

231 Model | Ghella

*Organisation, Management and Control Model
pursuant to Legislative Decree No. 231/2001*

General Section

Approved by the Board of Directors of
Ghella S.p.A. on 9 February 2026





Organisational Model

ORGANISATIONAL MODEL

Organisation, Management and Control Model pursuant to
Legislative Decree No. 231/2001, as amended

General Section



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GENERAL SECTION

1. ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE NO. 231

1.1. INTRODUCTION

Legislative Decree No. 231 of 8 June 2001 (hereinafter referred to as the “Decree”) sets out the “Rules governing the administrative liability of legal entities, companies and associations, including those without legal personality”, pursuant to Article 11 of Law No. 300 of 29 September 2000, introduced criminal liability for legal entities into the Italian legal system, alongside that of the natural person who committed the offence. The administrative liability regime introduced by the aforementioned Decree aims to hold entities accountable for offences committed in their interest or for their benefit. Indeed, the Entity is not deemed liable if the authors of the offences have acted in their own interest or that of third parties.

Administrative liability is totally independent from the natural person who committed the offence. Pursuant to Article 8 of the Decree, in fact, the Entity may be declared liable even if the natural person having committed the offence cannot be charged or was not identified.

Lastly, administrative liability also arises in relation to offences connected with activities performed by the Entity abroad, provided that the State in which the offence was committed does not prosecute for it.

The Entity can only be held liable for certain offences (so-called Predicate Offences), as defined in the Decree and in laws that expressly refer to the Decree’s rules (see Annex 1 – Predicate Offences List).

1.2. PERSONS SUBJECT TO THE RULES

According to Article 5 of the Decree, the Entity is liable for any offences committed in its interest or for its benefit by:

- a) **natural persons holding top senior positions** (referred to in Article 5, lett. a): it refers to persons holding representative, management or directive roles in the Entity or in one of its organisational units with financial and functional autonomy as well as persons who, also *de facto*, manage and control it (“top managers”).

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- b) **persons exercising, even *de facto*, the management and control of the Entity:** it refers to *de facto* directors and all those who exercise an “*incisive control over the Entity*”, setting the business policy guidelines and performing specific transactions from outside.
- c) **persons subject to the management or supervision of one of the persons referred to in Article 5, lett. a) (“subordinates”):** it refers to the general employees and to all persons linked to the Entity by virtue of contractual relationships and so required to comply with the Model and the Code of Ethics.

1.3. OFFENCES COMMITTED ABROAD

Pursuant to Article 4 of the Decree, the Entity may be held liable in Italy for offences covered by Legislative Decree No. 231/2001, as amended, committed abroad.

The assumptions on which the Entity’s liability for the offences committed abroad is based are as follows:

- the offence must be committed by a person functionally connected to the Entity, pursuant to Article 5, paragraph 1, of Legislative Decree No. 231/2001, as amended;
- the Entity must have its headquarters in the territory of the Italian State;
- the Entity may only be liable if the general conditions set forth in Articles 7, 8, 9, 10 of the Criminal Code exist to allow prosecution in Italy of an offence committed abroad;
- the request of the Ministry of Justice, to which the punishment of the guilty person may be subject, must also be brought against the Entity;
- the State of the place where the offence was committed does not prosecute the Entity.

For criminal behaviour that has taken place, even partly, in Italy, the principle of territoriality pursuant to Article 6 of the Criminal Code applies, based on which “*the offence is deemed committed in the territory of the State when the act or omission that constitutes it took place entirely or partly therein, or if the event that is the consequence of the act or omission took place therein*”.

1.4. SANCTIONS SYSTEM

The sanctions system under Legislative Decree No. 231/2001, as amended, calls for, depending on the offences committed, the application of the following sanctions in response to the commission of the offences listed above:

- **finer:** they apply anyway, but their amount is not predetermined; in fact they are proportionate “*by quotas*”, in relation to the seriousness of the offence and the economic conditions of the Entity. These must not be less than one hundred and not more than one thousand, while the amount of each quota ranges from a minimum of EUR 258.23 to a maximum of EUR 1,549.37.
- **disqualification measures:** they may be applied also in interim proceedings and only in relation to offences for which they are expressly foreseen by the Decree.

The following disqualification measures may be imposed:

- disqualification from exercising the activity;
- prohibition to contract with the Public Administration, except to obtaining the performance of public service;
- suspension or revocation of authorisations, licenses or concessions, which are functional to the commission of the offence;
- exclusion from benefits, loans, grants and subsidies, and/or revocation of those already granted, if any;
- prohibition of advertising goods or services.

Such penalties are applicable only if at least one of the following conditions occurs:

- a. the Entity has obtained a considerable profit from the offence, which was committed by top managers, or by persons subject to the management or supervision of others. This is provided that the offence has been influenced or facilitated by serious organisational deficiencies within the Entity;
- b. the administrative offences were repeated.

Even if one or both of the above conditions is met, disqualification measures will not be however imposed if any of the following circumstances are established:

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- the perpetrator committed the offence primarily in his/her own interest or in the interest of third parties and the Entity obtained no or minimal benefit therefrom;
 - the financial harm caused is particularly slight;
 - before the declaration of first instance trial opening, all of the following conditions are met:
 - ✓ the Entity paid full compensation for the harm caused and eliminated the harmful or dangerous consequences of the offence or has effectively taken steps in that regard;
 - ✓ the Entity eliminated the organisational deficiencies that resulted in the offence by adopting and implementing a Model;
 - ✓ the Entity made the profit obtained available for confiscation.
- **confiscation** (of the price or profit of the offence); and
 - **publication of the conviction.**

1.5. EXEMPTION

Articles 6 and 7 of the Decree provide for specific types of exemption from administrative liability, for the offences committed in the interest or for the benefit of the Entity, both by top managers and by persons subject to the management of others.

In particular, for offences committed by top managers, Article 6 provides for the exemption for the Entity that in legal proceedings proves the following:

- a. the management body has adopted and effectively implemented, before the offence was committed, an *Organisation and Management Model* suitable for preventing offences of the same nature as that occurred;
- b. the task of supervising the functioning and compliance with the Model, as well as of ensuring its update, is entrusted to a *Supervisory Body* of the Entity (hereinafter referred to as the "SB"), endowed with autonomous powers of initiative and control;
- c. the persons who committed the offence acted fraudulently circumventing the Model;
- d. there was no omitted or insufficient supervision on the part of the SB.



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The Decree also provides that the Model must:

1. identify the areas where there is a risk of committing the offences envisaged by the Decree;
2. draw up specific protocols intended for planning decision-making and related implementation process of the Entity in relation to the offences to be prevented;
3. provide for methods through which financial resources are to be identified and managed to prevent the commission of these offences;
4. impose obligations to inform the body having the duty of overseeing the operation of and compliance with the Model;
5. introduce an internal disciplinary system capable of sanctioning any non-compliance with the rules indicated in the Model.

With regard to persons subject to the management of others, the Entity may only be held liable if the offence commission was made possible by failure to comply with management or supervision obligations.

