elements aimed at preventing the commission of Relevant Crimes through the traceability of sensitive operations carried out in risk areas.

The main requirements of the system of granting powers of attorney to ensure effective prevention of Offences are as follows:

- each delegation must specifically define the powers of the delegate, the person to whom the delegate is answerable hierarchically and the spending powers that the delegate may have.
- All those who have relations with the P.A. on behalf of SANDRA must have a formal delegation of authority;
- the powers of attorney must correspond to the management powers assigned to the various functions in accordance with the company's organisational chart.

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The main requirements of the system of granting powers of attorney to ensure effective prevention of Offences are as follows:

- each power of attorney may be granted to natural persons expressly identified in the power of attorney itself or to legal persons acting through their proxies invested with similar powers;
- general functional powers of attorney are conferred on persons provided with an internal delegation of authority or a specific appointment contract.

Powers of attorney must be governed by specific system documents that:

- Define the modalities and responsibilities to ensure they are updated in a timely manner;
- Establish the cases of assignment, amendment and revocation (e.g. assumption of new responsibilities, transfer to other tasks, resignation, dismissal, etc.).

The Supervisory Body (SB), with the support of the other SANDRA corporate functions, periodically verifies that the system of delegated and proxy powers is adequate and in line with the system of organizational communications.

The Supervisory Board proposes any changes to the powers of attorney and delegations in force in the following cases:

- anomalies are found in the application of the powers of attorney/proxies;
- the management power and/or qualification does not correspond to the powers of representation conferred on the attorney.

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9 SPECIAL PART – CODE OF ETHICS

CODE OF ETHICS

1. INTRODUCTION

1.1. Introduction

The present document, which has the ambition of being the identity card of business ethics, was created as a result of the growing attention to the principles of corporate governance and corporate social responsibility, which generated the need to disclose in a single text the values that are to be considered fundamental within SANDRA S.p.A.

The code of ethics, defined and approved by the Board of Directors, expresses in systematic terms and sets out in a single document the fundamental ethical principles that the company recognises, accepts and shares as a guide to the business conduct of those who work within the company, adopting principles of legitimacy, transparency and verifiability.

The code therefore constitutes a set of principles whose observance by all those to whom it is addressed is of fundamental importance for the regular operation, the reliability of the management and the image of SANDRA S.p.a.

In carrying out its activities, SANDRA S.p.A. acts in accordance with the principles of freedom, human dignity and respect for diversity.

SANDRA S.p.A. repudiates any discrimination based on sex, race, language, personal and social conditions, religious and political beliefs.

To this end, SANDRA S.p.A. promotes a working environment that is inspired by respect, fairness and collaboration, and which allows the involvement and empowerment of employees and collaborators, with regard to the specific objectives to be achieved and the methods for pursuing them.

This Code of Ethics, therefore, has been prepared with the aim of clearly defining the set of values that SANDRA S.p.A. accepts and shares.

1.2. What is 'Ethics'?

"Ethics" expresses the set of rules of conduct - both public and private - followed by a person or a group of people. It is a word used in many contexts and indicates a reflection on rules and principles to be followed in practical life. The scope of ethics, therefore, while referring to an abstract universe (made up of principles and values), is anything but theoretical: it concerns everyday life and is translated into rules of conduct. When reflection on ethics moves from individual action to a broader organisational and corporate sphere, the concept of individual responsibility and awareness is inevitably linked to that of Corporate Social

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Responsibility, which is configured as the ability to integrate one's own economic activities with respect for and protection of all the parties with which it relates.

1.3. Cos'è in Codice Etico

The Code of Ethics represents the statement of the set of values, principles and lines of conduct that must inspire the company's employees and consultants in their work. The introduction of ethics into company processes is undoubtedly a key factor in the development of quality and company competitiveness as it tends to catalyse growth in a balanced manner. The code must take into account that ethics must involve both collective and individual behaviour, that the application of the principles set out must concern both respect for the law and respect for moral values.

The objective of the Code of Ethics is to promote unambiguous behavioural guidelines and to consolidate the company's morality and efficiency in internal and external relations (customers, suppliers, institutions), thus consolidating a positive company reputation with consequent benefits, including economic ones. The Code of Ethics also sets reference standards and rules of conduct that must characterise the company's decision-making processes and guide its behaviour. The Code is therefore an aid for all employees and all stakeholders to behave according to correct ethical principles.

1.4. Legal references

Legislative Decree 231/2001 introduced the concept of the administrative liability of companies for offences committed by directors, managers or employees, linking them to heavy pecuniary or prohibitory sanctions. In fact, this provision provides for the attribution of certain types of offences committed 'in the interest or to the advantage of the entity' no longer only to the natural persons who committed the offence, but also and above all to legal persons such as the companies for which they work.

The recipients of this decree are entities with and without legal personality such as, for example, SpAs, Srls, Sapa, Snc, Sas, associations, cooperatives, foundations, private and public economic entities and, more generally, all companies organised in corporate form.

The offences envisaged by the Decree have been subject to subsequent additions over time; at the time of drafting this document they include:

- Misappropriation of funds, fraud against the State or a public body or for obtaining public funds and computer fraud against the State or a public body
- Computer crimes and unlawful processing of data
- Organised crime offences
- Extortion, undue inducement to give or promise benefits and corruption
- Forgery of money, public credit cards, revenue stamps and identification instruments or signs
- Crimes against industry and trade
- Corporate offences
- Crimes for the purposes of terrorism or subversion of the democratic order
- Practices of mutilation of female genital organs

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- Crimes against the individual
- Market abuse
- Manslaughter or grievous or very grievous bodily harm committed in breach of the rules on the protection of health and safety at work
- Receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin)
- Copyright infringement offences
- Inducement not to make statements or to make false statements to the judicial authority
- Environmental offences
- Employment of third-country nationals whose stay is irregular
- Racism and xenophobia
- Fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices
- Tax offences
- Smuggling offences
- Attempted crimes

1.5. Addressees

Compliance with the code of ethics is required of: Board of Directors, Board of Statutory Auditors, Top Management, employees and those who operate, permanently or temporarily, on behalf of the Company including consultants, suppliers, business partners or in any case all persons bound by a relationship of collaboration with SANDRA S.p.A.

2. PRINCIPLES

The top management and the various managers must constitute a reference model for all employees by maintaining, in the performance of their duties, an irreproachable conduct and by promoting the spirit of cooperation, trust, mutual respect and collaboration in order to improve the company climate, the relationships among colleagues and the prestige of the Company.

