

The background of the slide is a low-angle photograph of several tall, metal communication towers reaching towards a clear blue sky. The towers are made of a complex lattice of steel beams. A semi-transparent blue rectangle is overlaid on the image, containing the title text.

ORGANISATION, MANAGEMENT AND CONTROL *EX D. LGS. 231/2001* by FiberCop

General Part

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Revision history

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GENERAL PART

Definitions

'FiberCop' or the 'Company': FiberCop S.p.A.

'Directors' or 'Directors': members of the Board of Directors of FiberCop

"Sensitive Activities": the activities within the scope of which 231 Offences may be committed

"Chief *Executive* Officer" or 'Managing Director': Managing Director of FiberCop

"Code of Ethics": Code of Ethics and Conduct adopted by FiberCop

"Board of Auditors": the Board of Auditors of FiberCop

"Ethics and Compliance Committee": a Management-expression committee chaired by the Chief Audit Officer and composed of the Chief Compliance Officer, the Chief Human Resources Officer and the Chief Legal Officer. The Committee's objective is to strengthen the corporate culture based on ethics, integrity and compliance in order to enhance responsibility and transparency in the working environment.

"Board of Directors" or "BoD": Board of Directors of FiberCop

"Decree 231": Legislative Decree No. 231/2001

"Addressees": all those who hold positions of representation, administration and management within the Company, persons subject to the management or supervision of the former and all employees (meaning those who are linked to the Company by a subordinate employment relationship or on secondment), members of the Corporate Bodies not already included in the previous subjects as well as all third parties external to the Company (meaning, by way of example, but not limited to, suppliers, agents, consultants, professionals, self-employed or para-subordinated workers, business partners, auditors and auditing firms, or other parties) who act on behalf of the Company in the context of the activities referred to in this Model 231

"Optics Holdco Group" or "Group": Optics Holdco S.r.l. and its subsidiaries

"Confindustria Guidelines": "Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree No. 231/2001" drawn up by Confindustria on 7 March 2002, as updated from time to time

"Management": any employee of the Company whose role and responsibilities are recognised in the Company Organigram

"Mapping": the activity of mapping the areas at risk of commission of Offences 231 and the controls indicated in the Paragraph 6.2 '*Mapping of risk areas and controls*'.

"Model 231": the organisation, management and control model adopted by FiberCop S.p.A. pursuant to Legislative Decree no. 231/2001 and which includes the Code of Ethics, the *Whistleblowing* Procedure and the related implementation procedures

"Supervisory Board" or "SB": a body appointed by the Board of Directors pursuant to Article 6(1)(b) of Legislative Decree No. 231/2001 with autonomous powers initiative and control, which has the task of supervising the operation of and compliance with the 231 Model and ensuring that it is updated

"Corporate Bodies": the Board of Directors and the Board of Auditors of the Company

"Corporate Organigram": the company organigram published on the company intranet from time to time in force

"Optics Holdco": Optics Holdco S.r.l. (Holdco), sole shareholder of FiberCop

"General Part": section of this document describing the contents of the 231 Model indicated in section 4.1 *"Purpose and structure"*.

"Special Part": section of this document describing the contents of the 231 Model indicated in section 4.1 *"Purpose and structure"*.

"Sensitive Processes": the processes governing Sensitive Activities

"231 offences": the offences provided for in Decree 231, indicated in paragraph 3.2 *"The offences in question"* and described in detail in Annex 4 - Regulatory Technical Annex

'Auditors': the members of the Board of Auditors of FiberCop

"Anti-Corruption Management System" or "EMS": the management system for the prevention of corruption adopted by FiberCop according to the ISO 37001 standard, of which the Anti-Corruption Policy is an integral part, which defines the standards and rules of conduct to be adopted for the prevention of corruption within the Company, published on the website (www.fibercop.it)

"Disciplinary System": defines the sanctions applicable in the event of violation of the 231 Model

'Subsidiary' means any company controlled, directly or indirectly, by Holdco

"Senior Persons": persons who hold positions of representation, administration or management of the entity or one of its organisational units with financial and functional autonomy and those de facto manage and control the entity pursuant to Article 5(1) of Decree 231

"Subordinates": persons subject to the direction or supervision of Senior Persons pursuant to Article 5(1) of Decree 231

"Third Parties": third parties external to the Company (meaning, by way of example, but not limited to - suppliers, agents, consultants, professionals, self-employed or para-subordinate workers, business partners, auditors and firms or other persons) acting on behalf of the Company within the scope of the activities governed by Model 231

"Stakeholder": any person or organisation that can influence, be influenced by, or perceive itself as influenced by a decision or activity of the Company (such as customers, suppliers, partners, collaborators in various capacities, as well as shareholders, institutional investors)

"Top ": the Directors with delegated powers and the General Managers of the Company

1 FiberCop: Activity Profiles, Governance System and Structure of Internal Controls

1.1 The Company - General Profiles

FiberCop S.p.A. is a joint-stock company with registered office in Milan, via M. Aurelio no. 24.

It was established on 1 July 2024 by TIM's contribution of a business unit - consisting of assets relating to the primary network, wholesale business and the entire stake in the subsidiary Telenergia - to FiberCop, a company that already managed assets relating to the secondary fibre and copper network (set up in 2021 to accelerate the development of fibre infrastructure in Italy).

The new FiberCop was established as a wholesale fixed telephony operator offering access services on its copper and fibre networks throughout Italy to telecommunications and media companies.

The FiberCop perimeter today includes the primary and secondary fixed network, domestic wholesale activities and related assets, with a workforce of approximately 20,000 employees.

FiberCop's scope of activities also includes high-capacity networks and transport infrastructure, as well as monitoring, diagnostics, installation support and maintenance services, ensuring the highest level of quality, security and reliability.

Today, FiberCop represents the most advanced and widespread network infrastructure available to operators with more than 24 million kilometres of fibre optics and an ultrabroadband (FTTX) coverage of more than 95 per cent of active lines. The company offers operators a wide range of innovative and sustainable solutions that will help accelerate the digitalisation of the country.

According to its articles of association, the purpose of the company is, directly or indirectly through subsidiaries or investee companies:

- a. the design, construction, acquisition, management, maintenance, operation, development, marketing and rental of: (i) electronic communication networks and systems, electrical and electronic communication systems and the related equipment of the one and the other, in all forms and modalities; (ii) communication services, as also resulting from the evolution of technologies as well as the marketing of products, services, networks and communication systems, computer and electronic, and in general ICT (Information Communication Technology) solutions;
- b. the development, construction, acquisition, maintenance, operation and management of plants for the generation, transport, distribution and marketing of energy from renewable or conventional sources, as well as the provision of services to third parties for this purpose;
- c. the design, construction, development, acquisition, management, maintenance, operation, sale and rental of real estate also functional to the provision of the services referred to in the preceding points. To this end, the company may also grant real rights on the same real estate in favour of both group companies and third parties;
- d. the provision, both to group companies and to third parties, administrative, accounting, corporate, administration, finance and control and human resources services, management services of movable and immovable assets, engineering and design services and other ancillary services functional to the performance of the activities included in the corporate purpose.

The company FiberCop S.p.A. is a joint-stock company organised under the legal system of the Republic of Italy where it has its registered office.

The organisational structure of FiberCop is represented the Corporate Organigram, published on the portal corporate intranet.

*

As part of the activities described above, the Company is subject to the Golden Power regulation, which grants the State special powers in the defence and national security sectors, as well as in sectors of strategic importance, including the communications sector. In order to ensure the application, within the Company, of the aforementioned regulations, aimed at ensuring the protection of infrastructures and services considered essential to national interests, the Company adopts specific guidelines, formalised with the issuance of the Golden Power Policy. This Policy regulates, inter alia, the control measures of corporate processes relevant to national security and falling within the scope of the Golden Power regulation.

FiberCop's activities relating to the management of classified information or information covered by State Secrets are subject to specific provisions in accordance with Law no. 124/2007 "Information System for Security of the Republic and new regulations on secrecy", to Prime Minister's Decree no. 5 of 6 November 2015, bearing "Provisions for the administrative protection of State Secrets and classified information and information with exclusive dissemination" - Text coordinated with the provisions contained in Prime Minister's Decree no. 3 of 2 October 2017. and are therefore excluded from the scope of Model 231.

In this context, a system of restrictive measures has in any case been adopted in relation to the management of 'classified information', access to which is restricted exclusively to delegated Company personnel with specific authorisation (NOS - Nulla Osta di Sicurezza), and to the management of information defined as 'Exclusive Italy', relating to strategic assets for national security.

1.2 Guidance and coordination activities by Optics Holdco

Pursuant Article 2497 of the Italian Civil Code, Optics Holdco exercises management and coordination activities with respect to FiberCop also by promoting uniform internal control and risk management systems.

The Group - within the scope of its organisational and management autonomy - has a compliance system aimed at ensuring compliance with applicable laws and generally accepted ethical principles inspired by transparency, compliance with laws, fairness and loyalty, which inform the Group's activities.

In this context, the Company adheres to and implements the Code of Ethics, has its own organisation, management and control model pursuant to the regulations on the liability, including criminal liability, of legal persons and companies, as well as an appropriate internal control and risk management system.

1.3 The governance system: main aspects

The Company adopts a traditional type of governance system that provides for a body with administrative functions (Board of Directors) and one with control functions (Board of Auditors).

The Company is administered by a Board of Directors, appointed by the Shareholders' Meeting, and composed of a number of directors ranging from a minimum of 3 to a maximum of 20, whose appointment is governed by law and by the Articles of Association, which also regulate their powers and functioning.

The Board of Directors defines the guidelines of the internal control system, verifying its abstract adequacy, effectiveness and proper functioning, so that the main corporate risks can be correctly identified and managed over time.

As far as the Board of Statutory Auditors is concerned, it is elected by the Assembly and consists of three statutory auditors. Two alternate auditors are also appointed.

The Board of Statutory Auditors monitors compliance with the law and the articles of association, observance of the principles of proper administration and, in particular, the adequacy of the organisational, administrative and accounting structure adopted by the company and its actual functioning.