With regard to offences committed in violation of the accident prevention and protection of occupational health and safety rules referred to in Article 25 *septies*, Article 30 of Legislative Decree No. 81 of 9 April 2008 (Consolidated Law on occupational health and safety) requires the Model to have adopted a management system compliant with the requirements of ISO 45001:2018 standard, in order to be suitable for exempting offences relating to occupational health and safety (SGSL; *Sistema di Gestione della Salute e Sicurezza sul Lavoro*). In this regard, it should be noted that Ghella obtained the certification of its Occupational Health and Safety Management System in 2010 according to the above standard.



2. GOVERNANCE MODEL AND ORGANISATIONAL STRUCTURE OF GHELLA S.P.A.

The Model only operates as an exemption from liability for the Entity if it is suitable for preventing predicate offences and is effectively implemented.

2.1. GHELLA S.P.A.

Founded in 1894, the Company has grown to become a leading international player in the field of large-scale public works construction. The Company has a presence in various countries around the world, with branches and sites in many of them.

Specialised in underground excavations, the Company is active in the realisation of infrastructure works such as undergrounds, railways, highways and hydraulic works.

Its global presence, the ongoing training process of the personnel, the use of advanced technologies, the development of modern constructive methods and a particular attention to safety and respect for the environment allowed the Company to carry out complex engineering work, contributing to its dynamic and constant growth and establishing it as a world leader in mechanised excavation.

In addition to its presence in the large-scale public infrastructure sector, the Company operates in the renewable energy sector, developing, constructing and operating plants that produce energy from renewable sources, particularly photovoltaic and hydroelectric sources.

2.2. GOVERNANCE MODEL

The Company's governance structure is based on the traditional model, which assigns strategic management to the Board of Directors - the core of the organisational system - and control functions to the Board of Statutory Auditors. In addition, the Board of Directors has appointed an Auditing Firm to conduct the audit and to certify the annual financial statements.

2.3. ORGANISATIONAL STRUCTURE

In order to implement the Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, as amended, it is of the utmost importance that the Company's organisational structure is identified, along with the essential organisational structures, respective areas of competence and main responsibilities assigned to them.



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The role of each Organisational Unit is defined in the Job Description, which sets out its tasks and responsibilities, and through the Organisational Chart representing hierarchical and functional lines of reporting of each Department.

Departments' Heads, each, to the extent of their competence:

- implement an effective management of operation on the basis of the adopted corporate protocols and procedures, as well as of the connected risks;
- monitor the continuous functionality, effectiveness and efficiency of the processes for which they are responsible;
- constantly monitor the activities under their responsibility, also in order to suggest the factors in relation to which the risks of committing offences may derive;
- establish effective communication channels in order to ensure that all the personnel reporting to them may be aware of the policies and procedures relating to their tasks and responsibilities.

2.4. GOVERNANCE INSTRUMENTS

The set of governance and regulatory instruments adopted – listed below in extreme summary - guarantees the functioning of the Company and allows to identify, in relation to all activities, how the Entity's decisions were formed and implemented (Article 6, paragraph 2, lett. b, Legislative Decree No. 231/2001).

Articles of Association: in accordance with the legal requirements in force, it provides for different provisions relating to corporate governance aimed at ensuring the proper performance of management activity.

Code of Ethics: it is an integral and substantial part of the Model, regulating the set of rights, duties and responsibilities that the Company acknowledges and undertakes towards its stakeholders. All Recipients must comply with these.

System of delegations and powers of attorney: it is an essential instrument to ensure a clear allocation of powers, roles and responsibilities.

2.5. SYSTEM OF DELEGATIONS AND POWERS OF ATTORNEY

The “System of Delegations and Power of Attorneys” establishes the responsibilities and powers to represent or commit the Company.



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The essential requirements of the delegations and powers of attorney system adopted by Ghella, also for the purposes of an effective prevention of the offences pursuant to Legislative Decree No. 231/2001, as amended, are the following:

- a) the delegations must combine each power with the relevant responsibility and an appropriate position in the organisational chart;
- b) each delegation must define specifically and unambiguously the powers of the delegated person, and the person (body or individual) to which the delegated person shall report hierarchically;
- c) all of those having external relationships on behalf of the Company must be formally delegated to do so;
- d) management powers granted by means of delegations and their implementation must be consistent with the corporate objectives;
- e) the delegated person must have spending powers that are appropriate to the functions that have been conferred on him/her;
- f) specific procedures govern criteria, responsibilities and the operational methods for promptly conferring and updating the powers of attorney and delegations issued by the Board of Directors as well as how they should be released and subsequently communicated to the concerned persons. To this end the Delegations and Powers of Attorney Register is established and regularly updated. It lists all powers of attorney and delegations conferred within the Company and indicates the delegated person, the delegating body, the granting date and the description of the conferred powers, among other information.

2.6. INTERNAL CONTROL SYSTEM

In addition to the conduct rules provided for in this Model, the preventive control system adopted by Ghella is composed as follows:

- Code of Ethics;
- internal organisational system represented in its hierarchical-functional structure by means of the Company organisational chart;
- system of delegations and powers of attorney;



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- Certified Quality Management Systems (ISO 9001), Occupational Health and Safety Management System (ISO 45001), Environmental Management System (ISO 14001), Social Responsibility Management System compliant with SA 8000, and Anti-Bribery Management System (UNI ISO 37001). Finally, Ghella's Management System has been implemented by integrating the ISO 27001 requirements on information security.

Therefore, the above-described Management System is a fundamental instrument for monitoring the effective implementation of the Model. In fact, this system provides clear evidence of corporate processes and enables management system procedures to be disseminated at all levels of the Company. It also raises personnel's awareness of the specified rules, thanks to regular internal audits. The audit activity also enables monitoring of the implementation and effectiveness of the Company's management system. This is in line with the broader control frameworks required by Legislative Decree No. 231/01, as amended.

The control system, identified above, was also guided by the following principles:

- verifiability, consistency and adequacy of every transaction;
- awareness, transparency and publicity of the granted powers (within the Company and towards the interested third parties);
- clear and formal delimitation of roles and detailed description of reporting lines;
- separation of duties, within each process, between the decision-maker (decision-making impulse), the person who carries out such decision and the person who is in charge of controlling the process (so-called "segregation of functions");
- suitable level of formalisation and archiving of the produced documents (so-called "traceability");

Furthermore, Ghella periodically monitors ESG (Environmental, Social, Governance) performance data of the main production units. This involves collecting, analysing and reporting relevant information to ensure transparency and compliance with sustainability reporting standards.

Ghella periodically receives data through a formal reporting process, by the Company Units of the Company. Since 2022, data has been collected using an IT platform that is



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accessible to interested Company Units and Corporate personnel. The data is then analysed and processed by the relevant corporate offices before being shared with the Company's management on the Compliance, Risk and Sustainability Committee.

The data collected subsequently flows into the Sustainability Report, which is an external document that the company has voluntarily prepared annually since 2019 in compliance with the GRI Standards (Global Reporting Initiative). It is also certified by an external auditor.