It is forbidden to take, in the performance of one's duties, decisions contrary to or in conflict with the interests of the Company or, in any case, not compatible with the observance of official duties.

In the pursuit of the company's objectives, the needs of customers and business partners as well as the expectations of shareholders must be interpreted in the best possible way.

Every company activity must be carried out with the utmost diligence, honesty, moral integrity and professional rigour. Italian and European Union regulations and those of all the countries with which it operates must be observed, as must company procedures and the values of the Code of Ethics

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3. VALUES

The development of the spirit of belonging to the Company and the improvement of the corporate image are common objectives that must constantly guide the behaviour of each individual.

All the operations, actions, transactions and, in general, all the behaviours of the corporate bodies, of the staff, of the external collaborators in the exercise of the functions of their competence, shall be inspired by the values of loyalty, impartiality, integrity, correctness, efficiency and transparency as well as by the respect and wise use of the corporate assets and resources, respecting the dignity and diversity of the human resources.

Staff must cooperate with colleagues, avoiding behaviour considered offensive or, in any case, characterised by conflict.

In their relations with the outside world, employees shall behave in such a way as to inspire trust and competence in those who come into contact with the company, showing courtesy and helpfulness and dealing with the issues submitted to them in a fair, transparent, efficient and prompt manner.

4. METHODS OF IMPLEMENTATION AND CONTROL

SANDRA has appointed a Supervisory Body (SB), a collegial body with autonomous powers of initiative and control established by the Board of Directors, which is entrusted with the task of supervising the operation of and compliance with the Organization, Management and Control Model pursuant to Legislative Decree 231/2001, as amended, as well as the effective observance and application of the Code of Ethics, which is an integral part of SANDRA's Business Model.

The Supervisory Board is assigned the following powers and duties:

- Supervise the observance and effectiveness of the organizational model, i.e., verify the consistency between the model's rules and the behaviors concretely implemented in the corporate context
- Verifying the adequacy and effectiveness of the Organisational Model, i.e. verifying the capacity of the rules contained therein to prevent the unlawful behaviours which are intended to be avoided;
- Verify the maintenance over time of the effectiveness and adequacy of the organisational model;
- Promote the knowledge, understanding and dissemination of the Organisational Model within SANDRA by providing instructions, clarifications and by encouraging and verifying the activity of specific training/information courses;
- Suggesting updates to the Organisational Model to adapt it to the applicable law, internal organisational changes and changes in the activities carried out.
- Supervise compliance with and application of the Organisational Model by suggesting possible sanctions pursuant to applicable law and in accordance with employment contracts;

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- Identify and adequately monitor the risks specified in Legislative Decree no. 231 with respect to company processes, requesting updates to the detection and mapping of such risks;
- Plan and carry out periodic visits to SANDRA to evaluate the correct application of the Organizational Model; also develop extraordinary audits or targeted investigations in the event of dysfunctions of the Model, the occurrence of crimes or the disregard of prevention procedures;
- Collaborate in the definition of the codes of conduct applicable in SANDRA;
- Access all the activities carried out by SANDRA in relation to the application of the Organizational Model, as well as the related documentation;
- Access all the activities carried out by third parties for SANDRA that may be relevant from the point of view of offences;
- Report to the Board of Directors in a timely manner any violation of the Model that is deemed significant.

Directors, Statutory Auditors, Key Personnel, internal staff or third parties must promptly report acts, behaviours or events that may lead to a violation of the principles of the Code of Ethics and the Organisational Model directly to the SB; With reference to the management of reports on ethical and social issues, SANDRA SpA (henceforth SANDRA) has defined a specific IQ AF 11-01 procedure that provides for the possibility of submitting reports in anonymous, confidential or signed form (at the discretion of the party concerned), with the aim of intercepting non-compliant conduct in good time, in order to remedy and correct it, and to involve all Stakeholders in an activity aimed at combating non-compliance, through active and responsible participation (a procedure which provides for the possibility of reporting offences or irregularities and communications of retaliatory measures, pursuant to art. 54-bis, legislative decree 165/2001, so-called Whistleblowing - odvsandra@virgilio.it).

The SB protects the authors of the reports against any retaliation they may face for having reported incorrect behaviour and keeps their identity confidential, without prejudice to legal obligations. The verification of the adequacy of the Code of Ethics with respect to the sensitivity of the Company, its implementation and enforcement is the responsibility of the Board of Directors and the company management, which may also promote proposals for integration or modification of its contents. In this regard, the Company, in respect of privacy and individual rights, provides information channels through which all those who become aware of any unlawful conduct within the Company can freely and confidentially report directly to the management.

5. RELATION WITH THW OUTSIDE WORLD

5.1. Relations with institutions

The relations of SANDRA S.p.A. with national, EU and international public institutions ("Institutions"), as well as with public officials or public service officers, or bodies, representatives, agents, members, employees, consultants, persons in charge of public functions or services, public institutions, public administrations, public bodies, including economic ones, local, national or international public bodies or companies ("Public

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Officials") must be maintained in compliance with the regulations in force and on the basis of the general principles of fairness and loyalty.

In relations with public officials, employees must behave with the utmost fairness and integrity, avoiding giving the impression of wanting to improperly influence decisions or request favourable treatment.

Gifts or acts of courtesy and hospitality towards public officials are also not allowed, unless they are of modest or low value and in any case such as not to compromise the integrity and reputation of one of the parties or to be interpreted as a means of acquiring illegal or undue and/or improper advantages.

Similarly, in relations with public officials, with whom he comes into contact for work reasons, the employee may not accept compensation, gifts or favourable treatment of more than symbolic value; the employee is obliged to inform his line manager of offers received in this sense.

5.2. Relations with suppliers

Negotiations with potential suppliers must be based on good faith and transparency, taking care to avoid unjustifiably biased negotiations.

Since SANDRA S.p.A.'s primary aim is the satisfaction of its customers, partnerships may be developed with suppliers who are able to satisfy customer needs better than others.

In this regard, it will be the responsibility of the employees who select and manage the suppliers to ascertain all the useful elements for the purpose of qualifying the supplier from the point of view of his technical and professional suitability, and this also in accordance with the provisions of the laws in force concerning industrial and intellectual property rights and the protection of health and safety at work and integrity in the workplace. It is necessary to request information such as, but not limited to, the company organisation, the personnel used, their full compliance with current regulations and previous experience with other companies in the sector. It is also important to keep control of the maintenance of the requirements throughout the duration of the supply relationship (e.g. verification of the identity and regularity of the personnel used in contract activities, regularity of recruitment, etc.).

