

BRAINLAB ITALIA S.R.L.

**ORGANIZATIONAL
MANAGEMENT AND CONTROL MODEL
PURSUANT TO LEGISLATIVE DECREE 231/2001**

English courtesy translation

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CONTENTS

CLAUSE	PAGE
A. PREMISE	2
A.1 Legislative Decree 231/2001 and the Administrative Liability for Legal Entities deriving from a crime	2
A.1.1 Reference Framework	2
A.1.2 Crimes contemplated by the Decree	3
A.1.3 No administrative liability for the Company	8
A.2 Objectives of the Model	10
A.3 Activities carried out for the adoption of the Model	12
A.3.1 Mapping - Introduction	12
A.3.2 Mapping stages - analysis of the general framework	13
A.3.3 Mapping stages - analysis of Company policies	14
B. GENERAL PART	19
B.1 Business and Description of the Company	19
B.1.1 Company snapshot	19
B.1.2 Company business	19
B.2 Governance, Organisation, Internal Audit and Risk Management System	22
B.2.1 Corporate Governance	22
B.2.2 Organizational structure	22
B.2.3 Internal Audit and Risk Management System	23
Supervisory Body	24
B.2.4 The Sanctions System	25
B.3 Training and Information	27
C. SPECIAL PART - PROTOCOLS	29
C.1 General Crime Prevention Principles	29
APPENDIX I	32
Relevant crimes	32
APPENDIX II	33
Code of Conduct	33
APPENDIX III	34
Mapping of risk areas	34
III.1 Crimes committed against the Public Administration (articles 24 and 25 of the Decree)	35
III.2 Corporate crimes (article 25-ter of the Decree)	38

III.3	Crimes of manslaughter and/or serious injuries or grievous bodily harm resulting from breach of the accident prevention laws and those governing health and safety in the workplace (article 25-septies of the Decree)	42
III.4	Tax Crimes (article 25-quinquiesdecies of the Decree)	44
APPENDIX IV		52
CRITERIA FOR DEFINING THE PUBLIC ADMINISTRATION, PUBLIC OFFICERS AND PUBLIC SERVANTS PROVIDING A PUBLIC SERVICE		52
APPENDIX V		58
Appointment and regulation of the Supervisory Body		58
APPENDIX VI		68
The Sanctions System		68
APPENDIX VII		73
Main Company Protocols and Procedures		73
APPENDIX VIII		92
Policy for the Interactions with Healthcare Professionals		92
APPENDIX IX		93
Brainlab Group Procedures		93
APPENDIX X		94
Company Organizational Chart		94

INTRODUCTION

BrainLAB Italia S.r.l. (the “**Company**”), also making reference to the Assobimedica guidelines, has prepared and revised this organizational, management and control model (the “**Model**”), which is composed of the following sections:

Premise, which summarizes the applicable legislative framework and the purpose of this Model, along with the procedure for adopting, amending and/or updating the same.

General Part

Description of the Company

External reference framework

The Company’s governance and internal audit systems

The supervisory body pursuant to Legislative Decree 231/2001

The disciplinary and sanctions system

Special Part, which sets out the risk activities/operations and provides for a breakdown of the elements that compose the audit system overseeing the commission of crimes as well as the procedures concerning the aforementioned risk activities/operations.

As it is structured, the Model also includes **Appendixes**, which form an integral and essential part hereof.

A. PREMISE

A.1 LEGISLATIVE DECREE 231/2001 AND THE ADMINISTRATIVE LIABILITY FOR LEGAL ENTITIES DERIVING FROM A CRIME

A.1.1 REFERENCE FRAMEWORK

The liability of the Entity

Legislative Decree 231/2001 (the “**Decree**”) introduced, in the Italian regulatory system, the direct liability for companies (and, in general, for legal entities), for crimes committed by individuals granted with representative powers, in administrative and management positions, known as top management (the so-called “*apical individuals*”), or by individuals subject to the management or supervision of the former positions.

The liability of a company is therefore separate and unrelated to the actions of the person committing the crime. In particular, a company is liable with its assets, even if:

- the offender has not been identified;
- the offender may not be charged with the crime;
- the crime is no longer punishable for reasons other than amnesty (e.g. statute of limitations, death of the offender before final judgment, etc.).

The criminal judge is in charge of the proceedings against the individuals charged with the crime but also of proceedings against the company that benefitted from said crime or in whose interest said crime was committed.

An essential condition for a company being held liable for a crime is that the same was committed in its interest or to its advantage.

The company is therefore liable if the offender committed the crime with the purpose of pursuing an exclusive or concurrent interest for the company, as well as if the conduct reveals to be in any case beneficial for the company.

In the latter case, however, even if an advantage was gained, the company is not liable if the offender committed the crime in his/her own personal interest or the interest which is in any way different from that of the Company.

Furthermore, an entity may be held liable in Italy for crimes committed abroad if the country where the crime was committed does not autonomously prosecute such crime.

Applicable sanctions

In the event of an apical individual of a company committing one of the crimes subject to the legal discipline contemplated hereunder, the company would be subject to monetary sanctions and restraining sanctions, in addition to confiscation and the publication of the judgment.

Monetary sanctions are applied using a quota based system and the amount is determined by the judge taking into account specific parameters, including the seriousness of the crime committed and the extent of the relevant company's liability.

Restaining sanctions include:

- disqualification from running the business;
- suspension or revocation of authorizations, licenses or permits functional to the commission of the crime;
- prohibition from entering into contracts with the Public Administration, except for purposes of obtaining supply of public services;
- prohibition from obtaining grants, loans, contributions or subsidies and possible revocation of those already granted;
- prohibition from advertising goods and/or services.

If there is serious evidence of the company's liability and there is the concrete risk that the crimes will be repeated, the Public Prosecutor may request for the sanctions to be applied by the judge as a precautionary measure.

The parameters applied by the judge for such precautionary measures include the preventive seizure of those assets which may be subject to confiscation and the order of conservative seizure if there is a risk of loss of securities for the State's potential receivables (legal expenses, monetary sanctions).

A.1.2 CRIMES CONTEMPLATED BY THE DECREE

The company may be held liable only for the crimes expressly referred to in the Decree if committed, as said, in its interest or to its advantage.

A list of the crimes subject to the application of the Decree has been broadened with the insertion of a number of different types of crimes. To date, the crimes provided for by the Decree are the following:

- (a) Crimes against the Public Administration, in particular: peculation (article 314 of the Italian

- criminal code), peculation obtained by exploiting errors of others (article 316 of the Italian criminal code)¹, embezzlement to the detriment of the State (article 316-*bis* of the Italian criminal code), improper obtainment of grants from the State (article 316-*ter* of the Italian criminal code), acceptance of a bribe (article 317 of the Italian criminal code), corruption in the performance of official duties (article 318 of the Italian criminal code), corruption by performing an act contrary to official duties (articles 319 of the Italian criminal code), corruption in judicial proceedings (article 319-*ter* of the Italian criminal code), incitement to give or promise profits (article 319-*quater* of the Italian criminal code), incitement to corruption (article 322 of the Italian criminal code), peculation (or misappropriation of public funds), extortion by individuals performing public services, corruption and incitement to corruption of members of the International Courts or the European Community institutions, or of international parliamentary assemblies or international organizations, and officers of the European Community or of foreign States (article 322-*bis* of the Italian criminal code), abuse of office (article 323 of the Italian criminal code)², traffic of illegal influences (articles 346-*bis* of the Italian criminal code), fraud in public procurement (article 356 of the Italian criminal code), aggravated fraud to the detriment of the State or of another public entity (article 640(2)(1) of the Italian criminal code), aggravated fraud aimed at obtaining public funding (article 640-*bis* of the Italian criminal code), computer fraud (article 640-*ter* of the Italian criminal code), EU fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (article 2 of Law no. 898/1986) (articles 24 and 25 of the Decree);
- (b) Computer crimes and unlawful data processing: illegal access to a computer or data transmission system (article 615-*ter* of the Italian criminal code), detention and illegal disclosure of access codes for information or communications systems (article 615-*quater* of the Italian criminal code), use of equipment, devices or software programs to damage or interrupt computer or data transmission communications (article 615-*quinquies* of the Italian criminal code), the illegal interception, blocking or interruption of computer or data transmission communications (617-*quater* of the Italian criminal code), installation of equipment with the scope of intercepting, blocking or interrupting computer or data transmission communications (article 617-*quinquies* of the Italian criminal code), damage to computer information, data or programs (article 635-*bis* of the Italian criminal code), damage to computer information, data or programs used by the State, public bodies or bodies having a public scope (article 635-*ter* of the Italian criminal code), damage to information systems or data transmission systems (article 635-*quater* of the Italian criminal code), damage to information systems or data transmission systems having a public scope (article 635-*quinquies* of the

¹ For the purposes of the Decree, crimes of peculation and peculation obtained by exploiting errors of others are relevant only where affecting the EU's financial interests.

² For the purposes of the Decree, the crime of abuse of office is relevant only where affecting the EU's financial interests.

- Italian criminal code), falsification of information documents (article 491-*bis* of the Italian criminal code), computer fraud against the digital signature certificate provider (article 640-*quinqüies* of the Italian criminal code), and those crimes provided³ for by article 1, paragraph 11, of law decree 21 September 2019, no. 105 (article 24-*bis* of the Decree);
- (c) Association and organised crimes pursuant to Law no. 94 of 2009, article 2: criminal association (article 416 of the Italian criminal code); mafia-type association, including foreign (article 416-*bis* of the Italian criminal code); political-mafia type electoral fraud (article 416-*ter* of the Italian criminal code); kidnapping for robbery or ransom (article 630 of the Italian criminal code); association with the intent of trafficking illegal narcotics or mind-altering drugs (article 74 of the Presidential Decree no. 309 of 9 October 1990); offences involving the illegal manufacture, introduction into the State, marketing, assignment, holding and carriage to a public place of weapons of war or part thereof, explosives and clandestine weapons, as well as more common arms excluding those described in article 2(3) of Law no. 110 of 18 April 1975 (article 407(2)(a)(5) of the Italian criminal code) (article 24-*ter* of the Decree);
- (d) Crimes of falsification of monies, public credit documents, revenue stamps and recognisable instruments or signs (as provided for by Law no. 99 of 2009, article 15) (article 453 and followings of the Italian criminal code), to which the application of the Decree was extended with Legislative Decree no. 350 of 2001, converted in Law no. 409 of 2001 and Law no. 99 of 2009 (article 25-*bis* of the Decree);
- (e) Crimes against industry and trade provided for by Law no. 99 of 2009, article 15: obstructed freedom of industry and trade (article 513 of the Italian criminal code); fraud in the practice of trade (article 515 of the Italian criminal code); sale of non-genuine foodstuffs as genuine (article 516 of the Italian criminal code); sale of industrial products with misleading signs (article 517 of the Italian criminal code); manufacture and trade of goods produced by usurping industrial property rights (article 517-*ter* of the Italian criminal code); falsification of geographical indications or denominations of origin of agro-food products (article 517-*quater* of the Italian criminal code); illegal competition through the use of threats and violence (article 513-*bis* of the Italian criminal code); fraud against domestic industries (article 514 of the Italian criminal code); (article 25-*bis* 1 of the e Decree);
- (f) Corporate crimes: provided for by the civil code, after Legislative Decree no. 61 of 2002 and modified by Law no. 69 of 27 May 2015 and by Legislative Decree no. 38 of 2017: false corporate communications (article 2621 of the Italian civil code), facts of minor importance

³ Law Decree no. 105 of 21 September 2019, converted with amendments by Law no. 133 of 18 November 2019 – Urgent provisions regarding the perimeter of national cybernetic security and the regulation of special powers in sectors of strategic importance (cybernetic security).

- (article 2621-*bis* of the Italian civil code), false social communications of listed companies (article 2622 of the Italian civil code), obstruction of control activities (article 2625 of the Italian civil code), improper return of capital (article 2626 of the Italian civil code), illegal distribution of profit and reserves (article 2627 of the Italian civil code), unlawful transactions with respect to shares or the capital of the Company or of its holding company (article 2628 of the Italian civil code), transactions to the detriment of creditors (article 2629 of the Italian civil code), failure to disclose a conflict of interest (article 2629-*bis* of the Italian civil code), fictitious capitalisation (article 2632 of the Italian civil code), improper distribution of the corporate assets by liquidators (article 2633 of the Italian civil code), bribery among of individuals (article 2635 of the Italian civil code), incitement to bribery among individuals (article 2635-*bis* of the Italian civil code), unlawful influence over the shareholders' meeting (article 2636 of the Italian civil code), stock manipulation (article 2637 of the Italian civil code), obstruction of public surveillance authorities in the performance of their duties (article 2638 of the Italian civil code) (article 25-*ter* of the Decree);
- (g) Crimes of terrorism or subversion of the public order: provided for by the Italian criminal code or special laws, pursuant to Law no. 7/03 containing the "*Ratification and execution of the International Convention for the Suppression of the Financing of Terrorism, signed in New York on 19 December 1999, and statutory compliance to the internal regulation*" (article 25-*quater* of the Decree);
- (h) Crimes related to female genital mutilation practices (article 583-*bis* of the Italian criminal code), as provided for by Law no. 7/06 (article 25-*quater* 1 of the Decree);
- (i) Crimes against the individual: provided for by the Italian criminal code (article 600 and following of the Italian criminal code), reduction or maintenance in slavery or servitude (article 600 of the Italian criminal code), prostitution of minors (article 600-*bis* of the Italian criminal code), child pornography (article 600-*ter* of the Italian criminal code), possession of pornographic material (article 600-*quater* of the Italian criminal code), virtual pornography (article 600-*quater* 1 of the Italian criminal code), tourism initiatives designed to aid and abet prostitution of minors (article 600-*quinquies* of the Italian criminal code), purchase and sale of slaves (article 602 of the Italian criminal code), unlawful brokerage and exploitation of work (article 603-*bis* of the Italian criminal code), solicitation of children for sexual purposes (article 609-*undecies* of the Italian criminal code) (article 25-*quinquies* of the Decree);
- (j) Market abuse: pursuant to articles 184 and 185 of the Legislative Decree no. 58 of 1998 as provided for by Law no. 62 of 2005 (article 25-*sexies* of the Decree);
- (k) Crimes of manslaughter and serious injuries or grievous bodily harm: (articles 589 and 590, paragraph 3, Italian criminal code) resulting from breach of the accident prevention laws and those governing hygiene and health protection in the workplace, as provided for by

- Law no. 123 of 2007 and Legislative Decree no. 81/2008 (article 25-*septies* of the Decree);
- (l) Crimes deriving from using the financial system for laundering the proceeds of criminal activities and from the financing of terrorism: receipt of stolen goods (article 648 of the Italian criminal code), money laundering (article 648-*bis* of the Italian criminal code); use of money, goods and any other benefits that have been obtained illegally (article 648-*ter* of the Italian criminal code), as well as self-laundering (Article 648-*ter* 1 of the Italian criminal code, introduced by Law no. 186 of 2014) as provided for by the Legislative Decree no. 231 of 2007 (article 25-*octies* of the Decree);
 - (m) Copyright violations as provided for by Law no. 633 of 22 April 1941, to which the application of the of the Decree was extended with the Law no. 99 of 2009 (article 25-*novies* of the Decree);
 - (n) Inducing others not to issue statements or to issue deceitful statements to the Judicial Authorities (article 377-*bis* of the Italian criminal code), as provided for by Law no. 116 of 2009, article 4 (article 25-*decies* of the Decree);
 - (o) Environmental Crimes, introduced by the Legislative Decree no. 121 of 7 July 2011, as well as by Law no. 68 of 22 May 2015, which included new environmental crimes in the Italian criminal code (creating the Title VI-*bis*, entitled " Environmental Crimes"), many of which have been recalled in the text of article 25-*undecies* of the Decree and amended by Law no. 68 of 2015 (article 25-*undecies* of the Decree);
 - (p) Crime of employing extra-EU workers without residence permit (article 22, paragraph 12-*bis*, and article 12, paragraphs 3, 3-*bis*, 3-*ter*, and 5 of Legislative Decree no. 286 of 25 July 1998) introduced by the Legislative Decree no. 109 of 16 July 2012 (article 25-*duodecies* of the Decree);
 - (q) Racism and xenophobia (article 3, paragraph 3-*bis* of Law 654 of 13 October 1975), introduced by Law 167 of 2017; following the introduction of Legislative Decree no. 21 of 2018 this reference must be understood as referring to article 604-*bis* of the Italian criminal code – "*Propaganda and incitement to commit crimes for reasons of racial, ethnic and religious discrimination*", introduced by Law 167 of 2017 (article 25-*terdecies* of the Decree);
 - (r) Fraud in sporting competitions, abusive gambling or betting and gambling by means of prohibited devices (art. 1 and 4 of Law 13 December 1989, no 401), introduced by Law 39 of 2019 on "*Ratification and enforcement of the Council of Europe Convention on the manipulation of sporting competitions, done at Magglingen on 18 September 2014*" (article 25-*quaterdecies* of the Decree);
 - (s) Tax crimes provided for by Legislative Decree no. 74/2000: Fraudulent tax return through

the use of invoices or other documents for non-existent transactions (art. 2), Fraudulent tax return through other expedients (art. 3), Issuance of invoices or other documents for non-existent operations (art. 8), Concealment or destruction of accounting records (art. 10) and Avoidance of the payment of taxes (art. 11) introduced by Law 157/2019, as well as Filing of incorrect or incomplete tax returns (art. 4), Failing to file a tax return (art. 5) and unlawful set-off (art. 10 *quater*) – if committed within the framework of a cross-border fraud and aimed at avoiding VAT for a total amount not lower than EUR 10 million – the latter having been introduced by Legislative Decree no. 75/2020 (article 25-*quinquiesdecies* of the Decree);

- (t) Smuggling crimes: provided for by Presidential Decree 23 January 1973, n. 43, introduced by Legislative Decree no. 75/2020 (art. 25-*sexiesdecies* of the Decree);
- (u) Transnational crimes: provided for by the Italian criminal code and special laws, as identified in Law no. 146 of 06 containing the “*Ratification and execution of the Convention of the United Nations against transnational organised crime and its Protocols, signed by the General Assembly on 15/11/2000 and 31/05/2001*”.