2.7. INTERGROUP SERVICES

The Company's provision of services to Group companies, and vice versa, must be governed by a service provision agreement. This agreement must provide as follows:

- the company receiving the service is obliged to certify the truthfulness and completeness of the documentation or information communicated to the Company providing the service for the purpose of carrying out the requested services.
- the services to provide are to be identified;
- the agreed remuneration must be specified;
- specific clauses must be included under which each party undertakes not to engage in conduct contrary to the law, and in particular to the Decree, to the provisions of the Code of Ethics, and to Ghella's Anti-Bribery System.

When providing the services referred to in this paragraph, the companies must comply with their respective Models.



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3. GHELLA S.P.A.'S 231 MODEL

3.1. ORGANISATION, MANAGEMENT AND CONTROL MODEL

Although it is not legally binding, Ghella deemed it appropriate to integrate its organisational instruments by adopting a 231 Model from 2006 onwards, in order to increase the Company's capability to combat the risk of offences effectively.

In line with the terms of Article 6, paragraph 3 of Legislative Decree No. 231/01, as amended, the Model was developed in accordance with the recommendations provided for by ANCE [Italian National Builders' Association] -, by the Guidelines issued by Confindustria and the other recognised professional associations. This was adapted as necessary to reflect the Company's specific circumstances.

It should be noted that failure to comply with the specific provisions of the Code of Conduct set out in the ANCE and Confindustria Guidelines does not affect the validity of the Model.

Any deviations from the specific provisions of the Guidelines and ANCE's recommendations are due to the need to adapt the organisation and management measures to its actual activities and the context in which it operates. In fact, this may necessitate departing from the instructions set out in the aforementioned guidelines, which, by their very nature, are of a general nature and do not carry any binding value.

While updating and verifying the Model, the Company also considers how the reference "*best practices*" and best international experiences have evolved.

To ensure fair and transparent business and corporate practices, Ghella formally adopted the Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, as amended, following the resolution of the Board of Directors on 27 June 2006. This Model has been updated regularly ever since.

The Company has also appointed a Supervisory Body, composed of several members, with the task of supervising the operation, effectiveness and compliance with the Model, and to report on opportunities to update it.

The adoption of the Model was determined in the belief that it can serve as a valuable awareness tool for the Company and all interested parties (Customers, suppliers, Partners and Collaborators of any kind), encouraging them to adopt proper and consistent



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conduct while carrying out their activities, thereby preventing the risk of committing offences under the Decree.

3.2. PRINCIPLES OF THE MODEL

The Model adopted by Ghella is based on a structured and organic system of procedures, principles of conduct and general principles and specific control standards. These essentially:

- **identify** and allows to monitor the areas and processes of possible risk in the corporate activity, on which the verification activities should primarily focus;
- **define** an internal legislative system, aimed at planning decision-making and related implementation process of the Company, with regard to risks and offences, by means of:
 1. a Code of Ethics, that establishes the general guidelines;
 2. a System of function delegations and powers of attorney, for the signing of corporate acts in line with the defined organisational and management responsibilities. This system ensures clear and transparent representation of the decision-making and implementation processes;
 3. a Disciplinary System suitable for sanctioning conducts that are in contrast with the measures provided for by the Model;
- **determine** a consistent organisational structure aimed at inspiring and controlling the correct behaviour. This should guarantee a clear and organic allocation of tasks and apply a fair segregation of functions. It should also ensure that the required organisational structure arrangements are actually implemented;
- **assign** the task of supervising the operation of and compliance with the Model as well as proposing updates to the Supervisory Body (SB).

3.3. RECIPIENTS OF THE MODEL

First and foremost, the rules of this Model apply to individuals holding a representative, management or directive position in the Company or an organisational unit with financial and functional autonomy. They also apply to all company employees, including those working abroad and top managers or employees of foreign branches.



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However, the general principles of the Model are also applicable to those who operate under mandate or on behalf of the Company, or who are otherwise linked to the Company by legal relationships relevant to the prevention of offences, even if they do not belong to the Company.

Recipients of the Model are required to comply with all the provisions and protocols contained in it, and all the procedures for its implementation, with the utmost fairness and diligence.

The Model and its contents are communicated to the parties concerned in a manner suitable for ensuring their effective knowledge.

3.4. THE CONSTRUCTION PROCESS OF THE MODEL

The construction of this Model was preceded by a series of preparatory activities divided into different phases. These activities were all aimed at establishing a risk prevention and management system inspired by and in line with the rules contained in the 231 Decree, the contents and suggestions set out in the ANCE's Code of Conduct, in the Confindustria Guidelines and existing best practices.

The Company has conducted a preliminary analysis of its corporate context, followed by an analysis of activity areas presenting potential risk profiles in relation to the offences mentioned in the Decree. In particular, the following were analysed: The Company's history, corporate context and organisational structure, as well as its sector, existing Corporate Governance system, system of powers of attorney and delegations, legal relations with third parties, and formalised and disseminated operations, practices and procedures. This activity involved analysing relevant organisational documentation and conducting interviews with Company staff informed about the structure and activities of the Company, in order to understand the organisation and the activities carried out by the various Departments, as well as the processes through which these activities are implemented. The findings of the interviews were shared with the Company's management.

3.5. STRUCTURE OF THE MODEL

The Model consists of a General Section, which regulates the overall functioning of the management system, organisation and control aimed at preventing predicate offences,

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and a Special Section, which integrates the content with the control standards for preventing offences specified according to the process criterion. The Model also includes the Code of Ethics, which was adopted by the Company through a resolution of the Board of Directors. This Code establishes the ethical values that inspire the Company in its pursuit of objectives.

The Code of Ethics must be considered a complementary element of the Model, since the latter's provisions presuppose compliance with the former's, forming a systematic set of internal rules together aimed at promoting a culture of ethics and business transparency.

The "Sensitive Activities Matrix – Risks of Offence" (hereinafter also 231 Matrix), reports the results of the risk assessment activity. The owners, families and predicate offences are listed for each sensitive activity identified, pursuant to Legislative Decree No. 231/2001, as amended, and considered abstractly applicable. In addition, a risk assessment was conducted to identify sensitive business processes and assess the potential risks of offences. The aim was also to verify the effectiveness and adequacy of the current control measures. In particular, a two-fold risk assessment has been carried out for each identified sensitive activity, at both the inherent and residual levels. The effectiveness of existing control measures has also been assessed separately.

3.6. ADOPTION OF ORGANISATIONAL MODELS BY THE COMPANIES BELONGING TO GHELLA GROUP

Ghella promotes an evaluation process for companies in which it holds a controlling interest regarding the adoption of a Model.

Ghella informs all the Italian subsidiaries, in the manner it considers most appropriate, of the adoption of the 231 Model, in order for them to adopt their own Model, in respect of their autonomy and with the appropriate necessary adaptations according to their size and the sector in which they operate.

The subsidiaries are directly responsible for the adoption and implementation of their respective Organisational Model, in compliance with the provisions of Articles 6 and 7 of the Decree.

The adoption of the Organisational Model must be approved by the respective Management Bodies in compliance with the law provisions governing directors' duties.



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Following an analysis of the organisational structure and company operations, the subsidiaries must identify the specific activities at risk in relation to the particular activity carried out.

When adopting its Model, the Management Bodies of the individual subsidiaries simultaneously appoint their own Supervisory Body.