Each offer must be carefully evaluated; the choice of suppliers, as well as the formulation of purchasing conditions, must be impartial, fair and must be based exclusively on technical (quality of the good and/or service, service guarantee, reliability), economic (price - value of the good and/or service) parameters and must be in line with company policies and procedures.

The purchase of goods must be followed in an honest and transparent way to ensure the best quality and price in a competitive process, rather than awarding contracts on the basis of personal preferences. Whenever possible, orders of a certain importance should be verified and awarded through organised competition between two different suppliers.

In dealings with suppliers or other persons with whom they come into contact for business reasons, top management and employees may not accept compensation, gifts or favourable treatment of more than symbolic value; employees are obliged to inform their line manager of offers received in this sense.

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5.3. Relations with customers

Relations with customers are based, on the one hand, on diligence, correctness and transparency of conduct in order to consolidate the relationship of trust between SANDRA S.p.A. and its customers, and, on the other hand, on confidentiality, professionalism and quality of services to protect the interests of the customer.

The activity of SANDRA S.p.A. is focused on the satisfaction and protection of its customers by listening to the requests that can help to improve the quality of products and services.

The Quality, Environment, Health and Safety Policy is consistent with this objective.

Illegal sums of money and bribes are absolutely prohibited by SANDRA S.p.A. under any circumstances. It is never permitted to receive or give money, regardless of the amount.

Gifts and promotional items may be given to customers if they do not exceed normal courtesy and in any case must be of modest value, always in accordance with the law; this must not be interpreted as a search for favors.

5.4. Relations with consultants

In cases where consultants are used, the nature of the services to be requested from them must be determined in advance.

The consultant should be chosen who, due to his professional background, is best able to fulfil the services required.

The performance of the services by the consultant shall be carried out in a transparent manner so as to allow the Company to verify the services actually performed, and the advice shall always be given in compliance with the Company's objectives and policies, the law and this Code of Ethics.

Payment for services shall be made on the basis of a detailed account of the activities carried out and the remuneration shall be commensurate with that normally charged for services of similar content and quality.

6. RELATIONS WITH STAFF

6.1. Relations with personnel

Human resources are an indispensable element for the development and success of the Company.

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The professionalism and commitment of the employees represent decisive values for the achievement of the Company's objectives, which, therefore, rewards the skills and results achieved by each employee.

SANDRA S.p.A., therefore, undertakes to develop, also through constant and specific training activities, the skills and competencies of each employee to enable him/her to achieve his/her full potential.

The competent functions shall, therefore, select, hire, remunerate and manage personnel on the basis of criteria of merit, professionalism, availability for work, competence and without any discrimination based on sex, race, language, religion, political opinions, personal and social conditions, in compliance with the law and labour contracts.

The hiring of persons related to employees by family ties, up to the second degree, and by conjugal ties is an exception and, therefore, must be authorised in advance by the Managing Director: also in this case, the above principles must be respected.

Managers are committed to creating a working environment in which each individual is treated as a colleague and as a member of a team, fostering mutual respect.

Everyone must feel responsible for safeguarding the company's assets (whether tangible or intangible) and for their correct use.

It is forbidden to misuse or damage the goods and resources of the Company and to allow others to do so.

SANDRA S.p.A. is committed to protecting the moral and physical integrity of its employees, consultants and customers.

To this end, it promotes responsible and safe conduct and adopts all the safety measures required by technological evolution to guarantee a safe and healthy working environment, in full compliance with the regulations in force on prevention and protection.

6.2. Protection of the individual

The company is committed to ensuring compliance with the conditions necessary for the existence of a collaborative and non-hostile working environment and to preventing discriminatory behaviour of any kind.

The cooperation of all is required in order to maintain a climate of mutual respect for the dignity, honour and reputation of each individual.

All employees at any level and in any position must do their utmost to avoid any quarrel, must avoid the use of discourteous manners with colleagues and customers and of language that is offensive to the beliefs and morals of others and, in general, must avoid attitudes and words that are harmful to the personality. The company does not tolerate, as a matter of principle, such attitudes.

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Employees who believe they have been discriminated against may report the incident to their supervisor, to the workers' safety representative and to the quality, environment and safety department, which will investigate the actual violation.

Disparities that can be justified on the basis of objective criteria do not constitute discrimination.

6.3. Staff selection

Without prejudice to the obligations deriving from the provisions in force, the selection of personnel is subject to the verification of the full compliance of the candidates with the professional profiles required by the company, in compliance with equal opportunities for all the persons concerned. In the selection of professional figures, no discriminatory criteria concerning sex, geographical origin, religious or sexual orientation or any other aspect that may constitute or encourage discrimination shall be applied.

6.4. Recruitment

Personnel are hired on the basis of regular employment contracts, since no form of employment relationship that does not comply with or circumvents the provisions in force is permitted. Throughout the duration of the employment relationship, compliance with current and applicable laws and regulations and the requirements underlying regular employment must be maintained.

6.5. Duties of personnel

Personnel are hired on the basis of regular employment contracts, since no form of employment relationship that does not comply with or circumvents the provisions in force is permitted. Throughout the duration of the employment relationship, compliance with current and applicable laws and regulations and the requirements underlying regular employment must be maintained.

6.6. Affitional duties. Accounting entries and records.

Those entrusted with the task of keeping accounting records are required to make all entries accurately, completely, truthfully and transparently and to allow for any verifications by persons, including external persons, appointed for this purpose.

Accounting records must be based on accurate and verifiable information and must fully comply with internal accounting procedures.

Each entry must make it possible to reconstruct the relevant operation and must be accompanied by adequate documentation.

All actions concerning the business activity must result from adequate records that allow for checks and controls on the process of decision-making, authorisation and execution.

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Anyone who becomes aware of any omissions, errors or falsifications is obliged to report them to his/her manager or to the Supervisory Board.

6.7. Conflict of interest

In order to maintain the highest level of integrity in the conduct of company business, each employee is required to avoid any activity or situation of personal interest that constitutes or may constitute a conflict between individual interests and those of the Company.

Employees must consider the Company's interests as a top priority and must avoid any action that could result in disadvantage or harm to the Company.

For example: employees must refrain from taking advantage of their position in order to favour business or persons outside the Company or to favour themselves, to the detriment of the Company.

Any situation of real or potential conflict of interest must be communicated in advance to the manager, who shall inform the Supervisory Board accordingly.

6.8. Company assets

Each worker is required to act diligently to protect company assets from improper or incorrect use.