The financial statements of the Company are subject to statutory audit by an external auditor appointed by the Assembly.

Aspects relating to the procedures for the appointment, replacement and removal of directors, the requirements of honourableness, professionalism and independence, operation (convocation, resolutions, representation of the company), as well as the procedures for remuneration, are governed by law and by FiberCop's Articles of Association, to which reference should be made.

Specific committees (e.g. the Appointments and Remuneration Committee, the Control and Risk Committee, the Sustainability and Strategies Committee and the Related Parties Committee) may be set up within the Board of Directors, with advisory, proposing or investigative functions, in accordance with specific regulations, which also set out the respective rules of operation.

Each committee has a chairperson who coordinates its meetings (which are minuted) and informs the council plenum of the topics discussed at the first useful meeting.

In this regard, the Board of Directors makes use of the preliminary investigation carried out by the JRC, where established, which specifically reports in matter when examining the budget and half-yearly report.

1.4 The Internal Control and Risk Management System

The Group has an internal control and risk management system (hereinafter also referred to as the 'Internal Control System') that is structured and operates in accordance with best reference practices and methodological frameworks that are more widely recognised and disseminated internationally. It is an integral part of the general organisational structure of the Company and contemplates a plurality of actors acting in a coordinated manner according to their respective responsibilities.

In particular, the Internal Control System consists of the set of rules, procedures and organisational structures aimed at allowing - through an adequate process of identification, measurement, management and monitoring of the main risks - a sound, correct and consistent management of the company with the objectives set and with the regulations in force.

The Internal Control System is a process aimed at pursuing the values of substantive and procedural *fairness*, transparency and *accountability*, which are considered the foundations of FiberCop's business actions, in compliance with the Code of Ethics and Conduct.

This process, which is subject to continuous verification with a view to progressive improvement, is aimed at ensuring, in particular, the efficiency of corporate and business management, its knowability and verifiability, the reliability of accounting and management information, compliance with applicable laws and regulations as well as the safeguarding of corporate integrity and corporate assets, also with a view to preventing fraud to the detriment of the Company and the financial markets.

The Internal Control System consists, on the basis of the relevant *leading practices*, of 5 components interconnected operating at every level of the organisation: (i) Control environment, (ii) Risk assessment, (iii) Control Activities, (iv) Information and Communication, (v) Monitoring, related to the objectives the Company pursues.

All components of the Internal Control System must work together in an integrated manner in order to provide reasonable assurance that the objectives will be achieved.

1.5 The Internal Management Systems adopted by the Company

The Company has adopted management systems to organically and systematically regulate certain areas of the company's activities that are considered strategic. In particular, the Company has adopted an Anti-Corruption Management System, an Internal Control System on Financial Reporting, an Information Communication & Technology Risk Management System, an Occupational Health and Safety System and an Environmental Protection System. Where deemed appropriate, these Management Systems have been developed in accordance with the respective applicable ISO standards and certified by appropriate certifying bodies.

These Management Systems constitute transversal safeguards functional - inter alia - to prevent the risk of commission of relevant offences in the company's sphere of competence. As such, the Management Systems Manuals and all the documents annexed to them and connected thereto are intended herein as recalled and constitute an integral part of Model 231.

1.6 The Ethics and Compliance Committee

The Company has set up an internal Ethics and Compliance Committee composed of: head of the Legal function; head of the Human Resources function; head of the Audit function; head of the Compliance function, with the purpose, inter alia, of

1. *disseminate the principles and values set out in its Code of Ethics,*
2. *promote relevant compliance policies,*
3. *encourage a culture of ethics and compliance.*

The Ethics and Compliance Committee, in addition to the tasks assigned to it by the Whistleblowing Policy, to which reference is made, has the following additional main tasks:

- *disseminate, promote and ensure compliance with the principles and values defined in the Code of Ethics and the 231 Organisational Model of the Company;*
- *evaluate reports received through the Whistleblowing channel of alleged violations of the Code of Ethics and the 231 Organisational Model, as well as examine specific cases of potential non-compliance submitted by the Compliance Function;*
- *identify areas for improvement/additions to the 231 Organisational Model and to coordinate the implementation of the relevant plans;*
- *The Committee also makes proposals and provides information to the Chief Executive Officer, the Supervisory Board (SB) and the Board of Directors, including through any endoconsiliar committees of its own making;*

- *Harmonise the ongoing process of streamlining/updating internal compliance rules with the related audits and handling of possible violation reports;*
- *co-ordinate the implementation of inputs from operational functions within the compliance system and its practical implementation;*
- *coordinating the implementation of implementation plans in the area of compliance;*
- *ensure adequate information flows in this regard to the Board of Directors and Supervisory Board.*

1.7 Enterprise Risk Management

FiberCop has adopted an *Enterprise Risk Management* (hereinafter referred to as 'ERM') model, consistent with international best practices and standards, which is integrated with the company's strategies and operational management.

The model is aimed identifying, assessing and managing potential events that may affect the business, in order to identify and manage the associated risks within acceptable limits. This methodology allows synergies to be activated between all the actors involved in the evaluation of the Internal Control System, generating awareness of the risk profile in Top Management.

The Risk Management approach adopted is dynamic, therefore, it envisages a continuous review of risk scenarios not only downstream of periodic assessments but also as preventive measure during follow-up monitoring, as well as at significant changes with respect to the internal and external context of the company, in to intercept new emerging risk situations in good time.

2 The Code of Ethics and Conduct

The Company adopts a Code of Ethics and Conduct (Code of Ethics) as a founding component of FiberCop's internal control and risk management system, in the belief that ethics in conducting business is a fundamental condition for business success.

The Code of Ethics is periodically reviewed and updated by the Board of Directors of the Company.

The Code of Ethics is available on the Company's intranet portal and website (www.fibercop.it) and is fully referred to in this Model 231, of which it forms an integral part (Annex 1).

Compliance with the Code of Ethics in the performance of their duties and responsibilities is a duty of members of corporate bodies, management, employees. Compliance with the Code of Ethics must also be guaranteed by external collaborators and, where provided for by the company procedural system, by third parties in business relations with FiberCop.

Policies, procedures, regulations and operating instructions are designed to ensure that the values of the Code of Ethics are reflected in the conduct of the Company and all its addressees.

Violation of the principles and rules of conduct contained in the Code of Ethics entails the application of the sanctions contained in the Disciplinary System provided for in the 231 Model (section 8 below, "*Disciplinary System*").

3 Administrative liability of entities: regulatory overviews

Decree 231, the '*Regulations on the administrative liability of legal entities, companies and associations, including those without legal personality*', introduced for the first time in our legal system the liability of entities for administrative offences¹.

This is a particular form of liability, nominally administrative, but substantially of a punitive-criminal nature, borne by companies, associations and entities in general, for specific crimes and administrative offences committed in their interest or to their advantage by a natural person holding an apical or subordinate position within them.

Decree 231 represents a far-reaching regulatory intervention in which, in addition to the criminal liability of the natural person who committed the offence, the criminal liability of the entity is added, when the legal requirements referred to therein are met.

The provisions contained in Decree 231 pursuant Article 1(2) apply to:

- entities with legal personality;
- companies and associations, including those without legal personality.

Pursuant to paragraph 3 below, however, they are excluded from the discipline in question:

- the State;
- territorial public bodies;
- other non-economic public bodies;
- bodies that perform functions of constitutional importance.

Liability is attributable to the entity where the offences, indicated by Decree 231, have been committed by persons linked in various ways to the institution itself.

Article 5 of Decree 231, in fact, indicates the subjects whose conduct may rise to liability under Decree 231:

- persons who hold positions of representation, administration or management of the entity or of one of its organisational units with financial and functional autonomy and those who de facto manage and control the entity (Senior Persons);
- persons subject to the direction or supervision of apical persons (Subordinates).

Recognition of the entity's liability also presupposes that the unlawful conduct was carried out by the above-mentioned persons '*in the interest or to the advantage of the company*' within the meaning of Article 5(1) of Decree 231 (objective imputation criterion).

The two requirements interest and advantage are autonomous and do not overlap².

¹ The regulations were drawn up at the instigation of the European Union and the OECD, which have long since adopted conventions on the fight against corruption. The Italian legislator, with Article 11 of Delegated Law No. 300/2000 and Legislative Decree No. 231/2001, transposed the obligations of the aforementioned international conventions into Italian law.

² In particular, in the interpretation of the jurisprudence of legitimacy, the interest consists in a foreseen undue enrichment of the entity, even if possibly not realised, as a result of the offence, according to a markedly subjective yardstick and, therefore, the existence of this requirement must be ascertained by the judge "ex ante", being at the time when the criminal action takes place. The second requirement has been identified in an advantage objectively gained by the commission of the offence, also

The element of entity's interest or advantage in the commission of the offence must exist both in relation to to both intentional and culpable offences under Decree 231.

Pursuant to Article 5(2) of Decree 231, the entity shall not be liable in the event that the Senior Persons or Persons Subordinates acted '*solely in their own interest or in the interest of third parties*'.

Article 9 of Decree 231 sets out the sanctions that may be imposed on the entity. Precisely, they are:

- financial penalties;
- prohibitory sanctions;
- confiscation;
- the publication of the judgment.

The prohibitory sanctions

are:

- disqualification from exercising the activity;
- suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- the prohibition to contract with the public administration, except to obtain the performance of a public service;
- exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those already granted;
- the ban on advertising goods or services;
- receivership (Article 15, Decree 231).

Pursuant to Law No. 17 of 3 March 2023, prohibitory sanctions may not be applied where they would jeopardise the continuity of the activity carried out in industrial plants (or parts thereof) declared to be of national strategic interest³, provided that the entity has eliminated the organisational deficiencies that led to the offence through adoption and implementation of organisational models capable of preventing offences of the kind that have occurred.

3.1 Exemption from liability of the entity

Article 6 of Decree 231 provides for the exemption of the body from liability for offences committed by persons in apical positions where it proves that

- organisational, management and control models suitable for preventing the commission of offences were prepared and effectively implemented before the offence was committed;
- the task of supervising the functioning of and compliance with the models and ensuring that they are updated has been entrusted to a body of the entity endowed with autonomous powers of initiative and control (*i.e.* the supervisory body);
- the offence was committed by fraudulently circumventing the existing model;
- there has been no or insufficient supervision by the supervisory body.