The smallest companies, which do not have an organisational structure that enables them to implement their own Model, are managed by Ghella personnel in accordance with the parent company's model. This is defined in a specific clause set out in the service agreements.

3.7. MODEL'S AMENDMENTS, UPDATING AND ADDITIONS

In accordance with the requirements of Article 6, paragraph 2, letter a) of the Decree, the Model is a "document issued by the management body". Therefore, its adoption, like the subsequent amendments and additions are left to the competence of Ghella's Board of Directors.

Within the scope of the powers conferred on it in accordance with Article 6, paragraph 1, letter b) and Article 7, paragraph 4, letter a) of the Decree, the SB is authorised to make proposals to the Board of Directors regarding the updating and adaptation of the Model. The SB is also required to promptly report in writing any facts, circumstances or organisational deficiencies identified during supervision activities that highlight the need or opportunity to amend or supplement the Model.

In any case, the Model must be promptly amended and supplemented by the Board of Directors, also at the proposal of and in any event upon consultation with the SB, when the following circumstances take place:

- violations or circumventions of the Model's requirements that proved its ineffectiveness or inconsistency for the purposes of preventing the offences sanctioned under the Decree;
- significant changes to the Company's internal structure and/or the way in which business activities are carried out;



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- regulatory changes that have occurred, for example when the legislator introduces new predicate offences or amends the provisions of the Decree, or case law interventions, such as marking new interpretative guidelines of the regulations provided for by the 231 Decree;
- significant changes to the Company's internal structure, business activities or related operating procedures;
- significant violations of the Model's provisions;
- inadequacy of the Model is verified (e.g. if it is determined that the model is not fully effective, or if there are inconsistencies between the Model and the Recipients' actual conduct).



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4. SUPERVISORY BODY (SB)

In compliance with Article 6, paragraph 1, letter b), of the Legislative Decree No. 231/2001 and subsequent amendments and additions, a Supervisory Body (SB), as a collegiate body, is established according to the following provisions. It has independent powers of initiative and control. It is responsible for monitoring the operation of, and compliance with, the Model, as well as ensuring that the Model is kept up to date.

4.1. COMPOSITION, REQUIREMENTS, APPOINTMENT AND TERMINATION OF OFFICE

The SB may be composed of two to five members and is appointed by the Board of Directors. Its members remain in charge for three years and may be re-appointed.

In order for the SB to be able to adequately and effectively fulfil its duties, those who will be called to join Ghella's SB must meet the necessary requirements of autonomy, independence and professionalism. Specifically, they are required:

- to have particular skills in inspective and consulting activities, including analysing control systems of a judicial or corporate nature, among other things;
- not to find themselves in any of the disqualifying situations indicated in Article 2382 of the Civil Code;
- not to be spouse, relative or relative-in-law up to the fourth degree of the Ghella's directors;
- not to directly or indirectly hold Ghella's shares in an amount as to allow them to exercise control of or a huge influence on the Company;
- to declare to be adequately informed on the rules of conduct and ethics on which Ghella bases the exercise of all its activities;
- to be deprived of decision-making powers that are external and economic or financial in nature.

The SB has autonomous spending powers based on an annual estimate approved by the Board of Directors and proposed by the SB itself. In any case, if the allocated funds are insufficient for the effective fulfilment of its tasks, the SB may request an addition to them. This will be the subject of a subsequent report to the Board of Directors.

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The activities carried out by the SB may not be audited by any other corporate body or structure.

The acceptance of the office must be communicated in writing, by the persons concerned, to the Chairperson of the Board of Directors.

If one of the SB's members ceases to be a member (due to resignation, waiver, etc.), the Board of Directors is responsible for appointing a replacing member. The appointed person will remain in office until the end of the current term of office for the other members.

4.2. REVOCATION OF THE SUPERVISORY BODY

The revocation of the SB or one of its members is the sole responsibility of the Board of Directors, who must consult the Board of Statutory Auditors first. The Board of Directors may remove members of the SB for just cause at any time. Just cause for removal must be understood as:

- failure to notify the Board of Directors of a conflict of interests that would prevent the maintenance of the role as an SB member;
- assignment of operational functions and responsibilities to the SB member that are incompatible with the requirements of autonomy of initiative and control, independence and continuity of action, which are inherent to the SB;
- a serious breach of the duties of the SB, as defined in the Model;
- the breach of the confidentiality obligation;
- the occurrence of one of the reasons of ineligibility / incompatibility.

The Board of Directors reserves the right to provide for further requirements that - in line with the legislation, the sector Guidelines and the guidance in force from time to time on the composition criteria - the members of the SB must possess.

Any member of the SB may resign from their office at any time, provided they give at least three months' notice.

4.3. FUNCTIONS, POWERS AND TASKS

The SB has autonomous powers of initiative and control with regard to the Code of Ethics and the 231 Model.



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The SB may use Ghella's internal offices to perform its own functions.

When carrying out its own functions, the SB may, if necessary, rely on the support of external consultants and independent advisors, provided that they comply with the Company's confidentiality requirements relating to its activities. For this reason, the SB's budget must allow for all the necessary spending decisions required to fulfil its functions.

In compliance with the terms prescribed by the aforementioned Legislative Decree, SB is tasked with supervising the operation and updates of the 231 Model. In particular, the SB is vested with the following tasks:

- monitoring the application of the Code of Ethics and the 231 Model, and checking that the behaviour of individuals is consistent with the principles, regulations and control standards set out in these documents;
- supervising over the adequacy of the elements and measures provided for by the Code of Ethics and the 231 Model;
- drawing up proposals concerning the updating of the Code of Ethics and the 231 Model, in case of organisational and/or structural changes to the Company or legal measures;
- drawing up proposals for the adoption of disciplinary measures in case of a proven breach of the Code of Ethics and the 231 Model.

The main responsibility for implementing control procedures, including those relating to areas of activity exposed to the risk of offences under Legislative Decree No. 231/2001 as amended, remains with Ghella's operational management and is an integral part of corporate processes.

At operational level, the SB may:

- conduct surveys of the Company's activities, in order to update the map of areas of activities exposed to the risk of offence under Legislative Decree No. 231/2001, as amended;
- promote suitable initiatives that spread knowledge and understanding of the 231 Model. When deemed necessary, draft documents containing instructions, clarifications or updates, which will be circulated by the corporate structure;



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- verify and monitor that the elements provided for by the 231 Model such as the adoption of standard clauses, completion of procedures and staff training, are adapted to the organisation's needs;
- carry out internal verifications relating to the alleged violations of the provisions contained in the 231 Model.

Furthermore, in compliance with privacy law, the SB may:

- conduct periodic audits focused on specific corporate operations or activities within areas of activity exposed to the risk of offences under Legislative Decree No. 231/2001;
- access to acts and documents relating to the activities performed within the offence risk areas under Legislative Decree 231/2001, as amended;
- ask for information and explanations, without needing prior authorisation from corporate bodies;
- carry out inspections, checks, audits on Ghella's other activities;
- carry out random inspections on operational procedures relating to the offence risk areas under Legislative Decree 231/2001, as amended.