For a more detailed examination of all the crimes provided for by the Decree, reference should be made to the **Appendix I** of the Model.

A.1.3 NO ADMINISTRATIVE LIABILITY FOR THE COMPANY

According to Article 6 of the Decree, a company may be exempt from administrative liability.

Indeed, the company will not be held liable in the event of a crime if it may prove that:

- (a) the management body has adopted and effectively implemented a Model suitable to prevent crimes of the type of those committed;
- (b) the task of supervising the functioning and compliance with the Model, as well as the task of revising the same, has been allocated to a specific Supervisory Body, granted with autonomous powers of initiative and control;
- (c) the individuals committed the crime by fraudulently breaching the Model;
- (d) there was no omission or insufficient supervision by the Supervisory Body.

Moreover, the law sets out the requirements to be met for the effective implementation of the Model:

- periodic review and possible amendment of the Model when a material breach of the same is discovered or when changes in the company's organization and business occur;

- the creation of a disciplinary system that suitably sanctions failure to comply with the provisions of the Model.

Article 6, paragraph 3, of the Decree provides that models may be adopted on the basis of codes of conduct drafted by the legal entity's sector associations.

According to said provision, all the main sector associations have approved and published their own respective codes of conduct.

In particular, in November 2013, Assobiomedica (associated with Confindustria – *Association of Italian Industries*) issued a revised version of their “*Guidelines relating to the preparation of organization, management, and control models*” (the “**Assobiomedica Guidelines**”), which are an important source with respect to the interpretation and the suitability of the Model.

The Model of the Company has been drafted in December 2013 and last revised in November 10, 2021, taking into account the Assobiomedica Guidelines, which substantially reflect those issued by Confindustria and approved by the Italian Ministry of Justice.

A.2 OBJECTIVES OF THE MODEL

Although adopting the Model is not compulsory under the Decree, the Company deemed that it was consistent with its policies to:

- (1) set up an audit system aimed at preventing conducts that could trigger administrative liability of the Company pursuant to the Decree;
- (2) adopt all the undertakings expressly provided for by article 6 of the Decree in order to rule out the Company's administrative liability;
- (3) improve efficacy and transparency in managing the Company's business.

The adoption of the Model described in this document is therefore aimed at (i) promptly identifying areas of the business where, in principle, crimes could be committed; (ii) creating an audit system aimed at mitigating the risk of crimes being committed.

In this respect, it should be noted that:

- back in 2012, the Brainlab Group approved a code of conduct (the "**Code of Conduct**"), which the Company adopted on 1 December 2012, directly informing the management bodies and the employees of its existence, and requested compliance with the principles set out therein, both with respect to their relationships with the Company and with third parties. The Italian version of the Code of Conduct is attached in **Appendix II** to this Model and its internal disclosure within the Company, which in the past involved having each employee sign it by way of confirmation, is currently included in the Learning Management System;
- upon adoption of the Model on 9 December 2013, the Company planned a control system aimed at crimes' prevention which is based on the following principles:
 - the existence of a set of clear internal rules to allocate liability, the Company's hierarchy, a description of allocated tasks and controls to be carried out. The objective is to (i) transparently define everyone's tasks and responsibilities in terms of decision-making; (ii) allow for traceability and monitoring of said processes in sensitive business; (iii) inform the offender of the risk of a crime being committed which is in breach of the law and is not consistent with the principles or the interests of the Company;
 - the proper keeping of documents and the traceability of relevant transactions (e.g. transport orders and documentation, traceability of financial transactions, traceability of accounts, etc.) so that all operations, transactions, and actions may be verified;

- the formal segregation of functions and matching of signature powers for relevant operations, in order to avoid that one individual has full management over an entire process;
- compliance with the Code of Conduct as an essential part of the Model;
- periodic reporting obligations relating to information concerning individual Company positions to the Supervisory Body, in order to ensure a management and control system that promptly flags any potential issue, either general or specific;
- the possibility for employees to flag any anomaly by directly informing the group's audit functions, without having to involve their direct managers;
- the obligation to document the controls carried out (including by producing minutes).

Moreover, in accordance with the provisions of the Decree, the Company has appointed a Supervisory Body on 2 November 2020, which meets the appropriate requirements of independence, autonomy, professional capacity and continuity of action, and whose purpose is to verify the correct application of the Model by monitoring activities and the definition of information flows from sensitive areas.

Such body as well as the top management have been granted with specific duties and powers in order to ensure the effective monitoring of the application and suitability of the Model, also for purposes of configuring the exemption of liability.

There is also a disciplinary system that applies in the event of breach of the Model and the Code of Conduct, whereby all the Company's levels are made aware and trained on the Company Protocols and Procedures and the application of the rules governing conduct.

The drafting and the revision of the Model have entailed, respectively, the operational process described in the following section.

A.3 ACTIVITIES CARRIED OUT FOR THE ADOPTION OF THE MODEL

A.3.1 MAPPING - INTRODUCTION

The methodology applied when preparing the Model was mainly aimed at identifying “sensitive” or “at risk” areas – namely, the processes and the business activities where there could be a risk of any of the crimes expressly referred to in the Decree being committed. Those provisions take into account legal provisions, according to which risk areas should be identified from an organizational and audit perspective of Company events, together with a legal analysis of the situation.

From this point of view, the Company in this current stage of verifying and revising the Model, but also in the prior stage of adopting the high number of laws and the group’s procedures which form the basis for the Model that was approved, has launched an action plan aimed at defining, drafting and revising the Model which, according to the Company’s effective operations and the terms of how the crimes may be committed, can achieve its purpose efficiently and effectively.

For the purpose of implementing the above, it was necessary to conduct interviews and draw up comparisons with the managers of the Company’s business areas and also with individual workers.

For a description of the sensitive areas and the potentially related crime risks identified with respect to the Company, please refer to **Appendix III** of the Model.

Procedures for identifying, assessing and managing risks

The procedures for identifying, assessing and managing risks are the basis for this Model, as they are necessary to improve the Company’s organization in order to avoid any situation subject to criminal legal provisions.

First, with the aim of providing a definition of “risk” for the purpose of this Model, it is possible to identify such risk as the potential discrepancy with the expected results as a consequence of events, internal or external to the Company’s organization, whose occurrence was uncertain.

The occurrence of such events may vary broadly depending on the degree of sensitivity of the key variables of the Model and the level of risk factors.

The variables fall into three categories:

- (a) structural variables, which define the characteristics of the participants in the management of business transactions (management, clients, suppliers) and how they are connected (the type of hierarchy and the type of market relationships);
- (b) content variables, which qualify the goods and the services being exchanged and define the characteristics of the infrastructures and the mechanisms governing how such services are exchanged;

- (c) governance variables, which set out the Company's governance bodies and the terms on which they act, the decision making process and the legal forms adopted for organizing the business.

Such definition introduces the concept of risk exposure: a business is exposed to the risk of a crime being committed when the potential change in any one of the organization's variables could trigger, within a certain time frame, a variation in the expected behaviors. The extent of the definition defines the extent of the Company's risk exposure.

In essence, a clear definition suggests that the concept of risk is strictly connected with the characteristics of the organizational model chosen by the Company and can be assessed by evaluating the expected impact on the lawful conduct of the people carrying out the Company's business.

Risk management entails a procedure of identifying and evaluating several risks to which a company is exposed, in order to decide on the strategy to adopt in order to face said risks after having adequately evaluated the costs and benefits.

One of the most efficient and common tools of risk management is mapping risks, which in our case will mean mapping out the crimes that could be committed whilst the business is carried out.

A risk assessment will be conducted taking into equal consideration the impact on the expected behaviors and the issue of the probability of that particular crime, or series of crimes, being committed within a definite period of time. The starting point for creating a map of the relevant risks is identifying the subject matter of the analysis (e.g., a business unit, a procedure, a single business activity, etc.) and the timeframe within which the risks are assessed.

In this case, the subjective probability - which means the degree of likelihood that a certain event actually occurs - becomes particularly relevant. The degree of likelihood is obtained using a qualitative approach.

An important step in mapping the sensitive areas is the so-called gap analysis: this is an assessment which, starting from the gaps identified in the audit system and the procedures applied by the Company, is aimed at starting to indicate a crime prevention system which, in principle, is able to eliminate or mitigate the risk of crimes flagged in each area.

A.3.2 MAPPING STAGES - ANALYSIS OF THE GENERAL FRAMEWORK

An analysis of the applicable legislation was conducted to gauge the level of awareness of personnel with respect to the laws and their impact on the Company's operations.

The Company's audit framework was then analyzed along with the main organizational aspects by examining the following elements:

- the Company's by-laws;
- the Company's organizational chart;
- the activities, the positions and the responsibilities of all the main functions;
- the terms for granting mandates and powers;
- the terms for creating and circulating internal rules;
- the subsequent traceability and verifiability of the procedures relying on adequate supporting documentation and information.

A.3.3 MAPPING STAGES - ANALYSIS OF COMPANY POLICIES

After the examination of the reference context, an analysis on the Company's operations was conducted by examining its internal policies and rules in force from time to time, in order to identify the main areas of business and identify who is responsible for the control procedures and the mechanisms in place.

The Company is part of the Brainlab Group which implements the highest professional standards and applies different policies and procedures to its members.

It should be noted that, according to the organization of the group and further to the Decree coming into force, the Company has adopted all the Brainlab Group's internal rules and Company Protocols and Procedures from time to time, as confirmed by several e-mails demonstrating the circulation to the Company's personnel or members of the top management. The Model, the Code of Conduct, and the main procedures are available at any time on the Company intranet at <http://intranet.brainlab.net/Company/SitePages/PoliciesGuidelines.aspx>.

For the purpose of keeping the Model updated and following the introduction of new crimes, the Company has recently carried out an in-depth analysis of the Company's existing operations and procedures safeguarding the risk areas, including through the professional support from external advisors, the results of which contributed to the preparation of this revised Model.

The analysis has mainly focused on the sensitive areas in relation to the potential commission of the following crimes set forth by the Decree:

- **articles 24 and 25** of the Decree ("*Crimes committed against the Public Administration*", also following the enactment of Law no. 3/2019 which introduced the crime of "traffic of illegal influences" among the crimes provided for by the Decree).

Furthermore, taking into account the business activity carried out by the Company in Italy as well as the existing Model, the analysis has also involved the risks of commission of certain crimes

provided for by the Decree which may more concretely arise during the business activity and, precisely, the following crimes set forth by the Decree:

- **article 25-ter** ("*Corporate crimes*", progressively included during the years in Law no. 262/05 and Law no. 190/2012 which introduced the crime of "*private corruption*", as well as Law no. 69/2015 which remodelled the crime of "*false corporate communications*");
- **article 25-septies** ("*Crimes of manslaughter and serious injuries or grievous bodily harm resulting from breach of the accident prevention laws and those governing health and safety in the workplace*"); and
- **article 25-quinquiesdecies** ("*Tax crimes*").

For a detailed description of the sensitive areas and the relevant risk of committing the crimes identified with respect to the Company, please refer to **Appendix III** of the Model.

Company tools underlying the Model

The Company has dedicated and continues to dedicate the utmost attention to create a key sole definition of the structure, the operating procedures, the regulations and audit systems needed to ensure the efficient, effective and transparent management of activities and the allocation of responsibility.

In light of the applicable legislation, the Company has implemented a number of rules aimed at:

- (a) organizing the system of powers and delegated tasks;
- (b) governing and creating procedures for the activities carried out within the Company;
- (c) managing relationships with the various functions comprising the internal audit system;
- (d) regulating information flows between the various Company departments, which form the basis of the Model according to the Decree and are determined and constantly monitored in order to comply with the laws and regulations applicable to the Company.

That set of internal rules is also an efficient tool for the prevention of unlawful behavior in general, including the conduct identified by law with respect to the "administrative liability of legal entities".

The monitoring of the risks resulting from the Decree is therefore ensured with this Model and the set of rules described in the paragraph below, the procedures, the operating procedures, the audit system (see below) and the system of powers and delegated tasks (see below) which form an essential and substantial part.

Regulatory framework for the Company

The internal regulatory framework is aimed at achieving: compliance of the operations and, in general, of the Company's business with all the applicable laws and regulations; compliance with the Company's strategies and the fulfilment of efficient and effective Company's policies; protection of the value of the Company's assets and safeguarding it against losses; reliability and integrity of the accounts and management information.

The Company's internal rules consist of:

- (a) the Code of Conduct which sets out the values and the general principles of conduct on which the Company is built;
- (b) the procedures, operating policies and other internal rules which form a basis that defines - with respect to the activities at risk of crimes being committed - the process, the general principles of conduct and the audit system (the "**Company Protocols and Procedures**");
- (c) the system of powers and delegated tasks, which are the basis of the Company's governance system.

The above-mentioned set of rules provide for organizational solutions which:

- (i) ensure the separation of duties by correctly distributing responsibility and setting adequate authorization levels, in order to avoid any overlapping in the roles or the allocation of power which concentrates the critical actions upon one single individual (the so-called *segregation of duties*);
- (ii) identify a clear and formal allocation of powers and responsibilities, with an express indication of the limits in their exercise;
- (iii) provide for the traceability of actions, operations and transactions by means of sufficient supporting documentation and information;
- (iv) define decision-making procedures connected with set objective criteria;
- (v) govern the traceability of audit and supervision activities carried out in relation to the Company's transactions;
- (vi) ensure there are reliable information systems and suitable reporting procedures on the different managerial levels allocated with audit tasks;
- (vii) ensure that any anomalies encountered in the Company's roles, internal audit roles or other audit positions are timely flagged to the appropriate levels in the Company and managed promptly.

Internal procedures

As mentioned above, in addition to the Code of Conduct, the set of rules regulating the Company also includes the Company Protocols and Procedures, which in the majority of cases consist of the internal rules and policies adopted at a group level to ensure compliance with the core values of the Model and the Code of Conduct.