In accordance with current legislation, workers are responsible for protecting company assets and any other property, whether tangible or intangible, from unauthorised use, damage or loss resulting from inexperience, negligence or wilful misconduct.

The principles of discipline, dignity and morality must inspire the conduct of employees in the performance of their work.

Each employee is directly and personally responsible for the protection and preservation of the assets entrusted to him/her for the performance of his/her duties.

It is not permitted:

- obtain, use or divert company assets for personal use or advantage;
- materially modify or destroy company assets without proper authorisation;
- remove company assets or use company services without prior authorisation.

Any suspicion of fraud or theft by employees or third parties must be reported.

The use of company cars and all goods and services that employees have obtained the availability of due to the functions entrusted to them by the company is strictly limited to company needs.

Personal use is possible only in the cases, in the manner and within the limits in which it has been authorised and agreed.

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6.9. Use of computer system

With respect to the use of computer systems, each employee is responsible for the security of the systems used and is subject to the applicable regulations and the conditions of the licence agreements.

Without prejudice to the provisions of civil and criminal laws, the improper use of company assets and resources includes the use of network connections for purposes other than those inherent to the employment relationship, unless authorised, or for sending offensive messages or messages that may damage the company's image.

Within the IT infrastructure, workers may use the services (e-mail, internet, etc.) in compliance with the provisions of the company policy. Each employee is also required to make the necessary efforts to prevent the possible commission of offences through the use of IT tools.

6.10. Gifts, presents and other benefits

Employees may not ask, for themselves or for others, gifts or other benefits, nor accept them, except for those of modest value or in accordance with normal business practices and courtesy, from anyone who has benefited or who may benefit from the company's activities.

Employees may also not offer gifts or other benefits to any person from whom they may obtain favourable treatment in the conduct of any activity connected with the company. No unlawful advantages may be granted to public or private customers or suppliers.

The gifts and benefits offered but not accepted, which exceed a modest value, must be reported to allow an adequate evaluation by the department manager, who, according to the established procedures, will inform the Supervisory Body of SANDRA S.p.A.

6.11. Protection of confidentiality

SANDRA S.p.A. guarantees the protection of the personal data of all its collaborators. In the event that the latter should provide personal information, the company undertakes to treat the same in compliance with the reference regulations.

The acquisition, processing and storage of this information is carried out within specific procedures aimed at guaranteeing that unauthorised persons cannot gain knowledge of it and that the regulations for the protection of privacy are fully respected.

6.12. Confidentiality and information management

Employees are required to keep confidential the information they learn in the performance of their duties in accordance with laws, regulations and circumstances.

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The employee must observe this duty of confidentiality even after the termination of the employment relationship, ensuring that the obligations provided for by current legislation on privacy are complied with; he/she must also carefully guard the documents entrusted to him/her.

6.13. Information obligations

Each employee is obliged to report any facts, behaviours detected and/or instructions received in contrast with the law, labour contracts, company regulations and the Code of Ethics.

The report must be made promptly to the Supervisory Board, to the workers' safety representative and to the Quality, Environment and Safety sector, which will proceed to ascertain the actual violation.

6.14. Obligations of employee

The provisions set out in the preceding paragraphs are extended to all possible collaborators, consultants, agents and agents of the company.

7. PARTECIPATION IN TENDERS AND RELATIONS WITH CONTRACTORS

7.1. Participation in competitive bidding procedures

When taking part in competitive bidding procedures, the company carefully assesses the appropriateness and feasibility of the services requested, with particular regard to the regulatory, technical and economic conditions, pointing out, where possible, any anomalies in a timely manner and in no case assuming contractual commitments that may put the company in the position of having to resort to unacceptable savings on the quality of the service, personnel costs or work safety.

7.2. Fairness in business dealings

In its relations with customers, the company ensures fairness and clarity in commercial negotiations and in the assumption of contractual obligations, as well as the faithful and diligent fulfilment thereof.

8. ENVIRONMENTAL PROTECTION

SANDRA S.p.A. devotes the utmost attention, in addition to safety and quality aspects, to the environmental aspects related to its activity. The company aims to achieve sustainable development and harmony between ecology and business activities, in order to contribute to the welfare of all.

SANDRA S.p.A. is first of all committed to ensuring compliance with the laws in force and to guaranteeing the continuous improvement of its environmental performance, which is an essential condition for "sustainable development". To this end, specific environmental programmes are established and maintained for the reduction of environmental impacts and the optimal use of resources, relating to the most significant aspects such as, for example, the management of water, energy, waste and raw materials. The programme aims to achieve innovative results, making environmental protection a top priority. SANDRA S.p.A. pursues

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this objective through the development of products and production processes that minimize the impact on the environment and contribute to its preservation on a global scale.

In particular, the commitments made by SANDRA S.p.A. from an environmental perspective concern the following aspects:

- To make a useful contribution to society through the development of technologies and products oriented towards the conservation of resources and the environment.
- Adopt production methods oriented to the reduction of environmental impact (reduction of the consumption of energy resources, raw materials, hazardous substances, reduction of industrial waste production).
- Implement all possible forms of environmental risk reduction through monitoring and control systems, adequate organisation of response to events, thorough training of staff.
- Work in synergy with local authorities and national and international partners to define common environmental strategies.
- Promote, among the employees of SANDRA S.p.A., the awareness of environmental conservation, through training and awareness activities.

The environmental commitment of SANDRA S.p.A. involves not only all the employees working in our plants, but also the contractors who, with their work, contribute to the realization of the product and to the management of the facilities.

All personnel, contractors and other interested parties are called upon to actively collaborate, to the extent of their competence, in improving the Environmental Management System. The commitment that we intend to maintain concerns everyone: **PRODUCING PACKAGING WITH RESPECT FOR THE ENVIRONMENT.**

9. HEALTH AND SAFETY PROTECTION

The primary objective of SANDRA S.p.A. is to guarantee to all its workers, both internal and external, the maintenance of a safe and healthy working environment, in full compliance with the provisions of the relevant laws and regulations.

In addition to this, SANDRA S.p.A. really cares that the principles of safe living are not only shared within its plants, but also spread within the community of people who come into contact with it in any way.

All this is done by means of awareness-raising and facilitation courses that SANDRA S.p.A. promotes through its staff, but also through collaboration with external and institutional bodies.

In the event of the emergence of activities considered unsafe or unsuitable conditions or environments from the standpoint of non-compliance with safety standards, immediate reference must be made to the hierarchical manager or to the Protection and Prevention Service Manager (R.S.P.P.) or to the Workers' Safety Representatives (R.L.S.).