In the case of an offence committed by a person in a subordinate position, on the other handArticle 7 of Decree 231 conditions

the exclusion of the liability of the entity to the effective implementation of an organisation, management and

if not foreseen, and therefore has an essentially objective connotation which, as such, must be verified 'ex post' on the basis of the effects concretely resulting from the commission of the offence.

³ See Article 1 of Decree-Law No. 207 of 3 December 2012, converted, with amendments, by Law No. 231 of 24 December 2012.

control suitable to ensure, due to the type of organisation and activity carried out, compliance with the law and to prevent situations at risk of offences.

Decree 231 also stipulates that the organisation, management and control model must meet the following requirements:

- identify the activities within the scope of which 231 Offences may be committed;
- provide for specific protocols aimed at planning formation and implementation of the entity's decisions;
- identify ways of managing financial resources that are suitable for preventing the commission of offences;
- establish obligations to inform the supervisory body of the main corporate events and, in particular, of the activities considered to be at risk;
- introduce disciplinary systems suitable for penalising non-compliance with the measures indicated in the model.

In addition, according to Article 6(2-bis) of Decree 231, the organisational, management and control model must provide for internal reporting channels, the prohibition of retaliation and the disciplinary system referred to above, pursuant to Legislative Decree No. 24 of 10 March 2023 on *whistleblowing*.

3.2 The predicate offences

The scope of application of Decree 231, as at the date of approval of this Model 231, includes the offences indicated in the appendix attached as Annex 4 - Regulatory Technical Annex, in the form of crimes committed or, limited to crimes, also simply attempted, included in the following families of offences:

- Crimes against the Public Administration;
- Computer crimes and unlawful processing of data;
- Organised crime offences;
- Forgery of money, public credit cards, revenue stamps and instruments or identifying marks;
- Crimes industry and trade;
- Corporate offences, including the offence of bribery among private individuals and incitement to bribery among private individuals;
- Crimes for the purpose of terrorism or subversion of the democratic order;
- Practices of female genital mutilation;
- Crimes against the individual personality;
- Market abuse;
- Manslaughter or grievous or very grievous bodily harm committed in breach of the rules on health and safety at work;
- Receiving, laundering and using money, goods or benefits of unlawful origin, as well as self-laundering;
- Copyright infringement offences;
- Inducement not to make statements or to make false statements to the judicial authorities;
- Environmental offences;
- Employment of illegally staying third-country nationals;
- Racism and Xenophobia;
- Fraud in sporting competitions, unlawful gaming or betting and games chance exercised at by means of prohibited devices;
- Tax offences;
- Offences relating to non-cash payment instruments;
- Crimes against cultural heritage;
- Laundering of cultural property and devastation and looting of cultural and landscape assets;
- Smuggling;

- Transnational offences.

Any imputation to the entity of liability arising from the commission of one or more of the offences does not exclude the personal liability of the person who perpetrated the criminal conduct.

3.2.1 Offences committed abroad

Article 4 of Decree No. 231 establishes that entities are also liable for offences committed abroad, on the twofold condition that they have their head office in Italy and that the cases and further conditions provided for in Articles 7, 8, 9 and 10 of the Criminal Code are met, so that citizens and foreigners can be punished under Italian law for offences committed on foreign soil.

The rule also provides that the liability of entities is prosecuted condition that the State of the place where the act was committed does not prosecute them. Lastly, the rule provides that, in cases the offender is punished at the request of the Minister of Justice, proceedings shall be brought against the entity only on condition that the request is also made against it.

3.3 The Guidelines drawn up by Confindustria

Article 6(3) of Decree No. 231 states that '*organisational and management models may be adopted, guaranteeing the requirements set out in paragraph 2, on the basis of codes of conduct drawn up by the associations representing the entities, communicated to the Ministry of Justice, which, in agreement with the competent Ministries, may, within thirty days, formulate observations on the suitability of the models to prevent offences*'.

On 7 March 2002, Confindustria drew up and communicated to the Ministry the '*Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree no. 231/2001*', originally referring only to offences against the Public Administration. Over time, the Confindustria Guidelines have been updated several times, in order to adapt to intervening regulatory changes and/or to intervening case law, as well as to the application practices that have occurred in the meantime.

This Model 231 incorporates the indications contained in the latest update of the Confindustria Guidelines, with regard, inter alia, to the structure of the model, the methods for assessing the risk of offences being committed and the components of the Internal Control System.

4 The Organisation, Management and Control Model

4.1 Purpose and structure

This Model 231 has the following aims:

- prevent and reasonably limit the risks associated with the company's activities, with particular regard to any unlawful conduct that may entail the company's liability and the imposition of sanctions against it;
- determine, in all those who work in the name and on behalf of the Company in the areas of activity at risk, awareness that any commission of unlawful conduct may entail the application of penal and administrative sanctions, not only against themselves, but also against the Company;

- confirm the Company's commitment to oppose unlawful conduct, of whatever kind and for whatever purpose, since the same, in addition to being contrary to the laws in force, are in any case contrary to the ethical principles to which the Company adheres;
- raise the awareness of the Company's employees and Third Parties, so that in the performance of their activities, they adopt behaviours in compliance with the 231 Model, such as to prevent the risk of the commission of predicate offences.

Model 231 consists of the following parts:

- the **General Part**, which describes the Company and the governance system, recalls the Code of Ethics and reports on the contents and impacts of Decree 231, the general characteristics of Model 231, its adoption, updating and application methods, the tasks of the Supervisory Board, the Disciplinary System, as well as training and information activities;
- the **Special Part**, which describes in detail, with reference to the specific Sensitive Processes and the types of offences associated with them, the map of the Sensitive Activities, as well as the system of controls put in place to monitor and protect these activities;
- Annexes, which include: (a) **Code of Ethics and Conduct** (Annex 1); (b) **Whistleblowing Procedure** (Annex 2); (c) **Process-Procedure-Responsibility Association** (Annex 3), a matrix by 231 Offence family that correlates each process with the Sensitive Activities, the crimes that can be associated and the corporate regulatory instruments that govern it (document governance), indicating for each process the subjects involved and their relative responsibilities (according to the *Responsible, Accountable, Consulted, Informed* or RACI representation where adopted); d) **Regulatory Technical Annex** (Annex 4), which contains details of all the offences provided for in Decree 231. The information in the annexes is constantly updated.

Model 231 is an integral part of the Company's overall Internal Control System and is defined with a view to "cross compliance", taking into account the adoption of the specific control models developed by the Company, in particular: the Anti-Corruption Management System, the Internal Control System Financial Reporting, the Information Communication & Technology Risk Management System, the Occupational Health and Safety and Environmental Protection System dealt with in the Special Part of this Model 231.

4.2 Recipients

Model 231 is adopted by FiberCop and applies to the Company and to all those who hold representative, administrative and management positions within the Company, persons subject to the management or supervision of the former and all employees (meaning those who are linked to the Company by a subordinate employment relationship or on secondment), members of corporate bodies not already included in the previous subjects, as well as all third parties external to the Company (meaning, by way of example, but not limited to, suppliers, agents, consultants, professionals, self-employed or para-subordinate workers, business partners, auditors and auditing firms or other subjects) who act on behalf of the Company within the scope of the activities referred to in this Model 231 (the '**Addressees**').

4.3 Approval, implementation and updating of Model 231: roles and responsibilities

The General Section and Special Section of Model 231 are adopted by the Board of Directors of FiberCop by special resolution, after hearing the opinion of the Supervisory Board. The Code of Ethics is adopted by resolution of the BoD of

Company, while the procedures implementing Model 231 are adopted in accordance with specific procedures.

Model 231 is a dynamic tool, which has an impact on the company's operations and which in turn must be verified and updated in the light of application findings, as well as the evolution of the regulatory framework of reference and any changes in the company organisation.

The Supervisory Board takes care of updating the Model 231 by submitting to the Board of Directors any amendments and/or additions that become necessary in the light of regulatory or organisational changes or a result of the actual implementation of the Model 231. To this end, the Supervisory Board avails itself of the Ethics and Compliance Committee and the support of FiberCop's Compliance Department.

5 The Supervisory Board

Article 6(1)(b) of Decree 231 provides that one of the prerequisites for exemption from administrative liability of the entity is the establishment of a special body with autonomous powers of initiative and control, which is specifically entrusted with the task of supervising the functioning, effectiveness and observance of the model, as well as ensuring that it is updated.

In the absence of specific indications in Decree 231 concerning the composition of the supervisory body, the relevant requirements have been identified by case law, doctrine and the Confindustria Guidelines and can be identified as follows:

- **Professionalism:** the set of skills that the supervisory body must be equipped with in order to be able to carry out its activities effectively, consisting of specific knowledge in the fields of law, economics, risk analysis and assessment techniques;
- **Autonomy and Independence:** the freedom of initiative and the absence of any form of interference or conditioning coming inside or outside the organisation, also with regard to the availability of the resources necessary for the effective and efficient performance of the task;
- **Honourability:** the absence of circumstances that could undermine or influence the integrity of the members of the supervisory body by compromising their independence and reliability;
- **Continuity of action:** the constant and continuous monitoring and verification the implementation of the Model 231 so as to ensure its real effectiveness.

5.1.1 Composition, appointment and tenure

FiberCop adhered to the regulatory option provided for Article 6, paragraph 4-bis of Decree 231 (introduced by the Law No. 183/2011), providing for assignment of the tasks of the Supervisory Board to the Board of Auditors.

The Board of Directors of FiberCop therefore resolved to assign the functions of Supervisory Board to the Board of Auditors.

The Board of Directors, at that time and regularly thereafter, shall verify the existence and maintenance of the requirements of independence, autonomy, honourableness and professionalism of the members of the Supervisory Board referred to in Section 5.1.2 below.