All the Company Protocols and Procedures (with a relevant list) relating to the sensitive areas identified within the Company are set out under **Appendix VII** (Main Company Protocols and Procedures) to this Model.

Preparation of documentation

Once the risk areas have been identified, as described above, and the existence of business tools as well as of an organisational structure have been acknowledged, the business documentation regarding the Model has been prepared and progressively updated.

The following documentation has been prepared and revised:

- the Model (general part): document describing the business reality and the audit system in place in relation to the risk of commission of crimes;
- the Code of Conduct: document setting out the ethic and behavior principles inspiring the Company in carrying out its business (please refer to **Appendix II**);
- the Model (special part or Main Company Protocols and Procedures): the organizational and management documents, both general and special, aimed at mitigating the risk of crimes being committed (please refer to **Appendix VII**).

Recipients of the Model

The recipients of the Model, including the Code of Conduct and the Company Protocols and Procedures referred to herein, are the members of the Company's corporate bodies and the shareholders' meeting as well as, more in general, all the employees and other collaborators of the Company as well as commercial partners, as provided for by specific clauses which will be included in the relevant agreements and limited to the execution of sensitive activities in which they may be involved (the "**Recipients**").

The Recipients must timely comply with all the provisions of the Model, also with respect to their duties of loyalty, fairness and diligence deriving from their legal relationship with the Company.

The Company condemns and sanctions any conduct that contradicts not only the law, but also the provisions of the Model and the Code of Conduct, as well as any behavior aimed at circumventing the law, the Model and/or the Code of Conduct, even where such behaviors are carried out in the belief that they are in the interest of the Company or with the intention of generating benefit to the latter.

The Company discloses the Model using suitable means that ensure it is effectively known by all the Recipients. The Model and the Code of Conduct are published and made available for consultation on the Company's intranet (together with any relevant update).

Training of personnel aimed at raising awareness as to the Model and its implementation is managed by the Brainlab Group's Compliance Team.

The training must: a) be aimed at informing the Recipients of the risk of committing crimes when carrying out their activities for the Company; b) inform them on the content of the Model and the Code of Conduct; c) raise the Recipients' awareness to adhere to the rules indicated therein in every stage of their work.

Establishment of a Supervisory Body

Once the Model has been approved by the Board of Directors, the Supervisory Body of the Company has been established, the operating rules of such body have been created, and specific obligations concerning information flows towards such body have been established. Please refer to section B.2.3 for further information in this respect.

B. GENERAL PART

B.1 BUSINESS AND DESCRIPTION OF THE COMPANY

B.1.1 COMPANY SNAPSHOT

BrainLAB Italia S.r.l. has registered offices at Via Lorenzo Mascheroni no. 27, 20145 Milan (MI), Italy. The Company has a corporate capital equal to Euro 10,400.00 (fully paid-in) and is wholly owned by Brainlab Sales GmbH, which has registered offices at Olof-Palme no. 9, 81829 Munich, Germany, whose ethical standards have been of inspiration for the Model and the Code of Conduct. The Company is part of the group led by the German company Brainlab AG (the “**Brainlab Group**”), which specializes in software-driven medical solutions that digitize, automate and optimize clinical workflows for neurosurgery, spine, trauma, craniomaxillofacial (CMF), general and vascular surgery as well as radiotherapy and radiosurgery. The Company does not have investments in other companies.

B.1.2 COMPANY BUSINESS

The Company is specialized in:

- (1) marketing digital medical technology, software and medical materials for consumption;
- (2) installing digital medical technology;
- (3) providing preventive and on-call maintenance of medical technology;
- (4) supporting and training customers on the use of their digital medical technology.

The Company’s business (both commercial and technical) is supported throughout the Country (at the clients’ premises) by individual experts: the Company does not have premises hosting its employees, nor do they own premises for said purpose.

There are commercial premises managed by a third party company (premises and personnel).

Customers include public and private hospitals, where the Company is entitled to operate under:

- article 26 of Legislative Decree no. 81/2008;
- Title IV of Legislative Decree no. 81/2008.

The management of the Company’s accounts and administrative documents is carried out in Milan (the activity has been outsourced to an accountant).

The Company takes part in public tenders and private bids according to the legal status of the customer.

There are third party distributors (agents) throughout the Country working on an exclusive basis for certain product lines or persons with whom the Company works regularly on a non-exclusive basis.

The Company also takes part in public negotiated procurement procedures relating - with respect to digital medical technology - to the following activities, as defined with the commissioning company in the relevant offer from time to time:

- the supply of requested equipment;
- planned and on call maintenance;
- installation of hardware components;
- installation and modification of software;
- customer support and training.

The sales process is comprised of the following operational stages:

- acquiring information on the tender/specifications relating to the field of the Company;
- analyzing the tender/specifications;
- retrieval of details and qualifications of sub-contractors if required;
- preparation of the offer;
- sending or delivering the offer directly;
- demonstration of the product at client premises (if requested by the legal entity).

The Company provides the following services:

- analyzing the tender information and checking the consistency with the required services;
- contacting subcontractors so they may make an offer that is consistent with the services to be provided;
- supporting subcontractors with demonstrations or presentations of the product to the relevant institution;
- providing offer.

Given the high level of specialization of the services requested, the Company participates in tenders worth significant amounts (from Euro 100,000.00 to Euro 10 million).

In average, the Company participates in five tenders per year, having an impact of 20% on the Company's revenue.

B.2 GOVERNANCE, ORGANISATION, INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

B.2.1 CORPORATE GOVERNANCE

Corporate governance is one of the fundamental requirements to ensure the effectiveness of the Model, in so far as it is connected with the distribution of powers and responsibilities amongst the corporate bodies (shareholders' meeting, Board of Directors) and the corporate functions.

The Company adopts a traditional management system, and its corporate bodies are the Shareholders' Meeting and the Board of Directors: for the time being, a Board of Statutory Auditors has not been appointed as it is not compulsory.

In accordance with the Company's by-laws, the ordinary and extraordinary management of the Company is entrusted to the managing body, which may be composed of a Sole Director or of a Board of Directors with a minimum of two and a maximum of five members, in accordance with the shareholders's resolution. The Company's managing body is currently composed of a Board of Directors of three members.

The managing powers may be delegated by the Board of Directors to one or more of its members, including the power to represent the Company vis-a-vis third parties which, in any event, is entrusted to the Chairman pursuant to the Company's by-laws.

In accordance with the Company's by-laws, the Board of Directors has indeed appointed a Managing Director, granting him with signature powers for the ordinary management of the Company with a limited spending cap (Euro 6,000.00 or 8,000.00, as the case may be).

B.2.2 ORGANIZATIONAL STRUCTURE

The organizational structure has been approved and formalized in a chart which details all the business departments and the respective operating responsibilities (please refer to **Appendix X**).

The organizational chart has been disclosed to all the employees and in case of revision a timely communication is sent.

The Company defines its internal rules using a set of rules which discipline the Company Protocols and Procedures and provide the rules of conduct at all the Company's levels.

The Company's rules are rendered official, documented and circulated via:

- the Company' intranet, where all the main internal rules may be accessed immediately;
- hard copies (Company Protocols and Procedures, organizational communications, internal communications and circulars).

From a commercial perspective, the Company's organizational structure comprises of two sectors specialized, respectively, in IGS (Image Guided Surgery) and RT (Radio Therapy).

The administrative roles and core businesses are to some extent carried out by the Brainlab Group departments (hereinafter also referred to as the “**Departments**”), in particular:

- (a) Finance & Control Department: it is in charge of administrative, tax, and corporate management, overseeing all related activities from the management of accounts payables through processing of payments, keeping accounts, preparing financial statements, and liaising with banks and credit institutions.
- (b) Sales Department: it oversees the sales procedures for medical machinery and for coordinating the supply of post-sales technical support.
- (c) Operations Department: it supports the Sales Department operating from the central offices and providing information about products and relevant certification/documentation.
- (d) Legal Department: it provides legal advice to all the dDepartments. They manage litigation.
- (e) Human Resources Department: it is directly responsible for managing personnel and coordinating occupational health and safety procedures.
- (f) Risk, Treasury & Internal Audit Department: it provides support and advice to the Company's Departments.
- (g) IT Department: it oversees the management and functioning of the Brainlab Group's IT systems providing support to the Company's Departments. Its is responsible for the security of the IT systems and the training of employees on how to use the same.

B.2.3 INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

The Company adopts the internal audit and risk management system of the Brainlab Group, which is applied in accordance with the “*best practices*” in company governance and internal audits.

As part of its strategy and organizational tasks, the Board of Directors is ultimately responsible for the internal audit system and must monitor that it is constantly complete, functioning and efficient.

The Board of Directors must also ensure that the risk management system allows for the identification, assessment and control on the most significant risks.

In addition, the Internal Audit Department of the Brainlab Group – which operates directly for the group companies – provides continuous risk assessment monitoring and ensures the prevention of risks.

The Company's policies and procedures are a fundamental part of the internal audit system, including the Internal Audit Charter (which sets out the objectives and the tools used by said function), the Integrity and Compliance Policy and the Enterprise Risk Management Policy (all attached to **Appendix IX**).

In accordance with the provisions of Law no. 179/2017, the internal audit system has been further strengthened by establishing communication channels, operating via telephone (*compliance helpine*) at the number **800-786907** and by ordinary post, with the Supervisory Body of the Company, through which each employee may report illegal conducts which are relevant under the Decree.

The Company has also established an alternative communication channel, which operates by using IT-based methods through an external service provider, reachable at the following website: <https://secure.ethicspoint.com/domain/media/en/gui/31056/index.html>.

Such communication channels ensure confidentiality of the personal identity of the whistleblower, as expressly provided for by article 6, paragraph 2-bis, of the Decree (as amended by Law no. 179/2017).

Any direct or indirect act of retaliation or discriminatory action against the whistleblower – for reasons connected to the report itself – is expressly prohibited.

The Company provides for sanctions for both those violating the measures aimed at protecting the whistleblower, as well as for whistleblowers themselves who make malicious or grossly negligent reports that are proven to be unfounded.

Supervisory Body

Article 6, paragraph 1, lett. b), of the Decree provides for a condition for the exemption of administrative liability of legal entities – in addition to the adoption of an organizational, management and control model suitable at preventing crimes – which consists in setting up a body in the legal entity (the “**Supervisory Body**” or “**SB**”), which has autonomous power to act and adopt controls and whose function is to supervise the efficient implementation of the Model and update it accordingly.

Composition

Given the sensitivity and the high strategic importance of the Supervisory Body, such (monocratic) role in the Company is held by the individual who, from time to time, acts as “Compliance Officer” for Brainlab AG, which ensures that the appointed individual has the necessary professional expertise and acts in accordance with the criteria of autonomy and independence. The current SB has been appointed on 2 November 2020.

Tasks

In particular, the duties of the Supervisory Body are detailed in article 6, paragraph 1, let. b) and in article 7 of the Decree, and can be summarized as follows:

- (1) supervising the functioning of the organizational model adopted by the relevant company and the effective compliance with the principles and criteria set forth by the same;
- (2) overseeing the updates to the organizational and management system and compliance of the same with the applicable regulations and the changing needs of the relevant company, also by obtaining information on the company and drafting the relevant revision proposals.

The appointment of the Supervisory Body as well as its revocation are entrusted to the Board of Directors.

The Supervisory Body is responsible for supervising:

- (a) the efficacy and the suitability of the Model according to the Company's structure and the effective capacity to prevent the commission of crimes;
- (b) the compliance with the Model by the corporate bodies, employees, and advisors of the Company;
- (c) the need to revise the Model, if such need arises out for purposes of amending it further to a change in the Company's reality and/or regulations.

For such purpose, by way of example and without limitation, the Supervisory Body is responsible for:

- checking the adequacy of the Company's policies;
- coordinating with the head of personnel on setting up training courses for employees;
- indicate the business activities relevant for purposes of the updates;
- periodically carry out specific controls;
- coordinate with the management to assess whether to take disciplinary measures.

B.2.4 THE SANCTIONS SYSTEM

For the purpose of the effective implementation of the Model, the Company integrates the conduct subject to disciplinary measures as to include the breach of rules of conduct contained in the Model itself.

In particular, a breach of the following is deemed to trigger the application of the sanctions system:

- the Code of Conduct, alongside the Policy for the Interactions with Healthcare Professionals and the Quality Management System for the Brainlab Group;
- the protocols relating to Company Protocols and Procedures relating to sensitive areas and, in particular, the Policy for the Interactions with Healthcare Professionals;
- reporting obligations to the Supervisory Body.

In the event of any such breach, the sanctions set out in the **Sanctions System** apply (please refer to **Appendix VI**).

Those breaches compromise the trust between the parties and justify the application by the Company of disciplinary actions, whether or not criminal proceedings are commenced, as the rules governing conduct under the Model are put in place by the Company on a fully autonomous basis, irrespective of whether certain conducts constitute an unlawful behavior.

When creating the Sanctions System, the Company adopted the principle of proportionality of sanctions which must always be assessed in view of two criteria:

- the seriousness of the breach;
- the type of relationship with the offender (e.g., employee, freelancer, executive, etc.), taking into account the specific disciplinary remedies available by law and contract.

Given the specifics of such system, the Company provides broad information on both the existence and the content of the Sanctions System:

- with respect to employees, by means of ensuring strict compliance with employment law rules as well as by ensuring proper training – in collaboration with the Supervisory Body – at the time of adoption and updates of the Model;
- with respect to other collaborators (advisors), by inserting contractual clauses referring to the content thereof.

B.3 TRAINING AND INFORMATION

In order to ensure the efficient adoption of the Model, the Company acknowledges that an essential part of its implementation is training personnel, whatever the grade or contractual level, as well as providing information directed externally on the ethical, organizational, and procedural content of the Model.

In particular, with reference to training, the Company believes that an adequately verified and updated knowledge of the general principles of the law, as well as of the behaviors that the activities, the rules system and the procedure of the Model are aimed at preventing, may significantly contribute to the creation of a Company atmosphere and awareness of people on the need to engage in behaviors consistent with the principles of loyalty, fairness and compliance with laws that the Company deems relevant for its own business.

In order to achieve and maintain the objective of widespread awareness of the Model and its functions, working with the Supervisory Body, the Company promotes:

- the presentation of the Model at the times of its adoption and the circulation of its main documents;
- the availability for all personnel of a full copy of the Model so that it may be promptly consulted;
- checking the level of awareness of the Model in the Company's Departments through the activity of the Supervisory Body;
- the updating, through specific training sessions, on any changes to applicable laws or to the Model and, in any case, every two years;
- the creation, at the request of the division manager, of *ad hoc* training sessions.

Likewise, the constant flow of information to third parties operating with the Company, even temporarily, constitutes an effective way of implementing the Model.

For that reason, the Company requires that:

- in relevant contractual relationships, a clause is inserted relating to the fact that the Company has adopted an organizational model pursuant to Legislative Decree 231/2001 and that it deems that a breach of the principles and rules of conduct contained therein is a material contractual breach;
- in relevant contractual relationships, a clause is inserted stating that it is compulsory to read the Company's Code of Conduct, with the express obligation to comply with the provisions thereof.

In accordance with the above, starting on 14 November 2014 in Milan, the Company has conducted several subsequent training sessions, the minutes of which are kept with the Company's records.