4.4. OPERATION OF THE SB

1. The SB performs its duties on the basis of its own Rules of Procedure, which are brought to the attention of the Board of Directors.
2. The SB reports to the Chairperson of the Board, the Chief Executive Officer and, if deemed necessary, to the Board of Directors and the Board of Statutory Auditors.
3. The SB follows an audit programme in order to ensure a dynamic analysis of Ghella's management activity. The SB draws up an annual report on its activities, addressed to the Company's President and Chief Executive Officer. Such report will deal with the following topics:
 - the activity performed by the Supervisory Body during the year;
 - the potential critical aspects or relevant facts that have emerged;
 - any corrective or improvement intervention of the 231 Model that have been implemented or are due to be implemented;

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- updating the Model and training;
- any events relevant to the internal control system;
- information on any offences under Legislative Decree No. 231/2001, as amended, pursuant to Article 6, paragraph 2, letter d), and any reports received by the SB;

The report must also provide the following information:

- reporting on budget use;
- planning of activities.

In case of particular events or substantial critical aspects that emerged during audits, the SB, shall, in its judgment, immediately report to the BoD sending a special communication to the members of the Board of Directors and to the Board of Statutory Auditors for their prompt and effective resolution.

4. The SB carries out audits according to a plan drawn up by the Supervisory Body itself, which is brought to the attention of the Board of Directors. The SB also carries out audits whenever it deems appropriate.
5. The SB meetings are valid with the presence of the majority of its members. At the end of each audit, the SB prepares a special report. The SB's minutes can also be created digitally and kept at the Company's headquarters.
6. Members of the Supervisory Body may also carry out individual audits and share the outcomes with the other SB members, who will sign the related minutes to confirm that they have read and accepted them.
7. The Chairperson of the Board of Statutory Auditors must convene a meeting with the SB every six months in order to mutually disclose information acquired within their respective activities. At least once a year, the Company's other control and/or supervisory bodies and/or functions (including the Auditing Firm and any other bodies and/or functions established) must also attend these meetings to present the results of their audit activities.

4.5. INFORMATION FLOWS

The Decree states (Article 6, paragraph 2, letter d.), among the requirements that the Model must provide for the establishment of disclosure obligations towards the

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Supervisory Body.

The SB must be promptly informed of any acts, behaviours or events that may constitute a violation of the Model, or that are otherwise relevant to the Model's effectiveness and efficacy.

All the Recipients of the Models report any useful information for checking the correct implementation of the Model to the SB. In particular:

1. in accordance with their respective organisational empowerments and the Model's procedure concerning "Information Flows towards the Supervisory Body", the Organisational Units must report to the SB, in due time, any information about:
 - the issue and/or updating of the organisational documents;
 - the turnover in the responsibilities of the Department/Production Units and the updating of the system of corporate delegations and powers of attorney;
 - reports prepared by the audit bodies and the auditing firm during their auditing activities which may reveal facts, acts, events or omissions that are critical in terms of compliance with the Decree's rules or the Model's provisions;
 - requests for legal assistance forwarded by employees in the event of legal proceedings against them and in relation to the offences referred to in Legislative Decree No. 231/2001, as amended, unless expressly prohibited by the Judicial Authorities;
 - initiated proceedings due to violations of the Code of Ethics and the Model, dismissal orders for such proceedings and related reasons or penalties applied for such violations;
 - any measures and/or news from judicial police, or any other authority or those directly concerned, which indicate the performance of investigations for the offences under Legislative Decree No. 231/2001, as amended, in compliance with any confidentiality and disclosure system of files relating to the criminal proceedings;
2. members of corporate bodies and the Company's staff must promptly report the commission or alleged commission of offences referred to in the Decree or the



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reasonable danger of commission, whether they are inherent or not to the operational processes within their competence, of which they became aware directly or through their own collaborators, as well as any violation or alleged violation of the Model;

3. The other recipients of the Model are requested to report directly and immediately to the SB if they receive a request from a Company employee or representative to engage in behaviour that could result in a violation of the Model, whether directly or indirectly.

In addition to general reports of violations and the above-described information, the SB has defined specific reporting activities in a dedicated “Information Flows” procedure. They identify the following: the responsible party, the frequency, the information to be transmitted and the mode of transmission.

4.6. WHISTLEBLOWING

On 30 March 2023, Legislative Decree No. 24 of 10 March 2023 entered into force, transposing Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019. The Decree, published in Official Journal No. 63 on 15 March 2023, introduces structured legislation to protect whistleblowers. These are individuals who report violations of national or European Union regulatory provisions that compromise the public interest or the integrity of a public administration or private organisation in the public or private work environment.

The regulation provides protection for individuals who report conduct that may constitute relevant offences under Legislative Decree No. 231/2001, as amended, or a breach of the relevant 231 Model. It also covers individuals who highlight violations of national or European rules in the sectors specified in Article 2 of the Decree.

The Company has adopted a dedicated whistleblowing channel to guarantee the confidentiality of whistleblowers’ identities, using encryption tools in accordance with the reporting methods required by the Decree.

Specifically reports must be made through the specific IT platform [Ghella.com/whistleblowing](https://ghella.com/whistleblowing).

Reporting via voice messaging is allowed through the platform.

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Alternatively, the Company makes available the following:

- a dedicated e-mail address **ODVGhella@Ghella.com**;
- ordinary mail to the attention of the SB to the address of the Company's registered office - Ghella SpA - Via Pietro Borsieri 2A - 00195 Rome (Italy).
- at the request of the whistleblower, a direct meeting within a reasonable time.

The Supervisory Body (SB) is formally responsible for receiving and managing reports, and must ensure appropriate follow-up.

It is forbidden to take any form of retaliation, discrimination or penalisation against individuals who report to the Supervisory Body in good faith. Retaliatory or discriminatory dismissal of the whistleblower is null and void.

In addition, the protection measures apply to so-called "facilitators", i.e. individuals working in the same environment as the whistleblower who assist them in the reporting process, as well as to their colleagues, relatives, or close relationships.

Failure to comply with the information obligations towards the SB or the measures to protect the whistleblower, as well as the wilful or grossly negligent sending of an unfounded report intended to defame individuals or the Company, are also considered violations of the Model.

The Company reserves any action against those who make untrue reports in bad faith.

The Company has adopted a specific corporate whistleblowing policy and a "*Whistleblowing Management Procedure*", which regulate the way reports are handled. These documents should be referred to for matters not covered by this paragraph.

The above procedures provide operational guidance on the subject, content, recipients and methods of transmission of reports, as well as expressing the forms of protection and guarantees recognised by law for whistleblowers.

4.7. REMUNERATION OF THE SB

The remuneration for the functions and tasks assigned to the SB must be established by the Board of Directors.



5. DISCIPLINARY SYSTEM AND MEASURES IN CASE OF NON-COMPLIANCE WITH THE REQUIREMENTS OF THE MODEL

5.1. GENERAL PRINCIPLES

Article 6, paragraph 2, lett. e) and Article 7, paragraph 4, lett. b) of Legislative Decree No. 231/2001, as amended, provide for, as a condition for the effective implementation of the Organisation, Management and Control Model, the introduction of a Disciplinary System capable of penalising failure to comply with the measures indicated in the said Model.