Upon appointment, the members of the Board of Auditors undertake to perform the functions of the Supervisory Board for them.

assigned by ensuring necessary continuity of action, compliance with Model 231, as well as to

promptly notify the other members of the SB and the Chairman of the Board of Directors of any changes in the possession of the above-mentioned requirements. The position of Chairman of the SB coincides with that of Chairman of the Board of Auditors.

The term of office of the members of the Supervisory Board coincides with that of the members of the Board of Auditors.

5.1.2 Requirements

As regards the subjective requirements of eligibility, honourableness, professionalism, autonomy and independence, reference is made to the provisions of the external and internal regulations in force for the Board of Statutory Auditors. Failure to meet any of these requirements constitutes or may constitute grounds for ineligibility, disqualification or revocation pursuant to the law applicable to members of the Board of Statutory Auditors of joint-stock companies and to the Articles of Association.

5.1.3 Autonomy and independence

The Supervisory Board has autonomous powers of initiative and control within the Company, such as to enable it to effectively perform the tasks provided for in Model 231.

Autonomy and independence, which the Supervisory Board must have, are also ensured by the location, independent from any corporate function and from the Board of Directors, of the Board of Statutory Auditors within the governance structure of FiberCop, by the possession of the requirements of independence, honourableness and professionalism of the members of the Board of Statutory Auditors, as well as the fact that the activities carried out by the Supervisory Board are not supervised by any other body of the Company or corporate function, without prejudice to the power-duty of the Board of Directors to supervise the adequacy of the action taken by the Supervisory Board, in order to ensure the effective adoption and implementation of Model 231.

The Supervisory Board has an annual budget allocated by the Board of Directors, which it may use freely.

Furthermore, the Supervisory Board has no management or decision-making powers in relation to the performance of activities of the Company, nor powers to organise or modify the corporate structure, nor powers of sanction.

The members of the Supervisory Board, in the performance of their duties, must not find themselves in situations, even potential ones, of conflict of interest with FiberCop arising from any personal, family or professional reasons. Should such situations arise, the member concerned must immediately inform the other members of the SB, refraining from taking part in the discussion.

Where necessary, the Supervisory Board may avail itself of the help and support of external consultants, provided that the Supervisory Board is exclusively responsible for supervising operation of and compliance with Model 231.

5.2 Revocation

Members of the Supervisory Board may only be dismissed for just cause, in the circumstances and in the manner provided for members of the Board of Auditors.

It constitutes, in any , just cause for revocation of the Supervisory Board functions assigned to the Board of Auditors:

- the establishment of a serious breach by the Supervisory Board in the performance of its duties.
- its tasks;

- a conviction of the Company, even if not final, or the application of the penalty on request (plea bargaining), for one of the offences set out in Decree no. 231, where it appears from the documents - also incidentally - that the Supervisory Body failed to supervise or insufficiently supervised, in accordance with Article 6(1)(d) of Decree no. 231.

5.3 Tasks

The Supervisory Board generally performs the following tasks:

- It supervises the effectiveness of the 231 Model and the dissemination within the Company of knowledge, understanding and observance of the 231 Model, also through checks on the forms and methods of carrying out training activities;
- verifies the adequacy of the 231 Model over time, assessing its concrete suitability to prevent the occurrence of the offences provided for in Decree 231 and subsequent provisions amending its scope;
- monitors and promotes the updating of Model 231, in order to adapt it to the regulatory framework of reference, to changes in the corporate organisational structure and it deems it appropriate, especially where significant violations of the provisions of Model 231 have been detected as a result of supervisory activities;
- transmits to the competent functions the results of the investigation carried out in relation to the non-compliance or breach of the 231 Model for initiation of any disciplinary proceedings pursuant to paragraph 8 below "*Disciplinary System*";
- verifies the effective implementation of Model 231, in particular through the scheduling of a plan of controls, as well as the performance of specific checks (so-called spot audits).

The performance of tasks by the Supervisory Board takes place in such way as to ensure constant and continuous over time.

To this end, the Supervisory Board has its own rules of operation through the adoption of a special internal regulation.

The Supervisory Board guarantees the traceability and preservation of the documentation produced and acquired in the performance of its duties (minutes, *reports*, information, *reports*, information flows, etc.) in accordance with the procedures laid down in the aforementioned internal rules.

In order to enable the performance of the tasks described above, the Supervisory Board:

- prepare an annual plan of controls within the Company's structures and functions, without prejudice to the possibility of carrying out spot checks;
- has free access to the Company's records;
- It interacts with the Board of Directors of the Company and with the corporate functions to the extent deemed functional to the supervisory activity and, to this end, may request, if necessary, the direct hearing of employees and Directors;
- holds regular discussions with the auditing firm and, if necessary, with the other actors of the Internal Control System (*Chief Legal Officer*, Head of the *Audit Function*,

Head of *Compliance Function*, *Manager in Charge*, Head of Prevention and Protection Service, Data Protection Officer, etc.);

- coordinates with the *Compliance Function* and the *Audit Function* for the aspects falling within their respective competences.

In particular, the *Compliance Function*, in addition to carrying out the activities already referred to in this Model 231, supports the Supervisory Board with reference to: updating the Model 231 and monitoring regulatory and case law developments in the area of corporate liability; *risk assessment* activities; defining the annual control plan and carrying out the checks provided therein; monitoring ordinary information flows as referred to below (see paragraph 5.4 *Reporting to the Supervisory Board*); communication and training⁽⁴⁾.

5.4 Reporting to the Supervisory Board

Article 6(2)(d) of Decree 231 requires the provision in the 231 Model information obligations in the to the body responsible for supervising functioning of and compliance with the 231 Model itself.

The obligation of a structured information flow is conceived as a necessary tool for the Supervisory Board to ensure its supervisory activity on the effectiveness and adequacy as well as on compliance with the 231 Model and for the possible ex post verification of the causes that made it possible for an offence to be committed.

In particular information must be promptly transmitted to the Supervisory Board by the Addressees of Model 231 concerning

- any violation, even potential, of Model 231 and any other aspect potentially relevant to of the application of Decree 231;
- measures and/or news coming from judicial police bodies, or from any other authority, from which it can be inferred that investigation activities are being carried out against the Addressees for Offences 231, as well as measures and/or news coming from other Authorities that may be relevant for this purpose;
- events and acts from which it emerges that there is a risk of injury to the integrity of workers and any other aspect concerning accident prevention measures and health and hygiene at work as well as environmental matters potentially relevant for the purposes of Decree 231.

There are also quarterly information flows to the Supervisory Board, governed by company guidelines referred to in the Special Section of Model 231.

Reporting to the Supervisory Board is also envisaged by *the Compliance Function and the Audit Function* for the areas of their respective competences mentioned above.

In this context, the Supervisory Board is informed of the system of company proxies and powers of attorney and the company organisational chart as updated from time to time.

As regards the information flows relating to the application of the Disciplinary System, please refer to section 8 "*Disciplinary System*" below.

⁴ See paragraphs: 4.3 *Approval, implementation and updating of Model 231: roles and responsibilities*; 6.2 *Mapping risk areas and controls*; 7.1 *Training*

5.5 Reporting by the Supervisory Board to the Corporate Bodies

The Supervisory Board reports to the Board of Directors, in a special six-monthly report, on the outcome of the supervisory activities carried out during the period, with particular reference to monitoring the implementation of the 231 Model and any legislative innovations concerning the administrative liability of entities.

The half-yearly report will also cover any critical issues that have emerged in terms of conduct or events within the Company, which may lead to violations of the provisions of Model 231, and the corrective and improvement measures proposed for Model 231 and their implementation status.

In the event of a serious breach of the 231 Model or detected organisational or procedural shortcomings capable of leading to the concrete risk of commission of offences pursuant to Decree 231, the Supervisory Board shall promptly inform the Board of Directors, after informing the Chairman of the Board of Directors and the Managing Director.

The Chairman of the Board of Directors and the Managing Director may at any time submit a request to convene a meeting of the Supervisory Board, in order to report on the functioning of the 231 Model and on specific situations directly and indirectly related to the application of the 231 Model and/or its implementation.

5.6 Coordination between the Supervisory Board and the other supervisory bodies of the Group Companies

Group companies, in adopting their organisation, management and control model, appoint a supervisory body taking into account the size and organisational structure of each company.

The Supervisory Body, also on the basis of the provisions of Models 231 of the other Group companies, exchanges relevant information with the supervisory bodies of the Subsidiaries in order to acquire, on the basis of reciprocal experience, useful elements in view of the implementation of the respective internal control systems, without prejudice to the autonomy of each in the exercise of its supervisory activity and the obligation of confidentiality with regard to the control activity carried out.

5.7 Whistleblowing

Legislative Decree No. 24 of 10 March 2023 - transposing in our country Directive (EU) 2019/1937 - replaces the pre-existing provisions on *whistleblowing* provided by Decree 231 for the private sector (and by Law no. 179/2017 -for the public sector), bringing together in a single regulatory text the entire discipline of the reporting channels and the protection regime for individuals who report violations of national or European Union regulations that harm the public interest or the integrity of the private entity (and the public administration), of which they have become aware in their own work context.

In order to effectively implement the provisions of Legislative Decree no. 24/2023, which, among other things, repealed the provisions of Article 6, paragraph 2-ter and paragraph 2-quater, and amended Article 6, paragraph 2-bis, of Decree 231, FiberCop adopts a reporting procedure ("*Whistleblowing Procedure*") which is an integral part of Model 231 (Annex 2) and governs the process of receiving, analysing and managing reports.

In particular, the *Whistleblowing Procedure*:

- provides internal channels for anyone to report information on violations of laws (including European laws) and regulations, the Code of Ethics, Model 231 as well as the system of rules and procedures in force in FiberCop;
- guarantees, also by using encryption tools, the confidentiality of the identity of the reporter, of the person involved and/or in any case mentioned in the report, as well as the content of the report itself and of the relevant documentation;
- provides for protection measures for the authors of the report, public disclosure or denunciation to the judicial or accounting authorities, as well as for other persons specifically identified by the legislative decree. No. 24/2023 (e.g. facilitators, colleagues, etc.);
- prohibits any form of retaliation against the person making a report, public disclosure or complaint to the judicial or accounting authorities, as well as for other persons specifically identified by Legislative Decree No. 24/2023 (e.g., facilitators, colleagues, etc.).