C. SPECIAL PART - PROTOCOLS

C.1 GENERAL CRIME PREVENTION PRINCIPLES

In order to prevent crimes from being committed in the identified risk areas, the Company creates and develops procedures that must, in any case, comply with the following general principles:

- (a) the decisions taken by the corporate bodies and their implementation are governed by the principles and the provisions set out by applicable law, the deed of incorporation, the Company's by-laws, the Model, the Code of Conduct, the Company Protocols and Procedures, and the instructions and guidelines issued by the Authorities, the supervisory and control bodies and all the other relevant Public or Judicial Authorities;
- (b) it is mandatory for directors (and statutory auditors, if any) to communicate to the Board of Directors (and the Board of Statutory Auditors, if any) the information relating to the offices or the stakes they hold in other companies or corporations, as well as the termination or the amendments to the same which, due to their nature or type, could reasonably give rise to a conflict of interest pursuant to article 2475-ter of the Italian civil code;
- (c) the truthful and correct communications required by law and regulations are promptly and correctly made to the Supervisory and Audit Authorities or bodies (including corporate bodies) (Italian, supranational or foreign) of the market or to the shareholders;
- (d) the full and immediate collaboration with the Authorities and supervisory and control bodies, providing the full documentation and information requested in a timely manner;
- (e) the adoption of IT systems which ensure the precise identification of the beneficiary and the reason for the operation with customers, counterparties, or other companies, on terms that allow for the identification of whoever is ordering or processing the operation. The system must make it impossible for changes to be made to the information recorded;
- (f) when carrying out their activities, the Recipients must not only comply with the Model but also with the Company Protocols and Procedures to the extent applicable in the Code of Conduct.

The Company Protocols and Procedures and the internal rules applicable to the Company are constantly revised, including on proposal or instruction of the Supervisory Body, in order to ensure compliance with the core principles of the Model and the Code of Conduct.

With respect to material operations falling within the types identified, specific procedures apply, according to which:

- (a) the actions and the relevant authorization levels may be reconstructed to ensure the transparency in the choices made;
- (b) there is not the same person taking decisions, compiling the accounts documenting specific operations and having the task of running the controls required by the law and by the procedures composing the internal audit system (known as the segregation of duties principle);
- (c) the access to the personal data in the possession of the Company and their processing comply with Legislative Decree no. 196/2003 and EU Regulation no. 679/2016 (“**GDPR**”) as amended and integrated from time to time, including regulatory aspects;
- (d) the access to and the processing of such data is only possible for authorized persons with user names and passwords issued to whoever holds such role;
- (e) the documentation relating to the Company is filed and kept online by the relevant function, under conditions that do not allow for changes to be subsequently made, unless with specific evidence and by the authorized persons;
- (f) all access to the Company’s IT system – both intranet and internet – for the purpose of carrying out operations or documenting the same is possible using two-way asymmetrical encryption (user ID and password), which is changed periodically, or using another procedure which is just as effective, which allows the user to connect to the system for the purpose of the stages relevant to him/her and, where possible, to leave evidence that may not be modified of the actions taken by such user;
- (g) if the service for filing or keeping documents is carried out on behalf of the Company by an external provider, the service must be governed by a contract whereby the provider rendering the service to the Company complies with specific audit procedures which do not allow for documents to be subsequently amended, unless clearly noted;
- (h) the access to stored documents, including those contemplated in the three previous paragraphs, is always justified and allowed only for authorized persons under internal rules, the Board of Statutory Auditors or the audit firm (if any) or the Supervisory Body;
- (i) external advisors are selected according to their professional capacity, independence and expertise and the choice must be grounded according to those requirements;
- (j) goods and service suppliers are selected by the relevant Department on the basis of professional capacity, reliability and competitiveness, as required by the Company Protocols and Procedures;

- (k) the amount of compensation, fees or commissions paid to advisors, collaborators, agents or public authority officers must appropriately reflect the services they render to the Company and the effective engagement, which shall be reasonably assessed taking into account the existing market conditions and practices or established by set fees;
- (l) bonus systems for employees and collaborators, if any, are linked to realistic objectives, which are consistent with the relevant position and the assigned activities and responsibilities;
- (m) for the purpose of deciding how to use financial resources, the Company uses financial intermediaries and banks that are subject to transparency and correct conduct regulations in accordance with the European Union provisions;
- (n) in the event of ordinary transactions, if they are below the established quantitative threshold, the rationale may be linked to the class or type of cost in which the transaction falls within; for extraordinary transactions exceeding the established quantitative threshold, a detailed rationale must be provided.

The Supervisory Body oversees that the Company Protocols and Procedures and the internal operating practices, including those contemplated in the Model, are suitable to obtain compliance with the above provisions and the principles underlying the Code of Conduct. The Supervisory Body proposes the amendments and any integrations to the Company Protocols and Procedures relating to the above provisions.

It is possible to derogate from the Company Protocols and Procedures in the Model – under the responsibility of whoever implements such derogation – in case of urgency, when taking or implementing decisions, or if it is temporarily impossible to comply with the same. In that case, the Supervisory Body must be immediately informed and, in any event, the subsequent ratification by the competent individual is necessary.

For the purpose of this Model, transactions are classified as “material” by the relevant person in charge by taking into account their value and economic scope in terms of the Company’s business in the relevant Department, their impact on the decision-making and production processes, and whether they are taken as part of the ordinary course of business of the Company.

APPENDIX I

Relevant crimes

APPENDIX II

Code of Conduct

APPENDIX III

Mapping of risk areas

III.1 CRIMES COMMITTED AGAINST THE PUBLIC ADMINISTRATION (ARTICLES 24 AND 25 OF THE DECREE)

III.1.1 DEPARTMENTS AND FUNCTIONS INVOLVED, ALSO IN CASE OF PARTICIPATION TO THE CRIME

In light of the above, it is possible to map out the risk of crimes committed against the Public Administration, with particular reference to the Company's participation in public tenders, such crimes being committed in relation to the activities carried out as part of assessing, identifying, managing and completing public procurement by the positions involved, in particular:

- Members of the Board of Directors and Managing Director;
- Line Manager;
- Sales Operations Assistant;
- Technical Quote Review Specialist;
- Application Consultant.

III.1.2 IDENTIFICATION OF THE SENSITIVE ACTIVITIES AND OPERATIONS

The main sensitive activities that the Company has identified within its business are the following:

(a) **Contractual relationships with the Public Administration and officers providing public services, including in particular:**

- negotiating/stipulating/performing contracts/agreements with public offices which are obtained further to public tenders (open or reserved tenders): this means participating in tenders with Public Administration Institutions.

(b) **Relationships with Institutions and Authorities, including in particular:**

- relationships with Public Authorities relating to activities that are governed by reference regulations and managing relationships for obtaining authorizations and licenses for carrying on the Company's business;
- relationships with the financial administration: this entails managing tax obligations relating to the Company's business;
- relationships with the Social Security Authority: this entails managing remuneration and social security matters for employees and external collaborators and the relationship with the social security and insurance offices (INPS, INAIL, Labor Office);
- relationships with Public Authorities relating to occupational health and safety

(Consolidated Act on Health & Safety): this entails fulfilling occupational health & safety requirements with the controlling authorities, including in the event of inspections.

(c) **Public funds, including in particular:**

- the acquisition and/or management of contributions/grants/funding granted by the Public Administration to the Company: this entails managing requests for such contributions/grants to public offices.

(d) **Management of IT services, including in particular:**

- managing the software of Public Authorities or provided by third parties on behalf of public offices and (incoming and outgoing) internet connections or the transmission of data electronically to the Public Administration, Public Institutions or Authorities; this entails managing software applications supplied by public offices, and the electronic transmission of data to the Supervisory Authority, Financial Authority, and other public offices.

(e) **Dispute Management, including in particular:**

- managing litigation in general: this entails managing proceedings deriving from any kind of dispute.

(f) **Availability of Funds including in particular:**

- all occasions of handling or using money/revenue stamps: the availability of liquid funds (cash) and keeping revenue stamps.

III.1.3 MAPPED CRIME RISKS

Tasks	Type of crime
Stipulating contracts with the Public Administration	Art. 317 of the Italian criminal code
Contacts with public officers as part of tenders	Art. 318 of the Italian criminal code
Responsibility for and checking accuracy of documents needed for tenders	Art. 319 of the Italian criminal code
Evaluating and sourcing tenders and specifications	Art. 319-bis of the Italian criminal code
Preparation of documentation and certificates for tenders	Art. 319-ter of the Italian criminal code
Responsibility for and checking accuracy of documents	Art. 320 of the Italian criminal code

needed for tenders	Art. 321 of the Italian criminal code
Prior collection of information relating to tenders	Art. 322 of the Italian criminal code
Preparation of offers and consequent contracts	Art. 322-bis of the Italian criminal code

III.2 CORPORATE CRIMES (ARTICLE 25-TER OF THE DECREE)

III.2.1 DEPARTMENTS AND FUNCTIONS INVOLVED, ALSO IN CASE OF PARTICIPATION TO THE CRIME

In addition to the above, it is possible to map out the risk of corporate crimes being committed by the Company in relation to the activities carried by the positions involved, in particular:

- Members of the Board of Directors and Managing Director;
- Finance & Control Department;
- Sales Department;
- Operations Department;
- Legal Team Department;
- Human Resources Department;
- Risk, Treasury & Internal Audit Department;
- IT Department.

III.2.2 IDENTIFICATION OF THE SENSITIVE ACTIVITIES AND OPERATIONS

The main sensitive activities that the Company has identified within its business are the following:

(a) **Management of the corporate documentation of the Company, including in particular:**

- collection, recording and representation of the activities of the Company, of its economic, financial and patrimonial situations, in the accounting records, in financial statements, in reports and other documents addressed within the Company, towards third parties, to the financial administration of the State or other public entities, dealers and substitutes for the collection of taxes, customs as well as any other Supervisory or Control Body, whether Italian, supranational or foreign;
- documentation, archiving and storage of information referred to in the preceding paragraph.

(b) **Relationships with corporate bodies and information management within the Company, including in particular:**

- relationships of any kind with the shareholders and corporate bodies of the Company;

- information management of the Company;
- conflicts of interests of corporate officers pursuant to article 2475-*ter* of the Italian civil code and transactions with "related parties".

(c) **Management of corporate and other transactions involving the Company, including in particular:**

- purchase, sale or other transactions, concluded in any form, involving financial instruments not listed or for which there has not been a request of admission of the trading on a regulated market, and financial derivatives not traded on Italian and European regulated markets;
- transactions on corporate capital, on own shares or units;
- distribution of profits;
- preparation of meetings and conduct of the shareholders' meetings;
- transactions of sale or disposal, in whole or in part, of shareholdings in Italian and foreign companies;
- relationships of any kind with financial administration of the State and/or other public authorities, customs, dealers and substitutes for the collection of taxes as well as any potential Supervisory or Control body, whether Italian, supranational or foreign;
- management of financial resources;
- trading operations, stipulation and execution of contracts or agreements with suppliers, external consultants, business partners;
- management of relationships with suppliers, external consultants, business partners for the aspects related to the management of the Company;
- relationships with external consultants who are in charge for the administrative, accounting and tax assistance for the Company.

III.2.3 MAPPED CRIME RISKS

Tasks	Type of crime
Collection, recording and representation of the activities of the Company, of its economic, financial and patrimonial situations, in the accounting records, in financial statements, in reports and other documents addressed within the Company, towards third parties, to the financial administration of the State or other public entities, dealers and substitutes for the collection of taxes, customs as well as any other Supervisory or Control Body, whether Italian, supranational or foreign	Art. 2621 of the Italian civil code Art. 2621- <i>bis</i> of the Italian civil code
Documentation, archiving and storage of information referred to above	Art. 2621 of the Italian civil code Art. 2621- <i>bis</i> of the Italian civil code Art. 2625 of the Italian civil code
Relationships of any kind with the shareholders and corporate bodies of the Company	Art. 2625 of the Italian civil code Art. 2636 of the Italian civil code
Information management of the Company	Art. 2621 of the Italian civil code Art. 2621- <i>bis</i> of the Italian civil code
Conflicts of interests of corporate officers pursuant to article 2475-ter of the Italian civil code and transactions with "related parties"	Art. 2629- <i>bis</i> of the Italian civil code
Purchase, sale or other transactions, concluded in any form, involving financial instruments not listed or for which there has not been a request of admission of the trading on a regulated market, and financial derivatives not traded on Italian and European regulated markets	Art. 2737 of the Italian civil code
Transactions on corporate capital, on own shares or units	Art. 2628 of the Italian civil code
Distribution of profits	Art. 2627 of the Italian civil code
Preparation of meetings and conduct of the shareholders'	Art. 2625 of the Italian civil code

Tasks	Type of crime
meetings	
Transactions of sale or disposal, in whole or in part, of shareholdings in Italian and foreign companies	Art. 2628 of the Italian civil code Art. 2635 of the Italian civil code
Management of relationships of any kind with financial administration of the State and/or other public authorities, customs, dealers and substitutes for the collection of taxes as well as any potential Supervisory or Control body, whether Italian, supranational or foreign	Art. 2628 of the Italian civil code Art. 2635 of the Italian civil code
Management of financial resources	Art. 2635 of the Italian civil code
Trading operations, stipulation and execution of contracts or agreements with suppliers, external consultants, business partners	Art. 2635 of the Italian civil code
Management of relationships with suppliers, external consultants, business partners for the aspects related to the management of the Company	Art. 2635 of the Italian civil code
Relationships with external consultants who are in charge for the administrative, accounting and tax assistance for the Company	Art. 2635 of the Italian civil code Art. 2621 of the Italian civil code

III.3 CRIMES OF MANSLAUGHTER AND/OR SERIOUS INJURIES OR GRIEVOUS BODILY HARM RESULTING FROM BREACH OF THE ACCIDENT PREVENTION LAWS AND THOSE GOVERNING HEALTH AND SAFETY IN THE WORKPLACE (ARTICLE 25-SEPTIES OF THE DECREE)

III.3.1 DEPARTMENTS AND FUNCTIONS INVOLVED, ALSO IN CASE OF PARTICIPATION TO THE CRIME

It is also possible to map out the risk of crimes of manslaughter and/or serious injuries or grievous bodily harm resulting from breach of the accident prevention laws as well as those governing health and safety at the workplace being committed by the Company. In particular, the following positions may be involved in the commission of such crime:

- Members of the Board of Directors and Managing Director;
- Operations Department;
- Human Resources Department.

III.3.2 IDENTIFICATION OF THE SENSITIVE ACTIVITIES AND OPERATIONS

The main sensitive activities that the Company has identified within its business are the following:

(a) Management of activities regarding accident prevention and health and safety at the workplace

- activities carried out within the Company in accordance with the Document of Risk Assessment (DVR) and/or Operational Safety Plan (OSP) where applicable;
- management activity regarding the accident prevention obligations and hygiene and health protection at work pursuant to Legislative Decree no. 81 of 2008;
- compliance with the technical standards imposed by the applicable law in relation to safety of the equipment, plants, substances treated and the work environment;
- delivery of safe and effective products;
- set up of proper measures to implement emergency and first aid procedures;
- regular meetings with the employees' safety representative and training for the personnel;
- medical checks performed by the appointed doctor.

III.3.3 MAPPED CRIME RISKS

Tasks	Type of crime
Managing the activities carried out within the Company's offices in accordance with the provisions of the Document of Risk Assessment (DVR) and/or the Operational Safety Plan (POS), where applicable	Art. 589 of the Italian criminal code Art. 590 of the Italian criminal code
Management of accident prevention and health and safety requirements in the workplace pursuant to Legislative Decree no. 81/2008	Art. 589 of the Italian criminal code Art. 590 of the Italian criminal code
Ensuring compliance with the technical standards imposed by the applicable law in relation to safety of the equipment, plants, substances treated and the work environment	Art. 589 of the Italian criminal code Art. 590 of the Italian criminal code
Ensure delivery of safe and effective products	Art. 589 of the Italian criminal code Art. 590 of the Italian criminal code
Establishment of proper measures to implement emergency and first aid procedures in the work environment	Art. 589 of the Italian criminal code Art. 590 of the Italian criminal code
Organising regular meetings with the employees' safety representative and for the training of personnel	Art. 589 of the Italian criminal code Art. 590 of the Italian criminal code
Visits performed by the appointed doctor	Art. 589 of the Italian criminal code Art. 590 of the Italian criminal code

III.4 TAX CRIMES (ARTICLE 25-QUINQUIESDECIES OF THE DECREE)

III.4.1 DEPARTMENTS AND FUNCTIONS INVOLVED, ALSO IN CASE OF PARTICIPATION TO THE CRIME

Finally, it is possible to map out the risk of tax crimes being committed by the Company in relation to the activities carried by the following positions:

- Members of the Board of Directors and Managing Director;
- Finance & Control Department;
- Sales Department;
- Operations Department;
- Legal Team Department;
- Human Resources Department;
- Risk, Treasury & Internal Audit Department.