The definition of an adequate Disciplinary System therefore constitutes an essential prerequisite for the Model to have an exemption effect pursuant to Legislative Decree No. 231/2001, as amended.

This Disciplinary System identifies violations of principles of conduct, of general and specific control standards contained in the Model and the Code of Ethics, and connects such violations to the sanctions provided for the employed personnel by Law No. 300 of 20 May 1970, as amended (so-called “Workers’ Statute”) and by National Collective Bargaining Agreements (CCNL) applicable to Ghella’s personnel.

The Disciplinary System therefore operates in compliance with current labour law rules. It cannot be considered a substitute for legal provisions, collective bargaining or current regulations, but rather an addition to them.

The violations of the Model and the Code of Ethics that are subject to sanctions are in particular those committed:

- by the persons holding “top” positions, as they hold representative, management or directive roles in the Entity or in one of its organisational units with financial and functional autonomy, or they, also de facto, manage and control the Entity itself;
- by persons subject to management or supervision of the Company, or in any case operating in the name and/or on behalf of the Company.

The imposition of sanctions under the following paragraphs is independent of any criminal proceedings against Ghella, as it is based on a violation of the Model provisions.



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5.2. DISCIPLINARY OFFENCES AND SANCTIONING CRITERIA

Disciplinary offences are behaviours held by the Recipients of this document in violation of the rules (provisions, requirements, prohibitions, obligations), of the principles of conduct, the general principles and specific control standards that may be inferred by the Model and the Code of Ethics adopted by Ghella.

Any disciplinary sanctions applied to employees will take into account the principle of proportionality set out in Article 2106 of the Civil Code. Each case will be assessed on its own merits, taking into account the objective gravity of the act constituting a disciplinary offence, the degree of negligence, whether the behaviour has been repeated, and whether the behaviour was intentional.

With particular reference to the principles, rules, obligations and requirements provided for by the Model and the Code of Ethics adopted by Ghella in compliance with Legislative Decree No. 231/2001, as amended, the gravity of the behaviours will also be assessed in relation to:

- the possible or probable “external significance” of the violation committed, or the possible consequences of the sanctioning the Company by the Public Administration;
- the type of qualification of the person against whom proceedings are brought (employee, director, external consultant, etc.);
- the law and the contractual conditions in place;
- the potential involvement of several Recipients of the Model in committing the violation.

5.3. RECIPIENTS

Recipients of the Disciplinary System are:

- **Ghella’s employees operating at any level:** in this regard, it concerns the position of all the employees linked to Ghella by a subordinate employment contract, regardless of the duration, the agreement in force, the qualification and/or the recognised corporate framework (e.g. managers, middle management, clerical staff, workers);
- **persons holding a “top” position within Ghella’s organisation:** pursuant to Article 5, paragraph 1, lett. a) of Legislative Decree No. 231/2001 this category concerns people



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“holding representative, management or directive roles in the Entity or in one of its organisational units with financial and functional autonomy” as well as the subjects who *“also de facto, manage and control”* the Entity. Therefore, those who belong to this category are Directors, Employers as well as any special attorneys of Branches with financial and functional autonomy. Such persons may be linked to the Company both by a subordinate employment contract and by other relationships of private nature (e.g. agency, etc.);

- **self-employed workers, para-subordinate workers, Ghella’s suppliers and partners:** in particular it concerns all the persons that without being dependent on the Company are anyway required to comply with the Model and Code of Ethics, as they operate by virtue of contractual relationship in favour of Ghella. The following persons belong to such category:
 - a. all those who do not have a subordinate employment relationship with Ghella including, by way of example but not limited to:
 - a.1. legal professionals, auditors, advisors;
 - a.2. all the other para-subordinated workers that operate for Ghella in any form;
 - b. attorneys and all those who act in the name and/or on behalf of Ghella;
 - c. suppliers;
 - d. partners.

5.4. SCOPE OF APPLICATION

In accordance with Article 5, letter b), in conjunction with Article 7 of Legislative Decree No. 231/2001, as amended, and without prejudice to the procedure set out in Article 7 of Law No. 300/1970 and any prior notification, the sanctions apply - by way of example but not limited to - to disciplinary offences arising from failure to comply with measures aimed at ensuring the performance of activities and/or promptly identifying and eliminating risky situations, pursuant to Legislative Decree No. 231/2001, as amended. In particular:

- a. failure to comply with the rules set out in the Model and the Code of Ethics adopted by Ghella, which are aimed at regulating relationships with the public administration

and preventing behaviours that may constitute corporate offences under Legislative Decree No. 231/2001, as amended;

- b. violation and/or circumvention of the control systems, by removing, destroying or altering the relevant documentation;
- c. preventing those in charge, including the Supervisory Body, from controlling or accessing information and documentation;
- d. failure to fulfil the obligation to send the periodic Information Flows or reports in due time to the Supervisory Body, as provided for by the Model;
- e. failure to comply with the provisions relating to the signatory powers, the ways to join signatures, and the delegations system, in particular in relation to the risks linked to the offences against the Public Administration, with regard to the deeds and documents created by and/or sent to it, as well as to the predicate offences listed in Legislative Decree No. 231/2001, as amended;
- f. failure to fulfil the obligation concerning the issue of statements or misrepresentations requested under the Model;
- g. failure to report conflicts of interest;
- h. lack of controls and information regarding the financial statements and the other corporate communications;
- i. failure to supervise the behaviour of the personnel operating under its own responsibility in order to verify their actions and, in any case, the proper performance of activities instrumental to the operational processes provided for by the Model;
- j. breach of obligations regarding participation in training programmes.

5.5. SANCTIONS AGAINST EMPLOYEES AND MANAGERS

SANCTIONS AGAINST EMPLOYEES

The sanctions that can be imposed on employees fall within those provided for by the National Collective Bargaining Agreement for employees of the construction and real estate sector.



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When an employee violates the rules, principles of conduct, general principles or specific control standards provided for by the Model and the Code of Ethics, the Company may adopt disciplinary sanctions, in compliance with the procedures and guarantees provided for by Article 7 of Law No. 300/1970 (Workers' Statute).

The type and amount of sanctions that may be imposed will be determined on the basis of the following criteria, subject to the principles of gradualness and proportionality:

- the seriousness of infringements committed;
- the duties and position in the Company of the persons involved in the events;
- the intentionality of the behaviour or degree of negligence, imprudence or inexperience;
- the worker's overall conduct with particular regard to
- whether or not they were subject to any previous disciplinary action, to the extent permitted by the law and CCNL;
- other particular circumstances surrounding the disciplinary violation.

On the basis of the principles listed above, the choice of sanction may consist of one of the disciplinary measures indicated in the following points:

A. verbal reprimand:

- in cases of minor non-compliance with the rules of conduct under the Code of Ethics, the principles of conduct and the specific control standards provided for by the Model, and Company's procedures.

There is "**minor non-compliance**" in cases of negligent, careless and in any case not serious conduct.

B. written reprimand:

- in cases of negligent non-compliance with the rules of conduct under the Code of Ethics, the principles of conduct and the specific control standards provided for by the Model;
- in cases of negligent non-compliance with Company's procedures.