In compliance Article 6(2-bis) of Decree no. 231 and Legislative Decree no. 24/2023, this 231 Model extends the application of the Disciplinary System to anyone who breaches the rules on the management of the report and/or the measures put in place to protect the whistleblower, as well as to the whistleblower in the cases referred to in Article 16(3) of Legislative Decree no. 24/2023, except as provided for in Article 21(1)(c) of Legislative Decree no. 24/2023 (see paragraph 8 Disciplinary System below). Legislative Decree no. 24/2023, except as provided for Article 21(1)(c) of Legislative Decree no. 24/2023 (see paragraph 8 Disciplinary System *below*).

Reports, also in anonymous form, may be submitted through the Computer Portal, accessible from the *Whistleblowing* page on both the Company's website and the corporate intranet.

Alerts may also be transmitted:

- orally, by means of voice messaging systems, to the toll-free number indicated on the "*Whistleblowing*" page on both the Company website and the corporate intranet. The oral channel is managed operationally by the Audit Function, with the guarantees of confidentiality provided for by the *Whistleblowing* Procedure;
- by ordinary mail addressed FiberCop's Supervisory Board 231, at the address: Via Marco Aurelio 24, 20127 Milan.

The whistleblower may also request to make an oral report by meeting directly with the staff of the Audit Function in charge of managing the reporting channel.

The owner of the Whistleblowing management process is FiberCop's Audit Function, which reports periodically to the Ethics and Compliance Committee and, where necessary, to the corporate bodies.

Please refer to the Procedure for further details in relation to this paragraph.

Whistleblowing.

6 Methodological approach and control principles

6.1 Foreword

The main objective of Model 231 is to set up a structured and organic system of processes, procedures and control activities aimed at preventing, as far as possible, the commission of conduct liable to constitute the offences covered by Decree 231.

With particular reference to control activities for each process/activity at risk, the Company has provided for:

- **General Control Standards**, i.e. applicable irrespective of process and/or activity at risk (segregation of tasks, roles and responsibilities, traceability of activities and controls, definition of appropriate process roles and responsibilities, regulation of activities by company rules);
- Specific **Control Standards**, i.e., specifically defined for the management of individual Sensitive Processes/Activities;
- **Transversal Control Standards**, i.e., defined for the governance of other relevant compliance issues, but having an impact in terms of strengthening the control of Sensitive Processes/Activities such as, for example, the Internal Control System on Financial Reporting and *Safety Management System*;
- **Area of Transversal Do's and Don'ts and Process Behavioural Indications** in which the prescriptions and/or prohibitions for all processes indiscriminately, i.e., for each sensitive process and activity, are made explicit.

The assessment of FiberCop's system of controls for the purpose of adopting this Model 231 considered the offences covered by Decree 231 in force at the time the analysis was carried out and deemed these to be of interest to the Company, in view of its organisation and the nature of its activities.

With respect to the types of offence provided for in Decree 231 for which, at the outcome of *Risk Assessment* activity, the risk of commission within the scope of FiberCop's operations was assessed as extremely unlikely, the Company nevertheless considered the safeguards set up by the principles of the Code of Ethics, as well as the procedures in force, to be adequate.

In addition, FiberCop will monitor, in order to provide adequate evidence, the indications that can be deduced from application practice, as well as the updating of the Confindustria Guidelines on the subject, also in order to implement and/or adapt its internal procedures on the subject.

6.2 Mapping of risk areas and controls

Article 6(2)(a) of Decree 231 provides that the model must provide for a mechanism to "*identify the activities within the scope of which offences may be committed*".

The identification of the areas in which there may be a theoretical risk of offences being committed entails a detailed assessment of all corporate processes, aimed at verifying the abstract configurability of the types of offences envisaged by Decree 231 and suitability of the existing control elements to prevent them from being committed. This analysis results in a mapping of the risk areas and controls (Mapping).

The Mapping constitutes the fundamental prerequisite of the 231 Model, determining the scope of effectiveness and operability of all its constituent elements, and is therefore subject to periodic evaluation and constant updating, also at the instigation of the Supervisory Board, as well as to review whenever there are substantial changes in the organisational structure of the Company (e.g. establishment/alteration of organisational units, start-up/alteration of activities), or whenever there are important legislative changes (e.g. introduction of new 231 offences).

The mapping is carried out, with the involvement of the Supervisory Board, by Management coordinated by the 231 Contact Person, with the support of the *Compliance* Function. The Compliance Function reports periodically to the Supervisory Board on the activities carried out and the findings.

Updating the Mapping should ensure that the following objectives are achieved:

- identify the corporate functions which, in view of the tasks and responsibilities assigned, could be involved in Sensitive Activities;
- specify the alleged offences;
- specify the concrete ways in which the alleged offence is to be committed;
- identify the control elements put in place to protect the risks/offences identified.

The path for the adoption of this Model 231 followed the following steps:

1) Risk Assessment

As part of the *Risk Assessment*, the Company carried out the following activities: identification of the persons who perform key roles in FiberCop's activities based on functions and responsibilities; collection and analysis of relevant documentation; conducting interviews with the identified persons; identification of the activities at risk of committing Offences 231 (Sensitive Activities); identification of the Sensitive Processes and the related control standards that must be complied with; assessment of the inherent risk level of the activities; and sharing the results of this phase with the persons interviewed.

The assessment of the level of risk of commission of Offences 231 was carried out by jointly considering:

- activity incidence: assessment of the frequency and/or relevance of the activity based on specific qualitative and quantitative drivers;
- risk of offences being committed: assessment of the possibility, in the abstract, of unlawful conduct being committed in the interest or to the advantage of the entity.

2) Gap Analysis

Downstream of the *Risk Assessment*, FiberCop conducted the analysis of the existing control system and carried out the *Gap Analysis*, i.e. the detection of differences between the existing control systems and the processes defined in order to adapt the Internal Control System to the control standards that must necessarily be met to prevent the commission of Offences 231.

At the end of the *Gap Analysis*, an assessment is made of the level of residual risk of the offence being committed, taking into account the total risk of the activity as calculated above and the level of adequacy of existing control standards.

6.2.1 General Control Principles and Company Procedures

The company adopts the following general control principles, compliance with which must be ensured by company procedures:

- *"every operation or transaction must be: verifiable, documented, consistent and congruous"*.

With this principle, the Company intends to ensure that, especially in activities found to be at risk, there adequate documentary support (so-called '*traceability*') on which controls can be carried out at any time. To this end, it is envisaged that, for each operation, it is easy to identify who authorised the operation, who materially carried it out, who recorded it, and who carried out a check on it. The traceability of operations can also be ensured through the use of computer systems capable of managing the operation, enabling compliance with the requirements described above.

- *"no one can manage an entire business process independently"*.

The control system must ensure the so-called '*separation of roles*' principle. This requirement may be ensured by assigning the various steps in the process to different parties.

FiberCop adopts a matrix of incompatibilities that applies the general principles of role separation through: the census of significant activities deemed to be at risk; correlations between activities for the consequent identification of areas of incompatibility; and the assessment of the areas of greatest risk, based on the potential resulting impact.

The Compliance Function is responsible for periodically updating the incompatibility matrix, through a process of sharing changes with the main business areas concerned and with the external auditor.

- *"the checks carried out must be documented"*.

The procedures recalling the controls ensure the possibility of retracing the activities carried out, so as to allow the evaluation of the consistency of the methodologies adopted (*self assessment*, sample surveys, etc.) and the correctness of the results obtained contained, for instance, in audit *reports*.

Furthermore, the Company establishes that the following control principles must be ensured in the risk activities revealed by the Mapping, as well as in the company processes:

- ensure integrity and ethics in the conduct business, through the provision of appropriate rules of conduct aimed at regulating each specific activity considered to be at risk;
- formally defining the tasks and responsibilities of each corporate function involved in activities at risk;
- allocate decision-making powers in a manner commensurate with the degree of responsibility and authority conferred;
- correctly define, assign and communicate authorisation and signature powers, providing for a precise indication of the approval thresholds for expenditure, when required, so that no person is given unlimited discretionary powers;

- ensure the principle of role separation in the management of processes, by assigning to different parties the crucial phases of which the process is composed and, in particular, those of authorisation, execution and control;
- regulate risk activity, providing for appropriate control and monitoring points (checks, reconciliations, balancing, information mechanisms, etc.);
- ensure that appropriate reporting mechanisms are in place to enable systematic reporting by the personnel carrying out the activity considered at risk (written reports, reports, etc.).

6.3 Organisational responsibilities and powers

As indicated by the Confindustria Guidelines, the organisation of the Company must be sufficiently formalised and clear with regard to the allocation of responsibilities, hierarchical reporting lines and the description of tasks, with specific provision for control principles, such as, for example, the juxtaposition of functions.

With reference to the authorisation system, the Confindustria Guidelines require that authorisation and signatory be assigned in line with the organisational and management responsibilities defined, providing, when required, for a precise indication of the approval thresholds for expenditure, especially in areas considered at risk of offences, as provided for in the delegations and powers of attorney granted.

In FiberCop, the system of delegation of powers is the subject of a special company procedure that establishes the ways in which this system is to be implemented.

According to the criteria laid down at the procedural level, the powers granted are functional for the performance of legal acts on behalf and in the interest of the Company, consistent with the assigned organisational mandate/role.

In particular, the following types of powers of attorney are to be adopted:

- 1) system' powers of attorney, whereby FiberCop carries out, through proxies, day-to-day management activities also vis-à-vis third parties by means of acts that bind the company;
- 2) special' powers of attorney, whereby powers of representation are granted with temporary validity and only for specific activities/operations;
- 3) powers of attorney for 'environment, safety and health at work', with which the power to represent the company is conferred for the purpose of performing acts relating to the environment and safety. In relation to this type of power of attorney, the company procedure also regulates the related proxy system.

assignment or exercise of delegation shall take into account the assessment of possible conflict situations of interest concerning the delegate.

The procedure also regulates the conditions and fulfilments for the revocation and constant updating of powers of attorney granted.