III.4.2 IDENTIFICATION OF THE SENSITIVE ACTIVITIES AND OPERATIONS

The main sensitive activities that the Company has identified within its business are the following:

(a) **Management of the Company's relationships with clients, suppliers, partners, authorities and/or third parties:**

- activities involving relationships with clients, suppliers or partners at a national or transnational level in relation to the identification of opportunities and business development (including abroad), as well as the management of the subsequent contractual and commercial relationships arising from them;
- recognition, recording and representation of the Company's activity and of its economic, financial and capital situations, in accounting records, financial statements, reports and other documents addressed to the Company, to third parties, to the Tax Authorities or other public bodies, competent tax collectors and withholding agents, customs authorities as well as any other supervisory or control bodies, whether Italian, supranational or foreign;
- management of financial resources, payment and collection processes and relationships with banks or financial institutions.

(b) **Management of transactions carried out by the Company:**

- huge amount transactions, unusual compared to those normally carried out by the client;
- operations frequently carried out by a client in the name of or for the benefit of third parties, where such relationship does not appear justified;
- operations carried out by third parties in the name or on behalf of a client without justifiable reason;
- request for operations with manifestly incorrect or incomplete information;
- management of intra-group services;
- extraordinary transactions.

(c) **Management of the Company's accounts, corporate and financial records and tax documentation:**

- keeping of accounts, books of account, corporate books and preparation of financial statements;
- filling, keeping and storing of accounting records relevant for tax purposes;
- preparation of tax returns and related fulfilments including those relating to customs transactions;
- issuance of invoices and other tax documentation related to the performance of domestic or international sales of goods or provision of services;
- proper performance of the obligation to pay the taxes due by the Company;
- selection of personnel and appointment of external consultants for activities relating to administration, bookkeeping and management of the invoicing cycle.

III.4.3 MAPPED CRIME RISKS

Tasks	Type of crime
Activities involving relationships with clients, suppliers or partners at a national or transnational level in relation to the identification of opportunities and business development (including abroad), as well as the management of the	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no.

Tasks	Type of crime
subsequent contractual and commercial relationships arising from them	74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no. 74/2000 Art. 11 of Legislative Decree no. 74/2000
Recognition, recording and representation of the Company's activity and of its economic, financial and capital situations, in accounting records, financial statements, reports and other documents addressed to the Company, to third parties, to the Tax Authorities or other public bodies, competent tax collectors and withholding agents, customs authorities as well as any other supervisory or control bodies, whether Italian, supranational or foreign	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no. 74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no. 74/2000 Art. 11 of Legislative Decree no. 74/2000
Management of financial resources, payment and collection processes and relationships with banks or financial institutions	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no. 74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no. 74/2000 Art. 11 of Legislative Decree no. 74/2000
Carrying out of huge amount transactions, unusual	Art. 2 of Legislative Decree no.

Tasks	Type of crime
<p>compared to those normally carried out by the client</p>	<p>74/2000</p> <p>Art. 3 of Legislative Decree no. 74/2000</p> <p>Art. 8 of Legislative Decree no. 74/2000</p> <p>Art. 10 of Legislative Decree no. 74/2000</p> <p>Art. 11 of Legislative Decree no. 74/2000</p>
<p>Operations frequently carried out by a client in the name of or for the benefit of third parties, where such relationship does not appear justified</p>	<p>Art. 2 of Legislative Decree no. 74/2000</p> <p>Art. 3 of Legislative Decree no. 74/2000</p> <p>Art. 8 of Legislative Decree no. 74/2000</p> <p>Art. 10 of Legislative Decree no. 74/2000</p> <p>Art. 11 of Legislative Decree no. 74/2000</p>
<p>Operations carried out by third parties in the name or on behalf of a client without justifiable reason</p>	<p>Art. 2 of Legislative Decree no. 74/2000</p> <p>Art. 3 of Legislative Decree no. 74/2000</p> <p>Art. 8 of Legislative Decree no. 74/2000</p> <p>Art. 10 of Legislative Decree no. 74/2000</p> <p>Art. 11 of Legislative Decree no.</p>

Tasks	Type of crime
	74/2000
Request for operations with manifestly incorrect or incomplete information	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no. 74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no. 74/2000 Art. 11 of Legislative Decree no. 74/2000
Management of intra-group services	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no. 74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no. 74/2000 Art. 11 of Legislative Decree no. 74/2000
Carrying out of extraordinary transactions	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no. 74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no.

Tasks	Type of crime
	74/2000 Art. 11 of Legislative Decree no. 74/2000
Keeping of accounts, books of account, corporate books and preparation of financial statements	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no. 74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no. 74/2000 Art. 11 of Legislative Decree no. 74/2000
Filling, keeping and storing of accounting records relevant for tax purposes	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no. 74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no. 74/2000 Art. 11 of Legislative Decree no. 74/2000
Preparation of tax returns and related fulfilments including those relating to customs transactions	Art. 2 of Legislative Decree no. 74/2000 Art. 3 of Legislative Decree no. 74/2000 Art. 8 of Legislative Decree no.

Tasks	Type of crime
	<p>74/2000</p> <p>Art. 10 of Legislative Decree no. 74/2000</p> <p>Art. 11 of Legislative Decree no. 74/2000</p>
<p>Issuance of invoices and other tax documentation related to the performance of domestic or international sales of goods or provision of services</p>	<p>Art. 2 of Legislative Decree no. 74/2000</p> <p>Art. 3 of Legislative Decree no. 74/2000</p> <p>Art. 8 of Legislative Decree no. 74/2000</p> <p>Art. 10 of Legislative Decree no. 74/2000</p> <p>Art. 11 of Legislative Decree no. 74/2000</p>
<p>Proper performance of the obligation to pay the taxes due by the Company</p>	<p>Art. 2 of Legislative Decree no. 74/2000</p> <p>Art. 3 of Legislative Decree no. 74/2000</p> <p>Art. 8 of Legislative Decree no. 74/2000</p> <p>Art. 10 of Legislative Decree no. 74/2000</p> <p>Art. 11 of Legislative Decree no. 74/2000</p>
<p>Selection of personnel and appointment of external consultants for activities relating to administration, bookkeeping and management of the invoicing cycle</p>	<p>Art. 2 of Legislative Decree no. 74/2000</p> <p>Art. 3 of Legislative Decree no.</p>

Tasks	Type of crime
	74/2000 Art. 8 of Legislative Decree no. 74/2000 Art. 10 of Legislative Decree no. 74/2000 Art. 11 of Legislative Decree no. 74/2000

APPENDIX IV

CRITERIA FOR DEFINING THE PUBLIC ADMINISTRATION, PUBLIC OFFICERS AND PUBLIC SERVANTS PROVIDING A PUBLIC SERVICE

The objective of this Appendix is to flag the general criteria and provide a list of examples of the persons qualified as "involved parties" in the crimes contemplated by the Decree, which are subject to the establishment of relationships with the Public Administration (including in this definition also the Public Administration of foreign States). Accordingly, the following are some general criteria for the definition of "Public Administration", "Public Officials" and "Public Servants providing a Public Service".

In addition, information is also provided on the crimes that could be committed by the different categories of people involved.

IV.1 Public Administration

Pursuant to criminal law, a "public administration" is deemed to be any legal institution which oversees a public interest and which performs legislative, jurisdictional or administrative activities pursuant to public law or other acts exercising public authority.

Although the Italian criminal code does not provide a definition of "public administration", according to the Ministerial Report on said code, and to the crimes contemplated therein, the public administration includes any institution that performs "all the activities of the State or other public institutions".

In an attempt to provide a preliminary classification of the legal entities that fall within the scope of that category, it is possible to refer ultimately to article 1, paragraph 2, of Legislative Decree no. 165/2001 relating to the provisions governing the employment by the public administration, which defines the public administration as all the administrative bodies of the State.

By way of example, the following institutions and category of institutions may be listed as examples of members of the public administration:

- all levels and grades of schools and educational institutions;
- institutions and administrations of the State that are autonomous, such as:
 - Ministries;
 - Chamber of Deputies and Senate of the Republic;
 - Public Policy Department;

- Italian Competition Authority (AGCM);
- Italian Energy, Networks and Environment Authority (ARERA);
- Italian Media Authority (AGCOM);
- Bank of Italy;
- Consob;
- Italian Data Protection Authority;
- Tax Authority;
- Italian Institute for Insurance Supervision (IVASS);
- Regions;
- Provinces and Metropolitan Cities;
- Municipalities;
- Mountain communities and their consortia and associations;
- Chamber of Commerce, Industry, Artisans and Agriculture, and their associations;
- All national, regional and local non economic institutions, such as:
 - INPS - the social security authority;
 - CNR - the national research body;
 - INAIL - the occupational insurance entity;
 - ISTAT - the national institute for statistics;
 - ENASARCO - social security for agents;
- ASL - local health authorities;
- State Institutions and Monopolies;

- RAI;
- Hospitals;
- European Public and related institutions;
- International Courts;
- International Parliamentary assemblies;
- International organisations.

It should be noted that according to law and relevant court precedents, public institutions often include private law parties, engaged to provide public services and companies that are majority investees in a public institution.

The list of public institutions above is merely an example without limitation, and not all the individuals who act for and in relation to said institutions are susceptible given their position (or as a result of their actions) to crimes committed against the Public Administration.

In particular, the roles that are most relevant are those of "Public Officials" and "Public Servants providing a Public Service".

IV.2 Public Officials

Pursuant to article 357, paragraph 1, of the Italian criminal code, a public official is whoever "pursuant to criminal law" performs "a legislative, judicial or administrative public function".

Article 357, paragraph 2, of the Italian criminal code concerns the concept of "administrative public function".

There is not, however, a definition for the notion of "legislative function" or "judicial function" in so far as it has not proven difficult to identify the persons who respectively carry on said professions.

Therefore, the second subsection of said article, states that under criminal law, "the administrative function is public which is governed by public legal provisions and decisions exercising public authority and characterized by training and the intention of the public administration or performed by exercising authoritative or certification powers".

The latter definition by law identifies above all the "external" scope of administrative functions.

The scope is applied by referring to a formal criteria which in turn refers to the type of the provisions, so a function is public in so far as it is subject to "public legal provisions", namely those provisions aimed at pursuing a public purpose and safeguarding the public interest, and as such, opposed to private legal provisions.

The second subsection of article 357 translates into its provisions the main criteria identified by court precedents and doctrine to distinguish the concept of "public function" from "public service".

Therefore a clear definition is given as "public functions" for administrative activities which respectively and alternately entail the exercise of:

(a) decision making powers; (b) authoritative powers; (c) certification powers.

In light of the above-mentioned principles, the most problematic category is without doubt whoever holds a "public administrative function".

In order to provide a practical solution to avoid doubt, it is useful to remember that public officials include not just senior administrative political members for the State or territorial institutions, but also - with respect to the activity of another public institution subject to public legal provisions - anyone who, on the basis of the relevant statute and the tasks the same delegates, legitimately encompasses its intention and/or acts externally pursuant to powers of representation (e.g. members of the board of directors of a hospital or medical directors: see for instance the decisions of the Italian Supreme Criminal Court, Sec. VI, no. 11462 of 15 December 1997 and no. 13411 of 27 March 2019).

It seems to also confirm in that scenario, that subjects do not have that status who - although of a significant level, nonetheless carry out preparatory activities for the institution's intended activities (such as for example, administrative secretaries, surveyors, accountants and engineers unless in specific cases and figures, where they do not "encompass" or express the intention of the public administration). Nonetheless, in principle, depending upon the specific factual circumstances, even persons performing tasks that are ancillary or subsidiary to the institutional purposes of public entities may be qualified as public officials.

The crimes that may only be committed by or against public officials are:

- Art. 317 of the Italian criminal code - Acceptance of a bribe
- Art. 318 of the Italian criminal code - Corruption in the performance of official duties
- Art. 319 of the Italian criminal code - Corruption by performing an act contrary to official duties
- Art. 319-ter of the Italian criminal code - Corruption in judicial proceedings
- Art. 322 of the Italian criminal code - Incitement to corruption

- Art. 322-bis of the Italian criminal code – Peculation, acceptance of a bribe, incitement to give or promise profits, corruption and incitement to corruption of members of the International Courts or the European Community institutions, or of international parliamentary assemblies or international organizations, and officers of the European Community or of foreign States.

IV.3 Public servants providing a public service

The definition of the category "public servants providing a public service" refers to article 358 of the Italian criminal code, which states that "those who, on whatever basis, provide a public service are persons appointed to perform a public service. A public service is an activity regulated in the same way as a public function, but characterized by a lack of powers typical of the latter, and excluding the performance of simple duties of order and the performance of purely material work".

The legislator clarified the concept of "public service" using two criteria: one positive and one negative. In order for a "service" to be deemed public, it must be governed by - as with a "public official" - public legal provisions, with the differentiation, however, of the absence of the certification, authorization, and decision-making powers that a public official has.

Examples of public servants are the following: employees of the supervisory authority who do not represent the intention of the authority and who do not have authorization powers, employees of institutions providing public services also if they are typical of private institutions, employees of public offices, etc.

The legislator also emphasized that a "public service" cannot comprise "merely executing orders" or "performing purely material services".

In terms of the activities performed by private suppliers pursuant to agreements with public offices, it is deemed that in order to extend the definition of public service to cover that kind of arrangement, it is not sufficient that the public servant has authorization powers but it is necessary to ascertain whether the individual activities are in turn subject to public legal provisions.

Court precedents have identified the category of public servants, emphasizing how the activities are instrumental and ancillary compared to those of a strictly public nature.

They have indicated a series of "indicators" of having a public nature for the institutions, in respect of which court precedents relating to joint stock companies are of relevance.

In particular, reference is made to the following indicators:

- (a) whether an activity is subject to control and coordinated for social ends, and the power to appoint and remove directors by the State or other public institutions;
- (b) the existence of an agreement and/or arrangement with the public administration;

(c) funding from the State;

(d) the intrinsic public interest in the economic activity.

On the basis of the above, a vital element in establishing if someone is a "public servant providing a public service" or not is not the legal status of the institution, but the functions allocated to the person, which must entail pursuing a public interest or satisfying the needs in the general interest.

The following crimes can therefore be ascribed to public servants:

- Art. 317 of the Italian criminal code - Acceptance of a bribe
- Art. 318 of the Italian criminal code - Corruption in the performance of official duties
- Art. 319 of the Italian criminal code - Corruption by performing an act contrary to official duties
- Art. 319-ter of the Italian criminal code - Corruption in judicial proceedings
- Art. 322 of the Italian criminal code - Incitement to corruption
- Art. 322-bis of the Italian criminal code – Peculation, acceptance of a bribe, incitement to give or promise profits, corruption and incitement to corruption of members of the International Courts or the European Community institutions, or of international parliamentary assemblies or international organizations, and officers of the European Community or of foreign States.

APPENDIX V

Appointment and regulation of the Supervisory Body

APPOINTMENT AND REGULATION OF A SUPERVISORY BODY FOR THE COMPANY

After the Decree came into force, on 9 December 2013 the Company decided to approve (and then revise) an organizational model in order to implement and apply the Company Protocols and Procedures.