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There is “**negligent non-compliance**” in cases where the conduct is not characterised by wilful misconduct or has generated potential risks of sanctions or damages for the Company.

C. fine (up to three hours' pay), in the case of:

- intermediate serious breaches of the principles of conduct and control standards provided for by the Model or the Code of Ethics or Company's procedures, when non-compliant conduct results from repeated or significant non-compliance with contractual rules or instructions given by management or hierarchical superiors;
- failure to comply with requests for information or production of documents by the Supervisory Body.

D. suspension from work and pay up to 3 working days, in case of:

- failures that may be punished by the previous sanctions when, due to objective circumstances, specific consequences or repetition, they are of greater importance;
- repeated or serious negligent non-compliance with the rules of conduct under the corporate Code of Ethics, the principles of conduct and the specific control standards provided for by the Model;
- repeated or serious failure to comply with Corporate Procedures and/or the Internal Control System;
- failure to report or tolerance of serious non-compliance by their subordinates with the behaviour under the Code of Ethics, the principles of conduct and the specific control standards laid down in the Model, the Internal Control System and Corporate Procedures;
- repeated failure to comply with requests for information or production of documents by the Supervisory Body,
- engaging in a conduct that significantly breaches the requirements, procedures or principles of conduct and specific control standards provided for by the Model while carrying out activities, even when the behaviour, although

not constituting a 231 offence, exposes the Company to the risk of its commission;

E. dismissal with notice, in case of:

- while performing work activities, engaging in conduct that does not comply with the Model or the Code of Ethics constitutes a significant breach of contractual obligations and is seriously prejudicial to the Company's production activities, organisation of work or regular functioning. This category includes, for example, conduct suitable, by their nature, to commit an offence provided for by the Decree;

F. dismissal without notice, in the case of:

- a serious or repeated violation of the rules of conduct or the specific control standards set out in the Model or the Code of Ethics may result in the termination of the employment relationship, even temporarily. By way of example:
- any conduct unequivocally directed to the commission of an offence under the Decree;
- any conduct aimed at concealing the commission of an offence under the Decree;
- any behaviour which deliberately contravenes the specific measures laid down in the Model and its implementing procedures to safeguard the safety and health of workers.

In the case of work abroad, if the affected employee's employment contract is governed by domestic law, the same sanctions will be applied as provided for by the laws and regulations of the country in which they work.

The employment relationships of employees working abroad, including those in secondment, are regulated by the Rome Convention of 19 June 1980 on the law applicable to contractual obligations for the Member States of the European Union. For agreements concluded after 17 December 2009, this is supplemented by Regulation (EC) No. 593/2008. Outside the EU, domestic law provisions in force in the country where the work is performed must apply.

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It is understood that, even in cases of work abroad, seconded employees continue to be subject to the Company disciplinary system and to the rules of conduct laid down in the Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, as amended, as the employment relationship remains with the seconding Company. Any mandatory provisions of the host country must be applied as such and integrated into the corporate regulatory and disciplinary framework without replacing it.

SANCTIONS AGAINST MANAGERS

The employment relationship with managerial personnel is characterised by a particularly high level of trust. The manager's conduct affects the Company both inside and outside, setting an example for employees and influencing the corporate image. Therefore, compliance by managers with the provisions contained in 231 Model and the Code of Ethics, as well as the obligation to supervise their compliance by hierarchically subordinate workers, is considered an essential element of the managerial employment relationship.

With regard to disciplinary sanctions, the collective contractual rules and legislative rules in force for the Company's senior employees must apply, provided they are compatible with the manager position.

5.5.1. PROCEDURE FOR THE IMPOSITION OF SANCTIONS AGAINST EMPLOYEES AND MANAGERS

If an employee is found to have violated the provisions included in the 231 Model or the Code of Ethics, the Head of the Human Resources Department will initiate the procedure for imposing sanctions, with the support of the Supervisory Body where necessary.

The procedures for ascertaining the violation by employees of the provisions contained in 231 Model are carried out in compliance with the provisions of Article 7 of the Law No. 300/1970 (Workers' Statute) as well as the applicable CCNL.

5.6. MEASURES TOWARDS DIRECTORS, STATUTORY AUDITORS AND MEMBERS OF THE SUPERVISORY BODY

In the event of a violation of the requirements contained in the Model by the Directors and members of the Board of Statutory Auditors, the Supervisory Body must inform the entire Board of Directors and the Board of Statutory Auditors. The latter must then take the initiatives deemed appropriate in accordance with the regulations in force, including

convening a Shareholders' Meeting to examine and adopt the consequent measures, including revocation for just cause.

In the event of any violations relating to members of the Supervisory Body, the Chairperson of the Board of Directors must inform the Board, who will then proceed with the relevant investigations and adopt the appropriate resolutions. The Board of Statutory Auditors may also be consulted for their opinion.

The imposition of the sanctions shall in any case consider the principles of proportionality and adequacy in relation to the claimed violation. The following must be specifically taken into account:

- the type of the committed violation;
- the circumstances in which the conduct developed;
- the ways in which the relevant conduct was committed.

In the event of a violation by one or more of the persons referred to in this paragraph, and in compliance with the principles of legality and proportionality, the Shareholders' Meeting must apply the following sanctions, in order of increasing seriousness, taking into account the elements and circumstances that have emerged during the assessment:

1. formal warning;
2. reduction in emoluments or variable/rewarding fee to the extent determined by the Board of Directors;
3. removal from office.

The sanctions referred to in the preceding points may be imposed in particular in cases of:

- conduct suitable, due to its objective features, to carry out one of the offences provided for in the Decree;
- conduct suitable to facilitate the commission of one of the offences provided for in the Decree, or likely to expose the Company to the risk of liability under the Decree;

- failure to fulfil, due to negligence or inexperience, the obligations of supervision, monitoring or updating of 231 Model attributed to the Directors or members of the Supervisory Body.

5.6.1. PROCEDURE FOR THE IMPOSITION OF SANCTIONS TOWARDS THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS, THE SUPERVISORY BODY

In the event of a violation of the Model or the Code of Ethics adopted by Ghella being found to have been committed by a Director or member of the Board of Statutory Auditors, the Supervisory Body will send a report containing the following to the Board of Directors and the Board of Statutory Auditors:

- personal details of the whistleblower;
- the description of the relevant conduct;
- the indication of the Model's provisions allegedly violated;
- any documents proving the violation and/or other supporting elements;
- a proposal for the sanction which is deemed to be appropriate in the specific case.

Within ten days of acquiring the report from the Supervisory Body, the Chairperson of the Board of Directors must convene the Board, which must be held within thirty days of receiving the report. The Supervisory Body and the perpetrator of the violation must be invited to participate.

The notice of call must:

- be made in writing;
- contain the indication of the relevant conduct and the violated provisions of the Model;
- inform the person concerned of the date of the meeting, specifying he/she has the right to submit any written or oral objections and/or reasonings.

On the occasion of the meeting of the Board of Directors the hearing of the person concerned, the acquisition of any reasonings submitted by the latter and any further assessments deemed appropriate are scheduled.