6.4 Management of financial resources

Article 6(2)(c) of Decree 231 stipulates that models must provide for '*methods of managing financial resources suitable for preventing the commission of offences*'.

The Confindustria Guidelines recommend the adoption of mechanisms for the proceduralisation of decisions that, by making the various stages of the decision-making process documented and verifiable, prevent the improper management of the entity's financial resources.

Again on the basis of the principles set out in the aforementioned Guidelines, the control system relating to administrative processes and, in particular, to the process of managing FiberCop's financial resources is based on the segregation of roles in the key stages of the process, a segregation that must be adequately formalised and for which good traceability of the acts and authorisation levels to be associated with the operations is envisaged.

In this respect, FiberCop adopts financial resource management procedures based on the following principles:

1. segregation of the functions of requesting, approving and controlling payments;
2. appropriate authorisation levels for the approval of payments;
3. traceability of financial flows, to be understood as the possibility of reconstructing ex post exactly the decision-making and formal path of the flow;
4. imputation of payment, i.e. exact identification of the title justifying the flow of payment;
5. recording in the documentation of financial flows in order to track the type of payment and its amount and reason;
6. carrying out checks on the consistency of payments with the supporting documents and on the actual provision of the service corresponding to the payment.

7 Training and dissemination of the Model

7.1 Training

Training is an essential tool for the effective implementation of Model 231 and for the widespread dissemination of the principles of conduct and control adopted by FiberCop, in order to ensure reasonable prevention of offences under Decree 231.

The requirements to be met by the training instrument are as follows:

- be appropriate to the position held and the level of classification of the persons within the organisation (Senior Persons, Subordinates, new recruits, employees, managers, etc.);
- the contents must be differentiated according to the activity carried out by the person within the company and the associated Offence 231 risk profile;
- The frequency of training activities must be in accordance with the regulatory updates to which Decree 231 is subject and the relevance of the organisational changes that the company adopts;
- Participation in the training programme must be compulsory and appropriate control mechanisms must be defined to verify the attendance of the subjects and the degree of learning of each individual participant.

To support the adoption of Model 231, training modules, activities and projects on 231 issues are ensured for all employees based on the following logic:

- targeted training, specifically aimed at updating and improving the skills on the subject of Decree 231 of the corporate roles most involved both in terms of the responsibilities defined within the 231 Model, and in terms of direct relations with public bodies and third parties in general;
- widespread training aimed at very broad targets of the corporate population in an undifferentiated manner;
- specific on-boarding initiatives for newly recruited employees following induction in the workforce.

The training measures, for which specific annual planning is provided for by the Function Compliance and which is defined and shared with Supervisory Board, are implemented through:

- the liaison between the structures of the Compliance Function and those in charge of training within the Chief *Human Resources Officer* Function ("HRO Function") at the time of the conception, design and *delivery* of training initiatives;
- the traceability of all initiatives carried out, also ensured by specific reporting and support systems of the HRO Function.

7.2 Information

In line with the provisions of Decree 231 and the Confindustria Guidelines, the Company promotes adequate dissemination of this Model 231, in order to ensure its full knowledge by the Addressees.

In particular, the communication is expected to be:

- carried out through appropriate communication channels that are easily accessible to both employees and Third Parties, such as the Company's intranet portal and website;
- differentiated in terms of content in relation to the different recipients and timely in order to enable the update.

FiberCop implements actions to raise awareness of business ethics with respect to Third Parties in business relations with the Company, through the adoption of specific contractual clauses that provide for the explicit commitment of these subjects to operate in compliance with Decree 231 and to behave in accordance with the principles and ethical-behavioural rules contained in Model 231, under penalty, in the most serious cases, of legal termination of the contract pursuant to Article 1456 of the Italian Civil Code.

8 Disciplinary System

8.1 Foreword

For the purposes of the effective implementation of the organisation, management and control model, Decree 231 requires the preparation of an adequate Disciplinary System (Article 6(2)(e) and Article 7(4)(b) of Decree 231).

The Disciplinary System adopted by FiberCop is aimed at sanctioning non-compliance with the principles, measures and behavioural rules set out in the 231 Model itself as well as in related procedures, including the *Whistleblowing Procedure*.

The application of disciplinary sanctions is irrespective of whether the conduct imputed to the employee (whether subordinate, in a senior position or collaborator) constitutes a violation from which criminal proceedings and/or the application of other sanctions may result or may result.

The Disciplinary System is adopted by the Company in accordance with the following principles:

- **Specificity and autonomy:** the Disciplinary System adopted by FiberCop is aimed at sanctioning any breach of the Model 231, regardless of whether or not it leads to the commission of an offence. The Disciplinary System is, therefore, autonomous with respect to other possible sanctioning measures, since the Company is called upon to sanction the violation of Model 231 regardless of whether or not criminal proceedings are instituted and the outcome of the resulting judgement;
- **Compatibility:** the procedure for the assessment and application of the sanction must be consistent with the law and the contractual rules applicable to the existing relationship with the Company;
- **Suitability:** the system must be efficient and effective for the purposes of preventing the risk of commission of unlawful conduct, with particular regard to conduct relevant to offences covered by Decree 231;
- **Proportionality:** the sanction must be proportionate to the violation detected. Proportionality must be assessed on the basis of two criteria: (i) the seriousness of the breach and (ii) the type of employment relationship in place with the employee (subordinate, para-subordinate, managerial, etc.), taking into account the specific legislative and contractual framework;
- **Drafting in writing and appropriate dissemination:** the Disciplinary System must be formalised and must be the subject of timely information and training for all Addressees.

Compliance with the provisions set out in Model 231 is required in the context of self-employment contracts, including coordinated and continuous and/or hetero-organised and subordinate employment contracts, without prejudice to the application of the reference discipline as regards disciplinary sanctions (Article 7 of Law no. 300 of 20 May 1970 - the so-called 'Workers' Statute' and the applicable CCNL).

The Supervisory Board is responsible, with the support of the HRO Function, for monitoring the functioning of and the effectiveness of the Disciplinary System.

Disciplinary proceedings are initiated at the instigation of the HRO Function or following notification by of non-compliance and/or possible breaches of the 231 Model to the relevant functions.

In particular, the Supervisory Board must be informed in advance of any proposal to dismiss a disciplinary proceeding or to impose a disciplinary sanction for violation of the 231 Model, so that it may express its opinion where appropriate; the opinion of the Supervisory Board must be received within the time limits laid down for the conclusion of the disciplinary proceeding.

The conduct and definition of disciplinary proceedings are entrusted, in view of the type of employment contract and/or assignment involved, to the Corporate Bodies and/or corporate functions that are

competent by virtue of the powers and attributions conferred on them by the applicable legislation, the Articles of Association and the internal regulations of the Company.

This is without prejudice to the Company's right to claim for any damage and/or liability that it may incur as a result of the conduct of employees, members of Corporate Bodies and Third Parties in breach of Model 231.

8.2 Addressees, their duties and relevant conduct

The Addressees are obliged to conform their conduct to the principles and rules laid down in the Model 231.

For the purposes of the Disciplinary System, any action or omission carried out - even in conjunction with other persons - in violation of the aforementioned principles and rules constitutes conduct relevant for the application of sanctions.

In particular, by way of example and beyond what is provided for in the relevant company regulations and as a specification thereof, it constitutes a disciplinary offence:

- non-compliance with or violation of the ethical-behavioural rules laid down in Model 231 and the Code of Ethics;
- the failure to report to the Supervisory Board violations of the 231 Model of which it has become aware;
- any retaliation to be understood as behaviour, act or omission, even if only attempted or threatened, carried out by reason of the *whistleblowing* report, the report to the judicial or accounting authorities or the public disclosure concerning *whistleblowing* and which causes or may cause directly or indirectly, unjust damage to the person making the report or the person who has made a public disclosure and/or to the other persons specifically identified by Legislative Decree no. 24/2023;
- failure to verify and analyse the reports received;
- the commission of actions or conduct by the reporting obstructed or attempted to be obstructed;
- breaches of the obligation of confidentiality with regard to the identity of the whistleblower, involved or, in any case, mentioned in the report, as well as the content of the report and the relevant documentation.

In the cases referred to Article 16, paragraph 3, of Legislative Decree no. 24/2023 (*i.e.* in the event of ascertainment with a judgement, even if not final at first instance, against the whistleblower of criminal liability for the offences of slander or defamation or in any case for the same offences connected with the report to the judicial or accounting authorities, or of civil liability, for having reported false information intentionally with malice or gross negligence), except as provided for Article 21, paragraph 1, letter c) of Legislative Decree no. 24/2023, the Company shall initiate disciplinary proceedings in accordance with the provisions of this Disciplinary System, of the TLC CCNL and of the law.

Any conduct in breach of the provisions of Model 231 represents, if ascertained:

- in the case of employees (including managers), a breach of contract in relation to the obligations arising from the employment relationship pursuant to Articles 2104 and 2106 of the Civil Code;
- in the case of directors and members of the Board of Statutory Auditors, failure to comply with the duties imposed on them by law and/or the articles of association;

- in the case of Third Parties, serious breach of contract such as to legitimise, in the most serious cases, the legal termination of the contract pursuant Article 1456 of the Civil Code, without prejudice to the possibility of taking action to obtain compensation for any damage suffered.

The procedure for the imposition of disciplinary sanctions therefore takes into account the particularities arising from the qualification of the person against whom proceedings are brought.

8.3 General Principles on Sanctions

The application of disciplinary sanctions is inspired by the principle of gradualness and proportionality to the objective gravity of the violations committed.