It should be noted that:

- (a) since 2012 and then with a subsequent Board of Directors' resolution dated 22 March 2013, the Company has adapted its existing management procedures and rules in order to comply with the Decree, supplementing the Model from time to time thereon by:
 - (i) identifying areas where a crime could be committed;
 - (ii) providing specific policies aimed at planning training and the implementation of decisions taken by the Company relating to crimes to be prevented;
 - (iii) identifying methods for managing contractual relationships with third parties;
 - (iv) setting forth reporting obligations to the Supervisory Body regarding the function of, and the compliance with, the Model;
 - (v) introducing a disciplinary system that suitably sanctions the failure to comply with the provisions of the Model;
- (b) In order to implement the provisions of Article 6, paragraph 1, lett. b), of the Decree, on 9 December 2013 the Company first established the Supervisory Body , with the same resolution resolving upon the approval of the Model;
- (c) the Management Body is responsible for periodically - and at least annually - assessing the adequacy of the Supervisory Body in terms of its organization (adequate for its tasks, meeting requirements of professionalism and continued action, sufficient tools available to carry on its tasks) and the powers it has been granted, making all the necessary adjustments and changes it deems fit;
- (d) the following situations/offices are incompatible - and terminate - upon the appointment to office of the Supervisory Body:
 - (i) directors who have been delegated operational powers or who are directly or indirectly shareholders the Company - or an affiliate - as well as their relatives;
 - (ii) anyone with a criminal record who has received a final judgement of conviction or has agreed to a plea bargain in respect of any of the crimes provided for by the Decree or tax crimes;

- (iii) anyone with a criminal record who has received a final judgment of conviction or has agreed to a plea bargain in respect of any crime triggering disqualification - even temporarily - from holding a public office, or a temporary disqualification from holding a management position in a legal entity or corporation.

The individual identified for the appointment to the Supervisory Body must certify in writing, at the time of his/her appointment, that he/she is not in any of the incompatible situations described above and, in any case, must communicate any pending criminal proceedings or proceedings in respect of which a judgment of conviction has been issued or a plea bargain has been agreed upon, also for crimes other than those indicated in the Decree, so as to allow the Company to make its necessary evaluations.

- (e) In order to perform the assigned tasks, the Supervisory Body may - if it deems it necessary - work with external advisors having sufficient technical expertise. In such case, the advisors will perform their designated tasks according to the instructions they receive from the Supervisory Body and under its direct supervision and responsibility.

Having stated the above, at the time of appointing the Supervisory Body, the Company adopted the Supervisory Body rules which are referred to below.

RULES OF SUPERVISORY BODY

Article 1 - Scope of application

- 1.1 The Supervisory Body is a monocratic body and has the task of supervising and checking the functioning, effectiveness, adequacy and compliance with the Model adopted by the Company, in order to prevent crimes from being committed which would trigger the administrative liability pursuant to the Decree.

Article 2 - Appointment, composition and functioning of the Supervisory Body

- 2.1 The Supervisory Body is a monocratic body.
- 2.2 The Board of Directors is responsible for appointing the Supervisory Body.
- 2.3 The appointment of the Supervisory Body must be communicated to the member appointed and must be formally accepted by him/her.

The confirmation of the appointment shall then be formally communicated by the Board of Directors to all levels in the Company, through an internal communication setting out the powers, tasks and responsibilities of the Supervisory Body as well as its positioning within the organization and its ultimate purpose.

- 2.4 In performing its functions, the Supervisory Body must always act autonomously and

independently and must not have any operational tasks.

- 2.5 The member of the Supervisory Body who, in carrying out his/her delegated tasks, finds himself/herself in a conflict of interest triggering a conflict between the interests of the Company and his/her personal interest, must promptly inform the Management Body, which shall take all the necessary measures.

Article 3 - Requirements of professionalism, honor and integrity

- 3.1 A member of the Supervisory Body must not have a professional and personal profile that could impact the impartiality of his/her decisions, authority or ethics underlying his/her conduct.

- 3.2 The Supervisory Body must have the following characteristics:

(a) **Skills:**

- understanding of the organization and the Company's main processes typical of the sector in which the Company operates;
- legal know-how that allows for the identification of the situations where a crime may be committed;
- capacity to identify and assess the impact under the applicable legal framework on the Company's effective business;
- knowledge of principles and techniques used by the Internal Auditing in their activities;
- understanding of the specialised techniques used by whoever performs "inspections".

(b) **Personal characteristics:**

- ethical profile of indisputable value;
- objective credentials in terms of expertise on the basis of which he/she may demonstrate - also externally - the effective possession of the qualities described above.

Article 4 - Reasons for ineligibility and incompatibility

- 4.1 The member of the Supervisory Body must not have relatives in the Company's top management, nor must he/she have any economic interest in the Company (e.g. possess shares) or be involved in any situation that could trigger a conflict of interest, except for the

payment of the relevant remuneration by the Company.

- 4.2 Anyone who has been convicted - even without a final judgment - for any of the crimes provided for by the Decree, may not be appointed as member of the Supervisory Body.
- 4.3 If the member of the Supervisory Body is subject to a situation triggering ineligibility or incompatibility, the Board of Directors, after conducting the necessary evaluation and interviewing the relevant individual, will establish a term of at least 30 days within which such situation of ineligibility or incompatibility must have ceased.

If the aforementioned situation has not ceased to exist within the set term, the Board of Director shall revoke the appointment.

Article 5 - Duration of office

- 5.1 The member of the Supervisory Body shall hold the office for 3 years and the office may then be renewed.

Article 6 - Termination of office

- 6.1 The member of the Supervisory Body may only be removed for just cause.

In that respect, just cause means:

- disqualification or incapacity, or a serious illness which makes it impossible for the member of the Supervisory Body to perform his/her supervisory functions, or an illness which in any case entails his/her absence for more than six months;
- if the Supervisory Body is entrusted with operational tasks and responsibilities, or if an event occurs which is incompatible with the requirements of autonomy, independence and continuation of action which indeed are typical for the Supervisory Body;
- if the requirement of honor and integrity referred to under article 3.2(b) ceases to be met;
- a material breach of his/her duties;
- if a judgement is issued against the Company pursuant to the Decree or in case a criminal proceedings ended with a plea bargain, when the court documents show an "omission or insufficient supervisory activity" by the Supervisory Body, in accordance with Article 6, paragraph 1, lett. d), of the Decree;
- if a judgment is issued - even if not final - against the member of the Supervisory

Body for having personally committed one of the crimes provided for by the Decree;

- if a final judgment is issued against the member of the Supervisory Body entailing disqualification - even temporarily - from holding public offices, or a temporary disqualification from holding a management position in a legal entity or corporation.
- In the cases described above, the Board of Directors shall remove the member or, without delay, shall appoint a new member of the Supervisory Body in order to replace the individual being removed.

6.2 The member of the Supervisory Body may resign at any time (with a 3 months' prior notice) by providing a written explanation to the Board of Directors for such decision.

6.3 In the event of resignation, supervening incapacity, death, removal or forfeiture from office, the Board of Directors shall resolve upon the appointment of a replacement member of the Supervisory Body without delay.

Article 7 - Diligence and confidentiality undertakings

7.1 The member of the Supervisory Body must perform the position with the utmost diligence required by the nature of the office.

7.2 The member of the Supervisory Body shall ensure that the information acquired shall be treated as confidential, in particular regarding any potential breach of the Model and its content, and shall refrain from seeking and using confidential information for any purpose other than those specified by Article 6 of the Decree.

In any event, all the information in the possession of the member of the Supervisory Body shall be processed in accordance with the applicable law, in particular in accordance with the Consolidated Act on data protection, Legislative Decree no. 196/2003 and the GDPR, as amended and integrated from time to time.

Article 8 - Tasks of the Supervisory Body

8.1 The Supervisory Body shall report to the Board of Directors regarding the implementation of the Model, and in the event any issue should arise it shall communicate the results of the activities carried out in performance of its tasks.

8.2 With respect to any breach of the Model, the Board of Directors shall make all the necessary evaluations involving the Supervisory Body, and will then take all the necessary measures.

8.3 The Supervisory Body shall receive the information flows relating to any anomaly or problem with the functioning of the Model: the employees, executives and the individuals

granted with representative, administrative and management powers at a top level are under the obligation to report to the Supervisory Body any anomaly in the Model which they have directly or indirectly ascertained.

The same individuals are under the obligation to promptly inform the Supervisory Body of any breach of the procedures comprising the Model which they have directly or indirectly ascertained or even just suspected.

The Supervisory Body promotes the coordination with the Board of Directors and the Departments' line managers in order to verify the adequacy of the system.

The Board of Directors and the Departments' line managers are responsible for reporting to the Supervisory Body any important decisions regarding the Company's activities; by way of example and without limitation, the following information should be flagged to the Supervisory Body:

- decisions relating to any request, issue or use of public funding (for the purpose of avoiding any unlawful conduct connected with the crime of fraud against the State, misappropriation and/or undue receipt of public funds);
- any request for legal assistance made by executives and/or employees, in respect of whom the courts pursue legal action for any of the crimes provided for by the relevant law (in order to assess the existence and/or the potential liability of the Company);
- investigations or internal reports whose findings indicate liability for purposes of the Decree;
- information relating to the implementation - at all Company levels - of the Model, with evidence of disciplinary action and sanctions (following a breach of the Model) or the dismissal of any such procedure with the relevant reasons;
- a summary of the tenders launched at a national and European level, or private procurement (in order to assess the risk of corruption and bribery being committed);
- information relating to the mandates given to Public Administration or persons providing public services;

The Supervisory Body, together with the top management, shall ensure a sufficient awareness of such obligations in all the relevant individuals and shall adopt a specific procedure for the receipt and the management of the aforementioned information.

In accordance with Law no. 179/2017, the Company has also established specific

communication channels in order to allow the Company's employees to submit detailed reports of illegal conducts, which are relevant under the Decree and based on precise and consistent factual elements, or violations of the Model of which they have become aware as a result of their employment:

- compliance helpline via telephone reachable at the following number: 800-786907;
- ordinary post to the Supervisory Body at the Company's registered office.

In addition to the above communication channels, the Company has also established an alternative communication channel which operates by using IT-based methods through an external service provider, reachable at the following website <https://secure.eth-icspoint.com/domain/media/en/gui/31056/index.html>.

The Supervisory Body is promptly informed of the reports relevant under the Decree that are received through the aforementioned communication channels and is involved from the beginning in the management of the same.

8.4 Periodic reviews

In order to perform its tasks, the Supervisory Body must:

- conduct periodic annual reviews on the sensitive sectors identified by the Model;
- provide an annual report on the adequacy of the sectors that have been verified.

8.5 Training

For the purpose of implementing the Model, the training of personnel regarding the application of the same and the provisions of the Decree shall be managed by the Supervisory Body together with the relevant corporate resources, and shall comprise seminars or other training initiatives given from time to time to new recruits; refresher seminars; refresher emails and circulars.

The Supervisory Body shall control on the frequency and the content of such training program.

Article 9 - Powers of the Supervisory Body

9.1 In performing its functions, the Supervisory Body has the widest necessary powers in relation to verifying that the Model functions.

9.2 By way of example, the Supervisory Body has the power to:

- access without limitation to all relevant information relating to the Company;

- conduct evaluations in the offices, relying on the tools and the collaboration of the Company's personnel;
- use - after having informed the Board of Directors - external advisors in relation to specific matters;
- suggest additions and/or amendments to the Model regarding the areas subject to risk of crime;
- intervene in the event of recruitment of personnel or their training;
- manage, in its quality as sole recipient, all the information received regarding the Model and its objectives, with respect to third parties with whom the Company has contractual relationships (agents, collaborators, business partners, professionals, companies operating as consortia, temporary associations, joint ventures). In order to ensure the efficient flow of information to the Supervisory Body, specific sanctions apply to anyone who omits to communicate - or do so only partially - relevant information;
- in particular, the omission to flag any behavior that is not consistent with the conduct required by the Model or any significant event or circumstance for purposes of the control activity carried out by the Supervisory Body shall be sanctioned.
- to have an amount to be established with the Board of Directors and to be noted in the budget for expenses and needs related to the performance of the relevant duties.

Article 10 - Liability

- 10.1 All the members of the Supervisory Body are jointly liable towards the Company for any damage caused by the infringement of the obligation of diligence in performing their duties, only in case of gross negligence or willful misconduct.
- 10.2 In the event of negligent or incompetent behavior by the Supervisory Body giving rise to failure to verify the implementation of, compliance with and/or update of, the Model, the sanctions provided for by the disciplinary system shall apply.

Article 11 - Budget for expenses

- 11.1 The Supervisory Body has an annual amount of Euro 10,000.00 to cover the reimbursement of any expenses incurred by reason of the office.

Article 12 - Amendments to the rules

- 12.1 Any amendments to these rules may only be implemented by the Board of Directors of the Company.

APPENDIX VI

The Sanctions System

THE SANCTIONS SYSTEM

The efficient implementation of the Model requires the provision of an adequate sanctions system, which has an essential role in safeguarding the procedures and the rules contained therein.

For that purpose, the Company has created a specific sanctions system applicable to any infringing conduct of the Company's personnel.

The application of the disciplinary sanctions are not dependent on the existence of criminal proceedings, as the rules governing conduct under the Model are put in place by the Company on a fully autonomous basis, irrespective of whether a certain conduct constitutes an unlawful behavior.

A fundamental requirement for sanctions is that they be proportionate to the breach committed; proportionality must be evaluated using two criteria:

- the seriousness of a breach;
- the type of relationship with the offender (employee, freelance, executive) taking into consideration the applicable regulations and contractual provisions.

Sanctions shall be applied by the legal representative of the Company.

The violation of the provisions set forth by Article 6, paragraph 2-*bis*, of the Decree – regarding the reports of illegal conducts, which are relevant under the Decree, or violations of the Model – represents another reason for the application of the sanctions provided for by the present disciplinary system.

In particular, the following conducts are disciplinary sanctioned with the application of SUSPENSION FROM WORK AND COMPENSATION FOR A PERIOD UP TO 10 DAYS:

- the making of malicious or grossly negligent reports that prove to be unfounded;
- direct or indirect acts of retaliation or discriminatory actions carried out by any employee (executives or other employees) towards the whistleblower for reasons related, directly or indirectly, to the his/her report;
- violation of the measures aimed at ensuring the confidentiality right of the whistleblower.

Pursuant to Article 6, paragraphs 2-*ter* and 2-*quater*, of the Decree, the adoption of discriminatory measures against the whistleblower who made reports pursuant to Article 6, paragraph 2-*bis*, of the Decree may be notified from the relevant whistleblower and his/her trade unions to the Italian Labor Authorities ("*Ispettorato del Lavoro*") for the application of the appropriate measures.

Furthermore, the retaliatory or discriminatory dismissal of the whistleblower is null and void. The

change of task pursuant to Article 2103 of the Italian civil code, as well as any other retaliatory or discriminatory measure adopted against the whistleblower, is also null and void. In case of disputes related to the application of disciplinary sanctions or demotions, dismissals, transfers or application to the whistleblower of any other organizational measure having negative effects, direct or indirect, on his/her working conditions following the submission of a report pursuant to Article 6, paragraph 2-*bis*, of the Decree, the employer shall demonstrate that the aforementioned measures are based on reasons unrelated to the report itself.

MEASURES FOR EMPLOYEES

In particular, in execution of the CCNL (*Contratto Collettivo Nazionale di Lavoro*):

1. employees will be issued a VERBAL WARNING for committing a violation of the internal Company Protocols and Procedures pursuant to the Model (e.g. failing to comply with the required procedures, failing to communicate the required information, failing to carry out inspections, etc.) or for adopting, in the performance of activities in "sensitive areas", a behavior that does not comply with the requirements of the Model. In such behaviors, the non-compliance with the provisions of which the Company is informed through site instructions or other appropriate means shall be recognised, without the situations indicated in the following paragraphs 3) or 4) or 5) occurring.
2. employees will be issued a WRITTEN WARNING or a FINE OF NO MORE THAN THE VALUE OF 4 HOURS' BASIC COMPENSATION for repeatedly committing a violation of the internal Company Protocols and Procedures pursuant to the Model, and for adopting, in the performance of activities in the sensitive areas, a behavior that does not comply with the requirements of the Model, before each fault is assessed and challenged. In such behaviors, the repeated non-compliance with the provisions of which the Company is informed through site instructions or other appropriate means shall be recognised, even if the situations indicated in the following paragraphs 3) or 4) or 5) do not occur.
3. employees will be subject to SUSPENSION FROM WORK AND COMPENSATION FOR UP TO 10 WORKING DAYS for violating the internal procedures pursuant to the Model or adopting, in the performance of activities in the sensitive areas, a behavior that does not comply with the requirements of the Model, or adopting a behavior contrary to the interest of the Company causing a damage to the same or placing the same in a situation of risk for the integrity of the corporate assets or the same interest of the Company in managing its business in full compliance with the applicable laws from time to time. In such behaviours, the damage or a situation of risk for the Company in the terms described above or actions against its interests deriving from the non-compliance with the provisions of which the Company is informed through site instructions or other appropriate means shall be recognised.