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10. THE QUALITY MANAGEMENT SYSTEM

The mission that SANDRA S.p.A. has decided to pursue is that of an ever greater satisfaction of the needs and expectations, both expressed and implied, of Customers, Employees, Collaborators and Owners.

To this end, the Board of Directors establishes that the objectives to be pursued, in order to achieve the expected result, are as follows:

- Improve the effectiveness and efficiency of the organisation, in order to increase the competitiveness of the Company
- Consolidate and increase the relationship with current customers by solving problems, and attack the market to acquire new customers, ensuring the company's constant development
- To obtain and improve in the human resources a "team game" that allows the Company to generate positive results

In order to achieve the set objectives, it has been decided to adopt the following means:

- Planning, implementing and continuously improving a Quality Management System in compliance with the UNI EN ISO 9001:2000 standard, to be applied to the "Design and production of sheet cardboard and printed and unprinted corrugated cardboard packaging".
- Identify, optimise and monitor the various company processes, with a view to continually improving their effectiveness and efficiency, so that they guarantee:

- **Flexibility**

- **Lean**

- **Speed of response and execution**

- **An increasingly high standard of product quality, the highest available on the market**

- Involve and motivate staff in order to allow everyone to make a systematic contribution to the various projects and to the achievement of the set objectives.
- Ensuring that the professional resources used have the necessary training to operate in accordance with the Quality Policy adopted
- Identifying, qualifying and involving suppliers, establishing with them a relationship of mutual collaboration and trust so as to guarantee systematic respect and continuous improvement of the quality requirements of the product or service purchased.

The Quality Management System is the organisational tool that has been planned and implemented in order to achieve the expressed quality objectives, and the Board of Directors undertakes to periodically verify, together with the Quality Policy, its adequacy and effectiveness in the light of the monitoring data carried out.

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11. ADOPTION AND UPDATES AND/OR AMENDMENTS TO THE CODE OF ETHICS

This Code of Ethics is adopted by resolution of the Board of Directors with immediate effect from its approval.

The Company undertakes to inform all its Collaborators of the principles contained in the Code of Ethics by effective and adequate means.

Any update, amendment or addition to this Code of Ethics constitutes a guarantee of its effectiveness and its compliance with the changes and developments of the context in which it is intended to serve as a guide. Any updates and/or amendments to the Code of Ethics that may be necessary must be approved by the Board of Directors

12. VIOLATION OF THE CODE OF ETHICS AND SYSTEM OF SANCTIONS

The Code of Ethics must be considered an integral part of the contractual obligations of the managers and employees of SANDRA S.p.A.

Violation and non-application, even partial, of the Code of Ethics by the addressees will constitute a breach of contract and an ethical disciplinary offence, with the consequent adoption of disciplinary sanctions proportionate to the seriousness or recidivism of the conduct, which may also involve a claim for compensation for the damage suffered by the company, both material and in terms of its image, and always in compliance with the provisions contained in the applicable labour contracts, the provisions of art. 7 of Law no. 300 of 20 May 1970, as well as other rules for the protection of workers that are applicable in the countries of reference.

Failure to apply all or part of the Code of Ethics by consultants, suppliers and partners will constitute sufficient reason for the interruption of the relationship of collaboration with SANDRA S.p.A

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10 . SPECIAL PART –ETHICAL REGULATION

ETHICAL REGULATION

1 Foreword

SANDRA S.p.A., in order to introduce, clarify and explain the social and ethical responsibility of each participant in the organization, has created and disseminated internally the Code of Ethics, which represents a "Corporate Constitutional Charter" in which the moral rights and duties are established.

The Code of Ethics is one of the main tools for implementing ethics within the company and expresses the commitments and responsibilities in the conduct of business to promote transparency as a fundamental condition for the success of the company.

Knowing and respecting the code of ethics is a right and duty of every employee of SANDRA S.p.A., therefore the company communicates and disseminates its code of ethics to the entire organization. The Code of Ethics, these Regulations and the main procedures relating to social responsibility issues (e.g., Ethical Communication and Social Responsibility Instruction) are distributed to employees at the time of hiring.

This document is an integral part of the Code of Ethics and aims to describe:

- the main aspects connected with Ethical Management and respect for the principles of Social Responsibility;
- the company's commitment to respect for workers within the service activities it owns or directly controls.

The document is not limited to being a formal response to a regulatory requirement, but is intended to be an operational manual containing:

- a description of the strategies for managing ethical requirements;
- indications on the resources and tools arranged, available and implemented to achieve the objectives set;
- a guide for all those involved (partners, shareholders, customers, suppliers, employees) both internal and external, a means of communication to convey and disseminate respect for ethics and the protection of workers.

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REGULATORY UPDATE

The legislative norms of local, national, community and international emission are recalled and accepted in their entirety, with particular reference to the specific areas related to SANDRA S.p.A.