The determination of the seriousness of the non-compliance or infringement, which is the subject of assessment for identification of the applicable sanction, is marked by respect for and appreciation of the following:

- the intentionality of the conduct from which the non-compliance or breach of Model 231 arose or the degree of guilt;
- negligence, recklessness or inexperience shown by the perpetrator in the commission of the breach or infringement, especially with regard to the actual possibility of foreseeing and/or preventing the event;
- the relevance, seriousness and consequences, if any, of the non-compliance or breach of the 231 Model (measurable in relation to the level of risk to which the Company is exposed and diversifying, therefore, between non-compliant conduct and/or breaches that did not entail exposure to risk or entailed a modest exposure to risk and breaches that entailed an appreciable or significant exposure to risk, up to breaches that constituted a criminal offence)
- the position held by the agent within the company organisation, especially in consideration of his level of hierarchical and/or technical responsibility;
- any aggravating and/or extenuating circumstances that may be found in relation to the conduct the person to whom the conduct in question relates, including, by way of example, (i) the possible commission of more than one breach in the same conduct (in which, the aggravation shall be applied in relation to the sanction laid down for the most serious breach), and (ii) the repeat offence of the offender (in terms of the imposition of disciplinary sanctions against the latter in the two years preceding the breach);
- the concurrence of several Addressees, in agreement with each other, in the commission of the violation;
- other special circumstances characterising the infringement.

The process of contesting the offence and imposing the penalty is differentiated on the basis of the category to which the agent belongs.

8.4 Sanctionable conduct and measures against employees: managers, clerks and workers

The possible non-observance or infringement by employees of the Company of the principles and individual rules of conduct laid down in this Model 231 constitutes, if ascertained, a disciplinary offence (for employees with executive status, see paragraph 8.5 below, *"Measures against employees with executive status"*).

The sanctions that can be imposed on employees fall within those provided for in the Disciplinary System and/or the sanction system laid down in the National Collective Labour Agreement for employees of

undertakings providing telecommunication services (hereinafter, the 'TLC CCNL').

The disciplinary measures that can be imposed on employees, in accordance with provisions of Article 7 of the Workers' Statute and any applicable special regulations, are those provided for in the disciplinary rules set out in Articles 46 et seq. of the CCNL TLC.

The Company's Disciplinary System is therefore based on the relevant provisions of the Civil Code and on the collective bargaining rules set out in the aforementioned CCNL.

Without prejudice to the criteria for assessing the seriousness of the non-compliance or infringement set out in paragraph 8.3 above "*General Principles relating to Sanctions*", for employees, the sanctions applicable to any non-compliance or infringement found, in application of the CCNL TLC, are as follows:

- a) verbal warning;
- b) written warning;
- c) fine not exceeding three hours' basic pay;
- d) suspension from work and pay up to a maximum of 3 days;
- e) disciplinary dismissal with notice;
- f) disciplinary dismissal without notice.

By way of example only, the types of non-compliance or infringements and related sanctions are defined, in compliance with provisions of Article 7 of the Workers' Statute and the CCNL, in the following table:

Type of offence	Sanctions
1. Very minor non-compliance with the provisions issued by the Company and relevant under Model 231, not capable of exposing the Company to dangerous situations	Verbal warning ex art. 46 of CCNL TLC
2. Recidivism in the violations referred to in point 1 and/or minor non-compliance with the provisions issued by the Company and relevant under Model 231, not liable to expose the Company to dangerous situations	Written warning pursuant to Articles 46 and 47 of the CCNL TLC
3. Repeated breach of the violations referred to in point 2 and/or non-compliance with the provisions issued by the Company, relevant under Model 231, not capable of exposing the Company to a dangerous situation	Fine (not exceeding three hours' basic pay) pursuant to Articles 46 and 47 of the CCNL TLC
4. Repeated breach of the violations referred to in paragraph 3 and/or failure to comply with the provisions issued by the Company, relevant to Model 231, which causes damage or exposes the Company to a dangerous situation	Suspension from work and pay ex Articles 46 and 47 of CCNL TLC
5. Repeated breach of the violations referred to in point 4 and/or failure to comply with the provisions issued by the Company, relevant under of the 231 Model that constitutes a material breach of contractual obligations	Dismissal with notice pursuant to Articles 48 and 49 of the CCNL TLC
6. Failure to comply with the provisions issued by the Company, relevant to Model 231, which constitutes a just cause of termination of employment	Dismissal without notice pursuant to Articles 48 and 49 of the CCNL TLC

Should the breaches by employees of the 231 Model be abstractly ascribable to a criminal offence, the Company, where it is not in a position, pending possible judicial investigations and for lack of sufficient elements, to provide a clear and exhaustive reconstruction of the facts, may, while awaiting the outcome of the judicial enquiries, formulate against the persons identified as

responsible a notice by which it reserves all rights and actions under the law and the TLC collective agreement.

If, at the outcome of the aforesaid investigations and/or of the criminal trial, even of the first degree, evidence of infringements is found against the persons identified as responsible, the Company, having acquired all the elements necessary for a specific reconstruction of the facts, shall initiate disciplinary proceedings in accordance with the provisions of this Disciplinary System, of the TLC CCNL and of the law.

8.5 Measures against employees with managerial status

The management relationship is characterised by its predominantly fiduciary nature. In fact, the conduct of the manager is reflected not only within the Company, representing a model for all employees, but also externally.

Therefore, compliance by the Company's executives with the provisions of the 231 Model and the obligation to make hierarchically subordinate employees comply with it, are considered an essential element of the managerial working relationship, since executives represent an incentive and an example for all those hierarchically subordinate to them.

In this specific case, the relevant CCNL is that of 30 July 2019 for managers of companies producing goods and services.

Any breaches or infringements committed by the Company's executives, by virtue of the special relationship of trust existing between them and the Company, shall be sanctioned with the disciplinary measures deemed most appropriate to the individual case, in compliance with the *general principles* previously identified in paragraph 8.3 "*General principles relating to sanctions*", in accordance with the provisions of the law and of the contract, in consideration of the fact that the aforesaid breaches constitute, in any case, breaches of the obligations arising from the employment relationship potentially capable of satisfying the principle of justification for termination.

Should the breaches by the managers of the 231 Model be abstractly to a criminal offence, the Company, where it is not in a position, pending possible investigations by the judiciary and for lack of sufficient elements, to make a clear and exhaustive reconstruction of the facts, may, while awaiting the outcome of the judicial enquiries, formulate a notice against the persons identified as responsible, reserving all rights and actions pursuant to the law.

If, at the outcome of the aforesaid investigations and/or of the criminal trial, even of the first degree, evidence of offences is found against the persons identified as responsible, the Company, having acquired all the elements necessary for a specific reconstruction of the facts, shall initiate disciplinary proceedings in accordance with the provisions of this Disciplinary System and the law.

The Company, in implementing the principle of gradualness and proportionality of the sanction with respect to the seriousness of the violations committed, reserves the right - in compliance with the *general principles* previously identified in paragraph 8.3 "*General principles relating to sanctions*" - to apply against executives the measures deemed appropriate, it being understood that the termination of the employment relationship requires compliance with the principle of justification provided for by the relevant CCNL.

By way of example and not limitation, the following are some behaviours that may be a prerequisite the application of the measures:

- non-compliance with and/or violation of one or more procedural or behavioural principles or rules provided for and/or referred to by Model 231;
- violation or circumvention of the control system provided for in the 231 Model, in any way carried out, for example through removal, destruction or alteration of the documentation provided for in the company protocols implementing the 231 Model;
- Failure to draw up, incomplete or untruthful documentation required by the 231 Model and its implementing procedures and protocols in order to prevent and/or hinder the transparency and verifiability thereof;
- failure to report or tolerance of even minor irregularities committed by subordinate employees;
- failure of subordinate employees to report or tolerate irregularities committed by others in the same department;
- failure to supervise, control and monitor subordinate employees as to the correct and effective application of the principles and internal procedures laid down in Model 231;
- violation of the obligations to inform the Supervisory Board provided for in the 231 Model;
- Facilitating the untruthful drafting, also in conspiracy with others, of documents required by Model 231;
- if applicable, failure to provide training and/or updates and/or failure to inform hierarchically subordinate employees about the processes governed by the company protocols relating to Sensitive Activities;
- the implementation of any form of retaliation as referred to above and, more generally, non-compliance with *whistleblowing* rules.

The provisions of this paragraph and of the following paragraph 8.8.2 "*Disciplinary proceedings against employees with managerial status*" shall also be fully applicable in the event that the violation of the provisions of the 231 Model is attributable to a Director bound to the Company by employment relationship.

8.6 Measures against Directors not linked to the Company by an employment relationship and Statutory Auditors

The Company assesses with absolute rigour any non-compliance or possible breaches of the 231 Model by those at the top of the Company and representing its image towards employees, shareholders, customers, creditors, supervisory authorities and the general public. The values of fairness, legality and transparency must first and foremost be embraced, shared and respected by those who guide the Company's decisions, so as to set an example and stimulate all those who, at any level, work for the Company.

The Chairman of the Supervisory Board, if he is not himself the subject of the dispute as Chairman of the Board of Statutory Auditors, or in the event, the most senior member of the Supervisory Board, shall inform the Chairman of the Board of Directors of situations concerning possible non-compliance or infringements of the 231 Model by one or more Directors and/or members of the Board of Statutory Auditors, acquired in the performance of his duties and which have not been deemed unfounded, so that he may refer the matter to the Board of Directors and promote the most appropriate and adequate initiatives, taking into account the seriousness of the breach detected and in accordance with the powers/responsibilities assigned by the law and/or the Articles of Association and/or this Model 231.

If the Chairman of the Board Directors is himself the addressee of the dispute, the Supervisory Board shall refer the matter to the Board of Directors.

The Supervisory Board monitors to ensure that the bodies concerned are properly informed of the violation observed and take appropriate action.

In particular, disciplinary measures against councillors may include:

- statements in the minutes of the meetings;
- formal written warning;
- revocation, partial or total, of organisational delegations or offices;
- convocation of the Shareholders' Meeting for the adoption of measures within its competence against the persons responsible for the violation, including the revocation of the office and the exercise of legal proceedings aimed at the recognition of liability towards the Company and compensation for any damages suffered and to be suffered.

In the case of Statutory Auditors, the Board of Directors shall take the appropriate steps in order to adopt the most suitable measures permitted by law (see paragraph 8.8.3 below, *Disciplinary proceedings against Directors who are not linked to the Company by an employment relationship and Statutory Auditors*).