4. employees will be subject to DISMISSAL WITH COMPENSATION IN LIEU OF NOTICE for adopting, in the performance of activities in the sensitive areas, a serious behavior that does not conform to the requirements of the Model aimed at committing a crime punishable under the Decree. In such behaviours, a serious damage or a situation of detriment for the Company shall be recognised.
5. employees will be subject to DISMISSAL WITHOUT NOTICE for adopting, in the performance of activities in the sensitive areas, a behavior that does not comply with the requirements of the Model, aimed at committing a crime punishable under the Decree. In such behaviors, a serious violation of the fundamental obligations pursuant to Articles 2104 and 2105 of the Italian civil code shall be recognised.

The type and extent of each of the sanctions listed above will be applied in accordance with the provisions of the Code of Conduct, taking into account:

- (a) the intent of the behavior or the degree of negligence, indiscretion or incompetence with respect to the foreseeability of the event;
- (b) the general behavior of the employee, particularly the existence of any previous disciplinary sanctions within the limits permitted by law;
- (c) the duties of the employee;
- (d) the functional position of the people involved in the events;
- (e) any other particular circumstances which characterise the disciplinary offence.

MEASURES AGAINST EXECUTIVES

In the event of any behavior of an executive that is not compliant with or breaches the internal procedures provided for by the Model when performing his/her duties in a sensitive area, the provisions of Article 7 of the Workers' Statute (*Statuto dei lavoratori*) shall apply, as deemed applicable to the executives by several judgments of the Italian Supreme Court.

MEASURES AGAINST DIRECTORS

In the event of breach of the Model by the Directors, the SB should inform the Board of Directors (and the Board of Statutory Auditors, if any) and the Directors will implement any suitable action pursuant to the Italian civil code.

MEASURES FOR EXTERNAL ADVISORS

With respect to any behavior of external advisors (partners, project workers, and any other form of arrangement) that is not compliant with the provisions of the Model, it is advisable to insert in the

relevant contract or letter of engagement an *ad hoc* clause whereby, in such case, the relationship will be terminated for the non-fulfillment of the contract on the part of the advisor, without prejudice to any claim for damages compensation in the event that the actions of such advisor caused damage to the Company.

The express termination clause must be signed twice pursuant to Article 1341 *et seq.* of the Italian civil code and in the event of an ascertained breach of the Model the Director will have to send a written communication, by registered post with advice of delivery, setting out the reasons for the termination of the relationship.

APPENDIX VII

Main Company Protocols and Procedures

This chapter of the Special Part of the Model sets out the framework of general principles and reference protocols and procedures identified for the purpose of avoiding the commission of crimes pursuant to the Decree .

In this particular context, the term “General Principles” means all the principles, situations as well as operational and organizational mechanisms regarding conduct within the Company, relating to the management of crimes’ risks, on the basis that their correct application, together with the other Company Protocols and Procedures, is suitable to prevent the commission of the crimes triggering administrative liability pursuant to the Decree.

The reference framework comprises the prevention system adopted in the Model, in line with national and international best practice relating to internal audit systems and with the Assobiomedica Guidelines relating to the Decree.

The framework for the reference protocols and procedures is divided as follows:

- **General Principles**, which refer to the general principles of conduct set up and used by the Company to develop, adopt and efficiently implement its internal procedures, consolidated operating structures and other internal regulations – with reference to the activities at risk of commission of crimes – and ensure compliance with the Model;
- **Company Protocols and Procedures**, which refer to each process that is flagged as “sensitive” in the risk assessment activities carried out during the preparation and review of the Model, in order to regulate at an operational level the specific activities/processes.

VII.1 GENERAL PRINCIPLES

The below General Principles have been set up and implemented by the Company for purposes of regulating the key elements of the Model and ensuring its effective adoption and implementation:

(a) **Code of Conduct**

Defines the principles of conduct internal and external to the Company in relation to:

- ethical and legal principles and assumptions;
- the adequacy and completeness of the content inspiring the Company in carrying out its business.

(b) **Organizational system**

Defines the organizational system of the Company and the individuals managing the same.

Clearly and formally defines the Company's organization in terms of:

- hierarchy reporting lines;
- organizational functions and relevant responsibilities;
- compliance with principles of conflicts / segregation of duties.

Ensures that the organizational system is a point of reference for all the Company's systems (powers, processes, IT systems, etc.) and that it is made known, constantly updated and complied with.

(c) **System relating to delegated powers**

Ensures that the allocation of powers and the system of delegating the same is characterized by:

- consistency in the Company delegations with the organizational responsibilities assigned to the Company positions/roles;
- compliance with the principle of the segregation of duties;
- attention to the positions that entail liaising with the Public Administration or managing activities that are key in terms of crimes against the Public Administration

VII.2 COMPANY PROTOCOLS AND PROCEDURES

As mentioned above, the areas identified as sensitive for the Company by the risk assessment activity relate to the following crimes set forth for by the Decree:

- **articles 24 and 25** of the Decree ("*Crimes committed against the Public Administration*", also following the enactment of Law no. 3 of 2019 which introduced the crime of "traffic of illegal influences" among the crimes provided for by the Decree);
- **article 25-ter** ("*Corporate crimes*", progressively included during the years in Law no. 262 of 05 and Law no. 190 of 2012 which introduced the crime of "*private corruption*", as well as Law no. 69 of 2015 which remodelled the crime of "*false corporate communications*");
- **article 25-septies** ("*Crimes of manslaughter and serious injuries or grievous bodily harm resulting from breach of the accident prevention laws and those governing health and safety in the workplace*");
- **article 25-quinquiesdecies** ("*Tax crimes*").

VII.2.1 COMPANY SAFEGUARDS FOR THE NEGOTIATION, EXECUTION AND PERFORMANCE OF CONTRACTS WITH PUBLIC SUBJECTS AND RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION (AUTHORIZING AND AUDIT INSTITUTIONS)

The following organization and management safeguards are aimed at mitigating the risk of commission of crimes being committed against the Public Administration pursuant to Articles 24 and 25 of the Decree, and are also applied in the Company Protocols and Procedures:

- corruption being prohibited is expressly included in the ethical principles;
- the specification in the management model of all the positions that could be involved in the participation in tenders and relationships with the Public Administration (Authorizing and Controlling Institutions);
- segregation of duties: there has to be a separation between who performs, who controls and who authorizes the sensitive procedures and, likewise, between who requests (and uses) resources or services, who answers such requests and who makes payments to satisfy the requests;
- traceability: whoever liaises with the Public Administration must ensure traceability in terms of the content of all such contacts and identify whoever was involved;
- the promotion of training of personnel participating in tenders, aimed at ensuring full compliance with the provisions of Legislative Decree no. 50/2016 (Contracts Code) or any

former equivalent legislation, in addition to an awareness of the Decree;

- the promotion of training of personnel who are involved in the process for obtaining, issuing, renewing and managing the authorizations to carry on the Company's business, aimed at ensuring full compliance with all the applicable laws and awareness of the Decree;
- the restriction on direct contact with Public Servants providing a Public Service to the extent strictly necessary for the correct management of a project and/or the procedure relating to authorizations;
- reporting: the sensitive process must be supported with sufficient reporting which includes an indication of any anomalies that are relevant in terms of preventing and/or identifying crimes. The reporting must be regularly sent to the Supervisory Body, in accordance with the terms agreed upon with the same;
- an annual report to the Supervisory Body listing the tenders that the Company has taken part in, specifying any issues that may have arisen as well as any problems concerning authorizations;
- the retention for ten years of all the documentation relating to tenders that the Company has participated in, in a manner that ensures access to the information and documentation and their confidentiality;
- checks on information flows and invoices for payables;
- ensure traceability of financial flows;
- the promotion of professionalism and transparency in the relationships held with the Public Administration, especially when participating in public tenders;
- ensure compliance with the requirements and the specifications of each particular tender, as well as with regulatory and other applicable provisions;
- avoid favoritism, pressure or other forms of privileged behavior of people acting in the name and on behalf of the Company with respect to the management of the relationships with the Public Administration (when such conducts are aimed at inducing the Public Administration to act favorably towards, or decide in favor of, the Company).

Furthermore, the Company has set out additional rules and principles in its Code of Conduct and in its Policy for the Interactions with Healthcare Professionals (please refer, respectively, to **Appendix II** and **Appendix VIII**) which all the executives, employees, and/or collaborators must comply with in relation to the performance of their tasks and duties within the Company.

VII.2.2 COMPANY PROTOCOLS AND PROCEDURES FOR THE NEGOTIATION, EXECUTION AND PERFORMANCE OF CONTRACTS WITH PUBLIC SUBJECTS - RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION (AUTHORIZING AND AUDIT INSTITUTIONS)

The Managing Director, together with the Line Manager, follows the tender procedure autonomously, relying on the collaboration of the Sales Operations Assistant (a company role that is normally held by the personnel of Brainlab Sales GmbH, another company belonging to the Brainlab Group), in relation to areas of their expertise, which is necessary for an economic assessment. The Managing Director, together with the Line Manager, identifies potentially interesting tenders using the services of two companies, ROGA Italia S.r.l. and TELEMAT S.p.a., which monitor on a daily basis and flag relevant tenders to the Company.

After being informed, the Managing Director - coordinating with the Line Manager - carries out a broad "selection", identifying the tenders they wish to participate in.

After a preliminary assessment together with the Sales Operations Assistant regarding whether to participate in a tender or not and the feasible economic terms and conditions, the Managing Director takes the decision on whether to participate as a Company (alone or as a temporary association of companies) and the relevant price to offer.

The Managing Director and whichever Line Manager is involved from time to time, shall check the formal and substantial content of the documents to be submitted to the contracting entity for the tender, collating together with the Sales Operations Assistant all the necessary documentation relating to compliance with social security contributions for the offer, also relying on the support of the Management with respect to collecting all the necessary authorizations required by the tender specifications to be awarded the tender.

The Technical Quote Review Specialist (a role normally held by the employees of Brainlab Corporate Services GmbH, a company of the Brainlab Group which carries out the Technical Quote Review) verifies, before the offer is submitted, the technical configuration and the technical documentation relating to the characteristics to include in the relevant tender envelopes.

The Sales Operation Assistants then oversee the operational stage of the contractual relationship once a tender has been awarded.

There is never a reason for having a direct contact with the public institution's staff, aside from the abovementioned contacts in the capacity as reference for the customer and apart from the formal stage of opening the envelope and, as the case may be, signing the contract.

The Managing Director signs in the name and on behalf of the Company all the documentation to be submitted to the Contracting Institution, as he/she has the necessary representative power.

The aforementioned Company positions manage internally all the filing procedures relating to all the activity concerning public procurement.

All the documentation relating to the participation in tenders and the subsequent execution phase (if awarded) must be retained for 10 years at the Company's registered offices after termination of the contractual relationship.

The Company rarely uses subcontracting (with respect to construction and refurbishment works on property); on some occasions, it uses a temporary association of companies together with the resellers.

In that case, the Company provides equipment to the reseller, which then proceeds with the preparation of the tenders on an entirely autonomous basis, including the price and the terms of supply.

In any event, subcontracting is managed in accordance with Legislative Decree no. 50/2006 or any former equivalent legislation.

The payment terms are established by the contracting entity in the tender specifications and the strict provisions of Legislative Decree no. 50/2006 or any former equivalent legislation, which ensure the regular payment of subcontractors.

The system of traceability of financial flows relating to public procurement is pursuant to Law no. 136/2010.

VII.3 COMPANY SAFEGUARDS, PROTOCOLS AND PROCEDURES FOR PREVENTING COMMISSION OF CORPORATE CRIMES

The following organization and management safeguards are aimed at mitigating the risk of commission of corporate crimes and are also applied in the Company Protocols and Procedures.

For significant transactions concerning collection, registration and representation of the Company in accounting records, financial statements, reports and other documents, the Company Protocols and Procedures shall include:

- compliance and the application of relevant accounting principles, generally recognized by the best practices;
- that each competent Department adopts appropriate measures to ensure that the above transactions are carried out with integrity and in accordance with the principle of truthfulness, completeness and accuracy, and that any abnormal situation is promptly reported;
- appropriate measures aimed at ensuring that the information communicated to the Managing Director and the Board of Directors by those responsible for the competent Department is true, correct, accurate, timely and documented, also with information systems;
- appropriate measures aimed at ensuring that, in the event somebody requests quantitative variation of data not supported by appropriate accountant documentation, compared to data already accounted in accordance with current procedures, whoever may be aware of that informs the Supervisory Body without delay;
- appropriate measures to ensure that, when unwarranted requests for the variation of criteria for recognition, registration and accounting representation are made, whoever may be aware of that informs the Supervisory Body without delay;
- obligation, for those providing the information required by this procedure to the relevant Departments, to provide, if requested, the documents or the original sources from which the information provided is taken and processed, in order to ensure its verifiability;
- for transactions related to the documentation, archiving and storage of information related to the Company's activities, the procedure requires that the Departments to which the information is sought by the competent bodies provide for documentation that adequately responds to the question sought, stating the origin and, where possible, the completeness and accuracy of the information, or indicating the individuals who may provide such certification;
- prior analysis of external consultants of any change, and subsequent analysis of the control body and the auditing firm of the Brainlab Group, over any change from the consolidated

practice in the application of national accounting standards and, in general, over each transaction requiring a specific analysis for the purposes of its correct accounting recognition in accordance with the national accounting standards;

- the management and automation of the main business processes (accounting, inventory, budget, etc.) by means of specific management software provided by primary standing international providers and implemented at a group level.

For transactions made by corporate representatives in conflict of interest, specific Company Protocols and Procedures are in place requiring the adoption of measures aimed at ensuring that such transactions are carried out in a transparent manner and in compliance with the criteria of substantial and procedural fairness in accordance with the provisions of the Italian civil code and the Code of Conduct.

In relationships of any kind with the shareholders and the corporate bodies of the Company, the Company Protocols and Procedures shall provide the following obligations for the individuals concerned with the processes:

- have an ethical, transparent and collaborative behavior, in compliance with the law and the internal procedures of the Company, in all of the activities aimed at the preparation of financial statements and other corporate communications, in order to provide true and fair information on the economic and financial position of the Company to the shareholders and third parties;
- comply with all the obligations imposed by the law in order to protect the integrity and effectiveness of the share capital, in order not to jeopardize the rights of creditors and third parties in general;
- ensure the regular operation of the Company and of its corporate bodies, ensuring and facilitating all forms of internal control over the management required by the law, as well as the free and proper formation of the shareholders' meetings' will;
- comply with the applicable anti-corruption System adopted at the Brainlab Group level and on the basis of the Code of Conduct.

Also in order to achieve the desired behaviors listed above, the Company expressly prohibits the Recipients to:

- represent or transmit false data, incomplete data or data anyhow not corresponding to the truth, related to the economic and financial position of the Company, for the elaboration and representation of the same in financial statements, reports and prospectuses or other corporate communications;

- omit data and information required by the law on the economic and financial position of the Company;
- alter the data and information used for the preparation of prospectuses;
- illustrate the data and information in order to provide a representation that does not correspond to the real economic and financial position of the Company and the evolution of its activities, as well as on financial instruments and related rights;
- carry out behaviors that materially impede, through the concealment of documents or the use of other fraudulent means, or which anyhow interfere with the control activity of the Supervisory Body and the shareholders;
- omit to carry out, with the due completeness, accuracy and timeliness, all the periodic reports required by the applicable laws and regulations towards public entities and surveillance and control authorities to which the Company's activity is subject, as well as transmission of data and documents required by law and/or specifically requested by such authorities;
- expose in the abovementioned communications and transmissions false facts, or conceal relevant facts related to economic or financial positions of the Company;
- pay sums of money or any other benefit (even indirectly) to directors, general managers, managers responsible for the preparation of corporate accounting documents and liquidators of associated entities, consultants, suppliers, business partners etc. in order to obtain advantages or favours on behalf of the Company.