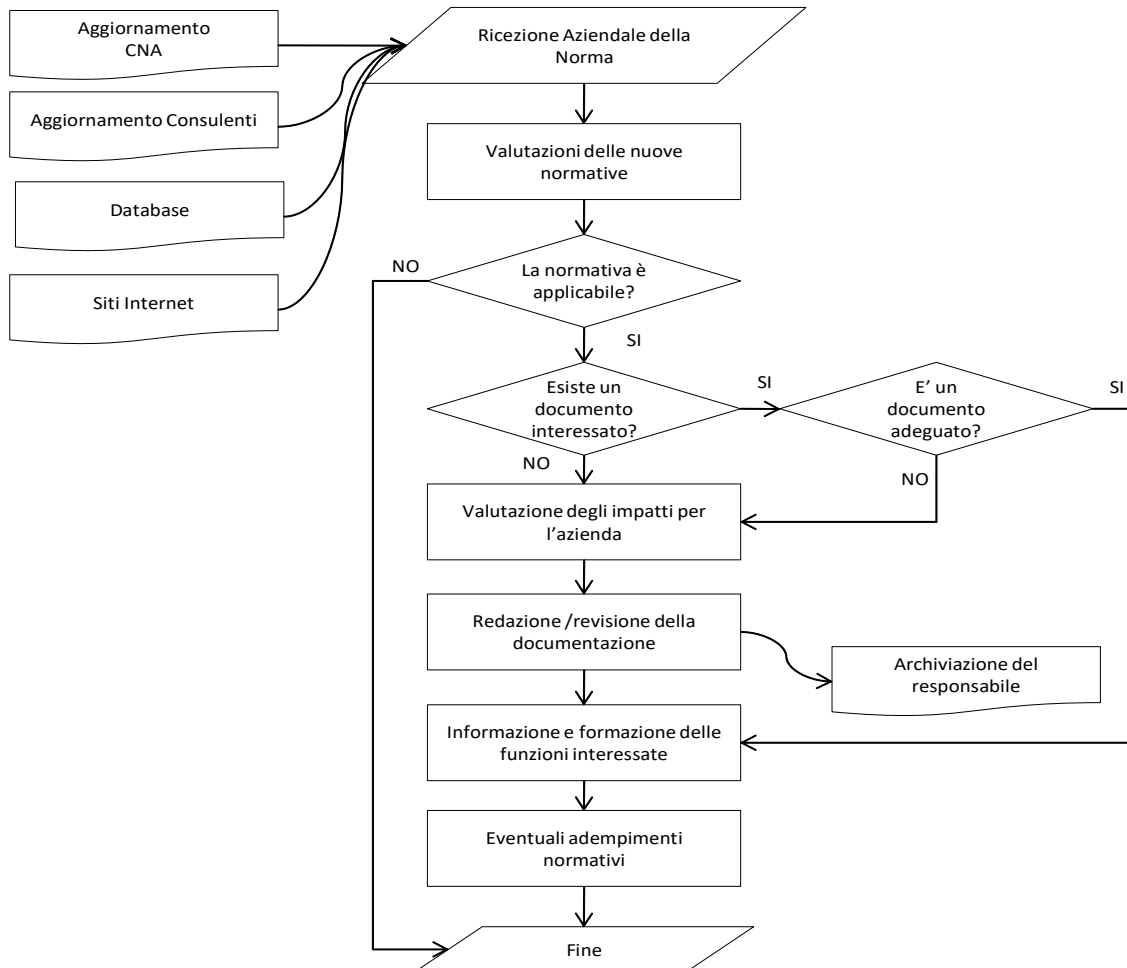
SANDRA S.p.A., in applying the principles of Ethical Management and Social Responsibility, commits to comply with the following international standards:

- ILO Convention 1 and Recommendation 116 - Working Hours - Industry
- ILO Convention 29 - Forced Labour
- ILO Convention 105 - Abolition of Forced Labour
- ILO Convention 87 - Freedom of Association
- ILO Convention 98 - Right to Organize and Collective Bargaining
- ILO Convention 100 - Equal pay for equal work between male and female workers
- ILO Convention 111 - Discrimination - Employment and Occupation
- ILO Convention 102 - Minimum Standards - Social Security
- ILO Convention 131 - Minimum Wage Fixing
- ILO Convention 135 - Workers' Representatives Convention
- ILO Convention 138 and Recommendation 146 - Minimum Age and Recommendation
- ILO Convention 155 and Recommendation 164 - Occupational Safety and Health
- ILO Convention 159 - Vocational Rehabilitation and Employment of Disabled Persons
- ILO Convention 169 - Indigenous and Tribal Groups
- ILO Convention 177 - Homeworking
- ILO Convention 181 (Private Employment Agencies)
- ILO Convention 182 - Worst Forms of Child Labour
- ILO Convention 183 - Maternity Protection
- ILO Norms of Behaviour in Respect of HIV/AIDS and the Workplace
- Universal Declaration of Human Rights
- International Covenant on Economic, Social and Cultural Rights
- International Covenant on Civil and Political Rights
- United Nations Convention on the Rights of the Child
- United Nations Convention on the Elimination of All Forms of Discrimination against Women
- United Nations Convention on the Elimination of All Forms of Racial Discrimination
- United Nations Guiding Principles on Business and Human Rights

The tools used by SANDRA S.p.A. to ensure efficient and constant regulatory and legislative updates in the field of labour law as well as ethical and social responsibility aspects of personnel management are:

- receipt of Circulars and information from the Parma Union of Industrialists (UPI)
- updating through consultants (Law Firm, Labour Consultant - CNA)
- access to on-line sector databases
- sector regulatory manuals with quarterly updates;
- reference websites.

Below is the process of updating company regulations involving the Human Resources function.



SOCIAL RESPONSABILITY REQUIREMENT

CHILD LABOUR

SANDRA S.p.A. believes that respect for children is an important aspect of social importance that must be protected through the support of appropriate ethical policies and operating procedures.

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The working environment, the territorial context and the management policy of SANDRA S.p.A. make it almost impossible to detect cases of child labor within the organization; in any case, SANDRA S.p.A. implements the following actions to ensure compliance with the requirement "not to use or support the use of child labor":

- prohibition of the use or support of child labor, within its organizational structure and within its chain of suppliers;
- definition of specific remedial actions in the event that a case of child labour is directly detected, or a possible use of child labour becomes known;
- in the event that young workers are employed within the supply chain, definition of the procedures for the provision of services in accordance with current legislation;
- SANDRA S.p.A. undertakes not to employ personnel younger than 18 years of age.

SANDRA S.p.A. is also committed to ensuring that its suppliers do not use children in their activities and, if they employ young workers, this is done by protecting the right to study, health, integrity and physical development, in accordance with current legislation. In this regard, SANDRA S.p.A. applies procedures to raise awareness, monitoring and controls at ethically critical suppliers. If even a single case of child labor or the employment of a non-compliant young worker is found, SANDRA S.p.A. intervenes through specific agencies to provide support to the child/young worker, protect his family and working conditions.

FORCED AND COMPULSORY LABOUR

SANDRA S.p.A. does not use or support forced and compulsory labour. The company is aware of the importance and value of human resources and operates in such a way as to create a safe and serene working environment.

The work at SANDRA S.p.A. is carried out voluntarily, and the personnel is employed with regular contracts in accordance with the regulations in force on the basis of the CCNL - Cartotecnica Industria Sector.

SANDRA S.p.A., in accordance with its ethical policy, adopts the following principles:

- not to request money deposits, original copies of identification and/or expatriation documents;
- not to support human trafficking
- not to withhold salaries, allowances, property or personnel documents in order to exercise forms of forced and compulsory labour.

Personnel working for SANDRA S.p.A. are free to leave the workplace at the end of the working day and may, in accordance with the applicable collective bargaining agreement, terminate the employment contract as provided for in the current regulations.