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The Board of Directors, on account of the acquired elements, determines which sanction should be inflicted, stating the reasons for any disagreement with the proposal put forward by the Supervisory Body.

When the applicable sanction consists of a reduction in emoluments or removal from office, the Board of Directors convenes a Shareholders' Meeting and provides all the documentation acquired and produced so that the meeting has all the necessary information to make a decision. The resolution of the Board of Directors and/or that of the Shareholders' Meeting, depending on the cases, is communicated in writing, by the Chairperson of the Board of Directors, to the person concerned as well as to the Supervisory Body.

The procedure described above also applies, *mutatis mutandis*, to violations committed by members of the Supervisory Body, with the exception of the report transmission, which is carried out by the Chairperson of the Board of Directors.

In the event that the violation of the Model concerns a director who is also an employee of the Company, the procedure for ascertaining the offence is carried out in compliance with the legislation in force and the applicable collective bargaining agreements.

5.7. MEASURES TOWARDS SELF-EMPLOYED WORKERS, PARA-SUBORDINATED WORKERS, SUPPLIERS, OTHER PERSONS LINKED BY RELATIONSHIPS OF A PRIVATE NATURE AND PARTNERS

Violations committed by self-employed workers, para-subordinate workers, suppliers and other third parties are managed in accordance with the specific contractual clauses included in the relevant contracts or agreements, by means of which third parties declare: i) to have read the Legislative Decree No. 231/01, as amended, the Code of Ethics and the 231 Model made available by the Company, ii) to undertake to behave in accordance with the principles set out therein and to avoid any actions or omissions that could make the Company liable under Legislative Decree No. 231/01, as amended.

5.7.1. PROCEDURE FOR THE IMPOSITION OF SANCTIONS AGAINST SELF-EMPLOYED WORKERS, PARA-SUBORDINATED WORKERS, SUPPLIERS, OTHER PERSONS LINKED BY RELATIONSHIPS OF A PRIVATE NATURE AND PARTNERS

Failure to comply with the Code of Ethics and the rules of Ghella's Model by suppliers, other parties linked by relationships of a private nature and partners constitutes breach



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of contract and may be sanctioned, in the most serious cases, with the automatic contractual termination pursuant to Article 1456 of the Civil Code, as provided for in the specific clauses included in the individual contracts to which the Company is a party. Depending on the type of violation that has occurred, the Head of contract/service will assess and agree with his/her hierarchical manager the type of measure to be adopted. If necessary, he/she will also consult the Supervisory Body.

If the aforementioned behaviours result in tangible damage to the Company, Ghella reserves the right to claim compensation for any losses incurred.

With particular reference to agreements relating to Temporary Grouping of Companies, a clause of protection (exclusion and/or reduction to 0.01%) in favour of the Company is included in the shareholders' agreement for the event of conviction, at any time, by final judgment pursuant to Legislative Decree No. 231/01, as amended.

Furthermore, the Company's memorandum and articles of association include a safeguard clause, which is drawn up following the formation of the Temporary Grouping of Companies. The purpose of these is to carry out the works as a single entity in the event that the contract is awarded. The clause provides for the exclusion of one or more partners in the event that the partner in question is finally convicted pursuant to Legislative Decree No. 231/01, as amended.

5.8. WHISTLEBLOWING SANCTIONS

In line with the provisions of the Whistleblowing legislation referred to in Legislative Decree No. 24/2023, in addition to the imposition of administrative fines within ANAC's [Italian National Anti-Bribery Authority] remit, as set out in Article 21 of the Decree, the Company will impose disciplinary sanctions in the following cases:

- where the whistleblower acted in bad faith by not considering the reported information to be true;
- for those it ascertains to be responsible for the offences referred to in paragraph 1 of Legislative Decree No. 24/2023;
- for those having committed retaliation, obstructed or attempted to obstruct the reporting, breached the confidentiality obligation;



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- where no verification and analysis of the report received has been carried out.

The sanctions that can be imposed by the Company in accordance with the reference CCNL will differ depending on the position of the person who committed the violation, in compliance with the principles of gradualness and proportionality.



6. TRAINING AND DISSEMINATION OF THE MODEL

To give the values contained in the Code of Ethics, the rules, principles, regulations and sanctions, and the provisions established by the 231 Model adopted by Ghella, maximum effect and dissemination, the Company plans and organises specific training and information programmes for all Ghella personnel, including those seconded to its Italian and foreign Production Units and Subsidiaries.

In fact, Ghella's objective is to ensure that all company resources, both current and future, have a proper knowledge of the contents of the Model. The level of detail provided will depend on the extent to which these resources are involved in sensitive processes and the level of responsibility they hold within the corporate structure.

Ghella also extends communication of the contents of the Model to all persons operating to achieve corporate objectives under contractual relationships.

The dissemination and training activities differ depending on who they are addressed to, and are guided by the principles of completeness, clarity and accessibility.

The dissemination and training activities are carried out under the supervision of the SB. The SB is responsible for promoting suitable initiatives to disseminate knowledge and understanding of the 231 Model.

6.1. DISSEMINATION

Ghella personnel working in Italy and abroad are guaranteed access to the Code of Ethics and the Model documents via a specific section of the Portal.

The 231 Disciplinary System adopted for the purposes of the Model, together with the sanctions system provided for by the applicable CCNLs, is made accessible to all in accordance with the Workers' Charter under Law No. 300/1970.

Moreover, the Code of Ethics and the Model's General Section can be consulted by third parties on the Company's website www.ghella.com.

Upon hiring, the Employees are informed of the existence of the corporate Portal and the documentation concerning the Legislative Decree No. 231/01, as amended. They are also informed of the access methods related to this documentation. In addition, new recruits



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provide Human Resources with an adequate declaration on the successful dissemination of information about the Company's Model and Code of Ethics.

Appropriate forms of communication of the Model and the Code of Ethics are provided for persons external to the Company that are recipients of them. To this end, the Code of Ethics and the Model's General Section are published on the Company's website.

6.2. TRAINING

The Company promotes the knowledge of the Model, the Code of Ethics, the System procedures and their updates among all the Recipients of the Model. These recipients are expressly required to familiarise themselves with the contents of the Model, comply with it and contribute to its implementation.

Training activity is carried out by means of:

- classroom and/or on-line training
- update e-mail.

Participation in training activities is mandatory, as evidenced by signing the attendance register (or registering access to e-learning training modules). The names of the trained personnel are inserted in a database by Human Resources.

Training is differentiated based on the qualifications of the Recipients and whether or not they hold responsibilities and/or representative powers, as well as the manner of delivery and contents.

Specific training meetings will also be scheduled following the update of the Model or any relevant changes to the corporate structure.

Further dissemination tools: The Supervisory Body promotes the selective dispatch of specific updates or information via email.

The email address of the SB (ODVGhella@Ghella.com) may also be used by all the Ghella's personnel for sending communications to the Supervisory Body, as well as for raising questions on specific issues of interest relating to the 231 Model adopted by the Company and on the Legislative Decree No. 231/01, as amended.



Organisational Model

7. ANNEXES

- Annex 1 – List of Predicate Offences, with all the offences included in Legislative Decree No. 231/01, as amended.