In the preparation of the shareholders' meetings and while such meetings are being held, the existing business practices shall be adopted, as such practices that:

- ensure that dates and locations determined by the Chairman of the Board of Directors for the calls of the meetings are such as to reasonably ensure the participation of the shareholders;
- take care of all the formalities necessary to ensure effectiveness of the shareholders' meeting in accordance with the applicable law on communications, reports, publications, etc., to the competent entities;
- ensure that the organization of the meeting and the procedures adopted are adequate to ensure compliance with the regulations in force regarding participation in the shareholders' meeting and the exercise of the votes by the entitled shareholders;
- ensure that, during the meeting (as per the prepared scheme of work program), the

chairman of the meeting:

- (i) notifies the number of attending shareholders, of those attending the meeting for representation and those attending the same by proxy (or alternatively communicates the represented share capital), and finds that the meeting is duly held;
 - (ii) proposes the appointment of a secretary, in order to draft the minutes of the meetings (or alternatively reserves the preparation of the same to the notary in charge) and the possible appointment of scrutinisers (shareholders) who will sign the minutes;
 - (iii) makes the communications and/or information required by the applicable rules (by way of example, remembers the cases in which the right to vote, in accordance with the rules in force, cannot be exercised, declares that there is no evidence of abnormal situations for the Company and that everything is lawful, etc.);
 - (iv) determines, prior to the opening of the discussion, the methods of expression, detection and counting of votes;
 - (v) starts the discussion of the items on the agenda;
 - (vi) predetermines (where applicable) the length of speeches and the relevant replies, taking into account the purpose and relevance of the topics under discussion and the number of those who wish to intervene;
 - (vii) submits the topic to the approval of the shareholders;
 - (viii) communicates, to the shareholders the voting results at the end of the scrutiny, assisted by the scrutinisers (if any), the secretary or the notary;
 - (ix) once the meeting is concluded, states that the same is adjourned.
- take care of all the formalities required by the law in relation to the obligations subsequent to the shareholders' meeting;
 - ensure that all the relevant documentation produced and used for the meeting is archived and preserved.

In order to prevent the risk for the Company to be alleged the commission of the crime of bribery among individuals – in addition to the general principles of conduct referred to in the above section on Crimes committed against the Public Administration – it is necessary that every possible business relationship of the Company, both when negotiating agreements and when executing them, with other operators is based on fairness and transparency.

The Recipients shall not influence the decisions of third parties in an improper and/or unlawful manner. In particular, they shall not:

- promise or make payments in favour of third parties to the Company in order to obtain benefits for the Company;
- promise and/or offer and/or pay to third parties to the Company, directly or through third parties, sums of money or other benefits in exchange for favours, compensation or other benefits for the Company;
- making payments or recognizing other benefits, not adequately justified in the contractual relationship or in current practice, to collaborators, suppliers, consultants, or other third parties working for the Company;

in the process of hiring or purchasing, support certain employees, collaborators, suppliers, consultants or other subjects upon specific recommendation of third parties to the Company, in exchange for favours, compensation or other benefits for themselves and/or the Company.

VII.4 COMPANY SAFEGUARDS, PROTOCOLS AND PROCEDURES FOR PREVENTING THE COMMISSION OF CRIMES MANSLAUGHTER AND/OR SERIOUS INJURIES OR GRIEVOUS BODILY HARM RESULTING FROM BREACH OF THE ACCIDENT PREVENTION LAWS AND THOSE GOVERNING HEALTH AND SAFETY AT THE WORKPLACE

The Company has put in place several organization and management safeguards aimed at mitigating the risk of commission of crimes of manslaughter and/or serious injuries or grievous bodily harm resulting from breach of the accident prevention laws as well as those governing health and safety at the workplace, and such safeguards are consistently applied in the Company Protocols and Procedures.

For the risk activities identified in relation to the crimes provided for by Article 25-*septies* of the Decree, specific Company Protocols and Procedures were implemented, by virtue of which:

- a functional system ensuring the technical expertise and powers necessary for the risk verification, evaluation, management and control is implemented;
- the prevention and protection service function is centralized so as to ensure the coordination and update of a high safety standard in performing all the activities related to the Company;
- the prevention and protection service manager, in the execution of his/her activities, may ask for information and clarifications to the heads of the Departments, even if provided with independence, or to the individuals who are or were responsible for the activity;
- the SB may avail itself of the support of the prevention and protection service manager and other managers who have specific roles and responsibilities on this matter (by way of example, safety representative, doctor, first aid attendants, fire officers);
- the SB will define the information flows and schedule meetings with the abovementioned managers, in order to have a planning of the audits and a common strategy in relation to safety.

The Company adopts a health, hygiene, safety and environmental policy which is inspired to the following principles:

- increase the levels of safety, health, comfort and psychophysical well-being of the employees, also in the management of any health emergencies, promptly implementing every specific safety measures established by the competent bodies and cooperating with the health authority and the doctor responsible for the proper management of the emergency;
- evaluate the specific risks in relation to the activities carried out by the Company and adopt any necessary prevention and protection measure, constantly supervising these activities

- with the objective of reducing accidents, injuries, occupational illnesses and environmental effects, adopting in general any necessary measure to prevent the crimes committed in violation of the health and safety regulations and achieving the mandatory documentation and certifications provided by law;
- arrange methods and procedures, according to the specific type and complexity of the business processes, in order to ensure full compliance with the regulations and strategic objectives;
 - spread within the Company the safety and environment protection culture through appropriate information and training initiatives for all the personnel, at every level of the organisation. These information and training initiatives must also include all types of communication relating to the specific measures taken at national, regional and local level to maintain adequate levels of safety in the working environment even in exceptional emergency situations;
 - make the personnel aware of the importance of working in a correct, methodical, and planned way, with the utmost efficiency and in compliance with safety and environment protection issues.

Moreover, in order to maximise the evaluation of risks and implementation of appropriate protection measures, specific procedures to regulate the management of safety at the workplace, in relation to article 30 of Legislative Decree no. 81 of 2008, thus implementing the organisational, management and control model, pursuant to the Decree, have been introduced. This ensures compliance with all the obligations relating to:

- compliance with the technical-structural standards provided by the law and relating to equipment, plants, workplaces;
- evaluation of risks and implementation of the relevant prevention and protection measures;
- organisational activities, such as emergencies, first aid, management of supply contracts, periodical meetings on safety, consultancy with the safety representative;
- health supervision;
- information and training for the employees;
- supervision of the safety procedures and work instructions adopted by the employees;
- collection of the mandatory documentation and certifications provided by the law;
- periodical verifications of the application and efficiency of the procedures adopted.

The risk management in compliance with the protocols will allow defining the appropriate prevention and protection measures in relation to the specific risks of the Company.

VII.5 COMPANY SAFEGUARDS, PROTOCOLS AND PROCEDURES FOR PREVENTING THE COMMISSION OF TAX CRIMES

In addition to the general principles of conduct provided for in other sections of this Model (in particular with respect to corporate crimes), the Company has implemented further organization and management safeguards aimed at mitigating the risk of commission of tax crimes, such safeguards being also consistently applied in the Company Protocols and Procedures.

With reference to the contractual relationships entered into by the Company with third parties, in addition to what indicated in the relevant Company Protocols and Procedures, the Company undertakes to:

- manage in a transparent manner the phase of selection of contractors and subsequent evaluation of offers according to pre-existing objective criteria, all regulated by suitable formalised procedures, so that the characteristics of the contractual relationship and the requirements of the contractor are predetermined;
- in case of new clients, conduct a financial and professional reliability check, in order to reveal the possible existence of prejudicial events for the potential client (existence of protests, bankruptcy proceedings, criminal record of the directors of the company, etc.);
- provide *ex ante* for standardised contractual clauses in relation to the specific characteristics of the contract as well as a minimum documental standard suitable for proving the existence and effectiveness of the contractual relationship, the keeping of which is the responsibility of the Company itself;
- identify a specific control function with respect to the performance of the service and the adequacy of the price;
- assign to separate subjects the power to order the cash outflows and to sign contractual agreements on behalf of the Company, as per the principle of segregation of duties.

For activities relating the management of financial resources, the following is required:

- compliance with laws and/or regulations governing fiscal obligations, as well as with the circular letters issued by the competent public authorities (e.g. Italian Tax Authorities and Ministry of Finance);
- obligation to keep the personnel constantly updated and informed on the rules and measures in force within the Company and aimed at preventing the commission of the crimes set forth by Article 25-*quinquiesdecies* of the Decree and Law no. 146 of 16 March 2006;

- that all data relating to the relationships with clients are updated and accessible to those involved in the approval procedure in order to allow their traceability and a reliable assessment of the economic-financial profile.

In particular, in order to ensure adequate measures in each individual risk area, the Company's management and other authorised subjects, in addition to what indicated in the relevant Company Protocols and Procedures, undertake to:

- constantly use personnel selection criteria to ensure that the selection is made in a transparent manner on the basis of the following criteria:
 - (i) professional expertise suited to the position or tasks to be assigned;
 - (ii) equal treatment;
 - (iii) absence of the risk of criminal infiltration;
- in the preparation and subsequent keeping of accounting records relevant for tax purposes:
 - (iv) not to issue invoices or release other documents (including CMR notes and customs documentation) for non-existent operations in order to commit and/or allow third parties to commit a tax evasion;
 - (v) keep in a correct and orderly manner the accounting records and other documents the keeping of which is mandatory under a tax perspective, by arranging physical and/or IT procedures to prevent their destruction or concealment;
- in preparing annual income tax and VAT returns:
 - (vi) not to indicate fictitious liabilities by issuing invoices or other documents of similar evidential weight for non-existent operations;
 - (vii) not to indicate assets for an amount lower than the actual one or fictitious liabilities (e.g. fictitiously incurred costs and/or revenues for an amount lower than the actual one) through a false representation in the mandatory accounting records and using appropriate means to hinder their assessment;
 - (viii) not indicating a tax base for an amount lower than the actual one through the registration of assets for an amount lower than the actual one or of fictitious liabilities;
 - (ix) not actuate any time limits, provided for by the relevant legislation for the filing of the same as well as for the subsequent payment of the taxes resulting from them.

The Company, also through specific Company Protocols and Procedures, undertakes to implement

the principle of segregation of duties, within the limits and in consideration of its organisational structure, in relation to the management of the Company's accounting records and in the subsequent indication in the tax returns with reference, for example, to the following activities:

- control of the existence of the operations compared to the invoices issued;
- check on the accuracy of the tax return compared to the accounting records;
- check on whether the certificates issued as tax withholding agent match the actual payment of withholding tax.

Moreover, the following controls shall be implemented in order to ensure the lawfulness of the conducts:

- different levels of control, both internal and external, in relation to:
 - the issuance of invoices and other fiscal documentation, including CMR notes and customs bills;
 - the recording of invoices and other fiscal documentation in the registers compulsory by law;
 - the recording of invoices in accounting records;
 - the preparation of financial statements and any other periodic capital situation;
 - the transmission of the above data to accountants and other professionals with proven experience and expertise, in order to prepare statements and make payments within specified time limits provided for by the law;
- prior analysis of external consultants of any change, and subsequent analysis of the control body and the auditing firm of the Brainlab Group, over any change from the consolidated practice in the application of national accounting standards and, in general, over each transaction requiring a specific analysis for the purposes of its correct accounting recognition in accordance with the national accounting standards;
- the management and automation of the main business processes (accounting, inventory, budget, etc.) by means of specific management software provided by primary standing international providers and implemented at a group level;
- appointment by the Managing Director of an internal manager for each operation at risk;
- regular computer verifications, in order to identify the individuals disposing of electronic instruments implying external contacts (submission of data, especially if accompanied with

authentication or electronic signature; sending of "files" resulting from "online" processing, etc.);

- best practices regarding passwords, log in and other computer instruments.

Particular attention must also be paid to intra-group transactions involving the Company. In particular, the Company is obliged to:

- formalize in specific contracts all intra-group operations;
- implement a specific transfer pricing analysis, accompanied by documentation proving the correctness of the calculation of prices and costs of goods or services transferred in intra-group transactions.

Finally, in order to ensure the effective and correct fulfilment of the tax obligations of the Company, the same undertakes to perform all the necessary controls so that any fraudulent operation aimed at evading the correct payment of taxes is prevented, and in particular, by way of example:

- the simulated disposal of the Company's assets in such a way as to render the enforced recovery procedure totally or partially ineffective;
- the performance of other fraudulent transactions on the Company's own assets or on the assets of third parties, carried out for the same purpose as in the previous point.

Appendix VIII

Policy for the Interactions with Healthcare Professionals

APPENDIX IX

Brainlab Group Procedures

- **Brainlab Code of Conduct**
- **Integrity and Compliance Policy**, Rev 0, April 1, 2012
- **Enterprise Risk Management Policy**, Rev 3, March 2021
- **Internal Audit Charter**, Rev 0, February 7, 2011
- **SOP 01-01 Organization**
- **Policy on Interactions with Healthcare Professionals IT**, May 10, 2016
- **BL Standard for Compensation of Speaker and Consultant_RoW**, July 09, 2020
- **Sponsoring Guideline**, Rev. 1, Feb 2021
- **General terms and conditions of sale**, FORM 03-214 Rev. 7
- **General terms and conditions for Business Partners**, FORM 03-228 Rev. 5
- **Code of Conduct Compliance Form**, FORM 03-135 Rev. 9
- **Sales Business Partner Review Form**, FORM 03-206 Rev. 2
- **Standard template of a Sales Commissions Agreement**, FORM 03-140 Rev. 8
- **Standard template of an Single Deal Distributorship**, FORM 03-234 Rev. 3
- **Standard template of a distribution contract**
- **September 25, 2013 General terms and conditions for the free loan of equipment**, FORM 03-258 Rev. 1
- **Order Process Checklist**, FORM 03-31 Rev. 44
- **Table regarding the approval of Sales Discounts, sfdc**
- **Service Contract Sales Process**, April 4, 2014
- **Anti-Money Laundering Policy**, Rev. 2, Aug 8, 2018
- **Accounting Manual** (version 5.32 for the SAP system) March 9, 2015 / thereafter Finance Wiki in Intranet
- **Cost Center Signature List**, updated regularly
- **Data Privacy Policy**, Rev 8, Sep 2019
- **IT Policy, Rev 004**, Feb 19, 2021
- **Information Security Policy**, Rev 2, Feb 2, 2021
- **Standard Operating Procedure (SOP 06-01) - Purchasing**
- **Standard Operating Procedure (SOP 03-05) - Material Requirement**
- **Standard Operating Procedure (SOP 06-03) Supplier Assessment**
- **Standard template of Supplier agreement**

APPENDIX X

Company Organizational Chart

Brainlab Italia S.r.l. Board of Directors

Pietro Paolo Raguzzi	Managing Director
Thomas Kraft	Chairman
Nils Ehrke	Director

Pietro Paolo Raguzzi	Regional Manager
Gaia Tonani	Area Account Manager IGS NORD
Filippo Scotto	Area Account Manager IGS SUD
Eligio Mansueto	Area Sales Manager RT SUD

Anita Villa	Application Consultant IGS
Fausto Di Tora	Application Consultant IGS
Mattia Capaldo	Application Consultant IGS

Vincenzo Angellotti	Radiotherapy Service Italy
Roberto Pupolin	Radiotherapy Service Italy
Benedetta Di Lullo	Application Consultant RT

Michele Scucciari	Radiotherapy Service Italy (VERO System)
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