Compliance with the requirement not to use or support forced and compulsory labor is also guaranteed by:

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- application of current legislation and the CCNL;
- evaluation of suppliers by planning and carrying out internal and external audits at critical suppliers;
- internal reporting
- internal and external communication, awareness and information;

HEALTH AND SAFETY

SANDRA S.p.A. adopts policies and operational strategies within its organizational structure to:

- protect all those who directly or indirectly work in the workplace;
- guarantee a safe and healthy workplace;
- identify the regulations and legislation in force applicable to the company reality;
- appoint and designate the figures responsible for managing safety aspects (RLS, RSPP, competent doctor, etc.);
- define the necessary roles, responsibilities and skills;
- analysing and assessing the risks associated with the company's activities;
- prepare and disseminate safety procedures and operating manuals;
- identify general protection measures (prevention and protection measures, safety kits and signs);
- provide workers with suitable protective equipment (PPE) and provide them with the relevant training;
- define the mandatory safety provisions for operational units (first aid, fire prevention, emergency evacuation, activities and responsibilities of the person in charge);
- define instructions and operating and emergency procedures related to workers' health and safety;
- complying with the obligations laid down by current legislation and those required to maintain certification (safety plans, accident register, etc.);
- define and plan worker training and information activities.

With reference to the safety of the suppliers working on behalf of SANDRA S.p.A., control is also guaranteed at the management system level by means of:

- preliminary assessment of suppliers
- request for self-certification (art. 26, c.1 lett. a, legislative decree 81/2008) from the contractor of its possession of the technical and professional suitability requirements in relation to the work assigned;
- planning and implementation of inspections at critical suppliers;
- definition and sharing with suppliers of the DUVRI Interference Risk Assessment and related prevention measures;
- communication, awareness-raising and information to suppliers, including through the distribution of safety operating procedures.

FREEDOM OF ASSOCIATION AND RIGHT TO COLLECTIVE BARGAINING

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SANDRA S.p.A. respects the right of workers to form, participate, organize and join trade unions in accordance with current legislation and the CCNL in force, without interfering in any way with the formation, operation or management of individual trade union organizations.

In accordance with the reference legislation, SANDRA S.p.A.:

- Recognizes hours of union leave
- Makes available premises for the organization of trade union assemblies.
- Recognizes RSUs - Unitary Union Representatives, elected according to the CCNL in force
- Ensures that union delegates are not in any way subject to discrimination, harassment, intimidation or retaliation.

Recognising the importance of dialogue and cooperation between the company and the trade unions, the organisation actively participates in dedicated meetings, carried out both at individual plant level and at provincial level in relation to the structure and territorial capillarity.

DISCRIMINATION

SANDRA S.p.A. does not adopt or support any form of discrimination, nor does it allow offensive or coercive conduct both within the organization and on the part of internal and external stakeholders (partners, shareholders, customers, suppliers, employees) operating in the name and on behalf of SANDRA S.p.A.

In the decisions that affect relations with its stakeholders, SANDRA S.p.A. avoids any discrimination on the basis of nationality, race, state of health, sexuality, political opinions or religious beliefs or any other condition that could give rise to discrimination..

Personnel are selected and recruited in consideration of the specific professional requirements on the basis of objective parameters such as level and type of training, experience, required skills.

At the time of recruitment and during the course of the employment relationship (in the case of promotions, resignations, dismissals and retirements, remuneration and access to training courses), conditions that could give rise to discrimination are neither investigated nor taken into account, and equal treatment of staff is applied.

Relations between the various hierarchical levels are based on principles such as loyalty, fairness and correctness.

Furthermore, the company, through its Human Resources department, adopts control measures so as to:

- not allow any behaviour that is threatening, abusive, exploitative or sexually coercive, including gestures, language or physical contact, both in the workplace and, where applicable, in other premises provided by the company for the use of personnel;
- avoid taking into account political, religious or trade union opinions, as well as facts that are not relevant to the assessment of the worker's professional aptitude;
- avoid personnel being subjected to pregnancy or virginity tests under any circumstances.

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DISCIPLINARY PROCEDURES

Human resources are considered primary resources for the achievement of the objectives by virtue of the professional contribution they make and are treated by the organization with dignity and respect in accordance with current legislation, the National Collective Labour Agreement for employees of companies in the Paper Industry sector.

SANDRA S.p.A. does not admit and does not support, either within its organization or among its internal and external stakeholders (partners, shareholders, customers, suppliers, employees), the use of coercive mental or physical disciplinary practices and verbal and/or corporal violence.

In order to make the programs, organizational models and its code of ethics effective, SANDRA S.p.A. has defined:

- an adequate disciplinary system, aimed at identifying and sanctioning, for all persons involved, any conduct that is contrary to the established regulations and objectives;
- a company disciplinary code in accordance with the current legislation and the relevant CCNL, which is made known to workers.

The above-mentioned disciplinary code contains the rules on sanctions, the offences in relation to which each of them may be applied and the procedures for challenging them.

No disciplinary measure more serious than a verbal reprimand shall be adopted without first notifying the employee of the charges and hearing his defence. The worker may freely be assisted by a representative of the trade union to which he/she belongs or which has given him/her a mandate.

WORKING HOURS

SANDRA S.p.A. has established the working hours indicated in the letter of employment, which is signed for receipt and full acceptance by each employee.

The working hours are governed by the regulations in force and by the CCNL, but in no case do they exceed those provided for by the relevant laws.

Any changes to the scheduled hours, holidays, leave, etc. are agreed between the employee and his/her manager.

Overtime work is requested, performed and remunerated in accordance with current legislation and the CCNL; in any case, overtime is used for organisational reasons, productivity (agreed in advance) and for reasons due to the sudden absence of a worker or events that require immediate action.

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The data relating to working hours are recorded and can be retrieved from a special company management system; the data relating to working hours are also recorded and can be retrieved at the request of the individual worker in the Single Book of Work drawn up by the Company.

Compliance with the recording and correct payment of working time is guaranteed by the procedure described above and, in particular, by the possibility for the worker to check the data on the pay slip to request clarifications both from his manager and from the Human Resources Department.

RETRIBUTION

SANDRA S.p.A. guarantees remuneration commensurate with the quantity and quality of the work, always respecting the legal and minimum standards of the sector, as provided for by current regulations and the CCNL.

All overtime work is paid with the increase provided for by the regulations in force and by the CCNL. SANDRA S.p.A., in order to operate transparently and to meet the needs of workers, distributes to all personnel in the recruitment kit an information sheet that provides information and clarifications to help the worker read his own payroll.

Furthermore, with reference to pay management, the organisation:

- indicates all remuneration allowances (clearly and regularly) for the benefit of workers in the personal pay slip;
- always formalises labour agreements, excluding the application of false apprenticeship, insertion or undeclared work schemes;
- does not use 'labour-only' contractual arrangements”.