By way of example and not limitation, the following are some behaviours that may constitute grounds for application of the sanctions:

- non-compliance with or infringement - also in conjunction with other persons - of the principles, measures and internal procedures/protocols laid down in Model 231;
- the violation or circumvention of the control system provided for by Model 231, in any way carried out, for example by removing, destroying or altering the documentation provided for by the company protocols implementing Model 231;
- conduct aimed at obstructing and/or preventing the persons in charge of controls (including the Supervisory Board) from accessing the requested information and documentation;
- violation of the obligation to inform the Supervisory Board of any breaches of the provisions of the 231 Model committed by other Addressees and which known or suspected with concrete elements or direct evidence.

8.7 Measures against Third Parties

For Third Parties, non-compliance with Decree 231 and with the principles and ethical-behavioural rules set forth in the 231 Model shall be considered a breach of contract and sanctioned, according to the provisions of the specific clauses included in the individual contracts to which the Company is a party, with the legal termination of the contract pursuant to Article 1456 of the Civil Code in the most serious cases.

8.8 The Sanctions Procedure

The procedure for the application of sanctions resulting from a breach of the 231 Model differs with regard to each category of Addressees as to the stages of:

- contesting the non-compliance or infringement to the person concerned;
- determination and subsequent imposition of the sanction.

In particular, the Supervisory Body, after having carried out the checks falling within the scope of its inspection activities and in accordance with the provisions of the *Whistleblowing Procedure*, where applicable, requests the functions concerned to initiate disciplinary proceedings in order to take the relevant decisions. The outcome of the aforementioned proceedings must be communicated by the functions concerned to the Supervisory Board.

The application of sanctions for violation - also through omissive conduct and in possible concurrence with other persons - of the prescriptions contained in Model 231 is adopted by the competent corporate bodies or functions by virtue of the powers and attributions conferred on them by the applicable legislation, the Articles of Association and the internal regulations of the Company.

The Supervisory Board is constantly informed of progress and outcome of the disciplinary proceedings.

8.8.1 Disciplinary proceedings against employees: managers, clerks and workers

The procedure for ascertaining non-compliance or infringement, by employees, of the prescriptions contained in Model 231 is carried out in compliance with the provisions of Article 7 of the Workers' Statute as well as the CCNL TLC.

In particular, the Supervisory Board - if the procedure has not been triggered at the initiative of the HRO Function - transmits to the Head of the HRO Function a report containing

- the particulars of the person responsible for the alleged non-compliance or infringement;
- the description of the conduct complained of and the circumstances that led to its detection;
- an indication of the provisions of Model 231 that have been violated or not complied with;
- any documents and elements supporting the dispute.

Following the acquisition of the Supervisory Board's report, the Company, through the Head of the HRO Function, having assessed the prerequisites initiating disciplinary proceedings, initiates and manages the same in compliance with the provisions of the Workers' Statute.

The Supervisory Board is informed by the Head of the HRO Function or another employee of the same Function of the initiation of disciplinary proceedings if they have not been initiated following a communication from the Supervisory Board.

The Supervisory Board is constantly informed of progress and outcome of the disciplinary proceedings.

In the event of a conviction, even of the first degree, for one of the offences relevant to Decree 231, the convicted employee shall immediately notify the Head of the competent HRO Management Function who, in turn, shall report to the Supervisory Body for the adoption of the appropriate initiatives.

8.8.2 Disciplinary proceedings against employees with managerial status

The procedure for ascertaining non-compliance or possible non-compliance, by managers, with the prescriptions contained in Model 231 is carried out in compliance with the applicable legal provisions as well as collective agreements where applicable.

In particular, the Supervisory Board transmits to the Chairman of the Board of Directors and Managing Director a report containing:

- the particulars of the person responsible for the alleged non-compliance or infringement;
- a description of the conduct observed and the circumstances that led to its detection;
- an indication of the provisions of Model 231 that have been violated or not complied with;
- any documents and elements supporting the dispute.

Following the acquisition of the Supervisory Board's report, the Managing Director, through the Head of the HRO Function or another employee of the same Function, having assessed the prerequisites for the initiation of disciplinary proceedings, initiates and manages the same in compliance with the provisions of the Workers' Statute.

If the person in respect of whom the contestation procedure has been activated holds an apical role with attribution of organisational proxies or powers of attorney, Managing Director, through the Head of the HRO Function, may proceed to revoke, in whole or in part, the organisational proxies or powers of attorney attributed on the basis of the nature of the position (if related to the contested breach or if deemed otherwise appropriate).

Based on the outcome of the investigation conducted, the Managing Director will assess the position of the person concerned, as well as the implementation of the relevant sanctioning procedure.

The Supervisory Board is constantly informed of progress and outcome of the disciplinary proceedings.

The Supervisory Board informed by the Head of the HRO Function of the initiation of disciplinary proceedings if the same has not been activated following notification by the Supervisory Board.

In the event of a conviction, even of the first degree, for one of the offences relevant to Decree 231, the convicted manager shall immediately notify the Head of the HRO Function who, in turn, shall report to the Supervisory Body for the adoption of the appropriate initiatives.

In the event that the possible non-compliance or breach of the 231 Model is ascribable to a manager who also holds the office of Director of the Company, the Supervisory Body shall inform - through its Chairman - the Board of Directors in order to initiate the procedure for the evaluation of the appropriate disciplinary measure. If, at the end of the procedure provided for in this paragraph, the sanction of dismissal is imposed, the Board of Directors convene the Shareholders' Meeting to resolve the removal of the Director from office.

8.8.3 Disciplinary proceedings against Directors not linked to the Company by an employment relationship and Statutory Auditors

If, upon conclusion of its investigation, the Supervisory Board finds that the 231 Model has been breached by one or more persons holding the office of Director, without being linked to the Company by a subordinate employment relationship⁵, and/or of Statutory Auditor, the Chairman of Supervisory Board or the most senior member of the Supervisory Board (if the former is himself involved in the proceedings as Chairman of the Board of Statutory Auditors) shall inform the Supervisory Board of the findings of the investigation.

⁵ In the event that the breach of the 231 Model is attributable to a Director bound to the Company by an relationship, the proceedings provided for in paragraph 8.8.2 above "Disciplinary proceedings against employees with managerial status" shall be instituted.

the Chairman of the Board of Directors or the Board of Directors (if the Chairman himself is involved in the proceedings), drawing up an appropriate report.

Following acquisition of the Supervisory Board's report, the Board of Directors shall convene the Director or Auditor who is accused of the violation for a meeting of the Board, to be held within 30 calendar days of receipt of the report.

The convocation, to be carried out in accordance with the procedures for convening the Board of Directors, must:

- contain precise indication of the contested conduct and the provisions Model 231 concerned of violation;
- enclose any documents proving the infringement and/or other elements supporting the dispute.

The date of the convocation will be communicated to the person concerned, with notice of the right to formulate any remarks and/or deductions, both written and oral.

At the meeting of the Board of Directors, in the presence of the Supervisory Board, the hearing of the interested party, the acquisition of any written statements by the latter and the performance of any further investigations deemed appropriate or necessary shall be arranged.

The Board of Directors, with the abstention of any Director involved, assesses the truthfulness and grounds of the facts reported and directly proceeds to impose the sanction deemed applicable in relation to the case in question. If it is ascertained that the elements acquired are well-founded and that one or more Directors are responsible for a more serious violation, such as to require the revocation of their office, the Board of Directors, with exclusion of any Director involved, shall convene the Shareholders' Meeting, proposing the measures deemed appropriate pursuant to art. 2383, paragraph 3, Civil Code, without prejudice to any further action to protect the interests of FiberCop.

The procedure described above also applies if a violation of the 231 Model by a member of the Board of Statutory Auditors is discovered. In such a case, the Board of Directors, after assessing the relevance and grounds of the report, if the violations are such as to constitute just cause for revocation of the office, convene the Shareholders' Meeting without delay in order to adopt the measures within its competence, without prejudice to any further action to protect the interests of FiberCop.

The decision of the Board of Directors (also in the event that the facts reported are found to be unfounded) and/or that of the Shareholders' Meeting, as the case may be, is communicated in writing by the Board of Directors to the Director or Statutory Auditor concerned, as well as to the Chairman of Supervisory Board (or to oldest member in terms of age in the event of the involvement of the Chairman himself as Chairman of the Board of Statutory Auditors), for the appropriate evaluations.

Should the Supervisory Board, during its investigation, find that the 231 Model has been violated by the entire Board of Directors or by the majority of the Directors, it shall promptly notify the Board of Statutory Auditors so that the latter may promptly convene the Shareholders' Meeting for the appropriate measures.

In the event of a conviction, even at first instance, for one of the offences relevant to Decree 231, the convicted Director or Statutory Auditor shall immediately notify the Chairman of the Supervisory Board, who, in turn, shall promptly report to the Chairman of the Board of Directors or to the

oldest member of the Board of Statutory Auditors, if the Chairman himself is the subject of the proceedings as Chairman of the Board of Statutory Auditors, for the adoption of appropriate initiatives.

8.8.4 Proceedings against Third Parties

In order to enable the initiatives envisaged in the contractual clauses entered into with an external party to be taken, the Supervisory Board, with the involvement of the Compliance Department, sends a report to the Head of the department that is the *owner of* the contractual relationship, containing

- the details of the person responsible for non-compliance with the rules of conduct and principles contained in Model 231;
- the description of the conduct complained of;
- an indication of the provisions of Model 231 that have been violated;
- any documents and elements supporting the dispute.

The Head of the function *owner of* the contractual relationship, in agreement with the *Procurement* and *Legal* Functions, to the extent of their respective competences, sends to the external party concerned a written communication containing an indication of the contested conduct, the provisions of the 231 Model that have been breached, as well as an indication of the specific relevant contractual clauses, and ensures their application.

In cases where the *Whistleblowing* Procedure applies, please refer to it.

The Supervisory Board is constantly informed of progress and outcome of the proceedings.

The imposition of sanctions in accordance with the provisions of the specific contractual clauses also constitutes an impediment to the establishment of new contractual relationships with the persons involved, unless the function *owner of* the contractual relationship, in agreement with the *Procurement*, *Legal* and *Compliance* Functions, decides otherwise.