All activities related to pay management (salaries and type of contract) are managed by the Human Resources department in cooperation with any appointed labour consultants, fulfilling the company's obligations towards its staff.

2 COMMUNICATION – ETHICAL AND SOCIAL REPORTING

With reference to the management of reports on ethical and social issues, SANDRA has defined a specific procedure (IQ AF 11-01- Ethical communication and social responsibility) that determines how such reports can be submitted anonymously, confidentially or underwritten (at the discretion of the interested party) in accordance with the indications introduced by Law 179/2017 on Whistleblowing.

In addition, the company in order to collect the reports has made available appropriate boxes managed by the Human Resources function; staff are adequately informed on how to use the boxes to collect communications through:

- dedicated information sessions
- making a copy of the procedure in question available on company notice boards and on the intranet.

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Ethical reports and complaints are managed by Human Resources; following a report the management procedure provides for:

- development of an investigation aimed at preliminarily assessing the report with regard to compliance/non-compliance with company policy;
- identification of the causes;
- implementation of corrective and preventive actions appropriate to the nature and seriousness of the report and of any resulting NC.
- Appropriate communication and involvement of the SB.

In any case, SANDRA S.p.A., following ethical or social reports related to the issues addressed by the organizational model, shall refrain from:

- implementing or causing to be implemented acts of retaliation or discrimination, whether direct or indirect, against the reporter for reasons related, directly or indirectly, to the report;
- implementing retaliatory or discriminatory dismissals of the person making the report, implementing a change of duties pursuant to Article 2103 of the Civil Code as a result of the report, and any other retaliatory or discriminatory measure taken against the person making the report.

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11. SPECIAL SECTION - DISCIPLINARY MEASURES

Article 6 of Legislative Decree No. 231/2001, in assessing the exemption from administrative liability through the adoption of an Organisational Model, and an effective control aimed at preventing the commission of offences, provided for the introduction of a disciplinary system capable of sanctioning the failure to comply with the measures indicated in the model itself.

The disciplinary system is therefore an essential element of the Organisational Model and the application of the relevant sanctions for violations of the principles and rules of conduct is independent of any criminal proceedings or the commission of an offence under Decree 231/2001.

The disciplinary system is constantly monitored by the Supervisory Board and by the Human Resources functions; in relation to the ascertainment of infringements, disciplinary proceedings and sanctions remain the responsibility of Human Resources, the Supervisory Board must in any case be involved in the procedure for ascertaining violations and the Organisational Model,

The sanctions that can be imposed on employees are those provided for in the company's disciplinary system, in implementation of Law no. 300 of 20 May 1970, and with reference to the provisions on disciplinary matters in the CCNL.

The Disciplinary and Sanctioning Code in force at SANDRA is shown below:

DISCIPLINARY CODE AND SANCTIONS

For disciplinary infringements, the Management may apply the following measures:

- verbal reprimand or written reprimand;
- a fine of up to three hours' normal pay;
- suspension from work for up to three days;
- dismissal with notice;
- dismissal without notice.

The amount of the fines will be donated to any of the social institutions for the benefit of workers in agreement between the management and the trade unions.

Employees may receive a verbal or written reprimand in the case of the first infringement; a fine in the case of repeated infringements; suspension in the case of repeated infringements already punished with a fine in the previous six months.

However, a fine or suspension may be imposed if the employee:

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a) does not report to work or leaves work without a justified reason or does not communicate the absence or continuation thereof in accordance with the procedure provided for in Article 70 Sickness and Accident - Section Four - Specific Rules for Workers - and Article 89 Sickness and Accident - Section Five - Specific Rules for Employees - except in the case of a justified impediment;

b) Leaving the workplace without authorisation from the Company;

c) Repeatedly delays the start of work or suspends or anticipates the end of work;

d) Does not carry out the work according to the instructions received or carries it out with negligence;

e) fails to use personal protective equipment in accordance with instructions received;

f) causes carelessness, even slight damage to machines or materials being worked on; fails to inform his immediate supervisor promptly of any breakdowns in the machinery in general or obvious irregularities in the operation of the machinery itself;

g) is found asleep;

h) smokes on the premises where it is expressly prohibited, or brings alcoholic beverages into the establishment without authorisation;

i) presents himself or is present at work in a state of obvious psychophysical alteration (such as, for example, drunkenness or the state resulting from the consumption of psychoactive or psychotropic substances);

j) has committed unlawful altercations in the establishment;

k) carries out work or construction inside the establishment, without authorisation from the Management, of objects for his own use or for third parties, if the work or construction is of minor importance;

l) violates the provisions of the Company's internal regulations or commits any act that is detrimental to morals and hygiene;

m) fails to comply with the rules and procedures relating to prevention and protection with regard to health and safety at work;

n) in his capacity as supervisor, fails to supervise and apply the rules and procedures relating to prevention and protection.

Dismissal with notice may be applied in case:

o) of recidivism in the same misconduct that has already given rise to suspension in the previous six months or recidivism in the same misconduct that has already given rise to two suspensions in the previous 24 months;

p) the introduction into the establishment of strangers without regular permission from the Management, except in the case of less serious misconduct, in which case the aforementioned disciplinary measures may be applied (verbal and written reprimand, fine and suspension);

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q) in which the worker's state of manifest psychophysical alteration has led to situations of danger for the employee himself and/or others

An employee may be dismissed without notice:

r) who has worked or built, within the establishment and without authorisation from the Management, objects for his own use or for third parties in cases not provided for in point k) without prejudice to the right of the companies to make deductions from the severance pay, up to the amount due as compensation for damages;

s) who has committed offences for which a final criminal sentence has been passed and for which, given their essence, the continuation of the employment relationship is incompatible;

t) who has committed serious insubordination towards his superiors;

u) who has committed theft;

v) who has pursued unjust enrichment for his own benefit or for the benefit of a third party;

w) who has committed wilful or grossly negligent damage to plant equipment or work-in-progress;

x) who has committed altercations or fights in the establishment;

y) who has stolen or reproduced sketches, drawings, documents, or working or manufacturing processes.

z) who has carried out more than 5 consecutive days of unjustified absence from work; the concept of consecutiveness does not include the days of non-attendance foreseen in the work cycle.

Employees for the above failures shall in any case be paid severance pay.

12. SPECIAL PART – COMPANY REGULATIONS

At organisational level, two company regulations are also defined, managed in the integrated system documentation, aimed at regulating organisational and work activities:

- IQ 14-07 Plant company regulations
- IQ 14-08 Company regulations for offices

The regulations are approved and amended by the managing director and an updated version is posted on the notice board.